**Code of A Share: 601166 Abbreviation of A Share: Industrial Bank Code: TEMP 2021-038**

**Code of Preferred Stock: 360005, 360012, 360032 Abbreviation of Preferred Stock: Industrial Preferred 1, Industrial Preferred 2, Industrial Preferred 3**

Industrial Bank Co., Ltd. Announcement on Amending the Articles of Association

The Board of Directors of the Company and all directors guarantee there’s no false account, misleading statement or material omissions of the announcement, and will be jointly and severally responsible for the truthfulness, accuracy and integrity of the announcement.

The 3rd Meeting of the 10th Board of Directors of Industrial Bank Co., Ltd. (hereinafter referred to as the Company) reviewed and approved the *Proposal on Amending the Articles of Association*, and agreed to submit the proposal to the Company's 2021 First Extraordinary General Meeting of Shareholders for review, and submitted to the general meeting of shareholders to review and approve the Board of Directors authorizing the management to make further appropriate and necessary amendments to the Articles of Association according to the review opinions or requirements of the regulatory authorities. After being reviewed and approved by the general meeting of shareholders, the Articles of Association still need to be submitted to the China Banking and Insurance Regulatory Commission for approval before taking effect.

Hereby Announced.

Attachment: Comparison and Basis for the Amendments of the Articles of Association of Industrial Bank Co., Ltd.

Board of Directors of Industrial Bank Co., Ltd.

 October 28, 2021

Attachment Comparison and Basis for the Amendments of the Articles of Association of Industrial Bank Co., Ltd.

