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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your 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 CHINA BOHAI BANK CO., LTD., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 9668)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR  
THE BOARD OF DIRECTORS  
AND  
NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING**

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The Bank will convene the 2025 Second EGM at 2:00 p.m. on Monday, August 18, 2025 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notice of the 2025 Second EGM is set out in this circular and is also published on the website of The Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.cbhb.com.cn](http://www.cbhb.com.cn)).

If you intend to appoint a proxy to attend the 2025 Second EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of Domestic Shares, the proxy form should be returned to the office of the Board of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postal Code: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2025 Second EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 Second EGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.

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

August 1, 2025

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## DEFINITIONS

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

“2025 Second EGM”	the 2025 second extraordinary general meeting of the Bank to be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, August 18, 2025
“Articles of Association”	the Articles of Association of CHINA BOHAI BANK CO., LTD. (as amended, supplemented or otherwise modified from time to time)
“Bank” or “our Bank”	CHINA BOHAI BANK CO., LTD. (渤海銀行股份有限公司)
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“Domestic Share(s)”	ordinary share(s) issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“Group”	the Bank and its subsidiary
“H Shareholder(s)”	the holder(s) of H Share(s)
“H Share(s)”	the overseas listed foreign share(s) issued by the Bank with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed and traded on the Hong Kong Stock Exchange
“HK\$” or “HKD” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Notice of the 2025 Second EGM”	the notice of the 2025 Second EGM
“PRC”	the People’s Republic of China
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	the Domestic Share(s) and H Share(s)
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	percent

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## LETTER FROM THE BOARD

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**CHINA BOHAI BANK CO., LTD.**

**渤海银行股份有限公司**

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

**(Stock Code: 9668)**

***Executive Directors:***

Mr. WANG Jinhong (*Chairman*)

Mr. QU Hongzhi

***Non-executive Directors:***

Mr. AU Siu Luen (*Vice Chairman*)

Ms. YUAN Wei

Mr. DUAN Wenwu

Mr. HU Aimin

Mr. ZHANG Yunji

***Independent Non-executive Directors:***

Mr. TSE Yat Hong

Mr. SHUM Siu Hung Patrick

Ms. WANG Aijian

Mr. LIU Junmin

Mr. LIU Lanbiao

Mr. OUYANG Yong

***Registered Address and***

***Office Address:***

218 Haihe East Road

Hedong District

Tianjin

PRC

***Principal Place of Business***

***in Hong Kong:***

Suites 1201-1209 and 1215-1216

12/F, Two International Finance Centre

Central

Hong Kong

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR  
THE BOARD OF DIRECTORS  
AND  
NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the Notice of the 2025 Second EGM and to provide you with all the reasonable and necessary information. (1) Amendments to the Rules of Procedure for the Shareholders' General Meeting and (2) Amendments to the Rules of Procedure for the Board of Directors will be proposed as ordinary resolution to Shareholders' general meeting at the 2025 Second EGM for consideration. (1) Amendments to the Articles of Association and (2) the dissolution of the Board of Supervisors will be proposed as special resolution to Shareholders' general meeting at the 2025 Second EGM for consideration. Furthermore, this circular also includes written reports of matters to be listened to at the 2025 Second EGM.

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## LETTER FROM THE BOARD

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### AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the national laws and regulations, the latest regulatory requirements of the banking regulatory authorities and securities regulatory authorities, as well as the relevant arrangements of the reform of the Board of Supervisors of the Bank, the Bank proposes to amend the Articles of Association of the Bank, and has drafted the Articles of Association of China Bohai Bank Co., Ltd. (Amended in 2025). The amendments to the Articles of Association shall become effective on the date on which they are approved by the regulatory authorities upon the approval by the Shareholders' general meeting.

The Board also proposes to the Shareholders' general meeting to authorize the Board and agrees that the Board shall further delegate to the chairman to make corresponding amendments, apply for the approval of the amendments to the Articles of Association, file with the market supervision and administration authority and deal with other matters in accordance with the opinions or requirements, if any, of the regulatory authorities, the stock exchange of the place where the Bank's shares are listed and relevant authorities on the Articles of Association of China Bohai Bank Co., Ltd. (Amended in 2025). Subject to the Board obtaining the above authority from the Shareholders' general meeting, the Board agree to delegate such authority to the chairman.

The above matters have been considered and approved by the Board on July 25, 2025. For details of the comparative table of the amendments of the Articles of Association of China Bohai Bank Co., Ltd. (Amended in 2025), please refer to the Appendix I.

### AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETING

Pursuant to the national laws and regulations, the latest regulatory requirements of the banking regulatory authorities and securities regulatory authorities, and the needs of the Bank's corporate governance practices, the Bank proposes to amend the Rules of Procedure for Shareholders' General Meeting of China Bohai Bank Co., Ltd., and has drafted the Rules of Procedure for Shareholders' General Meeting of China Bohai Bank Co., Ltd. (Amended in 2025). The amendments to the Rules of Procedure for Shareholders' General Meeting shall become effective on the same date as the Articles of Association of China Bohai Bank Co., Ltd. (Amended in 2025), subject to the approval of the Shareholders' general meeting.

The Board also proposes to the Shareholders' general meeting to authorize the Board and agrees that the Board shall further delegate to the chairman to make corresponding amendments, apply for the approval of the amendments to the Articles of Association, file with the market supervision and administration authority and deal with other matters in accordance with the opinions or requirements, if any, of the regulatory authorities, the stock exchange of the place where the Bank's shares are listed and relevant authorities on the Rules of Procedure for Shareholders' General Meeting of China Bohai Bank Co., Ltd. (Amended in 2025). Subject to the Board obtaining the above authority from the Shareholders' general meeting, the Board agree to delegate such authority to the chairman.

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## LETTER FROM THE BOARD

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The above matters have been considered and approved by the Board on July 25, 2025. For details of the comparative table of the amendments of the Rules of Procedure for Shareholders' General Meeting of China Bohai Bank Co., Ltd. (Amended in 2025), please refer to the Appendix II.

### AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD

Pursuant to the national laws and regulations, the latest regulatory requirements of the banking regulatory authorities and securities regulatory authorities, and the needs of the Bank's corporate governance practices, the Bank proposes to amend the Rules of Procedure for the Board of Directors of China Bohai Bank Co., Ltd., and has drafted the Rules of Procedure for the Board of Directors of China Bohai Bank Co., Ltd. (Amended in 2025). The amendments to the Rules of Procedure for the Board shall become effective on the same date as the Articles of Association of China Bohai Bank Co., Ltd. (Amended in 2025), subject to the approval of the Shareholders' general meeting.

The Board also proposes to the Shareholders' general meeting to authorize the Board and agrees that the Board shall further delegate to the chairman to make corresponding amendments, apply for the approval of the amendments to the Articles of Association, file with the market supervision and administration authority and deal with other matters in accordance with the opinions or requirements, if any, of the regulatory authorities, the stock exchange of the place where the Bank's shares are listed and relevant authorities on the Rules of Procedure for the Board of Directors of China Bohai Bank Co., Ltd. (Amended in 2025). Subject to the Board obtaining the above authority from the Shareholders' general meeting, the Board agree to delegate such authority to the chairman.

For details of the comparative table of the amendments of the Rules of Procedure for the Board of Directors of China Bohai Bank Co., Ltd. (Amended in 2025), please refer to the Appendix III.

### DISSOLUTION OF THE BOARD OF SUPERVISORS

For the purposes of optimizing the corporate governance structure and enhancing the operational efficiency of corporate governance, in accordance with the relevant requirements of the Company Law of the People's Republic of China and the National Financial Regulatory Administration on the establishment of the board of supervisors, and upon consideration and approval by the Board on July 25, 2025, the Bank proposes to dissolve the Board of Supervisors, and the Audit and Consumer Rights Protection Committee of the Board shall take over the duties and responsibilities of the Board of Supervisors in accordance with the law. The special committees under the Board of Supervisors shall be abolished at the same time. Upon dissolution of the Board of Supervisors, the existing supervisors of the Bank will cease to act as supervisors of the Bank, and the relevant corporate governance documents of the Board of Supervisors such as the Rules of Procedure for the Board of Supervisors of China Bohai Bank Co., Ltd., the Supervisory and Administrative Measures of the Board of Supervisors of China Bohai Bank Co., Ltd. (《渤海銀行股份有限公司監事會監督管理辦法》), as well as the other relevant documents that have been approved and put into effect by the Board of Supervisors

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## LETTER FROM THE BOARD

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shall be repealed accordingly. The Dissolution of the Board of Supervisors shall take effect on the same date as the Articles of Association of China Bohai Bank Co., Ltd. (Amended in 2025) upon the approval by the Shareholders' general meeting of the Bank.

### **MATTERS TO BE LISTENED TO AT THE 2025 SECOND EGM**

The 2024 Assessment Report on Qualification of Major Shareholders and Related Matters of CHINA BOHAI BANK CO., LTD. (written report) will also be listened to at the 2025 Second EGM.

### **2025 SECOND EGM**

The Bank will convene the 2025 Second EGM at 2:00 p.m. on Monday, August 18, 2025 at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China. Notice of the 2025 Second EGM is set out on pages 184 to 185 of this circular.

If you intend to appoint a proxy to attend the 2025 Second EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of Domestic Shares, the proxy form should be returned to the office of the Board of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postal Code: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2025 Second EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 Second EGM or any adjournment thereof should you so wish.

### **CLOSURE OF REGISTER OF MEMBERS**

In order to determine the Shareholders who are entitled to attend the 2025 Second EGM, the register of members of the Bank will be closed from Wednesday, August 13, 2025 to Monday, August 18, 2025 (both days inclusive). The record date for determining the Shareholders' eligibility to attend and vote at the 2025 Second EGM is Monday, August 18, 2025. In order to attend and vote at the 2025 Second EGM, holders of H shares of the Bank whose transfer documents have not been registered shall deposit all transfer documents accompanied by the relevant share certificate(s) at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, August 12, 2025.



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## LETTER FROM THE BOARD

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### VOTING METHOD OF 2025 SECOND EGM

According to the Listing Rules, the voting of resolutions at the 2025 Second EGM will be taken by poll. The relevant poll results will be published on the website of The Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Bank's website at [www.cbhb.com.cn](http://www.cbhb.com.cn).

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

### RECOMMENDATION

The Board is of the opinion that the above resolutions proposed are in the interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed at the 2025 Second EGM.

Yours faithfully,  
By order of the Board  
**CHINA BOHAI BANK CO., LTD.**  
**WANG Jinhong**  
*Chairman*

Tianjin, China  
August 1, 2025

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

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 1 To protect the legitimate rights and interests of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Bank”), shareholders and creditors and regulate the organization and acts of the Bank, these Articles are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Commercial Banking Law of the PRC (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Interim Measures for the Equity Management of Commercial Banks, the Code of Corporate Governance of Banking and Insurance Institutions, the Provisional Rules on Major Shareholders’ Conduct of Banking and Insurance Institutions, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”) and other PRC laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) as well as relevant regulations of the securities regulatory authorities of the place where the Bank’s shares are listed (collectively referred to as “laws and regulations” together with the “PRC laws”).</p>	<p>Article 1 To protect the legitimate rights and interests of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Bank”), shareholders, <u>employees</u> and creditors and regulate the organization and acts of the Bank, these Articles are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), <del>the Securities Law of the People’s Republic of China, the</del> Commercial Banking Law of the PRC (hereinafter referred to as the “Commercial Banking Law”), <del>the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”),</del> the Interim Measures for the Equity Management of Commercial Banks, the Code of Corporate Governance of Banking and Insurance Institutions, the Provisional Rules on Major Shareholders’ Conduct of Banking and Insurance Institutions, <del>the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”) and other PRC laws and</del> <u><b>Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises and other PRC laws as well as relevant regulations of the securities regulatory authorities of the place where the Bank’s shares are listed,</b></u> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) <del>as well as relevant regulations of the securities regulatory authorities of the place where the Bank’s shares are listed (hereinafter collectively referred to as “laws and regulations” together with the “PRC laws”).</del></p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>The “PRC laws” referred to in these Articles refer to laws, regulations, rules, judicial interpretations and notices officially issued by legislatures and other government authorities of the PRC at all levels (including any amendments, revisions, reformulations or combinations of such PRC laws and any regulations, rules, judicial interpretations or notices issued in accordance with such PRC laws, but excluding laws, regulations and judicial precedents of the Hong Kong Special Administrative Region (hereinafter referred to as “Hong Kong”), the Macau Special Administrative Region and Taiwan).</p>	<p>The “PRC laws” referred to in these Articles refer to laws, regulations, rules, judicial interpretations and notices officially issued by legislatures <del>and other government authorities</del>, <u>administrative authorities and legal authorities</u> of the PRC at all levels (including any amendments, revisions, reformulations or combinations of such PRC laws and any regulations, rules, judicial interpretations or notices issued in accordance with such PRC laws, but excluding laws, regulations and judicial precedents of the Hong Kong Special Administrative Region (hereinafter referred to as “Hong Kong”), the Macau Special Administrative Region and Taiwan).</p>
<p>Article 7 The chairman of the Board is the legal representative of the Bank.</p>	<p>Article 7 The chairman of the Board is the legal representative of the Bank. <b><u>Where the chairman of the Board resigns, he/she shall be deemed to have resigned from the position of the legal representative at the same time. The Bank shall appoint a new legal representative in accordance with the laws and regulations and these Articles.</u></b></p>
<p>Article 8 The assets of the Bank are divided into shares of equal par value. The shareholders are responsible for the Bank to the extent of the shares they have subscribed for. The Bank is responsible for its debts with all of its assets.</p>	<p>Article 8 The assets of the Bank are divided into shares of equal par value. The shareholders are responsible for the Bank to the extent of the shares they have subscribed for. The Bank is responsible for its debts with all of its <del>assets</del><b>property</b>.</p>
<p>Article 9 From the date on which these Articles become effective, these Articles shall constitute a legally binding document that regulates the organization and acts of the Bank and the rights and obligations between the Bank and its shareholders and between shareholders inter se. These Articles shall be binding upon the Bank and its Party organizations, shareholders, directors, supervisors and senior management members, who shall have the right to make any claims and propositions regarding the Bank’s affairs based on these Articles.</p>	<p>Article 9 From the date on which these Articles become effective, these Articles shall constitute a legally binding document that regulates the organization and acts of the Bank and the rights and obligations between the Bank and its shareholders and between shareholders inter se. These Articles shall be binding upon the Bank and its Party organizations, shareholders, directors, <del>supervisors</del> and senior management members, who shall have the right to make any claims and propositions regarding the Bank’s affairs based on these Articles.</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Pursuant to these Articles, the Bank may pursue actions against shareholders, directors, supervisors and senior management members, and shareholders may pursue actions against other shareholders, the Bank and its directors, supervisors and senior management members.</p> <p>The actions, as referred to in the preceding paragraph, include the instituting of legal proceedings with a court or filing with an arbitration tribunal for arbitration.</p>	<p>Pursuant to these Articles, the Bank may pursue actions against shareholders, directors, <del>supervisors</del> and senior management members, and shareholders may pursue actions against other shareholders, the Bank and its directors, <del>supervisors</del> and senior management members.</p> <p>The actions, as referred to in the preceding paragraph, include the instituting of legal proceedings with a court or filing with an arbitration tribunal for arbitration.</p>
<p>Article 10 “Directors” as referred to in these Articles, unless the context indicates otherwise or there are special instructions, include all members of the Board who hold the positions of executive director and non-executive director (including independent director).</p> <p>“Supervisors” as referred to in these Articles, unless the context indicates otherwise or there are special instructions, include all members of the Board of Supervisors who hold the positions of shareholder supervisor, employee supervisor and external supervisor.</p> <p>“Senior management members” as referred to in these Articles, unless the context indicates otherwise or there are special instructions, include the president, vice president, secretary to the Board, Chief Financial Officer and Chief Risk Management Officer of the Bank, General Counsel and other members determined by the Board.</p> <p>The aforesaid directors and senior management members shall have the job qualifications specified by the regulatory authorities and have the qualifications approved by or filed with the regulatory authorities.</p>	<p>Article 10 “Directors” as referred to in these Articles, unless the context indicates otherwise or there are special instructions, include all members of the Board who hold the positions of executive director and non-executive director (including independent director).</p> <p><del>“Supervisors” as referred to in these Articles, unless the context indicates otherwise or there are special instructions, include all members of the Board of Supervisors who hold the positions of shareholder supervisor, employee supervisor and external supervisor.</del></p> <p>“Senior management members” as referred to in these Articles, unless the context indicates otherwise or there are special instructions, include the president, vice president, secretary to the Board, Chief Financial Officer, <del>and</del> <u>Chief Risk Management Officer, Chief Compliance Officer and Chief Information Officer</u> of the Bank, General Counsel and other members determined by the Board.</p> <p>The aforesaid directors and senior management members shall have the job qualifications specified by the regulatory authorities and have the qualifications approved by or filed with the regulatory authorities.</p>

2022 Amended Articles	2025 Proposed Amended Articles
Article 11 The business activities of the Bank are subject to the supervision and management of the China Banking and Insurance Regulatory Commission (hereinafter referred to as the “CBIRC”) and local offices thereof as well as of the People’s Bank of China and local offices thereof. The Bank, as an independent legal entity, conducts financial business according to law without interference from any organization or individual.	Article 11 The business activities of the Bank are subject to the supervision and management of the <del>China Banking and Insurance Regulatory Commission (hereinafter referred to as the “CBIRC”)</del> <b><u>banking regulatory authorities of the State Council</u></b> and local offices thereof as well as of the People’s Bank of China and local offices thereof. The Bank, as an independent legal entity, conducts financial business according to law without interference from any organization or individual.
Article 13 The Bank may invest in other enterprises in accordance with laws and regulations. However, unless otherwise provided by laws and regulations, the Bank shall not be an investor bearing joint liability for its invested enterprises.	Article 13 The Bank may invest in other enterprises in accordance with laws and regulations. <del>However, unless otherwise provided by laws and regulations,</del> <b><u>Where the provision of laws specifies that</u></b> the Bank shall not be an investor bearing joint liability for its invested enterprises, <b><u>such provision shall prevail.</u></b>
Article 14 In accordance with the Constitution of Communist Party of China and relevant provisions of laws and regulations, the Bank establishes organizations of the Communist Party of China at all levels and of all sectors all across the PRC. Under the leadership of the Party, the Party committee plays the leading role in taking the direction, managing the overall situation and promoting the implementation, and discusses and decides major matters of the Bank in accordance with the provisions. The Bank establishes a work body of the Party, allocates a sufficient number of staff members responsible for party affairs, and appropriate funds for the overhead expenses of the Party organizations.	Article 14 In accordance with the Constitution of Communist Party of China and relevant provisions of laws and regulations, the Bank establishes organizations of the Communist Party of China at all levels and of all sectors all across the PRC. Under the leadership of the Party, the Party committee plays the leading role in taking the direction, managing the overall situation and <del>promoting</del> <b><u>ensuring</u></b> the implementation, and discusses and decides major matters of the Bank in accordance with the provisions. The Bank establishes a work body of the Party, allocates a sufficient number of staff members responsible for party affairs, and appropriate funds for the overhead expenses of the Party organizations.

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 16 With the approval of CBIRC, SAFE and registration authority of the Bank, the Bank's scope of business includes:</p> <p>(I) taking deposits from the general public;</p> <p>(II) granting short, medium and long-term loans;</p> <p>(III) handling domestic and foreign settlement;</p> <p>(IV) handling bill acceptance and discounting;</p> <p>(V) issuing financial securities;</p> <p>(VI) issuing, cashing and undertaking government bonds as agent;</p> <p>(VII) trading government bonds and financial bonds;</p> <p>(VIII) engaging in inter-bank borrowing and lending;</p> <p>(IX) trading or agency trading of foreign exchange;</p> <p>(X) settlement and sales of foreign exchange;</p> <p>(XI) bank card business;</p> <p>(XII) provision of letters of credit services and guarantee;</p> <p>(XIII) agency collection and payments and part-time insurance agency;</p>	<p>Article 16 With the approval of <del>CBIRC</del>, <u>the banking regulatory authorities of the State Council and</u> <del>SAFE and registration authority of the Bank</del>, the Bank's scope of business includes:</p> <p>(I) taking deposits from the general public;</p> <p>(II) granting short, medium and long-term loans;</p> <p>(III) handling domestic and foreign settlement;</p> <p>(IV) handling bill acceptance and discounting;</p> <p>(V) issuing financial securities;</p> <p>(VI) issuing, cashing and undertaking government bonds as agent;</p> <p>(VII) trading government bonds and financial bonds;</p> <p>(VIII) engaging in inter-bank borrowing and lending;</p> <p>(IX) trading or agency trading of foreign exchange;</p> <p>(X) settlement and sales of foreign exchange;</p> <p>(XI) bank card business;</p> <p>(XII) provision of letters of credit services and guarantee;</p> <p>(XIII) agency collection and payments and part-time insurance agency;</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>(XIV) provision of safe-box service;</p> <p>(XV) engaging in derivatives trading business;</p> <p>(XVI) asset custody service;</p> <p>(XVII) sale of securities investment funds; and</p> <p>(XVIII) other businesses approved by CBIRC and other regulatory authorities.</p> <p>The scope of business as referred to in the preceding paragraph shall be approved by the registration authority of the Bank. The Bank may adjust its scope of business and complete relevant adjustment procedures with the industrial and commercial registration authority according to domestic and foreign market changes, business development and its own abilities.</p>	<p>(XIV) provision of safe-box service;</p> <p>(XV) engaging in derivatives trading business;</p> <p>(XVI) <u>asset <del>securities investment fund custody and insurance fund</del> custody service</u>;</p> <p>(XVII) sale of securities investment funds; and</p> <p>(XVIII) other businesses approved by <del>CBIRC</del> <u>the banking regulatory authorities of the State Council</u> and other regulatory authorities.</p> <p>The scope of business as referred to in the preceding paragraph shall be approved by the registration authority of the Bank. The Bank may adjust its scope of business and complete relevant <del>adjustment</del> <u>change of registration</u> procedures with <del>the industrial and commercial registration authority</del> according to domestic and foreign market changes, business development and its own abilities.</p>
<p>Article 17 The Bank shall have ordinary shares at any time. If necessary, the Bank may have other classes of shares such as preference shares according to applicable laws and regulations upon approval by the approval authority authorized by the State Council.</p>	<p>Article 17 The Bank shall have ordinary shares at any time. If necessary, the Bank may <u>issue classified shares with priority or inferior rights to profit or residual distribution of profits or</u> <del>have other classes of classified shares such as preference shares according to applicable laws and regulations upon approval by the approval authority authorized as provided for</del> by the State Council.</p>
<p>Article 18 The Bank shall issue shares in a fair and just manner, and each share of the same class shall have the same right. Shares of the same class issued at the same time shall be issued under the same conditions and at the same price; any entity or individual shall pay the same price for each share subscribed.</p>	<p>Article 18 The Bank shall issue shares in <del>a</del> <u>an open,</u> fair and just manner, and each share of the same class shall have the same right. Shares of the same class issued at the same time shall be issued under the same conditions and at the same price; <del>any entity or individual</del> <u>subscribers</u> shall pay the same price for each share subscribed.</p>

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<p>Article 19 As examined or approved by the banking regulatory authorities and the securities regulatory authorities of the State Council, the Bank may offer its shares to both domestic and overseas investors.</p> <p>Overseas investors as referred to in the preceding paragraph shall mean those investors in foreign countries and Hong Kong, Macau Special Administrative Region or Taiwan who subscribe for shares of the Bank. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares of the Bank.</p>	<p>Article 19 As <del>examined or</del> approved by the banking regulatory authorities <b>of the State Council</b>, and <b>registered or filed with</b> the securities regulatory authorities of the State Council, the Bank may offer its shares to both domestic and overseas investors.</p> <p>Overseas investors as referred to in the preceding paragraph shall mean those investors in foreign countries and Hong Kong, Macau Special Administrative Region or Taiwan who subscribe for shares of the Bank. Domestic investors shall mean those investors in the PRC, excluding the aforementioned regions, who subscribe for shares of the Bank.</p>
<p>Article 20 Shares issued by the Bank to domestic investors for subscription in RMB shall be referred to as Domestic Shares. Shares issued by the Bank to overseas investors for subscription in foreign currencies shall be referred to as Foreign Shares. The foreign shares that are listed overseas shall be referred to as overseas listed Foreign Shares.</p> <p>Foreign currency referred to in the preceding paragraph refers to the statutory currency, other than RMB, of another country or region, which is recognized by the foreign exchange authority of the State and can be used to pay the Bank for the shares.</p> <p>The overseas listed Foreign Shares issued by the Bank that are listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Stock Exchange”) shall be referred to as H Shares. H Shares are shares listed on the Hong Kong Stock Exchange upon approval, with nominal values stated in RMB, and subscribed for and traded in HK\$.</p>	<p><b>Deleted</b></p>



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<p>As permitted by relevant laws and regulations and approved by the banking regulatory authorities, the securities regulatory authorities of the State Council and other regulatory authorities, shareholders of the Bank may trade their unlisted shares in an overseas stock exchange. The listing and trading of the aforesaid shares in an overseas stock exchange shall comply with the regulatory procedures, regulations and requirements prescribed by the overseas stock market. If the shares held by shareholders of the Bank are approved to be listed on and traded in an overseas stock exchange, the shares shall change into H Shares.</p>	
<p>Article 21 At the time of its establishment, the Bank issued 5,000,000,000 shares to the promoters, accounting for 100% of all ordinary shares that can be issued by the Bank at that time.</p>	<p><b>Article 20</b> At the time of its establishment, the Bank issued 5,000,000,000 shares to the promoters, accounting for 100% of all ordinary shares that can be issued by the Bank at that time.</p>
<p>Upon approval by the approval authority authorized by the State Council, the Bank may issue a total number of 17,762,000,000 ordinary shares.</p>	<p>Upon approval by the approval authority authorized by the State Council, the Bank <del>may</del><u>has issued</u> a total number of 17,762,000,000 ordinary shares.</p>
<p>The equity structure of the Bank: 17,762,000,000 ordinary shares, including 11,561,445,000 Domestic Shares, accounting for 65.09% of the total ordinary shares that can be issued by the Bank; and 6,200,555,000 H Shares, accounting for 34.91% of the total ordinary shares that can be issued by the Bank.</p>	<p>The equity structure of the Bank: 17,762,000,000 ordinary shares, including 11,561,445,000 <del>Domestic Shares</del> <u>domestic unlisted shares</u>, accounting for 65.09% of the total ordinary shares that <del>can be</del><u>have been</u> issued by the Bank; and 6,200,555,000 <u>shares listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Stock Exchange”)</u> (hereinafter referred to as <u>“H Shares”</u>), accounting for 34.91% of the total ordinary shares that <del>can be</del><u>have been</u> issued by the Bank.</p> <p><u>The domestic unlisted shares referred to in the preceding paragraph refer to non-H shares issued by the Bank but not listed or traded on domestic stock exchanges. The Bank’s domestic unlisted shares are centrally registered and deposited with China Securities Depository and Clearing Corporation Limited. The registration and clearing arrangements for overseas listed shares are subject to the regulations of the overseas listing place.</u></p>

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<p>Article 22 After the plan of the Bank for the offering of overseas listed Foreign Shares and Domestic Shares has been approved by the securities regulatory authorities of the State Council, the Board of the Bank may arrange for implementation of such plan by means of separate issues.</p> <p>The plan of the Bank for the offering of overseas listed Foreign Shares and Domestic Shares in accordance with the preceding paragraph may be implemented separately within 15 months from the date of approval by the securities regulatory authorities of the State Council.</p>	Deleted
<p>Article 23 If the Bank offers overseas listed Foreign Shares and Domestic Shares within the total number of shares specified in the offering plan, each such offering shall be fully subscribed for in one time, or if any special circumstances make it impossible for each such offering to be fully subscribed for in one time, the shares may be offered in installments, subject to the approval of the securities regulatory authorities of the State Council.</p>	Deleted
Newly Added	<p><b><u>Article 21 The Bank and its subsidiaries shall not provide gifts, loans, guarantees or other financial assistance to others for the purpose of acquiring shares of the Bank, except for the implementation of the Bank's employee shareholding schemes or as otherwise provided by the laws and regulations.</u></b></p>
<p>Article 24 In light of the demands of operation and business development and based on laws and regulations, after obtaining the consent of shareholders through resolutions at the Shareholders' general meeting and the approval of relevant authorities of the State, the Bank may increase its capital by the following means:</p> <p>(I) offering new shares to non-specific investors;</p> <p>(II) placing new shares to existing shareholders;</p>	<p><b><u>Article 22</u></b> In light of the demands of operation and business development and based on laws and regulations, after obtaining the consent of shareholders through resolutions at the Shareholders' general meeting <del>and the approval of relevant authorities of the State</del>, the Bank may increase its capital by the following means:</p> <p><del>(I) offering new shares to non-specific investors;</del></p> <p><b><u>(I) placing new shares to existing shareholders public offering of shares;</u></b></p>

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<p>(III) distributing new shares to existing shareholders;</p> <p>(IV) converting funds in the capital reserve into share capital; and</p> <p>(V) other means stipulated by laws and regulations and approved by relevant authorities of the State.</p> <p>The Bank's increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in the laws and regulations, after being approved according to these Articles.</p>	<p><b><u>(II) private offering of shares;</u></b></p> <p>(III) distributing new <del>new</del><b><u>bonus</u></b> shares to existing shareholders;</p> <p>(IV) converting funds in the capital reserve into share capital; and</p> <p>(V) other means stipulated by laws and regulations and approved by relevant authorities of the State.</p> <p>The Bank's increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in the laws and regulations, after being approved according to these Articles.</p>
<p>Article 26 The Bank must prepare a balance sheet and a list of its property when decreasing its registered capital.</p> <p>The Bank shall notify its creditors within 10 days following the date of passing the resolution on decrease of registered capital and shall publish an announcement in a newspaper within 30 days. The creditors shall be entitled to require the Bank to pay the debts or provide corresponding guarantee within 30 days of receiving the written notice, or within 45 days of the date of announcement for those who have not received the written notice.</p> <p>The Bank's registered capital shall not, after decrease of capital, be less than the statutory minimum limit.</p>	<p><b>Article 24</b> The Bank <del>must</del><b><u>shall</u></b> prepare a balance sheet and a list of its property when decreasing its registered capital.</p> <p><del>The Bank shall notify its creditors within 10 days following the date of passing the resolution on decrease of registered capital and shall publish an announcement in a newspaper within 30 days. The creditors shall be entitled to require the Bank to pay the debts or provide corresponding guarantee within 30 days of receiving the written notice, or within 45 days of the date of announcement for those who have not received the written notice.</del></p> <p>The Bank's registered capital shall not, after decrease of capital, be less than the statutory minimum limit.</p>

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<p>Article 28 The Bank may repurchase its shares in any of the following ways according to laws and regulations and/or with approval from relevant competent authority of the State:</p> <p>(I) making a pro rata offer of repurchase to all of its shareholders;</p> <p>(II) repurchasing shares through public transaction on a stock exchange;</p> <p>(III) repurchasing shares through an off-market agreement; and</p> <p>(IV) other ways as approved by laws and regulations and the regulatory authorities.</p>	<p><b><u>Article 26 The Bank may acquire its shares through public centralized trading or other means permitted by laws and regulations and the securities regulatory authorities of the State Council.</u></b></p> <p><b><u>Where the Bank acquires its shares in accordance with (III), (V) and (VI) of Paragraph 1 of Article 25 of these Articles, the acquisition shall be made through public centralized trading.</u></b></p> <p><del>The Bank may repurchase its shares in any of the following ways according to laws and regulations and/or with approval from relevant competent authority of the State:</del></p> <p><del>(I) making a pro rata offer of repurchase to all of its shareholders;</del></p> <p><del>(II) repurchasing shares through public transaction on a stock exchange;</del></p> <p><del>(III) repurchasing shares through an off-market agreement; and</del></p> <p><del>(IV) other ways as approved by laws and regulations and the regulatory authorities.</del></p>
<p>Article 29 A prior approval shall be obtained from the Shareholders' general meeting in respect of any share repurchase by the Bank through an off-market agreement in accordance with the provisions of these Articles. After the Shareholders' general meeting has given its prior approval in the same way, the Bank may rescind or alter any contracts entered into in the said manner or waive any rights under such contracts.</p> <p>The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, an agreement to become obliged to repurchase or to acquire the right to repurchase shares.</p> <p>The Bank shall not assign a contract for repurchasing its shares or any of its rights thereunder.</p>	<p><b>Deleted</b></p>

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<p>Article 31 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its outstanding shares:</p> <p>(I) for repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose;</p> <p>(II) where the Bank repurchases its shares at a premium to their par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows: (1) if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits; (2) if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of the new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's capital reserve fund account (including premium on the new issue) at the time of such repurchase;</p> <p>(III) the Bank shall make the following payments from the Bank's distributable profits: (1) acquisition of the rights to repurchase its own shares; (2) variation of any contracts for the repurchase of its shares; (3) release from its obligations under any repurchase contracts; and</p>	<p><b>Deleted</b></p>

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<p>(IV) after the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank's capital reserve fund account.</p> <p>If there are applicable provision(s) to the contrary regarding the financial treatment of the aforementioned share repurchases in the laws and regulations, such provision(s) shall prevail.</p>	
<p>Article 32 The shares of the Bank shall be transferred in accordance with the provisions of relevant laws and regulations. The transferee shall have the qualifications to invest in the Bank as stipulated by the laws and regulations. Where the acquisition or holding of the Bank's shares is subject to relevant examination and approval procedures according to law, such procedures shall be implemented in accordance with the provisions of laws and regulations.</p>	<p><b>Article 28</b> <del>The shares of the Bank shall be transferred in accordance with the provisions of relevant</del><u>Unless otherwise provided by</u> laws and regulations <b>and these Articles, the shares of the Bank may be transferred according to law.</b> The transferee shall have the qualifications to invest in the Bank as stipulated by the laws and regulations. Where the acquisition or holding of the Bank's shares is subject to relevant examination and approval <b>or filing</b> procedures according to law, such procedures shall be implemented in accordance with the provisions of laws and regulations.</p>
<p>Article 33 Shares issued prior to the public offering of shares by the Bank cannot be transferred within one year from the date on which the shares of the Bank are listed and traded on the stock exchange.</p>	<p><b>Article 29</b> Shares issued prior to the public offering of shares by the Bank cannot be transferred within one year from the date on which the shares of the Bank are listed and traded on the stock exchange. <b><u>Where the laws and regulations have other provisions in respect of the transfer of the shares of the Bank held by shareholders and de facto controllers of the Bank, such provisions shall prevail.</u></b></p>

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<p>The directors, supervisors and senior management members of the Bank shall declare their shareholdings in the Bank and any changes thereof; shares transferred by them each year during their term of office shall not exceed 25% of their total respective shareholdings in the Bank; the shares that the aforementioned persons hold in the Bank cannot be transferred within one year from the date on which the shares of the Bank are listed and traded on, nor within half a year after they leave their positions in the Bank. The aforementioned persons shall abide by the requirements of the securities regulatory authorities of the place where the Bank's shares are listed when buying, selling or holding the Bank's shares.</p> <p>...</p>	<p>The directors,<del>supervisors</del> and senior management members of the Bank shall declare their shareholdings in the Bank and any changes thereof; shares transferred by them each year during their term of office as <b><u>determined when they take office</u></b> shall not exceed 25% of their total respective shareholdings in the Bank; the shares that the aforementioned persons hold in the Bank cannot be transferred within one year from the date on which the shares of the Bank are listed and traded on, nor within half a year after they leave their positions in the Bank. The aforementioned persons shall abide by the requirements of the securities regulatory authorities of the place where the Bank's shares are listed when buying, selling or holding the Bank's shares.</p>
<p>The “major impact” as mentioned in the preceding paragraph includes, but is not limited to, the nomination or despatch of directors, supervisors or senior management members to the Bank, affecting the financial and operational management decision-making of the Bank through agreement or otherwise, and any other circumstances recognized by the banking regulatory authorities or their local offices.</p>	<p><b><u>If the Bank's shares are pledged within the lock-up period prescribed by laws and regulations, the pledgee shall not exercise the pledge right within the lock-up period.</u></b></p> <p>...</p> <p>The “major impact” as mentioned in the preceding paragraph includes, but is not limited to, the nomination or despatch of directors,<del>supervisors</del> or senior management members to the Bank, affecting the financial and operational management decision-making of the Bank through agreement or otherwise, and any other circumstances recognized by the banking regulatory authorities or their local offices.</p>

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<p>Article 34 Unless otherwise specified by laws and regulations and these Articles, the Bank's shares for which full payment is made can be transferred freely according to the laws and shall not be subject to any lien.</p> <p>Transfer of shares of the Bank shall be registered with the share registry designated by the Bank.</p> <p>...</p>	<p><del>Article 30 Unless otherwise specified by laws and regulations and these Articles, the Bank's shares for which full payment is made can be transferred freely according to the laws and shall not be subject to any lien.</del></p> <p>Transfer of <del>shares of the Bank</del> <b>H Shares</b> shall be registered with the share registry designated by the Bank.</p> <p>...</p>
<p>Article 35...</p> <p>All instruments of transfer shall be kept at the legal address of the Bank, the address of share registrar or address designated by the Board from time to time.</p>	<p><del>Article 31...</del></p> <p><del>All instruments of transfer shall be kept at the legal address of the Bank, the address of share registrar or address designated by the Board from time to time.</del></p>
<p>Section IV Financial Assistance for the Acquisition of Shares in the Bank</p>	<p><b>(This section to be deleted in its entirety)</b></p>
<p>Article 46 The share certificates of the Bank shall be in registered form. Share certificates of the Bank shall specify:</p> <p>(I) name of the Bank;</p> <p>(II) date of establishment of the Bank;</p> <p>(III) type of share certificates, par value and number of shares represented;</p> <p>(IV) name of the shareholder holding the share certificates;</p> <p>(V) stock number; and</p> <p>(VI) other matters specified under laws and regulations.</p>	<p><b>Article 39</b> The share certificates of the Bank shall be in registered form. <del>Share certificates of the Bank shall specify</del> <b><u>Share certificates may be in paper form or in other forms prescribed by the securities regulatory authorities of the State Council. Where the share certificates are in paper form, they shall specify the following major items:</u></b></p> <p>(I) name of the Bank;</p> <p>(II) date of establishment of the Bank <b><u>or the time when share certificates are issued;</u></b></p> <p>(III) type of share certificates, par value and number of shares represented;</p> <p><del>(IV) name of the shareholder holding the share certificates;</del></p> <p><b><u>(IV) stock number; and</u></b></p> <p><b><u>(V) in the case of promoter shares, they shall be marked with the words of promoter shares; and</u></b></p>



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<p>The Bank may issue overseas listed shares in the form of overseas depositary receipts or in other derivation form of share certificates pursuant to the laws of the place where the Bank's shares are listed and practices of securities registration and custody.</p> <p>...</p>	<p>(VI) other matters specified under laws and regulations.</p> <p>The Bank may issue <del>overseas listed shares</del> <b>H Shares</b> in the form of overseas depositary receipts or in other derivation form of share certificates pursuant to the laws of the place where the Bank's shares are listed and practices of securities registration and custody.</p> <p>...</p>
<p>Article 47 During the period when H Shares are listed on the Hong Kong Stock Exchange, the Bank shall ensure all ownership certificates of all its securities listed on the Hong Kong Stock Exchange (including shares) shall include the following statements, and shall instruct and promote its share registrar to refuse any subscription, purchase or transfer of the shares registered in the name of any individual holder, unless and until the said individual holder has submitted to the said share registrar signed form relating to the said shares, which form shall include the following statements:</p> <p>(I) The acquirer of shares agrees with the Bank and each shareholder, and the Bank agrees with each shareholder, to observe and comply with the Company Law, Special Regulations, other relevant laws and regulations and these Articles;</p> <p>(II) The acquirer of shares agrees with the Bank and each shareholder, director, supervisor and senior management member of the Bank, and the Bank (acting both for the Bank and for each director, supervisor and senior management member) also agrees with each shareholder, to refer all disputes or claims arising from these Articles or any rights and obligations specified by the Company Law or other relevant laws and regulations and with respect to the affairs of the Bank, to arbitration according to these Articles. Any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award. Such arbitration shall be final and conclusive;</p>	<p><b>Article 40</b> During the period when H Shares are listed on the Hong Kong Stock Exchange, the Bank shall ensure all ownership certificates of all its securities listed on the Hong Kong Stock Exchange (including shares) shall include the following statements, and shall instruct and promote its share registrar to refuse any subscription, purchase or transfer of the shares registered in the name of any individual holder, unless and until the said individual holder has submitted to the said share registrar signed form relating to the said shares, which form shall include the following statements:</p> <p>(I) The acquirer of shares agrees with the Bank and each shareholder, and the Bank agrees with each shareholder, to observe and comply with the Company Law, <del>Special Regulations</del>, other relevant laws and regulations and these Articles;</p> <p>(II) The acquirer of shares agrees with the Bank and each shareholder, director, <del>supervisor</del> and senior management member of the Bank, and the Bank (acting both for the Bank and for each director, <del>supervisor</del> and senior management member) also agrees with each shareholder, to refer all disputes or claims arising from these Articles or any rights and obligations specified by the Company Law or other relevant laws and regulations and with respect to the affairs of the Bank, to arbitration according to these Articles. Any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its award. Such arbitration shall be final and conclusive;</p>

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(III) The acquirer of shares agrees with the Bank and each shareholder that shares of the Bank are freely transferable by the holder thereof; and	(III) The acquirer of shares agrees with the Bank and each shareholder that shares of the Bank are freely transferable by the holder thereof; and
(IV) The acquirer of shares authorizes the Bank to enter into a contract on his/her behalf with each director and senior management member whereby such directors and senior management members undertake to observe and fulfill their obligations to shareholders as stipulated in these Articles.	(IV) The acquirer of shares authorizes the Bank to enter into a contract on his/her behalf with each director and senior management member whereby such directors and senior management members undertake to observe and fulfill their obligations to shareholders as stipulated in these Articles.
Article 49 Share certificates shall be signed by the chairman of the Board. Other relevant senior management members of the Bank shall also sign the share certificates if required by the stock exchange where the Bank's shares are listed. The share certificates shall come into effect after being stamped or printed with the seal of the Bank. The share certificates shall only be stamped with the seal of the Bank under the authorization of the Board. The signature of the chairman or other relevant senior management members of the Bank may also be printed on the share certificates.	Deleted
Newly Added	<b><u>Article 42 If share certificates are in paper form, they shall be signed by the legal representative and affixed with the seal of the Bank.</u></b>
Article 50 The Bank shall maintain a share register and record the following matters:  (I) names (titles), addresses (domiciles), occupations or nature of the shareholders;  (II) type and number of shares held by the shareholders;  (III) monies already paid or payable for the shares held by the shareholders;	<b><u>Article 43</u></b> The Bank shall maintain a share register and record the following matters:  (I) names ( <del>or</del> titles), <del>addresses</del> ( <del>and</del> domiciles), <del>occupations or nature</del> of the shareholders;  (II) type and number of shares held <u>subscribed</u> by the shareholders;  (III) <del>monies already paid or payable for the shares held by the shareholders;</del>  (III) <b><u>where share certificates are in paper form, the serial numbers of the share certificates held by the shareholders;</u></b>

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(IV) serial numbers of the share certificates held by the shareholders;	<u>(IV) the date on which the shareholders are registered as shareholders—<b>obtained their shares</b>;</u>
(V) the date on which the shareholders are registered as shareholders;	<del>(VI) the date on which the shareholders cease to be shareholders; and</del>
(VI) the date on which the shareholders cease to be shareholders; and	<u>(V) share pledge related information; and</u>
(VII) share pledge related information.	<u>(VI) other matters required to be recorded by laws and regulations.</u>
The share register shall be kept by the secretary to the Board.	The share register shall be kept by the secretary to the Board.
The share register is a sufficient evidence of the shareholders' shareholdings in the Bank unless there is evidence to the contrary.	The share register is a sufficient evidence of the shareholders' shareholdings in the Bank unless there is evidence to the contrary.
Article 51 The Bank may keep overseas the register of holders of overseas listed foreign shares and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authority of the State Council and the overseas securities regulatory authority. The original of the Bank's register of holders of H Shares shall be kept in Hong Kong.	<b>Article 44</b> The Bank may keep overseas the register of holders of <del>overseas listed foreign shares—</del> <u>H Shares</u> and entrust it to the care of an overseas agency in accordance with the understanding and agreement reached between the securities regulatory authority of the State Council and the overseas securities regulatory authority. The original of the Bank's register of holders of H Shares shall be kept in Hong Kong.
The Bank shall keep at its domicile a copy of the register of holders of overseas listed foreign shares; the entrusted overseas agency shall ensure at any time the consistency between the original and copies of the register of holders of overseas listed foreign shares.	The Bank shall keep at its domicile a copy of the register of holders of <del>overseas listed foreign shares</del> <u>H Shares</u> ; the entrusted overseas agency shall ensure at any time the consistency between the original and copies of the register of holders of <del>overseas listed foreign shares—</del> <u>H Shares</u> .
Where the original and copies of the register of holders of overseas listed foreign shares are inconsistent, the original shall prevail.	Where the original and copies of the register of holders of <del>overseas listed foreign shares—</del> <u>H Shares</u> are inconsistent, the original shall prevail.

