
THIS CIRCULAR 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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1916)

2024 WORK REPORT OF THE BOARD OF DIRECTORS
2024 WORK REPORT OF THE BOARD OF SUPERVISORS
2024 ANNUAL FINANCIAL STATEMENTS AND 2025 FINANCIAL BUDGET REPORT
2024 ANNUAL REPORT
2024 PROFIT DISTRIBUTION PLAN
2025 CAPITAL EXPENDITURE PLAN
ENGAGEMENT OF AUDIT INSTITUTIONS FOR 2025
ADJUSTMENT OF CORPORATE GOVERNANCE STRUCTURE
ELECTION OF DIRECTORS FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETING
AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS AND NOTICE OF THE 2024 AGM

The Letter from the Board is set out on pages 3 to 13 of this circular.

The Bank will convene the AGM onsite at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on Friday, June 27, 2025. The notice of AGM is set out on pages 115 to 118 of this circular.

A form of proxy for use at the AGM is published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jx-bank.com), and despatched to H Shareholders in the manner as they elect to receive corporate communications. Whether or not you are attending and/or voting at the AGM, you are requested to complete the forms of proxy attached to this circular in accordance with the instructions printed thereon, and return it to the H Share Registrar (for H Shareholders) or to the office of the Board of the Bank (for Domestic Shareholders) in any event not less than 24 hours before the scheduled time for holding the AGM (i.e. by 9:30 a.m. on Thursday, June 26, 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending in person or voting at the AGM or any adjournment thereof should you so wish.

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

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

June 6, 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD.	3
APPENDIX I – 2025 CAPITAL EXPENDITURE PLAN	14
APPENDIX II – BIOGRAPHIES OF THE DIRECTOR CANDIDATES OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS.....	18
APPENDIX III – COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION	23
APPENDIX IV – COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SHAREHOLDERS’ GENERAL MEETING	86
APPENDIX V – COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS.....	104
APPENDIX VI – SPECIAL REPORT ON RELATED-PARTY TRANSACTIONS FOR 2024	110
APPENDIX VII – NOTICE OF THE 2024 AGM	115

DEFINITIONS

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

“AGM”, “Annual General Meeting”, “2024 AGM” or “2024 Annual General Meeting”	the 2024 Annual General Meeting of the Bank to be held onsite at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on Friday, June 27, 2025
“Articles of Association”	articles of association of the Bank (as amended from time to time)
“Bank”	Jiangxi Bank Co., Ltd.*, a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“China” or “PRC”	the People’s Republic of China
“Company Law”	the Company Law of the People’s Republic of China
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary shares in the Bank’s share capital, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in full in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Group”	the Bank and its subsidiaries
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share Registrar of the Bank
“H Share(s)”	overseas listed Shares in the Bank’s share capital, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“MOF”	the Ministry of Finance of the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC, unless otherwise stated, the monetary amounts listed in the Letter from the Board of this circular refer to RMB
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the shareholder(s) of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	percent

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

LETTER FROM THE BOARD



JIANGXI BANK CO., LTD.*

江西銀行股份有限公司*

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

(Stock Code: 1916)

Executive Directors:

Ms. ZENG Hui (*Chairman*)

Mr. LUO Xiaolin

Non-executive Directors:

Mr. DENG Yonghang

Ms. XIONG Jiemin

Mr. LI Shuiping

Mr. PENG Xiyuan

Independent Non-executive Directors:

Mr. YANG Ailin

Mr. LIU Xinghua

Ms. WANG Feimilan

Mr. HE Enliang

Registered office in the PRC:

Jiangxi Bank Tower

No. 699 Financial Street

Honggutan District

Nanchang

Jiangxi Province

the PRC

Principal place of business

in Hong Kong:

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

Dear Shareholders,

2024 WORK REPORT OF THE BOARD OF DIRECTORS
2024 WORK REPORT OF THE BOARD OF SUPERVISORS
2024 ANNUAL FINANCIAL STATEMENTS AND 2025 FINANCIAL BUDGET REPORT
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DIRECTORS
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GENERAL MEETING
AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS
AND
NOTICE OF THE 2024 AGM

I. INTRODUCTION

The Bank will convene the AGM onsite on Friday, June 27, 2025 and notice thereof is set out on pages 115 to 118 of this circular.

LETTER FROM THE BOARD

Ordinary resolutions to be proposed at the AGM to approve include: 1. 2024 work report of the Board of Directors; 2. 2024 work report of the Board of Supervisors; 3. 2024 annual financial statements and 2025 financial budget report; 4. 2024 annual report; 5. 2024 profit distribution plan; 6. 2025 capital expenditure plan; 7. engagement of audit institutions for 2025; 8. adjustment of corporate governance structure; and 9. election of Directors of the fourth session of the Board of Directors (voted item by item).

Special resolutions to be proposed at the AGM to approve include: 10. amendments to the Articles of Association; 11. amendments to the Rules of Procedure for the Shareholders' General Meeting; and 12. amendments to the Rules of Procedure of the Board of Directors.

Matter to be proposed at the AGM for the Shareholders to consider and report is: 13. Special Report on Related Party Transactions for 2024.

The purpose of this circular is to set out the notice of the AGM and provide you with the details of the aforesaid resolutions and reporting matter.

II. MATTERS TO BE HANDLED AT THE AGM

1. 2024 Work Report of the Board of Directors

For details of the Work Report of the Board of Directors for the year ended December 31, 2024, please refer to the chapter of "Report of the Board of Directors" included in the 2024 Annual Report published by the Bank.

This proposal was considered and passed at the meeting of the Board of Directors, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

2. 2024 Work Report of the Board of Supervisors

For details of the Work Report of the Board of Supervisors for the year ended December 31, 2024, please refer to the chapter of "Report of the Board of Supervisors" included in the 2024 Annual Report published by the Bank.

This proposal was considered and passed at the meeting of the Board of Supervisors, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

3. 2024 Annual Financial Statements and 2025 Financial Budget Report

During 2024, with the determined leadership of the provincial Party committee and government, scientific regulation and strong support of major regulatory authorities, as well as the guidance of the Bank's Party committee, the Bank actively responded to the complex and severe conditions inside and outside the Bank, adhered to the general work tone of seeking progress while maintaining stability, stuck to the theme of high-quality development, strictly focusing on the development object and mission for the year, forged ahead and take the

LETTER FROM THE BOARD

initiative to make achievement, thus making progress while maintaining stability in its operation and development. For details of the audited financial statements of the Bank for the year ended December 31, 2024 prepared in accordance with the International Financial Reporting Standards, please refer to the financial statements in the 2024 Annual Report published by the Bank. The Group's financial budget plan for 2025 was prepared by the Bank in accordance with the overall work requirements and comprehensive business plan of the Bank, and taking into account the implementation plan of the strategic plan of the third session of the Board of Directors.

This proposal was considered and passed at the meeting of the Board, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

4. 2024 Annual Report

The 2024 annual report of the Bank has been published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jx-bank.com), and despatched to H Shareholders in the manner as they elect to receive corporate communications.

This proposal was considered and passed at the meeting of the Board, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

5. 2024 Profit Distribution Plan

To guarantee the continued supply of the endogenous capital, with an aim of supporting the sustained and stable growth of the banking business and enhancing risk resistance capacity, while satisfying investors' reasonable requirement for investment return, the Bank proposed the 2024 profit distribution plan according to the relevant requirements provided in the Accounting Standard for Business Enterprises and the Financial Rules for Financial Enterprises. The specific plan is as follows:

- (1) the statutory surplus reserve fund will be appropriated as to 10% of the net profit in this year (the audited net profit of the Bank (parent company) in 2024 amounted to RMB928 million), amounting to RMB93 million;
- (2) pursuant to the "Measures on Impairment Allowances for Financial Enterprises (Cai Jing [2012] No. 20)" issued by the MOF, the general risk reserve will be appropriated as to 1.5% of the balance of risk assets as at the end of the year, amounting to RMB295 million;
- (3) based on 6,024,276,901 ordinary Shares, a cash dividend of RMB0.38 (tax inclusive) for every 10 Shares, totaling RMB229 million (tax inclusive) was distributed to all ordinary Shareholders whose names appeared on the register of members of the Bank.

LETTER FROM THE BOARD

The Bank will distribute to the Shareholders whose names appear in the register of members of the Bank on Monday, July 21, 2025 a final dividend of RMB0.38 (tax inclusive) per 10 Shares in cash for the year ended December 31, 2024 (the “**2024 Final Dividend**”) in an aggregate amount of RMB229 million (tax inclusive). The 2024 Final Dividend will be denominated and declared in RMB. Distribution of the dividends to the holders of Domestic Shares will be paid in RMB, while dividends to the holders of H Shares will be paid in equivalent Hong Kong dollars. For the purpose of conversion, RMB will be converted into Hong Kong dollars based on the average middle exchange rate as announced by the People’s Bank of China in five business days before Friday, June 27, 2025 (inclusive), i.e. the date of the Bank’s AGM. It is expected that the dividend will be paid to Shareholders on Tuesday, August 26, 2025.

The H Share register of members of the Bank will be closed from Wednesday, July 16, 2025 to Monday, July 21, 2025, both days inclusive, during which period no transfer of H Shares will be effected. In order to be eligible for receiving the 2024 Final Dividend, all transfer documents together with relevant share certificates and other appropriate documents shall be sent to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, July 15, 2025.

This proposal was considered and passed at the meeting of the Board, which is currently proposed to the AGM by way of ordinary resolution for Shareholders’ consideration and approval.

6. 2025 Capital Expenditure Plan

According to the requirements of the Bank’s strategic development plan, the Bank has prepared the 2025 capital expenditure plan based on the principle of prudence and rationality to allocate reasonable financial resources and provide effective guarantees for business development. The full text of the plan is set out in Appendix I to this circular.

This proposal was considered and passed at the meeting of the Board, which is currently proposed to the AGM by way of ordinary resolution for Shareholders’ consideration and approval.

7. Engagement of Audit Institutions for 2025

The Board of Directors proposes to re-appoint BDO China Shu Lun Pan Certified Public Accountants LLP and BDO Limited as the domestic and overseas auditors of the Bank for 2025, respectively, and the service fees will be RMB4.46 million in total, with their terms of office shall commence from the date of approval of the resolution at the AGM and shall expire at the date of conclusion of the AGM of the Bank for 2025.

This proposal was considered and passed at the meeting of the Board, which is currently proposed to the AGM by way of ordinary resolution for Shareholders’ consideration and approval.

LETTER FROM THE BOARD

8. Adjustment of Corporate Governance Structure

Pursuant to the relevant provisions of the Company Law and the Notice of National Financial Regulatory Administration on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law (《國家金融監督管理總局關於公司治理監管規定與公司法銜接有關事項的通知》), the Bank will cease to have the Board of Supervisors, and the functions and powers of the Board of Supervisors stipulated by the Company Law and regulatory systems will be performed by the Audit Committee of the Board. The Rules of Procedures of the Board of Supervisors of Jiangxi Bank Co., Ltd. and other regulations in relation to the Board of Supervisors shall be abolished accordingly. The above adjustments shall take effect after this proposal and the resolution on the amendments to the Articles of Association are considered and passed at the AGM, and the revised Articles of Association is approved by the National Financial Regulatory Administration Jiangxi Bureau.

Before the above adjustments take effect, Supervisors of the third session of the Board of Supervisors of the Bank will not be re-elected upon expiration of their terms, and shall continue to perform their duties pursuant to the relevant requirements of laws, regulations and the Articles of Association.

This proposal was considered and passed at the meeting of the Board of Directors, which is currently proposed to the AGM by way of ordinary resolution for Shareholders' consideration and approval.

9. Election of Directors of the Fourth Session of the Board of Directors

Reference is made to the announcement of the Bank dated June 4, 2025 in relation to, among others, the proposed election of Directors of the fourth session of the Board of Directors.

The term of office of the third session of the Board of the Bank will expire. In accordance with the Articles of Association and taking into account the domestic and overseas regulatory requirements, the Bank will conduct the re-election of the fourth session of the Board of Directors.

In accordance with the relevant provisions of the Company Law and the Articles of Association, the Board of Directors proposed:

- (1) to nominate Ms. ZENG Hui and Mr. LUO Xiaolin as executive Director candidates of the fourth session of the Board;
- (2) to nominate Mr. YIN Guangxing (尹光星), Mr. SHU Quan (舒荃), Ms. XIONG Jiemin, Mr. LI Shuiping and Mr. PENG Xiyuan as non-executive Director candidates of the fourth session of the Board; and

LETTER FROM THE BOARD

- (3) to nominate Mr. LIU Xinghua, Mr. YANG Ailin, Mr. HE Enliang and Ms. WANG Feimilan as independent non-executive Director candidates of the fourth session of the Board.

The term of office of the Board shall be three years. The term of office of Ms. ZENG Hui, Mr. LUO Xiaolin, Ms. XIONG Jiemin, Mr. LI Shuiping, Mr. PENG Xiyuan, Mr. LIU Xinghua, Mr. YANG Ailin, Mr. HE Enliang and Ms. WANG Feimilan will commence from the date of approval by the Shareholders' general meeting until the expiration of the term of the fourth session of the Board. The appointments of Mr. YING Guangxing and Mr. SHU Quan are subject to the approval of their qualifications as Directors by the National Financial Regulatory Administration Jiangxi Bureau. Accordingly, their terms of office shall commence from the date of approval of their qualifications as Directors by the National Financial Regulatory Administration Jiangxi Bureau to the expiry of the term of the fourth session of the Board. Due to the re-election of the Board, Mr. DENG Yonghang, a member of the third session of the Board of Directors, will cease to serve as a non-executive Director and member of special committees under the Board of the Bank. Mr. DENG Yonghang has confirmed that he has no disagreement with the Board on his resignation and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders of the Bank.

Biographies of the Director candidates of the fourth session of the Board of Directors are set out in Appendix II to this circular.

As of the Latest Practicable Date, except as disclosed in this circular, each Director candidate has respectively confirmed that: (i) he/she has no other relationship with the Directors, Supervisors, senior management, substantial Shareholders or controlling Shareholders of the Bank; (ii) he/she does not hold any interest in the Shares of the Bank (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (iii) he/she has not held directorship in any other public companies with securities which are listed on any securities market in Hong Kong or overseas in the last three years, nor any position in the Bank or any of its subsidiaries; and (iv) there is no other information that is required to be disclosed under Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that should be brought to the attention of the Shareholders of the Bank. Each independent non-executive Director candidate has respectively confirmed his/her independence pursuant to the factors set out in Rule 3.13 of the Listing Rules.

The nomination of each independent non-executive Director candidate was made by the Remuneration and Nomination Committee and the Board of Directors in accordance with the provisions of the Articles of Association, taking into account their previous biographies, skills background, knowledge, experience, independence and the specific needs of the Bank, and was submitted to the Shareholders' general meeting of the Bank for consideration and approval. They have extensive experience and professional skills in the fields of law, finance and accounting, respectively, and are well-established in the relevant fields. As independent non-executive Directors of the Bank, they are able to maintain the diversity of the members of the Board and bring extensive professional knowledge and experience to the Board. Please refer to their biographies for further details.

LETTER FROM THE BOARD

During the terms of office with the Bank, the executive Directors will receive corresponding remuneration based on their positions in the Bank, mainly including basic salary, performance-based salary, various social insurance, employee benefits and the employer's contribution to the housing provident fund. Their remuneration will be determined in accordance with the relevant regulations and the annual assessment results. After the end of each year, the Remuneration and Nomination Committee of the Board will formulate the remuneration payment plan and submit it to the Board for consideration. The Bank will disclose the relevant remuneration when it is determined. For details of the remuneration, please refer to the annual report to be published by the Bank in due course. Non-executive Directors will not receive any remuneration from the Bank during their terms of office. According to the Remuneration Package for Independent Directors of the Bank, the total annual remuneration of domestic independent non-executive Directors is RMB150,000 (before tax) and the total annual remuneration of overseas independent non-executive Directors is RMB200,000 (before tax).

This proposal was considered and passed at the meeting of the Board, which is currently proposed to the AGM by way of ordinary resolutions for Shareholders' consideration and approval.

10. Amendments to the Articles of Association

Reference is made to the announcement published by the Bank on June 4, 2025 in relation to, among others, the proposed amendments to the Articles of Association.

Pursuant to the relevant provisions of the Company Law, the Notice of National Financial Regulatory Administration on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law (《國家金融監督管理總局關於公司治理監管規定與公司法銜接有關事項的通知》) and the Guidelines for Articles of Association of Listed Companies, combining with the actual situation of the Bank's corporate governance, the Bank proposes to amend the Articles of Association (the **"Amendments to the Articles of Association"**).

The Amendments to the Articles of Association are primarily based on the Company Law, the Guidelines for Articles of Association of Listed Companies and other laws, regulations and regulatory requirements. The amendments mainly comprise adding contents related to the implementation of spirits of the Central Financial Work Conference, ceasing to have the Board of Supervisors and letting the Audit Committee of the Board to perform functions and powers of the Board of Supervisors as stipulated by the Company Law and the regulatory systems, adjusting relevant functions and powers of the Shareholders' general meeting and the Board, amending appointment conditions of the Directors and senior management in alignment with the regulatory systems, optimizing relevant statements in respect of duties and powers of the president, as well as implementing other relevant requirements of the Company Law. Details of the specific revised articles are set out in Appendix III to this circular. The revised Articles of Association, after being considered and passed at the Shareholders' general meeting, will

LETTER FROM THE BOARD

take effect after being approved by the National Financial Regulatory Administration Jiangxi Bureau. Where the amendments are inconsistent with the approval opinions of the regulatory authorities, corresponding adjustments will be made pursuant to the opinions of the regulatory authorities.

In addition, it is proposed to the Shareholders' general meeting to authorize the Board to make further revisions, which are appropriate and necessary, on the Amendments to the Articles of Association pursuant to the approval opinions of the regulatory authority, and to handle change of registration, filing and other matters to the market supervision and administration institutions and other relevant government authorities for the related issues.

This proposal was considered and passed at the meeting of the Board, which is currently proposed to the AGM by way of special resolution for Shareholders' consideration and approval.

11. Amendments to the Rules of Procedure for the Shareholders' General Meeting

Pursuant to the Company Law and the Notice of National Financial Regulatory Administration on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law (《國家金融監督管理總局關於公司治理監管規定與公司法銜接有關事項的通知》), which came into effect since July 1, 2024, the Bank proposes to adjust its corporate governance structure and ceases to have the Board of Supervisors. The Rules of Procedure for the Shareholders' General Meeting is hereby amended (the **"Amendments to the Rules of Procedure for the Shareholders' General Meeting"**), and such rules of procedure will be renamed to the Rules of Procedure for the Shareholders' General Meeting of Jiangxi Bank Co., Ltd. (《江西銀行股份有限公司股東會議事規則》). Details of the specific revised articles are set out in Appendix IV to this circular. The Amendments to the Rules of Procedure for the Shareholders' General Meeting will be conducted simultaneously with the Amendments to Articles of Association, both of which will take effect after the Articles of Association is approved by the National Financial Regulatory Administration Jiangxi Bureau and takes effect. Where the amendments are inconsistent with the approval opinions of the regulatory authority, corresponding adjustments will be made pursuant to the opinions of the regulatory authority.

In addition, it is proposed to the Shareholders' general meeting to authorize the Board to make further revisions, which are appropriate and necessary, on the Amendments to the Rules of Procedure for the Shareholders' General Meeting pursuant to the approval opinions of the regulatory authority.

This proposal was considered and passed at the meeting of the Board of Directors, which is currently proposed to the AGM by way of special resolution for Shareholders' consideration and approval.

LETTER FROM THE BOARD

12. Amendments to the Rules of Procedure of the Board of Directors

Pursuant to the Company Law and the Notice of National Financial Regulatory Administration on Matters in relation to Alignment of Corporate Governance Supervision Regulations with the Company Law (《國家金融監督管理總局關於公司治理監管規定與公司法銜接有關事項的通知》), which were implemented since July 1, 2024, the Bank proposes to adjust its corporate governance structure and ceases to have the Board of Supervisors. The Rules of Procedure of the Board of Directors is hereby amended (the “**Amendments to the Rules of Procedure of the Board of Directors**”), details of the specific revised articles are set out in Appendix V to this circular. The Amendments to the Rules of Procedure of the Board of Directors will be conducted simultaneously with the Amendments to Articles of Association, both of which will take effect after the Articles of Association is approved by the National Financial Regulatory Administration Jiangxi Bureau and takes effect. Where the amendments are inconsistent with the approval opinions of the regulatory authority, corresponding adjustments will be made pursuant to the opinions of the regulatory authority.

Meanwhile, it is proposed to the Shareholders’ general meeting to authorize the Board to make further revisions, which are appropriate and necessary, on the Amendments to the Rules of Procedure of the Board of Directors pursuant to the approval opinions of the regulatory authority.

This proposal was considered and passed at the meeting of the Board of Directors, which is currently proposed to the AGM by way of special resolution for Shareholders’ consideration and approval.

13. Special Report on Related-party Transactions for 2024

The Shareholders will receive the Special Report on Related-party Transactions for 2024 of the Bank at the AGM, the full text of which is set out in Appendix VI to this circular.

III. THE AGM

The Bank proposes to convene the AGM at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC at 9:30 a.m. on Friday, June 27, 2025 to consider and, if thought fit, approve the matters set out in the Notice of AGM. The Notice of AGM is set out in Appendix VII to this circular.

A form of proxy for use at the AGM is published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jx-bank.com), and despatched to H Shareholders in the manner as they elect to receive corporate communications. Whether or not you intend to attend and/or vote at the AGM, you are requested to complete and return the form of proxy in this circular in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and the completion and return of the reply slip will not preclude any Shareholder from attending and voting at the meeting.

IV. METHODS OF VOTING AT THE AGM

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the AGM shall be taken by the way of poll.

Please be advised that pursuant to Article 74 of the Articles of Association, if Shareholders fail to repay the loans granted by the Bank when due, or when the number of Shares of the Bank pledged by them reaches or exceeds fifty percent of the total Shares in the Bank held by them, the voting rights of such Shareholders at Shareholders' general meetings and the voting rights of the Directors appointed by such Shareholders at meetings of the Board shall be correspondingly terminated until the relevant circumstances come to an end.

V. CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the Bank's register of members will be closed from Tuesday, June 24, 2025 to Friday, June 27, 2025, both days inclusive, during which period no transfer of Shares will be effected. The Shareholders listed on the Bank's register of Shareholders at the close of business on Friday, June 27, 2025 shall be entitled to attend and vote at the AGM.

In order to be eligible for attending and voting at the AGM, holders of the Bank's Shares must deliver all duly completed and signed share transfer documents together with the relevant share certificates and other appropriate documents for registration to the office of the Board and the board of supervisors of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC (for Domestic Shareholders) or to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) before 4:30 p.m. on Monday, June 23, 2025.

VI. RECOMMENDATION

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

LETTER FROM THE BOARD

VII. OTHER INFORMATION

You are kindly requested to pay attention to other information as set out in Appendix I to Appendix VII to this circular.

By order of the Board
Jiangxi Bank Co., Ltd.*
ZENG Hui
Chairman

Nanchang, China, June 6, 2025

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

2025 CAPITAL EXPENDITURE PLAN

According to the requirements of the strategic development plan of the Bank, the Bank has formulated the 2025 Capital Expenditure Plan based on the principle of prudence and rationality to allocate reasonable financial resources and provide effective guarantees for business development. The execution of capital expenditure in 2024 and the 2025 capital expenditure plan are reported as follows:

I. EXECUTION OF THE 2024 CAPITAL EXPENDITURE PLAN

The total capital expenditure budget for 2024 was RMB300.09 million. As of December 31, 2024, based on the principle of “thrift and economical operation”, RMB69.4 million was saved or cancelled through overall planning optimization throughout the year, the implementation of projects was delayed by RMB121.25 million, and RMB14.64 million was added during the year. The actual investment amounted to RMB124.08 million, including RMB17.34 million for property renovation, RMB74.72 million for system construction, RMB5.47 million for IT office equipment, RMB7.86 million for scenario construction and business expansion cooperation projects, RMB18.33 million for office equipment and others, and RMB0.36 million for vehicles.

