
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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中国农业银行

AGRICULTURAL BANK OF CHINA

AGRICULTURAL BANK OF CHINA LIMITED

中國農業銀行股份有限公司

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

(Stock Code: 1288)

**FINAL FINANCIAL ACCOUNTS FOR 2021
PROFIT DISTRIBUTION PLAN FOR 2021
APPOINTMENTS OF EXTERNAL AUDITORS FOR 2022
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
ELECTION OF NON-EXECUTIVE DIRECTOR
ELECTION OF SUPERVISOR
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AUTHORISATION TO THE BOARD OF DIRECTORS
TO HANDLE THE LIABILITY INSURANCE FOR
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
FIXED ASSETS INVESTMENT BUDGET FOR 2022
AND
NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC at 2:45 p.m. on Wednesday, 29 June 2022 is set out on pages 95 to 97 of this circular.

A proxy form and a reply slip for use at the AGM are enclosed with this circular. Holders of H shares who intend to attend the AGM by proxy are required to complete the proxy form in accordance with the instruction printed thereon and return the same to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the AGM or any adjournment thereof (i.e. by 2:45 p.m. on Tuesday, 28 June 2022). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the AGM in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Thursday, 9 June 2022.

13 May 2022

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:

“A Share(s)”	the domestic share(s) of RMB1.00 each in the issued share capital of the Bank, which are listed on the Shanghai Stock Exchange
“AGM”	the 2021 annual general meeting of the Bank to be held on 29 June 2022
“Articles of Association”	the articles of association of the Bank
“Bank”	Agricultural Bank of China Limited, a joint stock limited company incorporated in the PRC and the A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange, respectively; and Agricultural Bank of China, the predecessor of Agricultural Bank of China Limited (as applicable)
“Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“CBIRC”	the China Banking and Insurance Regulatory Commission
“China” or “PRC”	the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“H Share(s)”	the overseas listed foreign share(s) of RMB1.00 each in the issued share capital of the Bank, which are listed on the Hong Kong Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the shares of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank
“USD”	United States dollars, the lawful currency of the United States



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中國農業銀行股份有限公司

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

(Stock Code: 1288)

Executive Directors

GU Shu
ZHANG Qingsong
ZHANG Xuguang
LIN Li

Non-Executive Directors

LIAO Luming
LI Wei
ZHOU Ji
LIU Xiaopeng
XIAO Xiang

Independent Non-Executive Directors

WANG Xinxin
HUANG Zhenzhong
LEUNG KO May Yee, Margaret
LIU Shouying
WU Liansheng

Registered Office

No. 69, Jianguomen Nei Avenue
Dongcheng District
Beijing, PRC

*Principal Place of Business
in Hong Kong*

25/F, Agricultural Bank of China Tower
50 Connaught Road Central
Hong Kong

13 May 2022

To the Shareholders,

Dear Sir or Madam,

**FINAL FINANCIAL ACCOUNTS FOR 2021
PROFIT DISTRIBUTION PLAN FOR 2021
APPOINTMENTS OF EXTERNAL AUDITORS FOR 2022
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
ELECTION OF NON-EXECUTIVE DIRECTOR
ELECTION OF SUPERVISOR
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AUTHORISATION TO THE BOARD OF DIRECTORS
TO HANDLE THE LIABILITY INSURANCE FOR
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
FIXED ASSETS INVESTMENT BUDGET FOR 2022
AND
NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The ordinary resolutions for approving (i) the 2021 work report of the Board of Directors; (ii) the 2021 work report of the Board of Supervisors; (iii) the final financial accounts for 2021; (iv) the profit

LETTER FROM THE BOARD OF DIRECTORS

distribution plan for 2021; (v) the appointments of external auditors for 2022; (vi) re-election of Ms. LEUNG KO May Yee, Margaret as an independent non-executive Director; (vii) re-election of Mr. LIU Shouying as an independent non-executive Director; (viii) election of Ms. GUO Xuemeng as an independent non-executive Director; (ix) re-election of Mr. LI Wei as a non-executive Director; (x) election of Ms. DENG Lijuan as a Supervisor; (xi) the authorisation to the Board of Directors to handle the liability insurance for Directors, Supervisors and senior management; and (xii) the fixed assets investment budget for 2022 will be proposed at the AGM.

The special resolution for approving the amendments to the Articles of Association will be proposed at the AGM.

The purpose of this circular is to set out the notice of the AGM and to provide you with details regarding the resolutions mentioned above.

2. FINAL FINANCIAL ACCOUNTS FOR 2021

Please refer to the financial statements in the 2021 annual report of the Bank published on 27 April 2022 for the final financial accounts of the Bank for 2021.

3. PROFIT DISTRIBUTION PLAN FOR 2021

Pursuant to relevant laws and regulatory requirements, the profit distribution plan of the Bank for 2021 is as follows:

- (i) RMB24,335 million will be appropriated to the statutory surplus reserve;
- (ii) RMB32,221 million will be appropriated to the general reserve pursuant to relevant requirements including the *Administrative Measures for Provision of Reserves of Financial Enterprises* issued by the Ministry of Finance of the PRC;
- (iii) based on 349,983,033,873 ordinary shares, a cash dividend of RMB2.068 per ten ordinary shares (tax inclusive) in an aggregate amount of RMB72,376 million (tax inclusive) will be distributed to holders of ordinary shares. The dividend payout ratio is 30.01% and 31.83% of the net profit attributable to the equity holders of the Bank and net profit attributable to the ordinary equity holders of the Bank, respectively; and
- (iv) no capital reserve will be transferred to increase the share capital of the Bank.

For the purpose of determining the entitlement of holders of H Shares to the proposed cash dividend distribution for 2021, the H share register of members of the Bank will be closed from 9 July 2022 to 14 July 2022 (both days inclusive). Unregistered holders of H Shares who wish to qualify for the entitlement to the proposed cash dividend distribution for 2021 are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 8 July 2022.

This proposal has been considered and approved by the Board of Directors on 30 March 2022 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

LETTER FROM THE BOARD OF DIRECTORS

4. APPOINTMENTS OF EXTERNAL AUDITORS FOR 2022

The Board of Directors proposed to re-appoint KPMG Huazhen LLP and KPMG as external auditors of the Bank for 2022. KPMG Huazhen LLP shall be responsible to audit the financial statements prepared in accordance with China Accounting Standards, KPMG shall be responsible to audit the financial statements prepared in accordance with International Financial Reporting Standards, and KPMG Huazhen LLP shall also be responsible for internal control audit. The term of the appointments of external auditors above will commence upon the approval by the AGM and expire at the end of audit service. The total audit fee amounts to RMB91.06 million.

This proposal has been considered and approved by the Board of Directors on 29 April 2022 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

5. RE-ELECTION OF MS. LEUNG KO MAY YEE, MARGARET AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Bank's announcement on the nomination of Directors dated 30 March 2022. The Board of Directors nominated Ms. LEUNG KO May Yee, Margaret to continuously serve as an independent non-executive Director. Her re-election as an independent non-executive Director is subject to the consideration and approval by the AGM after the Shanghai Stock Exchange reviews the qualification of Ms. LEUNG KO May Yee, Margaret as independent non-executive Director and confirms it has no objection. The term of office of Ms. LEUNG KO May Yee, Margaret as an independent non-executive Director shall be three years, commencing upon the consideration and approval by the AGM.

Ms. LEUNG KO May Yee, Margaret, born in June 1952, holds a bachelor's degree in Economics, Accounting and Business Administration from the University of Hong Kong. She was awarded Silver Bauhinia Star and Justice of the Peace by the HKSAR. She has served as an independent non-executive Director of the Bank since July 2019. She previously served as a vice chairman and the chief executive of Chong Hing Bank Limited, a vice chairman and the chief executive of Hang Seng Bank Limited, the general manager and global co-head of Industrial and Commercial Business of HSBC Group, a director of HSBC, and a director of Wells Fargo HSBC Trade Bank; she was an independent non-executive director of China Construction Bank, Hong Kong Exchanges and Clearing Limited, Li & Fung Limited, QBE Insurance Group Limited (listed on the Australian Securities Exchange), etc. She currently serves as an independent non-executive director of First Pacific Company Limited and Sun Hung Kai Properties Limited, and a member of the National Committee of the Chinese People's Political Consultative Conference.

Ms. LEUNG KO May Yee, Margaret will receive allowances during her term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The remuneration of the directors to be paid by the Bank will be disclosed in the annual report each year and the relevant announcements.

Save as disclosed herein, Ms. LEUNG KO May Yee, Margaret did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years, nor has any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Ms. LEUNG KO May Yee, Margaret does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to the re-election of Ms. LEUNG KO May Yee, Margaret as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD OF DIRECTORS

This proposal has been considered and approved by the Board of Directors on 30 March 2022 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

6. RE-ELECTION OF MR. LIU SHOUYING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Bank's announcement on the nomination of Directors dated 30 March 2022. The Board of Directors nominated Mr. LIU Shouying to continuously serve as an independent non-executive Director. His re-election as an independent non-executive Director is subject to the consideration and approval by the AGM after the Shanghai Stock Exchange reviews the qualification of Mr. LIU Shouying as independent non-executive Director and confirms it has no objection. The term of office of Mr. LIU Shouying as an independent non-executive Director shall be three years, commencing upon the consideration and approval by the AGM.

Mr. LIU Shouying, born in April 1964, serves as a second-level professor and supervisor for Ph.D. candidates in School of Economics, Renmin University of China, the director of All China Federation of Supply and Marketing Cooperatives, the vice president of the Chinese Association of Agro-Technical Economics, and the executive director of the China Land Science Society. He has served as an independent non-executive director of the Bank since July 2019. He previously served as a deputy secretary general of the Academic Committee of the Development Research Center of the State Council, a deputy minister of the Rural Economic Research Department, a director of the Urban and Rural Coordination Fundamental Area of the Development Research Center of the State Council, and the president and chief editor of China Economic Times.

Mr. LIU Shouying will receive allowances during his term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The remuneration of the directors to be paid by the Bank will be disclosed in the annual report each year and the relevant announcements.

Save as disclosed herein, Mr. LIU Shouying did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years, nor has any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. LIU Shouying does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to the re-election of Mr. LIU Shouying as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

This proposal has been considered and approved by the Board of Directors on 30 March 2022 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

7. ELECTION OF MS. GUO XUEMENG AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Bank's announcement on the resolutions of the Board of Directors dated 29 April 2022. The Board of Directors nominated Ms. GUO Xuemeng as an independent non-executive Director candidate of the Bank. The appointment of Ms. GUO Xuemeng as an independent non-executive Director is subject to the consideration and approval by the AGM and the ratification of her qualification by the CBIRC after the Shanghai Stock Exchange reviewed her qualification and has confirmed that it had no objection. The term of office of Ms. GUO Xuemeng as an independent non-executive Director shall be three years, commencing upon the ratification of her qualification by the CBIRC.

LETTER FROM THE BOARD OF DIRECTORS

Ms. Guo Xuemeng, born in September 1966, held a master degree in accounting of economics department from Northern Jiaotong University and a doctor's degree in economics from Beijing Jiaotong University. She is currently a professor, a supervisor for Ph. D. candidates of the Department of Accounting of the School of Economics and Management and a director of external liaison and cooperation division of Beijing Jiaotong University. She is concurrently a direct member of Railway Accounting Association. She previously served in several positions at Beijing Jiaotong University, including the deputy secretary of the Party committee of the School of Economics and Management, the deputy director of the general office, the vice dean and concurrently the deputy secretary of the Party committee of the School of Economics and Management and the vice dean of the Graduate School. She previously served as the secretary-general of Transportation and Economics Committee of China Railway Society, an independent director of China Merchants Bank Co., Ltd., Gvitech Corporation and Luoyang Northglass Technology Co., Ltd.

Ms. GUO Xuemeng will receive allowances during her term in accordance with the *Allowance Policy for Independent Directors of Agricultural Bank of China Limited*. The remuneration of the directors to be paid by the Bank will be disclosed in the annual report each year and the relevant announcements.

Save as disclosed herein, Ms. GUO Xuemeng did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years. She does not have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Ms. GUO Xuemeng does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to the election of Ms. GUO Xuemeng as an independent non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

This proposal has been considered and approved by the Board of Directors on 29 April 2022 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

Views from the Board of Directors and Nomination and Remuneration Committee

To ensure that the Board of Director has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Bank's business and corporate governance, the Board of Directors has adopted the Bank's nomination policy, setting out the process and criteria of identifying potential candidates for the Directors and proposing re-election of Directors. The nomination and remuneration committee, when forming their recommendations on the proposals of re-election of Ms. LEUNG KO May Yee, Margaret and Mr. LIU Shouying and election of Ms. GUO Xuemeng as independent non-executive Directors, have been following the Bank's nomination policy, which was disclosed in the annual report of the Bank.

The Board of Directors is of the view that, Ms. LEUNG KO May Yee, Margaret, Mr. LIU Shouying and Ms. GUO Xuemeng (the "**Proposed INEDs**") have extensive experience and solid professionalism in the fields of commercial bank management, rural economy and financial accounting, respectively, and are familiar with corporate governance of listed commercial banks. The Proposed INEDs' track records and experience as well as professional strengths can enable them to contribute to the Board of Directors with their valuable views, and facilitate the diversity of the Board of Directors. After reviewing their curriculum vitae and conducting assessment on the independence criteria pursuant to the Hong Kong Listing Rules, the Board of Directors is satisfied with the independence of each of the Proposed INEDs as a candidate of independent non-executive Director.

LETTER FROM THE BOARD OF DIRECTORS

8. RE-ELECTION OF MR. LI WEI AS A NON-EXECUTIVE DIRECTOR

Reference is made to the Bank's announcement on the nomination of Director dated 10 May 2022. The Board of Directors nominated Mr. LI Wei to continuously serve as a non-executive Director. His re-election as a non-executive Director is subject to the consideration and approval by the AGM. The term of office of Mr. LI Wei as a non-executive Director shall be three years, commencing upon the consideration and approval by the AGM.

Mr. LI Wei, born in May 1966, holds a bachelor's degree in finance from Zhejiang University of Finance & Economics and is a senior accountant. He currently works with Central Huijin Investment Ltd., and has served as a non-executive Director of the Bank since May 2019. He previously served as a deputy director clerk, a director clerk and a deputy director of the Budget Office of Ningbo Finance and Taxation Bureau, as well as a deputy director, a director, an assistant commissioner and a deputy supervisor of the First Division of the Office of the Ministry of Finance in Ningbo.

Mr. LI Wei will not receive any salary or director's fee from the Bank during his term. The remuneration of the directors to be paid by the Bank will be disclosed in the annual report each year and the relevant announcements.

Save as disclosed herein, Mr. LI Wei did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years. He does not have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Mr. LI Wei does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to the election of Mr. LI Wei as a non-executive Director that shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

This proposal has been considered and approved by the Board of Directors on 10 May 2022 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

LETTER FROM THE BOARD OF DIRECTORS

9. ELECTION OF MS. DENG LIJUAN AS A SUPERVISOR

Reference is made to the Bank's announcement on the nomination of Supervisors dated 30 March 2022. The Board of Supervisors nominated Ms. DENG Lijuan as a Supervisor, subject to the consideration and approval by the AGM. The term of office for Ms. DENG Lijuan as a Supervisor will be three years, commencing upon the consideration and approval by the AGM.

Ms. DENG Lijuan, born in October 1975, holds a master's degree in economics from Jilin University and is a senior economist. She previously served in several positions in the Human Resources Department of the Bank, including the deputy director of the Headquarter Staff Management Division, the deputy director and director of the Senior Management Training Division and the director of the Affiliated Institutions Staff Management Division. She was appointed as the vice general manager of the Human Resources Department of the Bank in August 2016 and the person-in-charge of the Office of the Board of Supervisors of the Bank in January 2022. She has served as the director of the Office of the Board of Supervisors of the Bank since March 2022.

Ms. DENG Lijuan will not receive any supervisor's fee from the Bank during her term, while her remuneration shall follow the relevant regulations and the relevant remuneration plan will be submitted to the shareholders' general meeting for consideration and approval after being approved in accordance with the relevant procedures. The remuneration of the supervisors to be paid by the Bank will be disclosed in the annual report each year and the relevant announcements.

Save as disclosed herein, Ms. DENG Lijuan did not hold any directorship in any other listed companies or take up any post in any affiliated companies of the Bank in the past three years, nor have any relationship with any other director, supervisor, senior management, substantial shareholder or controlling shareholder of the Bank. Furthermore, Ms. DENG Lijuan does not have any equity interest in the Bank within the meaning of Part XV of the SFO. Save as disclosed herein, there is no other information relating to the election of Ms. DENG Lijuan as a Supervisor that shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

This proposal has been considered and approved by the Board of Supervisors on 30 March 2022 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

10. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the requirements of the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, other laws and regulations and latest regulatory provisions, taking into account the Bank's corporate governance practice, the Board of Directors proposed to amend the Articles of Association (the "**Proposed Amendments**").

Nine new articles are added, three articles are deleted and 89 existing articles are revised in the Proposed Amendments. The number of the articles in the amended Articles of Association increases from 321 to 327. Details of the Proposed Amendments are set forth in the Appendix to this circular.

LETTER FROM THE BOARD OF DIRECTORS

This proposal has been considered and approved by the Board of Directors on 29 April 2022 and it is hereby submitted to the AGM for consideration as a special resolution. It is also proposed that the AGM shall authorise the Chairman of the Board of Directors to make corresponding adjustments to the Articles of Association in accordance with comments or requirements of the regulatory authorities and the stock exchanges where the Bank's shares are listed and the relevant departments, handle the approval of the amendments to the Articles of Association and submit to the administrative department for market regulation for recordation. The amended Articles of Association will become effective upon CBIRC's approval.

11. AUTHORISATION TO THE BOARD OF DIRECTORS TO HANDLE THE LIABILITY INSURANCE FOR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

In accordance with the relevant provisions of the *Governance Guidelines for Listed Companies* and with reference to the industry practice, the Bank has taken out liability insurance for Directors, Supervisors and senior management since 2011. According to the *Proposal on Authorising the Board of Directors to Handle the Purchase of Liability Insurance for Directors, Supervisors and Senior Management* considered and approved at the first extraordinary general meeting of shareholders in 2011, the general meeting has authorised the Board of Directors to renew the insurance policy provided that the terms of agreements shall not be amended in a less favourable way and the insurance premium shall not exceed USD660,000.

After careful analysis of the necessity, feasibility and applicability of insuring the liability insurance of directors, supervisors and senior management, it is beneficial to implement regulatory requirements and echo to the national policies, ensure and restrain directors, supervisors and senior management from fulfilling their responsibilities, protect the interests of shareholders, and be consistent with industry practice. As such, it is recommended to maintain the liability insurance of Directors, Supervisors and senior management. According to the relevant regulations and management practices, given that there is no major change in the insurance policy, it is submitted to the AGM to continue to authorise the Board of Directors to handle the renewal of liability insurance for Directors, Supervisors and senior management with the validity period of 5 years for such authorisation.

This proposal has been considered and approved by the Board of Directors on 29 April 2022 and it is hereby submitted to the AGM for consideration as an ordinary resolution.

12. FIXED ASSETS INVESTMENT BUDGET FOR 2022

On the basis of strictly implementing the relevant regulatory requirements, combined with the Bank's operation and development strategies, and according to the investment needs of each business line, it is proposed that the fixed assets investment budget for 2022 amounts to RMB18.3 billion, of which the special budget for the Inner Mongolia data centre construction project is RMB800 million.

