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JIANGXI BANK CO., LTD.*

江西銀行股份有限公司*

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

(Stock Code: 1916)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND PROPOSED APPOINTMENT OF SUPERVISOR

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to improve the accuracy and completeness of the Articles of Association of Jiangxi Bank Co., Ltd. (the “**Bank**”), the Board of Directors of the Bank proposed to amend the Articles of Association (the “**Articles**”) of the Bank pursuant to the Notice of the CBIRC Jiangxi Office on Carrying out the Amendment and Improvement of the Articles of Association of Legal Person Banking Institutions Within Its Jurisdiction, in accordance with the requirements of the latest laws, regulations and regulatory policies, and based on the actual requirements of the Bank. For details, please refer to the comparison table of the amendments to the Articles of Association set out in Appendix I to this announcement.

The Bank will submit the aforesaid resolution to the annual general meeting and the shareholders’ class meetings for shareholders’ consideration. The proposed amendments to the Articles of Association are subject to passing of a special resolution at the annual general meeting and the shareholders’ class meetings and the approval of relevant PRC banking regulatory authority.

PROPOSED APPOINTMENT OF SUPERVISOR

Pursuant to the provisions of laws, regulations and the Articles of Association, Mr. Liu Wei was nominated as a candidate of shareholder representative supervisor of the Bank at the meeting of second session of the Board of Supervisors held on March 27, 2020.

The proposed appointment of Mr. Liu Wei as a shareholder representative supervisor of the Bank’s second session of the Board of Supervisors will be submitted to the annual general meeting for shareholders’ approval. According to the Articles of Association, the term of office of the Board of Supervisors is three years. The term of office of Mr. Liu Wei will start upon approval of shareholders till the expiry of term of the second session of the Board of Supervisors.

Details of Mr. Liu Wei's biography are set out below:

Mr. Liu Wei (劉巍), born in October 1971, has been the special assistant to the chairman and an executive director of AMTD Group since 2016. From 2013 to 2016, he served as the director of Greater China, World Economic Forum; from 2007 to 2012, he served as the director of strategy and market development of Corning Inc. in the United States; from 1997 to 2005, he served as the chief representative of Arcelor in France; from 1994 to 1997, he served as the director of Marubeni Corporation in Japan. Mr. Liu Wei received his master's degree in Business Administration from Tuck School of Business, Dartmouth College in June 2007.

As at the date of this announcement, save as disclosed above, Mr. Liu Wei has confirmed that: (i) he has no relationship with any director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank or its subsidiaries; (ii) he holds no other position in the Bank or any of its subsidiaries, nor has he served as a director or supervisor in any other public companies listed in Hong Kong or overseas in the past three years; (iii) he does not, nor is deemed to, have any interest in any shares, underlying shares or bonds of the Bank or any of its associated corporations (within the meaning of Part XV of the SFO); and (iv) there are no other matters in relation to his appointment required to be brought to the attention of the shareholders of the Bank or the Hong Kong Stock Exchange, and no other matters fall to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Mr. Liu Wei will not receive any remuneration in respect of his position as a supervisor of the Bank.

A circular containing, among others, the details of the above resolutions and the notices of the annual general meeting and the shareholders' class meetings will be dispatched to the shareholders in due course.

By Order of the Board
Jiangxi Bank Co., Ltd.
CHEN Xiaoming
Chairman

Nanchang, the PRC, March 27, 2020

As of the date of this announcement, the board of directors of the Bank comprises Mr. CHEN Xiaoming, Mr. LUO Yan and Mr. XU Jihong as executive directors; Mr. QUE Yong, Mr. LI Zhanrong, Mr. LIU Sanglin and Mr. DENG Jianxin as non-executive directors; and Ms. ZHANG Rui, Ms. ZHANG Wangxia, Mr. WONG Hin Wing and Ms. WANG Yun as independent non-executive directors.

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

APPENDIX I:

Comparison Table of the Amendments to the Articles of Association of Jiangxi Bank Co., Ltd.