Table of Execution of the 2024 Capital Expenditure Plan (Unit: RMB0'000)

Category	Planned amount at the beginning of the year	Amount for delayed implementation of projects	Amount saved due to overall planning optimization	Amount added during the year	Actual expenditure at the end of the year
I. Property construction and renovation	5,486	2,042	1,887	177	1,734
1. Purchase of properties	889	–	889	–	–
2. Renovation of self-owned properties	1,320	781	60	10	489
3. Decoration of rented premises	3,277	1,261	938	167	1,245
II. Information technology	20,113	8,521	3,988	1,201	8,805
1. System construction	14,815	5,787	2,428	872	7,472
2. Renewal of IT and office equipment of the Bank	934	–	617	230	547
3. Scenario construction business expansion cooperation project	4,364	2,734	943	99	786
III. Office equipment and others	4,372	1,562	1,063	86	1,833
1. Security equipment	1,698	588	396	50	764
2. Air conditioning equipment	1,002	371	168	11	474
3. Business hall facilities	129	4	85	3	43
4. Office equipment and others	1,543	599	414	22	552
IV. Vehicles	38	–	2	–	36
Total:	30,009	12,125	6,940	1,464	12,408

II. 2025 CAPITAL EXPENDITURE PLAN

In the preparation of the capital expenditure budget for 2025, we adhered to the hard and simple work style, firmly established the management concept of being diligent and frugal, strictly controlled the administrative investment, and ensured the investment in financial technology and digital transformation.

The total capital expenditure budget for the year is RMB527.2 million, including: RMB290 million for long-term equity investment projects, RMB55.33 million for property construction and renovation projects, RMB107.43 million for system construction projects, RMB5.83 million for IT equipment, RMB31.56 million for scenario construction business expansion cooperation projects, and RMB37.05 million for office equipment and others. The increase in the budget compared to the previous year is mainly due to the planned acquisition of shares in the rural banks established by the Bank in accordance with regulatory requirements.

Summary of the 2025 Capital Expenditure Plan (Unit: RMB0'000)

Category	Budget for continued construction	Budget for new construction	Total budget
I. Long-term equity investments	–	29,000	29,000
II. Property construction and renovation	393	5,140	5,533
1. Renovation of self-owned properties	160	700	860
2. Decoration of rented premises	233	2,390	2,623
3. Purchase of business premises	–	2,050	2,050
III. Information technology	5,617	8,865	14,482
1. System construction	4,768	5,975	10,743
2. Renewal of IT and office equipment of the Bank	–	583	583
3. Scenario construction business expansion cooperation project	849	2,307	3,156
IV. Office equipment and others	–	3,705	3,705
1. Security equipment	–	1,249	1,249
2. Air conditioning equipment	–	763	763
3. Business hall facilities	–	444	444
4. Other office equipment (including sporadic allocations)	–	1,249	1,249
Total:	6,010	46,710	52,720

(I) Long-term equity investments

The total budget for long-term equity investments in 2025 is RMB290 million. In accordance with the spirit of documents such as the Implementation Opinions of the State Council on Promoting the High-Quality Development of Inclusive Finance and the Notice of the General Office of China Banking and Insurance Regulatory Commission on Further Promoting Risk Resolution, Reform and Reorganization of Rural Banks, the Bank will actively promote the reform and risk mitigation of rural banks. Based on the market-oriented and rule-of-law principles, the consideration for equity acquisition will be subject to the assessment of asset appraisal companies. According to calculations, the estimated consideration for the acquisition of four rural banks in the province is RMB290 million, which will ultimately be subject to assessment and negotiation.

(II) Property construction and renovation

The Bank declares 41 property construction and renovation projects in 2025, with an estimated expenditure of RMB55.33 million.

Table of Details of Property Construction and Renovation

Category	Number of project (project)	Budget amount (RMB0'000)
I. Continued construction projects	5	393
II. New construction projects	36	5,140
1. Renovation at original site (new construction)	14	653
2. Renovation at relocated site (new construction)	16	2,127
3. Establishment of new institutions	4	310
4. Purchase of business premises	2	2,050
Total:	41	5,533

(III) System construction

There are 59 system construction projects in 2025, with an estimated expenditure of RMB107.43 million for the year, including 16 continued construction projects with an estimated expenditure of RMB47.68 million, and 43 new construction projects with an estimated expenditure of RMB59.75 million.

(IV) IT equipment

According to production operations and system construction needs, the Bank plans to purchase 283 units of IT equipment in 2025, with a total budget of RMB5.83 million.

(V) Scenario construction business expansion cooperation project

There are 30 scenario construction business extension cooperation projects in 2025, with a total budget of RMB31.56 million, including four continued construction projects with a total budget of RMB8.49 million, and 26 new projects with a total budget of RMB23.07 million.

(VI) Office equipment and others

In 2025, the total budget for office equipment and others is RMB37.05 million for the whole Bank, mainly used for the business outlets improvement and installation of supporting equipment, including RMB12.49 million for security equipment, RMB7.63 million for air conditioning equipment, RMB4.44 million for business hall equipment, and RMB12.49 million for other office equipment (including sporadic allocations).

I. EXECUTIVE DIRECTOR CANDIDATES

Ms. ZENG Hui (曾暉), born in 1970, holds a master's degree in economics. Ms. ZENG has served as the secretary to the Party Committee, chairman, and executive director of the Bank since August 2022, and as the secretary to the Party Committee of the Bank since March 2022. Since July 1992, she successively served as a section chief of the PBOC Jiangxi Branch, deputy director, director, secretary of the Youth League Committee and director of the division of CBRC Jiangxi Bureau. Since December 2014, she successively served as a member of the Party Committee and deputy director of CBRC Jiangxi Bureau and CBIRC Jiangxi Bureau. She has served as the secretary of the Party Committee and director of CBIRC Xiamen Bureau since May 2020. Since January 2023, she has been a member of the 13th Jiangxi Provincial Committee of the Chinese People's Political Consultative Conference (CPPCC).

Mr. LUO Xiaolin (駱小林), born in 1971, holds a master's degree and the title of senior economist. Since August 2022, he has been serving as a deputy secretary of the Party Committee, vice chairman and president of the Bank; from January 2022 to August 2022, he served as a deputy secretary to the Party Committee and president of the Bank; from December 2021 to January 2022, he served as a deputy secretary to the Party Committee of the Bank; from July 1992 to March 2002, he worked for Agricultural Bank of China and successively served in: Hukou County Subbranch, Jiangxi Province, Credit Division in Jiujiang Branch and office of Jiangxi Branch. From March 2002 to May 2017, he successively served as below positions in China Development Bank: deputy office director of Jiangxi Branch, deputy director of Credit Management Division of Jiangxi Branch, deputy director of Customer Division One of Jiangxi Branch, deputy director of the International Cooperation Division and deputy group leader of the Congo (DRC) Working Group of Jiangxi Branch, deputy director and director of the Appraisal Division of Jiangxi Branch, director of Operation and Management Division of Jiangxi Branch, and director of Risk and Management Division of Jiangxi Branch. From May 2017 to October 2018, he served as deputy director in the Financial Office of Jiangxi Provincial Government. From October 2018 to December 2021, he served as deputy director of the bureau in the Local Financial Supervision and Administration Bureau of Jiangxi Province.

II. NON-EXECUTIVE DIRECTOR CANDIDATES

Mr. YIN Guangxing (尹光星), born in 1970, holds a master's degree. From August 1990 to December 2004, he served as a tax collector, deputy head, head, and deputy director of the Ji'an (Xinyu) Traffic Inspection and Collection Bureau (吉安(新余)交通稽查徵費局). He served as the chief (deputy division level) of Ji'an (Xinyu) Sub-bureau, State Taxation Administration from December 2004 to April 2008. He successively served as the deputy director of the Goods and Services Tax (Circulation Tax) Office (貨物勞務稅(流轉稅)處) and the Human Resource Office and director of the Tax Service Office (納稅服務處) of Jiangxi Provincial Tax Service, State Taxation Administration from April 2008 to May 2018. He successively served as the director of the Tax Service Office, the Enterprise Income Tax Office (企業所得稅處) and the Goods and Services Tax Office (Import and Export Tax Administrative Office) (貨物勞務稅處(進出口稅收管理處)) of Jiangxi Provincial Tax Service, State Taxation Administration from May 2018 to May 2024. He serves as the deputy general manager of Jiangxi Provincial Communications Investment Group since May 2024.

Mr. SU Quan (舒荃), born in 1974, holds a bachelor's degree. He successively served as an accountant of the Finance Department of the head office of Jiangxi Highway Development Co., Ltd., deputy director of the Financial Audit Office (財務審計處) of Liwen Expressway Company (梨溫高速公路公司), head of the Financial Audit Office of Wannian Administrative Center (萬年管理中心), and director of the audit department of the Jiangxi Highway Development Co., Ltd. (江西公路開發總公司) since July 1997. He served as the deputy director of the Risk Control and Audit Department (風控審計部) of Jiangxi Expressway Investment Group Co., Ltd. (江西省高速公路投資集團有限責任公司) since August 2016; member of the Party Committee and deputy general manager of Jiangxi Provincial Communications Investment Group Road Network Operation Management Company (Jiangxi Highway Development Co., Ltd) (江西省交通投資集團路網運營管理公司(江西公路開發有限責任公司)) since October 2019; the deputy secretary of the Party Committee and general manager of Jiangxi Provincial Communications Investment Group Finance Co., Ltd. since October 2021. He served as the chief of the Finance Management Department (財務管理部) of Jiangxi Provincial Communications Investment Group since July 2024.

Ms. XIONG Jiemin (熊潔敏), born in 1985, holds a doctorate degree. Ms. XIONG has served as a non-executive Director of the Bank since September 2022. Ms. XIONG served as a staff of the corporate business department of Agricultural Bank of China, Jiangxi Province Branch (during the period: she communicated to Nanchang Xiangnan Subbranch of Agricultural Bank of China), a commissioner of the corporate business department of Agricultural Bank of China, Jiangxi Province Branch, and a senior commissioner of the investment banking and financial interbank department of Agricultural Bank of China, Jiangxi Province Branch from July 2010 to August 2018; the unit manager of the investment banking department and the financial market department of Agricultural Bank of China, Jiangxi Province Branch (from April 2019 to November 2020, she served as the deputy secretary of the Party Committee and the vice president of Nanchang Hongcheng Subbranch of Agricultural Bank of China (temporary)) from August 2018 to November 2020; the unit manager of the corporate and investment banking business department of Agricultural Bank of China, Jiangxi Province Branch (she served as the deputy secretary of the Party Committee and the vice president of Nanchang Xihu Subbranch of Agricultural Bank of China (temporary) from November 2020 to January 2021, the deputy director of finance department of Jiangxi Financial Holding Group Co., Ltd. (temporary) from January 2021 to January 2022) from November 2020 to January 2022, and has been the deputy director of the finance department of Jiangxi Financial Holding Group Co., Ltd. (江西省金融控股集團有限公司) since January 2022.

Mr. LI Shuiping (李水平), born in 1968, holds a bachelor's degree. Mr. LI has served as a non-executive Director of the Bank since September 2022. Mr. LI served as a teacher of Tuanlin Primary School in Yugan County (余干縣團林小學) from August 1988 to July 1992. From July 1992 to September 1994, he was a cadre of Youth League Committee of Jiangxi Institute of Education (江西教育學院) (during the period: he studied the political history in Jiangxi Institute of Education from September 1992 to July 1994). From September 1994 to March 2001, he served as a cadre of Nanchang Economic System Reform Committee of Jiangxi

province (江西省南昌市經濟體制改革委員會) (during the period: he was assigned to Yunqiao Township, Jinxian County to help disaster-stricken areas resume production, rebuild the areas and develop the economy from October 1998 to January 1999). From March 2001 to November 2002, he served as a senior staff member of Nanchang Economic System Reform Committee (from August 1999 to December 2001, he studied economics and management at the Correspondence Institute of the Party School of the Central Committee of C.P.C (中央黨校函授學院)). From November 2002 to March 2005, he served as a deputy director of the enterprise listing division (enterprise system division) of Nanchang Economic System Reform Committee of Jiangxi province. From March 2005 to August 2005, he served as the deputy director of the enterprise listing division of Nanchang City Development and Reform Commission of Jiangxi province. From August 2005 to January 2006, he served as the director of the enterprise listing division of Nanchang City Development and Reform Commission of Jiangxi province. From January 2006 to July 2007, he served as the director of the planning division of Nanchang City Development and Reform Commission of Jiangxi province. From July 2007 to December 2007, he served as the director of the planning division of Nanchang City Development and Reform Commission and the head of the Nanchang Finance (Enterprise Listing) Working Office of Jiangxi province (南昌市金融(企業上市)工作辦公室). From December 2007 to November 2010, he served as the director of Nanchang Finance (Enterprise Listing) Working Office of Jiangxi province (Deputy county level) (during the period: he studied at the county cadre class of Party School of Nanchang Municipal, Jiangxi Province from November 2008 to January 2009). From November 2010 to October 2019, he served as the Party Secretary and director of the Nanchang Municipal People's Government Finance Working Office (南昌市人民政府金融工作辦公室) of Jiangxi province (during the period: he studied at the training course for young and middle-aged cadres of the Party School of Jiangxi Provincial Committee of C.P.C from September 2013 to December 2013, and from April 2019 to June 2019, he studied at the county-level class of Party School of Nanchang Municipal, Jiangxi Province). From October 2019 to August 2021, he served as the deputy secretary of the Party Committee, general manager and director of Nanchang Industrial Holdings Group Co., Ltd. (南昌工業控股集團有限公司); from August 2021 to May 2022, he served as the secretary of the Party committee and chairman of Nanchang Industrial Holding Group Co., Ltd. From May 2022 to present, he has served as the Party Secretary and chairman of Nanchang Industrial Investment Group Co., Ltd.

Mr. PENG Xiyuan (彭曦遠), born in 1976, holds a bachelor's degree. Mr. PENG has served as a non-executive Director of the Bank since August 2024. Mr. PENG served as an officer of Donghu District Company of Nanchang Tobacco Branch, an officer of Nanchang Branch of Jiangxi Tobacco Company, and an officer, deputy director officer and director officer of the Finance Department of Jiangxi Tobacco Monopoly Bureau (Company) from July 1999 to April 2011; served as a detachment chief of Jiangxi Tobacco Monopoly Bureau's Inspection Headquarters (during the period from September 2013 to December 2013, he studied at the Young Cadre Training Course of the Party School of the Working Committee of the CPC Jiangxi Provincial Organs; during the period from April 2014 to April 2015, he served temporary positions of the deputy director and deputy manager of Fengcheng City Bureau (branch) of Yichun Tobacco Monopoly Bureau) from April 2011 to May 2015; served as the deputy chief of the Inspection Headquarters of Jiangxi Tobacco Monopoly Bureau, and a

member of the Party group and deputy director of Yichun Tobacco Monopoly Bureau (Company) from May 2015 to January 2019; served as the deputy director (deputy chief captain) (presiding over the work) of the Monopoly Department (Inspection Headquarters) and the director of the Policy, Law and System Reform Department of Jiangxi Tobacco Monopoly Bureau (Company) from January 2019 to August 2023; has been serving as the director of the Financial Management Department of Jiangxi Tobacco Monopoly Bureau (Company) since August 2023.

III. INDEPENDENT NON-EXECUTIVE DIRECTOR CANDIDATES

Mr. LIU Xinghua (劉興華), born in 1972, holds a doctorate degree. Mr. LIU has served as an independent non-executive director of the Bank since August 2022. Mr. LIU studied in the Department of Information Management & Science of Nanchang University from September 1990 to June 1994. From July 1994 to October 2005, he served as a teaching assistant and an assistant researcher of Jiangxi University of Finance and Economics (during which he studied in Jiangxi University of Finance and Economics for a master's degree in economics from September 1996 to June 1999; he studied in Xiamen University for a doctoral degree in economics from September 2001 to December 2004). From November 2005 to August 2011, he served as an associate professor and the head of department of Jiangxi University of Finance and Economics. From September 2011 to August 2013, he served as a professor of finance and the deputy dean of the School of Finance of Jiangxi University of Finance and Economics. From September 2013 to September 2021, he served as a professor of finance, a doctoral tutor and the deputy dean of the School of Finance of Jiangxi University of Finance and Economics. From October 2021 to present, he has been a professor of finance and a doctoral tutor at Jiangxi University of Finance and Economics.

Mr. YANG Ailin (楊愛林), born in 1969, holds a doctorate degree. Mr. YANG has served as an independent non-executive director of the Bank since August 2022. Mr. YANG served as a lawyer of Jiangxi Fazheng Law Firm (江西方正律師事務所) from July 1995 to June 1998 (during which he studied at the Party School of the Jiangxi Provincial Committee of C.P.C and obtained a postgraduate degree from September 1996 to June 1998). He served as a lawyer of Jiangxi Huabang Law Firm from July 1998 to August 2010 (during which he studied in Jiangxi University of Finance and Economics for a part-time master's degree in law from February 2006 to January 2009 and obtained a master's degree in law in January 2009). He studied at the Law School of Renmin University of China from September 2010 to June 2013 and obtained a doctoral degree in law in June 2013. He has been a lawyer of Jiangxi Huabang Law Firm from July 2013 to present and the director of Jiangxi Huabang Law Firm from February 2019 to present. He has also been an external director of Jiangxi Military Industry Holding Co., Ltd. since June 2021.

Mr. HE Enliang (何恩良), born in 1964, holds a bachelor's degree and is a non-practicing member of the Chinese Institute of Certified Public Accountants. Mr. HE has served as an independent non-executive director of the Bank since August 2024. From September 1982 to July 1986, he studied in the Department of Mathematics at Jiangxi Normal University. From

July 1986 to August 1989, he successively served as a teacher of Gao'an Middle School and Gao'an Teachers' Further Training School. From September 1989 to July 1991, he pursued studies in the Department of Management Engineering of Hohai University. From October 1991 to June 1993, he served as a teacher of the Department of Economics of Jiangxi University (during which he was a visiting scholar at the Central University of Finance and Economics for one year). From July 1993 to August 1999, he worked as a teacher in the School of Economics and Trade of Nanchang University. From September 1999 to December 2000, he worked as the audit assistant and project manager of Guangdong Chenganxin Certified Public Accountants LLP. From January 2001 to December 2011, he served as a lecturer, associate professor, and master's student supervisor of the School of Economics and Management of Nanchang University, while also working part-time as an auditor at Jiangxi Renhe Certified Public Accountants Co., Ltd. Since January 2012, he has been a professor and master's student supervisor in the Department of Accounting at the School of Economics and Management of Nanchang University.

Ms. WANG Feimilan (王菲米蘭), born in 1979, holds a doctorate degree. She has served as an independent non-executive director of the Bank since August 2024. From August 2004 to December 2011, she served as the legal advisor to China Merchants Group. From January 2012 to the present, she has been a partner and a member of the management committee of Hylands Law Firm. From April 2017 to the present, she has served as the China Business Director of Nixon Peabody CWL. From January 2023 to the present, she has been a member of the 13th Jiangxi Provincial Committee of the Chinese People's Political Consultative Conference. Currently, she is a partner and a member of the management committee of Hylands Law Firm, as well as the China Business Director of Nixon Peabody CWL.

Comparative Table of Amendments to the Articles of Association

No.	Original Clause	Amended Clause
1.	<p>Article 1 For the purpose of establishing modern corporate systems, safeguarding the legitimate rights and interests of Jiangxi Bank Co., Ltd. (the “Bank”), its shareholders, creditors, and other stakeholders, and regulating the organization and activities of the Bank, preserving and increasing the value of state-owned assets, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on the State-Owned Assets of Enterprises, the Interim Regulation on the Supervision and Administration of State-owned Assets of Enterprises, the Guiding Opinions of the CPC Central Committee and the State Council on Deepening the Reform of State-owned Enterprises, the CPC Central Committee’s Certain Opinions on Upholding the Leadership by the Party and Strengthening the Party Construction Throughout the Deepening Reform of State-owned Enterprises, the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Banking Supervision and Regulatory Law of the People’s Republic of China (the “Banking Supervision and Regulatory Law”), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) as well as other relevant laws, administrative regulations, and departmental rules and based on the actual condition of the Bank.</p>	<p>Article 1 For the purpose of establishing modern corporate systems, safeguarding the legitimate rights and interests of Jiangxi Bank Co., Ltd. (the “Bank”), its shareholders, creditors, and other stakeholders, and regulating the organization and activities of the Bank, preserving and increasing the value of state-owned assets, the Articles of Association (the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Law of the People’s Republic of China on the State-Owned Assets of Enterprises, the Interim Regulation on the Supervision and Administration of State-owned Assets of Enterprises, the Guiding Opinions of the CPC Central Committee and the State Council on Deepening the Reform of State-owned Enterprises, the CPC Central Committee’s Certain Opinions on Upholding the Leadership by the Party and Strengthening the Party Construction Throughout the Deepening Reform of State-owned Enterprises, the Commercial Banking Law of the People’s Republic of China (the “Commercial Banking Law”), the Banking Supervision and Regulatory Law of the People’s Republic of China (the “Banking Supervision and Regulatory Law”), the Corporate Governance Guidelines for Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) as well as other relevant laws, administrative regulations, and departmental rules and based on the actual condition of the Bank.</p>

No.	Original Clause	Amended Clause
2.	<p>Article 6 The legal representative of the Bank shall be the chairman of its Board of Directors.</p>	<p>Article 6 The legal representative of the Bank shall be the chairman of its Board of Directors.</p> <p><u>If the chairman resigns, he/she shall be deemed as having simultaneously resigned as the legal representative.</u></p> <p><u>Where the Bank changes its legal representative, the application for registration of change shall be signed by the legal representative after the change.</u></p>
3.	<p>Article 11 According to the needs of its business development or internal management, the Bank may establish, change or revoke its special committees and other internal management organizations.</p> <p>In accordance with the Company Law and the “Constitution of the Communist Party of China”, the Bank shall establish the committee of Communist Party of China and the Committee for Discipline Inspection to carry out CPC activities. Party Organizations is an organic composition of the corporate governance structure of the Bank. The Party organization of the Bank shall focus on production and operation and give full play to the role of stronghold. The Party organization of the Bank insists on simultaneous planning of Party construction and production operations, simultaneous establishment of Party Organizations and working organs, simultaneous allocation of person-in charge of the Party Organizations and staff for Party affairs as well as simultaneous proceeding of work, makes clear the duties and manner of work of the Party Organizations in respect of decision-making, implementation and supervision, to realize docking between systems, between mechanisms, between regimes and between work, and to promote the Party Organizations to play a core political role in an organized, institutionalized and concrete way. Researches and discussions of the Bank’s Party Committee is the prepositive procedure before the Board of Directors and the management making major decisions.</p>	<p>Article 11 According to the needs of its business development or internal management, the Bank may establish, change or revoke its special committees and other internal management organizations.</p> <p>In accordance with the Company Law and the “Constitution of the Communist Party of China”, the Bank shall establish the committee of Communist Party of China and the Committee for Discipline Inspection to carry out CPC activities. Party Organizations is an organic composition of the corporate governance structure of the Bank. The Party organization of the Bank shall focus on production and operation and give full play to the role of stronghold. The Party organization of the Bank insists on simultaneous planning of Party construction and production operations, simultaneous establishment of Party Organizations and working organs, simultaneous allocation of person-in charge of the Party Organizations and staff for Party affairs as well as simultaneous proceeding of work, makes clear the duties and manner of work of the Party Organizations in respect of decision-making, implementation and supervision, to realize docking between systems, between mechanisms, between regimes and between work, and to promote the Party Organizations to play a core political role in an organized, institutionalized and concrete way.</p>

No.	Original Clause	Amended Clause
4.	<p>Article 12 The senior management member referred to in these Articles shall mean the presidents, secretary to the Board of Directors, vice presidents, finance chief and other personnel as designated by the Board of Directors or prescribed by the banking regulatory authorities.</p>	<p>Article 12 The senior management member referred to in these Articles shall mean the presidents, secretary to the Board of Directors, vice presidents, <u>chief compliance officer, chief information officer, chief risk officer, chief financial officer</u> and other personnel as designated by the Board of Directors or prescribed by the banking regulatory authorities.</p>
5.	<p>Article 14 As from the date when these Articles come into force and effect, they shall constitute a legally binding document regulating the structure and acts of the Bank and the relationship of rights and obligations between the Bank and its shareholders and among its shareholders, and shall be legally binding on the Bank, its shareholders, directors, supervisors and members of senior management. The aforementioned personnel can enforce their rights on matters relating to the Bank in accordance with the Articles.</p> <p>Pursuant to these Articles, the shareholders may initiate legal proceedings against other shareholders, the Bank and its directors, supervisors and senior management. The Bank may initiate legal proceedings against its shareholders, directors, supervisors and senior management.</p> <p>The lawsuits referred to in the preceding paragraph shall include legal proceedings initiated in the courts of competent jurisdiction or the application to arbitration institutions for arbitration.</p>	<p>Article 14 As from the date when these Articles come into force and effect, they shall constitute a legally binding document regulating the structure and acts of the Bank and the relationship of rights and obligations between the Bank and its shareholders and among its shareholders, and shall be legally binding on the Bank, its shareholders, directors and members of senior management. The aforementioned personnel can enforce their rights on matters relating to the Bank in accordance with the Articles.</p> <p>Pursuant to these Articles, the shareholders may initiate legal proceedings against other shareholders, the Bank and its directors and senior management. The Bank may initiate legal proceedings against its shareholders, directors and senior management.</p> <p>The lawsuits referred to in the preceding paragraph shall include legal proceedings initiated in the courts of competent jurisdiction or the application to arbitration institutions for arbitration.</p>