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<p>Article 52 The Bank shall keep a complete share register, which shall include the following parts:</p> <p>(I) share register kept at the domicile of the Bank, save as specified in (II) and (III) herein;</p> <p>(II) register of holders of overseas listed foreign shares of the Bank kept at the place where the overseas stock exchange on which the shares are listed is located; and</p> <p>(III) share register that the Board decides to keep at other place for the purpose of listing the shares of the Bank.</p>	Deleted
<p>Article 53 The respective parts of the share register shall not overlap with each other. In the event of transfer of shares registered in a specific part of the share register, the said shares shall not be registered in any other part of the share register in the duration of the registration of the said shares.</p> <p>Changes to or corrections of each part of the share register shall be carried out in accordance with the laws of the place where the said part is kept.</p>	Deleted
<p>Article 54 Changes to the share register arising from share transfer shall not be registered within 20 days before convening of a Shareholders' general meeting or within 5 days prior to the benchmark date on which the Bank decides to distribute dividends. If laws and regulations, and the securities regulatory authorities of the place where the Bank's shares are listed have regulations that provide otherwise, such regulations shall prevail.</p>	<p><b>Article 45</b> Changes to the share register arising from share transfer shall not be registered within 20 days before convening of a Shareholders' general meeting or within 5 days prior to the benchmark date on which the Bank decides to distribute dividends.—If <u>shall be subject to</u> laws and regulations, and the <u>relevant regulations of the</u> securities regulatory authorities of the place where the Bank's shares are listed have regulations that provide otherwise, such regulations shall prevail.</p>

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<p>Article 55 If the Bank convenes a Shareholders' general meeting, distributes dividends, conducts liquidation or executes any other act requiring recognition of equity, the Board shall designate a certain date as equity registration date, at the end of which the registered shareholders shall be the Bank's shareholders entitled to relevant rights and interests.</p>	<p><b>Article 46</b> If the Bank convenes a Shareholders' general meeting, distributes dividends, conducts liquidation or executes any other act requiring recognition of <u>the identity of a shareholder-equity</u>, the Board <u>or the convener of the Shareholders' general meeting</u> shall designate a certain date as equity registration date, <del>at the end of which</del> <u>and</u> the registered shareholders <b>after market closing on the equity registration date</b> shall be the Bank's shareholders entitled to relevant rights and interests.</p>
<p>Article 57 If any shareholder in the share register or any person requesting to have his/her name recorded in the share register has lost his/her share certificates (i.e. "the original share certificates"), the said shareholder or person may apply to the Bank to reissue new share certificates for the said shares (i.e. "the relevant shares").</p> <p>In the event that a holder of Domestic Shares loses his/her share certificates and applies for reissue, it shall be handled in accordance with the relevant requirements of the Company Law and other PRC laws.</p> <p>Application for reissue of lost share certificates by holders of overseas listed foreign shares may be handled pursuant to the laws, regulations of the stock exchange or other relevant regulations of the place where the original of the register of overseas listed foreign shares is kept.</p> <p>...</p>	<p><b>Article 48</b> If any shareholder in the share register or any person requesting to have his/her name recorded in the share register has lost his/her share certificates (i.e. "the original share certificates"), the said shareholder or person may apply to the Bank to reissue new share certificates for the said shares (i.e. "the relevant shares").</p> <p>In the event that a holder of <del>Domestic Shares</del> <b>domestic unlisted shares</b> loses his/her share certificates and applies for reissue, it shall be handled in accordance with the relevant requirements of the Company Law and other PRC laws.</p> <p>Application for reissue of lost share certificates by holders of <del>overseas listed foreign shares</del> <b>H Shares</b> may be handled pursuant to the laws, regulations of the stock exchange or other relevant regulations of the place where the original of the register of <del>overseas listed foreign shares</del> <b>H Shares</b> is kept.</p> <p>...</p>
<p>Article 60 Shareholders of the Bank are persons lawfully holding shares of the Bank, with names (titles) recorded in the share register.</p> <p>A shareholder shall enjoy rights and bear obligations according to the class and number of his/her shares. Holders of the same class shall enjoy the same rights and bear the same obligations.</p>	<p><b>Article 51</b> Shareholders of the Bank are persons lawfully holding shares of the Bank, with names (titles) recorded in the share register.</p> <p>A shareholder shall enjoy rights and bear obligations according to the class <del>and number</del> of his/her shares. Holders of the same class shall enjoy the same rights and bear the same obligations.</p>

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<p>Article 61 Regarding overseas listed foreign shares, where two or more persons are registered as joint shareholders of any shares, they shall be deemed as co-owners of such shares, and shall be subject to the following restrictions:</p> <p>...</p>	<p><b>Article 52</b> Regarding <del>overseas listed foreign shares</del> <b>H Shares</b>, where two or more persons are registered as joint shareholders of any shares, they shall be deemed as co-owners of such shares, and shall be subject to the following restrictions:</p> <p>...</p>
<p>Article 62 The shareholders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(I) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(II) to lawfully require, convene, preside over or attend Shareholders' general meetings either in person or by proxy and exercise the voting right;</p> <p>(III) to supervise the business operations of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge shares held by them in accordance with laws and regulations and these Articles;</p>	<p><b>Article 53</b> The shareholders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>(I) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(II) to lawfully require, convene, preside over or attend Shareholders' general meetings either in person or by proxy and exercise <b><u>the right of speech and</u></b> the voting right;</p> <p>(III) to supervise the <del>business</del> operations of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(IV) to transfer, bestow or pledge shares held by them in accordance with laws and regulations and these Articles;</p> <p><b><u>(V) to inspect and copy these Articles, the share register, minutes of the Shareholders' general meetings, the resolutions of Board meetings, financial and accounting reports; the shareholder(s) severally or jointly holding more than 3% of the shares of the Bank for over 180 consecutive days are entitled to inspect the Bank's account books and account documents in accordance with the Company Law;</u></b></p>

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<p>(V) to obtain relevant information in accordance with laws and regulations and these Articles, including:</p> <p>1. to obtain a copy of these Articles after paying the costs and expenses incurred; and</p> <p>2. to have the right to inspect and photocopy, after paying a reasonable fee, the following documents: (1) all parts of the share register; (2) the personal information of the Directors, Supervisors and senior management members of the Bank; (3) report of share capital issued by the Bank; (4) reports on the aggregate par value, number of shares, and the highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases; (5) minutes of the Shareholders' general meetings; (6) the resolutions of Board meetings and meetings of the Board of Supervisors; (7) the special resolutions of the Bank; (8) the latest audited financial and accounting report of the Bank, as well as reports of the Board, the Board of Supervisors and auditors; (9) stubs of the Bank's bonds; (10) a copy of the latest corporate annual return already submitted to the industrial and commercial registration authority or other competent authorities.</p> <p>The Bank shall keep the above documents set out in (1) and (5) at the Hong Kong address of the Bank as required by Hong Kong Listing Rules for the free inspection by holders of H Shares. If any Shareholder requests to inspect the aforesaid relevant information or asks for relevant data, the said Shareholder shall provide the Bank with written documents bearing evidence of the class and number of shares held by the said Shareholder in the Bank, and the Bank will provide the said information or data as required by the said Shareholder upon authentication of the identity of the said Shareholder.</p> <p>(VI) to subscribe for new shares of the Bank according to these Articles;</p>	<p><del>(V) to obtain relevant information in accordance with laws and regulations and these Articles, including:</del></p> <p><del>1. to obtain a copy of these Articles after paying the costs and expenses incurred; and</del></p> <p><del>2. to have the right to inspect and photocopy, after paying a reasonable fee, the following documents: (1) all parts of the share register; (2) the personal information of the Directors, Supervisors and senior management members of the Bank; (3) report of share capital issued by the Bank; (4) reports on the aggregate par value, number of shares, and the highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchases; (5) minutes of the Shareholders' general meetings; (6) the resolutions of Board meetings and meetings of the Board of Supervisors; (7) the special resolutions of the Bank; (8) the latest audited financial and accounting report of the Bank, as well as reports of the Board, the Board of Supervisors and auditors; (9) stubs of the Bank's bonds; (10) a copy of the latest corporate annual return already submitted to the industrial and commercial registration authority or other competent authorities.</del></p> <p><del>The Bank shall keep the above documents set out in (1) and (5) at the Hong Kong address of the Bank as required by Hong Kong Listing Rules for the free inspection by holders of H Shares. If any Shareholder requests to inspect the aforesaid relevant information or asks for relevant data, the said Shareholder shall provide the Bank with written documents bearing evidence of the class and number of shares held by the said Shareholder in the Bank, and the Bank will provide the said information or data as required by the said Shareholder upon authentication of the identity of the said Shareholder.</del></p> <p>(VI) to subscribe for new shares of the Bank according to these Articles;</p>



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<p>(VII) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VIII) to have other rights conferred in accordance with the laws and regulations and these Articles.</p> <p>The Bank shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Bank, save as otherwise provided by the laws and regulations and these Articles.</p>	<p>(VII) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p><b><u>(VIII) for shareholders who object to the resolution of the Shareholders' general meeting on the merger or division of the Bank, to require the Bank to acquire their shares;</u></b></p> <p><b><u>(IX)</u></b> to have other rights conferred in accordance with the laws and regulations and these Articles.</p> <p><del>The Bank shall not exercise any right to freeze or otherwise damage the rights attached to any shares directly or indirectly held by any person only on the ground that the said person has not disclosed his/her equity to the Bank, save as otherwise provided by the laws and regulations and these Articles.</del></p>
<p>Article 63 Shareholders shall have the right to protect their legal rights and interests through civil litigation or other legal means in accordance with the laws and regulations, and may report the relevant information to the regulatory authorities.</p> <p>Where the resolutions adopted at Shareholders' general meetings and Board meetings violate the laws and regulations and infringe upon the legal rights of the shareholders, the shareholders shall have the right to lodge a legal action to stop the aforesaid violations and infringements.</p> <p>Any director, supervisor or senior management member who violates the laws and regulations or these Articles in fulfilling his/her duties and thereby causes damages to the Bank shall be liable for compensation. Shareholders shall have the right to require the Bank to file a lawsuit for compensation according to law.</p>	<p><b>Article 54</b> Shareholders shall have the right to protect their legal rights and interests through civil litigation or other legal means in accordance with the laws and regulations, and may report the relevant information to the regulatory authorities.</p> <p>Where the resolutions adopted at Shareholders' general meetings and Board meetings violate the laws and regulations and infringe upon the legal rights of the shareholders, the shareholders shall have the right to lodge a legal action to stop the aforesaid violations and infringements.</p> <p>Any director,<del>supervisor</del> or senior management member who violates the laws and regulations or these Articles in fulfilling his/her duties and thereby causes damages to the Bank shall be liable for compensation. Shareholders <b><u>who meet the requirements</u></b> shall have the right to require the Bank to file a lawsuit for compensation according to law.</p>



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<p>Article 65 The shareholders of ordinary shares of the Bank shall have the following obligations:</p> <p>(I) to abide by the laws and regulations, regulatory provisions and these Articles;</p> <p>(II) to contribute to the share capital as determined by the number of shares subscribed by them and the method of subscription;</p> <p>(III) to bear the debts and losses of the Bank to the extent of the shares of the Bank subscribed by them;</p> <p>(IV) not to withdraw their contributed share capital except in the circumstances allowed by the laws and regulations;</p> <p>(V) any related party transaction conducted by them with their related parties and the Bank shall comply with the laws and regulations and these Articles, and shall follow market principles; and</p> <p>(VI) to assume other obligations required by the laws and regulations and these Articles.</p> <p>Save as otherwise provided by the laws and regulations 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 shares at the time of subscription.</p>	<p><b>Article 56</b> The shareholders of ordinary shares of the Bank shall have the following obligations:</p> <p>(I) to abide by the laws and regulations,<del>regulatory provisions</del> and these Articles;</p> <p>(II) to contribute to the share capital as determined by the number of shares subscribed by them and the method of subscription;</p> <p><del>(III) to bear the debts and losses of the Bank to the extent of the shares of the Bank subscribed by them;</del></p> <p><b>(III)</b> not to withdraw their contributed share capital except in the circumstances allowed by the laws and regulations;</p> <p><b>(IV)</b> any related party transaction conducted by them with their related parties and the Bank shall comply with the laws and regulations and these Articles, and shall follow market principles; and</p> <p><b>(V)</b> to assume other obligations required by the laws and regulations and these Articles.</p> <p><del>Save as otherwise provided by the laws and regulations 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 shares at the time of subscription.</del></p>
<p>Article 71 Shareholders, especially substantial shareholders, shall support the reasonable capital plans formulated by the Board of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. Substantial shareholders shall, if necessary, replenish the capital of the Bank according to regulatory provisions, and shall make a long-term undertaking that they shall, if necessary, replenish the capital of the Bank in written form to the Bank. Meanwhile, they shall report their ability to replenish capital to banking regulatory authorities on an annual basis via the Bank.</p>	<p><b>Article 62</b> <del>Shareholders, especially substantial shareholders, shall support the reasonable capital plans formulated by the Board of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis.</del> Substantial shareholders shall, if necessary, replenish the capital of the Bank according to regulatory provisions, and shall make a long-term undertaking that they shall, if necessary, replenish the capital of the Bank in written form to the Bank. Meanwhile, they shall report their ability to replenish capital to banking regulatory authorities on an annual basis via the Bank.</p>

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<p>Article 72 If the capital of the Bank fails to meet the regulatory requirements, a capital replenishment plan shall be formulated to increase capital adequacy ratio to meet the regulatory requirements within a specified period of time, and its capital is required to be replenished by means of increasing core capital. Under such circumstances, substantial shareholders shall not obstruct capital replenishment in the Bank by other shareholders or participation of new qualified shareholders.</p>	<p><b>Article 63</b> If the capital of the Bank fails to meet the regulatory requirements, a capital replenishment plan shall be formulated to increase capital adequacy ratio to meet the regulatory requirements within a specified period of time, and its capital is required to be replenished by means of increasing core capital. <del>Under such circumstances, substantial shareholders shall not obstruct capital replenishment in the Bank by other shareholders or participation of new qualified shareholders.</del></p>
<p>Article 75...</p> <p>Shareholders shall fulfill their fiduciary duties to the Bank to ensure that the shareholder qualification information provided is true, complete and valid. Substantial shareholders shall disclose information of their related parties truly, accurately and completely to the Board and undertake to report promptly any changes thereof to the Board.</p> <p>...</p> <p>For any shareholder who has made any false statement, abuses shareholder's rights or has other acts that harm the interests of the Bank, the banking regulatory authorities or their local offices may restrict or prohibit any related party transactions with the Bank and restrict the quota of the Bank's equity held by the said shareholder and equity pledge ratio as well as his/her rights including the right to request convening the Shareholders' general meeting, voting right, right of nomination, proposal right and right of disposition.</p>	<p><b>Article 66...</b></p> <p>Shareholders shall fulfill their fiduciary duties to the Bank to ensure that the shareholder qualification information provided is true, complete and valid. <del>Substantial shareholders shall disclose information of their related parties truly, accurately and completely to the Board and undertake to report promptly any changes thereof to the Board.</del></p> <p>...</p> <p>For any shareholder who has made any false statement, abuses shareholder's rights or has other acts that harm the interests of the Bank, the banking regulatory authorities or their local offices may restrict or prohibit any related party transactions with the Bank and restrict the quota of the Bank's equity held by the said shareholder and equity pledge ratio as well as his/her rights including the right to request convening the Shareholders' general meeting, voting right, right of nomination, proposal right and right of disposition.</p>

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<p>Article 79 The Controlling Shareholders of the Bank owe a fiduciary duty to the Bank and other shareholders, and shall exercise rights and assume corresponding obligations as shareholders in strict accordance with laws, regulations and these Articles.</p> <p>(I) In addition to the obligations required under the laws and regulations, when exercising their rights as a Shareholder, Controlling Shareholders shall not exercise their voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the Shareholders: (1) relieving a Director or Supervisor of their responsibility to act in good faith and in the best interests of the Bank; (2) approving a Director or Supervisor (for the benefit of himself/herself or others) in depriving the Bank of its assets in any form, including but not limited to the opportunities that are advantageous to the Bank; (3) approving a Director or Supervisor (for the benefit of himself/herself or others) in depriving other Shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to the restructuring of the Bank submitted to and adopted at the Shareholders' general meeting in accordance with these Articles;</p> <p>(II) Controlling Shareholders shall strictly comply with laws and regulations and conditions and procedures specified in these Articles in nominating candidates for directors or supervisors of the Bank, and shall not go through any approval formalities concerning the personnel election resolutions of Shareholders' general meetings and the personnel appointment resolutions of the Board, or appoint or dismiss any senior management members of the Bank not through Shareholders' general meetings and the Board;</p> <p>(III) Controlling Shareholder shall not directly or indirectly intervene in the decision making and lawful business operations of the Bank to damage the interests of the Bank and other shareholders;</p>	<p><b>Article 70</b> The Controlling Shareholders of the Bank owe a fiduciary duty to the Bank and other shareholders, and shall exercise rights and assume corresponding obligations as shareholders in strict accordance with laws, regulations and these Articles.</p> <p><del>(I) In addition to the obligations required under the laws and regulations, when exercising their rights as a Shareholder, Controlling Shareholders shall not exercise their voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the Shareholders: (1) relieving a Director or Supervisor of their responsibility to act in good faith and in the best interests of the Bank; (2) approving a Director or Supervisor (for the benefit of himself/herself or others) in depriving the Bank of its assets in any form, including but not limited to the opportunities that are advantageous to the Bank; (3) approving a Director or Supervisor (for the benefit of himself/herself or others) in depriving other Shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to the restructuring of the Bank submitted to and adopted at the Shareholders' general meeting in accordance with these Articles;</del></p> <p><b>(I)</b> Controlling Shareholders shall strictly comply with laws and regulations and conditions and procedures specified in these Articles in nominating candidates for directors <del>or supervisors</del> of the Bank, and shall not <del>go through any</del> <b>establish</b> approval formalities concerning the personnel election resolutions of Shareholders' general meetings and the personnel appointment resolutions of the Board, or <b>directly</b> appoint or dismiss any senior management members of the Bank not through Shareholders' general meetings and the Board;</p> <p><b>(II)</b> Controlling Shareholder shall not directly or indirectly intervene in the decision making and lawful business operations of the Bank to damage the interests of the Bank and other shareholders;</p>

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<p>(IV) Controlling Shareholders shall respect the financial independence of the Bank, and shall not intervene in the financial and accounting activities of the Bank; and</p> <p>(V) Controlling Shareholders and the subordinate institutions thereof shall not issue any business plan or directive to the Bank or affect the independent business operation and management of the Bank in any other form.</p>	<p><u>(III)</u> Controlling Shareholders shall respect the financial independence of the Bank, and shall not intervene in the financial and accounting activities of the Bank; and</p> <p><u>(IV)</u> Controlling Shareholders and the subordinate institutions thereof shall not issue any business plan or directive to the Bank or affect the independent business operation and management of the Bank in any other form.</p>
<p>Article 84 The “Controlling Shareholder(s)” referred to herein shall refer to the person satisfying any of the following conditions:</p> <p>(I) the shareholder may elect more than half of the Directors when acting alone or in concert with others;</p> <p>(II) the shareholder may exercise or control the exercise of above 30% of the voting rights of the Bank when acting alone or in concert with others;</p> <p>(III) the shareholder holds above 30% of issued and outstanding shares of the Bank when acting alone or in concert with others; and</p> <p>(IV) the shareholder may de facto control the Bank in any other manner when acting alone or in concert with others.</p> <p>The term “acting in concert” referred to in this article shall mean consensus reached between two or more persons by way of agreement, whether verbal or written, to acquire voting rights in the Bank by any one of them, for the purpose of controlling or consolidating the control over the Bank.</p>	<p><b>(Moved to amended Article 278)</b></p>

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<p>Article 85 The Shareholders' general meeting shall be the highest organ of power of the Bank. It shall exercise the following powers in accordance with the laws:</p> <p>(I) to review and approve the rules of procedure for Shareholders' general meetings, the Board and the Board of Supervisors of the Bank;</p> <p>(II) to elect and remove Directors, and to determine the remuneration of the relevant Directors;</p> <p>(III) to elect and remove Shareholders' representative Supervisors and external Supervisors, and to determine the remuneration of the relevant Supervisors;</p> <p>(IV) to review and approve the reports of the Board of Directors;</p> <p>(V) to review and approve the reports of the Board of Supervisors;</p> <p>(VI) to amend these Articles;</p> <p>(VII) to resolve on the listing or other fundraising arrangements of the Bank;</p> <p>(VIII) to review and approve matters concerning changes of the use of funds raised by the Bank;</p> <p>(IX) to resolve on an increase or reduction in the share capital and the issuance of any class of shares, warrants and other similar securities of the Bank;</p> <p>(X) to resolve on the purchases of the Bank's shares in accordance with the laws;</p> <p>(XI) to review and approve the equity incentive plans of the Bank;</p> <p>(XII) to resolve on matters such as financial restructuring, merger, division, dissolution and, liquidation or alteration on the corporate form of the Bank;</p>	<p><b>Article 75</b> The Shareholders' general meeting shall be the <del>highest</del> organ of power of the Bank. It shall exercise the following powers in accordance with the laws:</p> <p>(I) to review and approve the rules of procedure for Shareholders' general meetings, <del>and</del> the Board <del>and the Board of Supervisors</del> of the Bank;</p> <p>(II) to elect and remove Directors, and to determine the remuneration of the relevant Directors;</p> <p><del>(III) to elect and remove Shareholders' representative Supervisors and external Supervisors, and to determine the remuneration of the relevant Supervisors;</del></p> <p><b>(III)</b> to review and approve the reports of the Board of Directors;</p> <p><del>(V) to review and approve the reports of the Board of Supervisors;</del></p> <p><b>(IV)</b> to amend these Articles;</p> <p><b>(V)</b> to resolve on the listing or other fundraising arrangements of the Bank;</p> <p><b>(VI)</b> to review and approve matters concerning changes of the use of funds raised by the Bank;</p> <p><b>(VII)</b> to resolve on an increase or reduction in the share capital and the issuance of any class of shares, warrants and other similar securities of the Bank;</p> <p><b>(VIII)</b> to resolve on the purchases of the Bank's shares in accordance with the laws;</p> <p><b>(IX)</b> to review and approve the equity incentive plans of the Bank;</p> <p><b>(X)</b> to resolve on matters such as <del>financial restructuring</del>, merger, division, dissolution and, liquidation or alteration on the corporate form of the Bank;</p> <p><b>(XI)</b> to resolve on the issuance of bonds of the Bank;</p>

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(XIII) to resolve on the issuance of bonds of the Bank;	<del>(XIV) to decide on operational objectives and investment proposals of the Bank;</del>
(XIV) to decide on operational objectives and investment proposals of the Bank;	<u>(XII)</u> to review and approve annual financial budget plans and final account plans of the Bank;
(XV) to review and approve annual financial budget plans and final account plans of the Bank;	<u>(XIII)</u> to review and approve profit distribution plans and loss recovery plans of the Bank;
(XVI) to review and approve profit distribution plans and loss recovery plans of the Bank;	<u>(XIV)</u> to examine and approve important guarantees <b>beyond the business scope of the Bank</b> stipulated in Article <del>7686</del> of these Articles;
(XVII) to examine and approve important guarantees stipulated in Article 86 of these Articles;	<u>(XV)</u> to examine and approve any major investment matters by the Bank beyond its business scope with the amount exceeding 20% of the latest audited net assets of the Bank;
(XVIII) to examine and approve any major investment matters by the Bank beyond its business scope with the amount exceeding 20% of the latest audited net assets of the Bank;	<u>(XVI)</u> to examine and approve any purchase or <del>sale</del> <b>disposal</b> of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or <del>sale</del> <b>disposal</b> of the same or relevant assets in consecutive 12 months shall be calculated on a cumulative basis);
(XIX) to examine and approve any purchase or sale of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or sales of the same or relevant assets in consecutive 12 months shall be calculated on a cumulative basis);	<u>(XVII)</u> to listen to the special reports of the Board on the overall situation of related party transactions;
(XX) to listen to the special reports of the Board on the overall situation of related party transactions;	<u>(XVIII)</u> to decide on the engagement, dismissal or discontinuation of the appointment of the accounting firm responsible for the regular statutory auditing of the Bank's financial reports;
(XXI) to decide on the engagement, dismissal or discontinuation of the appointment of the accounting firm responsible for the regular statutory auditing of the Bank's financial reports;	<del>(XXII) to listen to the Board of Supervisors' reports evaluation results of the performance of the Board, senior management and members thereof, the self-evaluation of the Board of Supervisors and supervisors' performance evaluation results and relevant suggestions and recommendations on evaluation of Directors and Supervisors;</del>
(XXII) to listen to the Board of Supervisors' reports evaluation results of the performance of the Board, senior management and members thereof, the self-evaluation of the Board of Supervisors and supervisors' performance evaluation results and relevant suggestions and recommendations on evaluation of Directors and Supervisors;	

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<p>(XXIII) to examine proposals raised by the Shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank;</p> <p>(XXIV) to examine other matters which should be decided by the Shareholders' general meeting as stipulated by the laws, regulations and these Articles.</p> <p>The Board of Directors, other institutions or individuals shall not be delegated to exercise the functions and powers of the Shareholders' general meeting stipulated in the Company Law and the Code of Corporate Governance of Banking and Insurance Institutions.</p>	<p><del>(XXIII) to examine proposals raised by the Shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank;</del></p> <p><b>(XIX)</b> to examine other matters which should be decided by the Shareholders' general meeting as stipulated by the laws, regulations and these Articles.</p> <p><b><u>The Shareholders' general meeting may authorize the Board to resolve the issuance of corporate bonds.</u></b></p> <p>The Board of Directors, other institutions or individuals shall not be delegated to exercise <del>the</del> <b>other</b> functions and powers of the Shareholders' general meeting stipulated in the Company Law and the Code of Corporate Governance of Banking and Insurance Institutions.</p>
<p>Article 86 In addition to guarantees falling within the business scope of the Bank, the following important external guarantees to be given by the Bank shall be examined and approved by the Shareholders' general meeting:</p> <p>(I) any external guarantee to be given by the Bank and subsidiaries in which the Bank has controlling interest, the total amount of which reaches or exceeds 50% of the latest audited net assets of the Bank;</p> <p>(II) any external guarantee to be given by the Bank, the total amount of which reaches or exceeds 30% of the latest audited total assets of the Bank;</p> <p>(III) any guarantee to be provided by the Bank to a guaranteed party whose liability-asset ratio exceeds 70%;</p> <p>(IV) a single guarantee whose amount exceeds 10% of the latest audited net assets of the Bank;</p> <p>(V) provided that the laws and regulations and the provisions of these Articles are observed, guarantees to be provided to shareholders and de facto controllers of the Bank and related parties thereof.</p>	<p><b>Article 76</b> <del>In addition to</del> <b>The following important external</b> guarantees <del>not</del> falling within the business scope of the Bank, <del>the following important external guarantees to be given by the Bank</del> shall be examined and approved by the Shareholders' general meeting <b><u>of the Bank</u></b>:</p> <p>(I) any external guarantee to be given by the Bank and subsidiaries in which the Bank has controlling interest, the total amount of which reaches or exceeds 50% of the latest audited net assets of the Bank;</p> <p>(II) any external guarantee to be given by the Bank, the total amount of which reaches or exceeds 30% of the latest audited total assets of the Bank;</p> <p>(III) any guarantee to be provided by the Bank to a guaranteed party whose liability-asset ratio exceeds 70%;</p> <p>(IV) a single guarantee whose amount exceeds 10% of the latest audited net assets of the Bank;</p> <p>(V) provided that the laws and regulations and the provisions of these Articles are observed, guarantees to be provided to shareholders and de facto controllers of the Bank and related parties thereof.</p>



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<p>Article 88 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of Directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in these Articles;</p> <p>(II) the outstanding loss of the Bank is at least one-third of the total paid-up share capital;</p> <p>(III) shareholder(s) severally or jointly holding above 10% of the total voting shares issued by the Bank (hereinafter referred to as “proposing shareholders”, with the number of shares held by them to be calculated according to their shareholdings as of the date of request made by them in writing) have requested to convene the extraordinary general meeting in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) above half and not less than two of the independent Directors require to convene the meeting;</p> <p>(VI) the Board of Supervisors proposes to convene the meeting;</p> <p>(VII) above half of the external supervisors require to convene the meeting (if there are only two external supervisors, the two external supervisors shall propose to convene the meeting at the same time);</p> <p>(VIII) other circumstances as stipulated by the laws, regulations and these Articles.</p>	<p><b>Article 78</b> An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of Directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in these Articles;</p> <p>(II) the outstanding loss of the Bank is at least one-third of the total <del>paid-up</del> share capital;</p> <p>(III) shareholder(s) severally or jointly holding above 10% of the total voting shares issued by the Bank (hereinafter referred to as “proposing shareholders”, with the number of shares held by them to be calculated according to their shareholdings as of the date of request made by them in writing) have requested to convene the extraordinary general meeting in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) <del>above</del> <b>more than</b> half and not less than two of the independent Directors require to convene the meeting;</p> <p>(VI) the <del>Board of Supervisors</del> <b>Audit and Consumer Rights Protection Committee</b> proposes to convene the meeting;</p> <p><del>(VII) above half of the external supervisors require to convene the meeting (if there are only two external supervisors, the two external supervisors shall propose to convene the meeting at the same time);</del></p> <p><b>(VII)</b> other circumstances as stipulated by the laws, regulations and these Articles.</p>



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<p>Where the number of directors of the Board falls short of the quorum required by the Company Law, or is less than two-thirds of the number specified in these Articles, or the unrecovered losses of the Bank amount to one-third of the total share capital, or the Board fails to convene an extraordinary general meeting in the prescribed period, the Board of Supervisors or shareholders may convene an extraordinary general meeting by themselves following the relevant procedure specified in these Articles.</p>	<p>Where the number of directors of the Board falls short of the quorum required by the Company Law, or is less than two-thirds of the number specified in these Articles, or the unrecovered losses of the Bank amount to one-third of the total share capital, or the Board fails to convene an extraordinary general meeting in the prescribed period, the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> or shareholders may convene an extraordinary general meeting by themselves following the relevant procedure specified in these Articles.</p>
<p>Article 90 Shareholders' general meetings shall be convened by the Board according to laws, regulations and these Articles and presided over by the chairman of the Board. If the chairman is unable to preside over the meeting for any reason, the vice chairman or another director designated by the chairman shall preside over the meeting. If the chairman and vice chairman both are unable to preside over the meeting and the chairman does not designate other director, the director jointly elected by more than half of the directors shall preside over the Shareholders' general meeting. If the Board is unable or fails to fulfill the obligation of convening Shareholders' general meetings, the Board of Supervisors shall duly convene and preside over such meetings. If the Board of Supervisors does not convene or preside over such meetings, the shareholder(s) severally or jointly holding more than 10% of the shares of the Bank for over 90 days in a row may convene and preside over such meetings on their own initiative. If for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxy thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.</p>	<p><b>Article 80</b> Shareholders' general meetings shall be convened by the Board according to laws, regulations and these Articles and presided over by the chairman of the Board. If the chairman is unable to <del>preside over the meeting for any reason</del> <b><u>perform his/her duties or fails to perform his/her duties</u></b>, the vice chairman <del>or another director designated by the chairman</del> shall preside over the meeting. If the <del>chairman and vice chairman both are</del> <b><u>is</u></b> unable to <del>preside over the meeting and the chairman does not designate other director</del> <b><u>perform his/her duties or fails to perform his/her duties</u></b>, the director jointly elected by more than half of the directors shall preside over the <del>Shareholders' general meeting</del>.</p> <p>If the Board is unable or fails to fulfill the obligation of convening Shareholders' general meetings, the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> shall duly convene and preside over such meetings. If the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> does not convene or preside over such meetings, the shareholder(s) severally or jointly holding more than 10% of the shares of the Bank for over 90 days in a row may convene and preside over such meetings on their own initiative.</p>

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	<p><u>If the shareholder(s) severally or jointly holding more than 10% of the shares of the Bank propose to convene an extraordinary general meeting, the Board and the Audit and Consumer Rights Protection Committee shall decide whether to convene the extraordinary general meeting or not within 10 days after receipt of such request, and reply in writing to the shareholder(s).</u></p> <p>If for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxy thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.</p>
<p>Article 91 Any proposing shareholder or the Board of Supervisors proposing to convene an extraordinary general meeting shall submit to the Board in writing the meeting topic and the proposal with complete contents. The proposing shareholder or the Board of Supervisors shall ensure the contents of the proposal comply with laws, regulations and these Articles.</p>	<p><b>Article 81</b> Any proposing shareholder or the <del>Board of Supervisors</del> <u>Audit and Consumer Rights Protection Committee</u> proposing to convene an extraordinary general meeting shall submit to the Board in writing the meeting topic and the proposal with complete contents. The proposing shareholder or the <del>Board of Supervisors</del> <u>Audit and Consumer Rights Protection Committee</u> shall ensure the contents of the proposal comply with laws, regulations and these Articles.</p>
<p>Article 92 The Board shall issue a notice of convening the Shareholders' general meeting within 15 days from the date of receiving a written proposal from the Board of Supervisors, and the convening procedures shall comply with these Articles.</p>	<p><b>Article 82</b> The Board shall issue a notice of convening the Shareholders' general meeting within 15 days from the date of receiving a written proposal from the <del>Board of Supervisors</del> <u>Audit and Consumer Rights Protection Committee</u>, and the convening procedures shall comply with these Articles.</p>

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<p>Article 93 If proposing shareholders require convening an extraordinary general meeting or class meeting, the following procedures shall be followed:</p> <p>(I) The proposing shareholders may sign one or several written requests with the same format and contents to propose to the Board to convene an extraordinary general meeting or class meeting and specify the meeting topics. The Board shall, pursuant to laws, regulations and these Articles, give a written reply on whether to convene the extraordinary general meeting or class meeting within 10 days after receipt of the request.</p> <p>(II) Where the Board agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of convening such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the proposing shareholders.</p> <p>(III) Where the Board does not agree to convene the extraordinary general meeting or class meeting, or fails to give any reply within 10 days after receipt of the request, the proposing shareholders shall have the right to request the Board of Supervisors in writing to convene an extraordinary general meeting or class meeting.</p> <p>(IV) Where the Board of Supervisors agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of convening such meeting within five days after receipt of the request. Any change to the original proposal set forth in the notice shall be subject to approval by the proposing shareholders.</p>	<p><b>Article 83</b> If proposing shareholders require convening an extraordinary general meeting or class meeting, the following procedures shall be followed:</p> <p>(I) The proposing shareholders may sign one or several written requests with the same format and contents to propose to the Board to convene an extraordinary general meeting or class meeting and specify the meeting topics. The Board shall, pursuant to laws, regulations and these Articles, give a written reply on whether to convene the extraordinary general meeting or class meeting within 10 days after receipt of the request.</p> <p>(II) Where the Board agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of convening such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the proposing shareholders.</p> <p>(III) Where the Board does not agree to convene the extraordinary general meeting or class meeting, or fails to give any reply within 10 days after receipt of the request, the proposing shareholders shall have the right to request the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> in writing to convene an extraordinary general meeting or class meeting.</p> <p>(IV) Where the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of convening such meeting within five days after receipt of the request. Any change to the original proposal set forth in the notice shall be subject to approval by the proposing shareholders.</p>

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<p>(V) Where the Board of Supervisors fails to serve the notice of Shareholders' general meeting or class meeting within the specified period, it shall be deemed to have failed to convene and preside over the Shareholders' general meeting or class meeting, and the shareholder(s) severally or jointly holding more than 10% of the shares of the Bank for over 90 days in a row may convene and preside over such meeting on their own initiative.</p> <p>(VI) Where the Board or the Board of Supervisors fails to convene an extraordinary general meeting or class meeting according to the aforesaid arrangement or decides not to convene such meeting, the proposing shareholders may convene such meeting on their own initiative within four months after the Board receives the request of convening such meeting, and the convening procedures shall to the extent possible be the same as the procedures by which the Board convenes a Shareholders' general meeting.</p>	<p>(V) Where the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> fails to serve the notice of Shareholders' general meeting or class meeting within the specified period, it shall be deemed to have failed to convene and preside over the Shareholders' general meeting or class meeting, and the shareholder(s) severally or jointly holding more than 10% of the shares of the Bank for over 90 days in a row may convene and preside over such meeting on their own initiative.</p> <p>(VI) Where the Board or the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> fails to convene an extraordinary general meeting or class meeting according to the aforesaid arrangement or decides not to convene such meeting, the proposing shareholders may convene such meeting on their own initiative within four months after the Board receives the request of convening such meeting, and the convening procedures shall to the extent possible be the same as the procedures by which the Board convenes a Shareholders' general meeting.</p>
<p>Article 94 Where the Board of Supervisors or the proposing shareholders decide to convene an extraordinary general meeting or class meeting on its/their own initiative, it/they shall notify the Board in writing, file with the CBIRC, and file with the securities regulatory authorities of the place where the Bank's shares are listed in accordance with the relevant provisions thereof. After that, it/they shall give a notice of convening an extraordinary general meeting or class meeting, contents of which shall meet the following requirements:</p> <p>(I) no new contents shall be added to a proposal; otherwise, the Board of Supervisors or the proposing shareholders shall re-request to the Board to convene a Shareholders' general meeting or class meeting in accordance with the procedures above; and</p> <p>(II) the meeting shall be held at the domicile of the Bank.</p>	<p><b>Article 84</b> Where the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> or the proposing shareholders decide to convene an extraordinary general meeting or class meeting on its/their own initiative, it/they shall notify the Board in writing, file with the <del>CBIRC</del> <b><u>banking regulatory authorities of the State Council</u></b>, and file with the securities regulatory authorities of the place where the Bank's shares are listed in accordance with the relevant provisions thereof. After that, it/they shall give a notice of convening an extraordinary general meeting or class meeting, contents of which shall meet the following requirements:</p> <p>(I) no new contents shall be added to a proposal; otherwise, the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> or the proposing shareholders shall re-request to the Board to convene a Shareholders' general meeting or class meeting in accordance with the procedures above; and</p> <p>(II) the meeting shall be held at the domicile of the Bank.</p>

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<p>Article 95 With regard to a Shareholders' general meeting convened by the Board of Supervisors or the shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. Where the Board of Supervisors or the proposing shareholders convene and hold an extraordinary general meeting or class meeting because the Board fails to convene such meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Bank; if the Board fails to hold such meeting because of directors' neglect of duty, the reasonable expenses incurred from the convening and holding of the aforesaid extraordinary general meeting or class meeting by the Board of Supervisors or the proposing shareholders on its/their own initiative shall be deducted from the monies payable by the Bank to the derelict directors.</p>	<p><b>Article 85</b> With regard to a Shareholders' general meeting <u>or class meeting</u> convened by the <del>Board of Supervisors</del> <b>Audit and Consumer Rights Protection Committee</b> or the shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. Where the <del>Board of Supervisors</del> <b>Audit and Consumer Rights Protection Committee</b> or the proposing shareholders convene and hold an extraordinary general meeting or class meeting because the Board fails to convene such meeting pursuant to the aforesaid request, the reasonable expenses incurred shall be borne by the Bank; <del>if the Board fails to hold such meeting because of directors' neglect of duty, the reasonable expenses incurred from the convening and holding of the aforesaid extraordinary general meeting or class meeting by the Board of Supervisors or the proposing shareholders on its/their own initiative shall be deducted from the monies payable by the Bank to the derelict directors.</del></p>
<p>Article 98 The notice of a Shareholders' general meeting shall meet the following requirements:</p> <p>(I) be made in writing;</p> <p>(II) specifies the date, venue and duration of the meeting;</p> <p>(III) states the matters to be discussed at the meeting;</p> <p>(IV) provides the Shareholders with such information and explanation as necessary for them to make informed decisions regarding the matters to be discussed; this means that when the following matters, which shall include not limited to: any merger, share repurchase, share capital reorganization or other reorganization of the Bank, are involved, the detailed terms and contracts (if any) of the proposed transaction and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</p>	<p><b>Article 88</b> The notice of a Shareholders' general meeting shall <del>meet the following requirements</del> <b>include the following contents:</b></p> <p>(I) be made in writing;</p> <p><b>(I)</b> <del>specifies the date</del><b>time</b>, venue and duration of the meeting;</p> <p><b>(II)</b> <del>states the matters</del> <b>and proposals</b> to be <del>discussed at</del> <b>submitted to</b> the meeting <b>for consideration</b>;</p> <p><del>(IV) provides the Shareholders with such information and explanation as necessary for them to make informed decisions regarding the matters to be discussed; this means that when the following matters, which shall include not limited to: any merger, share repurchase, share capital reorganization or other reorganization of the Bank, are involved, the detailed terms and contracts (if any) of the proposed transaction and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</del></p>

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<p>(V) if any of the Directors, Supervisors and senior management members have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on such Directors, Supervisors or senior management members as Shareholders compared to other Shareholders of that same class, they shall explain this difference;</p> <p>(VI) sets forth the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(VII) states clearly that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxies need not be a shareholder;</p> <p>(VIII) specifies the time and address for lodging the power of attorney for voting at the meeting;</p> <p>(IX) specifies the equity registration date of the shareholders who are entitled to attend the Shareholders' general meeting;</p> <p>(X) specifies the name and phone number of the contact person of the meeting; and</p> <p>(XI) specifies the date on which the notice of Shareholders' general meeting is sent.</p> <p>The meeting notice is served in Chinese or in English, and if there is any inconsistency between the two versions, the Chinese version shall prevail.</p>	<p><del>(V) if any of the Directors, Supervisors and senior management members have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on such Directors, Supervisors or senior management members as Shareholders compared to other Shareholders of that same class, they shall explain this difference;</del></p> <p><del>(VI) sets forth the full text of any proposed special resolution to be voted on at the meeting;</del></p> <p><b><u>(III) states clearly that a-all ordinary shareholders (including holders of preference shares with restored voting right) are entitled to attend and vote at the meeting is entitled to-and appoint one or more proxies-proxy(ies) in writing to attend and vote on his/her behalf-at the meeting, and such proxy(ies) need not be a shareholder of the Bank;</u></b></p> <p><del>(VIII) specifies the time and address for lodging the power of attorney for voting at the meeting;</del></p> <p><b><u>(IV) specifies the equity registration date of the shareholders who are entitled to attend the Shareholders' general meeting;</u></b></p> <p><b><u>(V) specifies the name and phone number of the contact person of the meeting;-and</u></b></p> <p><b><u>(VI) specifies the date on which the notice of Shareholders' general meeting is sent time and voting procedures for online voting or other voting methods; and</u></b></p> <p><b><u>(VII) other contents as provided by the laws and regulations and these Articles.</u></b></p> <p>The meeting notice is served in Chinese or in English, and if there is any inconsistency between the two versions, the Chinese version shall prevail.</p>



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<p>Article 99 Unless otherwise specified by the laws and regulations and these Articles, the notice of a Shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders (regardless of whether they have voting rights at the Shareholders' general meeting). The addresses of the recipients shall be the addresses registered in the register of Shareholders.</p> <p>For holders of Domestic Shares, the notice of a Shareholders' general meeting (including the notice of class meetings for holders of Domestic Shares) may be in the form of an announcement. The announcement referred to herein shall be published on one or more newspaper(s) specified by the securities regulatory authority under 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.</p> <p>Subject to the laws and regulations, the Bank may send or dispatch the aforesaid notices of general meeting to the holders of H shares (including notices of class meetings for holders of H Shares) through the websites of the Bank and the Hong Kong Stock Exchange and other websites specified by the Hong Kong Listing Rules from time to time, instead of sending or dispatching the personal delivery or prepaid mail.</p> <p>The accidental omission to give a meeting notice to, or the failure to receive the meeting notice by, any person entitled to receive such notice, shall not invalidate the Shareholders' general meeting and the resolutions adopted thereat.</p>	<p><b>Article 89</b> Unless otherwise specified by the laws and regulations and these Articles, the notice of a Shareholders' general meeting shall be delivered by hand or prepaid mail to the shareholders (regardless of whether they have voting rights at the Shareholders' general meeting). The addresses of the recipients shall be the addresses registered in the register of Shareholders.</p> <p><del>For holders of Domestic Shares, the</del> <b>The</b> notice of a Shareholders' general meeting (including the notice of class meetings <del>for holders of Domestic Shares</del>) may be in the form of an announcement. The announcement referred to herein <del>shall be</del> <b>refers to the announcement</b> published on <b>the website of the Bank</b>, one or more newspaper(s) specified by the securities regulatory authority under the State Council. <del>All holders of Domestic Shares shall be deemed as having been notified of the forthcoming Shareholders' general meeting once the announcement is published.</del></p> <p><del>Subject to the laws and regulations, the Bank may send or dispatch the aforesaid notices of general meeting to the holders of H shares (including notices of class meetings for holders of H Shares) through, the websites of the Bank and the Hong Kong Stock Exchange and other websites specified by the Hong Kong Listing Rules from time to time</del> <b>subject to the laws and regulations</b>, <del>instead of sending or dispatching the personal delivery or prepaid mail.</del> <b>Such notices of Shareholders' general meeting are deemed to be received by shareholders once they have been published.</b></p> <p>The <b>simply</b> accidental omission to give a meeting notice to, or the failure to receive the meeting notice by, any person entitled to receive such notice, shall not invalidate the Shareholders' general meeting and the resolutions adopted thereat.</p>

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<p>Article 101 Any shareholder entitled to attend and having voting rights at a Shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. A proxy may exercise the following powers according to the entrustment of the Shareholder:</p> <p>(I) the same right of speech as the Shareholder at the Shareholders' general meeting;</p> <p>(II) have authority to demand or join other Shareholders in demanding a poll; and</p> <p>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p><b>Article 91</b> Any shareholder entitled to attend and having voting rights at a Shareholders' general meeting shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. A proxy may exercise the <del>following powers</del> <b><u>corresponding right to speak and vote of the shareholder at the Shareholders' general meeting</u></b> according to the entrustment of the Shareholder<del>;</del>.</p> <p><del>(I) the same right of speech as the Shareholder at the Shareholders' general meeting;</del></p> <p><del>(II) have authority to demand or join other Shareholders in demanding a poll; and</del></p> <p><del>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</del></p> <p><b><u>The Bank's major shareholders may appoint proxy(ies) to attend the Shareholders' general meeting. However, such proxy(ies) shall not be person other than the shareholders themselves and their related parties, parties acting in concert or their appointed director. The Bank's major shareholders shall not act as proxies as appointed by non-related parties or non-parties acting in concert to attend the Shareholders' general meeting.</u></b></p>
<p>Article 103 Any legal person shareholder shall assign its legal representative or other representative duly authorized to attend the Shareholders' general meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative and shareholding certificate; a proxy attending the meeting shall present his/her identity card, and the qualification certificate, written power of attorney and shareholding certificate of the legal representative of the legal person shareholder.</p>	<p><b>Article 93</b> Any legal person shareholder shall assign its legal representative or other representative duly authorized to attend the Shareholders' general meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative <del>and shareholding certificate</del>; a proxy attending the meeting shall present his/her identity card, and the qualification certificate, written power of attorney <del>and shareholding certificate</del> of the legal representative of the legal person shareholder.</p>



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<p>Article 104 The power of attorney for voting issued by a shareholder to appoint other persons to attend the Shareholders' general meeting shall contain the following information:</p> <p>(I) the name of the proxy;</p> <p>(II) whether or not the proxy has any voting right;</p> <p>(III) instructions to vote for or against or abstain from voting on each and every matter under consideration included in the agenda of the Shareholders' general meeting;</p> <p>(IV) whether or not the proxy has any voting right(s) in respect of temporary proposals which may possibly be included in the agenda of the Shareholders' general meeting, and, if the proxy has such voting right(s), specific instructions as to the exercise of those voting rights;</p> <p>(V) the date of issue and validity period of the power of attorney;</p> <p>(VI) the signature (seal) of the principal. If the principal is an institutional shareholder, the corporate seal shall be affixed; and</p> <p>(VII) the power of attorney shall specify whether the proxy may vote as he/she thinks fit if the shareholder does not make specific instructions.</p>	<p><b>Article 94</b> The power of attorney for voting issued by a shareholder to appoint other persons to attend the Shareholders' general meeting shall contain the following information:</p> <p><b><u>(I) the name of the principal and the class and number of shares of the Bank held;</u></b></p> <p><b><u>(II)</u></b> the name of the proxy;</p> <p><b><u>(III)</u></b> whether or not the proxy has any voting right;</p> <p><b><u>(IV)</u></b> instructions to vote for or against or abstain from voting on each and every matter under consideration included in the agenda of the Shareholders' general meeting;</p> <p><b><u>(V)</u></b> whether or not the proxy has any voting right(s) in respect of temporary proposals which may possibly be included in the agenda of the Shareholders' general meeting, and, if the proxy has such voting right(s), specific instructions as to the exercise of those voting rights;</p> <p><b><u>(VI)</u></b> the date of issue and validity period of the power of attorney;</p> <p><b><u>(VII)</u></b> the signature (seal) of the principal. If the principal is an institutional shareholder, the corporate seal shall be affixed; and</p> <p><b><u>(VIII)</u></b> the power of attorney shall specify whether the proxy may vote as he/she thinks fit if the shareholder does not make specific instructions.</p>