For this proposal, the fixed assets investment budget of RMB17.5 billion has been considered and approved by the Board of Directors on 26 January 2022 and the fixed assets investment special budget of RMB800 million has been considered and approved by the Board of Directors on 30 March 2022, and it is hereby submitted to the AGM for consideration as an ordinary resolution.

LETTER FROM THE BOARD OF DIRECTORS

13. THE AGM

A notice convening the AGM to be held at the Bank's headquarters, No. 18B Jianguomen Nei Avenue, Beijing, the PRC at 2:45 p.m. on Wednesday, 29 June 2022 is set out on pages 95 to 97 of this circular.

The ordinary resolutions for approving (i) the 2021 work report of the Board of Directors; (ii) the 2021 work report of the Board of Supervisors; (iii) the final financial accounts for 2021; (iv) the profit distribution plan for 2021; (v) the appointments of external auditors for 2022; (vi) re-election of Ms. LEUNG KO May Yee, Margaret as an independent non-executive Director; (vii) re-election of Mr. LIU Shouying as an independent non-executive Director; (viii) election of Ms. GUO Xueming as an independent non-executive Director; (ix) re-election of Mr. LI Wei as a non-executive Director; (x) election of Ms. DENG Lijuan as a Supervisor; (xi) the authorisation to the Board of Directors to handle the liability insurance for Directors, Supervisors and senior management; and (xii) the fixed assets investment budget for 2022 will be proposed at the AGM.

The special resolution for approving the amendments to the Articles of Association will be proposed at the AGM.

Any voting on the resolutions at the AGM shall be taken by poll.

A proxy form and a reply slip for use at the AGM are enclosed with this circular. Holders of H shares who intend to attend the AGM by proxy are required to complete the proxy form in accordance with the instruction printed thereon and return the same to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time designated for the AGM or any adjournment thereof (i.e. by 2:45 p.m. on Tuesday, 28 June 2022). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish. Holders of H Shares who intend to attend the AGM in person or by proxy are required to complete and return the reply slip in person, by mail or by fax to Computershare Hong Kong Investor Services Limited on or before Thursday, 9 June 2022.

In order to determine the holders of H Shares who are entitled to attend the AGM, the H share register of members of the Bank will be closed from 28 May 2022 to 29 June 2022 (both days inclusive). Holders of H Shares who wish to attend the AGM are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 27 May 2022.

14. RECOMMENDATION

The Board of Directors considers that the aforementioned proposals are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Board of Directors recommends the Shareholders to vote in favour of the resolutions at the AGM.

By Order of the Board of Directors
Agricultural Bank of China Limited
HAN Guoqiang
Company Secretary

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association were written in Chinese and there is no formal English translation available. The English translation is provided for reference only. In the event of any conflict or discrepancy between the Chinese and English versions, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are as follows:

No.	Existing Articles	Amendments
1.	—	<p>Article 9 Any issue of securities shall comply with the laws, administrative regulations, departmental rules, and requirements by the securities regulatory authorities of the place where the shares of the Bank are listed.</p> <p>For the purposes of this Article, the term “securities” includes shares issued by the Bank, company bonds, depositary receipts and other securities designated by the State Council.</p>
2.	<p>Article 13 In accordance with the relevant regulations of the <i>Constitution of the Communist Party of China</i> and the <i>Company Law of China</i>, organisations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organisation.</p>	<p>Article 13 Article 14 In accordance with the relevant regulations of the <i>Constitution of the Communist Party of China</i> and the <i>Company Law of China</i>, organisations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring facilitating implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organisation.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
3.	<p>Article 14 The objectives of the Bank to conduct business shall be: on the basis of the market and customer-oriented approach with the feature of providing services for Sannong, to act in compliance with the laws, to promote a stable and sound operation, to perfect the corporate structure, to strengthen internal control and to continuously improve the innovation capability and market competitiveness of the Bank in order to provide quality services to its customers, to maximise profits for its shareholders and to promote a comprehensive economic and social development in the urban and rural areas.</p>	<p>Article 14 Article 15 The objectives of the Bank to conduct business shall be: on the basis of the market and customer-oriented approach with the feature of providing services for Sannong, to act in compliance with the laws, to promote a stable and sound operation, to perfect the corporate structure, to strengthen internal control and to continuously improve the innovation capability and market competitiveness of the Bank in order to provide quality services to its customers, to maximise profits for its shareholders and to promote a comprehensive economic and social development in the urban and rural areas.</p> <p>The Bank is committed to the development philosophy of innovation, co-ordination, green, openness and sharing, emphasising on environmental protection, actively fulfilling its social responsibilities, maintaining a good social reputation and fostering harmonious social relations.</p>
4.	<p>Article 16 The Bank shall have ordinary shares at any time. According to its needs, the Bank may also have other classes of shares such as preference shares upon approval by the approval departments authorised by the State Council.</p>	<p>Article 16 Article 17 The Bank shall have ordinary shares at any time. According to its needs, the Bank may also have preference shares or other classes of shares that comply with the requirements of laws and regulations, such as preference shares upon approval fulfilling the relevant procedures set out by the securities regulatory authority of the State Council or by the approval departments authorised by the State Council.</p>
5.	<p>Article 19 Clause 1 After approval by the banking regulatory authority of the State Council, the securities regulatory authority of the State Council, and any other relevant regulatory authority, the Bank may issue shares to investors within and outside the People’s Republic of China (the “PRC”).</p>	<p>Article 19 Clause 1 Article 20 Clause 1 After approval by the banking regulatory authority of the State Council, and fulfilling the relevant procedures set out by the securities regulatory authority of the State Council or departments authorised by the State Council, and any other relevant regulatory authority, the Bank may issue shares to investors within and outside the People’s Republic of China (the “PRC”).</p>

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No.	Existing Articles	Amendments
6.	<p>Article 20 Clause 3 Shares in respect of which an approval for issue is granted by a department authorised by the State Council and the permission for listing and trading on a domestic stock exchange is granted, upon examination, by a domestic stock exchange are collectively referred to as the domestic shares. Shares in respect of which an approval for issue is granted by a department authorised by the State Council and the permission for listing and trading on a foreign stock exchange is granted, upon examination, by a foreign securities regulatory authority are collectively referred to as the overseas-listed shares.</p>	<p>Article 20 Clause 3 Article 21 Clause 3 Shares in respect of which an approval for the issue is granted by a department authorised by the State Council and fulfills the relevant procedures set out by the securities regulatory authority of the State Council or departments authorised by the State Council, and the permission for listing and trading on a domestic stock exchange is granted, upon examination, by a domestic stock exchange are collectively referred to as the domestic shares. Shares in respect of which an approval for the issue is granted by a department authorised by the State Council and fulfills the relevant procedures set out by the securities regulatory authority of the State Council or departments authorised by the State Council, and the permission for listing and trading on a foreign stock exchange is granted, upon examination, by a foreign securities regulatory authority are collectively referred to as the overseas-listed shares.</p>
7.	<p>Article 22 Clause 2 The current share capital of the Bank shall consist of 349,983,033,873 ordinary shares, of which 137,239,094,711 domestic shares are held by the Ministry of Finance (the promoter), 140,087,446,351 domestic shares by Central Huijin Investment Limited (a promoter), 41,917,669,715 shares by other holders of domestic shares and 30,738,823,096 shares by the holders of overseas-listed shares.</p>	<p>Article 22 Clause 2 Article 23 Clause 2 The current share capital of the Bank shall consist of 349,983,033,873 ordinary shares, of which 137,239,094,711 123,515,185,240 domestic shares are held by the Ministry of Finance (the promoter) (In 2019, the Ministry of Finance transferred 13,723,909,471 shares of the Bank to the National Council for Social Security Funds on one-off basis in compliance with the relevant regulations of the State Council on transferring part of state-owned capital to replenish social security funds), 140,087,446,351 domestic shares by Central Huijin Investment Limited (a promoter), 41,917,669,715 55,641,579,186 shares by other holders of domestic shares and 30,738,823,096 shares by the holders of overseas-listed shares.</p>

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No.	Existing Articles	Amendments
8.	<p>Article 23 Once the plans in respect of the offering of the overseas-listed shares and domestic shares have been verified and approved by the securities regulatory authority of the State Council, the Board of Directors of the Bank may arrange for implementation of such plans by means of a separate offering.</p> <p>The respective plans of the Bank in respect of the offering of the overseas-listed shares and domestic shares as provided for in the preceding paragraph may be implemented respectively within 15 months from the date of approval by the securities regulatory authority of the State Council.</p>	<p>Article 23 Article 24 Once the plans in respect of the offering of the overseas-listed shares and domestic shares have fulfilled the relevant procedure set out been verified and approved by the securities regulatory authority of the State Council or departments authorised by the State Council, the Board of Directors of the Bank may arrange for implementation of such plans by means of a separate offering.</p> <p>The respective plans of the Bank in respect of the offering of the overseas-listed shares and domestic shares as provided for in the preceding paragraph may be implemented respectively within 15 months from the date of approval after fulfilling the relevant procedures set out by the securities regulatory authority of the State Council or departments authorised by the State Council.</p>
9.	<p>Article 24 Where the Bank issues overseas-listed foreign investment shares and domestic shares respectively within the total number of shares specified in the share offering plans, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for on a one-off basis due to special circumstances, the shares may, subject to the approval of the securities regulatory authority of the State Council, be issued in several offerings.</p>	<p>Article 24 Article 25 Where the Bank issues overseas-listed foreign investment shares and domestic shares respectively within the total number of shares specified in the share offering plans, such shares shall be fully subscribed for at their respective offerings. If the shares cannot be fully subscribed for on a one-off basis due to special circumstances, the shares may, subject to the approval of after fulfilling the relevant procedures set out by the securities regulatory authority of the State Council or departments authorised by the State Council, be issued in several offerings.</p>

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No.	Existing Articles	Amendments
10.	<p>Article 28 In any of the following circumstances, the Bank may, subject to the laws, administrative regulations, departmental rules and the Articles of Association, repurchase its issued and outstanding shares:</p> <p>(1) cancellation of shares for the purposes of reducing the Bank’s registered capital;</p> <p>(2) merger with another company that holds shares in the Bank;</p> <p>(3) granting shares to employees of the Bank as rewards;</p> <p>(4) disagreement of any shareholder with any resolution relating to the merger or division of the Bank adopted at a shareholders’ general meeting, which results in requiring the Bank to purchase shares held by such shareholder; and</p>	<p>Article 28 Article 29 In any of the following circumstances, the Bank may, subject to the laws, administrative regulations, departmental rules and the Articles of Association, repurchase its issued and outstanding shares:</p> <p>(1) cancellation of shares for the purposes of reducing reduction of the Bank’s registered capital;</p> <p>(2) merger with another company that holds shares in the Bank;</p> <p>(3) allocation of shares in employee share ownership schemes or stock incentive schemesgranting shares to employees of the Bank as rewards;</p> <p>(4) disagreement of any shareholder with any resolution relating to the merger or division of the Bank adopted at a shareholders’ general meeting, which results in requiring the Bank to purchase shares held by such shareholder; and</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
	<p>(5) other circumstances as permitted by the laws, administrative regulations, departmental rules and by the securities regulatory authorities located at the places where the Bank’s shares are listed.</p> <p>Where the Bank repurchases its own shares due to reasons stated in items (1) to (3) above, the share repurchase shall be approved by resolution at a shareholders’ general meeting. After the Bank has repurchased its own shares in accordance with the above provisions, the shares so purchased shall be cancelled within 10 days from the date of repurchase (in the case of item (1)), or shall be transferred or cancelled within six months (in the case of items (2) and (4)).</p> <p>The shares of the Bank repurchased by the Bank pursuant to item (3) of the first paragraph shall not exceed 5% of the total number of the issued shares of the Bank. The funds used for share repurchase shall be paid out of the profit after tax of the Bank. The shares so repurchased shall be transferred to the employees within one year.</p>	<p>(5) allocation of shares for conversion of corporate bonds issued by the Bank which are convertible into shares;</p> <p>(6) necessity for the Bank to protect the corporate value and the interests of its shareholders; and</p> <p>(5) (7) other circumstances as permitted by the laws, administrative regulations, departmental rules and by the securities regulatory authorities located at the places where the Bank’s shares are listed.</p> <p>Where the Bank repurchases its own shares due to reasons stated in items (1) and (2) to (3) above, the share repurchase shall be approved by resolution at a shareholders’ general meeting. Where the Bank repurchases its own shares due to reasons stated in items (3), (5) and (6), the share repurchase shall be authorised by a shareholders’ general meeting and resolved by a meeting of the Board of Directors attended by at least two-thirds of the Directors.</p>

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No.	Existing Articles	Amendments
		<p>After the Bank has repurchased its own shares in accordance with the above provisions Clause 1 to this Article, the shares so purchased shall be cancelled within 10 days from the date of repurchase (in the case of item (1)), or shall be transferred or cancelled within six months (in the case of items (2) and (4)); and the aggregate number of shares of the Bank repurchased by the Bank pursuant to items (3), (5) and (6) of the first paragraph shall not exceed 5%10% of the total number of the issued shares of the Bank and shall be transferred or cancelled within 3 years. The funds used for share repurchase shall be paid out of the profit after tax of the Bank. The shares so repurchased shall be transferred to the employees within one year.</p> <p>When the Bank repurchases shares, it shall comply with its obligations to disclose information in accordance with the provisions of the Securities Law. If the Bank repurchases the Bank’s shares under the circumstances set out in items (3), (5) and (6) of this Article, the repurchase shall be made through public centralised trading.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
		<p>The Bank shall comply with the laws, administrative regulations and departmental rules, and where the securities regulatory authorities and the stock exchange(s) of the places where the Bank’s shares are listed stipulate otherwise on matters related to the aforesaid share repurchase, such stipulation shall be followed.</p>
11.	<p>Article 37 Clause 1 The Bank may issue preference shares, subject to the approvals of the banking regulatory authority and the securities regulatory authority of the State Council or other regulatory authorities.</p>	<p>Article 37 Clause 1 Article 38 Clause 1 The Bank may issue preference shares, subject to the approvals of the banking regulatory authority and fulfilling the relevant procedures set out by the securities regulatory authority of the State Council or departments authorised by the State Council other regulatory authorities.</p>
12.	<p>Article 53 No change may be made to the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a shareholders’ general meeting or within five days prior to the base date set by the Bank for the purpose of distribution of dividends.</p> <p>If separate provisions are stipulated by the laws, administrative regulations, departmental rules, other normative rules and the securities regulatory authorities located at the places where the Bank’s shares are listed, such provisions shall apply.</p>	<p>Article 53 Article 54 No change may be made to the register of shareholders as a result of a transfer of shares within 30 days prior to the date of a shareholders’ general meeting or within five days prior to the base date set by the Bank for the purpose of distribution of dividends.</p> <p>If separate provisions are stipulated by the laws, administrative regulations, departmental rules, other normative rules and, the securities regulatory authorities and the stock exchange(s) of located at the places where the Bank’s shares are listed stipulate otherwise on the period during which no change may be made to the register of Shareholders as a result of a transfer of shares prior to the date of a shareholders’ general meeting or the date on which the Bank decides to distribute dividends, such provisions shall apply.</p>

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No.	Existing Articles	Amendments
13.	<p>Article 58 The Committee of the Communist Party of China of Agricultural Bank of China Limited (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary, two deputy secretaries and several other members. The chairman of the Board of Directors of the Bank and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party building work. Eligible members of the Party Committee can join the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, commissions for discipline inspection shall be established in accordance with relevant requirements.</p>	<p>Article 58 Article 59 The Committee of the Communist Party of China of Agricultural Bank of China Limited (hereinafter the “Party Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary, two deputy secretaries and several other members. The chairman of the Board of Directors of the Bank and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party building work. Eligible members of the Party Committee can join the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. The Bank shall adhere to the integration of unity of the strengthening of the Party’s leadership and the improving of corporate governance, so as to realise inherent integration, coordinated implementation and collaborative linkage. Meanwhile, commissions institutions for discipline inspection shall be established in accordance with relevant requirements.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
14.	<p>Article 59 The Party Committee shall, in accordance with the <i>Constitution of the Communist Party of China</i> and other internal laws and regulations of the Party, perform the following duties:</p> <p>(1) ensure and supervise the Bank’s implementation of policies and guidelines of the Party and the State and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organisations;</p> <p>(2) strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision; uphold the integration of the principle that the Party manages the officials with the function of the Board of Directors in the lawful selection of the senior management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management;</p>	<p>Article 59 Article 60 The Party Committee shall, in accordance with the <i>Constitution of the Communist Party of China</i> and other internal laws and regulations of the Party, perform the following duties:</p> <p>(1) thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, strengthen the Party’s political building of the Bank, adhere to and implement the fundamental systems, basic systems and important systems of Socialism with Chinese Characteristics, ensure and supervise the Bank’s implementation of policies and guidelines of the Party and the State and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organisations;</p>

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No.	Existing Articles	Amendments
	<p>(3) research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the senior management of the Bank in performing their duties in accordance with law and support the employee representatives’ congress in carrying out its work;</p> <p>(4) assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the labor union of the Bank and the Communist Youth League; lead the construction of the Party’s working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities;</p>	<p>(2) strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focus on the building of the leadership team, cadre team and talent team of the Bank, focusing on standards, procedure, evaluation, recommendation and supervision; uphold the integration of the principle that the Party manages the officials with the function of the Board of Directors in the lawful selection of the senior management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management;</p> <p>(3) research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the senior management of the Bank in performing their duties in accordance with law and support the employee representatives’ congress in carrying out its work;</p>

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No.	Existing Articles	Amendments
	<p>(5) strengthen the building of the Bank’s grassroots Party organisations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>(6) other material matters that fall within the duty of the Party Committee.</p>	<p>(4) assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank’s ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the labor union of the Bank and the Communist Youth League; lead the construction of the Party’s working style and its clean and honest administration, and support the Party discipline inspection commissions institutions in earnestly performing its supervisory responsibilities;</p> <p>(5) strengthen the building of the Bank’s grassroots Party organisations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>(6) other material matters that fall within the duty of the Party Committee.</p>

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No.	Existing Articles	Amendments
15.	<p>Article 60 Clause 2 A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by such shareholder. Shareholders who hold shares of the same class shall have the same rights and obligations. The preference shares issued by the Bank shall have the same prioritised sequence in terms of the distribution of dividends and remaining assets, provided however that other terms can be designed differently.</p>	<p>Article 60 Clause 2 Article 61 Clause 2 A shareholder shall, in accordance with laws and regulations including the Company Law, regulatory provisions and the Articles of Association, enjoy rights and assume obligations according to the class and amount of shares held by such shareholder. Shareholders who hold shares of the same class shall have the same rights and obligations. The preference shares issued by the Bank shall have the same prioritised sequence in terms of the distribution of dividends and remaining assets, provided however that other terms can be designed differently.</p>
16.	<p>Article 65 Shareholders of the Bank shall have the following obligations:</p> <p>(1) to abide by the Articles of Association;</p> <p>(2) to contribute to the share capital according to the number of shares subscribed by them and the methods of capital contribution;</p> <p>(3) not to withdraw their contributed share capital unless in such circumstances as stipulated by the laws and administrative regulations;</p>	<p>Article 65 Article 66 Shareholders of the Bank shall have the following obligations:</p> <p>(1) to abide by laws and regulations, regulatory provisions and the Articles of Association;</p> <p>(2) to contribute to the share capital according to the number of shares subscribed by them and the methods of capital contribution; to use its proprietary funds from legitimate sources to invest in the Bank, and shall not use entrusted funds, debt funds or other non-proprietary funds to invest in the Bank, unless otherwise provided by law, regulation or regulatory system;</p>