No.	Original Clause	Amended Clause
6.	<p>Article 28 According to the needs of operation and development, after the shareholders' general meeting has made its resolution and the approval has been obtained from relevant national competent authorities, the Bank can reduce the registered capital by law.</p> <p>According to the needs of operation and development, after the shareholders' general meeting has made its resolution and the approval has been obtained from relevant national competent authorities, the Bank can reduce the registered capital by law.</p> <p>The Bank shall prepare a balance sheet and a property inventory when reducing the registered capital.</p> <p>The Bank shall notify its creditors within 10 days from the date on which the resolution for the reduction of registered capital has been passed at the shareholders' general meeting and shall publish a notice in a newspaper at least three times within 30 days thereof. The creditors who have received such notice shall, within 30 days thereafter, and those creditors who have not received such notice shall, within 45 days from the date on which the notice is published, be entitled to require the Bank to repay the debt or to provide appropriate alternative guarantees for the debt.</p> <p>The registered capital of the Bank after the reduction of capital shall not fall below the minimum amount required by relevant laws.</p>	<p>Article 30 According to the needs of operation and development, after the shareholders' general meeting has made its resolution and the approval has been obtained from relevant national competent authorities, the Bank can reduce the registered capital by law.</p> <p>According to the needs of operation and development, after the shareholders' general meeting has made its resolution and the approval has been obtained from relevant national competent authorities, the Bank can reduce the registered capital by law.</p> <p>The Bank shall prepare a balance sheet and a property inventory when reducing the registered capital.</p> <p>The Bank shall notify its creditors within 10 days from the date on which the resolution for the reduction of registered capital has been passed at the shareholders' general meeting and shall publish a notice in a newspaper <u>or</u> National Enterprise Credit Information Publicity System within 30 days thereof. The creditors who have received such notice shall, within 30 days thereafter, and those creditors who have not received such notice shall, within 45 days from the date on which the notice is published, be entitled to require the Bank to repay the debt or to provide appropriate alternative guarantees for the debt.</p> <p>The registered capital of the Bank after the reduction of capital shall not fall below the minimum amount required by relevant laws.</p>

No.	Original Clause	Amended Clause
7.	<p>Article 38 Shares issued prior to the Bank's public offering shall not be transferable within one year from the date on which the Bank's shares are listed on the stock exchange.</p> <p>Directors,supervisors and senior management of the Bank shall inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. During their terms of office, the shares transferred each year shall not exceed 25% of the total number of shares of the Bank held by them. Such shares of the Bank held shall not be transferable within one year from the date on which the Bank's shares are listed. The aforementioned persons shall not transfer shares of the Bank held by them within half a year after they cease to be employed.</p> <p>If the securities regulatory authorities in the place where the shares of the Bank are listed have other provisions regarding the restrictions on transfers of overseas-listed shares, those provisions shall prevail.</p> <p>The Bank shall not accept its Shares as security under a pledge. In case of providing guarantees for themselves or others with their Shares in the Bank, the shareholders shall strictly comply with the requirements of laws, regulations and banking regulatory authorities and give a prior notice to the Board of Directors of the Bank. In case of shareholders of the Bank, especially substantial shareholders, who transfer the shares of the Bank, the shareholders shall give a prior notice to the Board of Directors and complete transfer procedures in accordance with the requirements of relevant laws, regulations, regulatory authorities and the Articles of Association. The office of the Board of Directors shall be responsible for the daily work regarding the collection, sortation, submission and registration of information relating to share transfer and pledge.</p>	<p>Article 38 Shares issued prior to the Bank's public offering shall not be transferable within one year from the date on which the Bank's shares are listed on the stock exchange.</p> <p>Directors and senior management of the Bank shall inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding. <u>During their terms of office as determined at the time of appointment,</u> the shares transferred each year shall not exceed 25% of the total number of shares of the Bank held by them. Such shares of the Bank held shall not be transferable within one year from the date on which the Bank's shares are listed. The aforementioned persons shall not transfer shares of the Bank held by them within half a year after they cease to be employed.</p> <p>If the securities regulatory authorities in the place where the shares of the Bank are listed have other provisions regarding the restrictions on transfers of overseas-listed shares, those provisions shall prevail.</p> <p>The Bank shall not accept its Shares as security under a <u>pledge</u>. In case of providing guarantees for themselves or others with their Shares in the Bank, the shareholders shall strictly comply with the requirements of laws, regulations and banking regulatory authorities and give a prior notice to the Board of Directors of the Bank. In case of shareholders of the Bank, especially substantial shareholders, who transfer the shares of the Bank, the shareholders shall give a prior notice to the Board of Directors and complete transfer procedures in accordance with the requirements of relevant laws, regulations, regulatory authorities and the Articles of Association. The office of the Board of Directors shall be responsible for the daily work regarding the collection, sortation, submission and registration of information relating to share transfer and pledge.</p>

No.	Original Clause	Amended Clause
8.	Addition	<p><u>Article 40 The Bank or its subsidiaries (including their affiliated companies) shall not provide financial assistance in the form of gifts, advances, guarantees, loans, or other means to others for acquiring its shares, unless the Bank implements the employee stock ownership plan.</u></p> <p><u>For the benefit of the Bank, upon resolution by the shareholders' general meeting or resolutions by the Board of Directors in accordance with the authorization by the Articles or the shareholders' general meeting, the Bank may provide financial assistance to others for acquiring its shares. However, the total amount of such financial assistance shall not exceed 10% of the total issued share capital. Resolutions by the Board of Directors shall be approved by more than two-thirds of all directors.</u></p>
9.	<p>Section 4 Financial Assistance for the Purchase of Shares of the Bank</p> <p>Article 40 The Bank or any of its branches and its subsidiaries shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the Shares of the Bank for their actions of purchasing and prospectively purchasing the shares of the Bank. The said purchasers of the Shares of the Bank shall include the persons who have directly or indirectly assumed obligations as a result of the purchase of the Shares of the Bank.</p> <p>The Bank or any of its branches and its subsidiaries shall not offer any financial assistance at any time and by any means in order to reduce or relieve the obligations of the aforesaid obligors arising from purchasing or prospectively purchasing of the Shares of the Bank.</p> <p>This Article shall not be applicable to the circumstances described in Article 42 in this Chapter.</p>	

No.	Original Clause	Amended Clause
10.	<p>Article 41 The financial assistance referred to in this Chapter shall include but not limited to the following means:</p> <p>(I) Gifts;</p> <p>(II) Guarantees (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), indemnity (other than an indemnity in respect of the Bank's neglect or default) or the release or waiver of rights;</p> <p>(III) Financial assistance given by way of a loan or any other agreement under which the obligations of the Bank are to be fulfilled at a time when the obligations of another party remains unfulfilled; or by way of the novation of the parties of the loan or agreement, or the assignment of rights arising under such a loan or agreement;</p> <p>(IV) Any other form of financial assistance given by the Bank when the Bank is insolvent or has no net assets, or when its net assets would be reduced to a material extent.</p> <p>The obligations referred to in the Articles shall include the obligations of an obligor which have arisen by making an agreement or arrangement (regardless of whether the aforesaid agreement or arrangement is enforceable, or whether such obligations are assumed by the obligor individually or jointly with any other person) or any obligations that arise out of changes made in any other way to the obligor's financial position.</p>	

No.	Original Clause	Amended Clause
11.	<p>Article 42 The acts listed below shall not be prohibited by Article 40 in this Chapter, save for the prohibitions by the relevant laws and regulations:</p> <p>(I) The financial assistance provided by the Bank is in good faith for the benefit of the Bank and the main purpose of the financial assistance is not for the acquisition of Shares in the Bank, or the financial assistance is an incidental part of an overall plan of the Bank;</p> <p>(II) The lawful distribution of the Bank's assets in the form of dividends;</p> <p>(III) The distribution of dividends in the form of shares;</p> <p>(IV) The reduction of registered capital, repurchase of shares, and adjustment of shareholding structure, etc. in accordance with the Articles;</p> <p>(V) The provision of a loan by the Bank within its scope of business and in the ordinary course of business (provided that this does not lead to a reduction in the net assets of the Bank or that if this causes a reduction, the financial assistance is taken from the Bank's distributable profits);</p> <p>(VI) Provision of funds by the Bank for an employee shareholding scheme (provided that this does not lead to a reduction in the net assets of the Bank or that if there causes a reduction, the financial assistance is taken from the Bank's distributable profits).</p>	

No.	Original Clause	Amended Clause
12.	<p>Article 55 The CPC Committee of Jiangxi Bank Co., Ltd. (hereinafter referred to as the Party Committee). There shall be one Secretary of the Party Committee, and the number of deputy secretaries and other members of the Party Committee shall be approved and set by the Party organization at higher levels. We adhered to and improved the leadership system of “two-way entry and cross appointment”. Eligible members of the Party Committee’s leading groups may be elected to the Board, the board of—supervisors, and the senior management through legal procedures. Eligible Party members of the Board, the board of supervisors, and the senior management shall be elected to the Party Committee in accordance with relevant regulations and procedures. The Secretary of the Party Committee and the chairman are generally held by the same person, and the president who is a party member generally serves as the deputy secretary. At the same time, the supervisor commission for discipline inspection shall appoint a discipline inspection and supervision team to the Bank.</p>	<p>Article 53 The CPC Committee of Jiangxi Bank Co., Ltd. (hereinafter referred to as the Party Committee). There shall be one Secretary of the Party Committee, and the number of deputy secretaries and other members of the Party Committee shall be approved and set by the Party organization at higher levels. We adhered to and improved the leadership system of “two-way entry and cross appointment”. Eligible members of the Party Committee’s leading groups may be elected to the Board and the senior management through legal procedures. Eligible Party members of the Board and the senior management shall be elected to the Party Committee in accordance with relevant regulations and procedures. The Secretary of the Party Committee and the chairman are generally held by the same person, and the president who is a party member generally serves as the deputy secretary. At the same time, the supervisor commission for discipline inspection shall appoint a discipline inspection and supervision team to the Bank.</p>

No.	Original Clause	Amended Clause
13.	<p>Article 56 The Party Committee of the Bank plays a leading role in guiding the direction, managing the overall situation, and promoting implementation in terms of political direction, leadership, basic system, major decisions, and Party building, and assumes the responsibility of strict Party management and governance. We perform the following duties in accordance with the “Constitution of the Communist Party of China” and other intra-party regulations:</p> <p>(I) Guarantee and supervise the implementation of the Party and state policies in the Bank, and implement major strategic decisions of the CPC Central Committee and the State Council, as well as relevant important work arrangements of Party organizations at higher levels.</p> <p>(II) Adapt to the requirements of modern enterprise systems and the needs of market competition, lead and oversee the selection and employment of personnel, manage standards, procedures, inspections, recommendations, and supervision, and adhere to the principle of “the Party governing cadres, the Board selecting managers in accordance with the laws, and the managers exercising power to promote or demote staff in accordance with the law” to build a team consists of high-quality cadres and talents.</p>	<p>Article 54 The Party Committee of the Bank plays a leading role in guiding the direction, managing the overall situation, and promoting implementation in terms of political direction, leadership, basic system, major decisions, and Party building, and assumes the responsibility of strict Party management and governance. We perform the following duties in accordance with the “Constitution of the Communist Party of China” and other intra-party regulations:</p> <p>(I) <u>Thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, actively cultivate and practice financial culture with Chinese characteristics, strengthen the Party’s political building in the Bank, adhere to and implement the fundamental, basic and important systems of socialism with Chinese characteristics,</u> guarantee and supervise the implementation of the Party and state policies in the Bank, and implement major strategic decisions of the CPC Central Committee and the State Council, as well as relevant important work arrangements of Party organizations at higher levels.</p> <p>(II) <u>Strengthen leadership and supervision over personnel selection and employment,</u> manage standards, procedures, inspections, recommendations, and supervision, and adhere to the principle of “the Party governing cadres, the Board selecting managers in accordance with the laws, and the managers exercising power to promote or demote staff in accordance with the law” to build a team consists of high-quality <u>and professional financial</u> cadres and talents <u>who are loyal, clean and responsible.</u></p>

No.	Original Clause	Amended Clause
	<p>(III) Study and discuss the Bank's reform and development, major operation and management matters, and major matters involving the vital interests of employees, and put forward opinions and suggestions; support the Bank's establishment and improvement of its corporate governance structure, and support the shareholders' general meeting, the Board of Directors, the Board of Supervisors, and the senior management to exercise their official powers in accordance with the law.</p> <p>(IV) Study and deploy the Party building of the Bank, continuously strengthen the building of Party organizations at the primary level and the team of Party members, give full play to the role of the Party branches as fighting fortresses and the vanguard and exemplary role of Party members, and unite and lead the employees to actively participate in the reform, transformation and development of the Bank.</p> <p>(V) Assume the principal responsibility of comprehensively and strictly governing the Party, lead the Bank's ideological and political work, spiritual civilization, enterprise cultural construction, as well as trade unions, the Communist Youth League and other mass organizations, and support the employee representatives' meeting in carrying out the work. Opinions of employees shall be listened to in making major decisions, and major issues concerning the immediate interests of the employees shall be reviewed by the employee representatives' meeting or the staff congress, so as to ensure that the employees' representatives participate in the company's governance in an orderly manner according to the law. Assume the main responsibility for the integrity administration of the Party, and support the resident discipline inspection and supervision team in performing their supervisory duties.</p> <p>(VI) Other relevant important matters within the scope of functions and responsibilities of the Party Committee.</p>	<p>(III) Study and discuss the Bank's reform and development, major operation and management matters, and major matters involving the vital interests of employees, and put forward opinions and suggestions; <u>support the shareholders' general meeting, the Board of Directors, and the senior management to exercise their official powers in accordance with the law; and support the employee representatives' meeting in carrying out the work.</u></p> <p>(IV) Assume the principal responsibility of comprehensively and strictly governing the Party, lead the Bank's ideological and political work, united front work, spiritual civilization, enterprise cultural construction, as well as trade unions, the Communist Youth League and other mass organizations. <u>Lead the Party's integrity administration, and support the discipline inspection and supervision institution in performing their supervisory duties.</u></p> <p>(V) Strengthen the Bank's building of Party organizations at the primary level and the team of Party members, give full play to the role of the Party branches as fighting fortresses and the vanguard and exemplary role of Party members, and unite and lead the cadres and employees to actively participate in the reform and development of the Bank.</p> <p>(VI) Other relevant important matters within the scope of functions and responsibilities of the Party Committee.</p>

No.	Original Clause	Amended Clause
14.	<p>Article 57 The Bank adheres to the organic unity of strengthening the Party's leadership and improving corporate governance. The Party Committee has a statutory status in the corporate governance structure. It conducts pre-research on major business management matters, focuses on the fundamental, directional, long-term and overall situation related to the Bank's development, formulates rules of procedure and lists of powers and responsibilities of the Party Committee, and clarifies the scope, organization, procedures, and disciplines of discussion, as well as implementation and supervision of decision-making matters of the Party Committee.</p> <p>(II) The Bank regards the study and discussion of Party organizations as the pre-procedure for the Board, the board of supervisors and the senior management to make decisions on major issues, and formulates the list of pre-requisite matters. Major operation and management matters submitted to the Board, the board of supervisors, and the senior management for decision-making shall first be studied and discussed by the Party Committee. Generally, proposals for major operation and management matters shall be studied and formulated by the management, and where necessary, may also be formulated by special committees under the Board on the basis of full investigation and research, scientific demonstration, and risk assessment.</p>	<p>Article 55 The Bank adheres to the organic unity of strengthening the Party's leadership and improving corporate governance <u>to achieve organic integration, integrated promotion and coordinated linkage</u>. The Party Committee has a statutory status in the corporate governance structure. It conducts pre-research on major business management matters, focuses on the fundamental, directional, long-term and overall situation related to the Bank's development, formulates rules of procedure and lists of powers and responsibilities of the Party Committee, and clarifies the scope, organization, procedures, and disciplines of discussion, as well as implementation and supervision of decision-making matters of the Party Committee.</p> <p>(II) <u>The study and discussion of Party organizations is the pre-procedure for the Board and the senior management to make decisions on major operation and management matters. Major operation and management matters shall first be studied and discussed by the Party Committee, and then submitted to the Board and the senior management for decision in accordance with relevant laws, regulations or the Articles of Association.</u></p>

No.	Original Clause	Amended Clause
	<p>(III) The main form of Party Committee discussion is the Party Committee meeting. The opinions given by the Party Committee on major business and management matters after study and discussion shall be submitted to the Board for decision or implemented by the senior management according to their respective duties and authority. Leading members of the Party Committee and other Party members appointed to the Board and the senior management shall consciously accept the leadership of the Party Committee, resolutely implement the intention of the Party Committee's decision, and fully express the opinions of the Party Committee, ensuring that the will of the Party Committee is reflected and implemented in the final decision making when the Board propose deliberations and the senior management make decisions. The progress of implementation of major operation and management matters discussed and researched by the Party Committee in advance shall be reported to the Party Committee in a timely manner as needed.</p>	<p>(III) The main form of Party Committee discussion is the Party Committee meeting. Leading members of the Party Committee and other Party members appointed to the Board and the senior management shall consciously accept the leadership of the Party Committee, resolutely implement the intention of the Party Committee's decision, and fully express the opinions of the Party Committee, ensuring that the will of the Party Committee is reflected and implemented in the final decision making when the Board propose deliberations and the senior management make decisions. The progress of implementation of major operation and management matters discussed and researched by the Party Committee in advance shall be reported to the Party Committee in a timely manner as needed.</p>

No.	Original Clause	Amended Clause
15.	<p>Article 61 The Bank provides necessary conditions for the Party organizations to carry out activities. The Organization Department under the Party Committee, the Publicity Department under the Party Committee, the Office of the Party Committee, the Integrity Office of the Party, the Inspection Office of the Party Committee shall be set up based on actual needs, and the institution concerned may work together with a management department with similar functions of the Bank. The management of leading personnel and the construction of Party organizations at the primary level are generally under the unified responsibility of the same department, and those belonging to two departments shall be under the respective responsibility of the same leading group members.</p>	<p>Article 59 The Bank provides necessary conditions for the Party organizations to carry out activities. The Organization Department under the Party Committee, <u>the Party and Mass Work Department (the Office of the Party Committee, labor union, Youth League Committee), the Integrity Office of the Party, and</u> the Inspection Office of the Party Committee shall be set up based on actual needs, and the institution concerned may work together with a management department with similar functions of the Bank. The management of leading personnel and the construction of Party organizations at the primary level are generally under the unified responsibility of the same department, and those belonging to two departments shall be under the respective responsibility of the same leading group members.</p>

No.	Original Clause	Amended Clause
16.	<p>Article 67 Holders of the shares of the Bank shall enjoy the following rights:</p> <p>(I) To receive dividends and other kinds of distributions according to the number of shares held by them;</p> <p>(II) To request, convene, preside over, attend in person or appoint a proxy to attend the shareholders' general meeting, and to give speeches at the shareholders' general meeting and exercise their voting rights according to the number of shares held by them (unless individual shareholders shall waive their voting rights in respect of certain matters in accordance with laws and regulations, securities regulatory authorities in the place where the shares of the Company are listed, and the listing rules of the place where the shares of the Company are listed);</p> <p>(III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly;</p> <p>(IV) To transfer, bestow or pledge shares held by them in accordance with the laws and regulations, relevant regulations of the securities regulatory authorities in the Bank's listing place and the Articles;</p> <p>(V) To obtain relevant information in accordance with the laws and regulations, relevant regulations of the securities regulatory authorities in the Bank's listing place and the Articles and the Articles, including:</p>	<p>Article 65 Holders of the shares of the Bank shall enjoy the following rights:</p> <p>(I) To receive dividends and other kinds of distributions according to the number of shares held by them;</p> <p>(II) To request, convene, preside over, attend in person or appoint a proxy to attend the shareholders' general meeting, and to give speeches at the shareholders' general meeting and exercise their voting rights according to the number of shares held by them (unless individual shareholders shall waive their voting rights in respect of certain matters in accordance with laws and regulations, securities regulatory authorities in the place where the shares of the Company are listed, and the listing rules of the place where the shares of the Company are listed);</p> <p>(III) To supervise the operation of the Bank, and to make suggestions or enquiries accordingly;</p> <p>(IV) To transfer, bestow or pledge shares held by them in accordance with the laws and regulations, relevant regulations of the securities regulatory authorities in the Bank's listing place and the Articles;</p> <p>(V) To obtain relevant information in accordance with the laws and regulations, relevant regulations of the securities regulatory authorities in the Bank's listing place and the Articles, including:</p>

No.	Original Clause	Amended Clause
	<p>1. to obtain a copy of the Articles after paying the costs and expenses incurred;</p> <p>2. have the right to inspect, free of charge, and to inspect and photocopy, after paying a reasonable fee, during the office hours of the Bank, the following documents:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) the personal information of the directors, supervisors, president and other senior management member of the Bank, including:</p> <p>(a) past and present names and alias;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) professional job and other part-time occupation, position;</p> <p>(e) identification document and its number.</p> <p>(3) status of the Bank's share capital;</p> <p>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchase;</p>	<p>1. to obtain a copy of the Articles after paying the costs and expenses incurred;</p> <p>2. have the right to inspect, free of charge, and to inspect and photocopy, after paying a reasonable fee, during the office hours of the Bank, the following documents:</p> <p>(1) all parts of the register of shareholders;</p> <p>(2) the personal information of the directors, president and other senior management member of the Bank, including:</p> <p>(a) past and present names and alias;</p> <p>(b) main address (domicile);</p> <p>(c) nationality;</p> <p>(d) professional job and other part-time occupation, position;</p> <p>(e) identification document and its number.</p> <p>(3) status of the Bank's share capital;</p> <p>(4) reports on the aggregate par value, number of shares, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, as well as all the expenses paid by the Bank in relation to such repurchase;</p>

No.	Original Clause	Amended Clause
	<p>(5) minutes of the shareholders' general meeting;</p> <p>(6) the latest audited financial statements, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</p> <p>(7) a copy of the latest annual report already submitted to the State Administration for Industry and Commerce of the PRC or other competent bodies; and</p> <p>(8) special resolutions of the Bank.</p> <p>The documents, except for the item (2) above shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection by both the public and shareholders of H Shares, whereas item (5) will only be available for inspection by the shareholders. The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and price-sensitive information.</p> <p>(VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank);</p> <p>(VIII) Shareholders holding, individually or jointly, more than three percent of the Bank's shares carrying voting rights are entitled to propose to the shareholders' general meeting matters for deliberation and submit inquiries to the shareholders' general meeting;</p> <p>(IX) To have other rights under the laws and regulations, Hong Kong Listing Rules and the Articles.</p>	<p>(5) minutes of the shareholders' general meeting;</p> <p>(6) the latest audited financial statements, directors' reports, <u>and</u> auditors' reports;</p> <p>(7) a copy of the latest annual report already submitted to the State Administration for Industry and Commerce of the PRC or other competent bodies; and</p> <p>(8) special resolutions of the Bank.</p> <p>The documents, except for the item (2) above shall be maintained at the Hong Kong address of the Bank in accordance with the Hong Kong Listing Rules and available for inspection by both the public and shareholders of H Shares, whereas item (5) will only be available for inspection by the shareholders. The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and price-sensitive information.</p> <p>(VI) To participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(VII) To demand the Bank to repurchase their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting of the Bank in relation to the merger or division of the Bank);</p> <p>(VIII) Shareholders holding, individually or jointly, more than <u>one percent</u> of the Bank's shares carrying voting rights are entitled to propose to the shareholders' general meeting matters for deliberation and submit inquiries to the shareholders' general meeting;</p> <p>(IX) To have other rights under the laws and regulations, Hong Kong Listing Rules and the Articles.</p>