| **Serial No.** | **Original Article** | **Amended Article (including traces of amendment)** | **Basis** |
| --- | --- | --- | --- |
| 1 | Article 12 "Senior Management Members of the Bank" referred to in the Articles of Association include Governor, Deputy Governor, Financial Officer and other senior professional managers of the Bank; "Senior Managers of the Bank" referred to in the Articles of Association include Senior Management Members of the Bank and Secretary of the Board of Directors, etc.. The Senior Managers of the Bank and other personnel whose qualifications are required to be reviewed by the regulatory authorities shall have the qualifications specified by the regulatory authorities and be reviewed by the regulatory authorities. | Article 12 "Senior Management Members of the Bank" referred to in the Articles of Association include Governor (General Manager, hereinafter referred to as the Governor), Deputy Governor (Deputy General Manager, hereinafter referred to as the Deputy Governor), Financial Officer and other senior professional managers of the Bank; "Senior Managers of the Bank" referred to in the Articles of Association include Senior Management Members of the Bank and Secretary of the Board of Directors, etc.. The Senior Managers of the Bank and other personnel whose qualifications are required to be reviewed by the regulatory authorities shall have the qualifications specified by the regulatory authorities and be reviewed by the regulatory authorities. | Corresponding to the Name of Article 113 of the *Company Law of the People's Republic of China* (Revised in 2018) |
| 2 | Article 16 Approved by the Banking Regulatory Institution of the State Council and approved by the registration authority of the Bank, the business scope of the Bank is:(I) Absorbing public deposits;(II) Offering short-term, medium-term and long-term loans;(III) Arranging settlement of both domestic and overseas accounts;(IV) Handling acceptance and discount of negotiable instruments;(V) Issuing financial bonds;(VI) Issuing, cashing and undertaking the sale of government bonds as agents;(VII) Buying and selling government bonds and financial bonds;(VIII) Issuing securities excluding stocks as agents;(IX) Buying and selling securities excluding stocks by itself or as agents;(X) Asset custody business;(XI) Undertaking inter-bank borrowing or lending;(XII) Buying and selling foreign exchange by itself or as agents;(XIII) Foreign exchange settlement and selling businesses;(XIV) Engaging in bank card business;(XV) Offering L/C services and guarantee;(XVI) Handling receipts and payments and insurance business as agents;(XVII) Providing safe boxes services;(XVIII) Financial advisory, credit investigation, consulting and witness business;(XIX) Other businesses approved by the Banking Regulatory Institution of the State Council. | Article 16 Approved by the People’s Bank of China, the Banking Regulatory Institution of the State Council, the Securities Regulatory Institution of the State Council, the State Administration of Foreign Exchange and other regulatory institutions and their subordinate institutions, and approved by the registration authority of the Bank, the business scope of the Bank is: banking business; foreign exchange settlement and selling businesses; foreign exchange business; financial asset management service; bond market business; insurance and agency business; import and export of gold and its products; public securities investment fund sales; securities investment fund custody; currency brokerage services. (For projects approved in accordance with the law, business activities may only be carried out after the approval of relevant authorities, the specific business projects shall be subject to the approval documents or license documents of relevant authorities)~~(I) Absorbing public deposits;~~~~(II) Offering short-term, medium-term and long-term loans;~~~~(III) Arranging settlement of both domestic and overseas accounts;~~~~(IV) Handling acceptance and discount of negotiable instruments;~~~~(V) Issuing financial bonds;~~~~(VI) Issuing, cashing and undertaking the sale of government bonds as agents;~~~~(VII) Buying and selling government bonds and financial bonds;~~~~(VIII) Issuing securities excluding stocks as agents;~~~~(IX) Buying and selling securities excluding stocks by itself or as agents;~~~~(X) Asset custody business;~~~~(XI) Undertaking inter-bank borrowing or lending;~~~~(XII) Buying and selling foreign exchange by itself or as agents;~~~~(XIII) Foreign exchange settlement and selling businesses;~~~~(XIV) Engaging in bank card business;~~~~(XV) Offering L/C services and guarantee;~~~~(XVI) Handling receipts and payments and insurance business as agents;~~~~(XVII) Providing safe boxes services;~~~~(XVIII) Financial advisory, credit investigation, consulting and witness business;~~~~(XIX) Other businesses approved by the Banking Regulatory Institution of the State Council.~~ | Updated according to the *Catalogue of Standard Description of Business Scope (Trial)* of the State Administration for Market Regulation |
| 3 | Article 24 The Bank and its branches (including its [affiliated enterprise](http://www.youdao.com/w/affiliated%20enterprise/#keyfrom=E2Ctranslation)s) shall not provide any financial support for purchase or proposed purchase of shares of the Bank by means of donation, advance money, guarantee, compensation or loan, etc.. | Article 24 The Bank and its subsidiaries, branches (including its [affiliated enterprise](http://www.youdao.com/w/affiliated%20enterprise/#keyfrom=E2Ctranslation)s) shall not provide any financial support for purchase or proposed purchase of shares of the Bank by means of donation, advance money, guarantee, compensation or loan, etc.. | Article 20 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission |
| 4 | Article 25 Based on operation and development needs, the Bank may adopt the following methods to increase registered capital in line with relevant laws and regulations, subject to resolutions made by the general meeting of shareholders and approved by the relevant state competent authorities:(I) Public offering of ordinary shares;(II) Non-public offering of ordinary shares;(III) Distribute dividend shares to existing ordinary shareholders;(IV) Increase registered capital with reserve fund;(V) Conversion of preferred shares into ordinary shares;(VI) Other methods specified by laws and administrative regulations and approved by the Securities Regulatory Institution of the State Council. | Article 25 Based on operation and development needs, the Bank may adopt the following methods to increase registered capital in line with relevant laws and regulations, subject to resolutions made by the general meeting of shareholders and approved by the relevant state competent authorities:(I) Public offering of ordinary shares;(II) Non-public offering of ordinary shares;(III) Distribute dividend shares to existing ordinary shareholders;(IV) Increase registered capital with reserve fund;(V) Conversion of preferred shares into ordinary shares;(VI) Other methods specified by laws and administrative regulations and approved by the Securities Regulatory Institution of the State Council.The increase of registered capital is caused by the conversion of convertible bond issued by the Bank shall be handled in accordance with the provisions of laws, administrative regulations, departmental rules, prospectus of convertible bond and other relevant documents. | Article 21 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission |
| 5 | Article 27 Under the following conditions, the Bank may acquire shares of the Bank in line with laws, administrative regulations, departmental rules and the Articles of Association, and report to the relevant state competent authorities for approval:(I) Decrease registered capital of the Bank;(II) Merge with other companies holding shares of the Bank;(III) Reward shares to employees of the Bank;(IV) Shareholders require the Bank to acquire their shares as they object to the resolution of merger or division of the Bank made by the general meeting of shareholders;(V) Redemption of preferred shares.In addition to the said conditions, the Bank shall not purchase or sell its shares. | Article 27 Under the following conditions, the Bank may acquire shares of the Bank in line with laws, administrative regulations, departmental rules and the Articles of Association, and report to the relevant state competent authorities for approval:(I) Decrease registered capital of the Bank;(II) Merge with other companies holding shares of the Bank;(III) ~~Reward shares to employees of the Bank;~~ Use shares for employee shareholding plans or equity incentives;(IV) Shareholders require the Bank to acquire their shares as they object to the resolution of merger or division of the Bank made by the general meeting of shareholders;(V) Redemption of preferred shares.(VI) Use shares for conversion of corporate bonds convertible into stocks issued by the Bank;(VII) Necessary for the Bank to safeguard the value of the Company and the rights and interests of shareholders.In addition to the said conditions, the Bank shall not purchase or sell its shares. | Article 142 of the *Company Law of the People's Republic of China* (Revised in 2018)Article 23, 24 and 25 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission |
| 6 | Article 28 The Bank may acquire its shares by one of the following methods:(I) The centralized bidding method of the stock exchange;(II) The method of the offer;(III) The method of redemption of preferred shares;(IV) Other methods approved by the Securities Regulatory Institution of the State Council. | Article 28 The Bank may acquire its shares by one of the following methods:(I) The centralized bidding method of the stock exchange;(II) The method of the offer;(III) The method of redemption of preferred shares;(IV) Other methods approved by the Securities Regulatory Institution of the State Council."If the Bank acquires its shares under the circumstances specified in Items (III), (VI) and (VII) of Article 27 of the Articles of Association, it shall be acquired through a public centralized transaction." |
| 7 | Article 29 If the Bank acquires its shares for reasons specified in Items (I) to (III) of Article 27 of the Articles of Association, it shall be resolved by the general meeting of shareholders. After the Bank acquires its shares based on Article 27, if it falls under Item (I), such shares shall be cancelled within ten days from the date of acquisition; if it falls under Items (II) and (IV), it shall be transferred or cancelled within 6 months.The Bank acquires its shares based on Item (III) of Article 27, such shares shall not exceed 5% of total issued shares of the Bank; funds used to acquire such shares shall be paid from after-tax profit of the Bank; shares acquired shall be transferred to employees within one year. | Article 29 If the Bank acquires its shares for reasons specified in Items (I) ~~to (III)~~ and (II) of Article 27 of the Articles of Association, it shall be resolved by the general meeting of shareholders; If the Bank acquires its shares under the circumstances specified in Items (III), (VI) and (VII) of Article 27 of the Articles of Association, it shall be resolved by a meeting of the Board of Directors attended by more than two thirds of the directors.After the Bank acquires its shares based on Article 27, if it falls under Item (I), such shares shall be cancelled within ten days from the date of acquisition; if it falls under Items (II) and (IV), it shall be transferred or cancelled within 6 months; if it falls under Items (III), (VI) and (VII), the total number of shares of the Bank held by the Bank shall not exceed 10% of the total issued shares of the Bank, and shall be transferred or cancelled within three years.~~The Bank acquires its shares based on Item (III) of Article 27, such shares shall not exceed 5% of total issued shares of the Bank; funds used to acquire such shares shall be paid from after-tax profit of the Bank; shares acquired shall be transferred to employees within one year.~~ |