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No.	Existing Articles	Amendments
	<p>(4) shareholders of the Bank shall support the reasonable capital plans formulated by the Board of Directors to enable the capital of Bank to meet regulatory requirements constantly;</p> <p>(5) where the Bank is likely to face any liquidity difficulty, to immediately repay by any shareholder of the Bank who has borrowed any loan from the Bank any due and payable loans and to make early repayment by such shareholder of any loans that has not been fallen due and payable; for the purposes of this paragraph, the standard relating to “liquidity difficulty” shall be determined in accordance with relevant laws, administrative regulations, departmental rules and the provisions stipulated by the banking regulatory authority of the State Council;</p> <p>(6) not to abuse the shareholder’s rights to harm the interest of the Bank or any other shareholders, and to be liable for indemnity in accordance with the laws if a shareholder of the Bank abuses his shareholders’ rights and causes loss on the Bank or other shareholders;</p>	<p>(3) the shareholding ratio and the number of institutions holding shares shall comply with the regulatory provisions and shall not entrust others or accept instructions from others to hold shares in the Bank on trust;</p> <p>(3) (4) not to withdraw their contributed share capital unless in such circumstances as stipulated by the laws and administrative regulations;</p> <p>(4) (5) shareholders of the Bank shall support the reasonable capital plans formulated by the Board of Directors to enable the capital of Bank to meet regulatory requirements constantly. The major shareholders, except for the Ministry of Finance, Central Huijin Investment Ltd., the National Council for Social Security Funds and those shareholding entities approved by the China Banking and Insurance Regulatory Commission shall, if necessary, replenish capital or give written undertakings to the Bank;</p>

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No.	Existing Articles	Amendments
	<p>(7) not to abuse the Bank’s independent status as a legal person and the shareholders’ limited liability to harm the interest of the creditors of the Bank, and to be jointly and severally liable for the debts of the Bank if a shareholder abuses the Bank’s independent status as a legal person and evades the repayment of debts, resulting in materially damaging the interest of the creditors of the Bank; and</p> <p>(8) to assume any other obligation that should be assumed in accordance with the laws, administrative regulations, departmental rules and the Articles of Association.</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 as agreed by a subscriber of the shares at the time of subscription.</p>	<p>(5) (6) where the Bank is likely to face any liquidity difficulty, to immediately repay by any shareholder of the Bank who has borrowed any loan from the Bank any due and payable loans and to make early repayment by such shareholder of any loans that has not been fallen due and payable; for the purposes of this paragraph, the standard relating to “liquidity difficulty” shall be determined in accordance with relevant laws, administrative regulations, departmental rules and the provisions stipulated by the banking regulatory authority of the State Council;</p> <p>(6) (7) not to abuse the shareholder’s rights to harm the interest of the Bank or any other shareholders; shareholders, their controlling shareholders and de facto controllers shall not abuse the rights of shareholders or use their affiliation to cause detriment to the legitimate interests of the Bank, other shareholders and stakeholders; they shall not interfere with the decision-making and management rights of the Board of Directors and senior management in accordance with the Articles of Association of the Bank; they shall not bypass the Board of Directors and senior management to directly interfere with the operation and management of the Bank; shareholders shall be liable for indemnity in accordance with the laws if a shareholder of the Bank abuses his shareholders’ rights and causes loss on the Bank or other shareholders;</p>

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No.	Existing Articles	Amendments
		<p>(7) (8) not to abuse the Bank’s independent status as a legal person and the shareholders’ limited liability to harm the interest of the creditors of the Bank, and to be jointly and severally liable for the debts of the Bank if a shareholder abuses the Bank’s independent status as a legal person and evades the repayment of debts, resulting in materially damaging the interest of the creditors of the Bank; and</p> <p>(9) truthfully inform the Bank of their financial information, shareholding structure, sources of funds to invest, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries and investments in other financial institutions, etc. in accordance with laws and regulations and regulatory provisions;</p> <p>(10) if there is a change in the controlling shareholder, de facto controllers, related party, party acting in concert or ultimate beneficiary of a shareholder, the relevant shareholder shall inform the Bank of the change in writing in a timely manner in accordance with the laws, regulations and regulatory provisions;</p>

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No.	Existing Articles	Amendments
		<p>(11) if a shareholder undergoes a merger or demerger, is subject to an order for business suspension and measures involving designated custody, receivership, revocation, or enters into dissolution, liquidation or bankruptcy proceedings, or if there is a change in the legal representative, company name, business premises, business scope or other material matters, such shareholder shall inform the Bank in writing of the relevant circumstances in a timely manner in accordance with the laws, regulations and regulatory provisions;</p> <p>(12) if the Bank’s shares held by a shareholder are involved in litigation, arbitration, legal compulsory measures taken by judicial authorities, etc., or are pledged or released from a pledge, such shareholder shall inform the Bank of the relevant information in writing in a timely manner in accordance with the laws, regulations and regulatory provisions;</p>

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No.	Existing Articles	Amendments
		<p>(13) shareholders who transfer or pledge their shares in the Bank, or enter into related party transactions with the Bank, shall comply with the laws, regulations and regulatory provisions, and shall not prejudice the interests of other shareholders and the Bank;</p> <p>(14) in the event of a risk event or material non-compliance by the Bank, shareholders shall cooperate with the supervisory authority in investigation and risk disposal;</p> <p>(15) shareholders who should but have not been approved by or reported to the regulatory authority shall not exercise the right to request, vote, nominate, propose or impose sanctions at the shareholders' general meetings;</p> <p>(16) for shareholders who have made false statements, abused shareholders' rights or otherwise acted against the interests of the Bank, the Bank may be restricted or prohibited from entering into related party transactions with such shareholders, the Bank may limit their shareholding in the Bank and their shareholding pledge ratio, etc., and may restrict their rights to request, vote, nominate, propose and dispose of at the shareholders' general meetings.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
		<p>Major shareholders of the Bank shall make relevant undertakings and earnestly perform such undertakings in accordance with the laws, regulations and regulatory provisions, the Bank has the right to take corresponding restrictive measures against major shareholders, except for the Ministry of Finance, Central Huijin Investment Company Ltd., the National Council for Social Security Funds and those shareholders who are exempted by the China Banking and Insurance Regulatory Commission, who breach their undertakings; and</p> <p>(8) (17) to assume any other obligation that should be assumed in accordance with the laws, administrative regulations, departmental rules and the Articles of Association.</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 as agreed by a subscriber of the shares at the time of subscription. The Bank has established a loss-absorbing and risk defense mechanism in the event of significant risks.</p>

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No.	Existing Articles	Amendments
17.	<p>Article 67 Any unit or individual which or who purchases 5% or more of the total number of the issued and outstanding voting shares of the Bank shall have the prior approval of the banking regulatory authority of the State Council.</p> <p>If, in the absence of the prior approval of the banking regulatory authority of the State Council, the number of shares held by a shareholder is equal to or in excess of 5% or more of the total number of the issued and outstanding voting shares of the Bank (the “Excess Shares”), prior to the approval of the banking regulatory authority of the State Council, such shareholder holding the Excess Shares shall be subject to the necessary restrictions when exercising the shareholders’ rights in respect of the Excess Shares as stipulated in Article 62 of the Articles of Association, including but not limited to:</p> <ol style="list-style-type: none"> 1. no voting rights shall be attached to the Excess Shares when a vote is taken at the shareholders’ general meeting (including the class shareholders’ general meeting); and 2. the right to nominate directors and supervisors as stipulated in the Articles of Association shall not be attached to the Excess Shares. 	<p>Article 67 Article 68 Any unit or individual which or who purchases Investors, their related parties and parties acting in concert, individually or collectively, who hold for the first time or accumulatively increase the shareholding to, 5% or more of the total number of the issued and outstanding voting shares of the Bank, shall have the prior approval of the banking regulatory authority of the State Council.</p> <p>If, in the absence of the prior approval of the banking regulatory authority of the State Council, the number of shares held by a shareholder is equal to or in excess of 5% or more of the total number of the issued and outstanding voting shares of the Bank (the “Excess Shares”), prior to the approval of the banking regulatory authority of the State Council, such shareholder holding the Excess Shares shall be subject to the necessary restrictions when exercising the shareholders’ rights in respect of the Excess Shares as stipulated in Article 62 of the Articles of Association, including but not limited to:</p> <ol style="list-style-type: none"> 1. no voting rights shall be attached to the Excess Shares when a vote is taken at the shareholders’ general meeting (including the class shareholders’ general meeting); and 2. the right to nominate directors and supervisors as stipulated in the Articles of Association shall not be attached to the Excess Shares.

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No.	Existing Articles	Amendments
	<p>If a shareholder holding the Excess Shares fails to obtain the approval from the banking regulatory authority of the State Council, such shareholder must transfer such shareholding within the period prescribed by the banking regulatory authority of the State Council.</p> <p>Notwithstanding the foregoing provisions, shareholders of the Bank holding the Excess Shares shall not be subject to any restriction when exercising other rights stipulated in items (1) and (6) of Article 62 of the Articles of Association.</p>	<p>If a shareholder holding the Excess Shares fails to obtain the approval from the banking regulatory authority of the State Council, such shareholder must transfer such shareholding within the period prescribed by the banking regulatory authority of the State Council.</p> <p>Notwithstanding the foregoing provisions, shareholders of the Bank holding the Excess Shares shall not be subject to any restriction when exercising other rights stipulated in items (1) and (6) of Article 62 of the Articles of Association.</p> <p>Investors, their related parties and parties acting in concert, individually or collectively, who hold more than 1% but less than 5% of the total number of the shares of the Bank shall report to the banking regulatory authority of the State Council within 10 working days after acquiring the corresponding shareholding in the Bank in accordance with the regulations.</p>
18.	—	<p>Article 69 If, through securities trading on a stock exchange, an investor holds, or jointly hold with another person through an agreement or other arrangements, 5% of the total number of the issued voting shares of the Bank, the investor shall, within three days from the date of such transaction, make a written report to the securities regulatory authority of the State Council and the domestic stock exchange, notify the Bank and make an announcement, and shall not engage in any further trading in the Bank’s shares within the said period, except for circumstances stipulated by the securities regulatory authority of the State Council.</p>

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No.	Existing Articles	Amendments
		<p>If an investor holds, or jointly hold with another person through an agreement or other arrangements 5% or more of the total number of the issued voting shares of the Bank, for every increase or decrease of 5% in the shareholding ratio of the Bank’s issued voting shares, the investor shall make a report and announcement in accordance with the provisions of the preceding paragraph and shall not engage in any further trading in the Bank’s shares between the occurrence date of such transaction and within three days after the date of the announcement, except for circumstances stipulated by the securities regulatory authority of the State Council.</p> <p>If an investor holds, or jointly hold with another person through an agreement or other arrangements 5% or more of the total number of the issued voting shares of the Bank, for every increase or decrease of 1% in the shareholding ratio of the Bank’s issued voting shares, the investor shall notify the Bank of such transaction on the day following the occurrence of such transaction and an announcement shall be made.</p> <p>In the event of a breach of Clause 1 and Clause 2 to this Article, the shares in excess of the prescribed proportion shall not be exercisable for a period of 36 months following the date of purchase and shall not be counted towards the total number of shares with voting rights present at the shareholders’ general meeting.</p> <p>Where the securities regulatory authorities and the stock exchange(s) of the places where the Bank’s shares are listed stipulate otherwise, such stipulation shall prevail.</p>

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No.	Existing Articles	Amendments
19.	<p>Article 68 Shareholders shall nominate candidates for directors and supervisors of the Bank strictly in compliance with the conditions and procedures as provided in relevant provisions of the laws, administrative regulations, departmental rules, and pertinent provisions of the securities regulatory authorities located at the places where the Bank’s shares are listed and the Articles of Association.</p> <p>The candidates for directors and supervisors nominated by the shareholders shall have the relevant professional knowledge and capability of decision-making and supervision. The resolutions adopted at a shareholders’ general meeting for election of personnel and the resolutions adopted at a Board of Directors’ meeting regarding the appointment of personnel shall not require the approval of any shareholder. The appointment or removal of any senior management member of the Bank by a shareholder who has by-passed a shareholders’ general meeting or a Board of Directors’ meeting shall be null and void.</p>	<p>Article 68 Article 70 Shareholders shall nominate candidates for directors and supervisors of the Bank strictly in compliance with the conditions and procedures as provided in relevant provisions of the laws, administrative regulations, departmental rules, and pertinent provisions of the securities regulatory authorities located at the places where the Bank’s shares are listed and the Articles of Association.</p> <p>The candidates for directors and supervisors nominated by the shareholders shall have the relevant professional knowledge and capability of decision-making and supervision. The resolutions adopted at a shareholders’ general meeting for election of personnel and the resolutions adopted at a Board of Directors’ meeting regarding the appointment of personnel shall not require the approval of any shareholder. The appointment or removal of any senior management member of the Bank by a shareholder who has by-passed a shareholders’ general meeting or a Board of Directors’ meeting shall be null and void. Shareholders and their related parties who have nominated any non-independent directors are prohibited from nominating independent directors</p>

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No.	Existing Articles	Amendments
20.	<p>Article 70 If a shareholder pledges his/ its shares of the Bank to provide guarantee for himself/itself or others, he/it shall strictly abide by the requirements of applicable laws, regulations and supervisory authorities, and inform the Board of Directors of the Bank in advance.</p> <p>.....</p>	<p>Article 70 Article 72 If a shareholder pledges his/its shares of the Bank to provide guarantee for himself/itself or others, he/ it shall strictly abide by the requirements of applicable laws, regulations and supervisory authorities, and inform the Board of Directors of the Bank in advance. The office of the Board of Directors or any other departments designated by the Board of Directors shall be responsible for such daily work as the collection, sorting out and submission of any information in relation to any pledge of shares of the Bank.</p> <p>.....</p> <p>Where the number of shares of the Bank pledged by a shareholder has reached or exceeded 50% of the number of shares held by such shareholder in the Bank, his voting rights at shareholders’ general meetings shall be restricted, and the directors nominated by him shall not be able to exercise voting rights at board meetings and shall not be counted in the number of participants present at the board meeting.</p> <p>If the balance of loans from the Bank by a shareholder of the Bank exceeds the audited net value of equity held by him/it for the previous year, he/it shall not create pledge over his/its shares in the Bank.</p>

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No.	Existing Articles	Amendments
21.	<p>Article 71 During the period when the credit extended by the Bank to a shareholder, especially a substantial shareholder, of the Bank is overdue, such shareholder cannot exercise any voting right and the number of shares held by such shareholder shall not be counted into the total number of voting shares present at a shareholders’ general meeting; director(s) nominated by such shareholders shall not exercise voting rights at the Board of Directors meetings. The Bank shall have the right to take priority to apply the dividend received by such shareholder, and the property distributed to him/it at the time of liquidation of the Bank, to repay his/its loans from the Bank.</p>	<p>Article 71 Article 73 During the period when the credit extended by the Bank to a shareholder, especially a substantial shareholder, of the Bank is overdue, such shareholder cannot exercise any voting right and the number of shares held by such shareholder shall not be counted into the total number of voting shares present at a shareholders’ general meeting; director(s) nominated by such shareholders shall not exercise voting rights at the Board of Directors meetings. Where the credit balance of a shareholder at the Bank is overdue, the The Bank shall have the right to take priority to apply the dividend received by such shareholder, and the property distributed to him/it at the time of liquidation of the Bank, to repay his/its loans from the Bank.</p> <p>Where the credit balance of a major shareholder at the Bank is overdue, he/it cannot exercise voting rights and the number of shares held by him/it shall not be counted towards the total number of shares with voting rights present at the shareholders’ general meeting, and the directors nominated by him/it cannot exercise voting rights at the board meeting. Where the credit balance of other shareholders at the Bank is overdue, the Bank shall restrict their rights in accordance with the actual situation of the Bank.</p>
22.	<p>Article 72 If the balance of loans from the Bank by a shareholder of the Bank exceeds the audited net value of equity held by him/it for the previous year, he/it shall not create pledge over his/its shares in the Bank.</p>	<p>This article is deleted.</p>

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No.	Existing Articles	Amendments
23.	<p>Article 75 Clause 1 The controlling shareholder and the de facto controller of the Bank shall not directly or indirectly interfere the decisions made by the Bank and the business and management activities carried out by the Bank in accordance with the laws to damage the interests of the Bank and other shareholders.</p>	<p>Article 75 Clause 1 Article 76 Clause 1 The controlling shareholder and the de facto controller of the Bank shall not directly or indirectly interfere the decisions made by the Bank and the business and management activities carried out by the Bank in accordance with the laws to damage the interests of the Bank and other shareholders.</p>
24.	<p>Article 78 The shareholders’ general meeting shall be the authoritative body of the Bank and has the following powers in accordance with the laws:</p> <p>.....</p> <p>(11) to adopt resolutions on the repurchase of ordinary shares of the Bank;</p> <p>.....</p> <p>(13) to decide on the engagement, dismissal or discontinuance of appointment of an accounting firm of the Bank;</p> <p>(14) to examine and approve matters regarding purchase or disposal of major assets or the provision of guarantees which amount to more than 30% of the total assets of the Bank within one year;</p>	<p>Article 78 Article 79 The shareholders’ general meeting shall be the authoritative body of the Bank and has the following powers in accordance with the laws, regulations, regulatory provisions and the Articles of Association:</p> <p>.....</p> <p>(11) to adopt resolutions on the repurchase of ordinary purchase of shares of the Bank;</p> <p>.....</p> <p>(13) to adopt resolutions on the engagement or dismissal of an accounting firm for conducting regular statutory audit work for the Bank’s financial reports to decide on the engagement, dismissal or discontinuance of appointment of an accounting firm of the Bank;</p>

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No.	Existing Articles	Amendments
	<p>(15) to examine and approve or authorise the Board of Directors to review and approve matters regarding the Bank’s establishment of important legal entities, major merger and acquisition, major external investments, major asset write-off, as well as major asset purchases, major asset disposals and provision of major external guarantees etc., other than those provided for under Item (14);</p> <p>(16) to examine and approve the matters concerning the change of use of proceeds;</p> <p>(17) to adopt resolutions on the stock incentive schemes of the Bank;</p> <p>.....</p> <p>The above issues within the power of the shareholders’ general meeting shall be examined and decided by the shareholders’ general meetings and be delegated to the Board of Directors for making decision thereon provided that it is necessary, reasonable and legal.</p>	<p>(14) to examine and approve matters regarding purchase or disposal of major assets or the provision of guarantees which amount to more than 30% of the total assets of the Bank within one year;</p> <p>(15) (14) to examine and approve or authorise the Board of Directors to review and approve matters regarding the Bank’s establishment of important legal entities, major merger and acquisition, major external investments, major asset write-off, as well as major asset purchases, major asset disposals and provision of major external guarantees etc., other than those provided for under Item (14), major asset write-off, major external guarantees, major asset pledges, other guarantees for non-commercial banking business and major external donations;</p> <p>(16) (15) to examine and approve the matters concerning the change of use of proceeds;</p> <p>(17) (16) to adopt resolutions on the stock incentive schemes and the employee share ownership schemes of the Bank;</p> <p>.....</p> <p>The above issues within the power of the shareholders’ general meeting shall be examined and decided by the shareholders’ general meetings and be delegated to the Board of Directors for making decision thereon provided that it is necessary, reasonable, legal and in compliance with other regulations.</p>