No.	Original Clause	Amended Clause
17.	<p>Article 70 If any director and senior management member has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% of the shares in the Bank for more than one hundred and eighty (180) consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at the people's court. If the Board of Supervisors has violated laws, administrative regulations or provisions of the Articles in performing its duties and therefore has caused loss to the Bank, the aforesaid shareholders may make a written request to the Board of Directors to initiate legal proceedings at the people's court.</p> <p>If the Board of Supervisors or the Board of Directors rejects to initiate legal proceedings or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank.</p> <p>If any other person infringes on the Bank's legitimate interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the first two paragraphs.</p>	<p>Article 68 If any director and senior management member <u>other than members of the Audit Committee</u> has violated the laws, administrative regulations or provisions of the Articles in performing their duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% of the shares in the Bank for more than one hundred and eighty (180) consecutive days may make a written request to <u>the Audit Committee</u> to initiate legal proceedings at the people's court. If the <u>members of the Audit Committee have</u> violated laws, administrative regulations or provisions of the Articles in performing <u>their</u> duties and therefore <u>have</u> caused loss to the Bank, the aforesaid shareholders may make a written request to the Board of Directors to initiate legal proceedings at the people's court.</p> <p>If the Board of Directors or <u>the Audit Committee</u> rejects to initiate legal proceedings or fails to initiate legal proceedings within thirty (30) days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank.</p> <p>If any other person infringes on the Bank's legitimate interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the first two paragraphs.</p>

No.	Original Clause	Amended Clause
18.	<p>Article 72 Shareholders of the Bank shall have the following obligations:</p> <p>(I) To abide by the laws and regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed for by them and the method of capital contribution. To contribute by legitimate source of self-owned funds but not by entrusted funds, debt funds and other non-self-owned funds, unless otherwise required by laws and regulations or regulatory systems;</p> <p>(III) To comply with the regulatory requirements on shareholding and the number of shareholding institutions and no authorisation for, or acceptance of authorisation from, any other person to hold shares of the Company;</p> <p>(IV) Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(V) To comply with the resolutions of the shareholders' general meeting;</p>	<p>Article 70 Shareholders of the Bank shall have the following obligations:</p> <p>(I) To abide by the laws and regulations, regulatory requirements and the Articles;</p> <p>(II) To contribute to the share capital as determined by the number of shares subscribed for by them and the method of capital contribution. To contribute by legitimate source of self-owned funds but not by entrusted funds, debt funds and other non-self-owned funds, unless otherwise required by laws and regulations or regulatory systems;</p> <p>(III) To comply with the regulatory requirements on shareholding and the number of shareholding institutions and no authorisation for, or acceptance of authorisation from, any other person to hold shares of the Company;</p> <p>(IV) Not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(V) To comply with the resolutions of the shareholders' general meeting;</p>

No.	Original Clause	Amended Clause
	<p>(X) Shareholders being directors or supervisors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval and filing with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that the pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing;</p> <p>(XXI) Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p>	<p>(X) Shareholders being directors of the Bank, or directly or indirectly, jointly holding or controlling more than 2% of the Shares or voting rights of the Bank, when pledging the Shares of the Bank, shall in advance apply for approval and filing with the Board of Directors of the Bank to provide the information including the reasons for pledge, equity amount, term of pledge and pledger. The shareholder's application shall not be kept in archives if the Board of Directors identifies that the pledge will have a material adverse impact on the stability of the Bank's shareholding structure, corporate governance, control on risk and related (connected) transactions. Directors nominated by the shareholders who intend to pledge their equity in the Bank shall abstain from voting when the Board of Directors considers any matter relating to filing;</p> <p>(XXI) Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request <u>the</u> convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.;</p>

No.	Original Clause	Amended Clause
	<p>(XXII) For a shareholder that violates commitment, makes any false statement, abuses shareholders' rights or otherwise harms the interests of the Bank, the banking regulatory authorities or its local offices may restrict or prohibit related party transactions between the Bank and the shareholder, restrict his/her limit of equity held in the Bank and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.. The commitments made by the major shareholders of corporate legal entities shall be subject to necessary internal approval procedures such as the Board or the shareholders' general meeting in accordance with laws and regulations, regulatory requirements and the Articles of Association. The performance of major shareholders' commitments shall be determined by the Board. Measures taken against shareholders who violate their commitments shall be proposed by the Board and implemented after being deliberated and approved by the shareholders' general meeting, and the relevant shareholders or shareholders' representatives shall abstain from voting.</p>	<p>(XXII) For a shareholder that violates commitment, makes any false statement, abuses shareholders' rights or otherwise harms the interests of the Bank, the banking regulatory authorities or its local offices may restrict or prohibit related party transactions between the Bank and the shareholder, restrict his/her limit of equity held in the Bank and equity pledge ratio, etc., and restrict his/her right to request <u>the</u> convening of a shareholders' general meeting, right of voting, right of nomination, right of submitting proposals and right of disposal, etc.. The commitments made by the major shareholders of corporate legal entities shall be subject to necessary internal approval procedures such as the Board or the shareholders' general meeting in accordance with laws and regulations, regulatory requirements and the Articles of Association. The performance of major shareholders' commitments shall be determined by the Board. Measures taken against shareholders who violate their commitments shall be proposed by the Board and implemented after being deliberated and approved by the shareholders' general meeting, and the relevant shareholders or shareholders' representatives shall abstain from voting.</p>

No.	Original Clause	Amended Clause
19.	<p>Article 73 Shareholders shall nominate a candidate to become a director and a supervisor strictly according to the process required by laws, regulations and the Articles. The same shareholder and his/her connected person shall not nominate a candidate for a director and another candidate for a supervisor at the same time; if the candidate for a director (supervisor) nominated by the same shareholder and his/her/its connected person has already served as a director (supervisor), the shareholder shall not nominate the candidate for another supervisor (director) prior to the expiry of the term of office or the replacement of such person.</p> <p>In principle, the number of directors or supervisors nominated by the same shareholder and his/her connected person shall not exceed one-third of the total number of members of the Board of Directors or the Board of Supervisors, unless otherwise stipulated by the laws and regulations. In principle, the same shareholder and his/her/its connected person shall nominate only one candidate for independent director or external supervisor and shall not nominate candidates for both independent director and external supervisor. If a waiver is required due to a special shareholding structure, an application setting out the reasons shall be made to the banking regulatory authority.</p>	<p>Article 71 Shareholders shall nominate a candidate to become a director strictly according to the process required by laws, regulations and the Articles. In principle, the number of directors nominated by the same shareholder and his/her connected person shall not exceed one-third of the total number of members of the Board of Directors, unless otherwise stipulated by the laws and regulations. In principle, the same shareholder and his/her/its connected person shall nominate only one candidate for independent director. If a waiver is required due to a special shareholding structure, an application setting out the reasons shall be made to the banking regulatory authority.</p>

No.	Original Clause	Amended Clause
20.	<p>Article 77 Except for the obligations as required by laws, administrative regulations or the listing rules of the stock exchange in the place where the shares of the Bank are listed, while exercising their rights as shareholders, the controlling shareholders of the Bank shall not make any decision affecting the benefits of all the shareholders or part of the shareholders as a result of exercising voting rights in respect of the following matters:</p> <p>(I) Exempting any director—or supervisor from the responsibility to act in good faith for the best interest of the Bank;</p> <p>(II) Approving any director—or supervisor—(for the benefit of himself or others) to deprive the Bank of its properties in any form, including (but not limited to) the opportunities that are favorable to the Bank;</p> <p>(III) Approving any director—or supervisor (for the benefit of himself or others) to deprive other shareholders of their individual interests, including (but not limited to) any distribution rights or voting rights, but excluding the reorganization of the Bank which is submitted to the shareholders' general meeting for approval in accordance with the Articles.</p>	<p>Article 75 Except for the obligations as required by laws, administrative regulations or the listing rules of the stock exchange in the place where the shares of the Bank are listed, while exercising their rights as shareholders, the controlling shareholders of the Bank shall not make any decision affecting the benefits of all the shareholders or part of the shareholders as a result of exercising voting rights in respect of the following matters:</p> <p>(I) Exempting any director from the responsibility to act in good faith for the best interest of the Bank;</p> <p>(II) Approving any director (for the benefit of himself or others) to deprive the Bank of its properties in any form, including (but not limited to) the opportunities that are favorable to the Bank;</p> <p>(III) Approving any director (for the benefit of himself or others) to deprive other shareholders of their individual interests, including (but not limited to) any distribution rights or voting rights, but excluding the reorganization of the Bank which is submitted to the shareholders' general meeting for approval in accordance with the Articles.</p>

No.	Original Clause	Amended Clause
21.	<p>Article 79 The shareholders' general meetings shall exercise the following powers:</p> <p>(I) Deciding on the business policies and investment plans of the Bank;</p> <p>(II) Electing and replacing directors and supervisors not appointed from staff representatives, and deciding on matters concerning directors' and supervisors' remuneration;</p> <p>(III) Examining and approving reports of the Board of Directors;</p> <p>(IV) Examining and approving reports of the Board of Supervisors, listening to the Report of the Board of Supervisors on the Directors' and Supervisors' Performance Assessment;</p> <p>(V) Examining and approving the Bank's annual financial budget and final account proposals;</p> <p>(VI) Examining the significant asset disposal matters involving an amount of more than 30% of the latest audited total assets of the Bank for 12 consecutive months (including but not limited to selling, purchase, write-off, mortgage and non-operating guarantee);</p> <p>(VII) Examining and approving the Bank's plans for profit distribution and loss make-up;</p> <p>(VIII) Adopting resolutions concerning the increase or reduction of the registered capital and the repurchase of the Bank's Shares;</p>	<p>Article 77 The shareholders' general meeting shall exercise the following powers:</p> <p><u>(I) Electing and replacing non-employee directors, and deciding on matters concerning directors' remuneration;</u></p> <p>(II) Examining and approving reports of the Board of Directors;</p> <p><u>(III) Listening to the Report of the Audit Committee on the Directors' Performance Assessment;</u></p> <p>(IV) Examining the significant asset disposal matters involving an amount of more than 30% of the latest audited total assets of the Bank for 12 consecutive months (including but not limited to selling, purchase, write-off, mortgage and non-operating guarantee);</p> <p>(V) Examining and approving the Bank's plans for profit distribution and loss make-up;</p> <p>(VI) Adopting resolutions concerning the increase or reduction of the registered capital and the repurchase of the Bank's Shares;</p> <p>(VII) Adopting resolutions concerning the issuance of bonds or other securities and listing of the Bank;</p> <p>(VIII) Adopting resolutions on merger, division, dissolution, liquidation or changing of corporate form of the Bank;</p>

No.	Original Clause	Amended Clause
	<p>(IX) Adopting resolutions concerning the issuance of bonds or other securities and listing of the Bank;</p> <p>(X) Adopting resolutions on merger, division, dissolution, liquidation or changing of corporate form of the Bank;</p> <p>(XI) Examining and approving the Articles, the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of Meetings of the Board of Directors and the Rules of Procedure of Meetings of the Board of Supervisors and its amendments;</p> <p>(XII) Examining and approving the stock incentive plans;</p> <p>(XIII) Adopting resolutions on the purchase of the Bank's shares in accordance with laws;</p> <p>(XIV) Adopting resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm and the remuneration of the Bank's accounting firm;</p> <p>(XV) Examining the resolutions proposed by shareholders with more than 3% of the Shares carrying voting rights of the Bank;</p> <p>(XVI) Examining and approving matters in relation to the change in use of raised funds;</p> <p>(XVII) Examining others matters which shall be decided by the shareholders' general meeting as required by the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed or the Articles.</p>	<p>(IX) <u>Amending the Articles of Association, examining and approving</u> the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of Meetings of the Board of Directors and its amendments;</p> <p>(X) Examining and approving the stock incentive plans;</p> <p>(XI) Adopting resolutions on the purchase of the Bank's shares in accordance with laws;</p> <p>(XII) Adopting resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm and the remuneration of the Bank's accounting firm;</p> <p>(XIII) Examining the resolutions proposed by shareholders with more than <u>1%</u> of the Shares carrying voting rights of the Bank;</p> <p>(XIV) Examining and approving matters in relation to the change in use of raised funds;</p> <p>(XV) Examining others matters which shall be decided by the shareholders' general meeting as required by the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed or the Articles.</p>

No.	Original Clause	Amended Clause
22.	<p>Article 83 The Bank shall hold an extraordinary meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) The number of directors is less than the number required by the Company Law or two-thirds of the number required by the Articles;</p> <p>(II) The outstanding losses of the Bank has reached one third of the total amount of the paid-in share capital of the Bank;</p> <p>(III) The shareholders who individually or jointly hold more than 10% of the shares carrying voting rights of the Bank have requested in writing to convene extraordinary general meetings, the number of shares shall be calculated as of the date when shareholders put forward the written request;</p> <p>(IV) When the Board deems it necessary to convene such a meeting;</p> <p>(V) When the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) When above half and not less than two independent Directors or the only two independent Directors unanimously agree on the proposal of convening;</p> <p>(VII) When above half of the external supervisors or the only two external supervisors unanimously agree on the proposal of convening;</p> <p>(VIII) Other circumstances as provided in the laws and regulations or the Articles.</p>	<p>Article 81 The Bank shall hold an extraordinary general meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) The number of directors is less than the number required by the Company Law or two-thirds of the number required by the Articles;</p> <p>(II) The outstanding losses of the Bank has reached one third of the total amount of the paid-in share capital of the Bank;</p> <p>(III) The shareholders who individually or jointly hold more than 10% of the shares carrying voting rights of the Bank have requested in writing to convene extraordinary general meeting, the number of shares shall be calculated as of the date when shareholders put forward the written request;</p> <p>(IV) When the Board deems it necessary to convene such a meeting;</p> <p>(V) When the Audit Committee proposes to convene such a meeting;</p> <p>(VI) When above half and not less than two independent Directors or the only two independent Directors unanimously agree on the proposal of convening;</p> <p>(VII) Other circumstances as provided in the laws and regulations or the Articles.</p>

No.	Original Clause	Amended Clause
23.	<p>Section 3 Convening of Shareholders' General Meetings</p> <p>Article 86 The shareholders' general meeting shall be convened by the Board of Directors.</p> <p>If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, the Board of Supervisors shall promptly convene the meeting. If the Board of Supervisors does not convene the meeting, the shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days may convene such a meeting on their own initiative.</p>	<p>Section 3 Convening of shareholders' general meetings</p> <p>Article 84 The shareholders' general meeting shall be convened by the Board of Directors.</p> <p>If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, <u>the Audit Committee</u> may convene <u>and preside over</u> the meeting on its own initiative. If <u>the Audit Committee</u> does not convene the meeting, the shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days may convene such a meeting on their own initiative.</p>
24.	<p>Article 88 The Board of Supervisors or more than half of the external supervisors (subject to the unanimously agree where only two external supervisors exist) shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal of the Board of Supervisors above contained in the notice is changed, approval of the Board of Supervisors shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its written response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene the shareholders' general meeting on its own initiative.</p>	<p>Article 86 The <u>Audit Committee</u> shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal of the <u>Audit Committee</u> above contained in the notice is changed, approval of the <u>Audit Committee</u> shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its written response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the <u>Audit Committee</u> may convene the shareholders' general meeting on its own initiative.</p>

No.	Original Clause	Amended Clause
25.	<p>Article 89 The Shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days (hereinafter referred to as "Requesting Shareholders") shall have the right to request the Board of Directors to convene the extraordinary general meeting and add resolutions to a meeting agenda, and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the general meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its written response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the extraordinary general meeting and this proposal shall be made to the Board of Supervisors in writing.</p>	<p>Article 87 The Shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days (hereinafter referred to as "Requesting Shareholders") shall have the right to request the Board of Directors to convene the extraordinary general meeting and add resolutions to a meeting agenda, and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the shareholders' general meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its written response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the <u>Audit Committee</u> to convene the extraordinary general meeting and this proposal shall be made to the <u>Audit Committee</u> in writing.</p>

No.	Original Clause	Amended Clause
	<p>If the Board of Supervisors agrees to convene the extraordinary general meeting, a notice for convening the general meeting shall be issued within five (5) days of receiving the proposal. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of the general meeting within the specified time limit, it shall be deemed to have failed to convene the general meeting, and Requesting Shareholders shall have the right to convene such meetings by themselves.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p>	<p>If the <u>Audit Committee</u> agrees to convene the extraordinary general meeting, a notice for convening the shareholders' general meeting shall be issued within five (5) days of receiving the proposal. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the <u>Audit Committee</u> fails to give the notice of the shareholders' general meeting within the specified time limit, it shall be deemed to have failed to convene the shareholders' general meeting, and Requesting Shareholders shall have the right to convene such meetings by themselves.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p>
26.	<p>Article 90 If the Board of Supervisors or Shareholders decide to convene the general meeting by themselves, the Board of Directors shall be informed in writing, and at the same time, it shall be filed with the competent securities regulatory authorities, banking regulatory authorities and the stock exchange where the Bank's shares are listed.</p> <p>The Requesting Shareholders shall submit the relevant evidentiary materials to the relevant regulatory authority when issuing the notice and the resolution of the general meeting.</p>	<p>Article 88 If the <u>Audit Committee</u> or Shareholders decide to convene the shareholders' general meeting by themselves, the Board of Directors shall be informed in writing, and at the same time, it shall be filed with the competent securities regulatory authorities, banking regulatory authorities and the stock exchange where the Bank's shares are listed.</p> <p>The Requesting Shareholders shall submit the relevant evidentiary materials to the relevant regulatory authority when issuing the notice and the resolution of the shareholders' general meeting.</p>

No.	Original Clause	Amended Clause
27.	<p>Article 91 If the Board of Supervisors or Shareholders convene the general meeting by themselves, the Board of Supervisors or Requesting Shareholders as conveners shall not add any new proposal or change the proposals, or the Board of Supervisors or Requesting Shareholders should go through the procedure regarding proposing the convening of the extraordinary shareholders' general meeting to the Board of Directors again.</p> <p>The venue for the Board of Supervisors or Shareholders to convene a shareholders' general meeting by themselves shall be at the Bank's domicile.</p>	<p>Article 89 If the <u>Audit Committee</u> or Shareholders convene the shareholders' general meeting by themselves, the <u>Audit Committee</u> or Requesting Shareholders as conveners shall not add any new proposal or change the proposals, or the <u>Audit Committee</u> or Requesting Shareholders should go through the procedure regarding proposing the convening of the extraordinary general meeting to the Board of Directors again.</p> <p>The venue for the <u>Audit Committee</u> or Shareholders to convene a shareholders' general meeting by themselves shall be at the Bank's domicile.</p>
28.	<p>Article 92 With respect to a shareholders' general meeting convened by the Board of Supervisors or Shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of Shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to offer the register of Shareholders, the conveners may apply to the securities registration and clearing institution for such register with the relevant announcement regarding the notice of convening a shareholders' general meeting. The register of Shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>	<p>Article 90 With respect to a shareholders' general meeting convened by the <u>Audit Committee</u> or Shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of Shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to offer the register of Shareholders, the conveners may apply to the securities registration and clearing institution for such register with the relevant announcement regarding the notice of convening a shareholders' general meeting. The register of Shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>
29.	<p>Article 93 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to directors who have not carried out their duties from the Bank.</p>	<p>Article 91 Necessary costs arising out of a shareholders' general meeting convened by the <u>Audit Committee</u> or the Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to directors who have not carried out their duties from the Bank.</p>

No.	Original Clause	Amended Clause
30.	<p>Article 95 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and the shareholders who individually or jointly hold more than 3% of the shares of the Bank carrying voting rights (hereinafter referred to as "Proposing Shareholders"), shall be entitled to submit their proposals.</p> <p>Proposing Shareholders may submit provisional proposals to the convener in writing ten (10) days prior to the date of the shareholders' general meeting. For proposals with content and form that conform to the provisions of the Articles, the conveners shall issue a supplemental notice setting out the content of the provisional proposals within two days of receiving the proposals. Regulations as otherwise stipulated by the listing rules of the stock exchange in the place where the shares are listed shall also be observed.</p> <p>Except for the circumstances provided in the above-said paragraph, the convener shall not amend the proposals set out in or add any new proposal to the original notice of the general meeting after the notice is issued.</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with the conditions specified in the Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</p>	<p>Article 93 When the Bank convenes the shareholders' general meetings, the Board of Directors, the <u>Audit Committee</u> and the shareholders who individually or jointly hold more than <u>1%</u> of the shares of the Bank carrying voting rights (hereinafter referred to as "Proposing Shareholders") shall be entitled to submit their proposals.</p> <p>Proposing Shareholders may submit provisional proposals to the convener in writing ten (10) days prior to the date of the shareholders' general meeting. For proposals with content and form that conform to the provisions of the Articles, the conveners shall issue a supplemental notice setting out the content of the provisional proposals within two days of receiving the proposals. Regulations as otherwise stipulated by the listing rules of the stock exchange in the place where the shares are listed shall also be observed.</p> <p>Except for the circumstances provided in the above-said paragraph, the convener shall not amend the proposals set out in or add any new proposal to the original notice of the shareholders' general meeting after the notice is issued.</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with the conditions specified in the Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</p>

No.	Original Clause	Amended Clause
31.	<p>Article 98 Notice of the shareholders' general meeting shall meet the following requirements:</p> <p>(I) be made in writing;</p> <p>(II) specify the time, venue, deadline and meeting form;</p> <p>(III) contain the matters and proposals to be considered at the meeting, and state the matters to be discussed at the meeting;</p> <p>(IV) provide all the necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposal relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</p> <p>(V) if any of the Directors, Supervisors, President or other senior management member has material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on the Director, Supervisor, President or other senior management member as Shareholders compared to other Shareholders of the same class, they shall explain this difference;</p>	<p>Article 96 Notice of the shareholders' general meeting shall meet the following requirements:</p> <p>(I) be made in writing;</p> <p>(II) specify the time, venue, deadline and meeting form;</p> <p>(III) contain the matters and proposals to be considered at the meeting, and state the matters to be discussed at the meeting;</p> <p>(IV) provide all the necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposal relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</p> <p>(V) if any of the Directors, President or other senior management member has material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on the Director, President or other senior management member as Shareholders compared to other Shareholders of the same class, they shall explain this difference;</p>

No.	Original Clause	Amended Clause
	<p>(VI) contain the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(VII) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint over one proxy to attend and vote on his/her/its behalf, and such proxy need not to be a Shareholder of the Bank;</p> <p>(VIII) specify the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(IX) specify the shareholding registration date of the Shareholders who are entitled to attend the meeting;</p> <p>(X) specify the name and phone number of the contact person of the meeting;</p> <p>(XI) other requirements stipulated in the laws, regulations and the Articles.</p>	<p>(VI) contain the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(VII) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint over one proxy to attend and vote on his/her/its behalf, and such proxy need not to be a Shareholder of the Bank;</p> <p>(VIII) specify the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(IX) specify the shareholding registration date of the Shareholders who are entitled to attend the meeting;</p> <p>(X) specify the name and phone number of the contact person of the meeting;</p> <p>(XI) other requirements stipulated in the laws, regulations and the Articles.</p>

No.	Original Clause	Amended Clause
32.	<p>Article 99 If the elections of Directors and Supervisors are intended to be discussed at the shareholders' general meeting, the shareholders' general meeting notice shall fully disclose the details of the candidates for the role of Directors and Supervisors, and shall at least include the following particulars:</p> <p>(I) personal particulars such as education level, working experience and any part-time work undertaken;</p> <p>(II) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(III) disclosure of their shareholding in the Bank;</p> <p>(IV) whether they are penalized by any banking regulatory authority, securities regulatory authority and other relevant authorities;</p> <p>(V) information in relation to the new appointment or re-designation of Directors or Supervisors to be disclosed as required by the Hong Kong Listing Rules.</p> <p>Each candidate for director or supervisor should be put forward in a single proposal.</p>	<p>Article 97 If the elections of Directors are intended to be discussed at the shareholders' general meeting, the shareholders' general meeting notice shall fully disclose the details of the candidates for the role of Directors, and shall at least include the following particulars:</p> <p>(I) personal particulars such as education level, working experience and any part-time work undertaken;</p> <p>(II) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(III) disclosure of their shareholding in the Bank;</p> <p>(IV) whether they are penalized by any banking regulatory authority, securities regulatory authority and other relevant authorities;</p> <p>(V) information in relation to the new appointment or re-designation of Directors to be disclosed as required by the Hong Kong Listing Rules.</p> <p>Each candidate for director should be put forward in a single proposal.</p>
33.	<p>Article 114 When a shareholders' general meeting is being convened, the Bank's directors, supervisors and the secretary to the Board of Directors shall attend the meeting. The president and other senior management personnel of the Bank shall observe the meeting.</p>	<p>Article 112 When a shareholders' general meeting is being convened, the Bank's directors and the secretary to the Board of Directors shall attend the meeting. The president and other senior management personnel of the Bank shall observe the meeting.</p>