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<p>Article 105 ...</p> <p>Where the shareholder is a recognized clearing house or its agent as defined in Securities and Futures Ordinance (Cap. 571), the shareholder may authorize one or more persons as he/she deems appropriate as his/her proxy(ies) at any Shareholders' general meeting or class meeting; however, where two or more than two persons are thus authorized, the power of attorney shall specify the numbers and classes of shares of each of such authorized proxies. The power of attorney shall be signed by the persons authorized by the recognized clearing house. Any person so authorized may represent the recognized clearing house or its agent to attend any meeting (without being required to present shareholding certificate, notarized authorization and/or further evidence of due authorization) and exercise its rights at such meeting (without being required to present shareholding certificate, notarized authorization and/or further evidence of due authorization), as if that person is a natural person shareholder of the Bank.</p> <p>A corporate shareholder shall be represented by its legal representative or proxies authorized by the resolutions of the Board and other decision-making bodies to attend the Shareholders' general meeting of the Bank.</p>	<p>Article 95 ...</p> <p>Where the shareholder is a recognized clearing house or its agent as defined in Securities and Futures Ordinance (Cap. 571), the shareholder may authorize one or more persons as he/she deems appropriate as his/her proxy(ies) at any Shareholders' general meeting or class meeting <b><u>and creditors' meeting (if applicable)</u></b>; however, where two or more than two persons are thus authorized, the power of attorney shall specify the numbers and classes of shares of each of such authorized proxies. The power of attorney shall be signed by the persons authorized by the recognized clearing house. Any person so authorized may represent the recognized clearing house or its agent to attend any meeting (without being required to present shareholding certificate, notarized authorization and/or further evidence of due authorization) and exercise its rights at such meeting (without being required to present shareholding certificate, notarized authorization and/or further evidence of due authorization), <b><u>including the right to speak and vote</u></b>, as if that person is a natural person shareholder of the Bank.</p> <p>A corporate shareholder shall be represented by its legal representative or proxies authorized by the resolutions of the Board and other decision-making bodies to attend the Shareholders' general meeting of the Bank.</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 109 Where the Bank convenes a Shareholders' general meeting, shareholder(s) severally or jointly holding more than 3% of the total voting shares issued by the Bank may put forward an interim proposal and submit it to the Board in writing within 10 days before the Shareholders' general meeting is convened; the Board shall, within two days after receipt of the interim proposal, issue a supplementary notice of the Shareholders' general meeting and submit the interim proposal to the Shareholder's general meeting for consideration. The contents of the interim proposal shall be within the terms of reference of the Shareholders' general meeting and have definite topics for discussion and specific issues for resolution. Proposals at a Shareholders' general meeting shall meet the following requirements:</p> <p>(I) the contents shall not run counter to provisions of the laws, regulations and these Articles and shall fall within the business scope of the Bank and terms of reference of the Shareholders' general meeting;</p> <p>(II) the proposals shall have definite topics for discussion and specific issues for resolution; and</p> <p>(III) the proposals shall be submitted or delivered to the Board in written form.</p>	<p><b>Article 99</b> Where the Bank convenes a Shareholders' general meeting, <b><u>proposals of the Shareholders' general meeting shall be proposed by the Board normally. The Audit and Consumer Rights Protection Committee and shareholder(s) severally or jointly holding more than 1% of the total voting shares issued by the Bank may put forward a proposal.</u></b></p> <p><del>shareholder(s)</del><b>Shareholder(s)</b> severally or jointly holding more than <del>3</del><b>1</b>% of the total voting shares issued by the Bank may put forward an interim proposal and submit it to the Board in writing within 10 days before the Shareholders' general meeting is convened; the Board shall, within two days after receipt of the interim proposal, issue a supplementary notice of the Shareholders' general meeting and submit the interim proposal to the Shareholder's general meeting for consideration, <b><u>unless such interim proposal violates the laws and regulations or these Articles, or does not fall within the terms of reference of the Shareholders' general meeting.</u></b></p> <p>The contents of the interim proposal shall be within the terms of reference of the Shareholders' general meeting and have definite topics for discussion and specific issues for resolution. Proposals at a Shareholders' general meeting shall meet the following requirements:</p> <p>(I) the contents shall not run counter to provisions of the laws, regulations and these Articles and shall fall within the business scope of the Bank and terms of reference of the Shareholders' general meeting;</p> <p>(II) the proposals shall have definite topics for discussion and specific issues for resolution; and</p> <p>(III) the proposals shall be submitted or delivered to the Board in written form.</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 113 The list of director or supervisor candidates is submitted by way of proposal for consideration at Shareholders' general meetings. The director or supervisor candidates shall be voted on separately at the Shareholders' general meeting.</p> <p>The method and procedure for nominating directors and supervisors are:</p> <p>(I) A list of candidates for non-independent directors may be proposed by the Nomination and Remuneration Committee of the Board as per the number of directors to be elected to the extent of the number of members of the Board specified in these Articles; shareholder(s) severally or jointly holding more than 3% of the total voting shares issued by the Bank may propose candidates for non-independent directors to the Board.</p> <p>A list of candidates for shareholder supervisors shall be proposed by the Board of Supervisors or Shareholder(s) individually or jointly holding more than 3% of the total voting shares issued by the Bank as per the number of supervisors to be elected to the extent of the number of members of the Board of Supervisors specified in these Articles.</p> <p>A shareholder or his/her related party shall not nominate director and supervisor candidates to the Shareholders' general meeting at the same time; where a director (supervisor) candidate nominated by a shareholder or his/her related party is approved to sit on the Board or the Board of Supervisors, the shareholder or his/her related party shall not nominate any director (supervisor) candidate until the term of office of the director (supervisor) expires or the director (supervisor) is replaced. If the State has regulations otherwise, such regulations shall prevail.</p>	<p><b>Article 103</b> The list of director<del> or supervisor</del> candidates is submitted by way of proposal for consideration at Shareholders' general meetings. The director<del> or supervisor</del> candidates shall be voted on separately at the Shareholders' general meeting.</p> <p>The method and procedure for nominating directors and supervisors are:</p> <p>(I) A list of candidates for non-independent directors may be proposed by the Nomination and Remuneration Committee of the Board as per the number of directors to be elected to the extent of the number of members of the Board specified in these Articles; shareholder(s) severally or jointly holding more than 3% of the total voting shares issued by the Bank may propose candidates for non-independent directors to the Board.</p> <p>A list of candidates for shareholder supervisors shall be proposed by the Board of Supervisors or Shareholder(s) individually or jointly holding more than 3% of the total voting shares issued by the Bank as per the number of supervisors to be elected to the extent of the number of members of the Board of Supervisors specified in these Articles.</p> <p>A shareholder or his/her related party shall not nominate director and supervisor candidates to the Shareholders' general meeting at the same time; where a director (supervisor) candidate nominated by a shareholder or his/her related party is approved to sit on the Board or the Board of Supervisors, the shareholder or his/her related party shall not nominate any director (supervisor) candidate until the term of office of the director (supervisor) expires or the director (supervisor) is replaced. If the State has regulations otherwise, such regulations shall prevail.</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Generally, the number of director/supervisor candidates nominated by a shareholder and his/her related party shall not exceed one-third of the number of the members of the Board/the Board of Supervisors, except as otherwise prescribed by laws and regulations.</p> <p>(II) Candidates for employee Supervisors shall be nominated by the Board of Supervisors and labor union of the Bank, and are elected at the employee representative meeting.</p> <p>(III) The Nomination and Remuneration Committee of the Board of the Bank, shareholder(s) severally or jointly holding more than 1% of the total voting shares issued by the Bank or the Board of Supervisors may propose candidates for independent directors to the Board, and shareholders or his/her related party who have nominated candidates for non-independent directors shall not nominate any candidates for independent directors. In principle, the same shareholder can propose one candidate for independent director only. The selection and appointment of independent directors shall be primarily market-based.</p> <p>The external supervisor candidates of the Bank are nominated by the Board of Supervisors of the Bank or Shareholder(s) individually or jointly holding more than 1% of the total voting shares issued by the Bank, but shareholders who have nominated shareholder supervisor candidates shall not nominate any external supervisor. In principle, the same shareholder can propose one external supervisor candidate only.</p> <p>The same shareholder shall not nominate independent director candidate and external supervisor candidate at the same time.</p>	<p>Generally, the number of director/supervisor candidates nominated by a shareholder and his/her related party shall not exceed one-third of the number of the members of the Board/<del>the Board of Supervisors</del>, except as otherwise prescribed by laws and regulations.</p> <p><del>(II) Candidates for employee Supervisors shall be nominated by the Board of Supervisors and labor union of the Bank, and are elected at the employee representative meeting.</del></p> <p><u>(II)</u> The Nomination and Remuneration Committee of the Board of the Bank, shareholder(s) severally or jointly holding more than 1% of the total voting shares issued by the Bank <del>or the Board of Supervisors</del> may propose candidates for independent directors to the Board, and shareholders or his/her related party who have nominated candidates for non-independent directors shall not nominate any candidates for independent directors. In principle, the same shareholder can propose one candidate for independent director only. The selection and appointment of independent directors shall be primarily market-based.</p> <p><del>The external supervisor candidates of the Bank are nominated by the Board of Supervisors of the Bank or Shareholder(s) individually or jointly holding more than 1% of the total voting shares issued by the Bank, but shareholders who have nominated shareholder supervisor candidates shall not nominate any external supervisor. In principle, the same shareholder can propose one external supervisor candidate only.</del></p> <p><del>The same shareholder shall not nominate independent director candidate and external supervisor candidate at the same time.</del></p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>(IV) The Nomination and Remuneration Committee of the Board shall make preliminary examination on the qualifications and conditions of the director candidates and submit the qualified candidates to the Board for consideration; and, upon consideration and approval by the Board, propose director candidates to the Shareholders' general meeting through written resolutions. The Nomination Committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the candidates for shareholder supervisors and external supervisors; and submit the qualified candidates to the Board of Supervisors for consideration; and, upon consideration and approval by the Board of Supervisors, propose supervisor candidates to the Shareholders' general meeting through written resolutions.</p>	<p><del>(III)</del> The Nomination and Remuneration Committee of the Board shall make preliminary examination on the qualifications and conditions of the director candidates and submit the qualified candidates to the Board for consideration; and, upon consideration and approval by the Board, propose director candidates to the Shareholders' general meeting through written resolutions.—<del>The Nomination Committee of the Board of Supervisors shall make preliminary examination on the qualifications and conditions of the candidates for shareholder supervisors and external supervisors; and submit the qualified candidates to the Board of Supervisors for consideration; and, upon consideration and approval by the Board of Supervisors, propose supervisor candidates to the Shareholders' general meeting through written resolutions.</del></p>
<p>(V) The director or supervisor candidates shall, prior to the Shareholders' general meeting, make written undertakings that they accept the nominations, that the information announced publicly about them is true and adequate, and that they will diligently fulfill the duties and obligations as director or supervisor if elected.</p>	<p><del>(IV)</del> The director <del>or supervisor</del> candidates shall, prior to the Shareholders' general meeting, make written undertakings that they accept the nominations, that the information announced publicly about them is true, <b>accurate</b> and adequate, and that they will diligently fulfill the duties and obligations as director <del>or supervisor</del> if elected.</p>
<p>(VI) The Board of Directors or the Board of Supervisors shall, prior to the Shareholders' general meeting, disclose detailed information relating to the director or supervisor candidates to the Shareholders in accordance with laws and regulations and these Articles, so that the shareholders will have sufficient understanding of the candidates in voting.</p>	<p><del>(V)</del> The Board of Directors <del>or the Board of Supervisors</del> shall, prior to the Shareholders' general meeting, disclose detailed information relating to the director <del>or supervisor</del> candidates to the Shareholders in accordance with laws and regulations and these Articles, so that the shareholders will have sufficient understanding of the candidates in voting.</p>
<p>(VII) In the event of a temporary vacancy of director or supervisor, the Nomination and Remuneration Committee of the Board, Nomination Committee of the Board of Supervisors or shareholders qualified for nomination shall propose and submit to the Board or Board of Supervisors for consideration the candidates, who shall be elected or replaced at the Shareholders' general meeting. Employee supervisors shall be elected or replaced at the employee representative meeting.</p>	<p><del>(VI)</del> In the event of a temporary vacancy of director <del>or supervisor</del>, the Nomination and Remuneration Committee of the Board, <del>Nomination Committee of the Board of Supervisors</del> or shareholders qualified for nomination shall propose and submit to the Board <del>or Board of Supervisors</del> for consideration the candidates, who shall be elected or replaced at the Shareholders' general meeting. Employee <del>supervisors</del> <b>directors</b> shall be elected or replaced at the employee representative meeting.</p>

2022 Amended Articles	2025 Proposed Amended Articles
Section V Resolutions of Shareholders' General Meetings	Section V Resolutions of Shareholders' General Meetings
<p>Article 114 Shareholders (including proxies thereof) who vote at a Shareholders' general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share shall have one vote. However, the shares held by the Bank have no voting rights and will not counted into the total number of shares with voting rights held by shareholders attending the Shareholders' general meeting.</p> <p>If any laws and regulations require that any shareholder shall abstain from voting on a certain proposal or limit any shareholder to cast affirmative or negative votes on a certain proposal, any votes cast by the shareholder or proxy thereof in violation of the aforesaid requirement or restriction shall not be counted to the results of the voting.</p>	<p><b>Article 104</b> Shareholders (including proxies thereof) who vote at a Shareholders' general meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share shall have one vote, <u>except for class shareholders</u>. However, the shares held by the Bank have no voting rights and will not counted into the total number of shares with voting rights held by shareholders attending the Shareholders' general meeting.</p> <p>If any laws and regulations require that any shareholder shall abstain from voting on a certain proposal or limit any shareholder to cast affirmative or negative votes on a certain proposal, any votes cast by the shareholder or proxy thereof in violation of the aforesaid requirement or restriction shall not be counted to the results of the voting.</p>
Article 115 A Shareholders' general meeting shall be held on-site.	<p><b>Article 105</b> A Shareholders' general meeting shall be held on-site. <u>The Bank may also provide video, online and other electronic communication to facilitate shareholders in attending the meeting. Where the Bank provides the above-mentioned methods for the convenience of shareholders to attend the meeting, it shall ensure the shareholders attending the meeting are able to communicate and discuss simultaneously, and vote through modern information technology means such as online voting platforms. Shareholders attending a Shareholders' general meeting via the above-mentioned methods shall be deemed as having attended the meeting.</u></p>



2022 Amended Articles	2025 Proposed Amended Articles
Article 117 The following matters shall be approved by ordinary resolutions at a Shareholders' general meeting:	<b>Article 107</b> The following matters shall be approved by ordinary resolutions at a Shareholders' general meeting:
(I) examination and approval of the rules of procedure for Shareholders' general meetings, the Board and the Board of Supervisors of the Bank;	(I) examination and approval of the rules of procedure for Shareholders' general meetings; <b>and</b> the Board <del>and the Board of Supervisors</del> of the Bank;
(II) appointment and dismissal of directors and remuneration of the relevant directors;	(II) appointment and dismissal of directors and remuneration of the relevant directors;
(III) appointment and dismissal of shareholder Supervisors and external Supervisors and remuneration of the relevant Supervisors;	<del>(III) appointment and dismissal of shareholder Supervisors and external Supervisors and remuneration of the relevant Supervisors;</del>
(IV) reports made by the Board;	<b>(III)</b> reports made by the Board;
(V) reports made by the Board of Supervisors:	<del>(V) reports made by the Board of Supervisors;</del>
(VI) business policies and investment plans of the Bank;	<del>(VI) business policies and investment plans of the Bank;</del>
(VII) annual financial budgets and final accounts of the Bank;	<b>(IV)</b> annual financial budgets <del>and final accounts</del> of the Bank;
(VIII) profit distribution plans and loss recovery plans of the Bank;	<b>(V)</b> profit distribution plans and loss recovery plans of the Bank;
(IX) resolutions on the engagement, dismissal or discontinuation of the appointment of the accounting firm responsible for the regular statutory auditing of the Bank's financial reports;	<b>(VI)</b> resolutions on the engagement, dismissal or discontinuation of the appointment of the accounting firm responsible for the regular statutory auditing of the Bank's financial reports;
(X) other matters than those that should be passed by special resolutions or be subject to unanimous approval pursuant to the laws and regulations or these Articles.	<b>(VII)</b> other matters than those that should be passed by special resolutions or be subject to unanimous approval pursuant to the laws and regulations or these Articles.



2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 118 The following matters shall be approved by special resolutions at a Shareholders' general meeting:</p> <p>(I) amendments to these Articles;</p> <p>(II) the Bank's listing or other fundraising arrangements;</p> <p>(III) any change of uses of the funds raised by the Bank;</p> <p>(IV) an increase or reduction in the registered capital, the issuance of shares of any class, warrants, securities convertible to shares and other similar securities, and options or warrants to subscribe for any shares or the aforesaid convertible securities or similar rights of the Bank;</p> <p>(V) resolution on purchase of the Bank's shares in accordance with laws;</p> <p>(VI) examination and approval of the Bank's equity incentive plans;</p> <p>(VII) financial restructuring, merger, division, dissolution, liquidation or alteration on the corporate form of the Bank;</p> <p>(VIII) issuance of bonds of the Bank;</p> <p>(IX) removal of independent directors;</p> <p>(X) examination and approval of important guarantees stipulated in Article 86 of these Articles;</p> <p>(XI) examination and approval of any important investment beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank;</p>	<p><b>Article 108</b> The following matters shall be approved by special resolutions at a Shareholders' general meeting:</p> <p>(I) amendments to these Articles;</p> <p>(II) the Bank's listing or other fundraising arrangements;</p> <p>(III) any change of uses of the funds raised by the Bank;</p> <p>(IV) an increase or reduction in the registered capital, the issuance of shares of any class, warrants, securities convertible to shares and other similar securities, and options or warrants to subscribe for any shares or the aforesaid convertible securities or similar rights of the Bank;</p> <p>(V) resolution on purchase of the Bank's shares in accordance with laws;</p> <p>(VI) examination and approval of the Bank's equity incentive plans;</p> <p>(VII) <del>financial restructuring,</del> merger, division, dissolution, liquidation or alteration on the corporate form of the Bank;</p> <p>(VIII) issuance of bonds of the Bank;</p> <p>(IX) removal of independent directors;</p> <p>(X) examination and approval of important guarantees <b><u>not falling within the business scope of the Bank</u></b> stipulated in Article <b><u>76</u></b> <del>86</del> of these Articles;</p> <p>(XI) examination and approval of any important investment beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank;</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>(XII) examination and approval of any purchase or sale of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or sales of the same or relevant assets in the consecutive 12 months shall be calculated on a cumulative basis); and</p> <p>(XIII) matters specified in laws and regulations or these Articles that shall be passed by special resolutions, and any other matter confirmed by an ordinary resolution at a Shareholders' general meeting that it may have material impact on the Bank and accordingly shall be approved by special resolutions.</p>	<p>(XII) examination and approval of any purchase or <del>sale</del> <b>disposal</b> of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or <del>sales</del> <b>disposal</b> of the same or relevant assets in the consecutive 12 months shall be calculated on a cumulative basis); and</p> <p>(XIII) matters specified in laws and regulations or these Articles that shall be passed by special resolutions, and any other matter confirmed by an ordinary resolution at a Shareholders' general meeting that it may have material impact on the Bank and accordingly shall be approved by special resolutions.</p>
<p>Article 120 A Shareholders' general meeting shall be convened and conducted in accordance with the laws and regulations and these Articles. Resolutions of a Shareholders' general meeting that run counter to laws and administrative regulations shall be void. If the convening procedure or voting method of the Shareholders' general meeting violates the laws, administrative regulations or these Articles or the contents of any resolution run counter to these Articles, the shareholders may request the people's court to cancel the said procedure, method or resolution within 60 days after adoption of the resolution.</p>	<p><b>Article 110</b> A Shareholders' general meeting shall be convened and conducted in accordance with the laws and regulations and these Articles.</p> <p>Resolutions of a Shareholders' general meeting that run counter to laws and administrative regulations shall be void.</p> <p>If the convening procedure or voting method of the Shareholders' general meeting violates the laws, administrative regulations or these Articles or the contents of any resolution run counter to these Articles, the shareholders may request the people's court to cancel the said <del>procedure, method or</del> resolution within 60 days after adoption of the resolution, <u>unless there is only a minor defect in the convening procedure or voting method of the Shareholders' general meeting, which has no substantive impact on the resolution. Shareholders who have not been notified to attend the Shareholders' general meeting may request the people's court to cancel the said resolution within 60 days from the date when they became aware of or should have known of adoption of the resolution of the Shareholders' general meeting; if the right to cancel is not exercised within one year after adoption of the resolution, the right to cancel shall be extinguished.</u></p>

2022 Amended Articles	2025 Proposed Amended Articles
	<p><u>A resolution of the Shareholders' general meeting of the Bank shall not be valid if any of the following circumstances applies:</u></p> <p><u>(I) failure to convene the Shareholders' general meeting to form the resolution;</u></p> <p><u>(II) failure to vote on the resolution at the Shareholders' general meeting;</u></p> <p><u>(III) the number of persons or the number of voting rights held attending the meeting failing to reach the number of persons or the number of voting rights held specified in the laws and regulation or the Articles of Association;</u></p> <p><u>(IV) the number of persons or the number of voting rights held in favor of the resolution failing to reach the number of persons or the number of voting rights held specified in the laws and regulation or the Articles of Association.</u></p>
<p>Article 123 Any voting by shareholders at a Shareholders' general meeting shall be taken by way of registered poll, except where the presider of the meeting, in good faith, decides to allow a proposal which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p>	<p>(Consolidated into Article 113)</p>
<p>Article 124 A voting by poll that is demanded for matters concerning the election of presider or termination of the meeting shall be conducted immediately; for other matters, the presider of the meeting shall decide when to conduct voting by poll and the meeting can continue to discuss other matters. The voting results shall still be deemed as a resolution adopted at such meeting.</p>	<p>Deleted</p>

2022 Amended Articles	2025 Proposed Amended Articles
Article 125 In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all the votes in the same way of pros or cons.	(Former Article 123 consolidated into this Article)
Article 126 The votes on each matter under consideration shall be counted by two shareholders' representatives and one supervisor and the voting results shall be announced on the spot by the representative of the persons who have counted the votes. The Bank shall appoint an accounting firm, share registrar or external accountant qualified to serve as auditor as the monitor of the vote count.	<p><b>Article 113 Any voting by shareholders at a Shareholders' general meeting shall be taken by way of registered poll, except where the president of the meeting, in good faith, decides to allow a proposal which relates purely to a procedural or administrative matter to be voted on by a show of hands.</b> <del>In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all the votes in the same way of pros or cons.</del> The votes on each matter under consideration shall be counted by two shareholders' representatives <del>and one supervisor</del> and the voting results shall be announced on the spot by the representative of the persons who have counted the votes. The Bank shall appoint an accounting firm, share registrar or external accountant qualified to serve as auditor as the monitor of the vote count. <b><u>Shareholders of the Bank or their proxies who vote online or by any other means shall be entitled to check their voting results via the relevant voting system.</u></b></p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 127 The presider of the meeting shall announce the voting result at the meeting, and determine whether a resolution of the Shareholders' general meeting has been passed pursuant to the voting result. His/her decision shall be final and conclusive. The voting result shall be recorded in the minutes of the meeting. If the presider of the meeting has any doubt as to the result of a resolution which has been put to vote, he/she may have the votes counted. If the presider of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the presider of the meeting may, immediately after the declaration of the voting result, demand that the votes be counted and the presider of the meeting shall have the votes counted immediately.</p> <p>If votes are counted at a Shareholders' general meeting, the counting result shall be recorded in the meeting minutes. The minutes together with the attendance book of shareholders and the powers of attorney for attendance by proxy shall be kept at the domicile of the Company.</p>	<p><b>Article 114 <u>The close of a Shareholders' general meeting held on-site shall not be earlier than that held online or by other means. Relevant parties including the Company, vote counters, scrutineers, shareholders, and network service providers involved in on-site, online or other voting methods of the Shareholders' general meeting shall be subject to the confidentiality obligation towards the voting before the voting results are announced formally.</u></b> The presider of the meeting shall announce the voting result at the meeting, and determine whether a resolution of the Shareholders' general meeting has been passed pursuant to the voting result. His/her decision shall be final and conclusive. The voting result shall be recorded in the minutes of the meeting. If the presider of the meeting has any doubt as to the result of a resolution which has been put to vote, he/she may have the votes counted. If the presider of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the presider of the meeting may, immediately after the declaration of the voting result, demand that the votes be counted and the presider of the meeting shall have the votes counted immediately.</p> <p>If votes are counted at a Shareholders' general meeting, the counting result shall be recorded in the meeting minutes. The minutes together with the attendance book of shareholders<del>and</del>, the powers of attorney for attendance by proxy, <b><u>and valid information relating to the voting online or by other means</u></b> shall be kept at the domicile of the <del>Company</del> <b>Bank</b>.</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 129 Minutes of the Shareholders' general meeting shall specify:</p> <p>(I) the number of voting shares held by shareholders attending the Shareholders' general meeting, and the percentage of such shares in the total number of shares of the Bank;</p> <p>(II) the date and venue of the meeting;</p> <p>(III) the name of the presider of the meeting and the agenda of the meeting;</p> <p>(IV) the highlights of each speech on each matter under consideration;</p> <p>(V) the voting result of each matter voted on;</p> <p>(VI) the questions and suggestions proposed by shareholders and answers and explanations, etc. of directors, supervisors or senior management members on these questions;</p> <p>(VII) the reasons for and process of convening and holding an extraordinary general meeting, if it is held by the Board of Supervisors or shareholders in accordance with these Articles; and</p> <p>(VIII) other contents that shall be recorded in the meeting minutes in accordance with opinions of the Shareholders' general meeting or provisions of these Articles.</p>	<p><b>Article 116</b> Minutes of the Shareholders' general meeting shall specify:</p> <p>(I) the number of <del>voting shares held by</del> shareholders <b>and proxies</b> attending the Shareholders' general meeting, <b><u>their number of voting shares held</u></b> and the percentage of such shares in the total number of shares of the Bank;</p> <p>(II) the date and venue of the meeting;</p> <p>(III) the name of the presider of the meeting <del>and</del>, the agenda of the meeting, <b><u>and the name of the directors and senior management members present at the meeting;</u></b></p> <p>(IV) <b><u>the process of consideration in respect of each matter under consideration, and</u></b> the highlights of each speech on each matter under consideration;</p> <p>(V) the voting result of each matter voted on;</p> <p>(VI) the questions and suggestions proposed by shareholders and answers and explanations, etc. of directors, <del>supervisors</del> or senior management members on these questions;</p> <p>(VII) <b><u>name of the convener,</u></b> the reasons for and process of convening and holding an extraordinary general meeting, if it is held by the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> or shareholders in accordance with these Articles; <del>and</del></p> <p><b><u>(VIII) name of the lawyer, vote counters and scrutineers; and</u></b></p> <p><b><u>(IX)</u></b> other contents that shall be recorded in the meeting minutes in accordance with opinions of the Shareholders' general meeting or provisions of these Articles.</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 130 The minutes of the Shareholders' general meeting shall be prepared in Chinese by the secretary to the Board, circulated to shareholders, signed by the presider of the meeting and attending directors for confirmation, and kept perpetually by the secretary to the Board as the Bank's file together with the attendance book of shareholders and powers of attorney for attendance by proxy.</p>	<p><b>Article 117</b> The minutes of the Shareholders' general meeting shall be prepared in Chinese by the secretary to the Board, circulated to shareholders, signed by <b><u>directors attending or present at the meeting, the secretary to the Board, the convener or his/her representative and</u></b> the presider of the meeting <del>and attending directors</del> for confirmation, and kept perpetually by the secretary to the Board as the Bank's file together with the attendance book of shareholders and powers of attorney for attendance by proxy <b><u>and valid information relating to the voting online or by other means.</u></b></p>
<p>Article 133 Shareholders may have access to copies of the meeting minutes free of charge during the office hours of the Bank. If any shareholder asks for copies of relevant meeting minutes, the Bank shall send out the said copies within seven days after receipt of reasonable expenses.</p>	<p><b>Deleted</b></p>
<p>Article 134 The Board of the Bank shall engage a qualified lawyer to attend the Shareholders' general meeting and provide opinions on the following issues:</p> <p>(I) whether the procedures for convening and holding the Shareholders' general meeting comply with the laws and regulations and these Articles;</p> <p>(II) whether the qualifications of the attendees are lawful and valid;</p> <p>(III) whether the shareholders making new proposals at the Shareholders' general meeting are eligible to do so;</p> <p>(IV) whether the voting procedures of the Shareholders' general meeting are legal and valid;</p> <p>(V) whether the resolutions of the Shareholders' general meeting are legal; and</p> <p>(VI) legal opinions on other issues upon request by the Bank.</p> <p>The Board of the Bank may also engage a notary to attend the Shareholders' general meeting.</p>	<p><b>Article 120</b> The Board of the Bank shall engage a qualified lawyer to attend the Shareholders' general meeting and provide opinions on the following issues:</p> <p>(I) whether the procedures for convening and holding the Shareholders' general meeting comply with the laws and regulations and these Articles;</p> <p>(II) whether the qualifications of the attendees <b><u>and the convener</u></b> are lawful and valid;</p> <p>(III) whether the shareholders making new proposals at the Shareholders' general meeting are eligible to do so;</p> <p>(IV) whether the voting procedures <b><u>and the voting results</u></b> of the Shareholders' general meeting are legal and valid;</p> <p>(V) whether the resolutions of the Shareholders' general meeting are legal; and</p> <p>(VI) legal opinions on other issues upon request by the Bank.</p> <p>The Board of the Bank may also engage a notary to attend the Shareholders' general meeting.</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 142 Apart from other classes of Shareholders, the holders of Domestic Shares and overseas listed foreign shares are deemed to be Shareholders of different classes.</p> <p>The special procedures for voting by a class Shareholder shall not apply in the following circumstances:</p> <p>(I) upon the approval by way of a special resolution passed by a Shareholders' general meeting, the Bank independently or simultaneously issues Domestic Shares and/or overseas listed foreign shares every 12 months, provided that the amount of each class of shares intended to be issued is not more than 20% of the outstanding shares of the respective class;</p> <p>(II) the Bank more than issuing Domestic Shares and overseas listed foreign shares at the time of incorporation, which is completed within 15 months upon the date of approval from the securities regulatory authorities of the State Council; and</p> <p>(III) the relevant authorities such as the securities regulatory authorities of the State Council have given approval for unlisted shares held by holders of Domestic Shares of the Bank to be transferred into overseas listed shares and to be listed and traded in overseas stock exchanges.</p>	<p><b>Article 128</b> Apart from other classes of Shareholders, the <del>holders of Domestic Shares</del><u>Shareholders holding domestic unlisted shares of the Bank</u> and <del>overseas listed foreign shares</del><u>holders of H Shares</u> are deemed to be Shareholders of different classes.</p> <p>The special procedures for voting by a class Shareholder shall not apply in the following circumstances:</p> <p>(I) upon the approval by way of a special resolution passed by a Shareholders' general meeting, the Bank independently or simultaneously issues <del>Domestic Shares and/or overseas listed foreign shares</del><u>domestic unlisted shares and H Shares</u> every 12 months, provided that the amount of each class of shares intended to be issued is not more than 20% of the outstanding shares of the respective class;</p> <p>(II) the Bank's plan on issuing <del>Domestic Shares and overseas listed foreign shares</del><u>domestic unlisted shares and H Shares</u> at the time of incorporation, which is completed within 15 months upon the date of approval from the securities regulatory authorities of the State Council; and</p> <p>(III) <u>upon filing with</u> the relevant authorities such as the securities regulatory authorities of the State Council <del>have given approval for unlisted shares held by holders of Domestic Shares of the Bank to be transferred,</del> <u>Shareholders of domestic unlisted shares will transfer the unlisted shares</u> into overseas listed shares and to be listed and traded in overseas stock exchanges.</p>
<p>Article 143 The directors of the Bank shall be elected at the Shareholders' general meeting. Directors need not hold any shares of the Bank.</p>	<p><b>Deleted</b></p>



2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 144 Directors shall be elected or replaced at the Shareholders' general meeting and shall each serve a term of three years, which shall be calculated from the date upon which the relevant resolution is passed at the Shareholders' general meeting, and they shall not perform their duties until their qualifications are approved by the regulatory authorities. A director may seek re-election upon expiry of the said term.</p> <p>A written notice of the intention to nominate a director candidate and a notice in writing by that candidate indicating his/her acceptance of such nomination shall be given to the Bank seven days before the date of the Shareholders' general meeting.</p> <p>A Shareholders' general meeting may dismiss any director within his/her term of office by an ordinary resolution provided that the relevant laws and regulations are observed (however, the claim for compensation by the director under any contract shall not be affected).</p> <p>A director shall continue to perform his/her duties as a director in accordance with the laws and regulations and these Articles until a duly reelected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office, resulting in the number of directors being less than the quorum or if the resignation of the director within his/her term of office affects the normal operation of the Bank.</p>	<p><b>Article 129</b> Directors shall be elected or replaced at the Shareholders' general meeting. <b><u>Employee directors shall be democratically elected or replaced by the Bank's employees at the employee representative meeting.</u></b></p> <p><b><u>Directors</u></b> shall each serve a term of three years, which shall be calculated from the date upon which the relevant resolution is passed at the Shareholders' general meeting, and they shall not perform their duties until their qualifications are approved by the regulatory authorities. A director <b><u>and</u></b> may seek re-election upon expiry of the said term. <b><u>Directors shall obtain approval from the banking regulatory authorities of the State Council or report in accordance with the laws and regulations, as specified in the relevant provisions of the banking regulatory authorities of the State Council. The term of directors shall be calculated from the date of the approval of the banking regulatory authorities of the State Council. For directors whose qualifications do not require approval according to relevant regulations and directors who are re-elected upon expiry of their term, their term shall be calculated from the date of election.</u></b></p> <p><del>A written notice of the intention to nominate a director candidate and a notice in writing by that candidate indicating his/her acceptance of such nomination shall be given to the Bank seven days before the date of the Shareholders' general meeting.</del></p> <p><del>A Shareholders' general meeting may dismiss any director within his/her term of office by an ordinary resolution provided that the relevant laws and regulations are observed (however, the claim for compensation by the director under any contract shall not be affected).</del></p> <p><del>A director shall continue to perform his/her duties as a director in accordance with the laws and regulations and these Articles until a duly reelected director takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office, resulting in the number of directors being less than the quorum or if the resignation of the director within his/her term of office affects the normal operation of the Bank.</del></p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 145 Directors of the Bank shall perform the following duties or obligations:</p> <p>(I) They shall pay continuous attention to the operations and management of the Bank, and are entitled to require the senior management to provide relevant materials reflecting the Bank's operations and management in a comprehensive, timely and accurate manner or to make explanations on relevant issues;</p> <p>(II) They shall attend the Board meetings on time, fully examine the matters considered by the Board, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</p> <p>(III) They shall be liable for the resolutions of the Board;</p> <p>(IV) They shall supervise the implementation of the resolutions of the Shareholders' general meeting and the Board by the senior management;</p> <p>(V) They shall actively participate in training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions, and maintain the professional knowledge and capabilities required for performing their duties;</p> <p>(VI) They shall be accountable to the Bank and all shareholders, and treat all shareholders fairly when performing duties;</p> <p>(VII) They shall observe a high standard of code of professional ethics and take into account the legitimate rights and interests of stakeholders;</p> <p>(VIII) They shall fulfill the duty of loyalty and duty of diligence to the Bank, perform duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties;</p> <p>(IX) They shall observe laws and regulations, regulatory provisions and these Articles.</p>	<p><b>Deleted</b></p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 149 A director may resign before his/her term of office expires. In resigning his/her duties, a director shall tender a written resignation to the Board.</p> <p>If no re-election is carried out in time upon the expiration of the term of office of a director, or the director resigns during his/her term of office resulting in the number of the Board members lower than the minimum number specified in the Company Law or two-thirds of the number specified in the Articles of Association, the said director shall continue fulfilling the duties as a director until a new director takes office. The resignation report of the director shall not become effective until the vacancy caused by his/her resignation is filled by the next director.</p> <p>Save as provided in the preceding paragraph, a director's resignation shall be effective when his/her resignation report is served to the Board.</p> <p>When the number of the Board members falls short of the minimum number specified in the Company Law or the minimum number required for voting by the Board due to the removal by the Shareholders' general meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors, the powers and functions of the Board shall be exercised by the Shareholders' general meeting until the number of directors meets the requirements.</p>	<p><b>Article 133</b> A director may resign before his/her term of office expires. In resigning his/her duties, a director shall tender a written resignation to the Board.</p> <p>If no re-election is carried out in time upon the expiration of the term of office of a director, or the director resigns during his/her term of office resulting in the number of the Board members lower than the minimum number specified in the Company Law or two-thirds of the number specified in the Articles of Association, the said director shall continue fulfilling the duties as a director until a new director takes office.<del>The resignation report of the director shall not become effective until the vacancy caused by his/her resignation is filled by the next director.</del></p> <p>Save as provided in the preceding paragraph, a director's resignation shall be effective when his/her resignation report is served to the Board.</p> <p>When the number of the Board members falls short of the minimum number specified in the Company Law or the minimum number required for voting by the Board due to the removal by the Shareholders' general meeting or death of directors, resignation of independent directors due to the loss of independence, or other circumstances where they cannot perform their duties as directors, the powers and functions of the Board shall be exercised by the Shareholders' general meeting until the number of directors meets the requirements.</p>

2022 Amended Articles	2025 Proposed Amended Articles
Newly Added	<p><b>Article 134</b> <u>The Shareholders' general meeting may resolve to remove a director, and such removal shall take effect on the date of resolution. Where a director is removed before the expiration of his/her term of office without a valid reason, such director may request compensation from the Bank. Such removal shall also be without prejudice to any claim which such director may have under any contract.</u></p>
<p>Article 154 The Bank shall buy liability insurance for directors, but any liability caused by directors in violation of laws and regulations and these Articles shall not be included.</p>	<p><b>Article 139</b> The Bank shall <del>may</del> buy liability insurance for directors <u>during their term of office against liability for damages incurred during the performance of their duties, but any liability caused by directors in violation of laws and regulations and these Articles shall not be included.</u></p> <p><u>After the purchase or renewal of directors' liability insurance by the Bank, the Board shall report the amount, the scope of coverage and the insurance premium rate of liability insurance to the Shareholders' general meeting.</u></p>
<p>Article 156 Independent directors of the Bank are directors who do not hold any positions in the Bank other than directorship and do not maintain with the Bank and its shareholders or de facto controllers a connection which may possibly hamper their independent and objective judgments of the Bank's affairs. Independent directors shall account for at least one third of members of the Board of Directors. At least one of independent directors shall have appropriate professional qualifications under the Hong Kong Listing Rules or appropriate accounting or related financial management expertise, and at least one of independent directors shall reside in Hong Kong.</p>	<p><b>Article 141</b> Independent directors of the Bank are directors who do not hold any positions in the Bank other than directorship and do not maintain with the Bank and its shareholders or de facto controllers a connection which may possibly hamper their independent and objective judgments of the Bank's affairs. <u>There shall be no less than three Independent-independent directors, who</u> shall account for at least one third of members of the Board of Directors. At least one of independent directors shall have appropriate professional qualifications under the Hong Kong Listing Rules or appropriate accounting or related financial management expertise, and at least one of independent directors shall reside in Hong Kong.</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 158 The provisions of these Articles on qualifications of directors shall apply to independent directors. In addition, an independent director shall not be involved in the following circumstances:</p> <p>...</p> <p>(V) The entities in which a person or his/her close relatives hold positions have business connections or debtor-creditor relationship with the Bank in such aspects as legal, accounting, auditing and management consulting and guarantee cooperation, thereby affecting the independence of his/her performance of duties;</p> <p>(VI) A person or his/her close relatives may be controlled or materially influenced by the Bank's major shareholders or senior management, thereby affecting the independence of his/her performance of duties; and</p> <p>...</p>	<p><b>Article 143</b> The provisions of these Articles on qualifications of directors shall apply to independent directors. In addition, an independent director shall not be involved in the following circumstances:</p> <p>...</p> <p>(V) The entities in which a person or his/her close relatives hold positions have business connections or debtor-creditor relationship with the Bank in such aspects as legal, accounting, auditing and management consulting and guarantee cooperation, thereby affecting the independence of his/her performance of duties;</p> <p>(VI) A person or his/her close relatives may be controlled or materially influenced by the Bank's <del>major</del> <u>substantial</u> shareholders or senior management, thereby affecting the independence of his/her performance of duties; and</p> <p>...</p>
<p>Article 163 An independent director shall be nominated, elected and replaced in accordance with laws, regulations, these Articles and the following provisions:</p> <p>(I) Independent directors of the Bank shall be nominated by the nomination and remuneration committee of the Board, shareholders individually or jointly holding more than 1% of the Bank's issued shares with voting rights and the Board of Supervisors and shall be elected by the Shareholders' general meeting;</p>	<p><b>Article 148</b> An independent director shall be nominated, elected and replaced in accordance with laws, regulations, these Articles and the following provisions:</p> <p>(I) Independent directors of the Bank shall be nominated by the nomination and remuneration committee of the Board, shareholders individually or jointly holding more than 1% of the Bank's issued shares with voting rights <del>and the Board of Supervisors</del> and shall be elected by the Shareholders' general meeting;</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>(II) The nominator of an independent director candidate shall obtain the nominee's consent prior to the nomination, and shall be fully aware of such particulars of the nominee in terms of his/her occupation, academic qualification, professional title, detailed work experience and all information regarding his/her positions held concurrently and provide opinions on the nominee's qualification as an independent director and independence. The nominee shall make an announcement stating that there exists no relationship between the Bank and him/her that affects his/her independent and objective judgment. The nomination and remuneration committee of the Board shall conduct qualification examination on the nominated independent directors, with examination focused on independence, professional knowledge, experience and ability. Before taking office, independent directors shall make a statement to the Board to ensure that they have sufficient time and energy to perform their duties and undertake to perform duties diligently. Before the Shareholders' general meeting is convened for election of independent Directors, the Board of the Bank shall disclose the above information to the shareholders;</p> <p>(III) After the Shareholders' general meeting is convened and adopts the proposal on election of independent directors, the Bank shall submit the relevant information of all candidates to the CBIRC and other relevant regulatory authorities. If the Board of the Bank has any dissenting opinions on the particulars of the nominees, the written opinions of the Board shall also be submitted.</p> <p>If the relevant regulatory authorities have dissenting opinions on the nomination or qualification of any nominee, the said nominee shall not be included as independent director candidate; and</p> <p>(IV) The term of office of independent directors is the same as that of other directors. An independent director shall serve a term of at most six years in the Bank.</p>	<p>(II) The nominator of an independent director candidate shall obtain the nominee's consent prior to the nomination, and shall be fully aware of such particulars of the nominee in terms of his/her occupation, academic qualification, professional title, detailed work experience and all information regarding his/her positions held concurrently and provide opinions on the nominee's qualification as an independent director and independence. The nominee shall make an announcement stating that there exists no relationship between the Bank and him/her that affects his/her independent and objective judgment. The nomination and remuneration committee of the Board shall conduct qualification examination on the nominated independent directors, with examination focused on independence, professional knowledge, experience and ability. Before taking office, independent directors shall make a statement to the Board to ensure that they have sufficient time and energy to perform their duties and undertake to perform duties diligently. Before the Shareholders' general meeting is convened for election of independent Directors, the Board of the Bank shall disclose the above information to the shareholders;</p> <p>(III) After the Shareholders' general meeting is convened and adopts the proposal on election of independent directors, the Bank shall submit the relevant information of all candidates to the <b><u>CBIRC banking regulatory authorities of the State Council</u></b> and other relevant regulatory authorities. If the Board of the Bank has any dissenting opinions on the particulars of the nominees, the written opinions of the Board shall also be submitted.</p> <p>If the relevant regulatory authorities have dissenting opinions on the nomination or qualification of any nominee, the said nominee shall not be included as independent director candidate; <del>and</del>.</p> <p>(IV) The term of office of independent directors is the same as that of other directors. An independent director shall serve a term of at most six years in the Bank.</p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 164 The Board shall propose to the Shareholders' general meeting to remove any director involved in any of the following circumstances:</p> <p>(I) Failure to meet the qualifications for an independent director due to change in position and failure to submit the resignation;</p> <p>(II) Failure to attend in person at least two thirds of the on-site Board meetings in a year; and</p> <p>(III) Other circumstances where an independent director shall not serve as or is no longer fit for independent director according to laws, regulations or these Articles.</p> <p>A proposal made by the Board of Supervisors for dismissal of an independent director shall be approved by more than two thirds of the supervisors by voting before it is submitted to the Shareholders' general meeting for consideration.</p> <p>An independent director may make a statement and defense to the Board or Board of Supervisors before the aforesaid proposal is submitted to the Shareholders' general meeting. The Board of Supervisors shall convene a provisional meeting to listen to the statement and defense of the independent director before convening of the Shareholders' general meeting.</p> <p>To propose to the Shareholders' general meeting to dismiss an independent director, the Board of Supervisors shall report to the CBIRC and other relevant regulatory authorities and send a notice to the related independent director one month before convening of the Shareholders' general meeting. The notice shall contain all the contents of the proposal. The related independent director shall have the right to state opinions in oral or written form before voting at the Shareholders' general meeting and have the right to submit the said opinions to CBIRC five days before convening of the Shareholders' general meeting. The Shareholders' general meeting shall consider the opinions stated by the independent director according to laws before voting.</p>	<p><b>Deleted</b></p>