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No.	Existing Articles	Amendments
25.	<p>Article 83 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than the quorum or the minimum number stipulated in the Articles of Association or is less than two-thirds of the members of Board of Directors as determined by the shareholders' general meeting;</p> <p>(2) the outstanding loss of the Bank reaches one-third of the Bank's total paid-in share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank ("Requesting Shareholders") request to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated as of the date on which such shareholders request to convene the meeting in writing;</p> <p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) the Board of Supervisors proposes to convene the meeting; and</p> <p>(6) any other circumstances as stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p>	<p>Article 83 Article 84 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors is less than the quorum or the minimum number stipulated in the Articles of Association or is less than two-thirds of the members of Board of Directors as determined by the shareholders' general meeting;</p> <p>(2) the outstanding loss of the Bank reaches one-third of the Bank's total paid-in share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the voting shares of the Bank ("Requesting Shareholders") request to convene the meeting in writing; the shareholding of the Requesting Shareholders shall be calculated as of the date on which such shareholders request to convene the meeting in writing;</p> <p>(4) the Board of Directors deems it necessary to convene the meeting;</p> <p>(5) when proposed by at least one-half and not less than two independent directors;</p> <p>(5) (6) the Board of Supervisors proposes to convene the meeting; and</p> <p>(6) (7) any other circumstances as stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p>

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No.	Existing Articles	Amendments
26.	<p>Article 86 Clause 2 The convener shall ensure the truthfulness, accuracy and completeness of the minutes. The chairman of the meeting, the directors, the Secretary to the Board of Directors, the convener or their representatives attending the meeting shall sign on the meeting minutes. The minutes shall be kept together with the signature book of shareholders attending the meeting, instruments of proxy as well as all valid materials in respect of voting through the Internet or other ways, as important files of the Bank in accordance with the Bank’s archives management system.</p>	<p>Article 86 Clause 2 Article 87 Clause 2 The convener shall ensure the truthfulness, accuracy and completeness of the minutes. The chairman of the meeting, the directors, the supervisors, the Secretary to the Board of Directors, the convener or their representatives attending the meeting shall sign on the meeting minutes. The minutes shall be kept together with the signature book of shareholders attending the meeting, instruments of proxy as well as all valid materials in respect of voting through the Internet or other ways, as important files of the Bank in accordance with the Bank’s archives management system. Minutes of meetings shall be kept permanently.</p>
27.	<p>Article 92 If the Board of Supervisors or Convening Shareholders propose to convene a shareholders’ general meeting on their own, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the local office of securities regulatory authority of the State Council and the stock exchanges located at the places where the Bank’s shares are listed. Shareholding proportion of the Convening Shareholders prior to announcement of the resolution of the shareholders’ general meeting shall not be less than 10% of the Bank’s total number of voting shares.</p> <p>The convener shall send the notice for the convening of an extraordinary general meeting in time. Unless otherwise approved by the majority of the Board of Directors, the scope and the content of proposals set forth in the notice shall not be amended. If new contents have to be added to the proposals, a separate proposal to convene an extraordinary general meeting shall be submitted to the Board of Directors in accordance with the aforesaid procedures.</p>	<p>Article 92 Article 93 If the Board of Supervisors or Convening Shareholders propose to convene a shareholders’ general meeting on their own, the Board of Directors shall be informed in writing and the relevant documents shall be filed with the local office of securities regulatory authority of the State Council and the stock exchanges located at the places where the Bank’s shares are listed in accordance with the relevant regulations of the securities regulatory authorities and the stock exchange(s) of the places where the Bank’s shares are listed. Shareholding proportion of the Convening Shareholders prior to announcement of the resolution of the shareholders’ general meeting shall not be less than 10% of the Bank’s total number of voting shares.</p> <p>The convener shall send the notice for the convening of an extraordinary general meeting in time. Unless otherwise approved by the majority of the Board of Directors, the scope and the content of proposals set forth in the notice shall not be amended. If new contents have to be added to the proposals, a separate proposal notice to convene an extraordinary general meeting shall be submitted sent to the Board of Directors in accordance with the aforesaid procedures.</p>

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No.	Existing Articles	Amendments
28.	<p>Article 96 When the Bank is to convene a shareholders’ general meeting, a written notice shall be sent 45 days prior to the general meeting. Shareholders who intend to attend the shareholders’ general meeting shall send a written reply of attendance to the Bank 20 days before the meeting is convened.</p>	<p>Article 96 Article 97 When the Bank is to convene a shareholders’ annual general meeting, a written notice shall be sent 45 20 days prior to the general meeting; and to convene a shareholders’ extraordinary general meeting, a written notice shall be sent 15 days prior to the general meeting. Shareholders who intend to attend the shareholders’ general meeting shall send a written reply of attendance to the Bank 20 days before the meeting is convened. Where the securities regulatory authorities of the places where the Bank’s shares are listed stipulate a longer notice period for general meetings, such stipulation shall prevail.</p>
29.	<p>Article 97 The Bank shall calculate the number of voting shares held by shareholders to be present at the meeting based upon the written replies received 20 days prior to the shareholders’ general meeting. Where the total number of voting shares held by shareholders who intend to attend the meeting is less than half of the total voting shares of the Bank, the Bank shall inform the shareholders again within five days in the form of an announcement containing the matters to be considered and the venue, date and time of the meeting to be held. Once the announcement is made, the Bank may convene the shareholders’ general meeting.</p>	<p>This article is deleted.</p>
30.	<p>Article 98 Notice of shareholders’ general meeting shall meet the following requirements:</p> <p>.....</p> <p>(11) If shareholders’ general meeting is held through the Internet or other channels, the designated time and procedure for voting online or otherwise shall be expressly stated in the notice of meeting.</p>	<p>Article 98 Notice of shareholders’ general meeting shall meet the following requirements:</p> <p>.....</p> <p>(11) If shareholders’ general meeting is held through the Internet or other channels, It shall state the designated time and procedure for voting online or otherwise shall be expressly stated in the notice of meeting.</p>

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No.	Existing Articles	Amendments
31.	<p>Article 100 Clause 2 The aforesaid announcement shall be published in one or more newspapers designated by the securities regulatory authorities of the places where the Bank’s shares are listed 45 to 50 days prior to the meeting. All holders of domestic shares shall be deemed as having received the notice of shareholders’ general meeting upon the publication of the announcement.</p>	<p>Article 100 Clause 2 The aforesaid announcement shall be published on the website of the stock exchange(s) and in the media that comply with the conditions set out in one or more newspapers designated by the securities regulatory authorities of the places where the Bank’s shares are listed 45 to 50 days prior to the meeting. All holders of domestic shares shall be deemed as having received the notice of shareholders’ general meeting upon the publication of the announcement.</p>
32.	<p>Article 101 Shareholdings’ general meetings may be convened in form of physical or non-physical meetings.</p>	<p>Article 101 Shareholdings’ general meetings shall be held in a venue and shall be convened in the form of a physical meeting. The Bank shall provide online voting and other means to facilitate the participation of small and medium shareholders in the shareholders’ general meetings may be convened in form of physical or non-physical meetings.</p>

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No.	Existing Articles	Amendments
33.	<p>Article 115 The following matters shall be adopted as special resolutions at a shareholders’ general meeting:</p> <p>(1) increase or decrease of the registered capital of the Bank;</p> <p>(2) issue and listing of corporate bonds or other securities of the Bank;</p> <p>(3) merger, division, dissolution, liquidation or change of the corporate form of the Bank;</p> <p>(4) repurchase of ordinary shares by the Bank;</p> <p>(5) amendment to the Articles of Association;</p> <p>(6) share incentive schemes;</p> <p>(7) review and approval of matters regarding purchase or disposal of major assets or the provision of guarantees which amount to more than 30% of the total assets of the Bank within one year;</p> <p>(8) review and approval of or authorising the Board of Directors to review and approve matters regarding the Bank’s establishment of important legal entities, major acquisition and merger, major investments, major asset write-off, as well as major asset acquisitions and disposals and major external guarantees etc., other than those provided for under Item (7);</p>	<p>Article 115 The following matters shall be adopted as special resolutions at a shareholders’ general meeting:</p> <p>(1) increase or decrease of the registered capital of the Bank;</p> <p>(2) issue and listing of corporate bonds or other securities of the Bank;</p> <p>(3) merger, division, spin-off, dissolution, liquidation or change of the corporate form of the Bank;</p> <p>(4) repurchase of ordinary shares by the Bank;</p> <p>(5) amendment to the Articles of Association;</p> <p>(6) remove independent directors;</p> <p>(6) (7) review and approval of proposal of share incentive schemes;</p> <p>(7) review and approval of matters regarding purchase or disposal of major assets or the provision of guarantees which amount to more than 30% of the total assets of the Bank within one year;</p>

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No.	Existing Articles	Amendments
	<p>(9) modification of profit distribution policy;</p> <p>(10) to determine or authorise the Board of Directors to determine the matters in respect of the issued preference shares of the Bank, including but not limited to whether to repurchase, convert or distribute dividend of such preference shares;</p> <p>(11) other matters which have been approved by ordinary resolutions of shareholders’ general meeting as having significant impact on the Bank and requiring adoption by way of special resolution; and</p> <p>(12) other matters which shall be adopted by way of special resolutions as required by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Save for matters described above requiring approval by way of special resolutions, other matters requiring approval by the shareholders’ general meeting shall be adopted as ordinary resolutions.</p>	<p>(8) review and approval of or authorising the Board of Directors to review and approve matters regarding the Bank’s establishment of important legal entities, major acquisition and merger, major external investments, major asset write-off, as well as major asset acquisitions, major asset and disposals, major asset write-off and major external guarantees, major assets pledge and other non-commercial banking business guarantees, etc., other than those provided for under Item (7);</p> <p>(9) modification of profit distribution policy;</p> <p>(10) to determine or authorise the Board of Directors to determine the matters in respect of the issued preference shares of the Bank, including but not limited to whether to repurchase, convert or distribute dividend of such preference shares;</p> <p>(11) other matters which have been approved by ordinary resolutions of shareholders’ general meeting as having significant impact on the Bank and requiring adoption by way of special resolution; and</p> <p>(12) other matters which shall be adopted by way of special resolutions as required by the laws, administrative regulations, departmental rules, regulatory provisions and the Articles of Association.</p> <p>Save for matters described above requiring approval by way of special resolutions, other matters requiring approval by the shareholders’ general meeting shall be adopted as ordinary resolutions.</p>

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No.	Existing Articles	Amendments
34.	<p>Article 118 Clause 1 When voting at the shareholders’ general meeting, the shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares, with each ordinary share representing one vote, while provision of Article 76 herein shall apply in relation to preference shares.</p>	<p>Article 118 Clause 1 When voting at the shareholders’ general meeting, the shareholders (including their proxies) shall exercise their voting rights according to the number of voting shares, with each ordinary share representing one vote, except for voting by cumulative voting system, while provision of Article 7677 herein shall apply in relation to preference shares.</p>
35.	<p>Article 133 When convening a class shareholders’ meeting, the Bank shall issue a written notice to all class shareholders whose names appear on the register of shareholders 45 days before the class shareholders’ meeting is convened, and notify them of the matters to be considered at such meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall deliver a written reply to the Bank 20 days before the meeting is convened.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is at least one-half of the total number of shares of that class carrying the right to vote at the meeting, the Bank may convene a class shareholders’ meeting; or failing which the Bank shall once again inform the shareholders within five days in the form of an announcement containing the matters to be considered and the venue, date and time of the meeting to be held. Once the announcement is made, the Bank may convene the class shareholders’ general meeting.</p>	<p>Article 133 When convening a class shareholders’ meeting, the Bank shall issue a written notice to all class shareholders whose names appear on the register of shareholders in accordance with the provisions in Article 97 of the Articles of Association45 days before the class shareholders’ meeting is convened, and notify them of the matters to be considered at such meeting and the date and place of the meeting. Shareholders who intend to attend the meeting shall deliver a written reply to the Bank 20 days before the meeting is convened.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is at least one-half of the total number of shares of that class carrying the right to vote at the meeting, the Bank may convene a class shareholders’ meeting; or failing which the Bank shall once again inform the shareholders within five days in the form of an announcement containing the matters to be considered and the venue, date and time of the meeting to be held. Once the announcement is made, the Bank may convene the class shareholders’ general meeting.</p> <p>Where the laws, administrative regulations, departmental rules, and securities regulatory authorities and the stock exchange(s) of the places where the Bank’s shares are listed stipulate otherwise on the convening of a class shareholders’ meeting, such stipulation shall be followed.</p>