| 8 | Article 33 Directors, supervisors, senior managers of the Bank, and shareholders holding more than 5% of the shares of the Bank sell the stocks of the Bank within six months from the date of purchase, or purchase the stocks again within six months from the date of sale, and the proceeds shall be owned by the Bank and the proceeds shall be recovered by the Board of Directors of the Bank. However, if a securities company holds more than 5% of the shares due to underwriting purchase of the remaining stocks after the sale, the sale of the stocks shall not be limited to six months.If the Board of Directors of the Bank fails to execute the provisions of the preceding paragraph, shareholders shall have the right to request the Board of Directors to execute within 30 days. If the Board of Directors of the Bank fails to execute within the above-mentioned period, the shareholders shall have the right to directly file a lawsuit with the people's court in their own name for the interests of the Bank.If the Board of Directors of the Bank fails to execute the provisions of paragraph I, the directors responsible shall bear joint and several liabilities according to law. | Article 33 Directors, supervisors, senior managers of the Bank, and shareholders holding more than 5% of the shares of the Bank sell the stocks of the Bank or other securities with equity nature within six months from the date of purchase, or purchase the shares again within six months from the date of sale, and the proceeds shall be owned by the Bank and the proceeds shall be recovered by the Board of Directors of the Bank. However, except for ~~if~~a securities company holds more than 5% of the shares due to underwriting purchase of the remaining stocks after the sale~~,the sale of the shares shall not be limited to six months~~ and other circumstances specified by the Securities Regulatory Institution of the State Council.The stocks held by directors, supervisors, senior managers, and natural person shareholders or other securities with equity nature mentioned in the preceding paragraph, include stocks or other securities with equity nature held by their spouses, parents, children and other people's accounts.If the Board of Directors of the Bank fails to execute the provisions of the preceding paragraph, shareholders shall have the right to request the Board of Directors to execute within 30 days. If the Board of Directors of the Bank fails to execute within the above-mentioned period, the shareholders shall have the right to directly file a lawsuit with the people's court in their own name for the interests of the Bank.If the Board of Directors of the Bank fails to execute the provisions of paragraph I, the directors responsible shall bear joint and several liabilities according to law. | Article 44 of the *Securities Law of the People's Republic of China* (Revised in 2019) |
| 9 | Article 44 The Party Committee shall perform the following duties in accordance with the *Constitution of the Communist Party of China* and other Party regulations:……(III) Study and discuss the Bank's reform, development and stability, major operational management affairs, and major issues related to vital interests of employees, and provide opinions or suggestions. Support the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and Senior Management to perform their duties in accordance with the law; support the work of the workers congress.…… | Article 44 The Party Committee shall perform the following duties in accordance with the *Constitution of the Communist Party of China* and other Party regulations:……(VI) Other relevant important matters within the scope of duties of the Party Committee.The Bank shall continue to improve the democratic management system based on the workers congress under the leadership of the Party Committee, shall listen to the employee opinions concerning major decision-making, and major matters concerning the vital interests of employees shall be reviewed by the workers congress to ensure that employee representatives participate in corporate governance in an orderly manner according to law.…… | Article 13 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 10 | Article 48 Shareholders of the Bank enjoy the following rights:……(VII) Shareholders require the Bank to acquire shares as they object to the resolution of merger or division of the Bank made by the general meeting of shareholders;(VIII) Other rights specified by laws, administrative regulations, departmental rules and the Articles of Association. | Article 48 Shareholders of the Bank enjoy the following rights:……(VII) Shareholders require the Bank to acquire their shares as they object to the resolution of merger or division of the Bank made by the general meeting of shareholders;(VIII) Safeguard their legitimate rights and interests through civil litigation or other legal means based on laws and regulations, and report the relevant situation to the regulatory institution;~~(VIII)~~(IX) Other rights specified by laws, administrative regulations, departmental rules and the Articles of Association. | Article 17 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 11 | Article 53 Shareholders of the Bank shall assume the following obligations:(I) Comply with laws, administrative regulations and the Articles of Association, fulfill the obligation of good faith to the Bank according to law, and the major shareholders shall truthfully, accurately and completely disclose the situation of related parties to the Board of Directors, and promise to timely report to the Board of Directors when the related relationship changes;(II) Pay for shares based on subscribed shares and capital investment method;(III) Unless specified by laws, administrative regulations and rules, shareholders shall not withdraw shares;(IV) Shareholders of the Bank shall not seek improper interests, shall not interfere with the decision-making rights and management rights enjoyed by the Board of Directors and Senior Management in accordance with the Articles of Association, shall not directly interfere with the operation and management of commercial banks beyond the Board of Directors and Senior Management; shall not abuse shareholder rights to damage the interests of the Bank or other shareholders; shall not abuse the independent status of the Bank as a legal entity and limited liabilities of shareholders to harm interests of creditors of the Bank;If shareholders of the Bank abuse shareholder rights to cause losses to the Bank or other shareholder, the shareholders shall be liable for compensation according to law.If shareholders of the Bank abuse the status of the Bank as a legal entity and limited liabilities of shareholders to evade debts and seriously harm interests of creditors of the Bank, the shareholders shall bear joint and several liabilities for the debts of the Bank.