No.	Original Clause	Amended Clause
1.	<p>Article 29 The Bank may repurchase its issued Shares in any of the following circumstances:</p> <p>(I) reducing the registered capital of the Bank;</p> <p>(II) merging with other companies holding Shares in the Bank;</p> <p>(III) <u>granting Shares to employees of the Bank as a reward;</u></p> <p>(IV) any requests for the Bank to repurchase Shares from the Shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p>(V) any such other circumstance as required by the laws and regulations.</p> <p>The Bank may not trade its own Shares except in the circumstances stated in the preceding article.</p>	<p>Article 29 The Bank may repurchase its issued Shares in any of the following circumstances:</p> <p>(I) reducing the registered capital of the Bank;</p> <p>(II) merging with other companies holding Shares in the Bank;</p> <p>(III) <u>for use in employee stock ownership plan or as equity incentive;</u></p> <p>(IV) any requests for the Bank to repurchase Shares from the Shareholders who voted against the resolutions adopted at a general meeting to merge or divide the Bank;</p> <p>(V) <u>using such shares for conversion of the convertible corporate bonds issued by the Bank;</u></p> <p>(VI) <u>as the Bank considers necessary to safeguard the Company's value and shareholders' rights and interests;</u></p> <p>(VII) any such other circumstance as required by the laws and regulations.</p> <p>The Bank may not trade its own Shares except in the circumstances stated in the preceding article.</p>

No.	Original Clause	Amended Clause
2.	<p>Article 30 Purchase of the shares of the Bank for the reasons provided in the above-said items (I) <u>to (III)</u> shall be permitted by resolution at the shareholders' general meeting. Shares repurchased by the Bank in accordance with the provision in the above-said item (I) shall be cancelled within 10 days from the date of repurchase, and shares repurchased by the Bank in accordance with the provision in the above-said items (II) and (IV) shall be transferred or cancelled within 6 months.</p> <p>The number of shares in the Bank to be purchased under the circumstance set out in the above-said item (III) shall not exceed 5% of the total number of shares in issue of the Bank. The purchase of such shares shall be funded by after-tax profits of the Bank and the shares so purchased shall be transferred to the employees within 1 year.</p>	<p>Article 30 Purchase of the shares of the Bank for the reasons provided in the above-said items (I) <u>and (II)</u> shall be permitted by resolution at the shareholders' general meeting. <u>The Bank's repurchase of its shares due to the circumstances specified in items (III), (V) and (VI) in the first paragraph of the preceding article is, pursuant to the provisions of the Articles or the authorization of a general meeting, subject to the resolution of a Board meeting attended by more than two-thirds of the Directors.</u></p> <p>Shares repurchased by the Bank in accordance with the provision in item (I) <u>in the first paragraph of the preceding article</u> shall be cancelled within 10 days from the date of repurchase, and shares repurchased by the Bank in accordance with the provision in the above-said items (II) and (IV) shall be transferred or cancelled within 6 months. <u>Where shares are repurchased by the Bank in accordance with items (III), (V) and (VI), the total number of shares held by the Bank shall not exceed 10% of its total shares in issue, and the shares so repurchased shall be transferred or cancelled within 3 years.</u></p> <p><u>Where the Bank repurchases its shares, it shall perform the obligation to disclose information in accordance with the requirements of the Securities Law of the People's Republic of China and the securities regulatory authority in the place where its shares are listed. Where the Bank repurchases its shares due to the circumstances specified in items (III), (V) and (VI) in the first paragraph of the preceding article, it shall do so through public and centralized transactions.</u></p> <p><u>Where laws, regulations and the securities regulatory authority in the place where the Bank's shares are listed have other provisions on the relevant matters involved in the aforesaid share repurchase, such provisions shall prevail.</u></p>

No.	Original Clause	Amended Clause
3.	<p>Article 70 Shareholders of the Bank shall have the following obligations:</p> <p>(I) To abide by the laws and regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed for by them and the method of capital contribution;</p> <p>(III) Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(IV) To comply with the resolutions of the shareholders' general meeting;</p> <p>(V) To support the reasonable capital plans formulated by the Board of Directors, and in the case that the capital adequacy ratio is lower than the legal requirements, shall support the measures of increasing the capital adequacy ratio which shall be proposed by the Board of Directors, including the development of reasonable capital supplement plans, the increase in core capital and so on; Substantial shareholders shall replenish the Bank with capital when necessary and make long-term commitments of the capital supplement to the Bank in writing and those commitments shall become a part of the capital planning of the Bank; Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p>	<p>Article 70 Shareholders of the Bank shall have the following obligations:</p> <p>(I) To abide by the laws and regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed for by them and the method of capital contribution;</p> <p>(III) Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(IV) To comply with the resolutions of the shareholders' general meeting;</p> <p>(V) To support the reasonable capital plans formulated by the Board of Directors, and in the case that the capital adequacy ratio is lower than the legal requirements, shall support the measures of increasing the capital adequacy ratio which shall be proposed by the Board of Directors, including the development of reasonable capital supplement plans, the increase in core capital and so on; Substantial shareholders shall replenish the Bank with capital when necessary and make long-term commitments of the capital supplement to the Bank in writing and those commitments shall become a part of the capital planning of the Bank; Substantial shareholders shall not hinder the replenishment of capital by other shareholders or the entry of new qualified shareholders;</p>