2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 176 The Board of the Bank shall consist of executive directors and non-executive directors (including independent directors). Executive directors refer to chairman and directors who also hold positions as senior management members in addition to serving as a director of the Bank. Non-executive directors refer to directors who do not hold any position other than a director in the Bank and does not assume the responsibilities of senior management members. The Board consists of 18 directors, including four executive directors and six independent directors. The Bank shall have one chairman and one vice chairman. The chairman and vice chairmen shall be elected and dismissed by more than half of all the directors. The vice chairman shall assist the chairman in performing his/her duties.</p>	<p><del>Article 160 The Board of the Bank shall consist of executive directors and non-executive directors (including independent directors). Executive directors refer to chairman and directors who also hold positions as senior management members in addition to serving as a director of the Bank. Non-executive directors refer to directors who do not hold any position other than a director in the Bank and does not assume the responsibilities of senior management members. The Board of the</del> <b>Bank</b> <del>consists of 21—18 directors, including executive directors and non-executive directors (including independent directors); three—four</del> <b>consists of 21—18 directors, including executive directors and non-executive directors (including seven—six independent directors). The Board shall include one employee director, who shall not concurrently serve as a senior management member. The total number of executive directors and employee director shall not exceed one-half of the total number of members of the Board.</b></p> <p>The Bank shall have one chairman and one vice chairman. The chairman and vice chairmen shall be elected and dismissed by more than half of all the directors. The vice chairman shall assist the chairman in performing his/her duties.</p>
<p>Article 177 The Board shall undertake final responsibility of operation and management of the Bank. The Board shall exercise the following functions and powers:</p> <p>(I) to convene Shareholders' general meetings and report on its work to the Shareholders' general meetings;</p> <p>(II) to implement resolutions of the Shareholders' general meetings;</p> <p>(III) to formulate the Bank's operation and development strategies and medium-term and long-term development plans and supervise implementation of the strategies;</p>	<p><b>Article 161</b> The Board shall undertake final responsibility of operation and management of the Bank. The Board shall exercise the following functions and powers:</p> <p>(I) to convene Shareholders' general meetings and report on its work to the Shareholders' general meetings;</p> <p>(II) to implement resolutions of the Shareholders' general meetings;</p> <p>(III) to formulate the Bank's operation and development strategies and medium-term and long-term development plans and supervise implementation of the strategies;</p>



2022 Amended Articles	2025 Proposed Amended Articles
(IV) to appoint or dismiss the president and the secretary to the Board of Directors of the Bank in accordance with regulatory provisions; to appoint or dismiss senior management members such as the vice president, the chief financial officer and the chief risk management officer and general counsel of the Bank as proposed by the president; and to determine remunerations, rewards and punishments of the aforesaid persons;	(IV) to appoint or dismiss the president and the secretary to the Board of Directors of the Bank in accordance with regulatory provisions; to appoint or dismiss senior management members such as the vice president, the chief financial officer, <del>and the chief risk management officer,</del> <b>chief compliance officer, chief information officer</b> and general counsel of the Bank as proposed by the president; and to determine remunerations, rewards and punishments of the aforesaid persons;
(V) to formulate proposals for any amendment to the Articles and formulate the rules of procedure of the Shareholders' general meeting and the rules of procedure of the Board, and review and approve the working rules of the special committees of the Board of Directors;	(V) to formulate proposals for any amendment to the Articles and formulate the rules of procedure of the Shareholders' general meeting and the rules of procedure of the Board, and <del>review and</del> approve the working rules of the special committees of the Board of Directors;
(VI) to evaluate and improve the corporate governance of the Bank on a regular basis;	(VI) to evaluate and improve the corporate governance of the Bank on a regular basis;
(VII) to formulate the capital planning of the Bank, and take ultimate responsibility for capital management;	(VII) to formulate the capital planning of the Bank, and take ultimate responsibility for capital management;
(VIII) to formulate the listing or other fund raising and capital supplement plans of the Bank;	(VIII) to formulate the listing or other fund raising and capital supplement plans of the Bank;
(IX) to formulate plans for the use of funds raised by the Bank;	(IX) to formulate plans for the use of funds raised by the Bank;
(X) to formulate proposals concerning an increase or reduction in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank;	(X) to formulate proposals concerning an increase or reduction in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank;
(XI) to formulate proposals for material acquisitions of the Bank, and the repurchase of shares of the Bank;	(XI) to formulate proposals for material acquisitions of the Bank, and the repurchase of shares of the Bank;
(XII) to formulate the equity incentive plans of the Bank;	(XII) to formulate the equity incentive plans of the Bank;
(XIII) to review and approve material changes in shareholding of the Bank;	<del>(XIII) to review and approve material changes in shareholding of the Bank;</del>

2022 Amended Articles	2025 Proposed Amended Articles
(XIV) to formulate proposals for financial restructuring, merger, division, and dissolution and alteration on the corporate form of the Bank;	<u>(XIII)</u> to formulate proposals for <del>financial restructuring</del> , merger, division, and dissolution and alteration on the corporate form of the Bank;
(XV) to formulate proposals for the issuance of bonds of the Bank;	<u>(XIV)</u> to formulate proposals for the issuance of bonds of the Bank;
(XVI) to decide on operational plans and investment proposals of the Bank;	<u>(XV)</u> to decide on operational plans and investment proposals of the Bank;
(XVII) to formulate annual financial budget plans, final account plans and risk capital allocation plans of the Bank;	<u>(XVI)</u> to formulate annual financial budget plans, <del>final account plans and risk capital allocation plans</del> of the Bank;
(XVIII) to formulate profit distribution plans and loss recovery plans of the Bank;	<u>(XVII)</u> to formulate profit distribution plans and loss recovery plans of the Bank;
(XIX) to formulate the major investment and major asset disposal plans of the Bank;	<u>(XVIII)</u> to formulate the major investment and major asset disposal plans of the Bank;
(XX) to review and approve external investments, acquisition of assets, asset disposal and write-off, asset mortgage, external guarantees, related party transactions, data governance, etc. in accordance with laws and regulations, regulatory provisions and the Articles of Association;	<u>(XIX)</u> to <del>review and</del> approve external investments, acquisition of assets, asset disposal and write-off, asset mortgage, external guarantees, related party transactions, data governance, etc. <del>in accordance with laws and regulations, regulatory provisions and the Articles of Association</del> <b><u>within the scope of business of the Bank;</u></b>
(XXI) to approve material related party transactions of the Bank as approved by the Related Party Transactions Control Committee of the Board in advance;	<b><u>(XX)</u> to approve external investments, purchase and disposal of assets, and external guarantees beyond the scope of business of the Bank and not requiring approval at the Shareholders' general meeting;</b>
(XXII) to propose to the Shareholders' general meeting to engage or dismiss the accounting firm responsible for the regular statutory auditing of the Bank's financial reports;	(XXI) to <b><u>review and</u></b> approve material related party transactions of the Bank as approved by the Related Party Transactions Control Committee of the Board in advance, <b><u>as well as related party transactions between directors, senior management members, and their related parties and the Bank;</u></b>
(XXIII) to be responsible for the Bank's information disclosure, consider the Bank's annual reports, and bear the ultimate responsibility for the truthfulness, accuracy, integrity and timeliness of the Bank's accounting and financial reports;	(XXII) to propose to the Shareholders' general meeting to engage or dismiss the accounting firm responsible for the regular statutory auditing of the Bank's financial reports;

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(XXIV) to work out professional norms and value criteria for the Board and the senior management to observe and the Bank's basic management system;	(XXIII) to be responsible for the Bank's information disclosure, consider the Bank's annual reports, and bear the ultimate responsibility for the truthfulness, accuracy, integrity and timeliness of the Bank's accounting and financial reports;
(XXV) to formulate the risk tolerance, risk management and internal control policies and capital management policies, and take the ultimate responsibility for overall risk management of the Bank;	(XXIV) to work out professional norms and value criteria for the Board and the senior management to observe and the Bank's basic management system;
(XXVI) to determine the overall plan of remuneration for employees of the Bank;	(XXV) to formulate the risk tolerance, risk management and internal control policies and capital management policies, and take the ultimate responsibility for overall risk management of the Bank;
(XXVII) to determine the operating performance evaluation indicators and performance evaluation policies of the Bank;	(XXVI) to determine the overall plan of remuneration for employees of the Bank;
(XXVIII) to decide on the setup of internal management institutions, domestic tier-one branches and overseas branches (offices) of the Bank;	(XXVII) to determine the operating performance evaluation indicators and performance evaluation policies of the Bank;
(XXIX) to listen to the work reports of senior management, supervise the duty performance of senior management members and ensure the senior management members' effective performance of management duties;	(XXVIII) to decide on the setup of internal management institutions, domestic tier-one branches and overseas branches (offices) of the Bank;
(XXX) to report the regulatory opinions of the CBIRC on the Bank and information about rectification made by the Bank;	(XXIX) to listen to the work reports of senior management, supervise the duty performance of senior management members and ensure the senior management members' effective performance of management duties;
(XXXI) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;	(XXX) to report the regulatory opinions of the <del>CBIRC</del> <b>banking regulatory authorities of the State Council</b> on the Bank and information about rectification made by the Bank;
(XXXII) to establish an identification, review and management mechanism for the conflict of interests between the Bank and the Shareholders, especially substantial shareholders;	

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<p>(XXXIII) to undertake the management responsibility of shareholders' affairs; and</p> <p>(XXXIV) to exercise other functions and powers stipulated by laws, regulations and these Articles, and granted by the Shareholders' general meetings.</p> <p>The functions and powers of the Board are collectively performed by the Board. In principle, the functions and powers of the Board of Directors stipulated in the Company Law shall not be delegated to the chairman of the Board, directors, other institutions or individuals to perform. If it is indeed necessary to authorize certain specific matters to be decided on, it shall be carried out in accordance with the law through resolutions of the Board of Directors. Authorization shall be granted on a case-by-case basis, and the functions and powers of the Board of Directors shall not be generally or permanently delegated to other institutions or individuals to perform.</p>	<p>(XXXI) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(XXXII) to establish an identification, review and management mechanism for the conflict of interests between the Bank and the Shareholders, especially substantial shareholders;</p> <p>(XXXIII) to undertake the management responsibility of shareholders' affairs; and</p> <p>(XXXIV) to exercise other functions and powers stipulated by laws, regulations and these Articles, and granted by the Shareholders' general meetings.</p> <p>The functions and powers of the Board are collectively performed by the Board. In principle, the functions and powers of the Board of Directors stipulated in the Company Law shall not be delegated to the chairman of the Board, directors, other institutions or individuals to perform. If it is indeed necessary to authorize certain specific matters to be decided on, it shall be carried out in accordance with the law through resolutions of the Board of Directors. Authorization shall be granted on a case-by-case basis, and the functions and powers of the Board of Directors shall not be generally or permanently delegated to other institutions or individuals to perform.</p>

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<p>Article 180 The Board shall determine the authority for other external investments, purchase and sale of assets, external guarantees beyond the scope of business of the Bank, and set strict examination and decision-making procedures.</p> <p>The president shall be responsible for purchase and disposal of the fixed assets involved in daily operation activities according to the items and quota approved in the annual budget. Any item which is beyond the approved budget and is subject to quota provisions without detailed contents shall be dealt with as follows:</p> <p>(I) any single amount below RMB40 million (inclusive) shall be approved by the president and reported to the Board for filing.</p> <p>(II) any single amount above RMB40 million (exclusive) and below RMB100 million (inclusive) shall be reported to the chairman for approval and to the Board for filing after auditing by the audit and consumer rights protection committee authorized by the Board.</p> <p>(III) any single amount above RMB100 million (exclusive) and below 20% (inclusive) of the latest audited net asset value of the Bank shall be approved by the Board upon resolution.</p> <p>(IV) any single amount above 20% (exclusive) of the latest audited net asset value of the Bank shall be approved by the Shareholders' general meeting.</p> <p>Purchase or disposal of the same or relevant assets by the Bank by batches in 12 consecutive months shall be calculated on a cumulative basis.</p>	<p><b>Article 164</b> The Board shall determine the authority for <del>other</del> external investments, purchase and <del>sale</del> <b><u>disposal</u></b> of assets, external guarantees beyond the scope of business of the Bank <b><u>and within the terms of reference of the Board</u></b>, and set strict examination and decision-making procedures.</p> <p>The president shall be responsible for purchase and disposal of the fixed assets involved in daily operation activities according to the items and quota approved in the annual budget. Any item which is beyond the approved budget and is subject to quota provisions without detailed contents shall be dealt with as follows:</p> <p>(I) any single amount below RMB40 million (inclusive) shall be approved by the president and reported to the Board for filing.</p> <p>(II) any single amount above RMB40 million (exclusive) and below RMB100 million (inclusive) shall be reported to the chairman for approval and to the Board for filing after auditing by the <del>audit and consumer rights protection committee</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> authorized by the Board.</p> <p>(III) any single amount above RMB100 million (exclusive) and below 20% (inclusive) of the latest audited net asset value of the Bank shall be approved by the Board upon resolution.</p> <p>(IV) any single amount above 20% (exclusive) of the latest audited net asset value of the Bank shall be approved by the Shareholders' general meeting.</p> <p>Purchase or disposal of the same or relevant assets by the Bank by batches in 12 consecutive months shall be calculated on a cumulative basis.</p>

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<p>Article 183 The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over Shareholders' general meetings, and to convene and preside over Board meetings;</p> <p>(II) to supervise and examine the implementation of the Board resolutions;</p> <p>(III) to exercise the functions and powers as legal representative;</p> <p>(IV) to sign share certificates, bonds and other securities of the Bank;</p> <p>(V) to nominate to the Board the president of the Bank and secretary to the Board;</p> <p>(VI) to sign important documents of the Board and other documents which shall be signed by the legal representative of the Bank;</p> <p>(VII) to lead the formulation or drafting of various plans that shall be submitted by the Board to the Shareholders' general meeting;</p> <p>(VIII) to lead the drafting or preparation of various reports that shall be submitted by the Board to the Shareholders' general meeting;</p> <p>(IX) to manage the Bank's information disclosure matters;</p> <p>(X) to listen to the work report of the president and examine the work of the president and other senior management members, and ensure the senior management members' effective performance of management duties;</p>	<p><b>Article 167</b> The chairman shall exercise the following functions and powers:</p> <p>(I) to preside over Shareholders' general meetings, and to convene and preside over Board meetings;</p> <p>(II) to supervise and examine the implementation of the Board resolutions;</p> <p>(III) to exercise the functions and powers as legal representative;</p> <p>(IV) to sign share certificates, bonds and other securities of the Bank;</p> <p>(V) to nominate to the Board the president of the Bank and secretary to the Board;</p> <p>(VI) to sign important documents of the Board and other documents which shall be signed by the legal representative of the Bank;</p> <p>(VII) to lead the formulation or drafting of various plans that shall be submitted by the Board to the Shareholders' general meeting;</p> <p>(VIII) to lead the drafting or preparation of various reports that shall be submitted by the Board to the Shareholders' general meeting;</p> <p>(IX) to manage the Bank's information disclosure matters;</p> <p>(X) to listen to the work report of the president and examine the work of the president and other senior management members, and ensure the senior management members' effective performance of management duties;</p>

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(XI) in the event of any severe natural disaster or any other force majeure event, to exercise his/her special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant laws and regulations, subsequently report such disposition to the Board and the Shareholders' general meeting of the Bank, and pursue the responsibility according to procedures if such disposition falls within the functions and powers of the Board or the Shareholders' general meeting; and	(XI) in the event of any severe natural disaster or any other force majeure event, to exercise his/her special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the relevant laws and regulations, subsequently report such disposition to the Board and the Shareholders' general meeting of the Bank, and pursue the responsibility according to procedures if such disposition falls within the functions and powers of the Board or the Shareholders' general meeting; and
(XII) to exercise other functions and powers conferred by the Board.	(XII) to exercise other functions and powers conferred by the Board.
Article 184 Where the chairman cannot or fails to fulfil the duty thereof, the director jointly elected by more than half of the directors may fulfil the said duty. If the position of chairman is temporarily vacant due to pending approval for qualifications of the new chairman or other reasons, the Bank shall designate a person with relevant qualifications to act on behalf of the chairman and report to the qualification examination and decision authority within three days after the designation. The period for acting on behalf of the chairman shall not exceed six months.	<b>Article 168</b> Where the chairman cannot or fails to fulfil the duty thereof, <u>the vice chairman shall fulfil the said duty; where the vice chairman cannot or fails to fulfil the said duty</u> , the director jointly elected by more than half of the directors may fulfil the said duty.  If the position of chairman is temporarily vacant due to pending approval for qualifications of the new chairman or other reasons, the Bank shall designate a person with relevant qualifications to act on behalf of the chairman and report to the qualification examination and decision authority within three days after the designation. The period for acting on behalf of the chairman shall not exceed six months.
Article 185 The Board meetings are divided into regular meetings and provisional meetings. Regular meetings shall be held at least four times a year and the chairman shall convene the meeting. All the Directors shall be notified in writing to attend the meeting, and all the Supervisors shall be notified to be present at the meeting 14 days before the meeting. The meeting agenda and relevant documents shall be served seven days before the meeting.	<b>Article 169</b> The Board meetings are divided into regular meetings and provisional meetings. Regular meetings shall be held at least four times a year and the chairman shall convene the meeting. All the Directors shall be notified in writing to attend the meeting, <del>and all the Supervisors shall be notified to be present at the meeting</del> 14 days before the meeting. The meeting agenda and relevant documents shall be served seven days before the meeting.



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<p>Article 186 In any of the following circumstances, the chairman shall convene a provisional Board meeting within five workdays:</p> <p>(I) It is deemed necessary by the chairman;</p> <p>(II) Shareholders who individually or jointly hold more than 10% of the Bank's shares with voting rights make a proposal in writing;</p> <p>(III) It is jointly proposed by more than one third of the directors;</p> <p>(IV) It is proposed by more than two of the independent directors;</p> <p>(V) It is proposed by the Board of Supervisors;</p> <p>(VI) It is proposed by the president of the Bank; and</p> <p>(VII) Other circumstances stipulated by the relevant laws and regulations and these Articles.</p>	<p><b>Article 170</b> In any of the following circumstances, the chairman shall convene a provisional Board meeting within five workdays:</p> <p>(I) It is deemed necessary by the chairman;</p> <p>(II) Shareholders who individually or jointly hold more than 10% of the Bank's shares with voting rights make a proposal in writing;</p> <p>(III) It is jointly proposed by more than one third of the directors;</p> <p>(IV) It is proposed by more than two of the independent directors;</p> <p>(V) It is proposed by the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b>;</p> <p>(VI) It is proposed by the president of the Bank; and</p> <p>(VII) Other circumstances stipulated by the relevant laws and regulations and these Articles.</p>
<p>Article 190 Any decision made by the Board of the Bank on the following matters shall be subject to consideration and approval by more than two thirds of all the directors:</p> <p>(I) appointment or dismissal of the Bank's president and secretary to the Board, and appointment or dismissal of the Bank's senior management members such as vice president, chief financial officer, chief risk management officer and general counsel as nominated by the president, and determination of remunerations, rewards and punishments for the aforesaid persons;</p> <p>(II) plan for amendment to these Articles;</p> <p>(III) plan for listing of the Bank on any stock exchange or other fund raising and capital supplement plans;</p> <p>(IV) plans for use of funds raised by the Bank;</p>	<p><b>Article 174</b> Any decision made by the Board of the Bank on the following matters shall be subject to consideration and approval by more than two thirds of all the directors:</p> <p>(I) appointment or dismissal of the Bank's president and secretary to the Board, and appointment or dismissal of the Bank's senior management members such as vice president, chief financial officer, chief risk <del>management</del> officer, <b><u>chief compliance officer, chief information officer</u></b> and general counsel as nominated by the president, and determination of remunerations, rewards and punishments for the aforesaid persons;</p> <p>(II) plan for amendment to these Articles;</p> <p>(III) plan for listing of the Bank on any stock exchange or other fund raising and capital supplement plans;</p> <p>(IV) plans for use of funds raised by the Bank;</p>



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(V) plans for increase or decrease of the registered capital of the Bank and issuance of shares of any class, warrants and other similar securities;	(V) plans for increase or decrease of the registered capital of the Bank and issuance of shares of any class, warrants and other similar securities;
(VI) plans for issuance of bonds of the Bank;	(VI) plans for issuance of bonds of the Bank;
(VII) plans for material acquisitions, repurchase of shares of the Bank;	(VII) plans for material acquisitions, repurchase of shares of the Bank;
(VIII) equity incentive plans of the Bank;	(VIII) equity incentive plans of the Bank;
(IX) plans for material equity changes, financial restructuring, merger, division, dissolution and alteration on the corporate form of the Bank;	(IX) plans for <del>material equity changes, financial restructuring,</del> merger, division, dissolution and alteration on the corporate form of the Bank;
(X) risk capital distribution plans, profit distribution plans, loss recovery plans and remuneration plans of the Bank;	(X) <del>risk capital distribution plans,</del> profit distribution plans, loss recovery plans and remuneration plans of the Bank;
(XI) major investment and major asset disposal plans of the Bank;	(XI) major investment and major asset disposal plans of the Bank;
(XII) other external investments, purchase and sale of assets and external guarantees of the Bank beyond the Bank's operations within the range authorized by the Shareholders' general meeting; and	(XII) <del>other external investments, purchase and sale</del> <b>disposal</b> of assets and external guarantees <del>of the Bank</del> <b><u>not subject to examination and approval from the Shareholders' general meeting and</u></b> beyond the Bank's operations <del>within the range authorized by the Shareholders' general meeting;</del> and
(XIII) approval for material related party transactions as approved by the related party transactions control committee of the Board in advance.	(XIII) <b><u>examination and</u></b> approval for material related party transactions as <b><u>examined and</u></b> approved by the related party transactions control committee of the Board <del>in advance</del> <b><u>and related party transactions between the directors, senior management members and their related parties and the Bank.</u></b>
Important matters such as profit distribution plans, remunerations plans, major investment and major asset disposal plans, appointment or dismissal of senior management members, capital supplement plans of the Bank shall not be voted by written resolutions.	Important matters such as profit distribution plans, remunerations plans, major investment and major asset disposal plans, appointment or dismissal of senior management members, capital supplement plans of the Bank shall not be voted by written resolutions.

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<p>Material related party transactions must be approved by more than two-thirds of the non-related directors, and if the number of non-related directors attending Board meetings is less than three, it shall be submitted to the Shareholders' general meetings for consideration.</p> <p>Save as otherwise specified in these Articles, the matters other than those in Paragraph 1 of this article shall be approved by more than half of the directors upon consideration.</p>	<p>Material related party transactions <u>and related party transactions between the directors, senior management members and their related parties and the Bank</u> must be approved by more than two-thirds of the non-related directors, and if the number of non-related directors attending Board meetings is less than three, it shall be submitted to the Shareholders' general meetings for consideration.</p> <p>Save as otherwise specified in these Articles, the matters other than those in Paragraph 1 of this article shall be approved by more than half of the directors upon consideration.</p>
<p>Article 192 For the disposal of fixed assets by the Board, if the aggregate of the expected value of the fixed assets proposed to be disposed of and the value of the fixed assets which had been disposed of within four months preceding such proposal for disposal exceeds 33% of the fixed assets value shown in the most recent balance sheet reviewed at a Shareholders' general meeting, the Board shall not dispose of or approve the disposal of such fixed assets without the approval of the Shareholders' general meeting.</p> <p>Disposals of the fixed assets mentioned herein include transfer of some asset interests, but do not include guarantee provided by pledge of fixed assets.</p> <p>The effectiveness of the Bank's disposal of the fixed assets shall not be affected by any breach of Paragraph 1 of this article.</p>	<p><b>Deleted</b></p>

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<p>Article 201 Resolutions of a Board meeting that run counter to laws and administrative regulations shall be null and void. If the convening procedure or voting method of Board meetings violates the laws, administrative regulations or these Articles or the contents of a resolution run counter to these Articles, the shareholders shall have the right to request the people's court to cancel such resolution within 60 days after adoption of the resolution.</p>	<p><b>Article 184</b> Resolutions of a Board meeting that run counter to laws and administrative regulations shall be null and void.</p> <p>If the convening procedure or voting method of Board meetings violates the laws, administrative regulations or these Articles or the contents of a resolution run counter to these Articles, the shareholders shall have the right to request the people's court to cancel such resolution within 60 days after adoption of the resolution, <u>unless there is only a minor defect in the convening procedure or voting method of Board meetings, which has no substantive impact on the resolution.</u></p> <p><u>A resolution of a Board meeting of the Bank shall not be valid in any of the following circumstances:</u></p> <p><u>(I) failure to convene a Board meeting to form the resolution;</u></p> <p><u>(II) failure to vote on the resolution at the Board meeting;</u></p> <p><u>(III) the number of persons or the number of voting rights held attending the meeting failing to reach the number of persons or the number of voting rights held specified in the laws and regulations or these Articles; and</u></p> <p><u>(IV) the number of persons or the number of voting rights held in favor of the resolution failing to reach the number of persons or the number of voting rights held as required under the laws and regulations or these Articles.</u></p>

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Added section name	Section IV Special Committees of the Board
Article 203 The Board shall set up such special committees as Risk Management and Green Finance Committee (and the affiliated Related Party Transactions Control Committee), Audit and Consumer Rights Protection Committee, Nomination and Remuneration Committee, Development Strategy and Inclusive Finance Committee. The Board may set up other special committees where necessary or make adjustments to the aforesaid special committees. The special committees shall, either expressly authorized by the Board or as required by laws and regulations, provide professional advice to the Board or make decisions on professional matters under the authority of the Board. The relevant special committees shall communicate regularly with senior management about the operation and risk profile of the Bank and make suggestions and recommendations.	<b>Article 186</b> The Board shall set up such special committees as Risk Management and Green Finance Committee (and the affiliated Related Party Transactions Control Committee), Audit and Consumer Rights Protection Committee, Nomination and Remuneration Committee, Development Strategy and Inclusive Finance Committee. The Board may set up other special committees where necessary or make adjustments to the aforesaid special committees. <b><u>Unless otherwise provided by laws and regulations and these Articles, the</u></b> <del>The</del> special committees shall, either expressly authorized by the Board or as required by laws and regulations, provide professional advice to the Board or make decisions on professional matters under the authority of the Board. The relevant special committees shall communicate regularly with senior management about the operation and risk profile of the Bank and make suggestions and recommendations. <b><u>The Bank will not set up a board of supervisors. The functions and powers of such board will be taken over by the Audit and Consumer Rights Protection Committee of the Board according to laws.</u></b>

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<p>Each special committee shall have not less than 3 members, and the same director may serve on several special committees at the same time. Members of the special committees shall be directors with expertise and experience commensurate with the functions of the special committees. Among them, the members of the Audit and Consumer Rights Protection Committee shall be all non-executive directors with expertise and experience in such aspects as finance, audit, accounting or law, most of whom shall be independent directors, and at least one of whom shall be an independent director with the appropriate professional qualifications required by the Hong Kong Listing Rules or with the appropriate accounting or related financial management expertise; and the majority of the Nomination and Remuneration Committee members shall be independent directors; the proportion of independent directors in the Risk Management and Green Finance Committee and Related Party Transactions Control Committee shall be not less than one-third in principle, and the chairmen of these committees shall have experience in judging and managing all kinds of risks.</p> <p>...</p>	<p>Each special committee shall have not less than 3 members, and the same director may serve on several special committees at the same time. Members of the special committees shall be directors with expertise and experience commensurate with the functions of the special committees. Among them, the members of the Audit and Consumer Rights Protection Committee shall be all non-executive directors with expertise and experience in such aspects as finance, audit, accounting or law, most of whom shall be independent directors, and at least one of whom shall be an independent director with the appropriate professional qualifications required by the Hong Kong Listing Rules or with the appropriate accounting or related financial management expertise, <b>and the employee director may become a member of the Audit and Consumer Rights Protection Committee</b>; and the majority of the Nomination and Remuneration Committee members shall be independent directors; the proportion of independent directors in the Risk Management and Green Finance Committee and Related Party Transactions Control Committee shall be not less than one-third in principle, and the chairmen of these committees shall have experience in judging and managing all kinds of risks.</p> <p>...</p>
<p>Article 204 Each special committee under the Board shall be accountable to the Board. The Bank shall provide necessary working conditions for the special committees to perform their functions. The Board shall, in accordance with laws and regulations, these Articles and the rules of procedure of the Board, formulate working rules of special committees, and clearly define their respective objectives, authorities, responsibilities and terms of office.</p>	<p><b>Article 187</b> <del>Each special committee under the Board shall be accountable to the Board.</del> The Bank shall provide necessary working conditions for the special committees to perform their functions. The Board shall, in accordance with laws and regulations, these Articles and the rules of procedure of the Board, formulate working rules of special committees, and clearly define their respective objectives, authorities, responsibilities and terms of office.</p>
<p>Article 205 The relevant matters to be resolved by the Board shall first be submitted to the relevant special committee for deliberation, which committee shall put forward the deliberations. Except as authorized by the Board according to laws, the deliberations of the special committee cannot be substituted for the voting opinions of the Board. The special committees may engage intermediary agencies to provide professional advice, with costs to be borne by the Bank.</p>	<p><b>Article 188</b> <del>The relevant matters to be resolved by the Board shall first be submitted to the relevant special committee for deliberation, which committee shall put forward the deliberations.</del> Except as authorized by the Board according to laws, the deliberations of the special committee cannot be substituted for the voting opinions of the Board. The special committees may engage intermediary agencies to provide professional advice, with costs to be borne by the Bank.</p>

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<p>Article 206 Risk Management and Green Finance Committee shall perform the following duties:</p> <p>...</p> <p>(VIII) hearing regularly (once every six months) senior management's reports on the risk and risk management profile of the Bank (including the due diligence of the Chief Risk Management Officer); analyzing the deviation between the actual level of risk and the predetermined acceptable risk of the Bank; evaluating the consistency between the risk-return ratio and the overall strategy of the Bank and the implementation of the Bank's risk management policies by senior management; studying the bad debts, expected losses, trading losses and transaction risks of the Bank and all other major risk issues based on reports from senior management; putting forward suggestions on improving the risk management and internal control of the Bank in a timely manner and taking appropriate risk mitigation measures; where necessary, hearing the Chief Risk Management Officer's reports separately and making suggestions and recommendations on the above-mentioned issues; reporting to the Board, as well as the senior management and the Board of Supervisors, so as to ensure that all risks of the Bank are controlled within the risk appetite of the Bank;</p> <p>(IX) where necessary, hearing the senior management's report on compliance with relevant laws and regulations, regulatory requirements, policies, rules and regulations of the Bank and the relevant arrangements of anti-money laundering work, as well as self-checking results; making a judgment report on senior management self-checking results; making a judgment report on senior management's compliance with the relevant provisions, submitting it to the Board for deliberation, and informing the senior management and the Board of Supervisors at the same time;</p> <p>...</p>	<p><b>Article 189</b> Risk Management and Green Finance Committee shall perform the following duties:</p> <p>...</p> <p>(VIII) hearing regularly (once every six months) senior management's reports on the risk and risk management profile of the Bank (including the due diligence of the Chief Risk <del>Management</del> Officer); analyzing the deviation between the actual level of risk and the predetermined acceptable risk of the Bank; evaluating the consistency between the risk-return ratio and the overall strategy of the Bank and the implementation of the Bank's risk management policies by senior management; studying the bad debts, expected losses, trading losses and transaction risks of the Bank and all other major risk issues based on reports from senior management; putting forward suggestions on improving the risk management and internal control of the Bank in a timely manner and taking appropriate risk mitigation measures; where necessary, hearing the Chief Risk <del>Management</del> Officer's reports separately and making suggestions and recommendations on the above-mentioned issues; reporting to the Board, as well as the senior management <del>and the Board of Supervisors</del>, so as to ensure that all risks of the Bank are controlled within the risk appetite of the Bank;</p> <p>(IX) where necessary, hearing the senior management's report on compliance with relevant laws and regulations, regulatory requirements, policies, rules and regulations of the Bank and the relevant arrangements of anti-money laundering work, as well as self-checking results; making a judgment report on senior management's compliance with the relevant provisions, submitting it to the Board for deliberation, and informing the senior management <del>and the Board of Supervisors</del> at the same time;</p> <p>...</p>

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<p>Article 207 The Audit and Consumer Rights Protection Committee shall perform the following duties:</p> <p>(I) assisting the Board in the management of the audit work of the Bank;</p> <p>(II) reviewing the internal audit charter and medium-term and long-term audit plans of the Bank;</p> <p>(III) as authorized by the Board, organizing and leading the internal audit work of the Bank, approving the Bank's audit policies and procedures, annual audit work plan and audit budget and supervising the implementation, and evaluating the audit department's working procedures and work results;</p> <p>(IV) enabling communication between internal and external auditors;</p> <p>(V) reviewing and approving appointment and removal of the head of internal audit department, and evaluating and supervising the performance of the head of the audit department and the audit department;</p> <p>(VI) hearing the quarterly audit working reports (including the project audit reports) and annual audit working reports presented by the head of audit department, submitting quarterly and annual audit working reports to the Board, and informing the senior management and the Board of Supervisors;</p> <p>(VII) hearing audit department's reports on major audit findings from internal, external and regulatory (including but not limited to the CBIRC) audit and on corresponding actions taken by the senior management; urging the senior management to take appropriate corrective measures in time against the control defects, illegal practices and other problems identified by the auditors in the audit report, reporting to the Board, as well as the senior management and the Board of Supervisors;</p>	<p>Article 190 The Audit and Consumer Rights Protection Committee shall perform the following duties:</p> <p><u>(I) examining the Bank's financial affairs, reviewing the Bank's financial information and the disclosure thereof;</u></p> <p><u>(II) supervising and evaluating the Bank's internal control;</u></p> <p><u>(III) supervising and evaluating the Bank's internal audit work;</u></p> <p><u>(IV) supervising and evaluating the Bank's external audit work, and making recommendations to the Board on the engagement or dismissal of the accounting firm responsible for the regular statutory audit of the Bank's financial reports;</u></p> <p><u>(V) supervising the conduct of directors and senior management members when performing their duties;</u></p> <p><u>(VI) requiring directors and senior management members to make corrections when their conduct harm the interests of the Bank;</u></p> <p><u>(VII) proposing the dismissal of or bringing lawsuits according to laws against directors and senior management members who violate laws, administrative regulations, these Articles or the resolutions of Shareholders' general meetings;</u></p> <p><u>(VIII) supervising the implementation of remuneration management system of the Bank and scientificity and reasonability of remuneration plan of senior management members;</u></p>



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<p>(VIII) examining the financial position, accounting policies &amp; procedures and financial reporting procedures of the Bank, and organizing working bodies to conduct independent supervision and inspection on the implementation, and, if necessary, submitting the opinions for examination to the Board, and informing the senior management and the Board of Supervisors at the same time;</p> <p>(IX) directing annual audit of the Bank, organizing the working bodies to audit the Bank's financial reports independently before they are submitted to the Board for deliberation, and making a judgment report on the authenticity, completeness and accuracy of the information in the audited financial report, reporting to the Board for consideration and informing the senior management and the Board of Supervisors at the same time;</p> <p>(X) organizing the working bodies to independently review and evaluate the Bank's internal control and risk management system, supervising and inspecting the implementation and effectiveness of the system, and, if necessary, submitting opinions and suggestions to the Board, and informing the senior management and the Board of Supervisors;</p> <p>(XI) organizing discussions between the working bodies and the senior management on the internal control system of the Bank, and reporting to the Board on related issues so as to urge the senior management to implement the effective internal control system and to comply with the provisions of relevant laws and regulations;</p> <p>(XII) for the purchase and disposal of fixed assets involved in the daily business activities, in case of projects involving over-budget approval or projects specifying budget limits without detailed contents, with a single expenditure of more than RMB40 million (exclusive) and less than RMB100 million (inclusive), the Committee shall review such expenditure, report it to the chairman of the Board for approval and to the Board for filing;</p>	<p><u>(IX) supervising and evaluating the performance of due diligence of the Board and senior management in the data governance;</u></p> <p><u>(X) supervising and evaluating the performance of due diligence of the Board and senior management in the management of the conduct of employees;</u></p> <p><u>(XI) supervising money laundering risk management, supervising the performance of due diligence of the Board and senior management in money laundering risk management and supervising rectification, and making recommendations and opinions on the Bank's money laundering risk management;</u></p> <p><u>(XII) supervising the performance of due diligence of the Board and senior management in the reputation risk management, and including the relevant situation in its work reports;</u></p> <p><u>(XIII) assisting the Board in the management of the audit work of the Bank;</u></p> <p><u>(XIV) reviewing the internal audit charter and medium-term and long-term audit plans of the Bank;</u></p> <p><u>(XV) as authorized by the Board, organizing and leading the internal audit work of the Bank, approving the Bank's audit policies and procedures, annual audit work plan and audit budget and supervising the implementation, and evaluating the audit department's working procedures and work results;</u></p> <p><u>(XVI) enabling communication between internal and external auditors;</u></p> <p><u>(XVII) reviewing and approving appointment and removal of the head of internal audit department, and evaluating and supervising the performance of the head of the audit department and the audit department;</u></p>



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<p>(XIII) when deciding to outsource some internal audit projects, organizing the working bodies to review and supervise the independence, objectivity, professional competence and effectiveness of relevant audit procedures of the outsourcing agency;</p> <p>(XIV) making recommendations to the Board on matters relating to the appointment, renewal or dismissal of the external auditor responsible for the annual financial statements of the Bank and the relevant terms of employment and remuneration; where necessary, organizing working bodies to evaluate the independence, objectivity and work quality of the external auditor responsible for the Bank's annual financial report, and submitting the evaluation report and relevant recommendations to the Board;</p> <p>(XV) deciding, when necessary, to engage external agencies to evaluate the audit department's due diligence and to ensure that the external agencies hired are professionally competent and independent of the subject of evaluation and have no conflict of interest with the subject of evaluation;</p> <p>(XVI) drawing up strategies, policies and goals in relation to consumer rights protection work of the Bank;</p> <p>(XVII) urging the senior management to effectively carry out and execute the relevant work of consumer rights protection;</p> <p>(XVIII) regularly hearing special reports on the development of consumer right protection work;</p> <p>(XIX) supervising and evaluating the comprehensiveness, timeliness and effectiveness of the Bank's consumer rights protection work, as well as the performance of the senior management;</p> <p>(XX) reviewing and making recommendations to the Board on proposals for consumer rights protection to be submitted to the Board for consideration; and</p> <p>(XXI) performing other duties conferred by the Board and required by laws and regulations.</p>	<p>(XVIII) hearing the quarterly audit working reports (including the project audit reports) and annual audit working reports presented by the head of audit department, submitting quarterly and annual audit working reports to the Board, and informing the senior management <del>and the Board of Supervisors</del>;</p> <p>(XIX) hearing audit department's reports on major audit findings from internal, external and regulatory (including but not limited to the <del>CBIRC</del> <b>banking regulatory authorities of the State Council</b>) audit and on corresponding actions taken by the senior management; urging the senior management to take appropriate corrective measures in time against the control defects, illegal practices and other problems identified by the auditors in the audit report, reporting to the Board, as well as the senior management <del>and the Board of Supervisors</del>;</p> <p>(XX) examining the financial position, accounting policies &amp; procedures and financial reporting procedures of the Bank, and organizing working bodies to conduct independent supervision and inspection on the implementation, and, if necessary, submitting the opinions for examination to the Board, and informing the senior management <del>and the Board of Supervisors</del> at the same time;</p> <p>(XXI) directing annual audit of the Bank, organizing the working bodies to audit the Bank's financial reports independently before they are submitted to the Board for deliberation, and making a judgment report on the authenticity, completeness and accuracy of the information in the audited financial report, reporting to the Board for consideration and informing the senior management <del>and the Board of Supervisors</del> at the same time;</p> <p>(XXII) organizing the working bodies to independently review and evaluate the Bank's internal control and risk management system, supervising and inspecting the implementation and effectiveness of the system, and, if necessary, submitting opinions and suggestions to the Board, and informing the senior management <del>and the Board of Supervisors</del>;</p>

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	<p><u>(XXIII)</u> organizing discussions between the working bodies and the senior management on the internal control system of the Bank, and reporting to the Board on related issues so as to urge the senior management to implement the effective internal control system and to comply with the provisions of relevant laws and regulations;</p> <p><u>(XXIV)</u> for the purchase and disposal of fixed assets involved in the daily business activities, in case of projects involving over-budget approval or projects specifying budget limits without detailed contents, with a single expenditure of more than RMB40 million (exclusive) and less than RMB100 million (inclusive), the Committee shall review such expenditure, report it to the chairman of the Board for approval and to the Board for filing;</p> <p><del>(XIII) when deciding to outsource some internal audit projects, organizing the working bodies to review and supervise the independence, objectivity, professional competence and effectiveness of relevant audit procedures of the outsourcing agency;</del></p> <p><u>(XXV)</u> making recommendations to the Board on matters relating to the appointment, renewal or dismissal of the external auditor responsible for the annual financial statements of the Bank and the relevant terms of employment and remuneration; where necessary, organizing working bodies to evaluate the independence, objectivity and work quality of the external auditor responsible for the Bank's annual financial report, and submitting the evaluation report and relevant recommendations to the Board;</p> <p><u>(XXVI)</u> deciding, when necessary, to engage external agencies to evaluate the audit department's due diligence and to ensure that the external agencies hired are professionally competent and independent of the subject of evaluation and have no conflict of interest with the subject of evaluation;</p> <p><u>(XXVII)</u> drawing up strategies, policies and goals in relation to consumer rights protection work of the Bank;</p>

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	<p><u>(XXVIII)</u> urging the senior management to effectively carry out and execute the relevant work of consumer rights protection;</p> <p><u>(XXIX)</u> regularly hearing special reports on the development of consumer right protection work;</p> <p><u>(XXX)</u> supervising and evaluating the comprehensiveness, timeliness and effectiveness of the Bank's consumer rights protection work, as well as the performance of the senior management;</p> <p><u>(XXXI)</u> reviewing and making recommendations to the Board on proposals for consumer rights protection to be submitted to the Board for consideration; and</p> <p><u>(XXXII)</u> performing other duties conferred by the Board and required by laws and regulations.</p> <p><b><u>Resolutions made by the Audit and Consumer Rights Protection Committee in accordance with the laws and regulations and these Articles when it independently performs its supervisory functions and powers need not be submitted to the Board for review and approval.</u></b></p> <p><b><u>The following matters shall be submitted to the Board for review upon approval by more than half of all members of the Audit and Consumer Rights Protection Committee:</u></b></p> <p><b><u>(I) disclosure of the financial information in financial and accounting reports and regular reports, as well as internal control evaluation reports;</u></b></p> <p><b><u>(II) engagement or dismissal of the accounting firm responsible for the regular statutory auditing of the Bank's financial reports;</u></b></p> <p><b><u>(III) engagement or dismissal of the Chief Financial Officer;</u></b></p>

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	<p><u>(IV) changes in accounting policies, accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>(V) other matters specified by laws and regulations, regulatory provisions and these Articles.</u></p>
Newly Added	<p><u>Article 191 Meetings of the Audit and Consumer Rights Protection Committee shall be convened at least once quarterly, and a meeting shall only be held when more than two-thirds of the members are present.</u></p> <p><u>When the matter considered at a meeting of the Audit and Consumer Rights Protection Committee is put to the vote, each member shall have one vote. A resolution of the meeting shall be passed by more than half of all members.</u></p> <p><u>Unless otherwise specified in these Articles, the deliberation mode and voting procedures of the Audit and Consumer Rights Protection Committee shall be specified in the committee's working rules prepared by the Board.</u></p>

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<p>Article 209 The Development Strategy and Inclusive Finance Committee shall perform the following duties:</p> <p>(I) reviewing the Bank's operation and development strategies and medium – and long-term development plans;</p> <p>(II) periodically evaluating and reviewing the development strategies to ensure that the Bank's development strategies are in line with its operational conditions and changes in the market environment;</p> <p>(III) reviewing proposals for material changes in shareholding, financial restructuring, merger, division and dissolution of the Bank;</p> <p>(IV) reviewing proposals concerning the Bank's capital management planning, listing or other fund raising, use of proceeds, increase or decrease of registered capital, and repurchase of shares of the Bank;</p> <p>(V) reviewing the Bank's plans for annual budget, final accounts, risk capital allocation, profit distribution, loss recovery and other financial plans that may materially affect its business operations and development, and making suggestions or recommendations on whether they conform to the Bank's development strategies;</p> <p>...</p>	<p><b>Article 193</b> The Development Strategy and Inclusive Finance Committee shall perform the following duties:</p> <p>(I) reviewing the Bank's operation and development strategies and medium – and long-term development plans;</p> <p>(II) periodically evaluating and reviewing the development strategies to ensure that the Bank's development strategies are in line with its operational conditions and changes in the market environment;</p> <p>(III) reviewing proposals for <del>material changes in shareholding, financial restructuring, merger, division and dissolution of the Bank;</del></p> <p>(IV) reviewing proposals concerning the Bank's capital management planning, listing or other fund raising, use of proceeds, increase or decrease of registered capital, and repurchase of shares of the Bank;</p> <p>(V) reviewing the Bank's plans for annual budget, <del>final accounts, risk capital allocation, profit distribution, loss recovery and other financial plans</del> that may materially affect its business operations and development, and making suggestions or recommendations on whether they conform to the Bank's development strategies;</p> <p>...</p>

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<p>Article 210 The Related Party Transactions Control Committee is subordinate to the Risk Management and Green Finance Committee and shall perform the following duties:</p> <p>...</p> <p>(IV) major related party transactions shall be reviewed by the Related Party Transactions Control Committee and approved by the director and deputy director of the Related Party Transactions Control Committee and submitted to the Board for approval;</p> <p>...</p>	<p><b>Article 194</b> The Related Party Transactions Control Committee is subordinate to the Risk Management and Green Finance Committee and shall perform the following duties:</p> <p>...</p> <p>(IV) <b>reviewing</b> major related party transactions, <b>as well as related party transactions between directors, senior management members and their related parties and the Bank</b> <del>shall be reviewed by the Related Party Transactions Control Committee and approved by the director and deputy director of the Related Party Transactions Control Committee and submitted to the Board for approval;</del></p> <p>...</p>
<p>Article 217 The senior management shall consist of the president, vice presidents, secretary to the Board, Chief Financial Officer, Chief Risk Management Officer, General Counsel and such other members as determined by the Board of the Bank. The Bank shall have one president and several vice presidents. The president shall be selected by the Nomination and Remuneration Committee under the Board, nominated by the chairman of the Board, and appointed or dismissed by the Board. The vice presidents and other senior management members shall be nominated by the president and submitted to the Board for appointment or dismissal. A director may serve concurrently as president, vice president or other senior management members. The chairman of the Board shall not serve as president concurrently.</p> <p>The president shall exercise his/her functions and powers in accordance with relevant laws and regulations and the provisions of these Articles. The vice presidents and other senior management members shall assist the president in his/her work and perform their duties in accordance with relevant authority.</p>	<p><b>Article 201</b> The senior management shall consist of the president, vice presidents, secretary to the Board, Chief Financial Officer, Chief Risk <del>Management</del> Officer, <b>Chief Compliance Officer, Chief Information Officer,</b> General Counsel and such other members as determined by the Board of the Bank. The Bank shall have one president and several vice presidents. The president shall be selected by the Nomination and Remuneration Committee under the Board, nominated by the chairman of the Board, and appointed or dismissed by the Board. The vice presidents and other senior management members shall be nominated by the president and submitted to the Board for appointment or dismissal. A director may serve concurrently as president, vice president or other senior management members. The chairman of the Board shall not serve as president concurrently.</p> <p>The president shall exercise his/her functions and powers in accordance with relevant laws and regulations and the provisions of these Articles. The vice presidents and other senior management members shall assist the president in his/her work and perform their duties in accordance with relevant authority.</p>

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<p>The senior management conducts operation and management activities in accordance with these Articles and the authorization of the Board, and shall actively implement the resolutions of the Shareholders' general meeting and the resolutions of the Board, to ensure that the Bank's operations are consistent with the development strategies, risk appetites and other policies as established and approved by the Board. The senior management is accountable to the Board and subject to the supervision of the Board of Supervisors, and shall accurately and fully report the operations and management of the Bank in a timely manner and provide relevant materials as required by the Board and the Board of Supervisors. The operation and management activities of the senior management within the scope of their functions and powers shall not be interfered improperly by shareholders and the Board.</p>	<p>The senior management conducts operation and management activities in accordance with these Articles and the authorization of the Board, and shall actively implement the resolutions of the Shareholders' general meeting and the resolutions of the Board, to ensure that the Bank's operations are consistent with the development strategies, risk appetites and other policies as established and approved by the Board. The senior management is accountable to the Board and subject to the supervision of the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b>, and shall accurately and fully report the operations and management of the Bank in a timely manner and provide relevant materials as required by the Board and the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b>. The operation and management activities of the senior management within the scope of their functions and powers shall not be interfered improperly by shareholders and the Board.</p>
<p>Article 220 The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>...</p> <p>(V) to draw up annual budget plans, final account plans and risk capital distribution plans of the Bank;</p> <p>...</p> <p>(VIII) to propose to the Board to appoint or dismiss the vice president, Chief Financial Officer, Chief Risk Management Officer and other senior management members of the Bank;</p> <p>(IX) to authorize other senior management members and the persons in charge of internal functional departments and branches to conduct operation and management activities in accordance with relevant authorizations, management policies and rules;</p>	<p><b>Article 204</b> The president shall be accountable to the Board and shall perform the following functions and powers:</p> <p>...</p> <p>(V) to draw up annual budget plans, <del>final account plans and risk capital distribution plans</del> of the Bank;</p> <p>...</p> <p>(VIII) to propose to the Board to appoint or dismiss the vice president, Chief Financial Officer, Chief Risk <del>Management</del> Officer and other senior management members of the Bank;</p> <p>(IX) to authorize other senior management members and the persons in charge of internal functional departments and branches to conduct operation and management activities in accordance with relevant authorizations, management policies and rules;</p>

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(X) to appoint or dismiss the Bank's staff members other than those to be appointed or dismissed by the Shareholders members other than those Board, and to decide their remuneration and rewards and punishments;	(X) to appoint or dismiss the Bank's staff members other than those to be appointed or dismissed by the Shareholders' general meetings or the Board, and to decide their remuneration and rewards and punishments;
...	...
(XV) to take emergency measures and immediately report to the relevant regulatory authorities of the State, the Board of Directors and the Board of Supervisors in case of any material emergencies such as a run on the Bank; and	(XV) to take emergency measures and immediately report to the relevant regulatory authorities of the State; <u>and</u> the Board of Directors <del>and the Board of Supervisors</del> in case of any material emergencies such as a run on the Bank; and
(XVI) to exercise other functions and powers conferred by the Articles of Association or the Board.	(XVI) to exercise other functions and powers conferred by the Articles of Association or the Board.
The vice presidents and other senior management members shall assist the president in his/her work; if the position of the president is vacant or the president cannot fulfil his/her powers and functions thereof, the Board of Directors shall designate a person to exercise powers and functions on behalf of the president.	The vice presidents and other senior management members shall assist the president in his/her work; if the position of the president is vacant or the president cannot fulfil his/her powers and functions thereof, the Board of Directors shall designate a person to exercise powers and functions on behalf of the president.