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No.	Existing Articles	Amendments
36.	<p>Article 136 Directors shall be natural persons and shall not be required to hold shares of the Bank. The directors of the Bank include executive directors and non-executive directors. Executive directors refer to those who serve as senior management members and take on other managerial positions in the Bank. Non-executive directors refer to those who neither serve as senior management members nor take on other managerial positions in the Bank. Non-executive directors include independent directors. Independent directors shall be persons who comply with Article 145 of the Articles of Association. The qualifications for an eligible non-executive director (other than an independent director) shall be referred to items (2) to (7) of Article 146 of the Articles of Association.</p>	<p>Article 136 Directors shall be natural persons and shall not be required to hold shares of the Bank. The directors of the Bank include executive directors and non-executive directors. Executive directors refer to those who, in addition to acting as directors, also serve as senior management members and take on other managerial positions responsibilities in the Bank. Non-executive directors refer to those who except for acting as directors, neither serve as senior management members nor take on other managerial positions responsibilities in the Bank. Non-executive directors include independent directors. Independent directors shall be persons who comply with Article 145 Article 146 of the Articles of Association. The qualifications for an eligible non-executive director (other than an independent director) shall be referred to items (2) to (7) of Article 146 Article 147 of the Articles of Association.</p>
37.	<p>Article 137 A director shall be elected, replaced or removed by a shareholder’s general meeting. A director shall serve a term of three years commencing from the date on which such director is approved by the banking regulatory authority of the State Council, and may serve consecutive terms if so re-elected. The re-elected term of office shall be commenced from the date on which the re-election is approved upon consideration at a shareholders’ general meeting.</p>	<p>Article 137 A director shall be elected, replaced or removed by a shareholder’s general meeting. A director shall serve a term of three years commencing from the date on which such director is approved by the banking regulatory authority of the State Council, and may serve consecutive terms if so re-elected. The re-elected term of office shall be commenced from the date on which the re-election is approved upon consideration at a shareholders’ general meeting.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
38.	—	<p>Article 139 The directors shall perform the following duties or obligations:</p> <p>(1) to pay continuous attention to the Bank’s business operation and management and to request senior management to provide comprehensive, timely and accurate information on the Bank’s business operation and management or to provide explanations on relevant issues;</p> <p>(2) to attend board meetings on a regular basis, fully examine matters under consideration by the Board of Directors, express their views independently, professionally and objectively, and vote independently on the basis of prudent judgment;</p> <p>(3) to assume responsibilities for board resolutions;</p> <p>(4) to supervise the implementation of resolutions of shareholders’ general meetings and the Board of Directors by senior management;</p> <p>(5) to actively participate in trainings organised by the Bank and regulatory authorities understand the rights and obligations of directors, get familiarised with relevant laws and regulations and regulatory provisions, and continue to have the necessary professional knowledge and capabilities required for performing their duties;</p> <p>(6) to be accountable to the Bank and all shareholders in the performance of their duties and treat all shareholders fairly;</p> <p>(7) to apply high standards of professional ethics and consider the legitimate interests of stakeholders;</p> <p>(8) to be faithful to the Bank, exercise due diligence and care in the performance of duties and to ensure sufficient time and attention to discharge duties; and</p> <p>(9) to comply with laws and regulations, regulatory provisions and the Articles of Association.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
39.	<p>Article 140 A director shall work in the Bank for not less than 15 working days each year. A director who is the responsible person(s) of the Audit and Compliance Committee, Risk Management Committee and the Related Party Transactions Management Committee shall work in the Bank for no less than 25 working days each year.</p> <p>A director shall attend not less than two-thirds of the meetings of the Board of Director in person each year.</p> <p>A director who does not attend for two consecutive meetings in person without justification and does not appoint another director as his proxy to attend the meeting, or attends less than two-thirds of meetings of the Board of Director in person within a year, shall be deemed to be unable to perform his duties. The Board of Directors shall propose his dismissal to the shareholders’ general meeting.</p> <p>For the purpose of the Articles of Association, the expression “attending in person” refers to the method of attendance that the relevant participant attends the meeting in person; and the term “attendance by proxy” refers to the method of attendance that the relevant participant cannot attend a meeting for any reason and appoints in writing another person to attend such meeting on his behalf.</p>	<p>Article 140 Article 141 A director shall work in the Bank for not less than 15 working days each year. A director who is the responsible person(s) of the Audit and Compliance Committee, Risk Management and Consumers’ Interests Protection Committee and the Related Party Transactions Management Committee shall work in the Bank for no less than 25 working days each year.</p> <p>A director shall at least attend not less than two-thirds of the on-site meetings of the Board of Director in person each year.</p> <p>A director who does not attend for two consecutive meetings in person without justification and does not appoint another director as his proxy to attend the meeting, or attends less than two-thirds of meetings of the Board of Director in person within a year, shall be deemed to be unable to perform his duties. The Board of Directors shall propose his dismissal replacement to the shareholders’ general meeting. An independent director who fails to attend three consecutive board meetings in person, he shall be deemed to have failed to perform his duties and the Bank shall convene a shareholders’ general meeting within three months to dismiss him from office and elect a new independent director.</p> <p>For the purpose of the Articles of Association, the expression “attending in person” refers to the method of attendance that the relevant participant attends the meeting in person; and the term “attendance by proxy” refers to the method of attendance that the relevant participant cannot attend a meeting for any reason and appoints in writing another person to attend such meeting on his behalf.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
40.	<p>Article 141 Prior to the expiration of the term of office of a director, he shall not be removed without cause at a shareholders' general meeting, provided, however, that subject to the relevant laws and administrative regulations, a director whose term of office has not been expired may be removed by an ordinary resolution, but any claim which may be instituted under any contract shall not be affected thereby.</p>	<p>Article 141 Article 142 Prior to the expiration of the term of office of a director, he shall not be removed without cause at a shareholders' general meeting, provided, however, that subject to the relevant laws, administrative regulations, departmental rules and the Articles of Association, a director whose term of office has not been expired may be removed prior to the expiry of his term of office by an ordinary resolution, but any claim which may be instituted under any contract shall not be affected thereby.</p>
41.	<p>Article 142 A director may resign prior to the expiration of his term of office. In the event of resignation, a director shall submit a resignation report in writing to the Board of Directors. The Board of Directors shall disclose the relevant information within two days.</p> <p>If the number of directors falls below the minimum number of directors as provided for in the Articles of Association due to the resignation of a director or re-election is not conducted promptly upon expiration of the term of office of a director, before a new director is elected to take up the office, the existing director shall continue to perform the duties owed by a director. The resignation report of such director shall become effective only after a new director is elected to fill the vacancy of directorship caused by such resignation.</p> <p>Except for the circumstances as set out in the preceding paragraph, the resignation of a director shall take effect from the time when the resignation report is served on the Board of Directors.</p>	<p>Article 142 Article 143 A director may resign prior to the expiration of his term of office. In the event of resignation, a director shall submit a resignation report in writing to the Board of Directors. The Board of Directors shall disclose the relevant information within two days.</p> <p>If the number of directors the Board of Directors members falls below the statutory minimum number of directors or two-thirds of the number the Board of Directors members as provided for in the Articles of Association due to the expiry of the term of office of any director and that the new director is not elected in time or any director resigns during his term of office expiry of the term of office of any director and that the new director is not elected in time or any director resigns during his term of office resignation of a director or re-election is not conducted promptly upon expiration of the term of office of a director, before a new director is elected to take up the office, the existing directors shall continue to perform the duties owed by a director before a new director is elected to take up the office in accordance with the laws, administrative regulations, departmental rules and the Articles of Association. The resignation report of such director shall become effective only after a new director is elected to fill the vacancy of directorship caused by such resignation. If the Bank is in the process of dealing with major risks, any directors shall not resign without the approval of the regulatory authorities.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
		<p>Except for the circumstances as set out in the preceding paragraph, the resignation of a director shall take effect from the time when the resignation report is served on the Board of Directors.</p> <p>Where directors fail to perform their duties due to dismissal by the shareholders’ general meeting, death, loss of independence by independent directors or other circumstances, leading to the number of directors in the Board of Directors less than the minimum number prescribed by the Company Law, or required for the voting by the Board of Directors, the powers and functions of the Board of Directors shall be exercised by the shareholders’ general meeting till the number of directors in the Board of Directors complies with requirements.</p>
42.	<p>Article 143 If the resignation of a director becomes effective or his term of office expires, such director shall complete all handover formalities with the Board of Directors.</p>	<p>Article 143 Article 144 If the resignation of a director becomes effective or his term of office expires, such director shall complete all handover formalities with the Board of Directors.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
43.	<p>Article 145 Clause 1 The Bank shall have independent directors. Independent directors refer to directors who do not take up any position in the Bank other than serving as directors and do not have any connection with the Bank and its substantial shareholders that is likely to affect their independent and objective judgment. Among the independent directors of the Bank, one or two of them shall be experts of the urban and rural economy and financial markets.</p>	<p>Article 145 Clause 1 Article 146 Clause 1 The Bank shall have independent directors. Independent directors refer to directors who do not take up any position in the Bank other than serving as directors and do not have any connection with the Bank and its substantial shareholders and de facto controllers that is likely to affect their independent and objective judgment. Among the independent directors of the Bank, one or two of them shall be experts of the urban and rural economy and financial markets, and at least one shall be professional accountant.</p>
44.	<p>Article 148 Independent directors shall be nominated by the Board of Directors, the Board of Supervisors or shareholders who individually or jointly hold 1% or more of the total number of voting shares of the Bank and shall be elected at a shareholders’ general meeting.</p> <p>Independent directors shall serve a term of office of three years and may serve consecutive terms if so re-elected after his term of office is expired, provided that such term of office shall not be more than six years on an accumulative basis.</p> <p>An independent director shall not hold concurrent posts in more than two commercial banks.</p>	<p>Article 148 Article 149 Independent directors shall be nominated by the Board of Directors, the Board of Supervisors or shareholders who individually or jointly hold 1% or more of the total number of voting shares of the Bank and shall be elected at a shareholders’ general meeting.</p> <p>Independent directors shall serve a term of office of three years and may serve consecutive terms if so re-elected after his term of office is expired, provided that such term of office shall not be more than six years on an accumulative basis.</p> <p>An independent director may serve as an independent director in a maximum of five domestic or overseas enterprises at the same time and shall not hold concurrent posts serve as an independent director in more than two commercial banks. If an independent director is also an independent director of a banking or insurance institution, the relevant institution shall have no affiliation and no conflict of interest.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
45.	<p>Article 149 An independent director may resign before the expiration of his term of office. Prior to the approval of his resignation by the Board of Directors, an independent director shall continue to perform his duties.</p> <p>An independent director who intends to resign shall submit a written resignation report to the Board of Directors and shall submit a written statement at the most recent shareholders’ general meeting stating any circumstances related to his resignation or those which he considers to be necessary to draw the attention of the shareholders and creditors.</p> <p>If the resignation of an independent director results in the number of independent directors in the Board of Directors to fall below the minimum requirement as stipulated in the laws, administrative regulations, department rules and other normative documents and the Articles of Association, the resignation of such independent director shall take effect only after an independent director is appointed to fill the resultant vacancy.</p>	<p>Article 149 Article 150 An independent director may resign before the expiration of his term of office. Prior to the approval of his resignation by the Board of Directors, an independent director shall continue to perform his duties.</p> <p>An independent director who intends to resign shall submit a written resignation report to the Board of Directors and shall submit a written statement at the most recent shareholders’ general meeting stating any circumstances related to his resignation or those which he considers to be necessary to draw the attention of the shareholders and creditors.</p> <p>If the resignation of an independent director results in the number of independent directors in the Board of Directors to fall below the minimum requirement as stipulated in the laws, administrative regulations, department rules and other normative documents and the Articles of Association, the resignation of such independent director shall take effect only after an independent director is appointed to fill the resultant vacancy, other than the resignation or removal caused by the loss of independence.</p>
46.	<p>Article 150 Except for such functions and powers as conferred upon a director under the Company Law and other relevant laws, administrative regulations, departmental rules and the Articles of Association, an independent director shall also have the following functions and powers:</p> <p>(1) approving material related party transactions before being submitted to the Board of Directors for discussion, and, prior to making any judgment, engaging an intermediary to issue a report of independent financial adviser which should form the basis for making his judgment;</p>	<p>Article 150 Article 151 Except for such functions and powers as conferred upon a director under the Company Law and other relevant laws, administrative regulations, departmental rules and the Articles of Association, an independent director shall also have the following functions and powers:</p> <p>(1) approving material related party transactions before being submitted to the Board of Directors for discussion, and, prior to making any judgment, engaging an intermediary to issue a report of independent financial adviser which should form the basis for making his judgment;</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
	<p>(2) proposing to the Board of Directors to convene an extraordinary general meeting of shareholders;</p> <p>(3) proposing to convene an extraordinary meeting of the Board of Directors;</p> <p>(4) engaging any external auditor and consulting institution on an independent basis;</p> <p>(5) proposing to the Board of Directors to appoint or dismiss an accounting firm;</p> <p>(6) soliciting votes from shareholders before a shareholders’ general meeting is convened; and</p> <p>(7) exercising any other functions and powers as stipulated in the laws, administrative regulations, department rules and the Articles of Association.</p> <p>Independent directors shall obtain the consent of no less than one-half of all (at least two) independent directors before exercising the said functions and powers. If any of the above proposals is not adopted or the above functions and powers cannot be exercised in a normal manner, the Bank shall disclose the relevant circumstances.</p> <p>The reasonable costs incurred by an independent director due to the engagement of an intermediary or professional as well as the reasonable costs required by such director for performing his duties shall be borne by the Bank.</p>	<p>(2) proposing to the Board of Directors to convene an extraordinary general meeting of shareholders;</p> <p>(3) proposing to convene an extraordinary meeting of the Board of Directors;</p> <p>(4) engaging any external auditor and consulting institution on an independent basis;</p> <p>(5) proposing to the Board of Directors to appoint or dismiss an accounting firm;</p> <p>(6) soliciting votes from shareholders before a shareholders’ general meeting is convened; and</p> <p>(7) exercising any other functions and powers as stipulated in the laws, administrative regulations, department rules and the Articles of Association.</p> <p>Except for the exercise of the functions and powers set out in item (4) above, which is subject to the consent of all independent directors, independent Independent directors shall obtain the consent of no less than one-half of all (at least two) independent directors before exercising the said abovesaid other functions and powers. Matters in items (1) and (5) above should be subject to the consent of more than half of the independent directors before they are submitted to the Board of Directors for discussion. If any of the above proposals is not adopted or the above functions and powers cannot be exercised in a normal manner, the Bank shall disclose the relevant circumstances.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
		<p>Independent directors shall have the equal access to information as the other directors. The Bank shall protect the access to information of independent directors, provide independent directors with necessary information to participate in decision-making in a timely and complete manner, and provide necessary working conditions for independent directors to perform their duties</p> <p>The reasonable costs incurred by an independent director due to the engagement of an intermediary or professional as well as the reasonable costs required by such director for performing his duties shall be borne by the Bank</p>
47.	—	<p>Article 152 The independent directors shall perform their duties honestly, independently and diligently, safeguard the legitimate interests of the Bank, the depositors and minority shareholders and financial consumers, and shall not be influenced by shareholders, the de facto controller, senior management or other entities or individuals with significant interests in the Bank.</p> <p>If there are major defects or failure in the corporate governance mechanism of the Bank, independent directors shall report relevant information to the regulatory authorities in time. In addition to reporting the relevant circumstances to the regulatory authorities, independent directors shall keep confidential the Bank’s business secrets.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
48.	<p>Article 151 Independent directors shall provide objective, fair and independent opinions on the matters discussed at shareholder’s general meetings and board meetings, in particular the following matters:</p> <p>(1) material related party transactions;</p> <p>(2) profit distribution plans and modification of profit distribution policy;</p> <p>(3) nomination, appointment and removal of directors;</p> <p>(4) appointment and removal of senior management;</p> <p>(5) remuneration of directors and senior management;</p> <p>(6) engagement of external auditors;</p> <p>(7) matters that may jeopardise the interests of depositors and minority shareholders in the opinion of independent directors;</p> <p>(8) matters that may cause significant losses of the Bank in the opinion of independent directors;</p>	<p>Article 151 Article 153 Independent directors shall provide objective, fair and independent opinions on the matters discussed at shareholder’s general meetings and board meetings, in particular the following matters:</p> <p>(1) material related party transactions;</p> <p>(2) profit distribution plans and modification of profit distribution policy;</p> <p>(3) nomination, appointment and removal of directors;</p> <p>(4) appointment and removal of senior management;</p> <p>(5) remuneration of directors and senior management;</p> <p>(6) engagement of external auditors engagement or dismissal of an accounting firm for conducting regular statutory audit work for the Bank’s financial reports;</p> <p>(7) matters that may jeopardise the interests of depositors and minority shareholders in the opinion of independent directors;</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
	<p>(9) the impact of issuance of preference shares on the interest of holders of each class of shares of the bank; and</p> <p>(10) any other matters as required by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>Independent directors who are experts of the urban and rural economy and financial markets shall express their opinions regarding the County Area Banking Business of the Bank.</p>	<p>(8) (7) matters that may cause significant losses of the Bank in the opinion of independent directors;</p> <p>(9) (8) the impact of issuance of preference shares on the interest of holders of each class of shares of the bank; and</p> <p>(9) other matters that may have a material impact on the legitimate rights and interests of the Bank, its shareholders and financial consumers; and</p> <p>(10) any other matters as required by the laws, administrative regulations, departmental rules, regulatory provisions and the Articles of Association.</p> <p>Independent directors who are experts of the urban and rural economy and financial markets shall express their opinions regarding the County Area Banking Business of the Bank.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
49.	<p>Article 154 The Board of Directors and the Board of Supervisors shall have the right to propose the dismissal of an independent director at a shareholders’ general meeting if such director:</p> <p>(1) has committed gross neglect of duty;</p> <p>(2) does not resign from his position when he is no longer qualified to act as an independent director;</p> <p>(3) fails to attend in person three consecutive board meetings, fails to attend in person or to appoint another independent director to attend on his behalf two consecutive board meetings, or attends in person less than two-thirds of the total number of the board meetings within one year; or</p> <p>(4) falls under other circumstances as provided for in the laws, administrative regulations and departmental rules that an independent director is no longer suitable for holding such a position.</p> <p>If a dismissed independent director is of the opinion that the reason relating to his dismissal by the Bank is not justifiable, he may make a public declaration.</p>	<p>Article 154 Article 156 The Board of Directors and the Board of Supervisors shall have the right to propose the dismissal of an independent director at a shareholders’ general meeting if such director:</p> <p>(1) has committed gross neglect of duty;</p> <p>(2) does not resign from his position when he is no longer qualified to act as an independent director;</p> <p>(3) fails to attend in person three consecutive board meetings, fails to attend in person or to appoint another independent director to attend on his behalf two consecutive board meetings, or attends in person less than two-thirds of the total number of the board meetings within one year; or</p> <p>(4) falls under other circumstances as provided for in the laws, administrative regulations and departmental rules that an independent director is no longer suitable for holding such a position.</p> <p>If a dismissed independent director is of the opinion that the reason relating to his dismissal by the Bank is not justifiable, he may make a public declaration.</p>
50.	<p>Article 157 The Bank shall have a Board of Directors which shall be accountable to the shareholders’ general meeting. The Board of Directors shall be composed of 7 to 17 directors. The specific number of the Board of Directors shall be determined by the shareholders’ general meeting, in which the number of independent directors shall not be less than three and the number of executive directors shall not exceed one-third of the total number of directors.</p>	<p>Article 157 Article 159 The Bank shall have a Board of Directors which shall be accountable to the shareholders’ general meeting. The Board of Directors shall be composed of 7 to 17 directors. The specific number of the Board of Directors shall be determined by the shareholders’ general meeting, in which the number of independent directors shall not be less than three and, in principle, not less than one-third of the total number of the Board of Directors members, and the number of executive directors shall not exceed one-third of the total number of directors.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
51.	<p>Article 158 Clause 1 The Board of Directors shall have one Chairman and may have one Vice Chairman to assist the Chairman in performing his duties. The Chairman and Vice Chairman shall be served by directors and shall be elected or dismissed by a simple majority of all directors. The Chairman and Vice Chairman shall serve a term of three years and may serve consecutive terms if so re-elected after his term of office is expired.</p>	<p>Article 158 Clause 1 Article 160 Clause 1 The Board of Directors shall have one Chairman and may have one Vice Chairman to assist the Chairman in performing his duties. The Chairman and Vice Chairman shall be served by directors and shall be elected or dismissed by a simple majority of all directors. The Chairman and Vice Chairman shall serve a term of three years and may serve consecutive terms if so re-elected after his term of office is expired.</p>
52.	<p>Article 160 The Board of Directors shall perform the following duties:</p> <p>.....</p> <p>(3) to decide on development strategies of the Bank (including the development strategy of the County Area Banking Business and green credit strategy);</p> <p>(4) to decide on the business plans and investment plans;</p> <p>.....</p> <p>(10) to formulate proposal on the ordinary share repurchase;</p> <p>(11) to establish and supervise the implementation of the basic management system and policies of the Bank;</p> <p>(12) to establish and improve basic management systems for risk management and internal control; to consider and approve the general risk management report and the plan on allocation of risk-based capital; and to evaluate the effectiveness of the risk management of the Bank, so as to improve the risk management work of the Bank;</p>	<p>Article 160 Article 162 The Board of Directors shall perform the following duties:</p> <p>.....</p> <p>(3) to decide on development strategies of the Bank (including the development strategy of the Sannong and County Area strategy Banking Business and green credit finance strategy and digital operation strategy) and oversee the implementation of the strategies;</p> <p>(4) to decide on the business plans and investment plans;</p> <p>(5) to develop the Bank’s capital plan and assume ultimate responsibility for capital or solvency management;</p> <p>.....</p> <p>(10) (11) to formulate proposal on major acquisitions and acquisition of the Bank’s shares the ordinary share repurchase;</p> <p>(11) (12) to establish and supervise the implementation of the basic management system and policies of the Bank;</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
	<p>(13) to formulate amendments to the Articles of Association, the rules of procedures for a shareholders’ general meeting and the rules of procedures for the Board of Directors and to establish the relevant corporate governance system;</p> <p>.....</p> <p>(15) to review and approve, within the scope of authorisation by the shareholders’ general meeting, matters including the establishment of important legal entities, major acquisitions and mergers, major external investments, major asset purchases, material asset disposals and major asset write-off and major external guarantees;</p> <p>.....</p> <p>(18) to elect the Chairman and members of the Nomination and Remuneration Committee nominated by shareholders, the Chairman of the Board of Directors, one-third or more of the directors or one-half or more (at least two) of the independent directors; to elect the chairmen and members of other board committees (other than the Chairman of the Strategic Planning Committee) nominated by the Nomination and Remuneration Committee;</p>	<p>(12) (13) to establish and improve basic management systems for risk management and internal control; to consider and approve the general risk management report and the plan on allocation of risk-based capital; to establish the Bank’s risk tolerance; and to evaluate the effectiveness of the risk management of the Bank, so as to improve the risk management work of the Bank;</p> <p>(13) (14) to formulate amendments to the Articles of Association, the rules of procedures for a shareholders’ general meeting and the rules of procedures for the Board of Directors, to consider and approve of the rules of the special committees of the Board of Directors and to establish the relevant corporate governance system;</p> <p>.....</p> <p>(15) (16) in accordance with laws and regulations, regulatory provisions, the Articles of Association and the authorisation of the shareholders’ general meeting, to review and approve, within the scope of authorisation by the shareholders’ general meeting, matters including the establishment of important legal entities, major acquisitions and mergers, major external investments, major asset purchases, material asset disposals and major asset write-off and major external guarantees, major assets pledges and other non-commercial banking guarantees, major external donations and major data governance;</p> <p>.....</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
	<p>(19) to formulate the remuneration packages for directors and to submit the same to the shareholders’ general meeting for approval;</p> <p>.....</p> <p>(22) to assess and improve the corporate governance of the Bank;</p> <p>(23) to formulate share incentive plan;</p> <p>(24) to manage the affairs relating to the information disclosure of the Bank;</p> <p>(25) to propose to the shareholders’ general meeting the engagement, dismissal or discontinuance of the engagement of an accounting firm;</p> <p>(26) to review and approve or grant authority to the Related Party Transactions Management Committee of the Board of Directors for approving related party transactions; and to make special reports to the shareholders’ general meeting on the implementation of the administrative system of related party transactions and on the status of related party transactions;</p> <p>.....</p> <p>(28) to review the work reports of the senior management to ensure that all directors are timely and fully informed of relevant information for the performance of their duties, and to review the performance of the senior management to ensure the proper performance of their duties;</p> <p>.....</p>	<p>(18) (19) to elect the Chairman and members of the Nomination and Remuneration Committee nominated by shareholders, the Chairman of the Board of Directors, one-third or more of the directors or one-half or more (at least two) of the independent directors; to elect the chairmen and members of other board committees (other than the Chairman of the Strategic Planning and Sustainable Development Committee) nominated by the Nomination and Remuneration Committee;</p> <p>(19) (20) to formulate the remuneration packages for directors and to submit the same to the shareholders’ general meeting for approval;</p> <p>.....</p> <p>(22) (23) to regularly assess and improve the corporate governance of the Bank;</p> <p>(23) (24) to formulate share incentive plan;</p> <p>(24) (25) to manage be responsible for the affairs relating to the information disclosure of the Bank, and is ultimately responsible for the truthfulness, accuracy, completeness and timeliness of accounting and financial reporting;</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
		<p>(25) (26) to propose to the shareholders' general meeting the engagement, dismissal or discontinuance of the engagement of an accounting firm that conducts the regular statutory audit of the Bank's financial statements;</p> <p>(26) (27) to review and approve or grant authority to the Related Party Transactions Management Committee of the Board of Directors for approving significant related party transactions (except for connected transactions that should be considered and approved by a shareholders' general meeting); and to make special reports to the shareholders' general meeting on the implementation of the administrative system of related party transactions and on the general status of related party transactions;</p> <p>.....</p> <p>(31) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(32) to establish a mechanism to identify, review and manage conflicts of interest between the Bank and its shareholders, in particular major shareholders;</p> <p>(33) to assume responsibility for the management of shareholders' affairs;</p> <p>(34) to assume ultimate responsibility for the management of the Bank's consolidated financial statements;</p> <p>.....</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