No.	Original Clause	Amended Clause
	<p>(VI) To fulfill their obligations of integrity to the Bank in accordance with the laws and ensure that the shareholders' qualification information submitted by them is true, complete and effective. Substantial shareholders shall disclose the information of related parties truthfully, accurately and completely to the Board of Directors, and undertake to report any change of association relationship to the Board of Directors in a timely manner whenever it occurs;</p> <p>(VII) Shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval and filing with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that the pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing;</p>	<p>(VI) To fulfill their obligations of integrity to the Bank in accordance with the laws and ensure that the shareholders' qualification information submitted by them is true, complete and effective. Substantial shareholders shall disclose the information of related parties truthfully, accurately and completely to the Board of Directors, and undertake to report any change of association relationship to the Board of Directors in a timely manner whenever it occurs;</p> <p>(VII) Shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval and filing with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that the pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing;</p>

No.	Original Clause	Amended Clause
	<p>(VIII) After the completion of the registration of equity pledge, the Shareholders shall provide the Bank with the information on equity pledge in a timely manner as required by the Bank for risk management and information disclosure;</p> <p>(IX) If the possibility that we will encounter liquidity squeeze arises, all shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid;</p> <p>(X) Except for the obligations as required by the laws and administrative regulations, when exercising voting rights, the shareholders shall not make resolutions that harm the legitimate interests of other shareholders;</p> <p>(XI) Not to abuse their rights in harming the interests of the Bank or other shareholders; not to abuse the Bank's status as an independent legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the laws. If a shareholder abuses the Bank's status as an independent legal entity and the limited liability of shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p>	<p>(VIII) After the completion of the registration of equity pledge, the Shareholders shall provide the Bank with the information on equity pledge in a timely manner as required by the Bank for risk management and information disclosure;</p> <p>(IX) If the possibility that we will encounter liquidity squeeze arises, all shareholders that have taken out loans from the Bank shall repay the loans that are due immediately and undue loans shall be prepaid;</p> <p>(X) Except for the obligations as required by the laws and administrative regulations, when exercising voting rights, the shareholders shall not make resolutions that harm the legitimate interests of other shareholders;</p> <p>(XI) Not to abuse their rights in harming the interests of the Bank or other shareholders; not to abuse the Bank's status as an independent legal entity and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her/its rights and causes loss to the Bank or other shareholders, he/she/it will be held liable for compensation in accordance with the laws. If a shareholder abuses the Bank's status as an independent legal entity and the limited liability of shareholders and evades the repayment of debts, resulting in material damage to the interests of the Bank's creditors, that shareholder will be jointly and severally liable for the debts of the Bank;</p>

No.	Original Clause	Amended Clause
	<p>(XII) The controlling shareholders and de facto controllers of the Bank owe a fiduciary duty to the Bank and its other shareholders, and they shall not exploit their related relationship to harm the legitimate interests of the Bank and other shareholders;</p> <p>(XIII) The substantial shareholders of the Bank shall not transfer their shares within five years from the closing date; the transfer of shares on maturity and the qualifications for shareholders as transferees shall obtain the approval of banking regulatory authorities;</p> <p>(XIV) The substantial shareholders of the Bank shall not impose inappropriate pressure to the Bank for meeting targets or intervene in the Bank's daily business operation. The substantial shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interests, intervene in the decision-making rights and management rights of the Board of Directors and senior management under the Articles of the Bank, bypass the Board of Directors and senior management to directly intervene in the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p>	<p>(XII) The controlling shareholders and de facto controllers of the Bank owe a fiduciary duty to the Bank and its other shareholders, and they shall not exploit their related relationship to harm the legitimate interests of the Bank and other shareholders;</p> <p>(XIII) The substantial shareholders of the Bank shall not transfer their shares within five years from the closing date; the transfer of shares on maturity and the qualifications for shareholders as transferees shall obtain the approval of banking regulatory authorities;</p> <p>(XIV) The substantial shareholders of the Bank shall not impose inappropriate pressure to the Bank for meeting targets or intervene in the Bank's daily business operation. The substantial shareholders shall exercise their rights as capital contributors strictly in compliance with the laws, regulations and the Articles. They shall not seek inappropriate interests, intervene in the decision-making rights and management rights of the Board of Directors and senior management under the Articles of the Bank, bypass the Board of Directors and senior management to directly intervene in the operations and management of the Bank, and damage the interests of the Bank and the legitimate rights and interests of other stakeholders;</p>