No.	Original Clause	Amended Clause
34.	<p>Article 115 The shareholders' general meetings shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall preside over the meeting.</p> <p>In the event that no such designation or election is made according to the preceding paragraph, a shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. When the chairman of the Board of Supervisors is unable or fails to perform his or her duty, a Supervisor jointly elected by more than half of the Supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>Article 113 The shareholders' general meeting shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall preside over the meeting.</p> <p>In the event that no such designation or election is made according to the preceding paragraph, a shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the <u>Audit Committee</u> shall be presided over by the chairman of the <u>Audit Committee</u>. When the chairman of the <u>Audit Committee</u> is unable or fails to perform his or her duty, a <u>member of the Audit Committee</u> jointly elected by more than half of the <u>members of the Audit Committee</u> shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be presided over by <u>the convener or</u> a representative elected by <u>him/her</u>.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>

No.	Original Clause	Amended Clause
35.	Article 116 At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors shall both report to the shareholders on the work they have undertaken over the past year.	Article 114 At the annual shareholders' general meeting, the Board of Directors shall report to the shareholders on the work they have undertaken over the past year.
36.	Article 117 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors, supervisors and senior management personnel shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.	Article 115 Unless confidential trade secrets of the Bank are involved which shall not be divulged, the directors and senior management personnel shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.
37.	<p>Article 119 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(I) The time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(II) The names of the chairman of the meeting, and the directors, supervisors, president and other senior management personnel who attend or observe the meeting;</p> <p>(III) The number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the percentage of these shares to the total number of shares of the Bank;</p>	<p>Article 117 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes.</p> <p>(I) The time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(II) The names of the chairman of the meeting, and the directors, president and other senior management personnel who attend or observe the meeting;</p> <p>(III) The number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the percentage of these shares to the total number of shares of the Bank;</p>

No.	Original Clause	Amended Clause
	<p>(IV) The consideration process for each resolution, key points of speeches made and voting result;</p> <p>(V) Details of the queries or recommendations of the shareholders, and the corresponding responses or explanations;</p> <p>(VI) The name of the lawyer, vote counter and scrutineer; and</p> <p>(VII) Any other matters required by the provisions of the Articles to be recorded in the minutes.</p> <p>If the Board of Supervisors or shareholders hold an extraordinary shareholders' general meeting on their own initiative pursuant to the Articles, the minutes shall also record the process of convening and holding the extraordinary shareholders' general meeting.</p> <p>If the matters to be voted on at a shareholders' general meeting involve a related (connected) transaction, the minutes shall record relevant information on abstention from voting of related (connected) shareholders.</p>	<p>(IV) The consideration process for each resolution, key points of speeches made and voting result;</p> <p>(V) Details of the queries or recommendations of the shareholders, and the corresponding responses or explanations;</p> <p>(VI) The name of the lawyer, vote counter and scrutineer; and</p> <p>(VII) Any other matters required by the provisions of the Articles to be recorded in the minutes.</p> <p>If the Audit Committee or shareholders hold an extraordinary general meeting on their own initiative pursuant to the Articles, the minutes shall also record the process of convening and holding the extraordinary general meeting.</p> <p>If the matters to be voted on at a shareholders' general meeting involve a related (connected) transaction, the minutes shall record relevant information on abstention from voting of related (connected) shareholders.</p>
38.	<p>Article 120 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be kept as the Bank's files. The meeting minutes shall be kept permanently.</p>	<p>Article 118 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be kept as the Bank's files. The meeting minutes shall be kept permanently.</p>

No.	Original Clause	Amended Clause
39.	<p>Article 124 The following matters shall be resolved by way of an ordinary resolution:</p> <p>(I) the business policies and investment plans of the Bank;</p> <p>(II) the appointment and dismissal of directors and supervisors who are not employees' representatives, and the remunerations of directors and supervisors;</p> <p>(III) the work reports of the Board of Directors;</p> <p>(IV) the work reports of the Board of Supervisors;</p> <p>(V) the annual financial budgets and final accounting plans of the Bank;</p> <p>(VI) the profits distribution proposals and loss recovery plans of the Bank;</p> <p>(VII) the balance sheets, income statements and other financial statements of the Bank;</p> <p>(VIII) matters other than those required by laws and regulations, the regulatory rules of the place where the Bank's shares are listed or the Articles to be resolved by a special resolution.</p>	<p>Article 122 The following matters shall be resolved by way of an ordinary resolution <u>by the shareholders' general meeting</u>:</p> <p>(I) the appointment and dismissal of <u>non-employee</u> directors, and the remunerations of directors;</p> <p>(II) the work reports of the Board of Directors;</p> <p>(III) the profits distribution proposals and loss recovery plans of the Bank;</p> <p>(IV) the balance sheets, income statements and other financial statements of the Bank;</p> <p>(V) matters other than those required by laws and regulations, the regulatory rules of the place where the Bank's shares are listed or the Articles to be resolved by a special resolution.</p>

No.	Original Clause	Amended Clause
40.	<p>Article 152 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. A director of the Bank shall meet the following basic conditions:</p> <p>(I) having full capacity for civil conduct;</p> <p>(II) having a good record on abiding by laws and regulations;</p> <p>(III) having good moral characters and reputations;</p> <p>(IV) having relevant knowledge, experience and ability required for a director of the Bank;</p> <p>(V) having a good record of economic or financial practices;</p> <p>(VI) having stable personal and family finances;</p> <p>(VII) having the independence required for a director of the Bank;</p> <p>(VIII) being faithful and diligent to the Bank;</p> <p>(IX) meeting other requirements stipulated by laws and regulations and the Articles.</p>	<p>Article 150 Directors of the Bank shall be a natural person and is not required to hold any shares of the Bank. A director of the Bank shall meet the following basic conditions:</p> <p>(I) having full capacity for civil conduct;</p> <p>(II) having a good record on abiding by laws and regulations <u>and a record of integrity practices;</u></p> <p>(III) having good moral characters and reputations;</p> <p>(IV) having relevant knowledge, experience and ability required for a director of the Bank;</p> <p>(V) having a good record of economic or financial practices;</p> <p>(VI) having stable personal and family finances;</p> <p>(VII) having the independence required for a director of the Bank;</p> <p>(VIII) being faithful and diligent to the Bank;</p> <p>(IX) meeting other requirements stipulated by laws and regulations and the Articles.</p>

No.	Original Clause	Amended Clause
41.	<p>Article 153 In any of the following circumstances, he/she shall be deemed as failing to satisfy the requirements specified by items (II), (III) and (V) of Article 152 of the Articles, and shall not serve as director of the Bank.</p> <p>(I) having a record of intentional or gross negligence crime;</p> <p>(II) having any bad conduct that seriously goes against social morality and causes adverse effect;</p> <p>(III) bearing personal liabilities or direct leadership liabilities for any illegal or rule-breaking business activity or any heavy loss of a previous employer, in a serious case;</p> <p>(IV) being or having once been a director or senior management personnel of an institution which has been taken over, cancelled or declared bankrupt or whose business license has been revoked, unless there is proof that the person assumes no personal liability for that;</p> <p>(V) violating professional ethics or code of conduct or seriously neglecting duties, which has caused any major loss or adverse impact;</p>	<p>Article 151 In any of the following circumstances, he/she shall be deemed as failing to satisfy the requirements specified by items (II), (III) and (V) of <u>Article 150</u> of the Articles, and shall not serve as director of the Bank.</p> <p><u>(I) having been convicted for endangering national security, committing terrorist activities, corruption, bribery, embezzlement, misappropriation of property, crimes committed by organizations of a gangland nature, or destruction of the socialist market-oriented economic order, or having been deprived of his political rights due to his crimes, and having a record of committing crimes with other intent or gross negligence;</u></p> <p>(II) having any bad conduct that seriously goes against social morality and causes adverse effect;</p> <p>(III) bearing personal liabilities or direct leadership liabilities for any illegal or rule-breaking business activity or any heavy loss of a previous employer, in a serious case;</p> <p>(IV) being or having once been a director or senior management personnel of an institution which has been taken over, cancelled or declared bankrupt or whose business license has been revoked, unless there is proof that the person assumes no personal liability for that;</p> <p>(V) violating professional ethics or code of conduct or seriously neglecting duties, which has caused any major loss or adverse impact;</p>

No.	Original Clause	Amended Clause
	<p>(VI) instigating or participating in his/her employer's resistance to any legal supervision or case investigation;</p> <p>(VII) having been disqualified for life for the office of director or senior management personnel, or having received punishments from regulatory authorities or other financial administrative departments for cumulatively twice or more;</p> <p>(VIII) being licensed a qualification by illegitimate means when failing to satisfy any of the qualification requirements prescribed by the Articles.</p>	<p>(VI) instigating or participating in his/her employer's resistance to any legal supervision or case investigation;</p> <p><u>(VII) having been identified by government department as an object for joint punishment for dishonesty due to serious dishonesty and punished accordingly in the Banking industry, or having had other records of serious dishonesty within the last five years;</u></p> <p><u>(VIII) having been disqualified from holding office for a certain period of time before the expiration of that period, or having been disqualified from holding office for life;</u></p> <p><u>(IX) having been subject to a market ban by a regulatory authority or other financial management authority, the period of which has not yet exceeded five years;</u></p> <p>(X) being licensed a qualification by illegitimate means when failing to satisfy any of the qualification requirements prescribed by the Articles.</p>

No.	Original Clause	Amended Clause
42.	<p>Article 159 Directors shall observe laws and regulations and the Articles, and fulfil the following obligations of diligence:</p> <p>(I) to exercise the rights conferred by the Bank with due discretion, care and diligence, fulfill the obligations of honesty and diligence to the Bank, perform duties with due diligence, and ensure sufficient time and energy performing duties to ensure the business operations of the Bank comply with laws and regulations and state economic policies, not beyond the business scope specified in the business license of the Bank;</p> <p>(II) to continuously pay attention to the operation and management status of the Bank, and have the right to require the senior management to provide relevant materials reflecting the operation and management status of the Bank in a comprehensive, timely and accurate manner or to give explanations on relevant issues;</p> <p>(III) to be accountable to the Bank and all shareholders when performing their duties, to keep informed of the business operations and management of the Bank;</p> <p>(IV) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</p>	<p>Article 157 Directors shall observe laws and regulations and the Articles, and fulfil the following obligations of diligence:</p> <p>(I) to exercise the rights conferred by the Bank with due discretion, care and diligence, fulfill the obligations of honesty and diligence to the Bank, perform duties with due diligence, and ensure sufficient time and energy performing duties to ensure the business operations of the Bank comply with laws and regulations and state economic policies, not beyond the business scope specified in the business license of the Bank;</p> <p>(II) to continuously pay attention to the operation and management status of the Bank, and have the right to require the senior management to provide relevant materials reflecting the operation and management status of the Bank in a comprehensive, timely and accurate manner or to give explanations on relevant issues;</p> <p>(III) to be accountable to the Bank and all shareholders when performing their duties, to keep informed of the business operations and management of the Bank;</p> <p>(IV) to practice high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</p>

No.	Original Clause	Amended Clause
	<p>(V) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;</p> <p>(VI) to take responsibility for the resolutions of the Board of Directors;</p> <p>(VII) to supervise the implementation of the resolutions of the Shareholders' general meeting and the Board of Directors by the senior management;</p> <p>(VIII) to sign written confirmations of the regular reports issued by the Bank and to ensure the information disclosed by the Bank is true, accurate and complete;</p> <p>(IX) to honestly provide the Board of Supervisors with relevant information, and not prevent the Board of Supervisors or supervisors from exercising their functions and powers;</p> <p>(X) to keep informed of and following the situation of the Bank and to provide opinions and suggestions for affairs of the Bank through the Board of Directors and its special committees;</p> <p>(XI) to exercise personally the discretion vested in them and not to allow themselves to be controlled by others and, save as permitted by laws and regulations or with the informed consent of shareholders given at a shareholders' general meeting, not to transfer the exercise of their discretion to others;</p>	<p>(V) to participate in meetings of the Board of Directors on time, fully review the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and vote independently on the basis of prudent judgments;</p> <p>(VI) to take responsibility for the resolutions of the Board of Directors;</p> <p>(VII) to supervise the implementation of the resolutions of the shareholders' general meeting and the Board of Directors by the senior management;</p> <p>(VIII) to sign written confirmations of the regular reports issued by the Bank and to ensure the information disclosed by the Bank is true, accurate and complete;</p> <p>(IX) to honestly provide the <u>Audit Committee</u> with relevant information, and not prevent the Audit Committee or supervisors from exercising their functions and powers;</p> <p>(X) to keep informed of and following the situation of the Bank and to provide opinions and suggestions for affairs of the Bank through the Board of Directors and its special committees;</p> <p>(XI) to exercise personally the discretion vested in them and not to allow themselves to be controlled by others and, save as permitted by laws and regulations or with the informed consent of shareholders given at a shareholders' general meeting, not to transfer the exercise of their discretion to others;</p>

No.	Original Clause	Amended Clause
	<p>(XII) Actively participate in trainings organized by the Bank and regulatory authorities to learn about rights and obligations of directors, be familiar with relevant laws and regulations and regulatory requirements, and continuously expertise and capabilities;</p> <p>(XIII) to fulfil other obligations of diligence stipulated by laws and regulations, provisions of the securities regulatory authorities of the place where the Bank's shares are listed and the Articles.</p>	<p>(XII) Actively participate in trainings organized by the Bank and regulatory authorities to learn about rights and obligations of directors, be familiar with relevant laws and regulations and regulatory requirements, and continuously expertise and capabilities;</p> <p>(XIII) to fulfil other obligations of diligence stipulated by laws and regulations, provisions of the securities regulatory authorities of the place where the Bank's shares are listed and the Articles.</p>
43.	<p>Article 180 The Board of Directors or Board of Supervisors which proposes to the shareholders' general meeting to remove an independent director shall send a written notice to the independent director one month before the shareholders' general meeting. An independent director may express opinions in oral or written form before voting and submit such opinions to the banking regulatory authority five days before the shareholders' general meeting. The shareholders' general meeting shall not start voting until the independent director's opinions are considered.</p>	<p>Article 178 The Board of Directors or <u>Audit Committee</u> which proposes to the shareholders' general meeting to remove an independent director shall send a written notice to the independent director one month before the shareholders' general meeting. An independent director may express opinions in oral or written form before voting and submit such opinions to the banking regulatory authority five days before the shareholders' general meeting. The shareholders' general meeting shall not start voting until the independent director's opinions are considered.</p>

No.	Original Clause	Amended Clause
44.	<p>Article 188 The Board of Directors shall be accountable to the shareholders' general meeting and bear ultimate responsibility for operation, management and equity management of the Bank. The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the shareholders' general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p>(III) Deciding on the operational plans and investment plans of the Bank;</p> <p>(IV) Working out annual financial budget plans, and final account plans of the Bank;</p>	<p>Article 186 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) Convening shareholders' general meetings and reporting its performance at the shareholders' general meetings;</p> <p>(II) Implementing resolutions of the shareholders' general meetings;</p> <p>(III) Deciding on the operational plans and investment plans of the Bank;</p> <p>(IV) <u>Examining and approving</u> annual financial budget plans, and final account plans of the Bank;</p>
45.	<p>Article 192 If the Board of Directors removes the president from his/her office, it shall inform the Board of Supervisors in time and make a written explanation to the Board of Supervisors.</p>	<p>Article 190 If the Board of Directors removes the president from his/her office, it shall inform <u>the Audit Committee</u> in time and make a written explanation to <u>the Audit Committee</u>.</p>
46.	<p>Article 193 The Board of Directors shall accept supervision of the Board of Supervisors and shall not obstruct or hinder the inspection or auditing activities conducted by the Board of Supervisors within the scope of its duties and powers.</p>	<p>Article 191 The Board of Directors shall not obstruct or hinder the inspection or auditing activities conducted by <u>the Audit Committee</u> within the scope of its duties and powers.</p>

No.	Original Clause	Amended Clause
47.	<p>Article 194 The meetings of the Board of Directors shall be divided into regular meeting of the Board of Directors and interim meeting of the Board of Directors. The Board of Directors shall hold at least four (4) regular meetings each year, which shall be convened by the Chairman and notified to all the directors and supervisors fourteen (14) days prior to the meeting.</p>	<p>Article 192 The meetings of the Board of Directors shall be divided into regular meeting of the Board of Directors and interim meeting of the Board of Directors. The Board of Directors shall hold at least four (4) regular meetings each year, which shall be convened by the Chairman and notified to all the directors fourteen (14) days prior to the meeting.</p>
48.	<p>Article 195 The chairman shall convene and preside over an interim meeting of the Board of Directors within ten (10) days in any of the following circumstances:</p> <p>(I) It is proposed by the shareholders representing more than one tenth of voting rights;</p> <p>(II) It is deemed necessary by the chairman;</p> <p>(III) It is proposed by more than one third of the directors;</p> <p>(IV) It is proposed by the Board of Supervisors;</p> <p>(V) It is proposed by more than two independent directors;</p> <p>(VI) It is proposed by the president of the Bank;</p> <p>(VII) It is required by the regulatory authority;</p> <p>(VIII) Other circumstances stipulated by laws, regulations and the Articles.</p>	<p>Article 193 The chairman shall convene and preside over an interim meeting of the Board of Directors within ten (10) days in any of the following circumstances:</p> <p>(I) It is proposed by the shareholders representing more than one tenth of voting rights;</p> <p>(II) It is deemed necessary by the chairman;</p> <p>(III) It is proposed by more than one third of the directors;</p> <p>(IV) It is proposed by <u>the Audit Committee</u>;</p> <p>(V) It is proposed by more than two independent directors;</p> <p>(VI) It is proposed by the president of the Bank;</p> <p>(VII) It is required by the regulatory authority;</p> <p>(VIII) Other circumstances stipulated by laws, regulations and the Articles.</p>

No.	Original Clause	Amended Clause
49.	<p>Article 209 Supervisors of the Bank and Certified public accountants of the accounting firm or lawyers of the law firm engaged by the Bank shall not serve concurrently as secretary to the Board of Directors of the Bank.</p> <p>In the event a director serves concurrently as secretary to the Board of Directors, where any act requires to be executed by the director and the secretary to the Board of Directors separately, the said director serving concurrently as secretary to the Board of Directors shall not execute the said act in both capacities.</p>	<p>Article 207 <u>Members of the Audit Committee and</u> certified public accountants of the accounting firm or lawyers of the law firm engaged by the Bank shall not serve concurrently as secretary to the Board of Directors of the Bank.</p> <p>In the event a director serves concurrently as secretary to the Board of Directors, where any act requires to be executed by the director and the secretary to the Board of Directors separately, the said director serving concurrently as secretary to the Board of Directors shall not execute the said act in both capacities.</p>

No.	Original Clause	Amended Clause
50.	<p>Article 210 The main duties of the secretary to the Board of Directors of the Bank shall include:</p> <p>(I) to assist the chairman in dealing with daily work of the Board of Directors;</p> <p>(II) to be responsible for managing and dealing with matters concerning information disclosure of the Bank;</p> <p>(III) to coordinate the relationship between the Bank and its investors, to receive visits of the investors, to answer questions raised by the investors, and to provide the investors with information disclosed by the Bank;</p> <p>(IV) to make preparations for shareholders' general meetings and meetings of the Board of Directors following the legal procedure, and to prepare and submit the relevant documents and information of the meetings;</p> <p>(V) to attend meetings of the Board of Directors and record and sign the minutes of the meetings;</p> <p>(VI) to ensure that the Bank has complete organizational documents and records;</p> <p>(VII) to ensure that the Bank legally prepares and submits reports and documents as required by the competent authorities;</p>	<p>Article 208 The main duties of the secretary to the Board of Directors of the Bank shall include:</p> <p>(I) to assist the chairman in dealing with daily work of the Board of Directors;</p> <p>(II) to be responsible for managing and dealing with matters concerning information disclosure of the Bank;</p> <p>(III) to coordinate the relationship between the Bank and its investors, to receive visits of the investors, to answer questions raised by the investors, and to provide the investors with information disclosed by the Bank;</p> <p>(IV) to make preparations for the shareholders' general meetings and meetings of the Board of Directors following the legal procedure, and to prepare and submit the relevant documents and information of the meetings;</p> <p>(V) to attend meetings of the Board of Directors and record and sign the minutes of the meetings;</p> <p>(VI) to ensure that the Bank has complete organizational documents and records;</p> <p>(VII) to ensure that the Bank legally prepares and submits reports and documents as required by the competent authorities;</p>

No.	Original Clause	Amended Clause
	<p>(VIII) to be responsible for confidentiality issues relating to information disclosure of the Bank and to urge the Bank to work out relevant confidentiality regulations;</p> <p>(IX) to ensure that the shareholders' register of the Bank is properly set up, and to be responsible for keeping shareholders' register, register of directors, supervisors and senior management personnel, data about shareholdings of controlling shareholders, directors, supervisors and senior management personnel, and documents and minutes of shareholders' general meetings and meetings of the Board of Directors;</p> <p>(X) to ensure that people entitled to obtain the Bank's relevant records and documents can receive such records and documents in a timely manner, and help the directors, supervisors and other senior management personnel learn about laws and regulations on information disclosure and the contents of the Articles on their legal responsibilities;</p> <p>(XI) other duties stipulated by laws, regulations, listing rules of the stock exchange at the place where the Bank's shares are listed and the Articles.</p>	<p>(VIII) to be responsible for confidentiality issues relating to information disclosure of the Bank and to urge the Bank to work out relevant confidentiality regulations;</p> <p>(IX) to ensure that the shareholders' register of the Bank is properly set up, and to be responsible for keeping shareholders' register, register of directors and senior management personnel, data about shareholdings of controlling shareholders, directors and senior management personnel, and documents and minutes of the shareholders' general meetings and meetings of the Board of Directors;</p> <p>(X) to ensure that people entitled to obtain the Bank's relevant records and documents can receive such records and documents in a timely manner, and help the directors and other senior management personnel learn about laws and regulations on information disclosure and the contents of the Articles on their legal responsibilities;</p> <p>(XI) other duties stipulated by laws, regulations, listing rules of the stock exchange at the place where the Bank's shares are listed and the Articles.</p>

No.	Original Clause	Amended Clause
51.	<p>Article 212 The Board of Directors of the Bank shall set up Strategic Development and Digital Transformation Committee, Risk Management Committee, Related Party Transactions Control Committee, Audit Committee, Remuneration and Nomination Committee, Compliance Management and Consumer Rights Protection Committee. The Board of Directors may establish other special committees and adjust the existing special committees when necessary. All special committees shall comprise directors, who shall have professional knowledge or working experience appropriate to the duties of the special committees, and each committee shall have at least three (3) members.</p> <p>In principle, the proportion of independent directors in the Related Party Transactions Control Committee and the Risk Management Committee shall not be less than one-third, the majority of members of the Remuneration and Nomination Committee and the Audit Committee shall be independent directors, and the Related Party Transactions Control Committee, the Remuneration and Nomination Committee and the Audit Committee shall be headed by independent directors. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate financial, auditing, accounting or legal expertise and working experience or relevant financial management expertise.</p>	<p>Article 210 The Board of Directors of the Bank shall set up Strategic Development and Digital Transformation Committee, Risk Management Committee, Related Party Transactions Control Committee, Audit Committee, Remuneration and Nomination Committee, Compliance Management and Consumer Rights Protection Committee, <u>and the working rules for all special committees shall be formulated by the Board of Directors.</u></p> <p>The Board of Directors may establish other special committees and adjust the existing special committees when necessary. All special committees shall comprise directors, who shall have professional knowledge or working experience appropriate to the duties of the special committees, and each committee shall have at least three (3) members.</p> <p>In principle, the proportion of independent directors in the Related Party Transactions Control Committee and the Risk Management Committee shall not be less than one-third, the majority of members of the Remuneration and Nomination Committee shall be independent directors, and the Related Party Transactions Control Committee and the Remuneration and Nomination Committee shall be headed by independent directors. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee.</p>