53.	<p>Article 161 The opinions of the Party Committee shall be heard before the Board of Directors decides on material issues of the Bank.</p>	<p>Article 161 Article 163 The opinions of the Party Committee shall be heard Party Committee research and discussion as preliminary procedure shall be performed before the Board of Directors or the senior management decide decides on materials operational and management matters issues of the Bank.</p>
54.	<p>Article 162 The powers of the Board of Directors to establish legal entities and to deal with merger and acquisition, investment, disposal and write-off of assets, provision of guarantees to third parties and related party transactions shall be approved by the shareholders’ general meeting. The Board of Directors shall establish strict examination and approval procedures for the exercise of the powers. Advice of experts and professionals shall be sought for major investment. Particulars of major investment shall be submitted to the shareholders’ general meeting for approval in accordance with the Articles of Association and relevant corporate governance rules of the Bank, if necessary.</p>	<p>Article 162 Article 164 The powers of the Board of Directors to establish legal entities and to deal with merger and acquisition, investment, assets acquisition, disposal and write-off of assets, provision of guarantees to third parties assets pledge and other non-commercial banking business guarantees and related party transactions shall be approved by the shareholders’ general meeting. The Board of Directors shall establish strict examination and approval procedures for the exercise of the powers. Advice of experts and professionals shall be sought for major investment. Particulars of major investment shall be submitted to the shareholders’ general meeting for approval in accordance with the Articles of Association and relevant corporate governance rules of the Bank, if necessary.</p>
55.	—	<p>Article 167 The Board of Directors practises a high standard of professional ethics. The code of ethics should be in the long-term interest of the Bank.</p>
56.	<p>Article 165 The Board of Directors shall review the development strategy of the Bank regularly to ensure that they are appropriate in respect of the prevailing operational results and market conditions.</p> <p>The Board of Directors shall regularly listen to reports from internal audit department on internal audit and inspection, and evaluate the operation of the Bank and the performance of the senior management.</p>	<p>Article 165 Article 168 The Board of Directors shall review the development strategy of the Bank regularly to ensure that they are appropriate in respect of the prevailing operational results and market conditions.</p> <p>The Board of Directors shall regularly listen to work reports from internal audit department on internal audit and inspection, and evaluate the operation of the Bank and the performance of the senior management.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
57.	<p>Article 172 The Chairman of the Board of Supervisors shall convene an extraordinary meeting within 10 days from the date of receipt of the following requests:</p> <p>(1) request of the Requesting Shareholders;</p> <p>(2) request of more than one-third of the directors;</p> <p>(3) request of the Board of Supervisors;</p> <p>(4) request of more than half of the independent directors (at least two); and</p> <p>(5) request of the President of the Bank.</p> <p>The Chairman may convene an extraordinary Board of Directors’ meeting if necessary.</p> <p>To convene an extraordinary Board of Directors’ meeting, a notice of reasonable time should be given.</p>	<p>Article 172 Article 175 The Chairman of the Board of Supervisors shall convene an extraordinary meeting within 10 days from the date of receipt of the following requests:</p> <p>(1) request of the Requesting Shareholders;</p> <p>(2) request of more than one-third of the directors;</p> <p>(3) request of the Board of Supervisors;</p> <p>(4) request of more than half of the two independent directors (at least two); and</p> <p>(5) request of the President of the Bank.</p> <p>The Chairman may shall convene an extraordinary Board of Directors’ meeting if necessary.</p> <p>To convene an extraordinary Board of Directors’ meeting, a notice of reasonable time should be given.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
58.	<p>Article 173 A Board of Directors’ meeting can be attended in person, or conducted via telephone, video and by circulation of written resolutions.</p> <p>If a Board of Directors’ meeting is conducted in a form of telephone or video conferencing, the directors attending meeting shall be ensured that they can clearly hear and communicate with each other. Audio or video recording is required for Board of Directors’ meetings held in such a manner. Directors unable to sign the minutes at the meeting shall vote verbally and sign the written resolutions thereafter as soon as practicable.</p> <p>Verbal votes cast by directors shall have the equal effect with written signatures. Signatures made after the meeting must be identical with verbal votes at the meeting. In case of discrepancy, verbal votes shall prevail.</p> <p>If a Board of Directors’ meeting is conducted by signing of written resolutions circulated among directors, i.e. by delivering or circulating documents for consideration and for resolutions to be made on that basis, each director or its proxy shall express their opinions as affirmative, negative or abstained in writing. Once the number of directors who sign in favour of a resolution reaches the quorum as required by the Articles of Association, the resolution shall have been adopted.</p>	<p>Article 173 Article 176 A Board of Directors’ meeting can be attended in person, or conducted via telephone, video and by circulation of written resolutions.</p> <p>The Bank shall record the on-site meeting of the Board of Directors by means such as audio and video recording.</p> <p>If a Board of Directors’ meeting is conducted by means such as in a form of via telephone or video conferencing, the directors attending meeting shall be ensured that they can clearly hear and communicate with each other. Audio or video recording is required for Board of Directors’ meetings held in such a manner. Directors unable to sign the minutes at the meeting shall vote verbally and sign the written resolutions thereafter as soon as practicable.</p> <p>Verbal votes cast by directors shall have the equal effect with written signatures. Signatures made after the meeting must be identical with verbal votes at the meeting. In case of discrepancy, verbal votes shall prevail.</p> <p>If a board meeting is conducted by signing of written resolutions circulated among directors, i.e. by delivering or circulating documents for consideration and for resolutions to be made on that basis, each director or its proxy shall express their opinions as affirmative, negative or abstained in writing. Once the number of directors who sign in favour of a resolution reaches the quorum as required by the Articles of Association, the resolution shall have been adopted.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
59.	<p>Article 175 Directors shall attend the meetings of the Board of Directors in person. If a director is unable to attend the meeting for any reason, he may appoint another director of the same class in writing to attend the meeting on his behalf. A proxy form shall state the name of the proxy, the scope of the authorisation, the authority of the proxy and the period of validity, and also be signed or affixed by the principal.</p> <p>The director attending the meeting on behalf of another director shall exercise his power within the scope of authorisation. A director does not attend a Board of Directors’ meeting either in person or by proxy shall be deemed to have waived his voting right at the meeting.</p>	<p>Article 175 Article 178 Directors shall attend the meetings of the Board of Directors in person. If a director is unable to attend the meeting for any reason, he may appoint another director of the same class in writing to attend the meeting on his behalf, whereas independent directors shall appoint non-independent directors to attend the meeting on his behalf. A proxy form shall state the name of the proxy, the scope of the authorisation, the authority of the proxy and the period of validity, and the principal’s opinion and direction for voting on a proposal, and also be signed or affixed by the principal.</p> <p>In principle, a director shall not accept authorisation from more than two directors who cannot attend the meeting in person. When it comes to consideration of related party transactions, non-related directors shall not appoint related directors to attend the meeting on their behalf.</p> <p>The director attending the meeting on behalf of another director shall exercise his power within the scope of authorisation. A director does not attend a Board of Directors’ meeting either in person or by proxy shall be deemed to have waived his voting right at the meeting.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
60.	<p>Article 177 Clause 2 The following matters shall be approved and adopted by two thirds or more of all directors and shall not be approved by written resolutions:</p> <p>.....</p> <p>(8) establishment of legal entities, major mergers and acquisitions, major external investments, major asset acquisitions, disposal and write-off, major external guarantees to third party etc., subject to approval of shareholders’ general meeting;</p> <p>(9) appointment and dismissal of the President, Vice President, Secretary to the Board of Directors and other senior management members and decision on the compensation, performance evaluation and punishment of them;</p> <p>(10) election of the chairmen (excluding the Chairman of Strategic Planning Committee) and members of board committees;</p> <p>(11) proposal on the engagement, dismissal or discontinuance of engagement of accountant firm for approval at the shareholders’ general meeting;</p> <p>.....</p>	<p>Article 177 Clause 2 Article 180 Clause 2</p> <p>The following matters shall be approved and adopted by two thirds or more of all directors and shall not be approved by written resolutions:</p> <p>.....</p> <p>(8) establishment of legal entities, major mergers and acquisitions, major external investments, major asset acquisitions, disposal and write-off, major external guarantees to third party etc., major asset pledges and other guarantees for non-commercial banking business, subject to approval of shareholders’ general meeting;</p> <p>(9) remuneration packages of directors and senior management;</p> <p>(9) (10) appointment and dismissal of the President, Vice President, Secretary to the Board of Directors and other senior management members and decision on the compensation, performance evaluation and punishment of them;</p> <p>(10) (11) election of the chairmen (excluding the Chairman of Strategic Planning and Sustainable Development Committee) and members of board committees;</p> <p>(11) (12) proposal on the engagement, dismissal or discontinuance of engagement of accountant firm for conducting regular statutory audit work for the Bank’s financial reports for approval at the shareholders’ general meeting;</p> <p>.....</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
61.	<p>Article 178 Clause 1 The Board of Directors shall prepare minutes to record its decisions on the matters it has considered. The directors and minutes-taker shall sign the minutes. The minutes of Board of Directors’ meetings shall be complete and true and shall be retained as important files of the Bank in accordance with the Bank’s archives management rules, and will be served as an important basis for determining the responsibilities of directors in the future.</p>	<p>Article 178 Clause 1 Article 181 Clause 1 The Board of Directors shall prepare minutes to record its decisions on the matters it has considered. The directors and minutes-taker shall sign the minutes. The minutes of Board of Directors’ meetings shall be complete and true and shall be retained as important files of the Bank in accordance with the Bank’s archives management rules, and will be served as an important basis for determining the responsibilities of directors in the future. Minutes of meetings shall be kept permanently.</p>
62.	<p>Article 180 The Board of Directors shall assume the ultimate responsibility for consolidated management, shall be responsible for formulating the overall strategic direction of the Bank, examine and approve the fundamental rules and measures of consolidated management, and set up a mechanism for regular examination and assessment of consolidated management.</p>	<p>This article is deleted.</p>
63.	<p>Article 181 Clause 1 The Bank has one Secretary to the Board of Directors, who is a member of the senior management of the Bank and responsible to the Board of Directors.</p>	<p>Article 181 Clause 1 Article 183 Clause 1 The Bank has one Secretary to the Board of Directors, who is a member of the senior management of the Bank nominated by the Chairman, appointed or dismissed by the Board of Directors and responsible to the Board of Directors.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
64.	<p>Article 183 The Board of Directors of the Bank comprises the Strategic Planning Committee, the County Area Banking/Inclusive Finance Business Development Committee, the Nomination and Remuneration Committee, the Audit and Compliance Committee, the Risk Management Committee (with the Related Party Transactions Management Committee under it) and the Risk Management Committee of Institutions in the United States Regions. The Board of Directors may establish other committees and restructure any existing committees when necessary.</p>	<p>Article 183 Article 185 The Board of Directors of the Bank comprises the Strategic Planning and Sustainable Development Committee, the County Area Banking Business and/Inclusive Finance Business Development Committee, the Nomination and Remuneration Committee, the Audit and Compliance Committee, the Risk Management and Consumers’ Interests Protection Committee (with the Related Party Transactions Management Committee under it), the Related Party Transactions Management Committee and the Risk Management Committee of Institutions in the United States Regions. The Board of Directors may establish other committees and restructure any existing committees when necessary.</p>
65.	<p>Article 184 Clause 2 The members of the board committees shall be directors, and the number of members of each committee shall not be less than three. The Chairman of the Strategic Planning Committee shall be taken up by the Chairman of the Board of Directors. Independent directors shall form the majority of members of the Nomination and Remuneration Committee, the Audit and Compliance Committee and the Related Party Transactions Management Committee, and act as chairmen of these committees.</p>	<p>Article 184 Clause 2 Article 186 Clause 2 The members of the board committees shall be directors, and the number of members of each committee shall not be less than three. The Chairman of the Strategic Planning and Sustainable Development Committee shall be taken up by the Chairman of the Board of Directors. Independent directors shall form the majority of members of the Nomination and Remuneration Committee, the Audit and Compliance Committee and the Related Party Transactions Management Committee, and act as chairmen of these committees. The number of independent directors shall not be less than one-third of the total number of members of the Risk Management and Consumers’ Interests Protection Committee.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
66.	<p>Article 185 The Strategic Planning Committee shall perform the following duties:</p> <p>.....</p> <p>(5) to review plans for establishment of legal entities and the plan of merger and acquisition and make suggestions in that respect to the Board of Directors;</p> <p>(6) to review matters regarding major external investment, major acquisitions and disposal of assets, major write-off of assets and provision of major guarantee to third parties and make suggestions in that respect to the Board of Directors;</p> <p>.....</p> <p>(10) to perform other duties as required by the laws, administrative regulations, departmental rules and the securities regulatory authorities at the places where the Bank’s shares are listed, or as authorised by the Board of Directors.</p>	<p>Article 185 Article 187 The Strategic Planning and Sustainable Development Committee shall perform the following duties:</p> <p>.....</p> <p>(5) to review plans for establishment of legal entities and the plan of merger and acquisition and make suggestions in that respect to the Board of Directors;</p> <p>(6) (5) to review matters regarding establishment of important corporate bodies, major acquisitions and mergers, major external investment, major acquisitions and disposal of assets, major write-off of assets and provision of major guarantee to third parties major assets pledges and other non-commercial banking business guarantees and major data governance, and make suggestions in that respect to the Board of Directors;</p> <p>.....</p> <p>(9) to review the sustainable development strategies and objectives of the Bank, regularly evaluate the implementation of the sustainable development strategies, and make suggestions in that respect to the Board of Directors;</p> <p>(10) to review the report related to environmental, social and governance of the Bank, evaluate the development of green finance of the Bank, and make suggestions in that respect to the Board of Directors;</p> <p>(10) (11) to perform other duties as required by the laws, administrative regulations, departmental rules and the securities regulatory authorities at the places where the Bank’s shares are listed, or as authorised by the Board of Directors.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
67.	<p>Article 186 The County Area Banking Business/Inclusive Finance Development Committee shall perform the following duties:</p> <p>.....</p>	<p>Article 186 Article 188 The County Area Banking Business and Inclusive Finance Development Committee shall perform the following duties:</p> <p>.....</p>
68.	<p>Article 187 The Nomination and Remuneration Committee shall perform the following duties:</p> <p>(1) to formulate standards and procedures for the election of directors, chairmen and members of board committees and senior management members and submit the proposed procedures and standards to the Board of Directors for approval;</p> <p>.....</p> <p>(3) to provide advice on candidates for directors, President and Secretary to the Board of Directors;</p> <p>(4) to nominate the candidates for chairmen and members of other committees (other than the Chairman of the Strategic Planning Committee);</p> <p>(5) to formulate the training programs for senior management and key personnel;</p> <p>(6) to formulate the compensation packages for directors and senior management members, and submit the same to the Board of Directors for approval; to present relevant remuneration allocation proposals and submit the same to the board of directors for approval based on the performance assessment of directors and senior management members;</p> <p>.....</p>	<p>Article 187 Article 189 The Nomination and Remuneration Committee shall perform the following duties:</p> <p>(1) to formulate standards and procedures for the election of directors, chairmen and members of board committees and senior management members and submit the proposed audit procedures and standards to the Board of Directors for approval;</p> <p>.....</p> <p>(3) to provide advice on candidates for directors; and President and Secretary to the Board of Directors;</p> <p>(4) to nominate the candidates for chairmen and members of other committees (other than the Chairman of the Strategic Planning and Sustainable Development Committee);</p> <p>(5) to formulate listen to the report on the training programs for senior management and key personnel;</p> <p>(6) to formulate the compensation packages for directors and senior management members, and submit the same to the Board of Directors for approval; to present relevant remuneration allocation proposals and submit the same to the board of directors for approval based on the performance assessment of directors and senior management members;</p> <p>.....</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
69.	<p>Article 188 The Audit and Compliance Committee shall perform the following duties:</p> <p>.....</p> <p>(7) to propose the appointment or dismissal of accounting firm for approval by the Board of Directors; to supervise and evaluate the annual audit plan, scope of work and important audit policies proposed by accounting firm; and to evaluate the truthfulness, completeness and accuracy of the audited financial information of the Bank and submit it to the Board of Directors for approval;</p> <p>.....</p>	<p>Article 188 Article 190 The Audit and Compliance Committee shall perform the following duties:</p> <p>.....</p> <p>(7) to propose the appointment or dismissal of accounting firm for conducting regular statutory audit work for the Bank's financial statements for approval by the Board of Directors; to supervise and evaluate the annual audit plan, scope of work and important audit policies proposed by the accounting firm for conducting regular statutory audit work for the Bank's financial statements; and to evaluate the truthfulness, completeness and accuracy of the audited financial information of the Bank and submit it to the Board of Directors for approval;</p> <p>.....</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
70.	<p>Article 189 The Risk Management Committee shall perform the following duties:</p> <p>.....</p> <p>(5) to review and discuss the Bank’s strategies, policies and objectives of consumer protection in accordance with the overall development strategic plan of the Bank, and make recommendations to the Board of Directors; to supervise and assess the Bank’s consumer protection; and to hear the regular reports on the implementation of the Bank’s consumer protection; and</p> <p>(6) to perform other duties as required by the laws, administrative regulations, departmental rules and the securities regulatory authorities at the places where the Bank’s shares are listed, or as authorised by the Board of Directors.</p>	<p>Article 189 Article 191 The Risk Management and Consumers’ Interest Protection Committee shall perform the following duties:</p> <p>.....</p> <p>(5) to review and discuss the Bank’s strategies, policies and objectives of consumer protection in accordance with the overall development strategic plan of the Bank, and make recommendations to the Board of Directors; to supervise and assess the Bank’s consumer protection; and to hear the regular reports on the implementation of the Bank’s consumer protection; and</p> <p>(6) to produce work reports and annual reports on consumers’ rights and interests protection; to perform relevant duties according to the authorisation of the Board of Directors; to discuss and make decision on relevant matters; and to study major problems and policies regarding consumers’ rights and interests protection;</p> <p>(7) to direct and promote the construction and improvement of the management system of works related to consumers’ rights and interests protection; and to ensure the related policies and regulations are in line with corporate governance, corporate culture building and operation and development strategies;</p> <p>(8) to supervise the comprehensiveness, timeliness and effectiveness of the works of senior management and consumers’ rights protection department in accordance with regulatory requirements and from various aspects such as the strategies, policies, target implementation and work performance of consumers’ rights protection;</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
		<p>(9) to hold meetings regularly on consumers’ rights protection to review the work reports of senior management and consumer rights protection department, and to study annual audit reports, regulatory circulars and internal assessment results related to consumers’ rights protection as well as to urge senior management and relevant departments to take remedy actions to the issues identified in a timely manner;</p> <p>(6) (10) to perform other duties as required by the laws, administrative regulations, departmental rules and the securities regulatory authorities at the places where the Bank’s shares are listed, or as authorised by the Board of Directors.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
71.	<p>Article 190 The Related Party Transactions Management Committees shall perform the following duties:</p> <p>(1) to review management rules for related party transactions, oversee its implementation and make suggestions to the Board of Directors;</p> <p>(2) to identify related party of the Bank and report to the Board of Directors and the Board of Supervisors and inform the relevant parties;</p> <p>(3) to conduct preliminary review on related party transactions to be approved by the Board of Directors or general meeting and propose to the Board of Directors or general meeting via the Board of Directors for approval;</p> <p>(4) to approve related party transactions and other matters thereof under authorisation by the Board of Directors; and to maintain records of related party transactions and report to the Board of Directors; and</p> <p>(5) to perform other duties as required by the laws, administrative regulations, departmental rules and the securities regulatory authorities at the places where the Bank’s shares are listed, or as authorised by the Board of Directors.</p>	<p>Article 190 Article 192 The Related Party Transactions Management Committees shall perform the following duties:</p> <p>(1) to review management rules for related party transactions, oversee its implementation and make suggestions to the Board of Directors;</p> <p>(2) to identify related party of the Bank and report to the Board of Directors and the Board of Supervisors and inform the relevant parties;</p> <p>(3) (2) to conduct preliminary review on related party transactions to be approved by the Board of Directors or general meeting and propose to the Board of Directors or general meeting via the Board of Directors for approval;</p> <p>(4) (3) to approve related party transactions and other matters thereof under authorisation by the Board of Directors; and to maintain records of related party transactions and report to the Board of Directors; and</p> <p>(5) (4) to perform other duties as required by the laws, administrative regulations, departmental rules and the securities regulatory authorities at the places where the Bank’s shares are listed, or as authorised by the Board of Directors.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
72.	<p>Article 191 The Risk Management Committee of Institutions in the United States Regions shall perform the following duties: to review and approve the risk management policies for businesses in the United States, and supervise the implementation of the policies; to review the report of the institutions in the United States on internal and external inspection results and their rectifications; and to perform other duties as authorised by the Board of Directors. The Risk Management Committee of the Board of Directors will assume the responsibilities of the Risk Management Committee of Institutions in the United States Regions.</p>	<p>Article 191 Article 193 The Risk Management Committee of Institutions in the United States Regions shall perform the following duties: to review and approve the risk management policies for businesses in the United States, and supervise the implementation of the policies; to review the report of the institutions in the United States on internal and external inspection results and their rectifications; and to perform other duties as authorised by the Board of Directors. The Risk Management and Consumers’ Interests Protection Committee of the Board of Directors will assume the responsibilities of the Risk Management Committee of Institutions in the United States Regions.</p>
73.	<p>Article 195 Any person who has taken up a position other than a director in an entity of the controlling shareholder or a de facto controller of the Bank shall not act as senior management member of the Bank.</p>	<p>Article 195 Article 197 Any person who has taken up a management position other than a director or a supervisor in an entity of the controlling shareholder or a de facto controller of the Bank shall not act as senior management member of the Bank.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
74.	<p>Article 196 The President of the Bank shall exercise the following functions and powers:</p> <p>(1) to take charge of the operation and management of the Bank, and to make arrangements to implement board resolutions;</p> <p>.....</p> <p>(5) to formulate the annual financial budget plans and final accounts, risk capital allocation plans, profit distribution plans, loss appropriation plans, plans for increase or reduction of registered capital, plans for issuance of corporate bonds or other negotiable securities of the Bank and listing plans, and shares repurchase plans of the Bank, and to make proposals to the Board of Directors;</p> <p>(6) to formulate plans for setting up the internal functional departments of the Bank, and plans for setting up the domestic and overseas tire-one branches and branches directly under the head office, and other institutions directly under the head office and overseas institutions, of the Bank, and to make proposals to the Board of Directors;</p> <p>.....</p>	<p>Article 196 Article 198 The President of the Bank shall exercise the following functions and powers:</p> <p>(1) to take charge of the operation and management of the Bank, and to make arrangements to implement perform resolutions of the shareholders’ general meetings and board resolutions;</p> <p>.....</p> <p>(5) to formulate the annual financial budget plans and final accounts, risk capital allocation plans, profit distribution plans, loss appropriation plans, plans for increase or reduction of registered capital, plans for issuance of corporate bonds or other negotiable securities of the Bank and listing plans, and shares repurchase plans of the Bank, and to make proposals to the Board of Directors;</p> <p>(6) to formulate plans for setting up the internal functional departments of the Bank, and plans for setting up and adjusting the domestic and overseas tire-one branches and branches directly under the head office, and other institutions directly under the head office and overseas institutions, of the Bank, and to make proposals to the Board of Directors;</p> <p>.....</p>
75.	<p>Article 197 The senior management shall set up a system under which the senior management shall report regularly to the Board of Directors, to report promptly, accurately and completely on the operation results, material contracts, financial position, risk profile, operation prospects and other particulars of the Bank. When exercising its functions and powers, the senior management shall fulfil its duty of good faith and due diligence and care.</p>	<p>Article 197 Article 199 The senior management shall set up a system under which the senior management shall report regularly to the Board of Directors, to report promptly, accurately and completely on the operation results, material contracts, financial position, risk profile, operation prospects and other particulars of the Bank. When exercising its functions and powers, the senior management shall fulfil its duty of good faith and due diligence and care.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
76.	—	<p>Article 201 A senior management member of the Bank shall abide by laws, regulations, regulatory provisions and the Articles of Association, have good professional virtues, follow high-standard code of professional ethics, bear faithful and diligence obligations to the Bank, perform duties in a faithful, diligent and prudent manner, guarantee sufficient time and energy for performance of duties, and shall not be remiss in performance of duties or go beyond the scope of authority.</p>
77.	<p>Article 202 A senior management member may resign before his term of office expires. The specific procedures and methods of resignation shall be specifically stipulated in the employment contract between him and the Bank.</p>	<p>Article 202 Article 205 A senior management member may resign before his term of office expires. The specific procedures and methods of resignation shall be specifically stipulated in the employment contract between him and the Bank.</p>
78.	<p>Article 204 The supervisors representing shareholders and external supervisors shall be elected, replaced or dismissed by the shareholders’ general meeting.</p> <p>Supervisors representing employees shall be nominated by the Board of Supervisors and the labor union, and be elected, replaced or dismissed at the employee representative meeting by the employees of the Bank.</p>	<p>Article 204 Article 207 The supervisors representing shareholders and external supervisors shall be elected, replaced or dismissed by the shareholders’ general meeting.</p> <p>Supervisors representing employees shall be nominated by the Board of Supervisors and the labor union, and be elected, replaced or dismissed at through the employee representative meeting by the employees of the Bank.</p>
79.	<p>Article 205 Clause 1 A supervisor shall serve a term of office of three years and may serve consecutive terms if so re-elected after his term of office is expired. Before the term expires, a supervisor shall not be dismissed from his position without reason.</p>	<p>Article 205 Clause 1 Article 208 Clause 1</p> <p>A supervisor shall serve a term of office of three years and may serve consecutive terms if so re-elected after his term of office is expired. Before the term expires, a supervisor shall not be dismissed from his position without reason.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
80.	<p>Article 207 Supervisors shall attend the meetings of the Board of Supervisors in person. If for any reason a supervisor is unable to attend the meeting, he shall by written authorisation appoint another supervisor to act as his proxy to attend the meeting. An external supervisor shall appoint another external supervisor to act as his/her proxy to attend the meeting. A proxy form shall state the name of the proxy, the scope of the authorisation, the authority of the proxy and the period of validity, and also be signed or affixed by the principal.</p> <p>Supervisors shall attend at least two-third meetings of the Board of Supervisors in person in one year. In the event that a supervisor fails to attend two consecutive meetings of the Board of Supervisors in person without appointing a proxy to attend on his behalf, he shall be deemed to be unable to perform his/her duties. The Board of Supervisors shall propose to the shareholders’ general meeting that the supervisor be removed, or propose that the supervisor be removed through the employee representatives’ congress or other democratic procedures.</p>	<p>Article 207 Article 210 Supervisors shall attend the meetings of the Board of Supervisors in person. If for any reason a supervisor is unable to attend the meeting, he shall by written authorisation appoint another supervisor to act as his proxy to attend the meeting. An external supervisor shall appoint another external supervisor to act as his/her proxy to attend the meeting. A proxy form shall state the name of the proxy, the scope of the authorisation, the authority of the proxy and the period of validity, and the supervisor’s opinion and direction for voting on a proposal, and also be signed or affixed by the principal.</p> <p>Supervisors shall attend at least two-third on-site meetings of the Board of Supervisors in person in one year. In the event that a supervisor fails to attend two consecutive meetings of the Board of Supervisors in person without appointing a proxy to attend on his behalf, or fails to attend at least two-thirds of meetings of the Board of Supervisors in person, he shall be deemed to be unable to perform his/her duties. The Board of Supervisors shall propose to the shareholders’ general meeting that the supervisor be removed, or propose that the supervisor be removed through the employee representatives’ congress or other democratic procedures.</p>