No.	Original Clause	Amended Clause
	<p>(XV) The application for change of shareholder holding over 5% of total capital or share capital shall get prior confirmation of the Board of Directors of the Bank, and then be reported to the banking regulatory authorities for approval. If the shareholders hold 5% or more of the total number of issued shares of the Bank (hereinafter referred to as “Excess Shares”) without prior approval from the banking regulatory authorities, the shareholders shall, before getting the approval from the banking regulatory authorities, be subject to necessary restrictions when exercising the rights conferred by excess shares under the Articles, including but not limited to:</p> <p>1. excess shares shall not carry the right to vote at the shareholders’ general meeting of our Bank (including voting by class shareholders);</p> <p>2. excess shares shall not carry the right to nominate candidates for directors and supervisors as provided in the Articles.</p> <p>Should shareholders holding excess shares obtain the approval from the banking regulatory authorities, such shareholders shall hold excess shares according to the approval of the banking regulatory authorities. Should shareholders holding excess shares fail to obtain the approval from the banking regulatory authorities, such shareholders shall complete the transfer of such excess shares within the period required by the banking regulatory authorities.</p>	<p>(XV) The application for change of shareholder holding over 5% of total capital or share capital shall get prior confirmation of the Board of Directors of the Bank, and then be reported to the banking regulatory authorities for approval. <u>In case the investor intends to hold or accumulate more than 5% of the total capital or shares of the Bank for the first time individually or jointly with the related parties thereof and persons acting in concert, such matter shall be reported to the banking regulatory authority for approval after deliberation by the Board of Directors of the Bank. In case the investor holds more than 1% but less than 5% of the total capital or shares of the Bank individually or jointly with the related parties thereof and persons acting in concert, they shall report to the banking regulatory authority within 10 working days after acquiring such equity.</u></p>

No.	Original Clause	Amended Clause
	<p>(XVI) The substantial shareholders of the Bank shall notify equity management department of the Bank and submit it to the Board of Directors for filing within five working days after any of the following events occurs:</p> <ol style="list-style-type: none"> 1. material matters such as transfer of shares of the Bank, change of de facto controller, name, legal representative, business scope, registered capital, domicile or contact information; 2. merger, split, or imposition of regulatory measures such as suspension of business for rectification, appointment of trustee, takeover or revocation, or entering into dissolution, bankruptcy or liquidation procedures; 3. subject to administrative penalties or criminal liabilities due to material breach of laws and regulations; 4. other circumstances that may result in transfer of the shares of the Bank they held, or that may affect the operations of the Bank. <p>If Shareholders fail to fulfill their obligations to notify such events and lead to consequences, they shall bear liabilities accordingly.</p>	<p>(XVI) The substantial shareholders of the Bank shall notify equity management department of the Bank and submit it to the Board of Directors for filing within five working days after any of the following events occurs:</p> <ol style="list-style-type: none"> 1. material matters such as transfer of shares of the Bank, change of de facto controller, name, legal representative, business scope, registered capital, domicile or contact information; 2. merger, split, or imposition of regulatory measures such as suspension of business for rectification, appointment of trustee, takeover or revocation, or entering into dissolution, bankruptcy or liquidation procedures; 3. subject to administrative penalties or criminal liabilities due to material breach of laws and regulations; 4. other circumstances that may result in transfer of the shares of the Bank they held, or that may affect the operations of the Bank. <p>If Shareholders fail to fulfill their obligations to notify such events and lead to consequences, they shall bear liabilities accordingly.</p>