No.	Original Clause	Amended Clause
		<p>Article 211 <u>The Board of Directors of the Bank has established an Audit Committee, which exercises the duties and powers of the board of supervisors as stipulated by the Company Law and regulatory requirements. The Bank does not have a board of supervisors or any supervisors. The Audit Committee shall be composed of three or more directors who do not hold senior management positions in the Bank, with independent directors constituting the majority,</u> who shall possess professional knowledge and work experience in finance, auditing, accounting or other fields. At least one member shall be an independent director with appropriate qualifications as specified in the Hong Kong Listing Rules, or having the appropriate financial, auditing, accounting or legal expertise and working experience or relevant financial management expertise. <u>The chairperson of the Audit Committee shall be an accounting professional. Employee directors of the Bank may serve as the members of the Audit Committee.</u></p>

No.	Original Clause	Amended Clause
52.	Addition	<p><u>Article 212 The principal duties of the Audit Committee are to review the financial information of the Bank and its disclosure, and to supervise and evaluate the internal and external audit work as well as the internal control of the Bank. The following matters shall be submitted to the Board for consideration only after being approved by more than half of all members of the Audit Committee:</u></p> <p><u>(I) disclosure of financial information, and internal control evaluation reports in financial accounting reports and periodic reports;</u></p> <p><u>(II) appointment or dismissal of the accounting firm in charge of the Bank's accounting matters;</u></p> <p><u>(III) appointment or dismissal of the chief financial officer of the Bank;</u></p> <p><u>(IV) changes in accounting policies, accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;</u></p> <p><u>(V) other matters as stipulated by laws, administrative regulations, the banking regulatory authorities and the Articles.</u></p>

No.	Original Clause	Amended Clause
53.	Addition	<p><u>Article 213 The Audit Committee shall convene at least one meeting every quarter. An extraordinary meeting may be convened upon the proposal of two or more members of the Audit Committee or when the chairperson considers it necessary. The meeting of the Audit Committee shall be held only if no less than two thirds of all members are present.</u></p> <p><u>A resolution of the Audit Committee shall be passed by more than half of the members of the Audit Committee.</u></p> <p><u>Voting on the resolutions of the Audit Committee shall be conducted on a one-person-one vote basis.</u></p> <p><u>The resolutions of the Audit Committee shall be documented in meeting minutes as required, which shall be signed by the members of the Audit Committee present at the meeting.</u></p>

No.	Original Clause	Amended Clause
54.	<p>Article 214 The Bank shall have one president, several vice presidents and one financial chief. The president shall be appointed or dismissed by the Board of Directors. The vice presidents and other senior management personnel shall be nominated by the president and appointed or dismissed by the Board of Directors.</p> <p>The senior management is responsible to the Board and is subject to the supervision of the board of supervisors, and shall, in accordance with the requirements of the Board and the board of supervisors, timely, accurately and completely report the operation and management of the Bank and provide relevant materials.</p> <p>The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board, and shall actively implement the resolutions of the shareholders' general meeting and the resolutions of the Board.</p> <p>The operation and management of the senior management within the scope of their duties and powers in accordance with the law shall not be unduly interfered by shareholders or the Board.</p> <p>The term of "senior management personnel" referred to in the Articles shall mean the Bank's president, Secretary to the Board of Directors, vice president, financial chief and other personnel as determined by the Board of Directors or the banking regulatory authorities.</p>	<p>Article 215 The Bank shall have one president, several vice presidents, <u>and may have the Secretary to the Board of Directors, Chief Compliance Officer, Chief Information Officer, Chief Risk Officer, Chief Financial Officer, as well as other senior management personnel determined by the Board of Directors of the Bank or recognized by the banking regulatory authorities, constituting the Bank's senior management.</u> The president shall be appointed or dismissed by the Board of Directors. The vice presidents and other senior management personnel shall be nominated by the president and appointed or dismissed by the Board of Directors.</p> <p>The senior management is responsible to the Board and is subject to the supervision of <u>the Audit Committee</u>, and shall, in accordance with the requirements of the Board and <u>the Audit Committee</u>, timely, accurately and completely report the operation and management of the Bank and provide relevant materials.</p> <p>The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board, and shall actively implement the resolutions of the shareholders' general meeting and the resolutions of the Board.</p> <p>The operation and management of the senior management within the scope of their duties and powers in accordance with the law shall not be unduly interfered by shareholders or the Board.</p>

No.	Original Clause	Amended Clause
55.	<p>Article 218 The president shall perform the following duties and powers:</p> <p>(I) to manage the business operations of the Bank and organise to execute the resolutions of the Board of Directors;</p> <p>(II) to submit business plans and investment proposals of the Bank to the Board of Directors on behalf of the senior management and to organize the implementation thereof upon approval by the Board of Directors;</p> <p>(III) to authorise other members of the senior management, persons in charge of the Bank's functional departments and branches to engage in operating and management activities;</p> <p>(IV) to draft the Bank's basic management system;</p> <p>(V) to formulate the Bank's specific regulations;</p> <p>(VI) to formulate plans for the establishment of internal management entities, tier-1 branches and franchisees;</p> <p>(VII) to propose to the Board of Directors to appoint or dismiss the vice president, financial chief and other senior management personnel of the Bank;</p>	<p>Article 219 The president shall perform the following duties and powers:</p> <p><u>(I) to manage the business operations of the Bank and organise to execute the resolutions of the Board of Directors;</u></p> <p><u>(II) to submit business plans and investment proposals of the Bank to the Board of Directors and to organize the implementation thereof upon approval by the Board of Directors;</u></p> <p><u>(III) to draft schemes for setting up the Bank's internal management departments;</u></p> <p><u>(IV) to draft the Bank's basic management system;</u></p> <p><u>(V) to formulate the Bank's specific regulations;</u></p> <p><u>(VI) to propose to the Board of Directors to appoint or dismiss the vice president and other senior management personnel of the Bank (except chief audit officer and the secretary to the Board of Directors);</u></p> <p><u>(VII) to appoint or dismiss persons in charge of the internal functional departments and branches of the Bank other than those to be engaged or dismissed by the Board of Directors;</u></p>

No.	Original Clause	Amended Clause
	<p>(VIII) to appoint or dismiss persons in charge of the functional departments and branches of the Bank other than those to be engaged or dismissed by the shareholders' general meeting or Board of Directors; and determine their salaries, benefits and reward or punishment;</p> <p>(IX) to propose to convene a provisional meeting of the Board of Directors;</p> <p>(X) to undertake the implementation responsibility of the comprehensive risk management and implementing the relevant resolutions of the Board of Directors; to establish a management structure based on comprehensive risk management, define risk management responsibilities among the functional departments, business departments and other departments of comprehensive risk management, and develop a coordinated checks-and-balances mechanism among departments;</p> <p>(XI) to formulate systematic systems, procedures and methods based on the acceptable risk level as determined by the Board of Directors and adopt the corresponding risk control measures; establish and improve the internal structure and institutions, ensure the effective implementation of various internal control functions; conduct supervision and assessment of the adequacy and effectiveness of internal control systems;</p> <p>(XII) to formulate clear execution and inquiry mechanisms for the effective communication and implementation of risk management strategies, risk appetites and limits; to formulate risk management policies and procedures and conduct periodic evaluations; to evaluate the profile of comprehensive risk and various important risks management at the same time and report to the Board; to monitor breaches of risk appetite and limits or violations of risk management policies and procedures, and take corresponding measures based on the Board's authorization;</p>	<p><u>(VIII) to authorize members of the senior management of the Bank (except chief audit officer and the secretary to the Board of Directors) and persons in charge of internal functional departments and branches to conduct operation activities;</u></p> <p><u>(IX) to establish a president accountability system, and conduct evaluation of business performance over managers of business departments, managers of functional departments and heads of branches of the Bank;</u></p> <p><u>(X) to propose to convene a provisional meeting of the Board of Directors;</u></p> <p><u>(XI) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the banking regulatory authorities of the State Council, the Board of Directors and the Audit Committee;</u></p> <p><u>(XII) other functions and powers that should be exercised by the president according to laws, regulations, rules, the Articles, and decisions of the shareholders' general meeting and the Board of Directors.</u></p>

No.	Original Clause	Amended Clause
	<p>(XIII) to implement each of consolidated management policies approved by the Board, establish the relevant system of consolidated management of the banking group, establish and improve the organizational structures of consolidated management, comprehensive risk management framework and internal risk isolation system, to ensure the effective implementation of various functions of consolidated management, and monitor and evaluate the comprehensiveness and effectiveness of consolidated management system of the banking group;</p> <p>(XIV) to formulate the implementation measures of the Bank's data quality management and organize the implementation thereof; to establish the data quality management mechanism and management information system, and implement the said mechanism and procedure; to be responsible for the truthfulness of Bank's statistical data and information;</p> <p>(XV) when the Board of Directors interferes in operational management in violation of regulations, to raise an objection to the Board of Supervisors and report to the banking regulatory authorities;</p> <p>(XVI) to adopt emergency measures when any material emergency (such as a run on the Bank) arises and promptly report them to the banking regulatory authorities, the Board of Directors and the Board of Supervisors;</p>	

No.	Original Clause	Amended Clause
	<p>(XVII) to establish an information reporting system to the Board and its special committees, the Board of Supervisors and its special committees, to specify the types, content, time and means of report information, to make sure that Directors, Supervisors can get various accurate information in a timely manner;</p> <p>(XVIII) to take the liquidity risk responsibilities such as establishing, regularly assessing and monitoring the implementation of strategies, policies and procedures on liquidity risk appetite and liquidity risk management; to determine the management organizational structure on liquidity risk, identify the responsibilities for various departments; fully understand and regularly assess the liquidity risk level and its management status, understand material changes in liquidity risk in time and report regularly to the Board;</p> <p>(XIX) to make and organize the implementation of capital management rules and regulations; make and organize the implementation of capital planning and capital adequacy ratio management planning; to make and organize the implementation of internal capital adequacy assessment process, specify the duties of relevant departments, and establish capital management duties such as sound assessment framework as well as flows and management rules;</p> <p>(XX) to exercise other duties and powers stipulated to be exercised by the president by laws, regulations, the Articles, shareholders' general meeting and the Board of Directors.</p>	

No.	Original Clause	Amended Clause
56.	Article 223 The senior management shall accept the supervision of the Board of Supervisors, timely inform the Board of Supervisors of the business performance, important contracts, financial status, risk status and business prospects of the Bank, and actively cooperate in the inspection, audit and other activities conducted by the Board of Supervisors within its terms of reference.	Article 224 The senior management shall accept the supervision of the <u>Audit Committee</u> , timely inform the <u>Audit Committee</u> of the business performance, important contracts, financial status, risk status and business prospects of the Bank, and actively cooperate in the inspection, audit and other activities conducted by the <u>Audit Committee</u> within its terms of reference.
	Chapter 10 Board of Supervisors	Delete
	Article 261 The qualifications of directors, supervisors and senior management personnel of the Bank shall comply with the provisions of the laws, administrative regulations, departmental rules, relevant institutions and the Articles. The qualifications of directors and senior management personnel shall be examined by the banking regulatory authorities in accordance with the aforesaid provisions.	Article 226 The qualifications of directors and senior management personnel of the Bank shall comply with the provisions of the laws, administrative regulations, departmental rules, relevant institutions and the Articles. The qualifications of directors and senior management personnel shall be examined by the banking regulatory authorities in accordance with the aforesaid provisions.

No.	Original Clause	Amended Clause
57.	<p>Article 262 In any of the following circumstances, a person shall not serve as director, supervisor and senior management personnel of the Bank:</p> <p>(I) A person without or with limited capacity for civil conduct;</p> <p>(II) A person who has been convicted of an offense of corruption, bribery, embezzlement, misappropriation of property or destruction of the socialist market-oriented economic order, or who has been deprived of his political rights due to his crimes;</p> <p>(III) A person who has been a former Director, factory Director or manager of a company or an enterprise that has entered into insolvent liquidation due to poor management, and who was personally liable for the insolvency of such company or enterprise;</p> <p>(IV) A person who has been a legal representative of a company or an enterprise which has had its business license revoked and has been ordered to close down by law due to violations of such law and who was personally liable;</p>	<p>Article 227 In any of the following circumstances, a person shall not serve as director and senior management personnel of the Bank:</p> <p>(I) A person without or with limited capacity for civil conduct;</p> <p>(II) A person who has been convicted of an offense of corruption, bribery, embezzlement, misappropriation of property or destruction of the socialist market-oriented economic order, or who has been deprived of his political rights due to his crimes <u>and not more than five years have elapsed since the sentence is executed, and not more than two years have elapsed since the date of the expiration of the probation period if probation is announced;</u></p> <p>(III) A person who has been a former Director, factory Director or manager of <u>a company that has entered into insolvent liquidation</u>, and who was personally liable for the insolvency of such company or enterprise, <u>and less than three years since the completion of insolvent liquidation of such company or enterprise;</u></p> <p>(IV) A person who has been a legal representative of a company or an enterprise which has had its business license revoked and has been ordered to close down by law due to violations of such law and who was personally liable, <u>and less than three years since the business license revoked and ordered to close down of such company or enterprise;</u></p>

No.	Original Clause	Amended Clause
	<p>(V) A person with relatively large amounts of due and outstanding debt;</p> <p>(VI) A person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p> <p>(VII) A person banned from holding leadership positions as stipulated by the laws and administrative regulations;</p> <p>(VIII) A non-natural person;</p> <p>(IX) A person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling;</p> <p>(X) Other persons who are prohibited from holding leadership positions as provided by laws and regulations and the Articles;</p> <p>(XI) A person who has been determined by banking regulatory authorities to be banned from holding the position of Director, Supervisor, President or other senior management personnel of banking financial institutions.</p> <p>Where any director, supervisor and senior management personnel is elected or appointed counter to the provisions in this Article, the said election, appointment or engagement shall be invalid. The Bank shall dismiss any director, supervisor and senior management member who is found to be a person as specified under the provisions of this Article.</p>	<p>(V) A person with relatively large amounts of due and outstanding debt <u>and being listed as a judgement defaulter by a people's court;</u></p> <p>(VI) A person under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p> <p>(VII) A person banned from holding leadership positions as stipulated by the laws and administrative regulations;</p> <p>(VIII) A non-natural person;</p> <p>(IX) A person judged by competent authorities as having violated the provisions of securities laws and regulations, the violation involves fraudulent or dishonest acts, and less than five (5) years have elapsed since the ruling;</p> <p>(X) Other persons who are prohibited from holding leadership positions as provided by laws and regulations and the Articles;</p> <p>(XI) A person who has been determined by banking regulatory authorities to be banned from holding the position of Director, President or other senior management personnel of banking financial institutions.</p> <p>Where any director and senior management personnel is elected or appointed counter to the provisions in this Article, the said election, appointment or engagement shall be invalid. The Bank shall dismiss any director and senior management member who is found to be a person as specified under the provisions of this Article.</p>

No.	Original Clause	Amended Clause
58.	<p>Article 292 The Board of the Bank shall comprehensively consider factors such as the Bank's industrial characteristics, developmental stage, its own business model, profitability, and whether there are major capital expenditure arrangements, and propose differentiated cash dividend policies base on differentiated situations and the procedures as specified in the Bank's Articles of Association.</p>	<p>Article 257 The Board of the Bank shall comprehensively consider factors such as the Bank's industrial characteristics, developmental stage, its own business model, profitability, <u>risk status, provisions made</u> and whether there are major capital expenditure arrangements, and propose differentiated cash dividend policies base on differentiated situations and the procedures as specified in the Bank's Articles of Association.</p>
59.	<p>Article 318 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten (10) days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement within thirty (30) days in newspapers. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p>	<p>Article 283 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten (10) days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement within thirty (30) days in newspapers <u>or on the National Enterprise Credit Information Publicity System</u>. The creditors shall within thirty (30) days of the day on which a notice is received, and, in the case where no notice is received, within forty-five (45) days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p>

No.	Original Clause	Amended Clause
60.	<p>Article 320 Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>Where there is a division of the Bank, a division agreement shall be signed in respect of the division by each of the division parties and a balance sheet and assets list shall be prepared. The Bank shall inform the creditors within ten days from the date on which the division resolution is adopted, and shall publish an announcement at least three times within thirty days in newspapers.</p>	<p>Article 285 Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>Where there is a division of the Bank, a division agreement shall be signed in respect of the division by each of the division parties and a balance sheet and assets list shall be prepared. The Bank shall inform the creditors within ten days from the date on which the division resolution is adopted, and shall publish an announcement at least three times within thirty days in newspapers <u>or on the National Enterprise Credit Information Publicity System.</u></p>
61.	<p>Article 326 The liquidation committee shall, within ten days of its establishment, notify the creditors and shall, within sixty days of its establishment, publish an announcement at least three times in the newspapers. The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.</p>	<p>Article 291 The liquidation committee shall, within ten days of its establishment, notify the creditors and shall, within sixty days of its establishment, publish an announcement at least three times in the newspapers <u>or on the National Enterprise Credit Information Publicity System.</u> The creditors shall declare their rights to the liquidation committee within 30 days after receipt of the notice or within 45 days after announcement if the creditors haven't received the notice.</p>

Note: In addition to the above amendments, the “shareholders’ general meetings (股東大會)” in the Articles of Association has been unified as the “shareholders’ general meetings (股東會)”, and the changes in the numbering of chapters and articles will not be listed individually as they do not involve substantive changes.

**Comparison Table of Amendments to
the Rules of Procedure for the Shareholders' General Meeting**

No.	Original Clause	Amended Clause
1.	<p>Article 1 In order to ensure the legitimate exercise of rights by the shareholders of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Bank”), the standardized operation of the general meeting, and the improvement of the governance structure of the Bank, the Bank has formulated the Rules pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Corporate Governance Standards for Banking and Insurance Institutions, the Measures for Evaluating the Performance of Directors and Supervisors of Banking and Insurance Institutions (Trial), the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and relevant laws and regulations and other regulatory documents as well as the Articles of Association of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Articles”) and in combination with the actual situation of the Bank.</p>	<p>Article 1 In order to ensure the legitimate exercise of rights by the shareholders of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Bank”), the standardized operation of the shareholders’ general meeting, and the improvement of the governance structure of the Bank, the Bank has formulated the Rules pursuant to the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Corporate Governance Standards for Banking and Insurance Institutions, the Measures for Evaluating the Performance of Directors and Supervisors of Banking and Insurance Institutions (Trial), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and relevant laws and regulations and other regulatory documents as well as the Articles of Association of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Articles”) and in combination with the actual situation of the Bank.</p>
2.	<p>Article 2 These rules are applicable to the shareholders’ general meeting of the Bank, and are binding on the Bank, all shareholders, proxies, directors, supervisors, senior management members and other relevant persons observing the shareholders’ general meeting.</p>	<p>Article 2 These rules are applicable to the shareholders’ general meeting of the Bank, and are binding on the Bank, all shareholders, proxies, directors, senior management members and other relevant persons observing the shareholders’ general meeting.</p>

No.	Original Clause	Amended Clause
3.	<p>Article 5 The shareholders' general meeting is the authoritative body of the Bank and exercises the following functions and powers in accordance with law:</p> <p>(I) Deciding on the business policies and investment plans of the Bank;</p> <p>(II) Electing and replacing directors and supervisors not appointed from staff representatives, and deciding on matters concerning directors' and supervisors' remuneration;</p> <p>(III) Examining and approving reports of the Board of Directors;</p> <p>(IV) Examining and approving reports of the Board of Supervisors, listening to the Report of the Board of Supervisors on the Directors' and Supervisors' Performance Assessment;</p> <p>(V) Examining and approving the Bank's annual financial budget and final account proposals;</p> <p>(VI) Examining the significant asset disposal matters involving an amount of more than 30% of the latest audited total assets of the Bank for 12 consecutive months (including but not limited to selling, purchase, write-off, mortgage and non-operating guarantee);</p> <p>(VII) Examining and approving the Bank's plans for profit distribution and loss make-up;</p>	<p>Article 5 The shareholders' general meeting shall exercise the following functions and powers:</p> <p><u>(I) Electing and replacing non-employee directors and deciding on matters concerning directors' remuneration;</u></p> <p>(II) Examining and approving reports of the Board of Directors;</p> <p><u>(III) Listening to the Report of the Audit Committee on the Directors' Performance Assessment;</u></p> <p>(IV) Examining the significant asset disposal matters involving an amount of more than 30% of the latest audited total assets of the Bank for 12 consecutive months (including but not limited to selling, purchase, write-off, mortgage and non-operating guarantee);</p> <p>(V) Examining and approving the Bank's plans for profit distribution and loss make-up;</p> <p>(VI) Adopting resolutions concerning the increase or reduction of the registered capital and the repurchase of the Bank's Shares;</p> <p>(VII) Adopting resolutions concerning the issuance of bonds or other securities and listing of the Bank;</p>

No.	Original Clause	Amended Clause
	<p>(VIII) Adopting resolutions concerning the increase or reduction of the registered capital and the repurchase of the Bank's Shares;</p> <p>(IX) Adopting resolutions concerning the issuance of bonds or other securities and listing of the Bank;</p> <p>(X) Adopting resolutions on merger, division, dissolution, liquidation or changing of corporate form of the Bank;</p> <p>(XI) Examining and approving the Articles of Association of the Bank, the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of Meetings of the Board of Directors and the Rules of Procedure of Meetings of the Board of Supervisors and their amendments;</p> <p>(XII) Examining and approving the stock incentive plans;</p> <p>(XIII) Adopting resolutions on the acquisition of the Bank's shares in accordance with the provisions of laws;</p> <p>(XIV) Adopting resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm and the remuneration of the Bank's accounting firm;</p> <p>(XV) Examining the resolutions proposed by shareholders with more than 3% of the Shares carrying voting rights of the Bank;</p> <p>(XVI) Examining and approving matters in relation to the change in use of raised funds;</p> <p>(XVII) Examining others matters which shall be decided by the shareholders' general meeting as required by the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed or the Articles of Association of the Bank.</p>	<p>(VIII) Adopting resolutions on merger, division, dissolution, liquidation or changing of corporate form of the Bank;</p> <p>(IX) <u>Amending the Articles of Association of the Bank, examining and approving</u> the Rules of Procedure of the Shareholders' General Meeting, the Rules of Procedure of Meetings of the Board of Directors and their amendments;</p> <p>(X) Examining and approving the stock incentive plans;</p> <p>(XI) Adopting resolutions on the acquisition of the Bank's shares in accordance with the provisions of laws;</p> <p>(XII) Adopting resolutions on the engagement, dismissal or discontinuation of the appointment of the Bank's accounting firm and the remuneration of the Bank's accounting firm;</p> <p>(XIII) Examining the resolutions proposed by shareholders with more than <u>1%</u> of the Shares carrying voting rights of the Bank;</p> <p>(XIV) Examining and approving matters in relation to the change in use of raised funds;</p> <p>(XV) Examining others matters which shall be decided by the shareholders' general meeting as required by the laws and regulations, listing rules of the stock exchange in the place where the shares of the Bank are listed or the Articles of Association of the Bank.</p>

No.	Original Clause	Amended Clause
4.	<p>Article 8 The Bank shall hold an extraordinary general meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) The number of directors is less than the number required by the Company Law or two-thirds of the number required by the Articles of Association of the Bank;</p> <p>(II) The outstanding losses of the Bank has reached one-third of the total amount of the paid-in share capital of the Bank;</p> <p>(III) The shareholders who individually or jointly hold more than 10% of the shares carrying voting rights of the Bank have requested in writing to convene extraordinary general meetings, the number of shares shall be calculated as of the date when shareholders put forward the written request;</p> <p>(IV) When the Board deems it necessary to convene such a meeting;</p> <p>(V) When the Board of Supervisors proposes to convene such a meeting;</p> <p>(VI) When above half and not less than two independent Directors or the only two independent Directors unanimously agree on the proposal of convening;</p> <p>(VII) When above half of the external supervisors or the only two external supervisors unanimously agree on the proposal of convening;</p> <p>(VIII) Other circumstances as provided in the laws and regulations or the Articles of Association of the Bank.</p>	<p>Article 8 The Bank shall hold an extraordinary general meeting within two months of the date of the occurrence of any of the following events:</p> <p>(I) The number of directors is less than the number required by the Company Law or two-thirds of the number required by the Articles of Association of the Bank;</p> <p>(II) The outstanding losses of the Bank has reached one-third of the total amount of the paid-in share capital of the Bank;</p> <p>(III) The shareholders who individually or jointly hold more than 10% of the shares carrying voting rights of the Bank have requested in writing to convene extraordinary general meeting, the number of shares shall be calculated as of the date when shareholders put forward the written request;</p> <p>(IV) When the Board deems it necessary to convene such a meeting;</p> <p>(V) When <u>the Audit Committee</u> proposes to convene such a meeting;</p> <p>(VI) When above half and not less than two independent Directors or the only two independent Directors unanimously agree on the proposal of convening;</p> <p>(VII) Other circumstances as provided in the laws and regulations or the Articles of Association of the Bank.</p>