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<p>Article 226 Senior management members shall abide by laws and regulations and these Articles, observe professional conduct and high standards of code of ethics, fulfill duty of loyalty and duty of care to the Bank, perform their duties bona fide, with diligence and prudence, and ensure that they have sufficient time and energy to perform their duties and shall not be remiss in performance of duties or act beyond their authority, and shall not seek business opportunities belonging to the Bank for themselves or others, nor accept any interests related to the Bank's transactions. If any member of the senior management causes economic losses to the Bank due to violation of laws and regulations, malpractices and other serious dereliction of duty, he/she shall bear economic and legal liabilities.</p> <p>The senior management members shall accept the supervision of the Board of Supervisors, and shall regularly provide the Board of Supervisors with information on the Bank's business performance, important contracts, financial position, risk profile and business prospects, and shall not obstruct or hinder such activities as inspection and supervision conducted by the Board of Supervisors in accordance with its authority.</p> <p>The senior management members shall have the right to request the Board of Supervisors to raise objections and report to the banking regulatory authorities for any acts of the Board that interfere with the operation and management activities in violation of regulations.</p>	<p><b>Article 210</b> Senior management members shall abide by laws and regulations and these Articles, observe professional conduct and high standards of code of ethics, fulfill duty of loyalty and duty of care to the Bank, perform their duties bona fide, with diligence and prudence, and ensure that they have sufficient time and energy to perform their duties and shall not be remiss in performance of duties or act beyond their authority, and shall not seek business opportunities belonging to the Bank for themselves or others, nor accept any interests related to the Bank's transactions. If any member of the senior management causes economic losses to the Bank due to violation of laws and regulations, malpractices and other serious dereliction of duty, he/she shall bear economic and legal liabilities.</p> <p>The senior management members shall accept the supervision of the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b>, and shall regularly provide the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> with information on the Bank's business performance, important contracts, financial position, risk profile and business prospects, and shall not obstruct or hinder such activities as inspection and supervision conducted by the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> in accordance with its authority.</p> <p>The senior management members shall have the right to request the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> to raise objections and report to the banking regulatory authorities for any acts of the Board that interfere with the operation and management activities in violation of regulations.</p>

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Chapter VIII Supervisors and Board of Supervisors	<b>Delete the whole chapter</b>
Chapter IX Qualifications and Obligations of Directors, Supervisors and Senior Management Members	<b>Chapter VIII</b> Qualifications and Obligations of Directors, <del>Supervisors</del> and Senior Management Members
Article 270 Directors of the Bank shall meet the following criteria:  ...  (XI) shall understand the corporate governance structure, the Articles of Association and the duties of the Board of the Bank; and  ...	<b>Article 214</b> Directors of the Bank shall meet the following criteria:  ...  (XI) shall understand the corporate governance structure, <del>the</del> <u>these</u> Articles of Association and the duties of the Board of the Bank; and  ...
Article 271 No person shall hold the position of director, supervisor and senior management member of the Bank in one of the following circumstances:  (I) a non-natural person;  (II) a person without or with limited capacity for civil conduct;  (III) a person with intentional or gross negligence criminal records;  (IV) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;  (V) a person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;	<b>Article 215</b> No person shall hold the position of director, <del>supervisor</del> and senior management member of the Bank in one of the following circumstances:  (I) a non-natural person;  (II) a person without or with limited capacity for civil conduct;  (III) a person with intentional or gross negligence criminal records;  (IV) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out, <u>or has been given a suspended sentence, and two years have not elapsed since the expiration of the period of probation;</u>  (V) a person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;

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(VI) a person judged by the relevant regulatory authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;	(VI) a person judged by the relevant regulatory authorities as having violated the provisions of relevant securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;
(VII) a person with misconducts in violation of social morality, resulting in baneful impact;	(VII) a person with misconducts in violation of social morality, resulting in baneful impact;
(VIII) a person who was personally liable or had direct leadership responsibility for the operation activities in violation of laws and regulations or material losses of the entity which he/she worked for, and the case was serious;	(VIII) a person who was personally liable or had direct leadership responsibility for the operation activities in violation of laws and regulations or material losses of the entity which he/she worked for, and the case was serious;
(IX) a person who serves or served as a director or senior management member of an entity which is taken over, cancelled, declared bankrupt or having its business license revoked, unless the person could prove that he/she is not personally liable for such issues;	(IX) a person who serves or served as a director or senior management member of an entity which is taken over, cancelled, declared bankrupt or having its business license revoked, unless the person could prove that he/she is not personally liable for such issues;
(X) a legal representative of companies or enterprises which were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked;	(X) a legal representative of companies or enterprises <b><u>whose business licenses were revoked or</u></b> which were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked <b><u>or it was compulsorily closed down;</u></b>
(XI) a person whose breach of professional ethics or conduct, or serious dereliction of duty has led to material losses or baneful impact;	(XI) a person whose breach of professional ethics or conduct, or serious dereliction of duty has led to material losses or baneful impact;
(XII) a person who instigates the entity in which he/she serves not to cooperate in legal supervision or case investigation, or participates in such non-cooperation;	(XII) a person who instigates the entity in which he/she serves not to cooperate in legal supervision or case investigation, or participates in such non-cooperation;
(XIII) a person disqualified as a director or senior management member for a lifetime, or punished for more than twice by regulatory authorities or other financial regulatory departments;	(XIII) a person disqualified as a director or senior management member for a lifetime, or punished for more than twice by regulatory authorities or other financial regulatory departments;

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<p>(XIV) a person identified by the CBIRC as being banned from entering the market and whose ban has not been lifted;</p> <p>(XV) a person who lacks the qualification as required in these Articles and takes improper means to obtain approval for his/her qualification;</p> <p>(XVI) a person or his/her spouse who is still in default on a relatively large amount of overdue debt, including but not limited to overdue loans with the Bank;</p> <p>(XVII) a person and his/her close relatives who jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p>(XVIII) a person and the shareholder entity controlled by him/her who/which jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p>(XIX) a person or his/her spouse who works in the shareholder entity holding more than 5% of the Bank's shares, with the total credits obtained by such shareholder entity from the Bank significantly exceeding the net equity of the Bank held by it, unless it can be proven that such credit has no relationship with him/her or his/her spouse;</p> <p>(XX) circumstances in which a person's other positions have obvious conflicts of interest with his/her proposed position and current position in the Bank, or obviously disperse his/her time and energy for performing duties in the Bank;</p> <p>(XXI) a person banned from holding leadership positions as stipulated by the laws and regulations; and</p> <p>(XXII) a person banned from serving as a director, supervisor and senior management member of the Bank as stipulated by the laws and regulations.</p>	<p>(XIV) a person identified by the <del>CBIRC</del><u>banking regulatory authorities of the State Council</u> as being banned from entering the market and whose ban has not been lifted;</p> <p>(XV) a person who lacks the qualification as required in these Articles and takes improper means to obtain approval for his/her qualification;</p> <p>(XVI) a person or his/her spouse who is still in default on a relatively large amount of overdue debt, including but not limited to overdue loans with the Bank;</p> <p>(XVII) a person and his/her close relatives who jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p>(XVIII) a person and the shareholder entity controlled by him/her who/which jointly holding more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p>(XIX) a person or his/her spouse who works in the shareholder entity holding more than 5% of the Bank's shares, with the total credits obtained by such shareholder entity from the Bank significantly exceeding the net equity of the Bank held by it, unless it can be proven that such credit has no relationship with him/her or his/her spouse;</p> <p>(XX) circumstances in which a person's other positions have obvious conflicts of interest with his/her proposed position and current position in the Bank, or obviously disperse his/her time and energy for performing duties in the Bank;</p> <p>(XXI) a person banned from holding leadership positions as stipulated by the laws and regulations; and</p> <p>(XXII) a person banned from serving as a director, <del>supervisor</del> and senior management member of the Bank as stipulated by the laws and regulations.</p>

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<p>The election of directors, supervisors and senior management members in contravention to the provisions under the preceding paragraph shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management members during their term of office, the Bank shall remove them from their position.</p> <p>The term “close relatives” in these Articles includes spouses, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren.</p>	<p>The election <u>or appointment</u> of directors, <del>supervisors</del> and senior management members in contravention to the provisions under the preceding paragraph shall be null and void. Upon any contravention of the above by the directors, <del>supervisors</del> or senior management members during their term of office, the Bank shall remove them from their position.</p> <p>The term “close relatives” in these Articles includes spouses, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren.</p>
<p>Newly Added</p>	<p><b><u>Article 216 Directors of the Bank shall perform the following duties or obligations:</u></b></p> <p><b><u>(I) they shall pay continuous attention to the operations and management of the Bank, and are entitled to require the senior management to provide relevant materials reflecting the Bank’s operations and management in a comprehensive, timely and accurate manner or to make explanations on relevant issues;</u></b></p> <p><b><u>(II) they shall attend the Board meetings on time, fully examine the matters considered by the Board, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</u></b></p> <p><b><u>(III) they shall be liable for the resolutions of the Board;</u></b></p> <p><b><u>(IV) they shall supervise the implementation of the resolutions of the Shareholders’ general meeting and the Board by the senior management;</u></b></p> <p><b><u>(V) they shall actively participate in training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions, and maintain the professional knowledge and capabilities required for performing their duties;</u></b></p>

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	<p><u>(VI) they shall be accountable to the Bank and all shareholders, and treat all shareholders fairly when performing duties;</u></p> <p><u>(VII) they shall observe a high standard of code of professional ethics and take into account the legitimate rights and interests of stakeholders;</u></p> <p><u>(VIII) they shall fulfill the duty of loyalty and duty of diligence to the Bank, perform duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties;</u></p> <p><u>(IX) they shall observe laws and regulations, regulatory provisions and these Articles.</u></p>
<p>Article 272 Save as specified in these Articles or duly authorized by the Board, no director shall act on behalf of the Bank or the Board in his/her personal name. If a director acts in his/her own name but a third party may reasonably think the said director is acting on behalf of the Bank or the Board, the said director shall make a prior statement of his/her standpoint and capacity.</p> <p>The validity of any act by a director and senior management member made on behalf of the Bank towards a third party acting in good faith shall not be affected by any non-compliance in regulations of that persons' position, election procedure or qualifications.</p>	<p><b>Deleted</b></p>

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<p>Article 273 In exercising the functions and powers conferred by the Bank, directors, supervisors and senior management members shall fulfill the following obligations to each shareholder in addition to the obligations as required by laws and regulations:</p> <p>(I) to comply with the requirements of laws and regulations and various state economic policies in terms of business operations, and not to let the Bank operate beyond the business scope specified in its business license;</p> <p>(II) to act in good faith and in the best interest of the Bank;</p> <p>(III) not to deprive the Bank of its assets in any form, including but not limited to the opportunities that are advantageous to the Bank; and</p> <p>(IV) not to deprive shareholders of their personal interests, including but not limited to any distribution rights or voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the Shareholders' general meeting in accordance with these Articles.</p>	Deleted
<p>Article 274 In exercising their rights or fulfilling their obligations, the directors, supervisors and senior management members of the Bank have the duty to act with due discretion, diligence and skill that a reasonably prudent person would exercise under similar circumstances.</p>	Deleted



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<p>Article 275 In fulfilling duties, the directors, supervisors and senior management members of the Bank shall observe the principle of honesty, shall not set themselves in a position where their own interests may conflict with their obligations and shall exercise the rights conferred by the Bank with due discretion, care and diligence, including but not limited to performing the following obligations:</p> <p>(I) to act in good faith and in the best interest of the Bank;</p> <p>(II) to exercise their rights within the scope of their powers and not act in excess of those powers;</p> <p>(III) to exercise personally the management and discretion right vested in them and not to allow themselves to be controlled by others and, save as permitted by laws or administrative regulations or with the informed consent given at a Shareholders' general meeting, not to transfer the exercise of their management and discretion right to others;</p> <p>(IV) to carefully read various business and financial reports of the Bank and keep informed of the operation and management conditions of the Bank;</p> <p>(V) to be equitable towards shareholders of the same class and fair towards shareholders of different classes;</p> <p>(VI) not to conclude any contract, conduct any transaction or make any arrangement with the Bank saved as specified in these Articles or with the informed consent given at a Shareholders' general meeting;</p> <p>(VII) not to seek personal gains by using the property of the Bank in any form without the informed consent given at a Shareholders' general meeting;</p>	<p><b>Deleted</b></p>

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<p>(VIII) not to abuse official powers to accept bribes or other unlawful income, and not to expropriate the Bank' s property in any form, including but not limited to opportunities favorable to the Bank;</p> <p>(IX) not to conduct for themselves or others any businesses similar to those of their company without the informed consent given at a Shareholders' general meeting;</p> <p>(X) not to accept commissions in connection with the Bank' s transactions without the informed consent given at a Shareholders' general meeting;</p> <p>(XI) to comply with these Articles, to perform his/her duties faithfully, to protect the interests of the Bank and not to exploit his/her position and power in the Bank for his/her own interests;</p> <p>(XII) not to compete with the Bank in any form without the informed consent given at a Shareholders' general meeting;</p> <p>(XIII) not to appropriate the monies of the Bank, and not to open any account in their own or others' names for the purpose of depositing the assets of the Bank;</p> <p>(XIV) without the consent given at a Shareholders' general meeting or from the Board, not to lend the Bank's funds to others, and not to use the Bank' s assets as security for the personal debts of the shareholders of the Bank or others in violation of the provisions of these Articles;</p> <p>(XV) without the informed consent given at a Shareholders' general meeting, not to disclose any confidential information related to the Bank acquired by them during their terms of office; not to use the said information even for the interest of the Bank; however, they may disclose such information to a court or other governmental authorities in the following circumstances: (1) required by law; (2) required for public interests; and (3) required for the interests of the said directors, supervisors and senior management members; and</p>	

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<p>(XVI) to accept the lawful supervision and rational suggestions of the Board of Supervisors on their performance of duties.</p> <p>Earnings obtained by a director counter to the provisions herein shall belong to the Bank.</p>	
<p>Article 276 Directors, supervisors and senior management members of the Bank shall not direct the following persons or institutions (“connected persons”) to do anything that the directors, supervisors and senior management members cannot do:</p> <p>(I) spouses or minor children of directors, supervisors and senior management members of the Bank;</p> <p>(II) trustees of directors, supervisors and senior management members of the Bank or persons set out in (I) of this article;</p> <p>(III) partners of directors, supervisors and senior management members of the Bank or persons set out in (I) and (II) of this article;</p> <p>(IV) companies under the de facto exclusive control of directors, supervisors and senior management members of the Bank or under de facto joint control of the persons set out in (I), (II) and (III) of this article or other directors, supervisors and senior management members of the Bank; and</p> <p>(V) directors, supervisors, managers and other senior management members of the controlled companies as set out in (IV) of this article.</p>	Deleted
<p>Article 277 The honesty obligations of the directors, supervisors and senior management members of the Bank shall not necessarily end with the expiry of their terms of office, and their confidential obligations in respect of any commercial secrets of the Bank shall survive after expiry of their terms of office. Other duties may continue for such period as the principle of fairness may require depending on the amount of time which has lapsed between the termination and the act concerned and the circumstances and conditions under which the relationship with the Bank was terminated.</p>	Deleted

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<p>Article 278 The liability of directors, supervisors and senior management members of the Bank for breaching a given obligation may be exempted through an informed resolution given by shareholders at a Shareholders' general meeting, save for the circumstances specified in Article 79(1) of these Articles.</p>	<p><b>Deleted</b></p>
<p>Article 279 The directors, supervisors and senior management members of the Bank having any direct or indirect material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors and senior management members), regardless of whether such interests are usually subject to the approval or consent of the Board, such persons shall disclose the nature and extent of the conflict of interests to the Board as soon as possible.</p> <p>Unless the directors, supervisors and senior management members of the Bank with conflict of interests have disclosed their interests to the Board in accordance with the requirements of this article, and the Board has approved the matter at the meeting without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors and senior management members are in breach of their obligations.</p> <p>The directors shall provide a written statement to the Related Party Transactions Control Committee on the relevant circumstances when performing the above obligations, and the Related Party Transactions Control Committee shall determine whether the directors constitute related parties in the relevant transactions. Directors constituting related parties shall not vote at Board meetings.</p> <p>If the connected persons of a director, supervisor and senior management member of the Bank have any conflict of interests with any contracts, transactions or arrangements, the director, supervisor and senior management members shall be deemed to have a conflict of interests as well.</p>	<p><b>Deleted</b></p>

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<p>Article 280 Before the Bank considers entering into contracts, transactions or arrangements for the first time, and if the interested directors, supervisors and senior management members of the Bank have provided a written notice to the Board of Directors stating that they have a conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the directors, supervisors and senior management members concerned shall be deemed to have made the disclosure as specified in Article 279 of these Articles to the extent as set out in the notice.</p>	<p><b>Deleted</b></p>
<p>Article 281 The Bank shall not pay taxes in any form for its directors, supervisors and senior management members.</p>	<p><b>Deleted</b></p>
<p>Article 282 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors and senior management members of the Bank or its parent company, nor shall the Bank provide the same to their connected persons.</p> <p>The requirements contained in preceding paragraph shall not apply in the following circumstances:</p> <p>(I) loans or loan guarantees provided by the Bank to its subsidiary companies;</p> <p>(II) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors and senior management members of the Bank pursuant to their employment contracts which were adopted by the general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities for the Bank; and</p>	<p><b>Deleted</b></p>

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<p>(III) if the normal scope of business of the Bank includes the provision of loans and loan guarantees, loans and loan guarantees provided by the Bank to the relevant directors, supervisors and senior management members of the Bank and their connected persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p> <p>If the Bank provides a loan in breach of the provision above, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</p>	
<p>Article 283 The Bank shall not be forced to perform the loan guarantee it provides in breach of the first paragraph of the preceding article, except in the following circumstances:</p> <p>(I) the loan provider does not know that it has provided the loan to the connected persons of the directors, supervisors, and other senior management members of the Bank or its parent company; and</p> <p>(II) the collateral provided by the Bank has been legally sold by the loan provider to a goodwill buyer.</p>	Deleted
<p>Article 284 The guarantee as referred to in the preceding articles of this chapter includes the act of the guarantor to assume the liability or provide assets to secure the performance of obligations by the obligor.</p>	Deleted

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<p>Article 285 If the directors, supervisors or other senior management members fail to fulfill the obligations to the Bank, the Bank shall be entitled to take the following actions in addition to the rights and remedial measures under the relevant laws and regulations:</p> <p>(I) require relevant directors, supervisor and other senior management members to compensate the Bank for the losses arising from their neglect of duty;</p> <p>(II) cancel the contracts or transactions concluded between the Bank and relevant directors, supervisors and other senior management members, and between the Bank and a third person (if the third person knows or is supposed to know that the directors, supervisors and other senior management members representing the Bank have breached their obligations to the Bank);</p> <p>(III) require the relevant directors, supervisors and senior management members to surrender gains arising from breach of obligations;</p> <p>(IV) recover monies, including but not limited to commissions, received by the relevant directors, supervisors and senior management members but receivable by the Bank; and</p> <p>(V) require the relevant directors, supervisors and senior management members to surrender interests earned or likely to be earned from monies payable to the Bank.</p>	<p><b>Deleted</b></p>



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<p>Article 286 The Bank shall enter into written contracts with its directors and the supervisors regarding remunerations which are subject to the prior approval from the Shareholders' general meeting. The aforesaid remunerations include:</p> <p>(I) remunerations for the directors, supervisors or senior management members of the Bank;</p> <p>(II) remunerations for the directors, supervisors or senior management members of the subsidiary companies of the Bank;</p> <p>(III) remunerations for those providing other services for managing the Bank and its subsidiary companies; and</p> <p>(IV) compensation to directors or supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors and supervisors shall not initiate litigation against the Bank for benefits due to them in respect of the matters mentioned above.</p>	<p><b>Deleted</b></p>
<p>Article 287 The remuneration contracts between the Bank and its directors or supervisors shall stipulate that if the Bank is acquired, the directors and supervisors of the Bank shall, subject to prior approval from the Shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The acquisition of the Bank mentioned in the preceding paragraph refers to one of the following circumstances:</p> <p>(I) a takeover offer made by any person to all shareholders; and</p>	<p><b>Deleted</b></p>

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<p>(II) a takeover offer made by any person with the intent of becoming the Controlling Shareholder.</p> <p>If the directors and supervisors concerned do not comply with the provisions of this article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sold their shares. The directors and supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	
Chapter X Financial Accounting System, Profit Distribution and Audit	<b>Chapter IX</b> Financial Accounting System, Profit Distribution and Audit
<p>Article 289 Our Bank shall publish its financial report twice each financial year, i.e. publish the interim financial report within 60 days after the end of the first six months of each financial year and publish its annual financial report within 120 days after the end of each financial year.</p> <p>If the securities regulators in the place where the Shares are listed have regulations otherwise, such regulations shall prevail.</p>	<p><b>Article 218 <u>The Bank shall prepare its annual financial report at the end of each financial year, which shall be audited by the accounting firm in accordance with the laws.</u></b> The Bank shall publish its financial report twice each financial year, i.e. publish the interim financial report within <del>60 days</del> <b>two months</b> after the end of the first <del>six months</del> <b>half</b> of each financial year and publish its annual financial report within <del>120 days</del> <b>four months</b> after the end of each financial year.</p> <p>If the securities regulators in the place where the Shares are listed have regulations otherwise, such regulations shall prevail.</p>
Article 290 At the end of each financial year, the Bank shall prepare an annual financial report which shall be examined and verified in a manner prescribed by the laws. At each annual general meeting, the Board shall submit an annual financial report prepared by the Bank in accordance with the relevant laws and regulations to the shareholders.	<b>Deleted</b>

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<p>Article 291 The Board shall make the Bank's legally audited annual financial reports available at the Board office of the Bank 20 days or earlier before the convening of the annual general meeting for inspection by shareholders. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p>The aforesaid financial reports shall include: the report of the Board along with the balance sheet (including all documents to be attached to balance sheet as required by the laws and regulations) and income statement or income and expenditure statement or abstract of financial report approved by the Hong Kong Stock Exchange (subject to relevant laws and regulations).</p>	<p><b>Deleted</b></p>
<p>Article 296 The Bank shall not establish account books other than the statutory account books. No assets of the Bank may be kept in any account opened in the name of any individual.</p>	<p><b>Article 223</b> The Bank shall not establish account books other than the statutory account books. No <del>assets</del><b>funds</b> of the Bank may be kept in any account opened in the name of any individual.</p>
<p>Article 299 The Bank's major shareholders should support the Bank to adjust its profit distribution policy according to its own operating conditions, risk exposure, capital planning and market environment, and balance the relationship between cash dividends and capital replenishment. The Bank's major shareholders shall support the Bank in reducing or not making cash dividends if any of the following circumstances exist:</p> <p>(I) where its capital adequacy ratios do not meet regulatory requirements;</p> <p>(II) where its corporate governance assessment result is lower than class C or regulatory rating is lower than grade 3;</p> <p>(III) where the allowance for loan losses is below regulatory requirements or the non-performing loan ratio is significantly higher than the industry average level;</p>	<p><b>Article 226</b> The Bank's major shareholders should support the Bank to adjust its profit distribution policy according to its own operating conditions, risk exposure, capital planning and market environment, and balance the relationship between cash dividends and capital replenishment. The Bank's major shareholders shall support the Bank in reducing or not making cash dividends if any of the following circumstances exist:</p> <p>(I) where its capital adequacy ratios do not meet regulatory requirements;</p> <p>(II) where its corporate governance assessment result is lower than class C or regulatory rating is lower than grade 3;</p> <p>(III) where the allowance for loan losses is below regulatory requirements or the non-performing loan ratio is significantly higher than the industry average level;</p>

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(IV) where there is major risk incident or a serious violation of laws or regulations by the Bank;	(IV) where there is major risk incident or a serious violation of laws or regulations by the Bank;
(V) other circumstances where the CBIRC and its local offices consider that dividends should not be paid.	(V) other circumstances where the <del>CBIRC and its local offices</del> <u>regulatory authorities</u> consider that dividends should not be paid.
Article 305 The Bank shall appoint for Shareholders of overseas listed foreign shares receiving agents. The receiving agents shall receive on behalf of the Shareholders concerned the dividends distributed and other funds payable by the Bank in respect of the overseas listed foreign shares.  The receiving agents appointed by the Bank shall comply with the laws of the locality in which the Bank's shares are listed or the relevant requirements of the stock exchange. The receiving agents appointed by the Bank for Shareholders of H-shares shall be a company which is registered as a trust company under the Trustee Ordinance of Hong Kong.	<b>Article 232</b> The Bank shall appoint for Shareholders of <del>overseas listed foreign shares</del> <u>H Shares</u> receiving agents. The receiving agents shall receive on behalf of the Shareholders concerned the dividends distributed and other funds payable by the Bank in respect of the <del>overseas listed foreign shares</del> <u>H Shares</u> .  The receiving agents appointed by the Bank shall comply with the laws of the locality in which the Bank's shares are listed or the relevant requirements of the stock exchange. <del>The receiving agents appointed by the Bank for Shareholders of H-shares shall be a company which is registered as a trust company under the Trustee Ordinance of Hong Kong.</del>
Article 309 The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board. The person in charge of audit shall be responsible to and report works to the Audit and Consumer Rights Protection Committee of the Board.	<b>Article 236</b> The internal audit system and the duties of the audit personnel shall be implemented upon approval by the Board. The person in charge of audit shall be responsible to and report works to <u>the Party committee of the Headquarters, the Board and</u> the Audit and Consumer Rights Protection Committee of the Board.
Article 310 The Bank shall appoint an independent accounting firm which meets the relevant requirements of the State to audit the Bank's annual financial reports and review the Bank's other financial reports.	<b>Article 237</b> The Bank shall appoint an independent accounting firm which meets the relevant requirements of the State to audit the Bank's annual financial reports and review the Bank's other financial reports, <u>and it shall hold office for one year, and may be re-appointed.</u>

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<p>Article 313 The accounting firm appointed by the Bank shall be entitled to the following rights:</p> <p>(I) to inspect the financial statements, books, records or vouchers of the Bank at any time, and to request the directors, senior management members of the Bank to provide relevant information and explanation;</p> <p>(II) to request the Bank to provide other information and explanation as are necessary for the accounting firm to perform its duties, including requesting the Bank to take all reasonable measures to obtain from its subsidiary companies such information and explanation as are necessary for the accounting firm to perform its duties; and</p> <p>(III) to attend the Shareholders' general meetings, and to obtain the notice of, and other information relating to, the Shareholders' general meetings which any shareholder is entitled to receive, and to speak at any Shareholders' general meeting in relation to matters concerning its role as the accounting firm appointed by the Bank.</p>	Deleted
<p>Article 316 The appointment, dismissal or non-reappointment of an accounting firm by the Bank shall be determined by the Shareholders' general meeting, and shall be filed with the securities regulatory authorities of the State Council.</p> <p>The Shareholders' general meeting shall abide by the following provisions when proposing to pass a resolution to appoint an accounting firm which is not currently serving the Bank to fill the vacancy of an accounting firm, or renew the term of office of an accounting firm appointed by the Board to fill the vacancy, or dismiss an accounting firm before the expiry of its term:</p> <p>(I) The proposal in relation to the appointment or dismissal shall be delivered prior to the issue of notice of the Shareholders' general meeting to the accounting firm to be appointed, the accounting firm leaving office, or the accounting firm which has left office in the relevant fiscal year. Leaving office includes dismissal, resignation and retirement.</p>	Deleted

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<p>(II) If an accounting firm leaving office makes a written statement and requests the Bank to inform shareholders of such statement, the Bank shall take the following measures, unless the written statement is received too late: 1. to state in the notice which is issued for the purpose of adopting a resolution that the accounting firm which is leaving office has made a statement; 2. to send a copy of the statement in the form of an attachment to the notice to each shareholder entitled to receive the notice of Shareholders' general meeting in the manner prescribed in these Articles.</p> <p>(III) If the Bank fails to dispatch the statement of the relevant accounting firm in accordance with (II) above, the relevant accounting firm may request such statement to be read at the Shareholders' general meeting and may make further appeals.</p> <p>(VI) The accounting firm leaving office shall have the right to attend the following meetings: 1. the Shareholders' general meeting at which its term of office would have expired; 2. the Shareholders' general meeting held to fill the vacancy as a result of its dismissal; 3. the Shareholders' general meeting held as a result of its voluntary resignation.</p> <p>The accounting firm leaving office shall have the right to receive all notices of, or other information relating to, the abovementioned meetings, and may express its views at the aforementioned meetings on matters in relation to its previous appointment as the accounting firm of the Bank.</p>	

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<p>Article 317 The Bank shall notify the accounting firm 15 days before the dismissal or non-reappointment of such accounting firm. The accounting firm shall have the right to present its views at the Shareholders' general meeting. In the event the accounting firm proposes to resign from its position, it shall explain to the Shareholders' general meeting whether there has been any impropriety on the part of the Bank.</p> <p>An accounting firm may resign by depositing at the legal address of the Bank a written resignation notice which shall become effective on the date of such deposit or on such later date as stipulated in such notice. Such notice shall contain the following statements:</p> <p>(I) a statement to the effect that there are no circumstances in connection with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Bank; or</p> <p>(II) a statement of any other circumstances requiring an explanation.</p>	<p><b>Article 242</b> The Bank shall notify the accounting firm 15 days before the dismissal or non-reappointment of such accounting firm. The accounting firm <del>shall have the right to present its views at the Shareholders' general meeting</del> <u>is permitted to present its views when the dismissal of such accounting firm is voted by the Shareholders' general meeting</u>. In the event the accounting firm proposes to resign from its position, it shall explain to the Shareholders' general meeting whether there has been any impropriety on the part of the Bank.</p> <p><del>An accounting firm may resign by depositing at the legal address of the Bank a written resignation notice which shall become effective on the date of such deposit or on such later date as stipulated in such notice. Such notice shall contain the following statements:</del></p> <p><del>(I) a statement to the effect that there are no circumstances in connection with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Bank; or</del></p> <p><del>(II) a statement of any other circumstances requiring an explanation.</del></p>



2022 Amended Articles	2025 Proposed Amended Articles
<p>The Bank shall send a copy of the written notice referred to in the preceding paragraph to the relevant regulatory authorities within 14 days upon receipt of such written notice. If the notice contains a statement mentioned in (II) above, a copy of such statement shall be placed at the Bank for inspection by shareholders. The Bank shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares at the address registered in the register of members; or the Bank shall, within the aforesaid period, issue or publish such statement through the website of the stock exchange where the shares of the Bank are listed or on one or more newspapers designated thereby and stipulated in these Articles, subject to compliance with the laws and regulations and Hong Kong Listing Rules.</p> <p>In the event the accounting firm's notice of resignation contains a statement of any other circumstances requiring an explanation, the accounting firm may require the Board to convene an extraordinary general meeting to allow the accounting firm to explain the circumstances in connection with its resignation.</p>	<p><del>The Bank shall send a copy of the written notice referred to in the preceding paragraph to the relevant regulatory authorities within 14 days upon receipt of such written notice. If the notice contains a statement mentioned in (II) above, a copy of such statement shall be placed at the Bank for inspection by shareholders. The Bank shall also send a copy of such statement by prepaid mail to every holder of overseas listed foreign shares at the address registered in the register of members; or the Bank shall, within the aforesaid period, issue or publish such statement through the website of the stock exchange where the shares of the Bank are listed or on one or more newspapers designated thereby and stipulated in these Articles, subject to compliance with the laws and regulations and Hong Kong Listing Rules.</del></p> <p><del>In the event the accounting firm's notice of resignation contains a statement of any other circumstances requiring an explanation, the accounting firm may require the Board to convene an extraordinary general meeting to allow the accounting firm to explain the circumstances in connection with its resignation.</del></p>
<p>Article 318 Notwithstanding what was agreed in the contract concluded between an accounting firm and the Bank, the Shareholders' general meeting may, before the term of office of the accounting firm expires, decide to dismiss the accounting firm by way of an ordinary resolution. Such decision shall not affect any right of the accounting firm to claim compensation from the Bank, which arises from its dismissal.</p>	<p><b>Deleted</b></p>

2022 Amended Articles	2025 Proposed Amended Articles
Chapter XI Notice and Announcement	<b>Chapter X</b> Notice and Announcement
Article 321 Except as otherwise provided in these Articles, notices of meetings of the Board of Directors, its special committees, the Board of Supervisors, and its special committees convened by the Bank shall be delivered in writing by personal delivery, courier, post, fax, and information publishing platforms designated by the Bank.	<b>Article 245</b> Except as otherwise provided in these Articles, notices of meetings of the Board of Directors; <b>and</b> its special committees; <del>the Board of Supervisors, and its special committees</del> convened by the Bank shall be delivered in writing by personal delivery, courier, post, fax, and information publishing platforms designated by the Bank.
Chapter XII Merger, Division, Dissolution and Liquidation	<b>Chapter XI</b> Merger, Division, Dissolution and Liquidation
Article 327 In respect of the merger or division of the Bank, the Board shall propose a plan and have it adopted following the procedure specified in these Articles, and go through relevant examination and approval formalities pursuant to laws. Any shareholder objecting to the merger or division of the Bank shall have the right to require the Bank or the shareholders approving the merger or division of the Bank to purchase his/her shares at a fair price. The resolution of merger or division of the Bank shall be made as a special document for inspection by shareholders. For holders of H Shares, the Bank shall deliver the aforementioned documents by mail.	<b>Deleted</b>
Article 330 If the Bank is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days after the adoption of the merger resolution and shall publish announcements in newspapers within 30 days. The creditors may require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors haven't received the notice.	<b>Article 253</b> If the Bank is involved in a merger, the parties to the merger shall enter into a merger agreement. The parties to the merger shall prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days after the adoption of the merger resolution and shall publish announcements in newspapers <b><u>or the National Enterprise Credit Information Publicity System</u></b> within 30 days. The creditors may require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors haven't received the notice.

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 331 Where the Bank is divided, its properties shall be divided accordingly. In the event of division of the Bank, the parties concerned shall conclude a division agreement and prepare balance sheets and property inventories. The Bank shall notify its creditors within 10 days after adoption of the division resolution and shall make announcements in newspapers within 30 days.</p>	<p><b>Article 254</b> Where the Bank is divided, its properties shall be divided accordingly. In the event of division of the Bank, the parties concerned shall conclude a division agreement and prepare balance sheets and property inventories. The Bank shall notify its creditors within 10 days after adoption of the division resolution and shall make announcements in newspapers <u>or the National Enterprise Credit Information Publicity System</u> within 30 days.</p>
<p>Article 335 The Bank shall be dissolved and liquidated according to law in any of the following circumstances:</p> <p>(I) if the Shareholders' general meeting resolves to do so;</p> <p>(II) if a dissolution is necessary as a result of a merger or division;</p> <p>(III) if the Bank is declared bankruptcy according to law because it is unable to pay its debts when they fall due;</p> <p>(IV) if the Bank is ordered to close due to violation of laws and regulations;</p> <p>(V) if the Bank gets into serious trouble in operations and management and continuation may incur material losses to the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of all the shareholders of the Bank may request the people's court to dissolve the Bank; and</p> <p>(VI) the term of operation specified in these Articles expires or any other circumstance for dissolution specified in these Articles arises.</p>	<p><b>Article 258</b> <del>The Bank shall be dissolved and liquidated according to law in any of the following circumstances</del><u>The Bank is dissolved due to the following reasons:</u></p> <p><u>(I) the term of operation specified in these Articles expires or any other circumstances for dissolution specified in these Articles arise.</u></p> <p><u>(II) if the Shareholders' general meeting resolves to do so;</u></p> <p><u>(III) if a dissolution is necessary as a result of a merger or division;</u></p> <p><u>(III) if the Bank is declared bankruptcy according to law because it is unable to pay its debts when they fall due;</u></p> <p><u>(IV) if its business license is revoked, the Bank or it is ordered to close due to violation of laws and regulations or cancelled according to law;</u></p> <p>(V) if the Bank gets into serious trouble in operations and management and continuation may incur material losses to the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total voting rights of all the shareholders of the Bank may request the people's court to dissolve the Bank;</p> <p><del>(VI) the term of operation specified in these Articles expires or any other circumstance for dissolution specified in these Articles arises.</del></p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>The Bank's liquidation and dissolution matters shall comply with the requirements of the Company Law, the Commercial Banking Law and the exchange where the Bank's securities are listed, and shall be approved by relevant regulatory authorities, if required.</p>	<p><u>If any of the circumstances for dissolution specified in the preceding paragraph arises, the Bank shall publicize the circumstance for dissolution through the National Enterprise Credit Information Publicity System within 10 days.</u></p> <p>The Bank's liquidation and dissolution matters shall comply with the requirements of the Company Law, the Commercial Banking Law and the exchange where the Bank's securities are listed, and shall be approved by relevant regulatory authorities, if required.</p> <p><u>Where the Bank is dissolved pursuant to (I), (II), (IV) and (V) of Paragraph 1 of the above Article, it shall be liquidated. The directors, who are the Bank's liquidation obligors, shall set up a liquidation committee to commence the liquidation within 15 days from the date on which the circumstance for dissolution occurs. The liquidation committee shall be composed of directors, unless otherwise specified in these Articles or another person is appointed according to a resolution at a Shareholders' general meeting.</u></p> <p><u>The liquidation obligors shall assume compensation liability if the Bank or creditors incur losses as a result of the liquidation obligors' failure to perform their liquidation obligations in a timely manner.</u></p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 336 Where the Bank is dissolved pursuant to (I), (V) and (VI) of the preceding article, a liquidation committee shall be set up within 15 days and the members thereof shall be decided by an ordinary resolution at a Shareholders' general meeting. If no liquidation committee is established after the said timeframe, the creditors may apply to the people's court for appointment of relevant persons to establish a liquidation committee to commence liquidation.</p> <p>Where the Bank is dissolved pursuant to (II) of the preceding article, the liquidation work shall be handled by the parties to the merger or division in accordance with the contract signed at the time of the merger or division.</p> <p>Where the Bank is dissolved pursuant to (III) of the preceding article, a liquidation committee comprising shareholders, relevant authorities and professionals shall be established by the people's court in accordance with relevant laws to carry out the liquidation.</p> <p>Where the Bank is dissolved pursuant to (IV) of the preceding article, the relevant competent authorities shall organize shareholders, relevant authorities and relevant professionals to set up a liquidation committee for liquidation.</p>	Deleted
<p>Article 337 After the establishment of the liquidation committee, the functions and powers of the Board and the president shall immediately be ceased. During the liquidation period, the Bank shall not carry out new business activities.</p>	Deleted

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 338 If the Board decides that the Bank shall be liquidated (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of Shareholders' general meeting convened for such purpose that the Board has conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within 12 months following the commencement of the liquidation.</p> <p>After the resolution on liquidation is adopted at the Shareholders' general meeting, the functions and powers of the Board of the Bank shall be terminated immediately.</p> <p>The liquidation committee shall, as per the instructions of the Shareholders' general meeting, report to the Shareholders' general meeting at least once a year about the revenues and expenses of the liquidation committee, the businesses of the Bank and the progress of liquidation, and deliver a final report to the Shareholders' general meeting at the end of liquidation.</p>	<p><b>Deleted</b></p>
<p>Article 339 During liquidation, the liquidation committee shall exercise the following functions and powers:</p> <p>(I) to inform creditors by notice or announcement;</p> <p>(II) to liquidate the assets of the Bank and prepare a balance sheet and a property inventory separately;</p> <p>(III) to deal with the outstanding businesses of the Bank relating to liquidation;</p> <p>(IV) to pay off the outstanding taxes;</p> <p>(V) to settle creditor's rights and debts;</p> <p>(VI) to dispose of the remaining assets of the Bank after repayment of debts; and</p> <p>(VII) to represent the Bank in civil proceedings.</p>	<p><b>Article 259</b> During liquidation, the liquidation committee shall exercise the following functions and powers:</p> <p>(I) to inform creditors by notice or announcement;</p> <p>(II) to liquidate the assets of the Bank and prepare a balance sheet and a property inventory separately;</p> <p>(III) to deal with the outstanding businesses of the Bank relating to liquidation;</p> <p>(IV) to pay off the outstanding taxes <u>and taxes arising in the course of liquidation</u>;</p> <p>(V) to settle creditor's rights and debts;</p> <p>(VI) to <del>dispose of</del> <b>distribute</b> the remaining assets of the Bank after repayment of debts; and</p> <p>(VII) to represent the Bank in civil proceedings.</p>

2022 Amended Articles	2025 Proposed Amended Articles
Article 340 The liquidation committee shall notify the creditors within 10 days after its establishment and shall make announcements in newspapers within 60 days.	<b>Article 260</b> The liquidation committee shall notify the creditors within 10 days after its establishment and shall make announcements in newspapers <u>or the National Enterprise Credit Information Publicity System</u> within 60 days.
Article 341 The creditors shall declare their creditor's rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors have not received the notice. When declaring their creditor's rights, the creditors shall explain matters relating to their rights and provide relevant evidential documents. The liquidation committee shall register the creditor's rights.	<b>Article 261</b> The creditors shall declare their creditor's rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors have not received the notice. When declaring their creditor's rights, the creditors shall explain matters relating to their rights and provide relevant evidential documents. The liquidation committee shall register the creditor's rights. <u>During period of declaration of creditor's rights, the liquidation committee shall not settle the creditor's debts.</u>
Article 343 The assets of the Bank shall be liquidated in the following order of priority:  (I) to pay liquidation expenses;  (II) to pay employees' salaries, social insurance expenses and statutory compensations of the Bank;  (III) to pay principal and interests of personal savings deposits;  (IV) to pay outstanding taxes;  (V) to pay debts of the Bank; and  (VI) to distribute as per the types of the shares held by the Shareholders and their shareholding percentages.  Before liquidation as specified in (I) to (V) of the preceding paragraphs, the assets of the Bank shall not be distributed to shareholders.	<b>Article 263</b> The assets of the Bank shall be liquidated in the following order of priority:  (I) to pay liquidation expenses;  (II) to pay employees' salaries, social insurance expenses and statutory compensations of the Bank;  (III) to pay principal and interests of personal savings deposits;  (IV) to pay outstanding taxes;  (V) to pay debts of the Bank; and  (VI) to distribute as per the types of the shares held by the Shareholders and their shareholding percentages.  <u>The Bank shall subsist during the liquidation period, but it shall not carry out business activities that do not relate to the liquidation.</u> Before liquidation as specified in (I) to (V) of the preceding paragraphs, the assets of the Bank shall not be distributed to shareholders.