No.	Original Clause	Amended Clause
	<p>(XVII) Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p>(XVIII) For a shareholder that makes any false statement, abuses shareholders' rights or otherwise harms the interests of the Bank, the banking regulatory authorities or its local offices may restrict or prohibit related party transactions between the Bank and the shareholder, restrict his/her limit of equity held in the Bank and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p>(XIX) Other obligations as required by the laws, regulations and the Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>	<p>(XVII) Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p>(XVIII) For a shareholder that makes any false statement, abuses shareholders' rights or otherwise harms the interests of the Bank, the banking regulatory authorities or its local offices may restrict or prohibit related party transactions between the Bank and the shareholder, restrict his/her limit of equity held in the Bank and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p> <p>(XIX) Other obligations as required by the laws, regulations and the Articles.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the shares at the time of subscription.</p>

No.	Original Clause	Amended Clause
4.	<p>Article 95 When the Bank is to convene a shareholders' general meeting, <u>the convener shall issue a written notice, forty-five (45) days prior to the date of the meeting</u>, to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting. Shareholders who wish to attend the shareholders' general meeting shall provide a written reply of attendance to the Bank twenty (20) days before the meeting is convened.</p>	<p>Article 95 When the Bank is to convene a shareholders' general meeting, a written notice <u>at least 20 full business days in advance for an annual general meeting or a written notice at least 10 full business days or 15 days (whichever is the earlier) for an extraordinary general meeting shall be dispatched</u> to all the Shareholders whose names appear on the register of Shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting.</p>
5.	<p>Article 96 The Bank shall calculate the proportion of voting shares held by Shareholders who wish to attend the meeting based on the written replies received twenty (20) days before the shareholders' general meeting that is convened by the Bank. Where the proportion of voting shares held by Shareholders who wish to attend the meeting reaches more than a half of the total number of voting shares of the Bank, the Bank will convene the shareholders' general meeting. If this threshold is not met, the Bank shall inform the Shareholders within five (5) days via an announcement stipulating the matters to be considered and the date and venue of the meeting. Once this announcement is made, the Bank may then proceed to convene the shareholders' general meeting.</p>	–

No.	Original Clause	Amended Clause
6.	<p>Article 99 The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers and websites specified by the laws and regulations or relevant domestic regulatory authorities <u>between 45 days to 50 days</u> prior to the meeting. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed, the Articles and the regulations of the relevant regulatory authorities, the Bank may also send the notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange.</p>	<p>Article 98 The notice of the general meeting shall be served on shareholders (whether or not such shareholder is entitled to vote at the general meeting) by personal delivery or by pre-paid mail. The address of the recipient shall be the registered address as shown in the register of members. For holders of domestic shares, the notice of the shareholders' general meeting may be published by way of an announcement.</p> <p>The announcement mentioned in the preceding paragraph shall be published in newspapers and websites specified by the laws and regulations or relevant domestic regulatory authorities <u>at least 20 full business days</u> prior to <u>an annual general meeting or at least 10 full business days or 15 days (whichever is the earlier)</u> prior to <u>an extraordinary general meeting</u>. Once the announcement has been made, all the holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>Subject to the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed, the Articles and the regulations of the relevant regulatory authorities, the Bank may also send the notice of the shareholders' general meeting to the holders of H shares through the websites of the Bank and the Hong Kong Stock Exchange.</p>

No.	Original Clause	Amended Clause
7.	<p>Article 148 When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice, <u>forty-five (45) days prior to the date of the meeting</u>, to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting. Shareholders who intend to attend the meeting shall deliver a written response to the Bank twenty (20) days before the meeting is convened.</p> <p>The Bank may convene a meeting for a certain class of shareholders if the number of shareholders intending to attend the meeting represent above half of the total number of shares with voting rights in that class. If this requirement is not met, the Bank shall, within five (5) days, issue another announcement informing the shareholders of the matters to be considered at the meeting and the date and venue of the meeting. Once this announcement is made, the Bank may convene the meeting for that class of shareholders.</p>	<p>Article 147 When convening a meeting for a certain class of shareholders, the Bank shall issue a written notice, <u>with reference to the requirement on the notice period for convening a general meeting set out in the Articles</u>, to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the date and venue of the meeting.</p>
8.	<p>Article 190 The chairman shall not be the legal representative or main person in charge of the controlling shareholder. When the chairman leaves office, the <u>Board of Supervisors</u> shall engage an external auditor recognized by the banking regulatory authority to conduct off-office auditing.</p>	<p>Article 189 The chairman shall not be the legal representative or main person in charge of the controlling shareholder. When the chairman leaves office, the <u>competent authorities</u> shall engage an external auditor recognized by the banking regulatory authority to conduct off-office auditing.</p>