No.	Original Clause	Amended Clause
5.	<p>Article 11 The shareholders' general meeting shall be convened by the Board of Directors.</p> <p>If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, the Board of Supervisors shall promptly convene the meeting. If the Board of Supervisors does not convene the meeting, the shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days may convene such a meeting on their own initiative.</p>	<p>Article 11 The shareholders' general meeting shall be convened by the Board of Directors.</p> <p>If the Board of Directors is unable or fails to perform its duty in convening a shareholders' general meeting, <u>the Audit Committee</u> may convene <u>and preside over</u> the meeting on its own initiative. If <u>the Audit Committee</u> does not convene the meeting, the shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days may convene such a meeting on their own initiative.</p>
6.	<p>Article 13 The Board of Supervisors or more than half of the external supervisors (subject to the unanimously agree where only two external supervisors exist) shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles of Association of the Bank, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal of the Board of Supervisors above contained in the notice is changed, approval of the Board of Supervisors shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its written response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead the Board of Supervisors may convene the shareholders' general meeting on its own initiative.</p>	<p>Article 13 <u>The Audit Committee</u> shall have the right to propose to the Board of Directors to convene an extraordinary general meeting and shall make its motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles of Association of the Bank, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such a meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the proposal of <u>the Audit Committee</u> above contained in the notice is changed, approval of <u>the Audit Committee</u> shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give its written response within ten (10) days of receiving the proposal, it shall be deemed to be unable or to have failed to perform its duty in convening a shareholders' general meeting, and instead <u>the Audit Committee</u> may convene the shareholders' general meeting on its own initiative.</p>

No.	Original Clause	Amended Clause
7.	<p>Article 14 The Shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days (hereinafter referred to as "Requesting Shareholders") shall have the right to request the Board of Directors to convene the extraordinary general meeting and add resolutions to a meeting agenda, and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles of Association of the Bank, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the general meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its written response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to the Board of Supervisors to convene the extraordinary general meeting and this proposal shall be made to the Board of Supervisors in writing.</p>	<p>Article 14 The Shareholders who individually or jointly hold more than 10% of the Bank's shares for over ninety (90) consecutive days (hereinafter referred to as "Requesting Shareholders") shall have the right to request the Board of Directors to convene the extraordinary general meeting and add resolutions to a meeting agenda, and shall propose their motions to the Board of Directors in writing. The Board of Directors shall, in accordance with the laws, regulations and the Articles of Association of the Bank, make a written response as to whether or not it agrees to convene the extraordinary general meeting within ten (10) days of receiving the proposal.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening the shareholders' general meeting shall be issued within five (5) days after the resolution of the Board of Directors is passed. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Directors does not agree to convene the extraordinary general meeting, or fails to give its written response within ten (10) days of receiving the proposal, Requesting Shareholders shall have the right to propose to <u>the Audit Committee</u> to convene the extraordinary general meeting and this proposal shall be made to the <u>Audit Committee</u> in writing.</p>

No.	Original Clause	Amended Clause
	<p>If the Board of Supervisors agrees to convene the extraordinary general meeting, a notice for convening the general meeting shall be issued within five (5) days of receiving the proposal. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If the Board of Supervisors fails to give the notice of the general meeting within the specified time limit, it shall be deemed to have failed to convene the general meeting, and Requesting Shareholders shall have the right to convene such meetings by themselves.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p>	<p>If <u>the Audit Committee</u> agrees to convene the extraordinary general meeting, a notice for convening the shareholders' general meeting shall be issued within five (5) days of receiving the proposal. If the original proposal contained in the notice is changed, approval of the Requesting Shareholders shall be sought.</p> <p>If <u>the Audit Committee</u> fails to give the notice of the shareholders' general meeting within the specified time limit, it shall be deemed to have failed to convene the shareholders' general meeting, and Requesting Shareholders shall have the right to convene such meetings by themselves.</p> <p>The shareholding proportion of the Requesting Shareholders before the resolution of the shareholders' general meeting shall not be under 10%.</p>
8.	<p>Article 90 If the Board of Supervisors or Shareholders decide to convene the general meeting by themselves, the Board of Directors shall be informed in writing, and at the same time, it shall be filed with the competent securities regulatory authorities, banking regulatory authorities and the stock exchange where the Bank's shares are listed.</p> <p>The Requesting Shareholders shall submit the relevant evidentiary materials to the relevant regulatory authority when issuing the notice and the resolution of the general meeting.</p>	<p>Article 88 If <u>the Audit Committee</u> or Shareholders decide to convene the shareholders' general meeting by themselves, the Board of Directors shall be informed in writing, and at the same time, it shall be filed with the competent securities regulatory authorities, banking regulatory authorities and the stock exchange where the Bank's shares are listed.</p> <p>The Requesting Shareholders shall submit the relevant evidentiary materials to the relevant regulatory authority when issuing the notice and the resolution of the shareholders' general meeting.</p>

No.	Original Clause	Amended Clause
9.	<p>Article 15 If the Board of Supervisors or Shareholders decide to convene the general meeting by themselves, the Board of Directors shall be informed in writing, and at the same time, it shall be filed with the competent securities regulatory authorities, banking regulatory authorities and the stock exchange where the Bank's shares are listed.</p> <p>The Requesting Shareholders shall submit the relevant evidentiary materials to the relevant regulatory authority when issuing the notice and the resolution of the general meeting.</p>	<p>Article 15 If <u>the Audit Committee</u> or Shareholders decide to convene the shareholders' general meeting by themselves, the Board of Directors shall be informed in writing, and at the same time, it shall be filed with the competent securities regulatory authorities, banking regulatory authorities and the stock exchange where the Bank's shares are listed.</p> <p>The Requesting Shareholders shall submit the relevant evidentiary materials to the relevant regulatory authority when issuing the notice and the resolution of the shareholders' general meeting.</p>
10.	<p>Article 16 If the Board of Supervisors or Shareholders convene the general meeting by themselves, the Board of Supervisors or Requesting Shareholders as conveners shall not add any new proposal or change the proposals, or the Board of Supervisors or Requesting Shareholders should go through the procedure regarding proposing the convening of the extraordinary shareholders' general meeting to the Board of Directors again.</p> <p>The venue for the Board of Supervisors or Shareholders to convene a shareholders' general meeting by themselves shall be at the Bank's domicile.</p>	<p>Article 16 If <u>the Audit Committee</u> or Shareholders convene the shareholders' general meeting by themselves, <u>the Audit Committee</u> or Requesting Shareholders as conveners shall not add any new proposal or change the proposals, or <u>the Audit Committee</u> or Requesting Shareholders should go through the procedure regarding proposing the convening of the extraordinary shareholders' general meeting to the Board of Directors again.</p> <p>The venue for <u>the Audit Committee</u> or Shareholders to convene a shareholders' general meeting by themselves shall be at the Bank's domicile.</p>

No.	Original Clause	Amended Clause
11.	<p>Article 17 With respect to a shareholders' general meeting convened by the Board of Supervisors or Shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of Shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to offer the register of Shareholders, the conveners may apply to the securities registration and clearing institution for such register with the relevant announcement regarding the notice of convening a shareholders' general meeting. The register of Shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>	<p>Article 17 With respect to a shareholders' general meeting convened by <u>the Audit Committee</u> or Shareholders, the Board of Directors and the secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of Shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to offer the register of Shareholders, the conveners may apply to the securities registration and clearing institution for such register with the relevant announcement regarding the notice of convening a shareholders' general meeting. The register of Shareholders offered to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>
12.	<p>Article 18 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to directors who have not carried out their duties from the Bank.</p>	<p>Article 18 Necessary costs arising out of a shareholders' general meeting convened by <u>the Audit Committee</u> or the Shareholders on their own shall be borne by the Bank and shall be deducted from the funds due to directors who have not carried out their duties from the Bank.</p>
13.	<p>Article 20 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and the shareholders who individually or jointly hold more than 3% of the shares of the Bank carrying voting rights (hereinafter referred to as "Proposing Shareholders"), shall be entitled to submit their proposals.</p>	<p>Article 20 When the Bank convenes a shareholders' general meeting, the Board of Directors, <u>the Audit Committee</u> and the shareholders who individually or jointly hold more than <u>1%</u> of the shares of the Bank carrying voting rights (hereinafter referred to as "Proposing Shareholders") shall be entitled to submit their proposals.</p>

No.	Original Clause	Amended Clause
14.	<p>Article 24 Notice of the shareholders' general meeting shall meet the following requirements:</p> <p>(I) be made in writing;</p> <p>(II) specify the time, venue, deadline and meeting form;</p> <p>(III) contain the matters and proposals to be considered at the meeting, and state the matters to be discussed at the meeting;</p> <p>(IV) provide all the necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposal relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</p> <p>(V) if any of the Directors, Supervisors, President or other senior management member has material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on the Director, Supervisor, President or other senior management member as Shareholders compared to other Shareholders of the same class, they shall explain this difference;</p>	<p>Article 24 Notice of the shareholders' general meeting shall meet the following requirements:</p> <p>(I) be made in writing;</p> <p>(II) specify the time, venue, deadline and meeting form;</p> <p>(III) contain the matters and proposals to be considered at the meeting, and state the matters to be discussed at the meeting;</p> <p>(IV) provide all the necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, share repurchase, share capital reorganization or any proposal relating to change in the structure of the Bank are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;</p> <p>(V) if any of the Directors, President or other senior management member has material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on the Director, President or other senior management member as Shareholders compared to other Shareholders of the same class, they shall explain this difference;</p>

No.	Original Clause	Amended Clause
	<p>(VI) contain the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(VII) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint over one proxy to attend and vote on his/her/its behalf, and such proxy need not to be a Shareholder of the Bank;</p> <p>(VIII) specify the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(IX) specify the shareholding registration date of the Shareholders who are entitled to attend the meeting;</p> <p>(X) specify the name and phone number of the contact person of the meeting;</p> <p>(XI) other requirements stipulated in the laws, regulations and the Articles of Association of the Bank.</p>	<p>(VI) contain the full text of any proposed special resolution to be voted on at the meeting;</p> <p>(VII) a prominent statement stating that a Shareholder entitled to attend and vote at the meeting, is entitled to appoint over one proxy to attend and vote on his/her/its behalf, and such proxy need not to be a Shareholder of the Bank;</p> <p>(VIII) specify the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(IX) specify the shareholding registration date of the Shareholders who are entitled to attend the shareholders' general meeting;</p> <p>(X) specify the name and phone number of the contact person of the meeting;</p> <p>(XI) other requirements stipulated in the laws, regulations and the Articles of Association of the Bank.</p>

No.	Original Clause	Amended Clause
15.	<p>Article 25 If the elections of Directors and Supervisors are intended to be discussed at the shareholders' general meeting, the shareholders' general meeting notice shall fully disclose the details of the candidates for the role of Directors and Supervisors, and shall at least include the following particulars:</p> <p>(I) personal particulars such as education level, working experience and any part-time work undertaken;</p> <p>(II) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(III) disclosure of their shareholding in the Bank;</p> <p>(IV) whether they are penalized by any banking regulatory authority, securities regulatory authority and other relevant authorities;</p> <p>(V) information in relation to the new appointment or re-designation of Directors or Supervisors to be disclosed as required by the Hong Kong Listing Rules.</p> <p>Each candidate for director or supervisor should be put forward in a single proposal.</p>	<p>Article 25 If the elections of Directors are intended to be discussed at the shareholders' general meeting, the shareholders' general meeting notice shall fully disclose the details of the candidates for the role of Directors, and shall at least include the following particulars:</p> <p>(I) personal particulars such as education level, working experience and any part-time work undertaken;</p> <p>(II) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(III) disclosure of their shareholding in the Bank;</p> <p>(IV) whether they are penalized by any banking regulatory authority, securities regulatory authority and other relevant authorities;</p> <p>(V) information in relation to the new appointment or re-designation of Directors to be disclosed as required by the Hong Kong Listing Rules.</p> <p>Each candidate for director should be put forward in a single proposal.</p>

No.	Original Clause	Amended Clause
16.	<p>Article 42 The chairman of the Board of Directors should attend the annual general meeting and invite the chairperson or the chairman of the audit committee, remuneration and nomination committee and other committees (as the case may be) to attend the meeting. If the chairperson or the chairman is unable to attend the meeting, the chairman of the Board of Directors shall invite another member of the committee (or if such member fails to attend the meeting, then his/her appointed delegate) to attend the meeting. Such person shall be available to answer questions at the annual general meeting. The chairman of the independent board committee (if any) under the Board of Directors should also be available to answer questions at any shareholders' general meeting to approve a connected transaction or any other transaction that requires independent shareholders' approval. The Bank's management should ensure that the external auditors attend the annual general meeting and answer questions related to audit work, the preparation of auditor's report and its content, accounting policies and independence of auditor. The shareholders' general meetings shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall preside over the meeting.</p>	<p>Article 42 The chairman of the Board of Directors should attend the annual shareholders' general meeting and invite the chairperson or the chairman of the Audit Committee, remuneration and nomination committee and other committees to attend the meeting. If the chairperson or the chairman is unable to attend the meeting, the chairman of the Board of Directors shall invite another member of the committee to attend the meeting. Such person shall be available to answer questions at the annual shareholders' general meeting. The chairman of the independent board committee (if any) under the Board of Directors should also be available to answer questions at any shareholders' general meeting to approve a connected transaction or any other transaction that requires independent shareholders' approval. The Bank's management should ensure that the external auditors attend the annual shareholders' general meeting and answer questions related to audit work, the preparation of auditor's report and its content, accounting policies and independence of auditor. The shareholders' general meeting shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting. If the deputy chairman is unable or fails to perform his/her duties, a director elected by above half of the directors shall preside over the meeting.</p>

No.	Original Clause	Amended Clause
	<p>In the event that no such designation or election is made according to the preceding paragraph, a shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the Board of Supervisors shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor elected by above half of the supervisors shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>	<p>In the event that no such designation or election is made according to the preceding paragraph, a shareholder as elected from the attending shareholders may preside over the meeting. If, for any reason, the attending shareholders fail to elect one to be the chairman, the attending shareholder (or his/her proxy) who holds the most voting shares shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the <u>Audit Committee</u> shall be presided over by the <u>chairman of the Audit Committee</u>. If the <u>chairman of the Audit Committee</u> is unable or fails to perform his/her duties, a <u>member</u> elected by above half of the <u>members of the Audit Committee</u> shall preside over the meeting.</p> <p>A shareholders' general meeting convened by the shareholders shall be presided over by a representative elected by the convener.</p> <p>During the course of a shareholders' general meeting, if the chairman of the meeting violates the procedural rules such that the shareholders' general meeting cannot be continued, the shareholders in the shareholders' general meeting may elect one person to act as the chairman of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the shareholders with voting rights who are present at the meeting.</p>

No.	Original Clause	Amended Clause
17.	<p>Article 43 At the annual general meeting, the Board of Directors and the Board of Supervisors shall report their work in the last year to the shareholders' general meeting.</p>	<p>Article 43 At the annual shareholder's general meeting, the Board of Directors shall report its work in the last year to the shareholders' general meeting.</p>
18.	<p>Article 46 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(I) The time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(II) The names of the chairman of the meeting, and the directors, supervisors, president and other senior management personnel who attend or observe the meeting;</p> <p>(III) The number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the percentage of these shares to the total number of shares of the Bank;</p> <p>(IV) The consideration process for each resolution, key points of speeches made and voting result;</p> <p>(V) Details of the queries or recommendations of the shareholders, and the corresponding responses or explanations;</p> <p>(VI) The name of the lawyer, vote counter and scrutineer; and</p> <p>(VII) Any other matters required by the provisions of the Articles of Association of the Bank to be recorded in the minutes.</p>	<p>Article 46 Minutes shall be recorded for the shareholders' general meeting, and the secretary to the Board of Directors shall be in charge of recording the minutes.</p> <p>(I) The time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(II) The names of the chairman of the meeting, and the directors, president and other senior management personnel who attend or observe the meeting;</p> <p>(III) The number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the percentage of these shares to the total number of shares of the Bank;</p> <p>(IV) The consideration process for each resolution, key points of speeches made and voting result;</p> <p>(V) Details of the queries or recommendations of the shareholders, and the corresponding responses or explanations;</p> <p>(VI) The name of the lawyer, vote counter and scrutineer; and</p> <p>(VII) Any other matters required by the provisions of the Articles of Association of the Bank to be recorded in the minutes.</p>

No.	Original Clause	Amended Clause
	<p>If the Board of Supervisors or shareholders hold an extraordinary general meeting on their own initiative pursuant to the Articles of Association of the Bank, the minutes shall also record the process of convening and holding the extraordinary general meeting.</p> <p>If the matters to be voted on at a shareholders' general meeting involve a related (connected) transaction, the minutes shall record relevant information on abstention from voting of related (connected) shareholders.</p>	<p>If the <u>Audit Committee</u> or shareholders hold an extraordinary general meeting on their own initiative pursuant to the Articles of Association of the Bank, the minutes shall also record the process of convening and holding the extraordinary general meeting.</p> <p>If the matters to be voted on at a shareholders' general meeting involve a related (connected) transaction, the minutes shall record relevant information on abstention from voting of related (connected) shareholders.</p>
19.	<p>Article 47 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be kept as the Bank's files. The meeting minutes shall be kept permanently.</p>	<p>Article 47 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be kept as the Bank's files. The meeting minutes shall be kept permanently.</p>

No.	Original Clause	Amended Clause
20.	<p>Article 51 The following matters shall be resolved by way of an ordinary resolution:</p> <p>(I) the business policies and investment plans of the Bank;</p> <p>(II) the appointment and dismissal of directors and supervisors who are not employees' representatives, and the remunerations of directors and supervisors;</p> <p>(III) the work reports of the Board of Directors;</p> <p>(IV) the work reports of the Board of Supervisors;</p> <p>(V) the annual financial budgets and final accounting plans of the Bank;</p> <p>(VI) the profits distribution proposals and loss recovery plans of the Bank;</p> <p>(VII) the balance sheets, income statements and other financial statements of the Bank;</p> <p>(VIII) matters other than those required by laws and regulations, the regulatory rules of the place where the Bank's shares are listed or the Articles of Association of the Bank to be resolved by a special resolution.</p>	<p>Article 51 The following matters shall be resolved by way of an ordinary resolution:</p> <p>(I) the appointment and dismissal of <u>non-employee</u> directors, and the remunerations of directors;</p> <p>(II) the work reports of the Board of Directors;</p> <p>(III) the profits distribution proposals and loss recovery plans of the Bank;</p> <p>(IV) the balance sheets, income statements and other financial statements of the Bank;</p> <p>(V) matters other than those required by laws and regulations, the regulatory rules of the place where the Bank's shares are listed or the Articles of Association of the Bank to be resolved by a special resolution.</p>
21.	<p>Article 54 The list of candidates for directors and supervisors shall be submitted to the shareholders' general meeting as a proposal for voting.</p>	<p>Article 54 The list of candidates for directors shall be submitted to the shareholders' general meeting as a proposal for voting.</p>

No.	Original Clause	Amended Clause
22.	<p>Article 60 Before voting on a proposal at the shareholders' general meeting, two representatives of shareholders and one representative of supervisor shall be elected to participate in vote counting and scrutinizing. Where any shareholder has interests in any matter considered, the said shareholder or proxy thereof shall not participate in vote counting and scrutinizing.</p> <p>When proposals are voted on at the shareholders' general meeting, the Bank's accountant, share registrar or qualified external accountant shall be appointed as the scrutineer of vote counting to be responsible for vote counting and scrutinizing together with lawyers, representative of shareholders and representatives of supervisors and shall announce the voting result on the spot. The voting results shall be recorded in the meeting minutes. Shareholders or their proxies voting through the internet or otherwise shall have the right to check their own votes cast through the relevant voting system.</p>	<p>Article 60 Before voting on a proposal at the shareholders' general meeting, two representatives of shareholders shall be elected to participate in vote counting and scrutinizing. Where any shareholder has interests in any matter considered, the said shareholder or proxy thereof shall not participate in vote counting and scrutinizing.</p> <p>When proposals are voted on at the shareholders' general meeting, the Bank's accountant, share registrar or qualified external accountant shall be appointed as the scrutineer of vote counting to be responsible for vote counting and scrutinizing together with lawyers, <u>and</u> <u>representatives</u> of shareholders and shall announce the voting result on the spot. The voting results shall be recorded in the meeting minutes. Shareholders or their proxies voting through the internet or otherwise shall have the right to check their own votes cast through the relevant voting system.</p>

Note: In addition to the above amendments, the "shareholders' general meetings (股東大會)" in the Rules of Procedure for the Shareholders' General Meeting has been unified as the "shareholders' general meetings (股東會)", and the changes in the numbering of chapters and articles will not be listed individually as they do not involve substantive changes.

**Comparison table of amendments
to the Rules of Procedure of the Board of Directors**

No.	Original Clause	Amended Clause
1.	<p>Article 1 These rules are formulated to ensure the Board of Directors of Jiangxi Bank Co., Ltd. (the “Bank”) may exercise its authority and power in an independent, standardized and effective manner, work efficiently and make scientific decision, and improve the governance structure of the Bank, the Bank has formulated the Rules of Procedure of the Board of Directors in accordance with the provisions of the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Banking Supervision and Regulatory Law of the People’s Republic of China, Corporate Governance Guidelines for Banking and Insurance Institutions, the Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and the Articles of Association of Jiangxi Bank Co., Ltd. (the “Articles”) as well as other relevant laws, regulations and regulatory documents, combined with the Bank’s actual situation.</p>	<p>Article 1 These rules are formulated to ensure the Board of Directors of Jiangxi Bank Co., Ltd. (the “Bank”) may exercise its authority and power in an independent, standardized and effective manner, work efficiently and make scientific decision, and improve the governance structure of the Bank, the Bank has formulated the Rules of Procedure of the Board of Directors in accordance with the provisions of the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Banking Supervision and Regulatory Law of the People’s Republic of China, Corporate Governance Guidelines for Banking and Insurance Institutions, the Provisional Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and the Articles of Association of Jiangxi Bank Co., Ltd. (the “Articles”) as well as other relevant laws, regulations and regulatory documents, combined with the Bank’s actual situation.</p>

No.	Original Clause	Amended Clause
2.	<p>Article 2 The Board of Directors is the executive body of the shareholders' general meeting and shall be accountable to the shareholders' general meeting, and takes ultimate responsibility for the operation and management of the Bank. The meeting of the Board of Directors is a major method adopted by the Board of Directors to discuss official business. Attending the meeting of the Board of Directors is a basic way for directors to perform their responsibilities.</p>	<p>Article 2 The Board of Directors is the executive body of the shareholders' general meeting, and takes ultimate responsibility for the operation and management of the Bank. The meeting of the Board of Directors is a major method adopted by the Board of Directors to discuss official business. Attending the meeting of the Board of Directors is a basic way for directors to perform their responsibilities.</p>
3.	<p>Article 7 The Board of Directors of the Bank shall set up Strategic Development and Digital Transformation Committee, Risk Management Committee, Related Party Transactions Control Committee, Audit Committee, Remuneration and Nomination Committee, Compliance Management and Consumer Rights Protection Committee. The Board of Directors may establish other special committees and adjust the existing special committees when necessary. All special committees shall comprise directors, who shall have professional knowledge or working experience appropriate to the duties of the special committees, and each committee shall have at least three (3) members.</p>	<p>Article 7 The Board of Directors of the Bank shall set up Strategic Development and Digital Transformation Committee, Risk Management Committee, Related Party Transactions Control Committee, Audit Committee, Remuneration and Nomination Committee, Compliance Management and Consumer Rights Protection Committee, <u>and the working rules for all special committees shall be formulated by the Board of Directors.</u> The Board of Directors may establish other special committees and adjust the existing special committees when necessary. All special committees shall comprise directors, who shall have professional knowledge or working experience appropriate to the duties of the special committees, and each committee shall have at least three (3) members.</p>