2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 344 In the event of liquidation due to dissolution of the Bank, after the liquidation committee has liquidated the assets of the Bank and prepared a balance sheet and a property inventory, if it discovers that the Bank's assets are insufficient to repay its debts in full, it shall apply to the people's court to declare bankruptcy upon the approval of the banking regulatory authority. Once the people's court makes a ruling declaring the Bank bankruptcy, the liquidation committee shall hand over the liquidation matters to the people's court.</p>	<p><b>Article 264</b> <del>In the event of liquidation due to dissolution of the Bank, after</del> <b>After</b> the liquidation committee has liquidated the assets of the Bank and prepared a balance sheet and a property inventory, if it discovers that the Bank's assets are insufficient to repay its debts in full, it shall apply to the people's court <del>to declare</del> <b>for</b> bankruptcy <u>liquidation</u> upon the approval of the banking regulatory authority. Once the people's court <del>makes a ruling declaring the Bank</del> <b>has accepted the application for</b> bankruptcy, the liquidation committee shall hand over the liquidation matters to <u>a bankruptcy administrator designated by</u> the people's court.</p>
<p>Article 345 After completion of liquidation, the liquidation committee shall prepare a liquidation report and income and expenditure statements and account books in respect of the liquidation period and, after verification of the Chinese certified public accountants, shall submit the same to the Shareholders' general meeting or the relevant competent authority for confirmation.</p> <p>The liquidation committee shall, within 30 days after obtaining confirmation on the liquidation report from the Shareholders' general meeting or the relevant competent authority, submit the aforesaid documentation to the company registration authority, and apply to cancel registration of the Bank and announce termination of the Bank.</p>	<p><b>Article 265</b> After completion of liquidation, the liquidation committee shall prepare a liquidation report <del>and income and expenditure statements and account books in respect of the liquidation period and, after verification of the Chinese certified public accountants, shall</del> <b>and</b> submit the same to the Shareholders' general meeting or the relevant competent authority for confirmation. <del>The liquidation committee shall, within 30 days after obtaining confirmation on the liquidation report from the Shareholders' general meeting or the relevant competent authority, and submit the aforesaid documentation to the company</del> <b>Bank's</b> registration authority, and apply to cancel <b>company</b> registration <del>of the Bank and announce termination of the Bank.</del></p> <p>Members of the liquidation committee shall <del>faithfully perform their duties and carry out their liquidation obligations according to the laws, and shall not abuse their official powers to seek bribes or other illegal income or expropriate the properties of the Bank</del> <b>duties and fulfill the duty of loyalty and duty of diligence. Members of the liquidation committee shall assume compensation liability if the Bank incurs losses as a result of the remissness of the said members in carrying out liquidation duties.</b> Members of the liquidation committee shall assume compensation liability if <del>the Bank or creditors incur losses as a result of the deliberate or gross default of the said members.</del></p>

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 346 Members of the liquidation committee shall faithfully perform their duties and carry out their liquidation obligations according to the laws, and shall not abuse their official powers to seek bribes or other illegal income or expropriate the properties of the Bank.</p> <p>Members of the liquidation committee shall assume compensation liability if the Bank or creditors incur losses as a result of the deliberate or gross default of the said members.</p>	
Chapter XIV Settlement of Disputes	<b>Chapter XIII</b> Settlement of Disputes
<p>Article 353 The Bank shall observe the following rules for settlement of disputes:</p> <p>(I) Where any disputes or claims arise between a holder of overseas listed foreign shares and the Bank; between a holder of overseas listed foreign shares and a Director, Supervisor or senior management member of the Bank; or between a holder of overseas listed foreign shares and a holder of domestic shares, in relation to the Bank's business and arising from the rights and obligations under the Articles of Association, the Company Law and other relevant laws and administrative regulations, the parties concerned shall submit such disputes or claims to arbitration.</p> <p>(II) The aforesaid disputes or claims submitted to arbitration shall be the entire claims or disputes; all the persons who complain for the same reason or persons whose participations are required for the settlement of such disputes or claims shall, if they are in the capacity of the Bank or the Bank's Shareholders, Directors, Supervisors or senior management members, comply with the result of the arbitration.</p> <p>...</p>	<p><b>Article 272</b> The Bank shall observe the following rules for settlement of disputes:</p> <p>(I) Where any disputes or claims arise between a <del>holder of overseas listed foreign shares</del><b>H Shareholder</b> and the Bank; between a <del>holder of overseas listed foreign shares</del><b>H Shareholder</b> and a Director,<del>Supervisor</del> or senior management member of the Bank; or between a <del>holder of overseas listed foreign shares</del><b>H Shareholder</b> and a holder of domestic <b>unlisted</b> shares, in relation to the Bank's business and arising from the rights and obligations under the Articles of Association, the Company Law and other relevant laws and administrative regulations, the parties concerned shall submit such disputes or claims to arbitration.</p> <p>(II) The aforesaid disputes or claims submitted to arbitration shall be the entire claims or disputes; all the persons who complain for the same reason or persons whose participations are required for the settlement of such disputes or claims shall, if they are in the capacity of the Bank or the Bank's Shareholders, Directors,<del>Supervisors</del> or senior management members, comply with the result of the arbitration.</p> <p>...</p>

2022 Amended Articles	2025 Proposed Amended Articles
Chapter XV Supplementary Provisions	<b>Chapter XIV</b> Supplementary Provisions
	<p>(Movement of the positions of Article 78 of the original Articles/Article 84 of 2022 Amended Articles)</p> <p><b>Articles 275</b> <u>The “Controlling Shareholder(s)” referred to herein shall refer to the person satisfying any of the following conditions:</u></p> <p><u>(I) the shareholder may elect more than half of the Directors when acting alone or in concert with others;</u></p> <p><u>(II) the shareholder may exercise or control the exercise of above 30% of the voting rights of the Bank when acting alone or in concert with others;</u></p> <p><u>(III) the shareholder holds above 30% of issued and outstanding shares of the Bank when acting alone or in concert with others; and</u></p> <p><u>(IV) the shareholder may de facto control the Bank in any other manner when acting alone or in concert with others.</u></p> <p><u>The term “acting in concert” referred to in this article shall mean consensus reached between two or more persons by way of agreement, whether verbal or written, to acquire voting rights in the Bank by any one of them, for the purpose of controlling or consolidating the control over the Bank.</u></p>

**APPENDIX I**

**COMPARATIVE TABLE OF THE AMENDMENTS OF THE  
ARTICLES OF ASSOCIATION OF CHINA BOHAI BANK  
CO., LTD. (AMENDED IN 2025)**

2022 Amended Articles	2025 Proposed Amended Articles
<p>Article 356 The term “major shareholder” in these Articles refers to a shareholder who meets one of the following conditions:</p> <p>(I) holding more than 15% of the Bank’s equity;</p> <p>(II) actually holding the most equity in the Bank and the shareholding is not lower than 5% (including shareholders holding the same number of shares);</p> <p>(III) nominating more than two directors;</p> <p>(IV) having a controlling influence on the operation and management of the Bank in the view of the Board of the Bank;</p> <p>(V) other circumstances recognized by the China Banking and Insurance Regulatory Commission or its local offices.</p> <p>The shareholdings of shareholders, their related parties and parties acting in concert are calculated in aggregate. If the total shareholding meets the above requirements, the relevant shareholders are considered as major shareholders for management.</p>	<p><b>Article 276</b> The term “major shareholder” in these Articles refers to a shareholder who meets one of the following conditions:</p> <p>(I) holding more than 15% of the Bank’s equity;</p> <p>(II) actually holding the most equity in the Bank and the shareholding is not lower than 5% (including shareholders holding the same number of shares);</p> <p>(III) nominating more than two directors;</p> <p>(IV) having a controlling influence on the operation and management of the Bank in the view of the Board of the Bank;</p> <p>(V) other circumstances recognized by the <del>China Banking and Insurance Regulatory Commission</del> <b>banking regulatory authorities of the State Council</b> or its local offices.</p> <p>The shareholdings of shareholders, their related parties and parties acting in concert are calculated in aggregate. If the total shareholding meets the above requirements, the relevant shareholders are considered as major shareholders for management.</p>
<p>Article 357 The “on-site meeting” referred to in these Articles refers to the meeting to be held by means of on-site, video, telephone, etc. that can ensure immediate communication and discussion among the participants.</p>	<p><b>Deleted</b></p>
<p>Article 359 “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.</p>	<p><b>Article 278</b> “De facto controller” means a person who, <del>though not a shareholder of the Bank,</del> is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p>

All references to “the China Banking and Insurance Regulatory Commission” in these Articles are adjusted to “the banking regulatory authorities of the State Council”.

All references to “股東大會” in these Articles are adjusted to “股東會” or “股東會會議” (all of them mean “Shareholders’ general meeting”), as the case may be.

All references to “高級管理層成員” in these Articles are adjusted to “高級管理人員”.

According to relevant laws and regulation and corporate governance requirements, the Board of Supervisors shall no longer be established, and the Audit and Consumer Rights Protection Committee shall take over relevant duties and functions of the Board of Supervisors. Contents regarding Supervisors and the Board of Supervisors have been deleted in corresponding Articles.

Adjustments will be made to the numbering of relevant chapters and Articles as well as to cross-references affected by this amendments to the Articles of Association.

## APPENDIX II      COMPARATIVE TABLE OF THE AMENDMENTS OF THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS OF CHINA BOHAI BANK CO., LTD. (AMENDED IN 2025)

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

Existing Articles	Proposed amendments
Article 1 To regulate the organization and acts of the shareholders' general meeting(s) (the "Shareholders' General Meeting(s)") of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the "Bank"), ensure the Shareholders' General Meeting to exercise its powers in accordance with the laws, protect the legitimate rights and interests of shareholders and improve the efficiency of the Shareholders' General Meetings, these Rules of Procedure are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Interim Measures for the Equity Management of Commercial Banks, the Guidelines on Corporate Governance of Commercial Banks, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the "Mandatory Provisions") and other relevant laws, regulations and statutory documents of the People's Republic of China (the "PRC") (hereinafter referred to as "PRC laws"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), other relevant regulations of the securities regulatory authorities of the place where the Bank's shares are listed (collectively referred to as "laws and regulations" together with the "PRC laws"), and the Articles of Association of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the "Articles of Association of the Bank").	Article 1 To regulate the organization and acts of the shareholders' general meeting(s) (the "Shareholders' General Meeting(s)") of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the "Bank"), ensure the Shareholders' General Meeting to exercise its powers in accordance with the laws, protect the legitimate rights and interests of shareholders and improve the efficiency of the Shareholders' General Meetings, these Rules of Procedure are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China, <del>the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies,</del> <u>the Code of Corporate Governance of Banking and Insurance Institutions, Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</u> <del>the Guidelines on Corporate Governance of Commercial Banks, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</del> (hereinafter referred to as the "Mandatory Provisions") and other relevant laws, regulations and statutory documents of the People's Republic of China (the "PRC") (hereinafter referred to as "PRC laws"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules"), other relevant regulations of the securities regulatory authorities of the place where the Bank's shares are listed (collectively referred to as "laws and regulations" together with the "PRC laws"), and the Articles of Association of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the "Articles of Association of the Bank").

**APPENDIX II      COMPARATIVE TABLE OF THE AMENDMENTS OF THE RULES  
OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETINGS  
OF CHINA BOHAI BANK CO., LTD. (AMENDED IN 2025)**

Existing Articles	Proposed amendments
<p>Article 3 A Shareholders' general meeting shall be convened and conducted in accordance with the laws and regulations and the Articles of Association of the Bank. Resolutions of a Shareholders' general meeting that run counter to laws and administrative regulations shall be void. If the convening procedure or voting method of the Shareholders' general meeting violates the laws, administrative regulations or these Articles or the contents of any resolution run counter to the Articles of Association of the Bank, the shareholders may request the people's court to cancel the said procedure, method or resolution within 60 days after adoption of the resolution.</p>	<p>Article 3 A Shareholders' general meeting shall be convened and conducted in accordance with the laws and regulations and the Articles of Association of the Bank. Resolutions of a Shareholders' general meeting that run counter to laws and administrative regulations shall be void. If the convening procedure or voting method of the Shareholders' general meeting violates the laws, administrative regulations or these Articles or the contents of any resolution run counter to the Articles of Association of the Bank, the shareholders may request the people's court to cancel the said <del>procedure, method</del> <u>or resolution</u> within 60 days after adoption of the resolution, <u>unless there is only a minor defect in the convening procedure or voting method of the Shareholders' general meeting, which has no substantial impact on the resolution.</u> <u>Shareholders who have not been notified to attend the Shareholders' general meeting may request the people's court to cancel the said resolution within 60 days from the date when they became aware of or should have known of adoption of the resolution of the Shareholders' general meeting; if the right to cancel is not exercised within one year after adoption of the resolution, the right to cancel shall be extinguished.</u></p> <p><u>A resolution of the Shareholders' general meeting of the Bank shall not be valid if any of the following circumstances applies:</u></p> <p><u>(I) failure to convene the Shareholders' general meeting to form the resolution;</u></p> <p><u>(II) failure to vote on the resolution at the Shareholders' general meeting;</u></p> <p><u>(III) the number of persons or the number of voting rights held attending the meeting failing to reach the number of persons or the number of voting rights held specified in the laws and regulation or the Articles of Association of the Bank;</u></p> <p><u>(IV) the number of persons or the number of voting rights held in favor of the resolution failing to reach the number of persons or the number of voting rights held specified in the laws and regulation or the Articles of Association.</u></p>
Chapter II Rights and Obligations of Shareholders	(This chapter to be deleted in its entirety)



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Existing Articles	Proposed amendments
<p>Article 7 The Shareholders' general meeting shall be the highest organ of power of the Bank. It shall exercise the following powers in accordance with the laws:</p> <p>(I) to review and approve the rules of procedure for Shareholders' general meetings, the Board and the Board of Supervisors of the Bank;</p> <p>(II) to elect and remove Directors, and to determine the remuneration of the relevant Directors;</p> <p>(III) to elect and remove Shareholders' representative Supervisors and external Supervisors, and to determine the remuneration of the relevant Supervisors;</p> <p>(IV) to review and approve the reports of the Board of Directors;</p> <p>(V) to review and approve the reports of the Board of Supervisors;</p> <p>(VI) to amend the Articles of Association of the Bank;</p> <p>(VII) to resolve on the listing or other fundraising arrangements of the Bank;</p> <p>(VIII) to review and approve matters concerning changes of the use of funds raised by the Bank;</p> <p>(IX) to resolve on an increase or reduction in the share capital and the issuance of any class of shares, warrants and other similar securities of the Bank;</p> <p>(X) to decide on the repurchases of the Bank's shares;</p> <p>(XI) to review and approve the equity incentive plans of the Bank;</p> <p>(XII) to resolve on matters such as financial restructuring, merger, division, dissolution and liquidation of the Bank;</p> <p>(XIII) to resolve on the issuance of bonds of the Bank;</p> <p>(XIV) to decide on operational objectives and investment proposals of the Bank;</p> <p>(XV) to review and approve annual financial budget plans and final account plans of the Bank;</p> <p>(XVI) to review and approve profit distribution plans and loss recovery plans of the Bank;</p>	<p><b>Article 4</b> The Shareholders' general meeting shall be the <del>highest</del> organ of power of the Bank. It shall exercise the following powers in accordance with the laws:</p> <p>(I) to review and approve the rules of procedure for Shareholders' general meetings, <b>and</b> the Board <del>and the Board of Supervisors</del> of the Bank;</p> <p>(II) to elect and remove Directors, and to determine the remuneration of the relevant Directors;</p> <p><del>(III) to elect and remove Shareholders' representative Supervisors and external Supervisors, and to determine the remuneration of the relevant Supervisors;</del></p> <p><del>(IV)</del><b>(III)</b> to review and approve the reports of the Board of Directors;</p> <p><del>(V) to review and approve the reports of the Board of Supervisors;</del></p> <p><del>(VI)</del><b>(IV)</b> to amend the Articles of Association of the Bank;</p> <p><del>(VII)</del><b>(V)</b> to resolve on the listing or other fundraising arrangements of the Bank;</p> <p><del>(VIII)</del><b>(VI)</b> to review and approve matters concerning changes of the use of funds raised by the Bank;</p> <p><del>(IX)</del><b>(VII)</b> to resolve on an increase or reduction in the share capital and the issuance of any class of shares, warrants and other similar securities of the Bank;</p> <p><del>(X)</del><b>(VIII)</b> to <u>resolve</u> <del>decide</del> on the <u>purchases</u> <del>repurchases</del> of the Bank's shares <u>in accordance with the laws</u>;</p> <p><del>(XI)</del><b>(IX)</b> to review and approve the equity incentive plans of the Bank;</p> <p><del>(XII)</del><b>(X)</b> to resolve on matters such as <del>financial restructuring, merger, division, dissolution and, liquidation</del> <u>or alteration on the corporate form</u> of the Bank;</p> <p><del>(XIII)</del><b>(XI)</b> to resolve on the issuance of bonds of the Bank;</p> <p><del>(XIV) to decide on operational objectives and investment proposals of the Bank;</del></p>



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<p>(XVII) to examine and approve important guarantees stipulated in Article 80 of the Articles of Association of the Bank;</p> <p>(XVIII) to examine and approve any major investment matters by the Bank beyond its business scope with the amount exceeding 20% of the latest audited net assets of the Bank;</p> <p>(XIX) to examine and approve any purchase or sale of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or sales of the same or relevant assets in consecutive 12 months shall be calculated on a cumulative basis);</p> <p>(XX) to examine and approve the report of the Board on the implementation of the related party transaction management system and the related party transactions;</p> <p>(XXI) to decide on the engagement, dismissal or discontinuation of the appointment of the accounting firm to audit for the Bank;</p> <p>(XXII) to listen to the Board of Supervisors' reports evaluation results of the performance of the Board, senior management and members thereof, and the report on the self-evaluation of the Board of Supervisors and supervisors' performance evaluation results;</p> <p>(XXIII) to examine proposals raised by the Shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank;</p> <p>(XXIV) to examine other matters which should be decided by the Shareholders' general meeting as stipulated by the laws, regulations and the Articles of Association of the Bank.</p>	<p><del>(XV)</del><b>(XII)</b> to review and approve annual financial budget plans <del>and final account plans</del> of the Bank;</p> <p><del>(XVI)</del><b>(XIII)</b> to review and approve profit distribution plans and loss recovery plans of the Bank;</p> <p><del>(XVII)</del><b>(XIV)</b> to examine and approve important guarantees <b>beyond the business scope of the Bank</b> stipulated in Article <del>76</del><b>80</b> of the Articles of Association of the Bank;</p> <p><del>(XVIII)</del><b>(XV)</b> to examine and approve any major investment matters by the Bank beyond its business scope with the amount exceeding 20% of the latest audited net assets of the Bank;</p> <p><del>(XIX)</del><b>(XVI)</b> to examine and approve any purchase or <b>disposal</b> <del>sale</del> of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or <b>disposal</b> <del>sales</del> of the same or relevant assets in consecutive 12 months shall be calculated on a cumulative basis);</p> <p><del>(XX)</del><b>(XVII)</b> <del>to examine and approve the report of the Board on the implementation of the related party transaction management system and the related party transactions;</del><b>to listen to the special reports of the Board on the overall situation of related party transactions;</b></p> <p><del>(XXI)</del><b>(XVIII)</b> to decide on the engagement, dismissal or discontinuation of the appointment of the accounting firm <b>responsible for the regular statutory auditing of</b> <del>to audit for the Bank's financial reports;</del></p> <p><del>(XXII)</del> <del>to listen to the Board of Supervisors' reports evaluation results of the performance of the Board, senior management and members thereof, and the report on the self-evaluation of the Board of Supervisors and supervisors' performance evaluation results;</del></p> <p><del>(XXIII)</del> <del>to examine proposals raised by the Shareholders who individually or jointly hold above 3% of the total issued and outstanding voting shares of the Bank;</del></p> <p><del>(XXIV)</del><b>(XIX)</b> to examine other matters which should be decided by the Shareholders' general meeting as stipulated by the laws, regulations and the Articles of Association of the Bank.</p>

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<p>Article 8 The above matters within the scope of powers of the Shareholders' General Meeting shall be discussed and decided by the Shareholders' General Meeting, but the Shareholders' General Meeting may authorize the Board to decide such matters under circumstances that are necessary, reasonable, legal and compliant. The content of authorization shall be clear and specific.</p>	<p><del>Article 5 The above matters within the scope of powers of the Shareholders' General Meeting shall be discussed and decided by the Shareholders' General Meeting, but the Shareholders' General Meeting may authorize the Board to decide such matters under circumstances that are necessary, reasonable, legal and compliant. The content of authorization shall be clear and specific.</del><u>The Shareholders' General Meeting may authorize the Board to resolve on the issuance of bonds of the Bank. The Board of Directors, other institutions or individuals shall not be delegated to exercise other functions and powers of the Shareholders' general meeting stipulated in the Company Law and the Code of Corporate Governance of Banking and Insurance Institutions.</u></p>
<p>Article 9 There are two types of Shareholders' General Meetings: annual general meetings and extraordinary general meetings.</p>	<p><b>Article 6</b> There are two types of Shareholders' General Meetings: annual general meetings and extraordinary general meetings.</p>
<p>Article 10 The annual general meeting shall be held once a year within six months after the previous financial year end. If the meeting needs to be deferred under special circumstances, the Bank shall report to the banking regulatory authorities of the State Council.</p>	<p><b>Article 7</b> The annual general meeting shall be held once a year within six months after the previous financial year end.<del>If the meeting needs to be deferred under special circumstances, the Bank shall report to the banking regulatory authorities of the State Council.</del></p>

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<p>Article 11 An extraordinary general meeting shall be convened in due course. An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of Directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in these Articles;</p> <p>(II) the outstanding loss of the Bank is at least one-third of the total paid-up share capital;</p> <p>(III) shareholder(s) severally or jointly holding above 10% of the total voting shares issued by the Bank (hereinafter referred to as “proposing shareholders”, with the number of shares held by them to be calculated according to their shareholdings as of the date of request made by them in writing) have requested to convene the extraordinary general meeting in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) above half of the independent Directors require to convene the meeting;</p> <p>(VI) the Board of Supervisors proposes to convene the meeting;</p> <p>(VII) above half of the external supervisors require to convene the meeting (if there are only two external supervisors, the two external supervisors shall propose to convene the meeting at the same time);</p> <p>(VIII) other circumstances as stipulated by the laws, regulations and the Articles of Association of the Bank.</p>	<p><b>Article 8</b> An extraordinary general meeting shall be convened in due course. An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(I) the number of Directors is less than the minimum number required by the Company Law or less than two-thirds of the number stipulated in these Articles;</p> <p>(II) the outstanding loss of the Bank is at least one-third of the total <del>paid-up</del> share capital;</p> <p>(III) shareholder(s) severally or jointly holding above 10% of the total voting shares issued by the Bank (hereinafter referred to as “proposing shareholders”, with the number of shares held by them to be calculated according to their shareholdings as of the date of request made by them in writing) have requested to convene the extraordinary general meeting in writing;</p> <p>(IV) the Board deems it necessary to convene the meeting;</p> <p>(V) <del>above more than half</del> <b>and not less than two</b> of the independent Directors require to convene the meeting;</p> <p>(VI) the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> proposes to convene the meeting;</p> <p><del>(VII) above half of the external supervisors require to convene the meeting (if there are only two external supervisors, the two external supervisors shall propose to convene the meeting at the same time);</del></p> <p><del>(VIII)</del><b>(VII)</b> other circumstances as stipulated by the laws, regulations and the Articles of Association of the Bank.</p>

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	<b><u>Article 9 If the annual general meeting or an extraordinary general meeting was not convened within the period prescribed in the Company Law and the Code of Corporate Governance of Banking and Insurance Institutions, a report in writing shall be submitted to the regulatory authority and the reasons shall be explained.</u></b>
Article 12 Save as otherwise provided by the laws and regulations, the Articles of Association of the Bank and these Rules of Procedure, Shareholders' General Meetings shall be convened by the Board. If the Board is unable or fails to fulfill the obligation of convening Shareholders' general meetings, the Board of Supervisors shall duly convene such meetings. If the Board of Supervisors does not convene such meetings, the shareholder(s) severally or jointly holding more than 10% of the shares of the Bank for over 90 days in a row may convene such meetings on their own initiative.	<b>Article 10</b> Save as otherwise provided by the laws and regulations, the Articles of Association of the Bank and these Rules of Procedure, Shareholders' General Meetings shall be convened by the Board. If the Board is unable or fails to fulfill the obligation of convening Shareholders' general meetings, the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> shall duly convene such meetings. If the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> does not convene such meetings, the shareholder(s) severally or jointly holding more than 10% of the shares of the Bank for over 90 days in a row may convene such meetings on their own initiative.
Article 13 Where the number of directors of the Board falls short of the quorum required by the Company Law, or is less than two-thirds of the number specified in the Articles of Association of the Bank, or the unrecovered losses of the Bank amount to one-third of the total share capital, or the Board fails to convene an extraordinary general meeting in the prescribed period, the Board of Supervisors or shareholders may convene an extraordinary general meeting by themselves following the relevant procedure specified in the Articles of Association of the Bank and these Rules of Procedure.	<b>Article 11</b> Where the number of directors of the Board falls short of the quorum required by the Company Law, or is less than two-thirds of the number specified in the Articles of Association of the Bank, or the unrecovered losses of the Bank amount to one-third of the total share capital, or the Board fails to convene an extraordinary general meeting in the prescribed period, the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> or shareholders may convene an extraordinary general meeting by themselves following the relevant procedure specified in the Articles of Association of the Bank and these Rules of Procedure.

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<p>Article 14 If proposing shareholders require convening an extraordinary general meeting or class meeting, the following procedures shall be followed:</p> <p>(I) The proposing shareholders may sign one or several written requests with the same format and contents to propose to the Board to convene an extraordinary general meeting or class meeting and specify the meeting topics. The Board shall, pursuant to laws, regulations and the Articles of Association of the Bank, give a written reply on whether to convene the extraordinary general meeting or class meeting within 10 days after receipt of the request.</p> <p>(II) Where the Board agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of convening such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the proposing shareholders.</p> <p>(III) Where the Board does not agree to convene the extraordinary general meeting or class meeting, or fails to give any reply within 10 days after receipt of the request, the proposing shareholders shall have the right to request the Board of Supervisors in writing to convene an extraordinary general meeting or class meeting.</p> <p>(IV) Where the Board of Supervisors agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of convening such meeting within five days after receipt of the request. Any change to the original proposal set forth in the notice shall be subject to approval by the proposing shareholders.</p> <p>(V) Where the Board of Supervisors fails to serve the notice of Shareholders' general meeting or class meeting within the specified period, it shall be deemed to have failed to convene and preside over the Shareholders' general meeting or class meeting, and the shareholder(s) severally or jointly holding more than 10% of the shares of the Bank for over 90 days in a row may convene and preside over such meeting on their own initiative.</p>	<p><b>Article 12</b> If proposing shareholders require convening an extraordinary general meeting or class meeting, the following procedures shall be followed:</p> <p>(I) The proposing shareholders may sign one or several written requests with the same format and contents to propose to the Board to convene an extraordinary general meeting or class meeting and specify the meeting topics. The Board shall, pursuant to laws, regulations and the Articles of Association of the Bank, give a written reply on whether to convene the extraordinary general meeting or class meeting within 10 days after receipt of the request.</p> <p>(II) Where the Board agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of convening such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the proposing shareholders.</p> <p>(III) Where the Board does not agree to convene the extraordinary general meeting or class meeting, or fails to give any reply within 10 days after receipt of the request, the proposing shareholders shall have the right to request the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> in writing to convene an extraordinary general meeting or class meeting.</p> <p>(IV) Where the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of convening such meeting within five days after receipt of the request. Any change to the original proposal set forth in the notice shall be subject to approval by the proposing shareholders.</p> <p>(V) Where the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> fails to serve the notice of Shareholders' general meeting or class meeting within the specified period, it shall be deemed to have failed to convene and preside over the Shareholders' general meeting or class meeting, and the shareholder(s) severally or jointly holding more than 10% of the shares of the Bank for over 90 days in a row may convene and preside over such meeting on their own initiative.</p>

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<p>(VI) Where the Board or the Board of Supervisors fails to convene an extraordinary general meeting or class meeting according to the aforesaid arrangement or decides not to convene such meeting, the proposing shareholders may convene such meeting on their own initiative within four months after the Board receives the request of convening such meeting, and the convening procedures shall to the extent possible be the same as the procedures by which the Board convenes a Shareholders' general meeting.</p>	<p>(VI) Where the Board or the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> fails to convene an extraordinary general meeting or class meeting according to the aforesaid arrangement or decides not to convene such meeting, the proposing shareholders may convene such meeting on their own initiative within four months after the Board receives the request of convening such meeting, and the convening procedures shall to the extent possible be the same as the procedures by which the Board convenes a Shareholders' general meeting.</p>
<p>Article 15 Where the Board of Supervisors propose the Board to convene an extraordinary general meeting, the Board shall issue a notice of convening the Shareholders' General Meeting within 15 days from the date of receiving the proposal.</p> <p>Where the Board does not issue a notice of convening the meeting pursuant to this Article, the Board of Supervisors may convene an extraordinary general meeting on its own initiative within three months from the date of receiving the proposal by the Board.</p>	<p><b>Article 13</b> Where the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> propose the Board to convene an extraordinary general meeting, the Board shall issue a notice of convening the Shareholders' General Meeting within 15 days from the date of receiving the proposal.</p> <p>Where the Board does not issue a notice of convening the meeting pursuant to this Article, the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> may convene an extraordinary general meeting on its own initiative within three months from the date of receiving the proposal by the Board.</p>
<p>Article 16 Where above half of the independent Directors or above half of the external supervisors propose the Board to convene an extraordinary general meeting, the Board shall issue a notice of convening the Shareholders' General Meeting if it decides to convene the Shareholders' General Meeting.</p> <p>The Board shall not agree to convene the Shareholders' General Meeting if it consider the above proposal does not comply with the laws and regulations, the Articles of Association of the Bank and the Rules of Procedure.</p> <p>Where the Board decides not to convene the Shareholders' General Meeting, it shall disclose the same in accordance with the laws and regulations.</p>	<p><b>Article 14</b> Where <del>more than above half of the independent Directors or above half of the external supervisors</del> propose the Board to convene an extraordinary general meeting, the Board shall issue a notice of convening the Shareholders' General Meeting if it decides to convene the Shareholders' General Meeting.</p> <p>The Board shall not agree to convene the Shareholders' General Meeting if it consider the above proposal does not comply with the laws and regulations, the Articles of Association of the Bank and the Rules of Procedure.</p> <p>Where the Board decides not to convene the Shareholders' General Meeting, it shall disclose the same in accordance with the laws and regulations.</p>



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<p>Article 18 The notice of a Shareholders' General Meeting shall meet the following requirements:</p> <p>(I) be made in writing;</p> <p>(II) specifies the date, venue and duration of the meeting;</p> <p>(III) states the matters to be discussed at the meeting;</p> <p>(IV) provides the Shareholders with such information and explanation as necessary for them to make informed decisions regarding the matters to be discussed; this means that when the following matters, which shall include not limited to: any merger, share repurchase, share capital reorganization or other reorganization of the Bank, are involved, the detailed terms and contracts (if any) of the proposed transaction and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</p> <p>(V) if any of the Directors, Supervisors and senior management members have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on such Directors, Supervisors or senior management members as Shareholders compared to other Shareholders of that same class, they shall explain this difference;</p> <p>(VI) sets forth the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(VII) states clearly that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxies need not be a shareholder;</p> <p>(VIII) the time and address for lodging the power of attorney for voting at the meeting;</p> <p>(IX) the equity registration date of the shareholders who are entitled to attend the Shareholders' general meeting;</p>	<p><b>Article 16</b> The notice of a Shareholders' General Meeting <del>shall meet the following requirements</del> <b><u>includes the following contents:</u></b></p> <p><del>(I) be made in writing;</del></p> <p><del>(II)</del><b>(I)</b> specifies the date <u>time</u>, venue and duration of the meeting;</p> <p><del>(III)</del><b>(II)</b> states the matters <b><u>and proposals</u></b> to be <b><u>submitted to</u></b> <del>discussed at the meeting</del> <b><u>for consideration</u></b>;</p> <p><del>(IV) provides the Shareholders with such information and explanation as necessary for them to make informed decisions regarding the matters to be discussed; this means that when the following matters, which shall include not limited to: any merger, share repurchase, share capital reorganization or other reorganization of the Bank, are involved, the detailed terms and contracts (if any) of the proposed transaction and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</del></p> <p><del>(V) if any of the Directors, Supervisors and senior management members have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on such Directors, Supervisors or senior management members as Shareholders compared to other Shareholders of that same class, they shall explain this difference;</del></p> <p><del>(VI) sets forth the full text of any proposed special resolution to be voted on at the meeting;</del></p> <p><del>(VII)</del><b>(III)</b> states clearly that a <b><u>all ordinary shareholders (including holders of preference shares with restored voting right) are</u></b> entitled to attend <del>and vote at the meeting is entitled to</del> <b><u>and</u></b> appoint <del>one or more proxies</del> <b><u>proxy(ies) in writing</u></b> to attend and vote <del>on his/her behalf</del> <b><u>at the meeting</u></b>, and such proxy(ies) need not be a shareholder <del>of the Bank</del>;</p>

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<p>(X) the name and phone number of the contact person of the meeting; and</p> <p>(XI) the date on which the notice of Shareholders' General Meeting is sent.</p> <p>The meeting notice is served in Chinese or in English, and if there is any inconsistency between the two versions, the Chinese version shall prevail.</p>	<p><del>(VIII) the time and address for lodging the power of attorney for voting at the meeting;</del></p> <p><del>(IX)</del><b>(IV)</b> the equity registration date of the shareholders who are entitled to attend the Shareholders' general meeting;</p> <p><del>(X)</del><b>(V)</b> the name and phone number of the contact person of the meeting;<del>and</del></p> <p><del>(XI)</del><b>(VI) specifies the date on which the notice of Shareholders' General Meeting is sent time and voting procedures for online voting or other voting methods; and</b></p> <p><b><u>(VII) other contents as provided by the laws and regulations and the Articles of Association of the Bank.</u></b></p> <p>The meeting notice is served in Chinese or in English, and if there is any inconsistency between the two versions, the Chinese version shall prevail.</p>
<p>Article 21 Unless otherwise specified by the laws and regulations, the Articles of Association of the Bank and these Rules of Procedure, the notice of a Shareholders' General Meeting shall be delivered by hand or prepaid mail to the shareholders (regardless of whether they have voting rights at the Shareholders' General Meeting). The addresses of the recipients shall be the addresses registered in the register of Shareholders.</p> <p>For holders of Domestic Shares, the notice of a Shareholders' General Meeting (including the notice of class meetings for holders of Domestic Shares) may be in the form of an announcement. The announcement referred to herein shall be published on one or more newspaper(s) specified by the securities regulatory authority under 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.</p>	<p><b>Article 19</b> Unless otherwise specified by the laws and regulations, the Articles of Association of the Bank and these Rules of Procedure, the notice of a Shareholders' General Meeting shall be delivered by hand or prepaid mail to the shareholders (regardless of whether they have voting rights at the Shareholders' General Meeting). The addresses of the recipients shall be the addresses registered in the register of Shareholders.</p> <p><del>For holders of Domestic Shares, the</del><b>The</b> notice of a Shareholders' General Meeting (including the notice of class meetings <del>for holders of Domestic Shares</del>) may be in the form of an announcement. The announcement referred to herein <del>shall be</del><b>refers to the announcement</b> published on <b><u>the website of the Bank</u></b>, one or more newspaper(s) specified by the securities regulatory authority under the State Council. <del>All holders of Domestic Shares shall be deemed as having been notified of the forthcoming Shareholders' General Meeting once the announcement is published.</del></p>



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<p>Subject to the laws and regulations, the Bank may send or dispatch the aforesaid notices of general meeting to the holders of H shares (including notices of class meetings for holders of H Shares) through the websites of the Bank and The Stock Exchange of Hong Kong Limited and other websites specified by the Hong Kong Listing Rules from time to time, instead of sending or dispatching the personal delivery or prepaid mail.</p> <p>The accidental omission to give a meeting notice to, or the failure to receive the meeting notice by, any person entitled to receive such notice, shall not invalidate the Shareholders' general meeting and the resolutions adopted thereat.</p>	<p><del>Subject to the laws and regulations, the Bank may send or dispatch the aforesaid notices of general meeting to the holders of H shares (including notices of class meetings for holders of H Shares) through,</del> the websites of <del>the Bank and</del> The Stock Exchange of Hong Kong Limited and other websites specified by the Hong Kong Listing Rules from time to time <u>subject to the laws and regulations</u>; <del>instead of sending or dispatching the personal delivery or prepaid mail.</del> <b><u>Such notices of Shareholders' General Meeting are deemed to be received by shareholders once they have been published.</u></b></p> <p>The <u>simply</u> accidental omission to give a meeting notice to, or the failure to receive the meeting notice by, any person entitled to receive such notice, shall not invalidate the Shareholders' general meeting and the resolutions adopted thereat.</p>
<p>Article 23 Proposals of the Shareholders' General Meeting shall be proposed by the Board normally. The Board of Supervisors and shareholder(s) severally or jointly holding more than 3% of the total voting shares issued by the Bank (hereinafter referred to as the "proposing shareholder(s)") may put forward a proposal.</p> <p>Any proposing shareholder, the Board of Supervisors, above half of the independent Directors or above half of the external supervisors may put forward a proposal and submit it to the Board for convening an extraordinary general meeting, and shall ensure the contents of the proposal comply with laws, regulations, the Articles of Association of the Bank and these Rules of Procedure.</p>	<p><b>Article 21</b> Proposals of the Shareholders' General Meeting shall be proposed by the Board normally. The <b><u>Audit and Consumer Rights Protection Committee</u></b><del>Board</del> <del>of</del> <del>Supervisors</del> and shareholder(s) severally or jointly holding more than <u>13</u>% of the total voting shares issued by the Bank (hereinafter referred to as the "proposing shareholder(s)") may put forward a proposal.</p> <p>Any proposing shareholder, the <b><u>Audit and Consumer Rights Protection Committee</u></b><del>Board of Supervisors</del>, above half of the independent Directors <del>or above half of the external supervisors</del> may put forward a proposal and submit it to the Board for convening an extraordinary general meeting, and shall ensure the contents of the proposal comply with laws, regulations, the Articles of Association of the Bank and these Rules of Procedure.</p>

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<p>Article 30 The Board and Board of Supervisors of the Bank shall take all necessary measures to ensure the solemnity and proper order of the Shareholders' General Meeting. The Bank shall have the right to reject persons, other than shareholders (or authorized shareholder proxies), Directors, Supervisors, senior management members, witness lawyer(s) and persons invited by the Board, to enter the meeting venue. The Bank shall have the right to take measures to prevent any interference with the order, disruption or infringement of the lawful interests of other shareholders and promptly report any such cases to the relevant authorities for investigation and punishment.</p>	<p><b>Article 28</b> The Board and Board of Supervisors of the Bank shall take all necessary measures to ensure the solemnity and proper order of the Shareholders' General Meeting. The Bank shall have the right to reject persons, other than shareholders (or authorized shareholder proxies), Directors, <del>Supervisors</del>, senior management members, witness lawyer(s) and persons invited by the Board, to enter the meeting venue. The Bank shall have the right to take measures to prevent any interference with the order, disruption or infringement of the lawful interests of other shareholders and promptly report any such cases to the relevant authorities for investigation and punishment.</p>
<p>Article 31 Any shareholder entitled to attend and having voting rights at a Shareholders' General Meeting shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. A proxy may exercise the following powers according to the entrustment of the Shareholder:</p> <p>(I) the same right of speech as the Shareholder at the Shareholders' General Meeting;</p> <p>(II) have authority to demand or join other Shareholders in demanding a poll; and</p> <p>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>	<p><b>Article 29</b> Any shareholder entitled to attend and having voting rights at a Shareholders' General Meeting shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxies to attend and vote on their behalf. A proxy may exercise the following powers <u>corresponding right to speak and vote of the shareholder at the Shareholders' General Meeting</u> according to the entrustment of the Shareholder:</p> <p><u><b>The Bank's major shareholders may appoint proxy(ies) to attend the Shareholders' General Meeting. However, such proxy(ies) shall not be the shareholders themselves and their related parties, parties acting in concert or person other than their appointed director. The Bank's major shareholders shall not act as proxies as appointed by non-related parties or parties acting in concert to attend the Shareholders' General Meeting.</b></u></p> <p>(I) the same right of speech as the Shareholder at the Shareholders' General Meeting;</p> <p>(II) have authority to demand or join other Shareholders in demanding a poll; and</p> <p>(III) have the right to vote by hand or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.</p>

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<p>Article 34 The Shareholders or the Shareholders' proxies shall provide the following documents for registration at the meeting:</p> <p>(I) Natural person Shareholders attending the meeting in person shall present his/her identity card and shareholding certificate; a proxy attending the meeting shall present his/her identity card, power of attorney for voting signed by the principal and shareholding certificate.</p> <p>(II) The legal representative attending the meeting on behalf of legal person Shareholder shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative and shareholding certificate; a proxy attending the meeting shall present his/her identity card, and the qualification certificate, written power of attorney and shareholding certificate of the legal representative of the legal person shareholder.</p>	<p><b>Article 32</b> The Shareholders or the Shareholders' proxies shall provide the following documents for registration at the meeting:</p> <p>(I) Natural person Shareholders attending the meeting in person shall present his/her identity card <del>and shareholding certificate</del>; a proxy attending the meeting shall present his/her identity card, power of attorney for voting signed by the principal <del>and shareholding certificate</del>.</p> <p>(II) The legal representative attending the meeting on behalf of legal person Shareholder shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative <del>and shareholding certificate</del>; a proxy attending the meeting shall present his/her identity card, and the qualification certificate;<u>and</u> written power of attorney <del>and shareholding certificate</del> of the legal representative of the legal person shareholder.</p>
<p>Article 35 The power of attorney for voting issued by a shareholder to appoint his/her proxy to attend the Shareholders' General Meeting shall contain the following information:</p> <p>(I) the name of the proxy;</p> <p>(II) whether or not the proxy has any voting right;</p> <p>(III) instructions to vote for or against or abstain from voting on each and every matter under consideration included in the agenda of the Shareholders' general meeting;</p> <p>(IV) whether or not the proxy has any voting right(s) in respect of temporary proposals which may possibly be included in the agenda of the Shareholders' General Meeting, and, if the proxy has such voting right(s), specific instructions as to the exercise of those voting rights;</p> <p>(V) the date of issue and validity period of the power of attorney;</p> <p>(VI) the signature (seal) of the principal. If the principal is an institutional shareholder, the corporate seal shall be affixed; and</p> <p>(VII) the power of attorney shall specify whether the proxy may vote as he/she thinks fit if the shareholder does not make specific instructions.</p>	<p><b>Article 33</b> The power of attorney for voting issued by a shareholder to appoint his/her proxy to attend the Shareholders' General Meeting shall contain the following information:</p> <p>(I) <u><b>the name of the principal and the class and number of shares of the Bank held;</b></u></p> <p><del>(II)</del> <u>(II)</u> the name of the proxy;</p> <p><del>(III)</del> <u>(III)</u> whether or not the proxy has any voting right;</p> <p><del>(IV)</del> <u>(IV)</u> instructions to vote for or against or abstain from voting on each and every matter under consideration included in the agenda of the Shareholders' general meeting;</p> <p><del>(V)</del> <u>(V)</u> whether or not the proxy has any voting right(s) in respect of temporary proposals which may possibly be included in the agenda of the Shareholders' General Meeting, and, if the proxy has such voting right(s), specific instructions as to the exercise of those voting rights;</p> <p><del>(VI)</del> <u>(VI)</u> the date of issue and validity period of the power of attorney;</p> <p><del>(VII)</del> <u>(VII)</u> the signature (seal) of the principal. If the principal is an institutional shareholder, the corporate seal shall be affixed; and</p> <p><del>(VIII)</del> <u>(VIII)</u> the power of attorney shall specify whether the proxy may vote as he/she thinks fit if the shareholder does not make specific instructions.</p>

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<p>Article 36 The power of attorney for voting shall be placed at the domicile of the Bank or at any other place designated in the notice of the meeting at least 24 hours prior to either the convening of the relevant meeting at which the proxy is authorized to vote or the designated voting time. Where the power of attorney is signed by a person authorized by the principal, the authorization letter authorizing signature or other authorization documents shall be notarized. The notarized authorization letter or other authorization documents shall, together with the power of attorney for voting, be placed at the domicile of the Bank or at any other place designated in the notice of the meeting.</p> <p>Where the shareholder is a recognized clearing house or its agent as defined in Securities and Futures Ordinance (Cap. 571), the shareholder may authorize one or more persons as he/she deems appropriate as his/her proxy(ies) at any Shareholders' General Meeting or class meeting; however, where two or more than two persons are thus authorized, the power of attorney shall specify the numbers and classes of shares of each of such authorized proxies. The power of attorney shall be signed by the persons authorized by the recognized clearing house. Any person so authorized may represent the recognized clearing house or its agent to attend any meeting (without being required to present shareholding certificate, notarized authorization and/or further evidence of due authorization) and exercise its rights at such meeting (without being required to present shareholding certificate, notarized authorization and/or further evidence of due authorization), as if that person is a natural person shareholder of the Bank.</p> <p>A corporate shareholder shall be represented by its legal representative or proxies authorized by the resolutions of the Board and other decision-making bodies to attend the Shareholders' General Meeting of the Bank.</p>	<p><b>Article 34</b> The power of attorney for voting shall be placed at the domicile of the Bank or at any other place designated in the notice of the meeting at least 24 hours prior to either the convening of the relevant meeting at which the proxy is authorized to vote or the designated voting time. Where the power of attorney is signed by a person authorized by the principal, the authorization letter authorizing signature or other authorization documents shall be notarized. The notarized authorization letter or other authorization documents shall, together with the power of attorney for voting, be placed at the domicile of the Bank or at any other place designated in the notice of the meeting.</p> <p>Where the shareholder is a recognized clearing house or its agent as defined in Securities and Futures Ordinance (Cap. 571), the shareholder may authorize one or more persons as he/she deems appropriate as his/her proxy(ies) at any Shareholders' General Meeting or class meeting <b><u>and creditors' meeting (if applicable)</u></b>; however, where two or more than two persons are thus authorized, the power of attorney shall specify the numbers and classes of shares of each of such authorized proxies. The power of attorney shall be signed by the persons authorized by the recognized clearing house. Any person so authorized may represent the recognized clearing house or its agent to attend any meeting (without being required to present shareholding certificate, notarized authorization and/or further evidence of due authorization) and exercise its rights at such meeting (without being required to present shareholding certificate, notarized authorization and/or further evidence of due authorization), <b><u>including the right to speak and vote</u></b>, as if that person is a natural person shareholder of the Bank.</p> <p>A corporate shareholder shall be represented by its legal representative or proxies authorized by the resolutions of the Board and other decision-making bodies to attend the Shareholders' General Meeting of the Bank.</p>