No.	Original Clause	Amended Clause
9.	<p>Article 213 The Board of Directors of the Bank shall set up Strategic Committee, Risk Management Committee, Remuneration and Nomination Committee, Related Party Transactions Control Committee, Audit Committee, Information Technology Management Committee and Consumer Protection Committee, <u>and may also establish other special committees if necessary.</u> All special committees shall comprise directors and each committee shall have at least three (3) members; the charger of each special committee shall not be concurrent in principle.</p> <p>The majority of the members of the Related Party Transactions Control Committee, Remuneration and Nomination Committee and Audit Committee shall be independent directors, and the independent directors shall act as persons in charge. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial management expertise.</p>	<p>Article 212 The Board of Directors of the Bank shall set up Strategic Committee, Risk Management Committee, Remuneration and Nomination Committee, Related Party Transactions Control Committee, Audit Committee, Information Technology Management Committee, Consumer Protection Committee <u>and Compliance Management Committee. The Board of Directors may establish other special committees and adjust the existing special committees.</u> All special committees shall comprise directors and each committee shall have at least three (3) members; the charger of each special committee shall not be concurrent in principle.</p> <p>The majority of the members of the Related Party Transactions Control Committee, Remuneration and Nomination Committee and Audit Committee shall be independent directors, and the independent directors shall act as persons in charge. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate accounting or relevant financial management expertise.</p>

No.	Original Clause	Amended Clause
10.	Article 216 The Risk Management Committee is responsible for: supervising the senior management's control of credit risk, liquidity risk, market risk, operational risk, compliance risk , reputation risk and case risk ; regularly evaluating the risk policies, management conditions and risk tolerance capacity of the Bank and presenting proposals on improvement of risk management and internal control of the Bank; conducting standard management and evaluation on the data of the Bank; establishing an accountability system for data quality; and ensuring that the Bank complies with the requirements on risk management and internal control in the Hong Kong Listing Rules.	Article 215 The Risk Management Committee is responsible for: supervising the senior management's control of credit risk, liquidity risk, market risk, operational risk <u>and</u> reputation risk; regularly evaluating the risk policies, management conditions and risk tolerance capacity of the Bank and presenting proposals on improvement of risk management of the Bank; conducting standard management and evaluation on the data of the Bank; establishing an accountability system for data quality; and ensuring that the Bank complies with the requirements on risk management and internal control in the Hong Kong Listing Rules.
11.	–	Article 220 <u>The Compliance Management Committee is responsible for reviewing the strategies, policies and procedures of the Bank's compliance risk management, internal control management and case prevention and control, supervising the senior management to perform the responsibilities of compliance risk management, internal control management and case prevention and control, and providing sound opinions and suggestions for the Board of Directors, so as to ensure the establishment of a compliance risk management system compatible with the Bank's business scope, organizational structure and business scale.</u>
12.	Article 254 The Board of Supervisors shall comprise <u>nine (9)</u> supervisors.	Article 254 The Board of Supervisors shall comprise <u>three (3) to thirteen (13)</u> supervisors.

No.	Original Clause	Amended Clause
13.	<p>Article 258 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to examine the regular reports of the Bank prepared by the Board of Directors and provide written opinions thereon;</p> <p>(II) to examine the financial position of the Bank, examine and approve the Bank's plans for profit distribution and make comments on its compliance and reasonability;</p> <p>(III) to supervise the compliance of the engagement, dismissal and reappointment of external auditing organ, as well as the fairness of terms of appointment and remuneration and the independence and effectiveness of external audit work;</p> <p>(IV) to take charge of the comprehensive evaluation of the performance of the <u>directors, supervisors and senior management personnel</u>, and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings;</p> <p>(V) to inquire directors and senior management personnel;</p> <p>(VI) to require directors and senior management personnel to rectify their acts that harm the Bank's interest, and propose dismissal or bring a lawsuit against directors and senior management personnel who have violated laws and regulations, the Articles or the resolutions of shareholders' general meetings;</p>	<p>Article 258 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(I) to examine the regular reports of the Bank prepared by the Board of Directors and provide written opinions thereon;</p> <p>(II) to examine the financial position of the Bank, examine and approve the Bank's plans for profit distribution and make comments on its compliance and reasonability;</p> <p>(III) to supervise the compliance of the engagement, dismissal and reappointment of external auditing organ, as well as the fairness of terms of appointment and remuneration and the independence and effectiveness of external audit work;</p> <p>(IV) to take charge of the comprehensive evaluation of the performance of the <u>Board of Directors, Board of Supervisors, senior management and their members</u>, and report the final evaluation results to the banking regulatory authorities and notify the shareholders' general meetings;</p> <p>(V) to inquire directors and senior management personnel;</p> <p>(VI) to require directors and senior management personnel to rectify their acts that harm the Bank's interest, and propose dismissal or bring a lawsuit against directors and senior management personnel who have violated laws and regulations, the Articles or the resolutions of shareholders' general meetings;</p>