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No.	Existing Articles	Amendments
81.	<p>Article 208 A supervisor may resign before his term of office expires. A supervisor who resigns shall submit a written resignation report to the Board of Supervisors. Where the term of a supervisor expires and a by-election is not held in time or where a supervisor resigns, the handling procedure shall follow the provisions of the Articles of Association on the cases of directors, mutatis mutandis.</p>	<p>Article 208 Article 211 A supervisor may resign before his term of office expires. A supervisor who resigns shall submit a written resignation report to the Board of Supervisors. Where the term of a supervisor expires and a by-election is not held in time or where a supervisor resigns, the handling procedure shall follow the provisions of the Articles of Association on the cases of directors, mutatis mutandis.</p> <p>If the number of the Board of Supervisors members falls below the statutory minimum number of the Board of Supervisors members due to the expiry of the term of office of any supervisor and that the new supervisor is not elected in time or any supervisor resigns during his term of office, the existing supervisors shall continue to perform the duties owed by a supervisor before a new supervisor is elected to take up the office in accordance with the laws, administrative regulations, departmental rules and the Articles of Association.</p>

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No.	Existing Articles	Amendments
82.	<p>Article 211 The supervisors may attend the Board of Directors’ meetings as non-voting attendees. The supervisors who attend the Board of Directors’ meetings as non-voting attendees may query or make proposals on the matters to be resolved by the Board of Directors but shall have no voting right.</p> <p>The supervisors who attend the Board of Directors’ meetings as non-voting attendees shall report the particulars of the meeting to Board of Supervisors.</p>	<p>Article 211 Article 214 The supervisors may attend the Board of Directors’ meetings as non-voting attendees. The supervisors who attend the Board of Directors’ meetings as non-voting attendees may query or make proposals on the matters to be resolved by the Board of Directors but shall have no voting right.</p> <p>The supervisors who attend the Board of Directors’ meetings as non-voting attendees shall report the particulars of the meeting to Board of Supervisors.</p> <p>Supervisors of the Bank shall perform the following duties or obligations:</p> <p>(1) to attend board meetings and make inquiries or suggestions on matters resolved;</p> <p>(2) to attend the meetings of the Board of Supervisors on time, fully examine the matters considered by the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</p> <p>(3) to be liable for the resolutions of the Board of Supervisors;</p> <p>(4) to actively participate in training organised by the Bank and regulatory authorities, understand the rights and obligations of supervisors, get familiarised with relevant laws and regulations, and continue to have the necessary professional knowledge and capabilities required for performing their duties;</p>