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Article 41 A Shareholders' General Meeting shall be held on-site.	<b>Article 39</b> A Shareholders' General Meeting shall be held on-site. <b><u>The Bank may also provide video, online and other electronic communication to facilitate shareholders in attending the meeting. Where the Bank provides the above-mentioned methods for the convenience of shareholders to attend the meeting, it shall ensure the shareholders attending the meeting are able to communicate and discuss simultaneously, and vote through modern information technology means such as online voting platforms. Shareholders attending a Shareholders' General Meeting via the above-mentioned methods shall be deemed as having attended the meeting.</u></b>
<p>Article 42 The chairman of the Board shall preside over the Shareholders' General Meetings according to laws, regulations, the Articles of Association of the Bank and these Rules of Procedure. If the chairman of the Board is unable to preside over the meeting for any reason, the vice chairman or another director designated by the chairman of the Board shall preside over the meeting. If the chairman of the Board and vice chairman both are unable to preside over the meeting and the chairman of the Board does not designate other director to preside over the meeting, the director jointly elected by more than half of the directors shall preside over the meeting.</p> <p>The presider of an extraordinary general meeting convened by the Board of Supervisors or shareholders shall be determined in accordance with the laws, regulations, the Articles of Association of the Bank and these Rules of Procedure.</p> <p>If for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxy thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.</p>	<p><b>Article 40</b> The chairman of the Board shall preside over the Shareholders' General Meetings according to laws, regulations, the Articles of Association of the Bank and these Rules of Procedure. If the chairman of the Board is unable to <del>preside over the meeting for any reason</del><b><u>perform his/her duties or fails to perform his/her duties</u></b>, the vice chairman <del>or another director designated by the chairman of the Board</del> shall preside over the meeting. If the <del>chairman and vice chairman both are</del> chairman is unable to <del>preside over the meeting and the chairman does not designate other director to preside over the meeting</del><b><u>perform his/her duties or fails to perform his/her duties</u></b>, the director jointly elected by more than half of the directors shall preside over the meeting.</p> <p>The presider of an extraordinary general meeting convened by the <b><u>Audit and Consumer Rights Protection Committee</u></b><del>Board of Supervisors</del> or shareholders shall be determined in accordance with the laws, regulations, the Articles of Association of the Bank and these Rules of Procedure.</p> <p>If for any reason the shareholders cannot elect a person to preside over the meeting, the shareholder (including proxy thereof) holding the most voting shares among the attending shareholders shall preside over the meeting.</p>

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Article 58 A voting by poll that is demanded for matters concerning the election of presider or termination of the meeting shall be conducted immediately; for other matters, the presider of the meeting shall decide when to conduct voting by poll and the meeting can continue to discuss other matters. The voting results shall still be deemed as a resolution adopted at such meeting.	<b>Deleted</b>
Article 59 Shareholders (including proxies thereof) who vote at a Shareholders' General Meeting shall exercise their voting rights in relation to the amount of voting shares they represent. Each share shall have one vote. However, the shares held by the Bank have no voting rights and will not counted into the total number of shares with voting rights held by shareholders attending the Shareholders' General Meeting.	<b>Article 55</b> Shareholders (including proxies thereof) who vote at a Shareholders' General Meeting shall exercise their voting rights in relation to the amount of voting shares they represent. <b><u>Except for class shareholders, e</u></b> Each share shall have one vote. However, the shares held by the Bank have no voting rights and will not counted into the total number of shares with voting rights held by shareholders attending the Shareholders' General Meeting.
Article 61 In voting, shareholders (including proxies thereof) entitled to two or more votes need not cast all the votes in the same way of pros or cons.	<b>Deleted</b>
Article 63 The shareholders (or shareholder proxies) shall carefully fill out the voting ballots as required. Shareholders who leave the ballots blank or fail to vote shall be deemed to have waived their voting rights. Votes from shareholders whose ballots are incorrectly filled out or whose handwriting is illegible shall be deemed invalid, and the shares represented by shareholders with invalid votes shall not be counted towards the total number of valid votes.	<b>Article 58</b> The shareholders (or shareholder proxies) shall carefully fill out the voting ballots as required. <del>Shareholders who leave the ballots blank or fail to vote shall be deemed to have waived their voting rights.</del> <b><u>Ballots that are left blank, incorrectly filled out, illegible or uncast shall be considered as the voters having waived their voting rights. The voting result for the number of shares held by such voters shall be counted as “abstain”.</u></b> <del>Votes from shareholders whose ballots are incorrectly filled out or whose handwriting is illegible shall be deemed invalid, and the shares represented by shareholders with invalid votes shall not be counted towards the total number of valid votes.</del>



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<p>Article 65 The votes on each matter under consideration at the Shareholders' General Meeting shall be counted by two shareholders' representatives and one supervisor and the voting results shall be announced on the spot by the representative of the persons who have counted the votes. The Bank shall appoint an accounting firm, share registrar or external accountant qualified to serve as auditor as the monitor of the vote count.</p>	<p><b>Article 60</b> The votes on each matter under consideration at the Shareholders' General Meeting shall be counted by two shareholders' representatives <del>and one supervisor</del> and the voting results shall be announced on the spot by the representative of the persons who have counted the votes. The Bank shall appoint an accounting firm, share registrar or external accountant qualified to serve as auditor as the monitor of the vote count. <b><u>Shareholders of the Bank or their proxies who vote online or by any other means shall be entitled to check their voting results via the relevant voting system.</u></b></p>
<p>Article 66 The presider of the meeting shall announce the voting result at the meeting, and determine whether a resolution of the Shareholders' General Meeting has been passed pursuant to the voting result. His/her decision shall be final and conclusive. The voting result shall be recorded in the minutes of the meeting.</p>	<p><b>Article 61 <u>The close of a Shareholders' general meetings held on-site shall not be earlier than that held online or by other means. Relevant parties including the Company, vote counters, scrutineers, shareholders, and network service providers involved in on-site, online or other voting methods of the Shareholders' general meeting shall be subject to the confidentiality obligation towards the voting before the voting results are announced formally.</u></b> The presider of the meeting shall announce the voting result at the meeting, and determine whether a resolution of the Shareholders' General Meeting has been passed pursuant to the voting result. His/her decision shall be final and conclusive. The voting result shall be recorded in the minutes of the meeting.</p>

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<p>Article 67 If the presider of the meeting has any doubt as to the result of a resolution which has been put to vote, he/she may have the votes counted. If the presider of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the presider of the meeting may, immediately after the declaration of the voting result, demand that the votes be counted and the presider of the meeting shall have the votes counted immediately. If votes are counted at a Shareholders' General Meeting, the counting result shall be recorded in the meeting minutes. The minutes together with the attendance book of shareholders and the powers of attorney for attendance by proxy shall be kept at the domicile of the Company.</p>	<p><b>Article 62</b> If the presider of the meeting has any doubt as to the result of a resolution which has been put to vote, he/she may have the votes counted. If the presider of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the presider of the meeting may, immediately after the declaration of the voting result, demand that the votes be counted and the presider of the meeting shall have the votes counted immediately. If votes are counted at a Shareholders' General Meeting, the counting result shall be recorded in the meeting minutes. The minutes together with the attendance book of shareholders and the powers of attorney for attendance by proxy, <u>and valid information relating to the voting online or by other means</u> shall be kept at the domicile of the <del>Company</del><u>Bank</u>.</p>
<p>Article 68 When the credit extended by the Bank to a shareholder, especially substantial shareholder, is overdue, or if a shareholder pledges 50% or more of his/her equity in the Bank, the voting rights of such shareholder at the Shareholders' General Meetings and of director(s) despatched by such shareholder at Board meetings shall be subject to restriction.</p>	<p><b>Article 63</b> When the credit extended by the Bank to a <del>shareholder, especially</del> substantial shareholder; is overdue, or if a shareholder pledges 50% or more of his/her equity in the Bank, the voting rights of such shareholder at the Shareholders' General Meetings <del>and of director(s) despatched by such shareholder at Board meetings</del> shall be subject to restriction.</p>



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<p>Article 73 The following matters shall be approved by ordinary resolutions at a Shareholders' General Meeting:</p> <p>(I) examination and approval of the rules of procedure for Shareholders' General Meetings, the Board and the Board of Supervisors of the Bank;</p> <p>(II) appointment and dismissal of directors and remuneration of the relevant directors;</p> <p>(III) appointment and dismissal of shareholder Supervisors and external Supervisors and remuneration of the relevant Supervisors;</p> <p>(IV) reports made by the Board;</p> <p>(V) reports made by the Board of Supervisors;</p> <p>(VI) business policies and investment plans of the Bank;</p> <p>(VII) annual financial budgets and final accounts of the Bank;</p> <p>(VIII) profit distribution plans and loss recovery plans of the Bank;</p> <p>(IX) reports made by the Board on the implementation of the connected transaction management system and connected transactions;</p> <p>(X) appointment and dismissal of the accounting firm responsible for the auditing of the Bank;</p> <p>(XI) reports on listening to the Board of Supervisors' evaluation results of the performance of the Board, senior management and members thereof, the self-evaluation of the Board of Supervisors and supervisors' performance evaluation results;</p> <p>(XII) other matters than those that should be passed by special resolutions or be subject to unanimous approval pursuant to the laws and regulations or the Articles of Association of the Bank.</p>	<p><b>Article 68</b> The following matters shall be approved by ordinary resolutions at a Shareholders' General Meeting:</p> <p>(I) examination and approval of the rules of procedure for Shareholders' General Meetings; <b>and</b> the Board <del>and the Board of Supervisors</del> of the Bank;</p> <p>(II) appointment and dismissal of directors and remuneration of the relevant directors;</p> <p><del>(III) appointment and dismissal of shareholder Supervisors and external Supervisors and remuneration of the relevant Supervisors;</del></p> <p><del>(IV)</del><b>(III)</b> reports made by the Board;</p> <p><del>(V) reports made by the Board of Supervisors;</del></p> <p><del>(VI) business policies and investment plans of the Bank;</del></p> <p><del>(VII)</del><b>(IV)</b> annual financial budgets and final accounts of the Bank;</p> <p><del>(VIII)</del><b>(V)</b> profit distribution plans and loss recovery plans of the Bank;</p> <p><del>(IX) reports made by the Board on the implementation of the connected transaction management system and connected transactions;</del></p> <p><del>(X)</del><b>(VI) to decide on the engagement, dismissal or discontinuation of the</b> appointment and dismissal of the accounting firm responsible for the <b>regular statutory auditing of the Bank's financial reports</b><del>auditing of the Bank;</del></p> <p><del>(XI) reports on listening to the Board of Supervisors' evaluation results of the performance of the Board, senior management and members thereof, the self-evaluation of the Board of Supervisors and supervisors' performance evaluation results;</del></p> <p><del>(XII)</del><b>(VII)</b> other matters than those that should be passed by special resolutions or be subject to unanimous approval pursuant to the laws and regulations or the Articles of Association of the Bank.</p>

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<p>Article 74 The following matters shall be approved by special resolutions at a Shareholders' General Meeting:</p> <p>(I) amendments to the Articles of Association;</p> <p>(II) the Bank's listing or other fundraising arrangements;</p> <p>(III) any change of uses of the funds raised by the Bank;</p> <p>(IV) an increase or reduction in the registered capital, the issuance of shares of any class, warrants, securities convertible to shares and other similar securities, and options or warrants to subscribe for any shares or the aforesaid convertible securities or similar rights of the Bank;</p> <p>(V) repurchase of shares of the Bank;</p> <p>(VI) examination and approval of the Bank's equity incentive plans;</p> <p>(VII) financial restructuring, merger, division, dissolution and liquidation of the Bank;</p> <p>(VIII) issuance of bonds of the Bank;</p> <p>(IX) examination and approval of important guarantees stipulated in Article 86 of the Articles of Association of the Bank;</p> <p>(X) examination and approval of any important investment beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank;</p> <p>(XI) examination and approval of any purchase or sale of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or sales of the same or relevant assets in the consecutive 12 months shall be calculated on a cumulative basis); and</p> <p>(XII) any other matter specified in the Articles of Association of the Bank and confirmed by an ordinary resolution at a Shareholders' General Meeting that it may have material impact on the Bank and accordingly shall be approved by special resolutions.</p>	<p><b>Article 69</b> The following matters shall be approved by ordinary resolutions at a Shareholders' General Meeting:</p> <p>(I) amendments to the Articles of Association;</p> <p>(II) the Bank's listing or other fundraising arrangements;</p> <p>(III) any change of uses of the funds raised by the Bank;</p> <p>(IV) an increase or reduction in the registered capital, the issuance of shares of any class, warrants, securities convertible to shares and other similar securities, and options or warrants to subscribe for any shares or the aforesaid convertible securities or similar rights of the Bank;</p> <p>(V) <del>repurchase of shares of the Bank</del><u>resolution on purchase of the Bank's shares in accordance with laws</u>;</p> <p>(VI) examination and approval of the Bank's equity incentive plans;</p> <p>(VII) <del>financial restructuring, merger, division, dissolution, and liquidation</del> <u>or alteration on the corporate form</u> of the Bank;</p> <p>(VIII) issuance of bonds of the Bank;</p> <p><b>(IX) removal of independent directors;</b></p> <p><del>(XIV)</del><del>(X)</del> examination and approval of important guarantees <u>beyond the business scope of the Bank</u> stipulated in Article <del>76</del><del>86</del> of the Articles of Association of the Bank;</p> <p><del>(X)</del><del>(XI)</del> examination and approval of any important investment beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank;</p> <p><del>(XI)</del><del>(XII)</del> examination and approval of any purchase or <del>sale</del><u>disposal</u> of major assets beyond the business scope of the Bank with the amount exceeding 20% of the latest audited net assets of the Bank (the purchases or <del>sale</del><u>disposal</u> of the same or relevant assets in the consecutive 12 months shall be calculated on a cumulative basis); and</p>

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Existing Articles	Proposed amendments
	<p><del>(XII)</del><b>(XIII)</b> <u>matters specified in laws and regulations or the Articles of Association of the Bank that shall be passed by special resolutions, and</u> any other matter <del>specified in the Articles of Association of the Bank</del> and confirmed by an ordinary resolution at a Shareholders' General Meeting that it may have material impact on the Bank and accordingly shall be approved by special resolutions.</p>
<p>Article 76 Any proposed change or annulment by the Bank to the rights of class Shareholders shall not come into effect unless approved by special resolutions at a Shareholders' General Meeting and a separate Shareholders' General Meeting convened by the class Shareholders so affected in accordance with Articles 131 to 135 of the Articles of Association of the Bank.</p>	<p><b>Article 71</b> Any proposed change or annulment by the Bank to the rights of class Shareholders shall not come into effect unless approved by special resolutions at a Shareholders' General Meeting and a separate Shareholders' General Meeting convened by the class Shareholders so affected in accordance with Articles <del>124</del><b>131</b> to <del>128</del><b>135</b> of the Articles of Association of the Bank.</p>
<p>Article 77 The rights of a certain class Shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(I) to increase or reduce in the quantity of the shares of that class, or increase or reduce the quantity of the shares of other class which enjoy the same or more voting rights, distribution rights or other privileges;</p> <p>(II) to convert all or part of the shares of that class into other class(es), convert all or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(III) to nullify or reduce the rights of that class of shares to receive payable dividends or cumulative dividends;</p> <p>(IV) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(V) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p>	<p><b>Article 72</b> The rights of a certain class Shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(I) to increase or reduce in the quantity of the shares of that class, or increase or reduce the quantity of the shares of other class which enjoy the same or more voting rights, distribution rights or other privileges;</p> <p>(II) to convert all or part of the shares of that class into other class(es), convert all or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(III) to nullify or reduce the rights of that class of shares to receive payable dividends or cumulative dividends;</p> <p>(IV) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(V) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p>

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Existing Articles	Proposed amendments
<p>(VI) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(VII) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p> <p>(VIII) to restrict the transfer and ownership of that class of shares, or increase the restrictions;</p> <p>(IX) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(X) to increase the rights or privileges of other class(es) of shares;</p> <p>(XI) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring; and</p> <p>(XII) to revise or nullify the provisions of this section.</p>	<p>(VI) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(VII) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p> <p>(VIII) to restrict the transfer and ownership of that class of shares, or increase the restrictions;</p> <p>(IX) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(X) to increase the rights or privileges of other class(es) of shares;</p> <p>(XI) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring; and</p> <p>(XII) to revise or nullify the provisions of <b><u>Section VI of Chapter V of the Articles of Association of the Bank</u></b><del>this section</del>.</p>

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Existing Articles	Proposed amendments
<p>Article 78 Where issues specified in (II) to (VIII), (XI) to (XII) of Article 77 of these Rules of Procedure are involved, the affected class Shareholders, whether or not they are entitled to vote at Shareholders' general meetings originally, shall have the right to vote at class meetings. However, shareholders with conflicts of interests shall not be entitled to vote at such class meetings. Shareholders with conflicts of interests as specified in the preceding paragraph refer to:</p> <p>(I) if the Bank has made a repurchase offer to all shareholders in the same proportion in accordance with Article 28 of the Articles of Association of the Bank or has repurchased its own shares through public transaction on a stock exchange, "Shareholders with conflicts of interests" shall mean the Controlling Shareholders defined in the Articles of Association of the Bank;</p> <p>(II) if the Bank has repurchased its own shares under an off-market agreement in accordance with Article 28 of the Articles of Association of the Bank, "Shareholders with conflicts of interests" shall mean Shareholders who are connected with the aforementioned agreement; and</p> <p>(III) under a restructuring scheme of the Bank, "Shareholders with conflicts of interests" shall mean Shareholders who assume liability in a lower proportion than other Shareholders of the same class, or those who own different interests as compared with other Shareholders of the same class.</p>	<p><b>Article 73</b> Where issues specified in (II) to (VIII), (XI) to (XII) of Article <del>77</del><b>123</b> of these Rules of Procedure are involved, the affected class Shareholders, whether or not they are entitled to vote at Shareholders' general meetings originally, shall have the right to vote at class meetings. However, shareholders with conflicts of interests shall not be entitled to vote at such class meetings. Shareholders with conflicts of interests as specified in the preceding paragraph refer to:</p> <p>(I) if the Bank has made a repurchase offer to all shareholders in the same proportion in accordance with Article <del>28</del><b>26</b> of the Articles of Association of the Bank or has repurchased its own shares through public transaction on a stock exchange, "Shareholders with conflicts of interests" shall mean the Controlling Shareholders defined in the Articles of Association of the Bank;</p> <p>(II) if the Bank has repurchased its own shares under an off-market agreement in accordance with Article <del>28</del><b>26</b> of the Articles of Association of the Bank, "Shareholders with conflicts of interests" shall mean Shareholders who are connected with the aforementioned agreement; and</p> <p>(III) under a restructuring scheme of the Bank, "Shareholders with conflicts of interests" shall mean Shareholders who assume liability in a lower proportion than other Shareholders of the same class, or those who own different interests as compared with other Shareholders of the same class.</p>
<p>Article 79 The quorum for any class meetings (except for adjourned meetings) convened for the purposes of considering a variation of rights of any class of shares shall be the holders of at least one-third of the issued shares of the class. Resolutions of a class meeting may be passed only by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article 78 of these Rules of Procedure.</p>	<p><del>Article 74 The quorum for any class meetings (except for adjourned meetings) convened for the purposes of considering a variation of rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.</del> Resolutions of a class meeting may be passed only by shareholders present at the meeting representing two-thirds or more of the voting rights in accordance with Article <del>78</del><b>73</b> of these Rules of Procedure.</p>

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Existing Articles	Proposed amendments
<p>Article 80 The special procedures for voting by a class Shareholder shall not apply in the following circumstances:</p> <p>(I) upon the approval by way of a special resolution passed by a Shareholders' general meeting, the Bank independently or simultaneously issues Domestic Shares and/or overseas listed foreign shares every 12 months, provided that the amount of each class of shares intended to be issued is not more than 20% of the outstanding shares of the respective class;</p> <p>(II) the Bank's plan on issuing Domestic Shares and overseas listed foreign shares at the time of incorporation, which is completed within 15 months upon the date of approval from the securities regulatory authorities of the State Council; and</p> <p>(III) the relevant authorities such as the securities regulatory authorities of the State Council have given approval for unlisted shares held by holders of Domestic Shares of the Bank to be transferred into overseas listed shares and to be listed and traded in overseas stock exchanges.</p>	<p><b>Article 75</b> The special procedures for voting by a class Shareholder shall not apply in the following circumstances:</p> <p>(I) upon the approval by way of a special resolution passed by a Shareholders' general meeting, the Bank independently or simultaneously issues <del>Domestic Shares and/or overseas listed foreign shares</del><b>domestic unlisted shares and H Shares</b> every 12 months, provided that the amount of each class of shares intended to be issued is not more than 20% of the outstanding shares of the respective class;</p> <p>(II) the Bank's plan on issuing <del>Domestic Shares and overseas listed foreign shares</del><b>domestic unlisted shares and H Shares</b> at the time of incorporation, which is completed within 15 months upon the date of approval from the securities regulatory authorities of the State Council; and</p> <p>(III) the relevant authorities such as the securities regulatory authorities of the State Council have <del>given approval</del><b>filed</b> for unlisted shares held by holders of <del>Domestic Shares</del><b>domestic unlisted shares</b> of the Bank to be transferred into overseas listed shares and to be listed and traded in overseas stock exchanges.</p>

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Existing Articles	Proposed amendments
<p>Article 83 Minutes of the Shareholders' general meeting shall be prepared and specify:</p> <p>(I) the number of voting shares held by shareholders attending the Shareholders' general meeting, and the percentage of such shares in the total number of shares of the Bank;</p> <p>(II) the date and venue of the meeting;</p> <p>(III) the name of the presider of the meeting and the agenda of the meeting;</p> <p>(IV) the highlights of each speech on each matter under consideration;</p> <p>(V) the voting result of each matter voted on;</p> <p>(VI) the questions and suggestions proposed by shareholders and answers and explanations, etc. of directors, supervisors or senior management members on these questions;</p> <p>(VII) the reasons for and process of convening and holding an extraordinary general meeting, if it is held by the Board of Supervisors or shareholders in accordance with these Articles; and</p> <p>(VIII) other contents that shall be recorded in the meeting minutes in accordance with opinions of the Shareholders' general meeting or provisions of the Articles of Association of the Bank or these Rules of Procedure.</p>	<p><b>Article 78</b> Minutes of the Shareholders' general meeting shall be prepared and specify:</p> <p>(I) the number of <del>voting shares held by</del> shareholders attending the Shareholders' general meeting <b><u>and proxies, the number of voting shares held by them,</u></b> and the percentage of such shares in the total number of shares of the Bank;</p> <p>(II) the date and venue of the meeting;</p> <p>(III) the name of the presider of the meeting, <del>and</del> the agenda of the meeting <b><u>and the name of directors and senior management present at the meeting;</u></b></p> <p>(IV) <b><u>the process of consideration of each matter under consideration and</u></b> the highlights of each speech on each matter under consideration;</p> <p>(V) the voting result of each matter voted on;</p> <p>(VI) the questions and suggestions proposed by shareholders and answers and explanations, etc. of directors, <del>supervisors</del> or senior management members on these questions;</p> <p>(VII) <b><u>the name of the convenor,</u></b> the reasons for and process of convening and holding an extraordinary general meeting, if it is held by the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b> or shareholders in accordance with these Articles; <del>and</del></p> <p><b><u>(VIII) the name of lawyer and vote counter and scrutineer; and</u></b></p> <p><del>(VIII)</del><b><u>(IX)</u></b> other contents that shall be recorded in the meeting minutes in accordance with opinions of the Shareholders' general meeting or provisions of the Articles of Association of the Bank or these Rules of Procedure.</p>
<p>Article 84 The minutes of the Shareholders' general meeting shall be prepared in Chinese by the secretary to the Board, circulated to shareholders, signed by the presider of the meeting and attending directors for confirmation.</p>	<p><b>Article 79</b> The minutes of the Shareholders' general meeting shall be prepared in Chinese by the secretary to the Board, circulated to shareholders, signed by <b><u>the attending or presenting directors, secretary to the Board, the convener or their representatives,</u></b> the presider of the meeting and attending directors for confirmation.</p>



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Existing Articles	Proposed amendments
<p>Article 86 The Board of the Bank shall engage a qualified lawyer to attend the Shareholders' general meeting and provide opinions on the following issues:</p> <p>(I) whether the procedures for convening and holding the Shareholders' general meeting comply with the laws and regulations and the Articles of Association of the Bank;</p> <p>(II) whether the qualifications of the attendees are lawful and valid;</p> <p>(III) whether the shareholders making new proposals at the Shareholders' general meeting are eligible to do so;</p> <p>(IV) whether the voting procedures of the Shareholders' general meeting are legal and valid;</p> <p>(V) whether the resolutions of the Shareholders' general meeting are legal; and</p> <p>(VI) legal opinions on other issues upon request by the Bank.</p> <p>The Board of the Bank may also engage a notary to attend the Shareholders' general meeting.</p>	<p><b>Article 81</b> The Board of the Bank shall engage a qualified lawyer to attend the Shareholders' general meeting and provide opinions on the following issues:</p> <p>(I) whether the procedures for convening and holding the Shareholders' general meeting comply with the laws and regulations and the Articles of Association of the Bank;</p> <p>(II) whether the qualifications of the attendees <b><u>and the convener</u></b> are lawful and valid;</p> <p>(III) whether the shareholders making new proposals at the Shareholders' general meeting are eligible to do so;</p> <p>(IV) whether the voting procedures <b><u>and voting results</u></b> of the Shareholders' general meeting are legal and valid;</p> <p>(V) whether the resolutions of the Shareholders' general meeting are legal; and</p> <p>(VI) legal opinions on other issues upon request by the Bank.</p> <p>The Board of the Bank may also engage a notary to attend the Shareholders' general meeting.</p>
<p>Article 88 The minutes of the Shareholders' general meeting shall be kept by the secretary of the Board for at least ten years as the Bank's file together with the attendance book of shareholders and powers of attorney for attendance by proxy.</p>	<p><b>Article 83</b> The minutes of the Shareholders' general meeting shall be kept <b><u>perpetually</u></b> by the secretary of the Board <del>for at least ten years</del> as the Bank's file together with the attendance book of shareholders and powers of attorney for attendance by proxy <b><u>and valid information regarding voting through online and other means.</u></b></p>
<p>Chapter XII Extraordinary General Meeting Convened by Shareholders and the Board of Supervisors</p>	<p><b>Chapter XI</b> Extraordinary General Meeting Convened by Shareholders and the <del>Board of Supervisors</del> <b><u>Audit and Consumer Rights Protection Committee</u></b></p>



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Existing Articles	Proposed amendments
<p>Article 89 Where the proposing shareholders decide to convene an extraordinary general meeting on their own initiative, they shall notify the Board in writing, file with the banking regulatory authorities, and file with the securities regulatory authorities of the place where the Bank's shares are listed in accordance with the relevant provisions thereof. Where the proposing shareholders decide not to convene an extraordinary general meeting, they shall file with the banking regulatory authorities, and file with the securities regulatory authorities of the place where the Bank's shares are listed in accordance with the relevant provisions thereof.</p>	<p><b>Article 84</b> Where the proposing shareholders decide to convene an extraordinary general meeting on their own initiative, they shall notify the Board in writing, file with the banking regulatory authorities <b>of the State Council</b>, and file with the securities regulatory authorities of the place where the Bank's shares are listed in accordance with the relevant provisions thereof. Where the proposing shareholders decide not to convene an extraordinary general meeting, they shall file with the banking regulatory authorities <b>of the State Council</b>, and file with the securities regulatory authorities of the place where the Bank's shares are listed in accordance with the relevant provisions thereof.</p>
<p>Article 90 Where the proposing shareholders convene an extraordinary general meeting, they shall give a notice of convening an extraordinary general meeting in accordance with laws and regulations, the Articles of Association of the Bank and these Rules of Procedure. The contents of the notice shall meet the following requirements:</p> <p>(I) no new contents shall be added to a proposal; otherwise, the proposing shareholders shall re-request to the Board to convene a Shareholders' general meeting in accordance with the procedures as stipulated in these Rules of Procedure; and</p> <p>(II) the meeting shall be held at the domicile of the Bank.</p>	<p><b>Article 85</b> Where the proposing shareholders convene an extraordinary general meeting, they shall give a notice of convening an extraordinary general meeting in accordance with laws and regulations, the Articles of Association of the Bank and these Rules of Procedure. The contents of the notice shall meet the following requirements:</p> <p>(I) no new contents shall be added to a proposal; otherwise, the proposing shareholders shall re-request to the Board to convene a Shareholders' general meeting in accordance with the procedures as stipulated in these Rules of Procedure; and</p> <p>(II) the meeting shall be held at the domicile of the Bank.</p>
<p>Article 91 With regard to an extraordinary general meeting convened by the proposing shareholders on their own initiative, the Board, the chairman of the Board and the secretary to the Board shall diligently perform their duties. The Board shall ensure order of the meeting is maintained, and the reasonable expenses incurred thereof shall be borne by the Bank. If the Board fails to hold such meeting as requested by the proposing shareholders because of directors' neglect of duty, the reasonable expenses incurred from the convening and holding of the general meeting by the proposing shareholders on their own initiative shall be deducted from the monies payable by the Bank to the derelict directors.</p>	<p><b>Article 86</b> With regard to an extraordinary general meeting convened by the proposing shareholders on their own initiative, the Board, the chairman of the Board and the secretary to the Board shall diligently perform their duties. The Board shall ensure order of the meeting is maintained, and the reasonable expenses incurred thereof shall be borne by the Bank. <del>If the Board fails to hold such meeting as requested by the proposing shareholders because of directors' neglect of duty, the reasonable expenses incurred from the convening and holding of the general meeting by the proposing shareholders on their own initiative shall be deducted from the monies payable by the Bank to the derelict directors.</del></p>

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Existing Articles	Proposed amendments
<p>Article 92 Where the proposing shareholders decide to convene an extraordinary general meeting, the following procedures shall be followed:</p> <p>(I) The directors and supervisors shall be present at the meeting, and the secretary to the Board must be present at the meeting.</p> <p>(II) The meeting shall be presided over by the chairman of the Board. If the chairman is unable to perform his/her duties for any reason, the vice chairman or another director designated by the chairman shall preside over the meeting. If the chairman did not designate the vice chairman or another director to preside over the meeting, the director jointly elected by more than half of the directors shall preside over the meeting. If the Board is unable to designate a director to preside over the meeting, the proposing shareholder shall preside over the meeting.</p> <p>(III) The Board shall engage a lawyer as witness, who shall issue legal opinions in accordance with the Articles of Association of the Bank. If the Board refuses to provide assistance, the proposing shareholders shall engage a lawyer as witness on their own, who shall issue legal opinions in accordance with the Articles of Association of the Bank and these Rules of Procedure.</p> <p>(IV) The procedures of convening the meeting shall comply with the laws and regulations, the Articles of Association of the Bank and these Rules of Procedure.</p>	<p><b>Article 87</b> Where the proposing shareholders decide to convene an extraordinary general meeting, the following procedures shall be followed:</p> <p>(I) The directors <del>and supervisors</del> shall be present at the meeting, and the secretary to the Board must be present at the meeting.</p> <p>(II) The meeting shall be presided over by the chairman of the Board. If the chairman is unable <u>or fails</u> to perform his/her duties <del>for any reason</del>, the vice chairman <del>or another director designated by the chairman</del> shall preside over the meeting. If <del>the chairman did not designate the vice chairman or another director to preside over the meeting</del> <u>is unable or fails to perform his/her duties</u>, the director jointly elected by more than half of the directors shall preside over the meeting. If the Board is unable to designate a director to preside over the meeting, the proposing shareholder shall preside over the meeting.</p> <p>(III) The Board shall engage a lawyer as witness, who shall issue legal opinions in accordance with the Articles of Association of the Bank. If the Board refuses to provide assistance, the proposing shareholders shall engage a lawyer as witness on their own, who shall issue legal opinions in accordance with the Articles of Association of the Bank and these Rules of Procedure.</p> <p>(IV) The procedures of convening the meeting shall comply with the laws and regulations, the Articles of Association of the Bank and these Rules of Procedure.</p>
<p>Article 99 Except as otherwise provided herein, for the purpose of these Rules of Procedure, references to “above” and “within” shall include the actual figures, while references to “short of”, “other than” and “over” shall exclude the actual figures.</p>	<p><b>Article 94</b> Except as otherwise provided herein, for the purpose of these Rules of Procedure, references to “above” and “within” shall include the actual figures, while references to “short of”, “other than”, <u>“less than”, “lower than”</u> and “over” shall exclude the actual figures.</p>

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Existing Articles	Proposed amendments
Article 101 These Rules of Procedure are formulated and amended by the Board, and effective from the date on which the H Shares of the Bank were listed for trading in The Stock Exchange of Hong Kong Limited upon approval at the Shareholders’ General Meeting of the Bank. From the effective date of these rules of procedure, the original Rules of Procedure for Shareholders’ General Meetings of the Bank shall automatically be invalidated.	<b>Article 96</b> <del>These</del> <u>The formulation of and amendments to these</u> Rules of Procedure are <del>formulated and amended</del> <u>shall be submitted to the Shareholders’ General Meeting of the Bank for approval upon being approved</u> by the Board, <del>and effective from the date on which the H Shares of the Bank were listed for trading in The Stock Exchange of Hong Kong Limited upon approval at the Shareholders’ General Meeting of the Bank. From the effective date of these rules of procedure, the original Rules of Procedure for Shareholders’ General Meetings of the Bank shall automatically be invalidated.</del>

All references to “the China Banking and Insurance Regulatory Commission” in these Rules of Procedure are adjusted to “the banking regulatory authorities of the State Council”.

All references to “股東大會” in these Rules of Procedure are adjusted to “股東會” or “股東會會議” (all of them mean “Shareholders’ general meeting”), as the case may be.

All references to “高級管理層成員” in these Rules of Procedure are adjusted to “高級管理人員”.

According to relevant laws and regulation and corporate governance, the Board of Supervisors shall no longer be required, and the Audit and Consumer Rights Protection Committee shall take over relevant duties and functions of the Board of Supervisors. Contents regarding Supervisors and the Board of Supervisors have been deleted in corresponding Rules of Procedure.

Adjustments will be made to the numbering of relevant chapters and Articles as well as to cross-references affected by this amendments.

### APPENDIX III COMPARATIVE TABLE OF THE AMENDMENTS OF THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS OF CHINA BOHAI BANK CO., LTD. (AMENDED IN 2025)

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

Existing Articles	Proposed amendments
<p>Article 1 To regulate the operations of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Bank”), effectively exploit the decision-making and supervision functions of the Board, enhance the efficiency of the Board, ensure the legitimacy of procedures and resolutions of the Board meetings, and maintain the safety and stable operation of the Bank, these Rules of Procedure are formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Banking Law of the PRC, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Code of Corporate Governance of Commercial Banks, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and relevant PRC laws, regulations and regulatory documents (hereinafter referred to as the “PRC laws”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) as well as relevant regulations of the securities regulatory authorities of the place where the Bank’s shares are listed (collectively referred to as “laws and regulations” together with the “PRC laws”), the Articles of Association of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Articles of Association of the Bank”).</p>	<p>Article 1 To regulate the operations of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Bank”), effectively exploit the decision-making and supervision functions of the Board, enhance the efficiency of the Board, ensure the legitimacy of procedures and resolutions of the Board meetings, and maintain the safety and stable operation of the Bank, these Rules of Procedure are formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Banking Law of the PRC, <del>the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Code of Corporate Governance of Commercial Banks, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</del><u><b>the Code of Corporate Governance of Banking and Insurance Institutions, Interim Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises</b></u> and <del>relevant</del><u><b>other</b></u> PRC laws, <del>regulations and regulatory documents (hereinafter referred to as the “PRC laws”)</del><u><b>and relevant regulations of the securities regulatory authorities of the place where the Bank’s shares are listed,</b></u> and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) <del>as well as relevant regulations of the securities regulatory authorities of the place where the Bank’s shares are listed (collectively referred to as “laws and regulations” together with the “PRC laws”)</del>, the Articles of Association of CHINA BOHAI BANK CO., LTD. (hereinafter referred to as the “Articles of Association of the Bank”).</p>
<p>Article 2 The Board shall be accountable to the Shareholders’ General Meeting, and exercises its powers and functions in accordance with laws and regulations and the Articles of Association of the Bank.</p>	<p>Article 2 The Board shall be accountable to the Shareholders’ General Meeting, and exercises its powers and functions in accordance with laws and regulations and the Articles of Association of the Bank.</p>

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Existing Articles	Proposed amendments
Article 5 The Board consists of 18 directors, including four executive directors and six independent directors.	Article 5 The Board consists of <del>18</del> <sup>21</sup> directors, including <u>executive directors and non-executive directors (including independent directors), among which there are <del>four</del><sup>three</sup> executive directors and 18 non-executive directors (including <del>six</del><sup>seven</sup> independent directors).</u> <b>The Board shall have one employee director, and senior management shall not concurrently serve as an employee director. The total number of executive directors and employee director shall not exceed half of the total number of directors of the Board.</b>
<p>Article 7 The Board shall undertake final responsibility of operation and management of the Bank, as well as exercise the following functions and powers:</p> <p>(I) to convene Shareholders' general meetings and report on its work to the Shareholders' general meetings;</p> <p>(II) to implement resolutions of the Shareholders' general meetings;</p> <p>(III) to determine the Bank's operation and development strategies and medium-term and long-term development plans and supervise implementation of the strategies;</p> <p>(IV) to appoint or dismiss the president and the secretary to the Board of Directors; to appoint or dismiss senior management members such as the vice president, the chief financial officer and the chief risk management officer of the Bank as proposed by the president; and to determine remunerations, benefits, rewards and punishments of the aforesaid persons;</p> <p>(V) to formulate proposals for any amendment to the Articles of Association;</p> <p>(VI) to evaluate and improve the corporate governance of the Bank on a regular basis;</p>	<p>Article 7 The Board shall undertake final responsibility of operation and management of the Bank, <del>as well as</del>. <b>The Board shall</b> exercise the following functions and powers:</p> <p>(I) to convene Shareholders' general meetings and report on its work to the Shareholders' general meetings;</p> <p>(II) to implement resolutions of the Shareholders' general meetings;</p> <p>(III) to <del>determine</del><b>formulate</b> the Bank's operation and development strategies and medium-term and long-term development plans and supervise implementation of the strategies;</p> <p>(IV) to appoint or dismiss the president and the secretary to the Board of Directors; to appoint or dismiss senior management members such as the vice president, the chief financial officer and the chief risk <del>management</del> officer, <b>chief compliance officer, chief information officer and general counsel</b> of the Bank as proposed by the president <b>in accordance to regulatory requirements</b>; and to determine remunerations, <del>benefits</del>, rewards and punishments of the aforesaid persons;</p> <p>(V) to formulate proposals for any amendment to the Articles of Association <b>and formulate the rules of procedure of the Shareholders' general meeting and the rules of procedure of the Board, and approve the working rules of the special committees of the Board of Directors</b>;</p> <p>(VI) to evaluate and improve the corporate governance of the Bank on a regular basis;</p>

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Existing Articles	Proposed amendments
(VII) to approve the capital management planning of the Bank;	(VII) to <del>approve</del> <b>formulate</b> the capital management planning of the Bank, <b>and take ultimate responsibility for capital management</b> ;
(VIII) to formulate the listing or other fund raising and capital supplement plans of the Bank;	(VIII) to formulate the listing or other fund raising and capital supplement plans of the Bank;
(IX) to formulate plans for the use of funds raised by the Bank;	(IX) to formulate plans for the use of funds raised by the Bank;
(X) to formulate proposals concerning an increase or reduction in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank;	(X) to formulate proposals concerning an increase or reduction in the registered capital and the issuance of any class of shares, warrants and other similar securities of the Bank;
(XI) to formulate proposals for repurchase of shares of the Bank;	(XI) to formulate proposals for <b>material acquisitions of the Bank, and the</b> repurchase of shares of the Bank;
(XII) to formulate the equity incentive plans of the Bank;	(XII) to formulate the equity incentive plans of the Bank;
(XIII) to review and approve material changes in shareholding of the Bank;	<del>(XIII) to review and approve material changes in shareholding of the Bank;</del>
(XIV) to formulate proposals for financial restructuring, merger, division and dissolution of the Bank;	<del>(XIII)</del> to formulate proposals for <del>financial restructuring, merger, division, and dissolution</del> <b>and alteration on the corporate form</b> of the Bank;
(XV) to formulate proposals for the issuance of bonds of the Bank;	<del>(XIV)</del> to formulate proposals for the issuance of bonds of the Bank;
(XVI) to decide on operational plans and investment proposals of the Bank;	<del>(XV)</del> to decide on operational plans and investment proposals of the Bank;
(XVII) to formulate annual financial budget plans, final account plans and risk capital allocation plans of the Bank;	<del>(XVI)</del> to formulate annual financial budget plans; <del>final account plans and risk capital allocation plans</del> of the Bank;
(XVIII) to formulate profit distribution plans and loss recovery plans of the Bank;	<del>(XVII)</del> to formulate profit distribution plans and loss recovery plans of the Bank;
(XIX) to formulate the major investment and major asset disposal plans of the Bank;	<del>(XVIII)</del> to formulate the major investment and major asset disposal plans of the Bank;
(XX) to decide on other external investments, acquisition and disposal of assets and external guarantees beyond the Bank's operations within the authorization of the Shareholders' general meeting;	
(XXI) to approve material related party transactions between the insiders of the Bank and shareholders as approved by the Related Party Transactions Control Committee of the Board in advance;	
(XXII) to propose to the Shareholders' general meeting to engage or change the accounting firm responsible for auditing of the Bank;	



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Existing Articles	Proposed amendments
(XIII) to be responsible for the Bank's information disclosure, consider the Bank's annual reports, and bear the ultimate responsibility for the truthfulness, accuracy, integrity and timeliness of the Bank's accounting and financial reports;	<b><u>(XIX) to approve external investments, acquisition of assets, asset disposal and write-off, asset mortgage, external guarantees, related party transactions, data governance, etc. within the Bank's operations;</u></b>
(XXIV) to formulate professional norms and value criteria to be abided by the Board and the senior management of the Bank and the Bank's basic management system;	(XX) to <del>decide on</del> <b>approve</b> other external investments, acquisition and disposal of assets and external guarantees beyond the Bank's operations <del>within the authorization of the Shareholders' general meeting</del> <b>and not subject to approval by the Shareholders' general meeting;</b>
(XXV) to determine the risk tolerance, risk management and internal control policies and capital management policies,	(XXI) to <del>approve</del> <b>review</b> material related party transactions <del>between the insiders of the Bank and shareholders</del> as approved by the Related Party Transactions Control Committee of the Board in advance <b>and the related party transactions between directors, senior management and their related parties with the Bank;</b>
(XXVI) to determine the remuneration management policies (including basic salary, performance-based remuneration, subsidy and benefits, medium-term and long-term incentive and special bonus) and retirement policies for employees of the Bank;	(XXII) to propose to the Shareholders' general meeting to engage or <del>change</del> <b>dismiss</b> the accounting firm responsible for <b><u>the regular statutory</u></b> auditing of the <del>Bank</del> <b>Banks's financial reports;</b>
(XXVII) to determine the operating performance evaluation indicators and performance evaluation policies of the Bank;	(XXIII) to be responsible for the Bank's information disclosure, consider the Bank's annual reports, and bear the ultimate responsibility for the truthfulness, accuracy, integrity and timeliness of the Bank's accounting and financial reports;
(XXVIII) to decide on the setup of internal management institutions, domestic tier-one branches and overseas branches (offices) of the Bank;	(XXIV) to formulate professional norms and value criteria to be abided by the Board and the senior management of the Bank and the Bank's basic management system;
(XXIX) to listen to the work reports of senior management, supervise the duty performance of senior management members and ensure the senior management members' effective performance of management duties;	(XXV) to <del>determine</del> <b>formulate</b> the risk tolerance, risk management and internal control policies and capital management policies, <b>and take the ultimate responsibility for overall risk management of the Bank;</b>
(XXX) to report the regulatory opinions of the CBIRC on the Bank and information about rectification made by the Bank;	(XXVI) to determine the <b><u>overall plan of</u></b> remuneration <del>management policies (including basic salary, performance-based remuneration, subsidy and benefits, medium-term and long-term incentive and special bonus) and retirement policies</del> for employees of the Bank;
(XXXI) to safeguard the interests of depositors and other stakeholders and protect the rights of banking consumers;	
(XXXII) to establish an identification, review and management mechanism for the conflict of interests between the Bank and the Shareholders, especially substantial shareholders; and	
(XXXIII) to exercise other functions and powers stipulated by laws, regulations and the Articles of Association of the Bank, and granted by the Shareholders' general meetings.	