No.	Original Clause	Amended Clause
	<p>(VII) to supervise the performance of duties concerning information disclosure of the Board of Directors and senior management personnel; to pay attention to the Bank's information disclosure, and if problems like violation of laws and rules are found, to investigate and put forward treatment proposals and report relevant information to the banking regulatory authorities in time;</p> <p>(VIII) to conduct audit on resignation of directors and senior management personnel as required;</p> <p>(IX) to supervise and require for rectification regarding the Bank's risk management and internal control; to supervise the Board of Directors and senior management in improving the internal control system; to supervise the Board and senior management in material financial decisions and the implementation thereof and in their performance of case prevention; to supervise the Board, senior management and their members in performing the duties of internal control;</p> <p>(X) to examine financial information such as financial reports, business reports and profit distribution plans as proposed by the Board of Directors to the shareholders' general meeting, and if there are any queries, to engage any certified public accountant or practicing auditor in the name of the Bank to assist in the examination;</p>	<p>(VII) to supervise the performance of duties concerning information disclosure of the Board of Directors and senior management personnel; to pay attention to the Bank's information disclosure, and if problems like violation of laws and rules are found, to investigate and put forward treatment proposals and report relevant information to the banking regulatory authorities in time;</p> <p>(VIII) to conduct audit on resignation of directors and senior management personnel as required;</p> <p>(IX) to supervise and require for rectification regarding the Bank's risk management and internal control; to supervise the Board of Directors and senior management in improving the internal control system; to supervise the Board and senior management in material financial decisions and the implementation thereof and in their performance of case prevention; to supervise the Board, senior management and their members in performing the duties of internal control;</p> <p>(X) to examine financial information such as financial reports, business reports and profit distribution plans as proposed by the Board of Directors to the shareholders' general meeting, and if there are any queries, to engage any certified public accountant or practicing auditor in the name of the Bank to assist in the examination;</p>

No.	Original Clause	Amended Clause
	<p>(XI) if there are any unusual circumstances in the Bank's operations, to conduct investigation, and if necessary, to engage such professionals as accounting firms and law firms to assist in the work, at the expenses of the Bank;</p> <p>(XII) to propose motions to the shareholders' general meeting;</p> <p>(XIII) to propose the convening of extraordinary shareholders' general meetings and to convene and preside over the extraordinary shareholders' general meetings when the Board of Directors fails to perform the duty of convening and presiding over the shareholders' general meetings;</p> <p>(XIV) to propose to convene a provisional meeting of the Board of Directors;</p> <p>(XV) to supervise the formulation and implementation of the business development strategies of the Bank; to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the scientificity, reasonability and effectiveness of development strategies and form evaluation reports;</p>	<p>(XI) if there are any unusual circumstances in the Bank's operations, to conduct investigation, and if necessary, to engage such professionals as accounting firms and law firms to assist in the work, at the expenses of the Bank;</p> <p>(XII) to propose motions to the shareholders' general meeting;</p> <p>(XIII) to propose the convening of extraordinary shareholders' general meetings and to convene and preside over the extraordinary shareholders' general meetings when the Board of Directors fails to perform the duty of convening and presiding over the shareholders' general meetings;</p> <p>(XIV) to propose to convene a provisional meeting of the Board of Directors;</p> <p>(XV) to supervise the formulation and implementation of the business development strategies of the Bank; to supervise the adoption by the Board of Directors of prudent business philosophy and value standards and formulate development strategies in line with the actual situations of the Bank; to regularly evaluate the scientificity, reasonability and effectiveness of development strategies and form evaluation reports;</p>