No.	Original Clause	Amended Clause
	<p>In principle, the proportion of independent directors in the Related Party Transactions Control Committee and the Risk Management Committee shall not be less than one-third, the majority of members of the Remuneration and Nomination Committee and the Audit Committee shall be independent directors, and the Related Party Transactions Control Committee, the Remuneration and Nomination Committee and the Audit Committee shall be headed by independent directors. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee. All members of the Audit Committee shall be non-executive directors, with at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate financial, auditing, accounting or legal expertise and working experience or relevant financial management expertise.</p> <p>The composition, duties and rights of each special committee shall be in line with the working rules of each special committee of the Board of Directors of the Bank.</p>	<p><u>Article 8 The Audit Committee of the Board of the Bank exercises the powers and functions of the Supervisory Committee as stipulated in the Company Law and the regulatory system. The members of the Audit Committee shall consist of more than 3 Directors who do not hold senior management positions in the Bank, with independent directors constituting the majority, and shall possess professional knowledge and working experience in finance, audit and accounting, etc. With at least one member having the appropriate qualifications as specified in the Hong Kong Listing Rules or an independent director having the appropriate financial, auditing, accounting or legal expertise and working experience or relevant financial management expertise. The chairperson of the Audit Committee is an accounting professional. Employee directors of the Bank may be members of the Audit Committee.</u></p> <p>Article 9 In principle, the proportion of independent directors in the Related Party Transactions Control Committee and the Risk Management Committee shall not be less than one-third, the majority of members of the Remuneration and Nomination Committee shall be independent directors, and the Related Party Transactions Control Committee, the Remuneration and Nomination Committee shall be headed by independent directors. Directors nominated by the controlling shareholders shall not serve as members of the Related Party Transactions Control Committee and the Remuneration and Nomination Committee.</p> <p>Article 10 The composition, duties and rights of each special committee shall be in line with the working rules of each special committee of the Board of Directors of the Bank.</p>

No.	Original Clause	Amended Clause
4.	<p>Article 8 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) To convene shareholders' general meetings and report its performance at the shareholders' general meetings;</p> <p>(II) To implement resolutions of the shareholders' general meetings;</p> <p>(III) To decide on the operational plans and investment plans of the Bank;</p> <p>(IV) To work out annual financial budget plans and final account plans of the Bank;</p>	<p>Article 11 The Board of Directors shall exercise the following functions and powers:</p> <p>(I) To convene shareholders' general meeting and report its performance at the shareholders' general meeting;</p> <p>(II) To implement resolutions of the shareholders' general meetings;</p> <p>(III) To decide on the operational plans and investment plans of the Bank;</p> <p>(IV) To review and approve annual financial budget plans and final account plans of the Bank;</p>
5.	<p>Article 12 The following persons or institutions may put forward proposals to the Board of Directors:</p> <p>(I) More than one-third of the directors;</p> <p>(II) Chairman;</p> <p>(III) President;</p> <p>(IV) Special committees under the Board of Directors;</p> <p>(V) More than two independent directors;</p> <p>(VI) Board of Supervisors;</p> <p>(VII) Shareholders individually or jointly holding more than ten percent of the total voting shares of the Bank.</p>	<p>Article 15 The following persons or institutions may put forward proposals to the Board of Directors:</p> <p>(I) More than one-third of the directors;</p> <p>(II) Chairman;</p> <p>(III) President;</p> <p>(IV) Special committees under the Board of Directors;</p> <p>(V) More than two independent directors;</p> <p>(VI) <u>Audit Committee;</u></p> <p>(VII) Shareholders individually or jointly holding more than ten percent of the total voting shares of the Bank.</p>

No.	Original Clause	Amended Clause
6.	<p>Article 18 The meetings of the Board of Directors are divided into regular meeting of the Board of Directors and interim meeting of the Board of Directors. The Board of Directors shall hold at least four regular meetings every year, which shall be convened by the chairman and notified in writing to all directors and supervisors fourteen (14) days before the meeting is convened. The agenda and the relevant meeting documents shall be delivered to all directors three days before the meeting is convened.</p>	<p>Article 21 The meetings of the Board of Directors are divided into regular meeting of the Board of Directors and interim meeting of the Board of Directors. The Board of Directors shall hold at least four regular meetings every year, which shall be convened by the chairman and notified in writing to all directors fourteen (14) days before the meeting is convened. The agenda and the relevant meeting documents shall be delivered to all directors three days before the meeting is convened.</p>
7.	<p>Article 19 The chairman shall convene and preside over an interim meeting of the Board of Directors within ten days in any of the following circumstances:</p> <p>(I) It is proposed by the shareholders representing more than one tenth of voting rights;</p> <p>(II) It is deemed necessary by the chairman;</p> <p>(III) It is proposed by more than one-third of the directors;</p> <p>(IV) It is proposed by the Board of Supervisors;</p> <p>(V) It is proposed by more than two independent directors;</p> <p>(VI) It is proposed by the president of the Bank;</p> <p>(VII) It is required by the regulatory authority;</p> <p>(VIII) Other circumstances stipulated by laws, regulations and the Articles.</p>	<p>Article 22 The chairman shall convene and preside over an interim meeting of the Board of Directors within ten days in any of the following circumstances:</p> <p>(I) It is proposed by the shareholders representing more than one tenth of voting rights;</p> <p>(II) It is deemed necessary by the chairman;</p> <p>(III) It is proposed by more than one-third of the directors;</p> <p>(IV) It is proposed by the <u>Audit Committee</u>;</p> <p>(V) It is proposed by more than two independent directors;</p> <p>(VI) It is proposed by the president of the Bank;</p> <p>(VII) It is required by the regulatory authority;</p> <p>(VIII) Other circumstances stipulated by laws, regulations and the Articles.</p>

No.	Original Clause	Amended Clause
8.	Article 28 Supervisors, the president who is not a director and the secretary to the Board of Directors shall be present at the meetings of the Board of Directors. The chairman of the meeting may invite or notify other relevant persons to attend the meeting as he/she deems necessary. Persons present at the meetings have the right to express their opinions on relevant issues, but do not have the right to vote.	Article 31 <u>The</u> president who is not a director and the secretary to the Board of Directors shall be present at the meetings of the Board of Directors. The chairman of the meeting may invite or notify other relevant persons to attend the meeting as he/she deems necessary. Persons present at the meetings have the right to express their opinions on relevant issues, but do not have the right to vote.

Note: In addition to the above amendments, the “shareholders’ general meetings (股東大會)” in the Rules of Procedure of the Board of Directors has been unified as the “shareholders’ general meetings (股東會)”, and the changes in the numbering of chapters and articles will not be listed individually as they do not involve substantive changes.

SPECIAL REPORT ON RELATED-PARTY TRANSACTIONS FOR 2024

In accordance with the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions issued by the former China Banking and Insurance Regulatory Commission and the Administrative Measures for the Related Party (Connected) Transactions of Jiangxi Bank Co., Ltd. (2022 version) of the Bank and other relevant regulations, significant related-party transactions of the Bank in 2024 are reported as follows:

I. GENERAL INFORMATION OF THE RELATED-PARTY TRANSACTIONS

During the reporting period, the Bank managed the related-party transactions in strict compliance with regulatory requirements. As of the end of 2024, the Bank's net capital (according to specifications prescribed by CBRC, unaudited)¹ was RMB49.245 billion. The credit balance of all related parties was RMB9.552 billion, accounting for 19.40% of the Bank's net capital at the end of 2024; the credit balance of the largest single legal person or group customer of the unincorporated organization (Jiangxi Expressway Investment Group Co., Ltd.) was RMB3.543 billion, accounting for 7.19% of the Bank's net capital at the end of 2024; the credit balance of the largest single related party (Jiangxi Expressway Investment Group Co., Ltd.) was RMB2.435 billion, accounting for 4.95% of the Bank's net capital at the end of 2024, which all of the percentages were within the regulatory requirements. In 2024, the related-party transactions of the Bank are as follows:

(I) Credit Extension Related-party Transactions

1. Related-party transactions on legal person credit: In 2024, the Bank had five significant related-party transactions on legal person credit with an amount of RMB22.64 billion, including significant related-party transactions of granting Group credit line of RMB4.95 billion to Jiangxi Expressway Investment Group Co., Ltd., significant related-party transactions of granting Group credit line of RMB5 billion to Jiangxi Financial Holding Group Co., Ltd., significant related-party transactions of granting Group credit line of RMB5.09 billion to Nanchang Industry Investment Group Co., Ltd., significant related-party transactions of granting Group credit line of RMB2.7 billion to Jiangxi Copper Corporation Limited², and significant related-party transactions of granting Group credit line of RMB4.9 billion to Jiangxi Financial Leasing Corp., Ltd. There were 2 general related-party transactions on legal person credit with an amount of RMB19.5 million. As of the end of 2024, the balance of related-party transactions on legal person credit amounted to RMB9.552 billion.

¹ Refers to the figure in the statement of G15 as at December 31, 2024, same hereinafter.

² The supervisor appointed by Jiangxi Copper Company Limited resigned on June 12, 2024, and no supervisor has been appointed since then. The related party relationship with Jiangxi Copper Company Limited and its affiliates is maintained based on the principle of substance over form.

2. Related-party transactions on natural person credit: As of the end of 2024, the Bank's loans to related individuals involved 75 related (connected) natural persons, with 82 loans and a loan balance of RMB66.3152 million, mainly involving personal consumer loans, personal business loans, personal first-hand residential housing loans and other regular businesses. As of the end of 2024, the Bank's credit card business involved a total of 1,123 related (connected) natural persons with a credit balance of RMB2.0054 million, which mainly involved ordinary credit card business. All of the above are general related-party transactions.

(II) Related-party Transactions on Asset Transfer

No related-party transactions on asset transfer in 2024.

(III) Related-party Transactions on Service

In 2024, the total amount of related-party transactions on service was RMB18.3015 million, mainly involving leasing and service procurement business, all of which are general related-party transactions.

(IV) Related-party Transactions on Deposits and Other Types

As of the end of 2024, the Bank had a point-in-time balance of RMB386 million in deposit related-party transactions, mainly involving personal deposits and corporate deposits, all of which are general related-party transactions.

II. CREDIT EXTENSION RELATED-PARTY TRANSACTIONS OF MAJOR LEGAL PERSON RELATED PARTIES IN 2024

(I) Jiangxi Expressway Investment Group Co., Ltd. (江西省交通投資集團有限責任公司)

Jiangxi Expressway Investment Group Co., Ltd. is the largest shareholder of the Bank, holding 15.56% of the total shares of the Bank. According to the relevant regulatory provisions, Jiangxi Expressway Investment Group Co., Ltd. and its affiliates are included in the Bank's connected party management. In 2024, there was one significant related-party transaction between Jiangxi Expressway Investment Group Co., Ltd. and its related parties in the Bank involving RMB4.95 billion. Details are as follows:

According to the resolution of the 29th meeting of the third session of the Board held on August 30, 2024, it was approved that Jiangxi Expressway Investment Group Co., Ltd. would have a group credit line of RMB4.95 billion for a period of one year. The credit has been included in the unified group credit management of Jiangxi Expressway Investment Group Co., Ltd. With the total credit line of the Group remaining unchanged (not increased), the credit limit can be adjusted among member companies (affiliates) within the group. As of December 31, 2024, the credit balance of Jiangxi Expressway Investment Group Co., Ltd. and its related parties in the Bank was RMB3.543 billion.

(II) Jiangxi Financial Holding Group Co., Ltd. (江西省金融控股集團有限公司)

Jiangxi Financial Holding Group Co., Ltd. is the second largest shareholder of the Bank, holding 6.14% (including its related parties) of the total shares of the Bank. According to the relevant regulatory provisions, Jiangxi Financial Holding Group Co., Ltd. and its affiliates are included in the Bank's connected party management. In 2024, there was one significant related-party transaction between Jiangxi Financial Holding Group Co., Ltd. and its related parties in the Bank involving RMB5.0 billion. Details are as follows:

According to the resolution of the 33rd (interim) meeting of the third session of the Board held on December 27, 2024, it was agreed that Jiangxi Financial Holding Group Co., Ltd. would have a group credit line of RMB5 billion for a period of one year. The credit has been included in the unified group credit management of Jiangxi Financial Holding Group Co., Ltd. With the total credit limit of the group remaining unchanged (not increased), the credit limit can be transferred among member companies (affiliates excluding Jiangxi Financial Holding Foreign Trade Group Co., Ltd.) within the group. As of December 31, 2024, the credit balance of Jiangxi Financial Holding Group Co., Ltd. and its related parties in the Bank was RMB1.355 billion.

(III) Nanchang Industry Investment Group Co., Ltd. (南昌市產業投資集團有限公司)

Nanchang Industry Investment Group Co., Ltd. is a shareholder of the Bank with a shareholding of 5.46% (including its related parties and H shares). According to the relevant regulatory provisions, Nanchang Industry Investment Group Co., Ltd. and its affiliates are included in the Bank's connected party management. In 2024, there was one significant related-party transaction between Nanchang Industry Investment Group Co., Ltd. and its related parties with the Bank involving RMB5.09 billion. Details are as follows:

According to the resolution of the 31st (interim) meeting of the third session of the Board of Directors held on November 15, 2024, it was agreed that Nanchang Industrial Investment Group Co., Ltd. would have a group credit line of RMB5.09 billion (RMB5 billion from the Bank and RMB90 million from Jiangxi Financial Leasing Co., Ltd.) for a period of one year. The credit has been included in the unified group credit management of Nanchang Industry Investment Group Co., Ltd. With the total credit line of the Group remaining unchanged (not increased), the credit limit can be transferred among member companies (affiliates) within the group. As of December 31, 2024, Nanchang Industrial Investment Group Co., Ltd. and its related parties had a credit balance of RMB2.297 billion with the Bank.

(IV) China National Tobacco Corporation Jiangxi Branch (中國煙草總公司江西省公司)

China National Tobacco Corporation Jiangxi Branch is a shareholder of the Bank with a shareholding of 4.37% (including its related parties) and has assigned directors to the Bank. According to the relevant regulatory provisions, China National Tobacco Corporation Jiangxi Branch and its affiliates are included in the Bank's connected party management. In 2024, there

was no significant related-party transaction between China National Tobacco Corporation Jiangxi Branch and its related parties in the Bank. As of December 31, 2024, China National Tobacco Corporation Jiangxi Branch and its related parties had no credit balance with the Bank.

(V) Jiangxi Copper Company Limited (江西銅業股份有限公司)

Jiangxi Copper Company Limited is a shareholder of the Bank with a shareholding of 2.32% and has assigned supervisors to the Bank. The supervisor appointed by it resigned on June 12, 2024, and no supervisor has been appointed since then. According to the relevant regulatory provisions, Jiangxi Copper Company Limited and its affiliates are included in the Bank's connected party management. Their related party relationship will be maintained for 12 months based on the principle of substance over form. In 2024, there was one significant related-party transaction of its related party Jiangxi Copper Corporation Limited in the Bank, with an amount of RMB2.7 billion. Details are as follows:

According to the resolution of the 31st (interim) meeting of the third session of the Board of Directors held on November 15, 2024, it was agreed that Jiangxi Copper Corporation Limited would have a group credit line of RMB2.7 billion for a period of one year. The credit has been included in the unified group credit management of Jiangxi Copper Corporation Limited. With the total credit line of the Group remaining unchanged (not increased), the credit limit can be adjusted between the Group's member companies (affiliates). As of December 31, 2024, the credit balance of Jiangxi Copper Company Limited and its related parties in the Bank was RMB0.

(VI) Jiangxi Financial Leasing Corp., Ltd. (江西金融租賃股份有限公司)

Jiangxi Financial Leasing Corp., Ltd. is a subsidiary of the Bank, with the Bank holding 75.74% of its equity. According to the relevant regulatory provisions, Jiangxi Financial Leasing Corp., Ltd. is included in the Bank's connected party management. In 2024, there was one significant related-party transaction of Jiangxi Financial Leasing Corp., Ltd. in the Bank, with an amount of RMB4.9 billion. Details are as follows:

According to the resolution of the 31st (interim) meeting of the third session of the Board of Directors held on November 15, 2024, it was agreed that Jiangxi Financial Leasing Corp., Ltd. would be granted a credit line of RMB4.9 billion, including RMB3.9 billion for interbank credit line in the category of credit risk, used to replenish the daily working capital of Jiangxi Financial Leasing Corp., Ltd.; and RMB1 billion for banker's acceptances credit exposure, used for equipment procurement with zero margin, secured by pledge of accounts receivable, with a term of one year. As of December 31, 2024, Jiangxi Financial Leasing Corp., Ltd. had a credit balance of RMB1.234 billion with the Bank.

III. PRICING OF RELATED-PARTY TRANSACTIONS

In 2024, the related-party transactions of the Bank were mainly credit, deposit, leasing, service procurement and other businesses. The Bank's related-party transactions with related parties are conducted in accordance with general business principles, based on the prices determined on the basis of the ratings and risk profiles of the customers, as well as the relevant provisions of the pricing management measures of the Bank, and on terms no more favorable than those for similar transactions with unrelated parties, in order to ensure that the pricing of the related-party transactions is legal and fair.

IV. APPROVAL PROCEDURES OF RELATED-PARTY TRANSACTIONS

During the reporting period, the Bank's related-party transactions were in compliance with the Administrative Measures for the Related Party Transactions of Banking and Insurance Institutions issued by the former China Banking and Insurance Regulatory Commission and the Administrative Measures for the Related Party (Connected) Transactions of Jiangxi Bank Co., Ltd. (2022 version) and other relevant regulations and requirements. The Bank reports ordinary related-party transactions to the Related-party Transactions Control Committee of the Board of Directors on a quarterly basis in a written summary. Significant related-party transactions are reviewed by the Bank's Related-party Transactions Control Committee and submitted to the Board of Directors for approval, and then reported to the regulatory authority within 15 business days after the signing of the transaction agreement (or after approval by the Board of Directors).



JIANGXI BANK CO., LTD.*

江西銀行股份有限公司*

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

(Stock Code: 1916)

NOTICE OF THE 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting (the “AGM”) of Jiangxi Bank Co., Ltd.* (the “Bank”) will be held onsite at 9:30 a.m. on Friday, June 27, 2025 at Meeting Room, 3/F, Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC, to consider, and if thought fit, approve the following resolutions:

ORDINARY RESOLUTIONS

1. to consider and approve the 2024 work report of the board of directors
2. to consider and approve the 2024 work report of the board of supervisors
3. to consider and approve the 2024 annual financial statements and 2025 financial budget report
4. to consider and approve the 2024 annual report
5. to consider and approve the 2024 profit distribution plan
6. to consider and approve the 2025 capital expenditure plan
7. to consider and approve the engagement of audit institutions for 2025
8. to consider and approve the adjustment of corporate governance structure
9. to consider and approve the election of Directors of the fourth session of the Board of Directors:
 - 9.01 to consider and approve the election of Ms. ZENG Hui as executive Director of the Bank
 - 9.02 to consider and approve the election of Mr. LUO Xiaolin as executive Director of the Bank
 - 9.03 to consider and approve the election of Mr. YIN Guangxing as non-executive Director of the Bank
 - 9.04 to consider and approve the election of Mr. SHU Quan as non-executive Director of the Bank

- 9.05 to consider and approve the election of Ms. XIONG Jiemin as non-executive Director of the Bank
- 9.06 to consider and approve the election of Mr. LI Shuiping as non-executive Director of the Bank
- 9.07 to consider and approve the election of Mr. PENG Xiyuan as non-executive Director of the Bank
- 9.08 to consider and approve the election of Mr. LIU Xinghua as independent non-executive Director of the Bank
- 9.09 to consider and approve the election of Mr. YANG Ailin as independent non-executive Director of the Bank
- 9.10 to consider and approve the election of Mr. HE Enliang as independent non-executive Director of the Bank
- 9.11 to consider and approve the election of Ms. WANG Feimilan as independent non-executive Director of the Bank

SPECIAL RESOLUTIONS

10. to consider and approve the amendments to the Articles of Association
11. to consider and approve the amendments to the Rules of Procedure for the Shareholders' General Meeting
12. to consider and approve the amendments to the Rules of Procedure of the Board of Directors

REPORTING MATTER

13. the special report on related-party transactions for 2024

By order of the Board of Directors
Jiangxi Bank Co., Ltd.*
ZENG Hui
Chairman

Nanchang, the PRC, June 6, 2025

As of the date of this notice, the board of directors of the Bank comprises Ms. ZENG Hui and Mr. LUO Xiaolin as executive directors; Mr. DENG Yonghang, Ms. XIONG Jiemin, Mr. LI Shuiping and Mr. PENG Xiyuan as non-executive directors; and Mr. YANG Ailin, Mr. LIU Xinghua, Ms. WANG Feimilan and Mr. HE ENliang as independent non-executive directors.

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

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”), all resolutions proposed at the AGM will be voted by poll (except for the resolutions concerning relevant procedures or administrative matters which the chairman decides to permit the vote by a show of hands). The voting results will be published on both the websites of Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.jx-bank.com) in accordance with the Listing Rules.

2. **CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR ATTENDING AND VOTING AT THE AGM**

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the Bank’s register of members will be closed from Tuesday, June 24, 2025 to Friday, June 27, 2025, both days inclusive, during which period no transfer of Shares will be effected. The Shareholders listed on the Bank’s register of Shareholders at the close of business on Friday, June 27, 2025 shall be entitled to attend and vote at the AGM.

In order to be eligible for attending and voting at the AGM, holders of the Bank’s Shares must deliver all duly completed and signed share transfer documents together with the relevant share certificates and other appropriate documents for registration to the office of the Board and the board of supervisors of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC (for Domestic Shareholders) or to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) before 4:30 p.m. on Monday, June 23, 2025.

3. **CLOSURE OF THE REGISTER OF MEMBERS AND THE ELIGIBILITY FOR RECEIVING THE 2024 FINAL DIVIDEND**

The Board of the Bank has proposed the 2024 Final Dividend (the “**2024 Final Dividend**”) of RMB0.38 per 10 shares (including tax), totaling RMB229 million (including tax). If approved by the AGM, the 2024 Final Dividend will be distributed to the Shareholders whose names appear in the register of members of the Bank on Monday, July 21, 2025. The 2024 Final Dividend is expected to be distributed to the Shareholders on Tuesday, August 26, 2025.

The H Share register of members of the Bank will be closed from Wednesday, July 16, 2025 to Monday, July 21, 2025, both days inclusive, during which period no transfer of H Shares will be effected. In order to be eligible for receiving the 2024 Final Dividend, all transfer documents together with relevant share certificates and other appropriate documents shall be sent to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, July 15, 2025.

4. **PROXY**

Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (if the Shareholder holds two or more issued Shares of the Bank with a nominal value of RMB1.00 each), whether such person is a Shareholder of the Bank or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the AGM.

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the representative duly authorized in writing by the principal. If the principal is a legal person, the power of attorney shall be affixed with the seal of the legal person or signed by its Director or a representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized, and served at the same time as the power of attorney. The power of attorney of the Shareholders’ proxy shall be served to the H Share Registrar, namely, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares), or to the Board office of the Bank at Jiangxi Bank Tower, No. 699 Financial Street, Honggutan District, Nanchang, Jiangxi Province, the PRC (for holders of Domestic Shares) not less than 24 hours before the scheduled time for holding of the AGM (i.e. by 9:30 a.m. on Thursday, June 26, 2025 or any adjournment thereof (as the case may be)).

After the completion and return of the power of attorney, you can attend and vote in person at the AGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

In case of registered joint holders of any shares, one of the registered joint holders can vote on such shares in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the AGM in person or by proxy, only the vote of the person whose name appears first in the register of members relating to the shares (in person or by proxy) will be accepted as the only vote of the joint holders.

5. MISCELLANEOUS

- (i) This AGM will adopt onsite voting in terms of the mechanism for attending and voting at the meeting.
- (ii) The Shareholders or their proxies shall present their identity documents when attending the AGM (or any adjournment thereof). If the legal representative of corporate Shareholders or any other persons officially authorized by the corporate Shareholders is present at the AGM (or any adjournment thereof), such legal representative or other persons shall present their identity documents and the certifying documents for appointment as a legal representative or valid authorization documents (as the case may be).
- (iii) The AGM is expected to last for no more than half a day. Shareholders and representatives attending the meeting shall be responsible for their own traveling and accommodation expenses.
- (iv) Address and contact of Computershare Hong Kong Investor Services Limited:

17M Floor
Hopewell Centre, 183 Queen's Road East
Wanchai
Hong Kong

Tel: (852) 2862 8555
Fax: (852) 2865 0990

Address and contact of the Board office of the Bank:

Jiangxi Bank Tower
No. 699 Financial Street, Honggutan District
Nanchang
Jiangxi Province
the PRC

Tel: (86) 791 86791008/(86) 791 86791009
Fax: (86) 791 86771100

- 6. The details about the aforesaid resolutions proposed for the consideration and approval at the AGM will be set out in the circular of the AGM dated June 6, 2025. Shareholders should also read the 2024 annual report published by the Bank on April 16, 2025, where the 2024 work report of the board of directors, 2024 work report of the board of supervisors, audited 2024 financial statements and the 2024 profit distribution plan are set out.