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Existing Articles	Proposed amendments
	<p>(XXVII) to determine the operating performance evaluation indicators and performance evaluation policies of the Bank;</p> <p>(XXVIII) to decide on the setup of internal management institutions, domestic tier-one branches and overseas branches (offices) of the Bank;</p> <p>(XXIX) to listen to the work reports of senior management, supervise the duty performance of senior management members and ensure the senior management members' effective performance of management duties;</p> <p>(XXX) to report the regulatory opinions of the <del>CBIRC</del><b><u>banking regulatory authorities of the State Council</u></b> on the Bank and information about rectification made by the Bank;</p> <p>(XXXI) to safeguard the <b><u>legitimate rights and</u></b> interests of <del>depositors</del><b><u>finance consumers</u></b> and other stakeholders <del>and protect the rights of banking consumers;</del></p> <p>(XXXII) to establish an identification, review and management mechanism for the conflict of interests between the Bank and the Shareholders, especially substantial shareholders;<del>and</del></p> <p><b><u>(XXXIII) to undertake the management responsibility of shareholders' affairs; and</u></b></p> <p><b><u>(XXXIV)</u></b> to exercise other functions and powers stipulated by laws, regulations and the Articles of Association of the Bank, and granted by the Shareholders' general meetings.</p>



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Existing Articles	Proposed amendments
<p>Article 8 The above matters within the scope of powers of the Board shall be discussed and decided by the Board, but the Board may authorize chairman of the Board, its special committees and president of the Bank to decide such matters under circumstances that are necessary, reasonable, legal and compliant. The content of authorization shall be clear and specific.</p> <p>When deciding on major issues of the Bank, the Board shall listen to opinions of the Party committee.</p>	<p><del>Article 8 The above matters within the scope of powers of the Board shall be discussed and decided by the Board, but the Board may authorize chairman of the Board, its special committees and president of the Bank to decide such matters under circumstances that are necessary, reasonable, legal and compliant. The content of authorization shall be clear and specific.</del></p> <p><b><u>The functions and powers of the Board are collectively performed by the Board. In principle, the functions and powers of the Board of Directors stipulated in the Company Law shall not be delegated to the chairman of the Board, directors, other institutions or individuals to perform. If it is indeed necessary to authorize certain specific matters to be decided on, it shall be carried out in accordance with the law through resolutions of the Board of Directors. Authorization shall be granted on a case-by-case basis, and the functions and powers of the Board of Directors shall not be generally or permanently delegated to other institutions or individual to perform.</u></b></p> <p>When deciding on major issues of the Bank, the Board shall listen to opinions of the Party committee.</p>
<p>Article 10 The Bank shall have one chairman and one vice chairman, which shall be elected and dismissed by more than half of all the directors.</p>	<p>Article 10 The Bank shall have one chairman and one vice chairman,<del>which</del>. <b><u>The chairman and vice chairman</u></b> shall be elected and dismissed by more than half of all the directors. <b><u>The vice chairman shall assist the chairman in performing his/her duties.</u></b></p>
<p>Article 12 Where the chairman cannot or fails to fulfil the duty thereof, the director jointly elected by more than half of the directors may fulfil the said duty.</p>	<p>Article 12 Where the chairman cannot or fails to fulfil the duty thereof, <b><u>the vice chairman may fulfil the said duty. Where the vice chairman cannot or fails to fulfil the duty thereof,</u></b> the director jointly elected by <del>more than half</del><b><u>majority</u></b> of the directors may fulfil the said duty.</p>

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Existing Articles	Proposed amendments
<p>Article 13 The Bank has set a secretary to the Board, who shall be accountable to the Board. The main duties of the secretary to the Board are as follows:</p> <p>(I) to ensure that the Bank has a complete set of constitutional documents and records;</p> <p>(II) to ensure that the Bank prepares and submits the reports and documents required by relevant departments of the State in accordance with laws;</p> <p>(III) to prepare Board meetings and Shareholders' general meetings, and be responsible for the minutes of meetings and the safekeeping of meeting documents and records;</p> <p>(IV) to be responsible for the information disclosure of the Bank, and ensure the timely, accurate, legal, truthful and complete disclosure of the Bank's information;</p> <p>(V) to receive visitors, answer inquiries and contact shareholders, ensuring that the relevant documents and records of the Bank are duly received by persons who are entitled to receive them;</p> <p>(VI) to ensure the proper establishment of the Bank's share register and be responsible for keeping the share register, the seal of the Board and relevant materials; and</p> <p>(VII) to perform other duties stipulated by the laws and regulations and the Articles of Association of the Bank.</p>	<p>Article 13 The Bank has set a secretary to the Board, who is <b>a senior management member of the Bank</b> <u>and</u> shall be accountable to the Board. The main duties of the secretary to the Board are as follows:</p> <p>(I) to ensure that the Bank has a complete set of constitutional documents and records;</p> <p>(II) to ensure that the Bank prepares and submits the reports and documents required by relevant departments of the State in accordance with laws;</p> <p>(III) to prepare Board meetings and Shareholders' general meetings, and be responsible for the minutes of meetings and the safekeeping of meeting documents and records;</p> <p>(IV) to be responsible for the information disclosure of the Bank, and ensure the timely, accurate, legal, truthful and complete disclosure of the Bank's information;</p> <p>(V) to receive visitors, answer inquiries and contact shareholders, ensuring that the relevant documents and records of the Bank are duly received by persons who are entitled to receive them;</p> <p>(VI) to ensure the proper establishment of the Bank's share register and be responsible for keeping the share register, the seal of the Board and relevant materials; and</p> <p>(VII) to perform other duties stipulated by the laws and regulations and the Articles of Association of the Bank.</p>

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Existing Articles	Proposed amendments
<p>Article 15 The Board shall set up such special committees as Risk Management Committee (and the affiliated Related Party Transactions Control Committee), Audit and Consumer Rights Protection Committee, Nomination and Remuneration Committee, Development Strategy and Inclusive Finance Committee. The powers and functions of the aforementioned special committees are stipulated in their respective terms of reference. The Board may set up other special committees where necessary.</p>	<p>Article 15 The Board shall set up such special committees as Risk Management <b><u>and Green Finance</u></b> Committee (and the affiliated Related Party Transactions Control Committee), Audit and Consumer Rights Protection Committee, Nomination and Remuneration Committee, Development Strategy and Inclusive Finance Committee. The powers and functions of the aforementioned special committees are stipulated in their respective terms of reference. The Board may set up other special committees where necessary <b><u>or make adjustments to the aforesaid special committees.</u></b></p>
<p>Article 16 The Bank has established the System on Independent Directors. Independent directors owe the Bank and all the shareholders thereof the obligation of honesty and diligence. Independent directors shall fulfil their duties independently in accordance with the requirements under laws and regulations, the Articles of Association of the Bank and these Rules of Procedure, and safeguard the overall interests of the Bank, especially the legitimate rights and interests of depositors and minority shareholders.</p>	<p>Article 16 The Bank has established the System on Independent Directors. Independent directors owe the Bank and all the shareholders thereof the obligation of honesty and diligence. Independent directors shall fulfil their duties <del>independently in accordance with the requirements under laws and regulations, the Articles of Association of the Bank and these Rules of Procedure,</del><b><u>with good faith, independence and diligence to the Bank</u></b> and <del>earnestly safeguard the overall interests</del><b><u>legitimate rights and interests</u></b> of the Bank, especially the <del>legitimate rights and interests of depositors and minority shareholders</del><b><u>minority shareholders and financial consumers, without any interference by shareholders, de facto controllers and senior management of the Bank, or other entities or individuals who are in relationships of material interest with the Bank.</u></b></p>

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Existing Articles	Proposed amendments
<p>Article 17 Independent directors shall give objective and fair opinions on the matters considered by the Board when performing their duties, and focus on the following issues:</p> <p>(I) Legality and fairness of material related party transactions;</p> <p>(II) Profit distribution plans;</p> <p>(III) Appointment and dismissal of senior management members;</p> <p>(IV) Issues that may cause material losses to the Bank;</p> <p>(V) Matters that may harm the legitimate rights and interests of the depositors, minority shareholders and other stakeholders;</p> <p>(VI) Appointment of external auditor;</p> <p>(VII) Other matters specified by relevant laws and regulations, the Articles of Association of the Bank and these Rules of Procedure.</p> <p>Independent directors shall express one of the following types of opinions on the aforesaid issues:</p> <p>Agreement; qualified opinions and reasons therefor; objection and reasons therefor; inability to express opinions and reasons therefor.</p>	<p>Article 17 Independent directors shall give objective and fair <b><u>independent</u></b> opinions on the matters considered by <b><u>the Shareholders' general meeting or</u></b> the Board, <del>and focus on.</del> <b><u>Especially, they shall give opinions to the Shareholders' general meeting or the Board in relation to</u></b> the following issues:</p> <p>(I) <del>Legality and fairness of material</del> <b><u>Material</u></b> related party transactions;</p> <p>(II) Profit distribution plans;</p> <p>(III) <del>Appointment</del> <b><u>Nomination, appointment and removal of directors and appointment</u></b> and dismissal of senior management members;</p> <p><b><u>(IV) Remuneration of directors and senior management members;</u></b></p> <p><b><u>(V) Engagement or dismissal of the accounting firm responsible for the regular statutory auditing of the Bank's financial reports;</u></b></p> <p><del>(IV) Issues that may cause material losses to the Bank;</del></p> <p><del>(V) Matters</del> <b><u>Other matters</u></b> that may <del>harm</del> <b><u>have a significant impact on</u></b> the legitimate rights and interests of the <del>depositors</del> <b><u>Bank, its</u></b> minority shareholders and <del>other stakeholders</del> <b><u>financial consumers</u></b>;</p> <p><del>(VI) Appointment of external auditor;</del></p> <p>(VII) Other matters specified by relevant laws and regulations, the Articles of Association of the Bank and these Rules of Procedure.</p> <p>Independent directors shall express one of the following types of opinions on the aforesaid issues:</p> <p>Agreement; qualified opinions and reasons therefor; objection and reasons therefor; inability to express opinions and reasons therefor.</p>

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Existing Articles	Proposed amendments
Article 19 If any Board resolution runs counter to the laws, regulations or the Articles of Association of the Bank, thereby incurring serious losses to the Bank, the independent directors who do not raise any objection shall bear liability for compensation according to laws.	Article 19 <u><b>If there are major defects in the corporate governance mechanism or the corporate governance mechanism fails in the Bank, independent directors shall report relevant information to the regulatory authorities in a timely manner. In addition to reporting relevant information to the regulatory authorities as required, independent directors shall keep the Bank's secrets confidential.</b></u> If any Board resolution runs counter to the laws, regulations or the Articles of Association of the Bank, thereby incurring serious losses to the Bank, the independent directors who do not raise any objection shall bear liability for compensation according to laws.
Article 20 The Board meetings are divided into regular meetings and provisional meetings, and the chairman shall convene the meeting.	Article 20 The Board meetings are divided into regular meetings and provisional meetings. <u><b>Regular meetings shall be held at least four times a year;</b></u> and the chairman shall convene the meeting.
Article 21 The Board shall convene regular meetings at least once a quarter.	<b>Deleted</b>
Article 22 The chairman shall convene a provisional Board meeting within five workdays after the occurrence of any of the following circumstances:  (I) It is deemed necessary by the chairman;  (II) It is proposed by shareholder(s) severally or jointly holding more than 10% of the total voting shares of the Bank (hereinafter referred to as “proposing shareholders”, with the number of shares held by them to be calculated according to their shareholdings as of the date of request made by them in writing);  (III) It is jointly proposed by more than one third of the directors;  (IV) It is proposed by more than half of the independent directors;  (V) It is proposed by the Board of Supervisors;  (VI) It is proposed by the president of the Bank; and  (VII) Other circumstances stipulated by the relevant laws and regulations and the Articles of Association of the Bank.	<u><b>Article 21 In any of the following circumstances,</b></u> <del>The chairman shall convene a provisional Board meeting within five workdays after the occurrence of any of the following circumstances:</del>  (I) It is deemed necessary by the chairman;  (II) It is proposed by shareholder(s) severally or jointly holding more than 10% of the total voting shares of the Bank (hereinafter referred to as “proposing shareholders”, with the number of shares held by them to be calculated according to their shareholdings as of the date of request made by them in writing);  (III) It is jointly proposed by more than one third of the directors;  (IV) It is proposed by more than <del>half</del> <u><b>two</b></u> of the independent directors;  (V) It is proposed by the <del>Board of Supervisors</del> <u><b>Audit and Consumer Rights Protection Committee;</b></u>  (VI) It is proposed by the president of the Bank; and  (VII) Other circumstances stipulated by the relevant laws and regulations and the Articles of Association of the Bank.

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Existing Articles	Proposed amendments
<p>Article 24 The agenda of a Board meeting may include matters proposed by the following parties:</p> <p>(I) Matters proposed by the chairman;</p> <p>(II) Matters jointly proposed by more than one third of the directors;</p> <p>(III) Matters proposed by each of the special committees of the Board;</p> <p>(IV) Matters proposed by the Board of Supervisors;</p> <p>(V) Matters proposed by the president;</p> <p>(VI) Matters related to the extraordinary general meeting proposed to be convened by over half of the independent directors;</p> <p>(VII) Matters related to the extraordinary general meeting proposed to be convened by over half of the external supervisors (if there are only two external supervisors, the two external supervisors shall propose to convene the meeting at the same time);</p> <p>(VIII) Matters proposed by or matters related to the extraordinary general meeting proposed to be convened by the proposing shareholders.</p> <p>(IX) Other matters as stipulated by the laws, regulations and the Articles of Association of the Bank.</p>	<p><b>Article 23</b> The agenda of a Board meeting may include matters proposed by the following parties:</p> <p>(I) Matters proposed by the chairman;</p> <p>(II) Matters jointly proposed by more than one third of the directors;</p> <p>(III) Matters proposed by each of the special committees of the Board;</p> <p>(IV) <del>Matters proposed by the Board of Supervisors;</del></p> <p>(V) Matters proposed by the president;</p> <p><del>(VI)</del>(V) Matters related to the extraordinary general meeting proposed to be convened by over half <b><u>and no less than two</u></b> of the independent directors;</p> <p><del>(VII)</del> Matters related to the extraordinary general meeting proposed to be convened by over half of the external supervisors (if there are only two external supervisors, the two external supervisors shall propose to convene the meeting at the same time);</p> <p><del>(VIII)</del>(VI) Matters proposed by or matters related to the extraordinary general meeting proposed to be convened by the proposing shareholders.</p> <p><del>(IX)</del>(VII) Other matters as stipulated by the laws, regulations and the Articles of Association of the Bank.</p>
<p>Article 26 Board meetings may be held in the form of on-site and off-site meetings.</p> <p>If a Board meeting is held on site, telephone, video or other instant communication methods may be used to facilitate the directors in attending the Board meeting. Any director who attends the Board meeting via the above-mentioned methods shall be deemed as having attended the on-site meeting.</p>	<p><b>Article 25</b> Board meetings may be held in the form of on-site and <del>off-site meetings</del><b><u>by circulation of written resolutions.</u></b></p> <p>If a Board meeting is held on site, telephone, video or other instant communication methods may be used to facilitate the directors in attending the Board meeting. Any director who attends the Board meeting via the above-mentioned methods shall be deemed as having attended the on-site meeting.</p>

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Existing Articles	Proposed amendments
<p>Article 28 Extraordinary general meetings shall be held on site whenever possible. Provided that directors are able to fully express their opinions, extraordinary general meetings may also be convened in the form of off-site meetings. However, important matters such as profit distribution plans, risk capital allocation plans, major investment and major asset disposal plans, appointment or dismissal of senior management members, capital supplement plans, major changes in equity interests, financial restructuring and merger, division or dissolution plans shall not be voted on at off-site meetings.</p>	<p>(Merged with the relevant provisions on voting into the revised Article 73)</p> <p><b>Article 27</b> Extraordinary general meetings shall be held on site whenever possible. Provided that directors are able to fully express their opinions, extraordinary general meetings may also be convened <del>in the form of off-site meetings</del><b>by circulation of written resolutions</b>. However, important matters such as profit distribution plans, <del>risk capital allocation</del><b>remuneration</b> plans, major investment and major asset disposal plans, appointment or dismissal of senior management members,<del>—and</del> capital supplement plans,<del>major changes in equity interests, financial restructuring and merger, division or dissolution plans</del> shall not be voted on <del>at off-site meetings</del><b>by circulation of written resolutions</b>.</p>
<p>Article 36 Notices of meetings convened by the Board shall be made in writing by courier or post, personal delivery, fax, and information publishing platforms designated by the Bank, accompanied by notification by telephone or email.</p>	<p><b>Article 35</b> Notices of meetings convened by the Board shall be <del>made</del><b>delivered</b> in writing by <del>courier or post</del>, personal delivery, <b>courier, post</b>, fax, and information publishing platforms designated by the Bank,<del>accompanied by notification by telephone or email</del>.</p>
<p>Article 37 Unless otherwise provided in the Articles of Association of the Bank and these Rules of Procedure, if the meeting notice is sent by personal delivery or by express, the recipient shall affix signature (or seal) on the service return receipt and the signing date shall be the date of service; if the notice is sent by post, the fifth workday after handover to the post office shall be the date of service; if the notice is sent by fax, the date when the fax is sent shall be the date of service. If the notice is sent by the information publishing platform designated by the Bank, the date of publication shall be the date of service.</p>	<p><b>Article 36</b> Unless otherwise provided in the Articles of Association of the Bank and these Rules of Procedure, if the meeting notice is sent by personal delivery or by express, the recipient shall affix signature (or seal) on the service return receipt and the signing date shall be the date of service; if the notice is sent by post, the fifth workday after handover to the post office shall be the date of service; <b>if the notice is sent by announcement, the date of first announcement shall be the date of service</b>; if the notice is sent by fax, the date when the fax is sent shall be the date of service. If the notice is sent by the information publishing platform designated by the Bank, the date of publication shall be the date of service.</p>



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Existing Articles	Proposed amendments
<p>Article 39 If any director cannot attend the Board meeting in person, he/she may entrust in writing other directors of the same class to attend and vote on his/her behalf according to his/her wishes, and such director entrusting another person to attend the meeting (the “principal”) shall bear the legal liability independently.</p>	<p><b>Article 38</b> If any director cannot attend the Board meeting in person <b>for any reason</b>, he/she may entrust in writing other directors <del>of the same class</del> to attend and vote on his/her behalf according to his/her wishes, and such director entrusting another person to attend the meeting (the “principal”) shall bear the legal liability independently. <b><u>An independent director shall not entrust any non-independent director to attend the meeting on his/her behalf.</u></b></p> <p><b><u>In principle, a director shall be entrusted by no more than two directors not attending the meeting in person. A non-related director shall not entrust any related directors to attend the meeting on his/her behalf when considering matters of related party transactions.</u></b></p>
<p>Article 41 The power of attorney shall specify the name, proxy matters, scope and term of authorization of the director entrusted to attend the meeting (the “proxy”), and shall be signed or sealed by the principal.</p>	<p><b>Article 40</b> The power of attorney shall specify the name, proxy matters, scope and term of authorization of the director entrusted to attend the meeting (the “proxy”), <b><u>and the director’s personal opinions and voting intentions on the proposal,</u></b> and shall be signed or sealed by the principal.</p>
<p>Article 42 The proxy shall exercise rights of directors within the scope of entrustment.</p>	<p><b>Article 41</b> The proxy shall exercise rights of directors within the scope of <b><u>entrustment authorization.</u></b></p>
<p>Article 44 Directors shall attend at least 2/3 of the Board meetings in person every year. A director failing to attend the Board meetings in person or by proxy shall bear relevant legal liabilities for the resolutions of the Board. If a director fails to attend Board meetings in person or by proxy for two consecutive times, he/she shall be deemed as failure in performing his/her duties, and the Board shall propose to the Shareholders’ general meeting to remove him/her.</p>	<p><b>Article 43</b> Directors shall attend at least 2/3 of the <b><u>on-site</u></b> Board meetings in person every year. A director failing to attend the Board meetings in person or by proxy shall bear relevant legal liabilities for the resolutions of the Board. If a director fails to attend Board meetings in person or by proxy for two consecutive times, he/she shall be deemed as failure in performing his/her duties, and the Board shall propose to the Shareholders’ general meeting to remove him/her.</p>



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<p>Article 45 If an independent director fails to attend in person at least two-thirds of the Board meetings in a year, the Board of Supervisors shall propose to the Shareholders' general meeting to dismiss him/her.</p>	<p><b>Article 44</b> <del>If an</del><u>An</u> independent director fails to <del>may</del><u>authorize another independent director to attend the Board meeting on his/her behalf, but shall</u> attend in person at least two-thirds of the <u>on-site</u> Board meetings <del>in a every year, the Board of Supervisors shall propose to the Shareholders' general meeting to dismiss him/her.</del> <u>If any independent director fails to attend in person for three consecutive Board meetings, which will be regarded as failure to perform his/her duties, the Bank shall convene a Shareholders' general meeting within three months to remove him/her and elect a new independent director.</u></p>
<p>Article 62 If an extraordinary Board meeting is not held on site, voting and resolution can be made by fax or other appropriate means.</p>	<p><b>Article 60</b> If an extraordinary Board meeting is <del>not</del> held <del>on-site</del><u>by circulation of written resolutions</u>, voting and resolution can be made by fax or other <del>appropriate means</del><u>directors may reply their opinions on voting by fax or other appropriate means.</u></p>
<p>Article 63 If an extraordinary Board meeting is not held on site, voting shall be made in accordance with the following rules:</p> <p>(I) Secretary to the Board shall serve written notice to all directors four working days before the voting, and shall provide relevant background information on matters to be discussed at the meeting and relevant information and data for decision-making by directors.</p> <p>(II) The notice of the meeting shall include the following:</p> <p>(1) the matters to be discussed;</p> <p>(2) the deadline for voting;</p> <p>(3) the reasons for adopting non-on-site voting and explanation on such practice is in compliance with the Articles of Association of the Bank and these Rules of Procedure;</p> <p>(4) the fax number (in case by means of fax) or other contact methods (in case by means of other communication methods) of secretary to the Board;</p>	<p><b>Article 61</b> If an extraordinary Board meeting is <del>not</del> held <del>on-site</del><u>by circulation of written resolutions</u>, voting shall be made in accordance with the following rules:</p> <p>(I) Secretary to the Board shall serve written notice to all directors four working days before the voting, and shall provide relevant background information on matters to be discussed at the meeting and relevant information and data for decision-making by directors.</p> <p>(II) The notice of the meeting shall include the following:</p> <p>(1) the matters to be discussed;</p> <p>(2) the deadline for voting;</p> <p><del>(3) the reasons for adopting non-on-site voting and explanation on such practice is in compliance with the Articles of Association of the Bank and these Rules of Procedure;</del></p> <p><b>(3)</b> the fax number (in case by means of fax) or other contact methods (in case by means of other communication methods) of secretary to the Board;</p>

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<p>(5) other matters that the Board deems as necessary for explanation.</p> <p>(III) Voting paper shall be attached to the notice of meeting. The voting paper shall set out each resolution subject to voting.</p> <p>(IV) Directors shall prudently make voting decisions, and fill in and sign the voting paper. Directors shall specify either “for”, “against” or “abstain” on each resolution subject to voting as set out in the voting paper. No condition can be added with voting, otherwise the voting on relevant matter shall be voided. The completed voting paper shall fax to the fax number of the secretary to the Board as set out in the notice of the meeting or deliver to the secretary to the Board through the contact method as set out in the notice of the meeting before the deadline for voting as set out in the notice of the meeting.</p> <p>(V) In addition to the voting paper, directors may also deliver their written opinions on matters to be discussed to the secretary to the Board. In case of inconsistency between such written opinions and the voting opinions on relevant matters as set out in the voting paper, the voting opinions in the voting paper shall prevail.</p> <p>(VI) The original copy of the completed voting paper and written opinions shall deliver by mail for filing by the secretary of the Board within three day after the receipt of the completed voting paper and written opinions by the secretary to the Board.</p>	<p><u>(4)</u> other matters that the Board deems as necessary for explanation.</p> <p>(III) Voting paper shall be attached to the notice of meeting. The voting paper shall set out each resolution subject to voting.</p> <p>(IV) Directors shall prudently make voting decisions, and fill in and sign the voting paper. Directors shall specify either “for”, “against” or “abstain” on each resolution subject to voting as set out in the voting paper. No condition can be added with voting, otherwise the voting on relevant matter shall be voided. The completed voting paper shall fax to the fax number of the secretary to the Board as set out in the notice of the meeting or deliver to the secretary to the Board through the contact method as set out in the notice of the meeting before the deadline for voting as set out in the notice of the meeting.</p> <p>(V) In addition to the voting paper, directors may also deliver their written opinions on matters to be discussed to the secretary to the Board. In case of inconsistency between such written opinions and the voting opinions on relevant matters as set out in the voting paper, the voting opinions in the voting paper shall prevail.</p> <p>(VI) The original copy of the completed voting paper and written opinions shall deliver by mail for filing by the secretary of the Board within three day after the receipt of the completed voting paper and written opinions by the secretary to the Board.</p>
<p>Article 64 If an extraordinary Board meeting is not held on site, voting papers that are delivered after the voting deadline as set out in the notice of the meeting or fail to deliver by designated means shall be invalid, and directors shall be deemed as abstained their voting rights. If the voting directors have not signed on the voting paper delivered to the secretary to the Board, such voting paper shall not be counted as valid vote. The aforementioned circumstances shall be disclosed to all directors.</p>	<p><b>Article 62</b> If an extraordinary Board meeting is <del>not held on site</del> <b>by circulation of written resolutions</b>, voting papers that are delivered after the voting deadline as set out in the notice of the meeting or fail to deliver by designated means shall be invalid, and directors shall be deemed as abstained their voting rights. If the voting directors have not signed on the voting paper delivered to the secretary to the Board, such voting paper shall not be counted as valid vote. The aforementioned circumstances shall be disclosed to all directors.</p>

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<p>Article 65 If the Board adopts non-on-site voting means, and the number of directors, who agreed to relevant resolutions with valid voting results delivered to the secretary to the Board, has reached or exceeded the minimum quorum for such resolution, relevant voting results would be a valid Board resolution as considered and approved by directors, and shall be effective from the date of expiry of the voting deadline as set out in the notice of the meeting.</p>	<p><b>Article 63</b> If the Board adopts <del>non-on-site voting means, and the number of directors, who agreed to relevant resolutions with valid voting results delivered to the secretary to the Board, has reached or exceeded the minimum quorum for such resolution, relevant voting results would be a valid Board resolution as considered and approved by directors, and shall be effective from the date of expiry of the voting deadline as set out in the notice of the meeting.</del><u>meeting is held by circulation of written resolutions, and the Board has served relevant resolution to all directors with the number of agreeing directors reached the statutory quorum required for relevant resolution, the contents under relevant resolution will become Board resolution from the date of receipt of written documents signed by the agreeing directors by the secretary to the Board.</u></p>
<p>Article 71 When the credit extended by the Bank to a shareholder, especially the substantial shareholder, is overdue, or a shareholder pledges 50% or more of his/her equity in the Bank, the voting right of director(s) despatched by such shareholder at Board meetings shall be subject to restriction.</p>	<p><b>Article 69</b> When the credit extended by the Bank to a shareholder, especially the substantial shareholder, is overdue, or a shareholder pledges 50% or more of his/her equity in the Bank, the voting right of director(s) <u>nominated or</u> despatched by such shareholder at Board meetings shall be subject to restriction.</p>
<p>Article 73 If an extraordinary Board meeting is not held on site, after voting and resolution have been made, the secretary to the Board shall timely inform all directors about the resolution in written. Directors are entitled to review the Board resolutions, the voting papers and written opinions delivered by directors participating in the voting and other documents and data after voting.</p>	<p><b>Article 71</b> If an extraordinary Board meeting is <del>not held on site</del><u>by circulation of written resolutions</u>, after voting and resolution have been made, the secretary to the Board shall timely inform all directors about the resolution in written. Directors are entitled to review the Board resolutions, the voting papers and written opinions delivered by directors participating in the voting and other documents and data after voting.</p>

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<p>Article 74 Any decision made by the Board of the Bank on the following matters shall be subject to consideration and approval by more than two thirds of all the directors:</p> <p>(I) appointment or dismissal of the Bank's president and secretary to the Board, and appointment or dismissal of the Bank's senior management members such as vice president, chief financial officer and chief risk management officer as nominated by the president, and determination of remunerations, benefits, rewards and punishments for the aforesaid persons;</p> <p>(II) plan for amendment to the Articles of Association;</p> <p>(III) plan for listing of the Bank on any stock exchange or other fund raising and capital supplement plans;</p> <p>(IV) plans for use of funds raised by the Bank;</p> <p>(V) plans for increase or decrease of the registered capital of the Bank and issuance of shares of any class, warrants and other similar securities;</p> <p>(VI) plans for issuance of bonds of the Bank;</p> <p>(VII) plans for repurchase of shares of the Bank;</p> <p>(VIII) equity incentive plans of the Bank;</p> <p>(IX) plans for material equity changes, financial restructuring, merger, division and dissolution of the Bank;</p> <p>(X) risk capital distribution plans, profit distribution plans and loss recovery plans of the Bank;</p> <p>(XI) major investment and major asset disposal plans of the Bank;</p> <p>(XII) other external investments, purchase and sale of assets and external guarantees of the Bank beyond the Bank's operations within the range authorized by the Shareholders' general meeting; and</p>	<p>(Part of the contents of the original Article 28 are consolidated into this Article)</p> <p><b>Article 72</b> Any decision made by the Board of the Bank on the following matters shall be subject to consideration and approval by more than two-thirds of all the directors:</p> <p>(I) appointment or dismissal of the Bank's president and secretary to the Board, and appointment or dismissal of the Bank's senior management members such as vice president, chief financial officer and, chief risk management officer, <b><u>chief compliance officer, chief information officer and general counsel</u></b> as nominated by the president, and determination of remunerations, <del>benefits</del>, rewards and punishments for the aforesaid persons;</p> <p>(II) plan for amendment to the Articles of Association;</p> <p>(III) plan for listing of the Bank on any stock exchange or other fund raising and capital supplement plans;</p> <p>(IV) plans for use of funds raised by the Bank;</p> <p>(V) plans for increase or decrease of the registered capital of the Bank and issuance of shares of any class, warrants and other similar securities;</p> <p>(VI) plans for issuance of bonds of the Bank;</p> <p>(VII) plans for <b><u>material acquisitions</u></b>, repurchase of shares of the Bank;</p> <p>(VIII) equity incentive plans of the Bank;</p> <p>(IX) plans for <del>material equity changes, financial restructuring, merger, division and, dissolution and</del> <b><u>alteration on the corporate form</u></b> of the Bank;</p> <p>(X) <del>risk capital distribution plans, profit distribution plans and, loss recovery plans</del> <b><u>and remuneration plans</u></b> of the Bank;</p> <p>(XI) major investment and major asset disposal plans of the Bank;</p>

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<p>(XIII) approval for material related party transactions between the insiders of the Bank and shareholders as approved by the related party transactions control committee of the Board in advance.</p> <p>Save as otherwise specified in the Articles of Association of the Bank and these Rules of Procedure, the matters other than those in Paragraph 1 of this article shall be approved by more than half of the directors upon consideration.</p>	<p>(XII) <del>other</del> external investments, purchase and sale of assets and external guarantees of <del>the Bank</del> beyond the Bank's operations <del>within the range authorized by the Shareholders' general meeting</del> <b><u>and not subject to approval by the Shareholders' general meeting;</u></b> and</p> <p>(XIII) <del>approval</del> <b><u>review</u></b> for material related party transactions <del>between the insiders of the Bank and shareholders as approved</del> <b><u>reviewed</u></b> by the related party transactions control committee of the Board <del>in advance</del> <b><u>and the related party transactions between directors, senior management and their related parties with the Bank.</u></b></p> <p><del>(XIII) Material related party transactions and the related party transactions between directors, senior management and their related parties with the Bank must be approved by more than two-thirds of the non-related directors, and if the number of non-related directors attending Board meetings is less than three, it shall be submitted to the Shareholders' general meetings for consideration.</del></p> <p>Save as otherwise specified in the Articles of Association of the Bank and these Rules of Procedure, the matters other than those in Paragraph 1 of this article shall be approved by more than half of the directors upon consideration.</p>

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<p>Article 77 The minutes of the Board meeting shall be prepared. The minutes of a Board meeting shall specify:</p> <p>(I) the notice, date, venue and name of the convener of the meeting;</p> <p>(II) the names of the attending directors and the directors (as proxies) attending the Board meeting on behalf of others;</p> <p>(III) the agenda of the meeting;</p> <p>(IV) proponents of various proposals;</p> <p>(V) highlights of the speeches of directors; and</p> <p>(VI) the voting method and result for each resolution (the voting result shall set out the numbers of pros, cons and abstentions).</p>	<p><del>Article 75 The minutes of the Board meeting shall be prepared.</del> <b><u>Board shall keep minutes to record the decisions on matters discussed at the on-site meetings.</u></b> The minutes of a Board meeting shall specify:</p> <p>(I) the notice, date, venue and name of the convener of the meeting;</p> <p>(II) the names of the attending directors and the directors (as proxies) attending the Board meeting on behalf of others;</p> <p>(III) the agenda of the meeting;</p> <p>(IV) proponents of various proposals;</p> <p>(V) highlights of the speeches of directors; and</p> <p>(VI) the voting method and result for each resolution (the voting result shall set out the numbers of pros, cons and abstentions).</p>
<p>Article 78 The minutes of the Board meeting shall be prepared in Chinese by the secretary to the Board, and the directors present at the meeting shall have the right to request explanatory records of their statements made at the meeting. The minutes of the Board meeting shall be circulated to the directors and shall be signed and confirmed jointly by the directors attending the meeting in person or by proxy and the person who made the minutes, and shall be kept by the secretary to the Board as the Bank's documents for at least ten years.</p>	<p><b><u>Article 76</u></b> The minutes of the Board meeting shall be prepared in Chinese by the secretary to the Board, and the directors present at the meeting shall have the right to request explanatory records of their statements made at the meeting. The minutes of the Board meeting shall be circulated to the directors and shall be signed and confirmed jointly by the directors attending the meeting in person or by proxy and the person who made the minutes, <del>and shall be kept by the secretary to the Board as the Bank's documents for at least ten years.</del> <b><u>Any director who has different views on the minutes may append explanation when signing the minutes. The minutes shall be kept perpetually.</u></b></p>

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Article 79 If the Board meeting is convened in the form of teleconference and video conference or with the help of communications equipment enabling all attending directors to hear clearly and communicate with each other in real time, the whole process of the meeting must be audio or video recorded. Such audio and video records form part of the minutes, and shall be kept by the secretary to the Board for at least ten years.	<del>Article 77 If the Board meeting is convened in the form of teleconference and video conference or with the help of communications equipment enabling all attending directors to hear clearly and communicate with each other in real time, the whole process of the meeting must be audio or video recorded.</del> <b>The Bank shall record the on-site meetings of the Board by means of audio and video recording.</b> Such audio and video records form part of the minutes, and shall be kept by the secretary to the Board for at least ten years.
Article 85 Unless otherwise specified herein, references to “above” shall include the actual given figures, while references to “short of” and “beyond” shall exclude such actual given figures.	<b>Article 83</b> Unless otherwise specified herein, references to “above” <b>and “under”</b> shall include the actual given figures, while references to “short of” and, “beyond”, <b>“less than”, “more than” and “over”</b> shall exclude such actual given figures.
Article 87 These Rules of Procedure are formulated and amended by the Board, and effective from the date on which the H Shares of the Bank were listed for trading in The Stock Exchange of Hong Kong Limited upon approval at the Shareholders’ General Meeting of the Bank. From the effective date of these rules of procedure, the original Rules of Procedure for the Board of the Bank shall automatically be invalidated.	<del>Article 85 These</del> <b>The formulation of and amendments to these</b> Rules of Procedure <del>are formulated and amended</del> <b>shall be submitted to the Shareholders’ General Meeting of the Bank for approval upon being approved</b> by the Board, and effective from the date on which the H Shares of the Bank were listed for trading in The Stock Exchange of Hong Kong Limited upon approval at the Shareholders’ General Meeting of the Bank. From the effective date of these rules of procedure, the original Rules of Procedure for the Board of the Bank shall automatically be invalidated.
Article 88 The Board of Directors shall be responsible for the interpretation of these Rules of Procedure.	<b>Article 86</b> The Board of Directors <b>of the Bank</b> shall be responsible for the interpretation of the these Rules of Procedure.

All references to “the China Banking and Insurance Regulatory Commission” in these Rules of Procedure are adjusted to “the banking regulatory authorities of the State Council”.

All references to “股東大會” in these Rules of Procedure are adjusted to “股東會” or “股東會會議” (all of them mean “Shareholders’ general meeting”), as the case may be.

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All references to “高級管理層成員” in these Rules of Procedure are adjusted to “高級管理人員”.

According to relevant laws and regulation and corporate governance requirements, the Board of Supervisors shall no longer be established, and the Audit and Consumer Rights Protection Committee shall take over relevant duties and functions of the Board of Supervisors. Contents regarding Supervisors and the Board of Supervisors have been deleted in corresponding Rules of Procedure.

Adjustments will be made to the numbering of relevant chapters and Articles as well as to cross-references affected by this amendments.



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## WRITTEN REPORT OF MATTERS TO BE LISTENED TO

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### 2024 ASSESSMENT REPORT ON QUALIFICATION OF MAJOR SHAREHOLDERS AND RELATED MATTERS OF CHINA BOHAI BANK CO., LTD.

In accordance with the Code of Corporate Governance of Banking and Insurance Institutions, the Provisional Rules on Major Shareholders' Conduct of Banking and Insurance Institutions, the Interim Measures for the Equity Management of Commercial Banks, the Measures on Administrative Licensing Items on Chinese-funded Commercial Banks, the Notice by the General Office of the China Banking and Insurance Regulatory Commission (the "CBIRC") of Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions and other regulatory regulations as well as the Articles of Association of CHINA BOHAI BANK CO., LTD., the Bank conducted the 2023 assessment towards the qualification of major Shareholders and related matters, and the report is hereby given as follows:

#### I. Scope of Assessment

As of December 31, 2024, the total share capital of the Bank was 17.762 billion shares, and there were two major Shareholders holding more than 15% shares in the Bank:

No.	Name of Shareholder	Number of Shares		Shareholding	Nature
		held (Share)			
1	TEDA Investment Holding Co., Ltd. (Domestic Shares)	3,612,500,000	20.34%	Major Shareholder	
2	Standard Chartered Bank (Hong Kong) Limited (H Shares)	2,888,555,000	16.26%	Major Shareholder	

#### II. Overview of Assessment

The Bank has assessed the relevant qualification of major Shareholders by, among others, reviewing files, inquiring into public information, conducting questionnaire surveys to Shareholders, and analyzing financial statements of shareholder entities. The details are as follows:

##### (I) Qualification of major Shareholders

##### 1. *Qualification and financial position of major Shareholders*

After reviewing and analyzing the financial statements and credit rating reports, it was found that the two major Shareholders of the Bank, i.e. TEDA Investment Holding Co., Ltd., and Standard Chartered Bank (Hong Kong) Limited, maintained sound operating conditions and financial position in 2024. As at the end of 2024, the capital adequacy ratio of Standard Chartered Bank (Hong Kong) Limited was 21.64%, which was basically the same as the local banking industry's average capital adequacy ratio of 21.8%, and not less than 10.5%. Save as the above, and no non-compliance with the qualification requirements for shareholders in the Measures on Administrative Licensing Items on Chinese-funded Commercial Banks has been identified.

**(II) Shareholding of major Shareholders****1. *Sources of investment funds***

All major Shareholders of the Bank undertook that their funds for their initial investment and previous capital increases were all self-owned funds with legitimate sources, and there was no investment with non-self-owned funds such as entrusted funds and debt funds. All major Shareholders contributed capital in cash to the Bank. The investment funds from major Shareholders were all verified by external accounting firms with capital verification reports issued therefor, and there was no false and discrepant capital contribution, withdrawal of capital or withdrawal of capital in disguised form. Currently, none of the Bank's shares are held through financial products.

**2. *Entrusted shareholding or acceptance of entrusted shareholding by others***

The major Shareholders of the Bank did not entrust or accept others to entrust shareholding.

**3. *Transfer of equity within five years upon acquisition***

As of the end of 2024, all major Shareholders of the Bank have invested in the Bank for more than five years, and there has been no transfer of equity within five years upon acquisition.

**4. *Participation in and control of shareholding in commercial banks***

In 2024, no non-compliance with the regulatory requirements on the number of commercial banks invested by major Shareholders of the Bank and their related parties and persons acting in concert has been identified.

**5. *Equity pledges***

As of the end of 2024, TEDA Investment Holding Co., Ltd., a major Shareholder of the Bank, has pledged 696,900,000 Shares of the Bank due to its own operating needs. The number of its pledged Shares represented 19.29% of its total Shares held in the Bank and did not reach 50%, such that it is not subject to any restriction on its voting rights at the Shareholders' general meeting and the voting rights of the Directors nominated by it at the meeting of the Board of Directors. The aforesaid equity pledges have fulfilled the filing procedures of the Board of Directors of the Bank in accordance with laws and regulations. The register of domestic Shareholders of the Bank filed with and managed by China Securities Depository and Clearing Corporation Limited has recorded the equity pledges of TEDA Investment Holding Co., Ltd. in accordance with laws and regulations. The Bank and its Shareholders have timely disclosed and submitted information in accordance with relevant regulatory requirements.

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## WRITTEN REPORT OF MATTERS TO BE LISTENED TO

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Save as the above, as of the end of 2024, the Bank has not had any other equity pledge of major Shareholders.

### **6. *Frozen Shares***

As of the end of 2024, there were no frozen shares held by major Shareholders of the Bank.

### **7. *Circumstances prohibited by regulatory requirements***

In this assessment, none of the major Shareholders of the Bank and their controlling shareholders or de facto controllers has been identified to fall under the following circumstances prohibited under the Provisional Rules on Major Shareholders' Conduct of Banking and Insurance Institutions: (I) being listed as a subject to any joint punishment for dishonesty by relevant authorities; (II) committing any act of seriously evading or cancelling bank debts; (III) providing false materials or making false statements; (IV) assuming major liability for the business failure of any commercial bank or significant violation of laws and regulations; (V) rejecting or obstructing any financial regulatory authorities or its dispatched offices from conducting their regulatory work according to law; (VI) having been investigated and punished by any financial regulatory authorities or any other relevant government agencies for violation of laws and regulations, thus having caused adverse impact; (VII) any other circumstances that may adversely affect the operation and management of the commercial bank.

### **(III) Related party transactions of major Shareholders in 2024**

The related party transactions of the Bank were mainly credit transactions with members of its Shareholder group. As of the end of 2024, based on the standards of the National Financial Regulatory Administration, net credit amount granted to TEDA Investment Holding Co., Ltd. and its related parties was RMB13.981 billion, and that granted to Standard Chartered Bank (Hong Kong) Limited and its related parties was RMB0. The aforesaid credit business has been under normal repayment with no defaults or overdue repayments. In 2024, all related party transactions between the Bank and related parties were conducted in accordance with laws and regulations as well as relevant provisions of domestic and overseas regulatory authorities and the Bank's rules for related party transactions. These transactions were conducted in adherence to the general business principles, and based on conditions which were not superior to those granted to an independent third party, and their terms were fair and reasonable and in the interests of the Company and its Shareholders as a whole.

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## WRITTEN REPORT OF MATTERS TO BE LISTENED TO

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### (IV) Performance of responsibilities, obligations and commitments by major Shareholders

#### *1. Exercising Shareholders' rights and performing Shareholders' responsibilities and obligations according to laws and regulations*

The Shareholders of the Bank exercise their rights as investors and perform their obligations as Shareholders in accordance with relevant laws, regulations and the Bank's Articles of Association, and make decisions on major issues of the Bank mainly by attending the Shareholders' general meeting, voting on matters proposed at the Shareholders' general meeting and appointing Directors to vote at the Board meetings. The Bank has formulated the Rules of Procedure of Shareholders' General Meeting, and the Shareholders' general meeting operates in accordance with the Bank's Articles of Association and the Rules of Procedure of Shareholders' General Meeting.

All major Shareholders of the Bank abide by the laws and regulations, regulatory requirements and the Bank's Articles of Association, exercise their rights and perform their obligations as Shareholders in accordance with the laws. The Bank has not found any abuse of Shareholders' rights which harms the interests of the Bank and other Shareholders, or abuse of the independent status of the Bank as a legal person and Shareholders' limited liability which harms the interests of the Bank's creditors. The Bank has not found any abuse of Shareholders' rights or use of their influence to interfere with the decision-making power and management power enjoyed by the Board of Directors and senior management according to the Articles of Association, directly intervene or use influence to intervene beyond the Board of Directors and senior management in the Bank's operation and management or for benefits transfer, or otherwise damage the legitimate rights and interests of depositors, the Bank and other Shareholders.

#### *2. Performance of commitments to the Bank*

In 2021, according to the work requirements of the Notice by the General Office of the CBIRC of Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions (Yin Bao Jian Ban Fa [2021] No. 100), the Bank timely conveyed the spirit and related requirements of the Notice to major Shareholders, and compiled a letter of commitment applicable to the Bank in accordance with the Letter of Commitment Templates for Major Shareholders of Commercial Banks. The two major Shareholders have signed the letter of commitment in writing, which is reported to regulatory authorities.

In this assessment, the major Shareholders of the Bank, according to regulatory provisions, have confirmed in writing to the Bank that they are able to replenish the capital of the Bank, if necessary.

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## WRITTEN REPORT OF MATTERS TO BE LISTENED TO

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All major Shareholders of the Bank continued to perform the commitments made in the above major Shareholders' commitment letter, such as declarations, compliances and due diligence.

**(V) Implementation of the Articles of Association of the Bank and compliance with laws, regulations and regulatory requirements**

***1. Nomination of Directors and Supervisors***

The Shareholders of the Bank nominate candidates for Directors and Supervisors in strict accordance with the procedures and shareholder rights stipulated in laws and regulations and the Articles of Association of the Bank.

As of the end of 2024, all major Shareholders of the Bank have nominated Directors for the sixth session of the Board to the Bank, including three Directors nominated by TEDA Investment Holding Co., Ltd., and a Director nominated by Standard Chartered Bank (Hong Kong) Limited. The Director nominated by the major Shareholders were elected at the 2025 first extraordinary general meeting of the Bank. There is no Supervisor nominated by Shareholders.

***2. Reporting relevant information to the Bank***

All major Shareholders of the Bank can timely, accurately and completely report their own situation and relevant information of their controlling shareholders, de facto controllers, related parties, concerted parties and ultimate beneficiaries to the Bank in accordance with regulatory requirements. No cases have been found in which Shareholders evade regulatory review by hiding de facto controllers, concealing related relationships, holding shares on behalf of Shareholders, entrusting voting rights, and agreeing on concerted actions to control and dominate the Bank.

The Bank continued to diversify its data collection methods, effectively used public information, third-party data and other channels to timely obtain and verify information of its Shareholders and identify equity penetration, strengthened the review and verification of the data and information provided by its Shareholders, and reported relevant data through the Equity Supervision Information System in accordance with regulatory requirements.

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# NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

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**CHINA BOHAI BANK CO., LTD.**

**渤海银行股份有限公司**

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

**(Stock Code: 9668)**

## NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 second extraordinary general meeting of CHINA BOHAI BANK CO., LTD. (the “**Bank**”) (the “**2025 Second EGM**”) will be held at Meeting Room 6702, China Bohai Bank Tower, 218 Haihe East Road, Hedong District, Tianjin, China at 2:00 p.m. on Monday, August 18, 2025 for the purpose of considering, and if thought fit, passing the following resolutions:

### **SPECIAL RESOLUTION**

1. Amendments to the Articles of Association

### **ORDINARY RESOLUTIONS**

2. Amendments to the Rules of Procedure for Shareholders’ General Meetings
3. Amendments to the Rules of Procedure for the Board of Directors

### **SPECIAL RESOLUTION**

4. Dissolution of the Board of Supervisors

The detailed resolution mentioned above is set out in the Bank’s circular dated August 1, 2025 in respect of convening the 2025 Second EGM.

The 2024 Assessment Report on Qualification of Major Shareholders and Related Matters of CHINA BOHAI BANK CO., LTD. (written report) will also be listened to at the 2025 Second EGM.

By order of the Board  
**CHINA BOHAI BANK CO., LTD.**  
**WANG Jinhong**  
*Chairman*

August 1, 2025

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## NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

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*Notes:*

- 1 According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the voting of resolutions contained in the Notice of the 2025 Second EGM will be taken by poll.
- 2 In order to determine the Shareholders who are entitled to attend the 2025 Second EGM, the register of members of the Bank will be closed from Wednesday, August 13, 2025 to Monday, August 18, 2025 (both days inclusive). The record date for determining the Shareholders' eligibility to attend and vote at the 2025 Second EGM is Monday, August 18, 2025. In order to attend and vote at the 2025 Second EGM, holders of H shares of the Bank whose transfer documents have not been registered shall deposit all transfer documents accompanied by the relevant share certificate(s) at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, No. 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, August 12, 2025.
- 3 Shareholders who are entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a shareholder of the Bank.
- 4 A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.
- 5 If you intend to appoint a proxy to attend the 2025 Second EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H shares, the proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this form of proxy is signed by a person on behalf of the appointor) should be returned to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. For holders of domestic shares, the above document(s) should be returned to the office of the board of directors of the Bank at 218 Haihe East Road, Hedong District, Tianjin, China, Postal Code: 300012; and in any event, not later than 24 hours before the time appointed for holding the 2025 Second EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 Second EGM or any adjournment thereof should you so wish and, in such event, the proxy form shall be deemed to have been revoked.
- 6 The meeting is expected to last for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses. Shareholders or their proxies shall produce their identity documents when attending the meeting.