No.	Original Clause	Amended Clause
	<p>(XVI) to supervise the construction and effectiveness of the Bank's consolidated management mechanism; to supervise the duty performance of the Board of Directors and senior management in relation to consolidated management and make comprehensive evaluation based on such performance; to urge the Board of Directors to supervise the governance and operational management of the Bank and its subsidiary companies, and to urge them to make rectifications;</p> <p>(XVII) to oversee the comprehensive risk management by supervising and examining the Board's and senior management members' performance of their respective risk management responsibilities and requiring for rectification thereupon, and include their findings in the work reports of the Board of Supervisors;</p> <p>(XVIII) to regularly communicate with the banking regulatory authorities about relevant information of the Bank;</p> <p>(XIX) to instruct the internal audit department of the Bank to independently perform the auditing and supervision function, and effectively implement the business management and work evaluation of the internal audit department;</p>	<p>(XVI) to supervise the construction and effectiveness of the Bank's consolidated management mechanism; to supervise the duty performance of the Board of Directors and senior management in relation to consolidated management and make comprehensive evaluation based on such performance; to urge the Board of Directors to supervise the governance and operational management of the Bank and its subsidiary companies, and to urge them to make rectifications;</p> <p>(XVII) to oversee the comprehensive risk management by supervising and examining the Board's and senior management members' performance of their respective risk management responsibilities and requiring for rectification thereupon, and include their findings in the work reports of the Board of Supervisors;</p> <p>(XVIII) to regularly communicate with the banking regulatory authorities about relevant information of the Bank;</p> <p>(XIX) to instruct the internal audit department of the Bank to independently perform the auditing and supervision function, and effectively implement the business management and work evaluation of the internal audit department;</p>

No.	Original Clause	Amended Clause
	<p>(XX) to train supervisors regularly so as to enhance their ability of execution of duty;</p> <p>(XXI) to supervise over the procedure for election of directors;</p> <p>(XXII) to supervise the scientificity and rationality of the Bank's remuneration management systems and policies and the remuneration proposals for the senior management members, and to urge prompt rectification;</p> <p>(XXIII) to oversee and evaluate the performance of duties by the Board and senior management in their capital management, and at least once annually to report such performance of duties to the shareholders' general meeting;</p> <p>(XXIV) to exercise other functions and powers as stipulated by laws and regulations or the Articles and granted by the shareholders' general meeting.</p> <p>The Board of Supervisors shall have its own independent expense budget. The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.</p>	<p>(XX) to train supervisors regularly so as to enhance their ability of execution of duty;</p> <p>(XXI) to supervise over the procedure for election of directors;</p> <p>(XXII) to supervise the scientificity and rationality of the Bank's remuneration management systems and policies and the remuneration proposals for the senior management members, and to urge prompt rectification;</p> <p>(XXIII) to oversee and evaluate the performance of duties by the Board and senior management in their capital management, and at least once annually to report such performance of duties to the shareholders' general meeting;</p> <p>(XXIV) to exercise other functions and powers as stipulated by laws and regulations or the Articles and granted by the shareholders' general meeting.</p> <p>The Board of Supervisors shall have its own independent expense budget. The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.</p>

No.	Original Clause	Amended Clause
14.	<p>Article 266 The Board of Supervisors establish a nomination committee, which is responsible for: drafting the election procedures and standards for supervisors; conducting preliminary examination in relation to the qualifications of candidates for supervisors; offering proposals to the Board of Supervisors; supervising the procedure for election of directors; comprehensively evaluating the duty performance of <u>directors, supervisors and</u> senior management <u>personnel</u> and reporting to the Board of Supervisors; and supervising over the scientificity and reasonability of the remuneration management system and policies of the Bank as well as the remuneration plan for senior management members.</p> <p>The nomination committee shall be headed by external supervisors.</p>	<p>Article 266 The Board of Supervisors establish a nomination committee, which is responsible for: drafting the election procedures and standards for supervisors; conducting preliminary examination in relation to the qualifications of candidates for supervisors; offering proposals to the Board of Supervisors; supervising the procedure for election of directors; comprehensively evaluating the duty performance of <u>the Board of Directors, Board of Supervisors,</u> senior management <u>and their members</u> and reporting to the Board of Supervisors; and supervising over the scientificity and reasonability of the remuneration management system and policies of the Bank as well as the remuneration plan for senior management members.</p> <p>The nomination committee shall be headed by external supervisors.</p>
15.	<p>Article 350 After consideration and approval by the shareholders' general meeting and approval by the banking regulatory authorities, the Articles shall become effective from the date of <u>public offering of the H shares of the Bank on the Hong Kong Stock Exchange</u>.</p>	<p>Article 350 After consideration and approval by the shareholders' general meeting, the Articles shall become effective from the date of approval by the banking regulatory authorities.</p>