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No.	Existing Articles	Amendments
		<p>(5) to 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>(6) to actively participate in the supervision and inspection activities organised by the Board of Supervisors, have the right to conduct independent investigations and obtain evidence according to laws, and put forward questions and supervision opinions in a practical manner; and</p> <p>(7) to comply with laws, regulations, regulatory provisions and the Articles of Association.</p>
83.	<p>Article 213 Clause 1 The “external supervisors of the Bank” refers to supervisors who have taken up no position in the Bank other than that of supervisor, and who do not have any relationship with the Bank and its substantial shareholders which may hinder him from forming independent and objective judgments.</p>	<p>Article 213 Clause 1 Article 216 Clause 1 The “external supervisors of the Bank” refers to supervisors who have taken up no position in the Bank other than that of supervisor, and who do not have any relationship with the Bank and its substantial shareholders or de facto controllers which may hinder him from forming independent and objective judgments.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
84.	<p>Article 216 The Board of Supervisors is empowered to propose to the shareholders’ general meeting the removal of an external supervisor who falls in any of the following circumstances:</p> <p>(1) serious dereliction of duty;</p> <p>(2) failing to meet the qualifications required for the position of external supervisor and failing to resign on his own;</p> <p>(3) having failed to attend the Board of Supervisors’ meetings in person for three consecutive times, or having failed to attend the Board of Supervisors’ meetings in person for two consecutive times or to appoint another external supervisor to attend on his behalf, or the number of Board of Supervisors’ meetings attended in a year being less than two-thirds of the total number of the Board of Supervisors’ meetings held in the year; and</p> <p>(4) other circumstances in which one is not suitable to act as external supervisor under the laws, administrative regulations or departmental rules.</p> <p>A dismissed external supervisor who considers the reasons for his dismissal to be improper may make a public statement.</p>	<p>Article 216 Article 219 The Board of Supervisors is empowered to propose to the shareholders’ general meeting the removal of an external supervisor who falls in any of the following circumstances:</p> <p>(1) serious dereliction of duty;</p> <p>(2) failing to meet the qualifications required for the position of external supervisor and failing to resign on his own; and</p> <p>(3) having failed to attend the Board of Supervisors’ meetings in person for three consecutive times, or having failed to attend the Board of Supervisors’ meetings in person for two consecutive times or to appoint another external supervisor to attend on his behalf, or the number of Board of Supervisors’ meetings attended in a year being less than two-thirds of the total number of the Board of Supervisors’ meetings held in the year; and</p> <p>(4) (3) other circumstances in which one is not suitable to act as external supervisor under the laws, administrative regulations or departmental rules.</p> <p>A dismissed external supervisor who considers the reasons for his dismissal to be improper may make a public statement.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
85.	<p>Article 219 The Board of Supervisors shall have a Chairman. The Chairman shall be a full-time officer with professional knowledge and working experiences in one or more of the fields of accounting, auditing, finance or law. The Chairman of the Board of Supervisors shall be elected or dismissed by two-thirds or more members of the Board of Supervisors. The Chairman of the Board of Supervisor shall serve a term of three years and may serve consecutive terms if so re-elected after his term of office is expired.</p>	<p>Article 219 Article 222 The Board of Supervisors shall have a Chairman. The Chairman shall be a full-time officer with professional knowledge and working experiences in one or more of the fields of accounting, auditing, finance or law. The Chairman of the Board of Supervisors shall be elected or dismissed by two-thirds or more members of the Board of Supervisors. The Chairman of the Board of Supervisor shall serve a term of three years and may serve consecutive terms if so re-elected after his term of office is expired.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
86.	<p>Article 221 The Board of Supervisors shall perform the following duties:</p> <p>(1) to supervise the performance of the Board of Directors and senior management, to supervise and question the duty of performance of directors and senior management members, and to urge directors and senior management members to correct their acts which impair the benefits of the Bank;</p> <p>(2) to propose the dismissal of or initiate litigation against the directors and senior management members who breach the laws, administrative rules, the Articles of Association or the resolution of the shareholders’ general meeting;</p> <p>(3) to conduct audit on resigning directors and senior management members as necessary;</p> <p>(4) to formulate the compensation and allowance distribution plan for supervisors and submit the plan to the shareholders’ general meeting for approval;</p> <p>(5) to supervise the financial activities, business decisions, risk management and internal control of the Bank, and to advise on the internal auditing work of the Bank;</p>	<p>Article 221 Article 224 The Board of Supervisors shall perform the following duties:</p> <p>(1) to supervise the performance of the Board of Directors and senior management, to supervise and question the duty of performance of directors and senior management members, and to urge directors and senior management members to correct their acts which impair the benefits of the Bank and evaluate the performance of the Board of Directors, senior management members and supervisors;</p> <p>(2) to supervise and make inquiries to the Board of Directors and senior management members, and to urge directors and senior management members to correct their acts which impair the benefits of the Bank;</p> <p>(2) (3) to propose the dismissal of or initiate litigation against the directors and senior management members who breach the laws, administrative rules, the Articles of Association or the resolution of the shareholders’ general meeting;</p> <p>(3) (4) to conduct audit on resigning directors and senior management members as necessary;</p> <p>(4) (5) to formulate the compensation and allowance distribution plan for supervisors and submit the plan to the shareholders’ general meeting for approval;</p> <p>(5) (6) to supervise and inspect the Bank’s financial activities, business decisions, risk management and internal control of the Bank and supervise the rectification, and to advise on the internal auditing work of the Bank;</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
	<p>(6) to review financial and accounting reports, operation reports and profit distribution proposals submitted by the Board of Directors to the shareholders’ general meeting, and to engage, on behalf of the Bank, certified accountants and auditors to review such reports if any problems are identified;</p> <p>(7) to supervise the implementation of development strategic plan, policies and general management system of County Area Banking Business;</p> <p>(8) to submit proposals to the shareholders’ general meeting;</p> <p>(9) to nominate supervisors representing shareholders, external supervisors and independent directors;</p> <p>(10) to formulate amendment to the rules of procedures of the Board of Supervisors;</p> <p>(11) to supervise the compliance of the appointment, dismissal and reappointment of external auditing firms and the fairness of the terms of engagement and remunerations, as well as the independence and effectiveness of external audit;</p> <p>(12) to perform other duties as required by applicable laws, administrative regulations, departmental rules and the Articles of Association or authorised by the shareholders’ general meeting.</p>	<p>(6) (7) to review financial and accounting reports, operation reports and profit distribution proposals submitted by the Board of Directors to the shareholders’ general meeting, and to engage, on behalf of the Bank, certified accountants and auditors to review such reports if any problems are identified;</p> <p>(7) (8) to supervise the implementation of development strategic plan, policies and general management system of County Area Banking Business;</p> <p>(8) (9) to submit proposals to the shareholders’ general meeting;</p> <p>(9) (10) to nominate supervisors representing shareholders, external supervisors and independent directors;</p> <p>(10) (11) to formulate amendment to the rules of procedures of the Board of Supervisors;</p> <p>(11) (12) to supervise the compliance of the appointment, dismissal and reappointment of external auditing firms and the fairness of the terms of engagement and remunerations, as well as the independence and effectiveness of external audit;</p> <p>(12) (13) to perform other duties as required by applicable laws, administrative regulations, departmental rules and the Articles of Association or authorised by the shareholders’ general meeting.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
87.	—	<p>Article 225 In addition to performance of duties under the Company Law and other laws and regulations as well as the Articles of Association, the Board of Supervisors shall focus on the following matters:</p> <p>(1) the supervision of the Board of Directors to establish a sound business philosophy, value standards and formulate the development strategies in line with the Bank’s situation;</p> <p>(2) the evaluation of the soundness, rationality and robustness of the development strategy of the Bank, and formation of an evaluation report;</p> <p>(3) the supervision of the election and appointment process of Directors;</p> <p>(4) the supervision of the implementation of remuneration management policy of the Bank and soundness and reasonability of remuneration plan of senior management members; and</p> <p>(5) other matters stipulated by the relevant laws, regulations, regulatory requirements and the Articles of Association.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
88.	<p>Article 226 Clause 1 Comprehensive auditing results regarding other internal departments and branches of the Bank prepared by the internal audit department shall be submitted to the Board of Supervisors in a timely manner. The Board of Supervisors shall be entitled to request the Board of Directors or internal audit department to make explanations in case of any doubt on the auditing results.</p>	<p>Article 226 Clause 1 Article 230 Clause 1 The Board of Supervisors guide and supervise the internal audit work. Comprehensive auditing results regarding other internal departments and branches of the Bank prepared by the internal audit department shall be submitted to the Board of Supervisors in a timely manner. The Board of Supervisors shall be entitled to request the Board of Directors, the senior management or internal audit department to provide audit-related information and make explanations in case of any doubt on the auditing results.</p>
89.	<p>Article 231 The Chairman of the Board of Supervisors shall convene an extraordinary meeting within 10 days from the date of receipt of the following requests:</p> <p>(1) request by one-third or more of the supervisors; or</p> <p>(2) request by all external supervisors.</p> <p>The Chairman of the Board of Supervisors may convene an extraordinary meeting if necessary.</p> <p>To convene an extraordinary meeting of the Board of Supervisors, notice shall be given within a reasonable time.</p>	<p>Article 231 Article 235 The Chairman of the Board of Supervisors shall convene an extraordinary meeting within 10 days from the date of receipt of the following requests:</p> <p>(1) request by one-third or more of the supervisors; or</p> <p>(2) request by all external supervisors.</p> <p>The Chairman of the Board of Supervisors mayshall convene an extraordinary meeting if necessary.</p> <p>To convene an extraordinary meeting of the Board of Supervisors, notice shall be given within a reasonable time.</p>
90.	<p>Article 236 Clause 1 A resolution at the Board of Supervisors’ meeting shall require the affirmative votes of two-thirds of all directors to be adopted.</p>	<p>Article 236 Clause 1 Article 240 Clause 1 A resolution at the Board of Supervisors’ meeting shall require the affirmative votes of two-thirds of all directors to be adopted. If any supervisor has significant interest in any matters to be discussed by the Board of Supervisors, resolution shall be adopted by more than two-thirds of the supervisors having no significant interest in such matter. If the number of supervisors having no significant interest in such matter that attended the meeting is less than three, the matter shall be submitted to shareholders’ general meeting for approval.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
91.	<p>Article 237 Clause 2</p> <p>A supervisor shall have the right to request to have his speech at the meeting to be recorded in the minutes to express his/her dissenting opinions towards the minutes. The minutes of the meetings of the Board of Supervisors shall be kept as important records of the Bank in accordance with the Bank’s archives management rules.</p>	<p>Article 237 Clause 2 Article 241 Clause 2</p> <p>A supervisor shall have the right to request to have his speech at the meeting to be recorded in the minutes to express his/her dissenting opinions towards the minutes. The minutes of the meetings of the Board of Supervisors shall be kept as important records of the Bank in accordance with the Bank’s archives management rules. Minutes of meetings shall be kept permanently.</p>
—	<p>CHAPTER XIII FINANCIAL ACCOUNTING SYSTEM, PROFIT DISTRIBUTION PLAN AND INTERNAL AUDIT</p>	<p>CHAPTER XIII FINANCIAL ACCOUNTING SYSTEM, AND PROFIT DISTRIBUTION PLAN AND INTERNAL AUDIT</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
92.	<p>Article 273 Clause 2, Clause 3 The profit distributed to ordinary shareholders by way of cash dividend shall not be less than 10% of the net profit attributable to ordinary shareholders of the Bank in the relevant financial year. In case of force majeure such as war and natural disaster, or external changes in the operation circumstances having material effects to the Bank’s operation, or material internal changes in the Bank’s operation, the Bank may modify its profit distribution policy. When modifying the profit distribution policy, the Board of Directors shall provide specific explanations to the reasons thereof, and such modification shall be submitted to the shareholders’ general meeting for approval after being approved by the independent shareholders.</p> <p>“Extraordinary circumstance” shall mean any circumstance in which profit distribution is forbidden by the state laws and regulations, including but not limited to the situation that the general reserves or capital adequacy ratio fail to reach the regulator’s requirements.</p>	<p>Article 273 Clause 2, Clause 3 Article 277 Clause 2, Clause 3 The profit distributed to ordinary shareholders by way of cash dividend shall not be less than 10% of the net profit attributable to ordinary shareholders of the Bank in the relevant financial year. In case of force majeure such as war and natural disaster, or external changes in the operation circumstances having material effects to the Bank’s operation, or material internal changes in the Bank’s operation, the Bank may modify its profit distribution policy. When modifying the profit distribution policy, the Board of Directors shall provide specific explanations to the reasons thereof, and such modification shall be submitted to the shareholders’ general meeting for approval after being approved by the independent shareholders. The review of modification matters of the profit distribution policy, the Bank should fully take into account the views of the independent Directors and minority shareholders.</p> <p>“Extraordinary circumstance” shall mean any circumstance in which profit distribution is forbidden by the state laws, administrative regulations and departmental rules, including but not limited to the situation that the general reserves or capital adequacy ratio fail to reach the regulator’s requirements.</p>
—	—	<p align="center">CHAPTER XIV RISK MANAGEMENT, INTERNAL CONTROL AND INTERNAL AUDIT</p>
93.	—	<p>Article 282 The Bank shall establish a comprehensive risk management system and an internal control system. The Board of Directors of the Bank undertakes the ultimate responsibility for comprehensive risk management.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
94.	<p>Article 280 Clause 1 The Bank shall engage an accounting firm, which shall meet the relevant government provisions and be independent, to audit the annual financial reports of the Bank and other financial reports of the Bank, to conduct capital verification of net assets and to provide other related consultancy services and other services.</p>	<p>Article 280 Clause 1 Article 285 Clause 1 The Bank shall engage an accounting firm, which shall meet the relevant government provisions and be independent, to audit the annual financial reports of the Bank and other financial reports of the Bank, to conduct capital verification of net assets and to provide other related consultancy services and other services.</p>
95.	<p>Article 289 The Bank shall regulate information disclosure under the principle of authenticity, accuracy, completeness and promptness.</p>	<p>Article 289 Article 294 Other personnel of the Bank required to disclose information pursuant to the laws, administrative regulations and the securities regulatory authority of the State Council shall comply with the information disclosure obligation in a timely manner in accordance with the laws. The Bank shall should regulate information disclosure under the principle of authenticity, accuracy, completeness and, promptness and fairness. The information disclosed shall be true, accurate, complete, concise, clear, and easy to understand, and shall not contain false description, misleading statements or major omissions.</p>
96.	<p>Article 291 The notices stated in the Articles of Association shall be given in one or more of the following ways:</p> <p>(1) by hand;</p> <p>(2) by prepaid mail;</p> <p>(3) by fax or e-mail;</p> <p>(4) by way of an announcement made in the press or other designated media;</p> <p>.....</p>	<p>Article 291 Article 296 The notices stated in the Articles of Association shall be given in one or more of the following ways:</p> <p>(1) by hand;</p> <p>(2) by prepaid mail;</p> <p>(3) by fax or e-mail;</p> <p>(4) by way of an announcement made in the press or other designated media;</p> <p>.....</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
97.	<p>Article 295 The “notice” referred to in the Articles of Association, unless the context otherwise requires, for the purpose of the notices to be issued to holders of domestic shares or notices to be issued in the PRC in accordance with relevant regulations and the Articles of Association, means announcements which are published in the newspapers or periodicals of China, and such newspapers and periodicals shall be those designated under the laws or administrative regulations of the PRC or by the securities regulatory authority under the State Council; for the purpose of notice issued to holders of overseas-listed shares or notices issued in Hong Kong in accordance with the relevant provisions and the Articles of Association, such announcements shall be issued in compliance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong.</p>	<p>Article 295 Article 300 The “notice” referred to in the Articles of Association, unless the context otherwise requires, for the purpose of the notices to be issued to holders of domestic shares or notices to be issued in the PRC in accordance with relevant regulations and the Articles of Association, means announcements which are published in the newspapers or periodicals of China, and such newspapers and periodicals shall be those designated under the laws or administrative regulations of the PRC or by the securities regulatory authority under the State Council on the website of the stock exchange(s) and in the media that comply with the conditions set out by the securities regulatory authority of the State Council; for the purpose of notice issued to holders of overseas-listed shares or notices issued in Hong Kong in accordance with the relevant provisions and the Articles of Association, such announcements shall be issued in compliance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong.</p>
98.	—	<p>Article 301 The Bank continues to improve the democratic management system under the Party leadership with the employee representative meeting as the basis, where major decisions shall be made with regards to the opinions of employees and major issues involving the significant interests of employees must be reviewed by the employee representative meeting or the employees’ general meeting to ensure that employee representatives will participate in corporate governance in an orderly manner in accordance with the laws. The trade union of the Bank is responsible for the daily work of the employee representative meeting.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
99.	<p>Article 298 Clause 2</p> <p>The Bank shall adopt a staff remuneration system which can strongly motivate the staff, effectively put the staff under bounds of discipline, and continuously improve the overall levels of the remuneration and benefits of the staff in tandem with management and efficiency enhancement.</p>	<p>Article 298 Clause 2 Article 304 Clause 2</p> <p>The Bank shall establish scientific and reasonable remuneration system which gives due consideration to development strategies, risk management, overall benefits, job responsibility, social responsibility, and corporate culture. The Bank shall establish a performance appraisal mechanism with comprehensive scientific indicators and clear and standardised procedures; establish a performance-based salary deferred payment and recourse deduction system; adopt a staff remuneration system which can strongly motivate the staff, effectively put the staff under bounds of discipline, and continuously improve the overall levels of the remuneration and benefits of the staff in tandem with management and efficiency enhancement.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
100.	<p>Article 318 Interpretation:</p> <p>(1) “Sannong” means agriculture, rural areas and farmers.</p> <p>(2) “Controlling shareholders” shall be any person who meets any of the following conditions:</p> <p>1. a person who when acting alone or in concert with others may elect not less than half of the directors;</p> <p>2. a person who when acting alone or in concert with others may exercise not less than 30% of the voting right or may control the exercise of not less than 30% of the voting right;</p> <p>3. a person who when acting alone or in concert with others holds not less than 30% of the outstanding voting shares of the Bank; and</p> <p>4. a person who when acting alone or in concert with others is in de facto control of the Bank.</p> <p>The above phrase “acting in concert” means two or more persons who, by way of agreement (whether verbal or in writing), cooperation or related party relationship or other legal ways, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when a vote is taken, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting right attached to shares without giving instruction on how to vote, provided that open proxy solicitation is to be excluded).</p>	<p>Article 318 Article 324 Interpretation:</p> <p>(1) “Sannong” means agriculture, rural areas and farmers.</p> <p>(2) “Controlling shareholders” shall be any person who meets any of the following conditions:</p> <p>1. a person who when acting alone or in concert with others may elect not less than half of the directors;</p> <p>2. a person who when acting alone or in concert with others may exercise not less than 30% of the voting right or may control the exercise of not less than 30% of the voting right;</p> <p>3. a person who when acting alone or in concert with others holds not less than 30% of the outstanding voting shares of the Bank; and</p> <p>4. a person who when acting alone or in concert with others is in de facto control of the Bank.</p> <p>The above phrase “acting in concert” means two or more persons who, by way of agreement (whether verbal or in writing), cooperation or related party relationship or other legal ways, enlarge the proportion of the shares in the Bank which are under their control or consolidate their control over the Bank, so that when a vote is taken, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting right attached to shares without giving instruction on how to vote, provided that open proxy solicitation is to be excluded).</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
	<p>(3) “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>(4) Substantial shareholders means the shareholder who can directly, indirectly, or jointly hold or control 5% or more of the shares or voting rights of a commercial bank and have a significant impact upon the decision-making of the commercial bank.</p> <p>(5) In the Articles of Association, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the President.</p> <p>(6) The “total number of voting shares” herein consists of solely the total number of ordinary shares and the preference shares with restored voting rights.</p>	<p>(3) “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>(4) Substantial shareholders means the shareholder who can directly, indirectly, or jointly hold or control 5% or more of the shares or voting rights of a commercial bank and have a significant impact upon the decision-making of the commercial bank. holds or controls more than 5% of the shares or voting rights of the Bank, or who holds less than 5% of the total shares but has significant influence on the management of the Bank.</p> <p>(5) A party acting in concert means a related investor who, by agreement or other arrangement, acts or acts in concert with that investor to enlarge the number of voting rights in the Bank’s shares at its disposal.</p> <p>(6) The ultimate beneficiary, being the person who is effectively entitled to the benefit from the Bank’s shareholding.</p> <p>(7) (7) In the Articles of Association, the specific criteria for the words “important” and “major” as used in the expressions “important legal entities”, “major mergers and acquisitions”, “major external investments”, “major asset acquisitions”, “major asset disposals”, “major asset write-off” and “major external guarantees”, “major assets pledges, other guarantees for non-commercial banking business” and “major external donations”, shall be determined by the specific authority granted by the shareholders’ general meeting to the Board of Directors and by the Board of Directors to the President.</p>

APPENDIX — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Amendments
		<p>(6) (8) The “total number of voting shares” herein consists of solely the total number of ordinary shares and the preference shares with restored voting rights.</p> <p>(9) “Physical meeting” means a meeting held by means of on-site, video, telephone, etc., which ensures immediate communication and discussion among participants.</p> <p>(10) “Circulating written resolution” means the meeting method in which resolution is made by separately serving it for consideration or circulating it for consideration.</p>
101.	<p>Article 319 The Articles of Association shall be written in Chinese. If there is any discrepancy between the articles written in another language or of a version different from that of the Articles of Association, the most recent Chinese version approved for registration by the State Administration for Industry & Commerce of the PRC shall prevail.</p>	<p>Article 319 Article 325 The Articles of Association shall be written in Chinese. If there is any discrepancy between the articles written in another language or of a version different from that of the Articles of Association, the most recent Chinese version approved for registration by the State Administration for Industry & Commerce of the PRC the Chinese version of this Articles of Association last approved by or filed with the banking regulatory authority of the State Council and filed with the administrative department for market regulation shall prevail.</p>

Note: The serial numbers involved in related chapters, paragraphs and cross-references are also adjusted accordingly.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING



中国农业银行

AGRICULTURAL BANK OF CHINA

AGRICULTURAL BANK OF CHINA LIMITED

中國農業銀行股份有限公司

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

(Stock Code: 1288)

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “AGM”) of Agricultural Bank of China Limited (the “Bank”) will be held at 2:45 p.m. on Wednesday, 29 June 2022, at the Bank’s headquarters, No.18B Jianguomen Nei Avenue, Beijing, the PRC to consider and, if thought fit, pass the following businesses:

ORDINARY RESOLUTIONS

1. To consider and approve the 2021 work report of the board of directors of the Bank (the “**Board of Directors**”);
2. To consider and approve the 2021 work report of the board of supervisors of the Bank;
3. To consider and approve the final financial accounts of the Bank for 2021;
4. To consider and approve the profit distribution plan of the Bank for 2021;
5. To consider and approve the appointments of external auditors of the Bank for 2022;
6. To consider and approve the re-election of Ms. LEUNG KO May Yee, Margaret as an independent non-executive director of the Bank;
7. To consider and approve the re-election of Mr. LIU Shouying as an independent non-executive director of the Bank;
8. To consider and approve the election of Ms. GUO Xuemeng as an independent non-executive director of the Bank;
9. To consider and approve the re-election of Mr. LI Wei as a non-executive director of the Bank;
10. To consider and approve the election of Ms. DENG Lijuan as a supervisor of the Bank;
11. To consider and approve the authorisation to the Board of Directors to handle the liability insurance for directors, supervisors and senior management of the Bank;
12. To consider and approve the fixed assets investment budget for 2022;

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

13. To consider and approve the amendments to the articles of association of the Bank;

OTHER BUSINESSES

14. To listen to the 2021 work report of independent directors of the Bank;
15. To listen to the 2021 report on the implementation of the Plan on Authorisation of General Meeting of Shareholders to the Board of Directors of the Bank; and
16. To listen to the 2021 report on the management of related party transactions of the Bank.

By Order of the Board of Directors
Agricultural Bank of China Limited
HAN Guoqiang
Company Secretary

Beijing, the PRC
13 May 2022

Notes:

- (1) Purchasers of shares who have submitted their share certificates and instruments of share transfer to the H share registrar of the Bank and registered as a shareholder on the H share register of members of the Bank before 4:30 p.m. on 27 May 2022 are entitled to attend the AGM. The H share register of members of the Bank will be closed from 28 May 2022 to 29 June 2022 (both days inclusive).
- (2) Shareholders of H shares who are entitled to attend and vote at the AGM may designate one or more proxies to attend and vote at the AGM on his/her behalf. A proxy need not be a shareholder of the Bank.

To be valid, the proxy form together with the power of attorney (if any) and other relevant authorisation document(s) (if any) which have been notarised shall be deposited at the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, not less than 24 hours before the time designated for the AGM (i.e. by 2:45 p.m. on Tuesday, 28 June 2022). Completion and return of the proxy form will not preclude the shareholders of H Shares from attending and voting at the AGM or any adjourned meeting should they so wish.

The address of the H share registrar of the Bank is as follows:

Computershare Hong Kong Investor Services Limited
17M Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

- (3) Any voting at the AGM shall be taken by poll.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

- (4) Registration procedures for attending the AGM are as follows:
- (a) holders of H Shares or their proxies shall present proof of identity when attending the AGM. If a holder of H share is a corporate entity, its legal representative or other persons authorised by the board of directors or other governing body of such corporate entity may attend the AGM by producing a copy of the resolutions of the board of directors or other governing body of such corporate entity designating such persons to attend the AGM.
 - (b) holders of H Shares who intend to attend the AGM in person or by proxy are required to complete and return the reply slips for attending the meeting to the H share registrar of the Bank, Computershare Hong Kong Investor Services Limited, in person, by mail or by fax on or before Thursday, 9 June 2022.
- (5) The 2021 A share cash dividends of the Bank is expected to be paid on 15 July 2022 and the 2021 H share cash dividends of the Bank is expected to be paid before or on 5 August 2022, subject to the consideration and approval by the AGM of the profit distribution plan of the Bank for 2021. For the purpose of determining the entitlement of holders of H shares to the proposed cash dividend distribution for the year 2021, the H share register of members of the Bank will be closed from 9 July 2022 to 14 July 2022 (both days inclusive). Shareholders whose names appear on the register of members of H shares of the Bank on 14 July 2022 are entitled to the proposed cash dividend distribution for the year 2021. Unregistered holders of H shares who wish to qualify for the entitlement to the proposed cash dividend distribution for the year 2021 are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 8 July 2022.
- (6) The AGM is expected to last for half a day. Shareholders attending (in person or by proxy) the AGM shall be responsible for their own travel and accommodation expenses.
- (7) Please refer to the circular of the AGM dated 13 May 2022 for the details of the above resolutions to be proposed at the AGM for consideration and approval.

As at the date of this notice, the executive directors are Mr. GU Shu, Mr. ZHANG Qingsong, Mr. ZHANG Xuguang and Mr. LIN Li; the non-executive directors are Mr. LIAO Luming, Mr. LI Wei, Ms. ZHOU Ji, Mr. LIU Xiaopeng and Mr. XIAO Xiang; and the independent non-executive directors are Mr. WANG Xinxin, Mr. HUANG Zhenzhong, Ms. LEUNG KO May Yee, Margaret, Mr. LIU Shouying and Mr. WU Liansheng.