(V) Shareholders of the Bank who shall be approved but not be approved by regulatory authorities or have not been reported to the regulatory authorities shall not exercise the right of request, voting, nomination, proposal, and disposition at the general meeting of shareholders;(VI) For shareholders who have false statements, rights abuse or other behaviors that harm the interests of the Bank, the China Banking and Insurance Regulatory Commission or its dispatched institutions may restrict or prohibit the Bank from conducting related transactions with them, restricting their share limits of the Bank and equity pledge ratio, as well as their rights of request, voting, nomination, proposal, and disposition at the general meeting;(VII) Other obligations specified by laws, administrative regulations and the Articles of Association of the Bank.Major shareholders referred to in the Articles of Association mean the shareholders who may directly, indirectly, jointly hold or control more than 5% of the shares or voting rights of the Bank and have a significant influence on the decision-making of the Bank. | Article 53 Shareholders of the Bank shall assume the following obligations:(I) Purchase shares with their own funds from legitimate sources, and shall not purchase shares with non-own funds such as entrusted funds or debt funds, unless otherwise provided by laws, regulations or regulatory systems;~~(I)~~(II) Comply with laws, administrative regulations and the Articles of Association, fulfill the obligation of good faith to the Bank according to law, ~~and the major shareholders shall truthfully, accurately and completely disclose the situation of related parties to the Board of Directors, and promise to timely report to the Board of Directors when the related relationship changes~~ and truthfully inform the Bank of financial information, equity structure, source of share capital, controlling shareholders, actual controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions and other information;~~(II)~~(III) Pay for shares based on subscribed shares and capital investment method; the shareholding ratio and the number of shareholding institutions shall comply with the regulatory requirements, and shall not entrust or accept the entrustment of others to hold shares of the Bank;~~(III)~~(IV) Unless specified by laws, administrative regulations and rules, shareholders shall not withdraw shares; (V) If there are changes in the controlling shareholders, actual controllers, related parties, persons acting in concert, and ultimate beneficiaries of shareholders, the relevant shareholders shall promptly inform the Bank of the changes in writing based on laws, regulations and regulatory provisions;(VI) In the event of merger or division, ordered to suspend business for rectification, designated custody, takeover, cancellation and other measures, or going into dissolution, liquidation, bankruptcy procedures, or their legal representative, company name, business location, business scope and other major matters have changed, the shareholders shall promptly inform the Bank of relevant information in writing based on laws, regulations and regulatory provisions;(VII) If the shares of the Bank held by shareholders are involved in litigation, arbitration, legal enforcement measures taken by judicial authorities, etc., pledged or released, the shareholders shall promptly inform the Bank of relevant information in writing based on laws, regulations and regulatory provisions;(VIII) If a shareholder transfers or pledges his/her shares of the Bank, or conducts related transactions with the Bank, the shareholder shall abide by laws, regulations and regulatory provisions, and shall not harm the interests of other shareholders and the Bank;~~(IV)~~(IX) Shareholders of the Bank shall not seek improper interests, the shareholders and their controlling shareholders and actual controllers shall not interfere with the decision-making rights and management rights enjoyed by the Board of Directors and Senior Management in accordance with the Articles of Association, shall not directly interfere with the operation and management of commercial banks beyond the Board of Directors and Senior Management; shall not abuse shareholder rights or use related relationships to damage the interests of the Bank or other shareholders and stakeholders; shall not abuse the independent status of the Bank as a legal entity and limited liabilities of shareholders to harm interests of creditors of the Bank;If shareholders of the Bank abuse shareholder rights to cause losses to the Bank or other shareholder, the shareholders shall be liable for compensation according to law.If shareholders of the Bank abuse the independent status of the Bank as a legal entity and limited liabilities of shareholders to evade debts and seriously harm interests of creditors of the Bank, the shareholders shall bear joint and several liabilities for the debts of the Bank.~~(V)~~(X) Shareholders of the Bank who shall be approved but not be approved by regulatory authorities or have not been reported to the regulatory authorities shall not exercise the right of request, voting, nomination, proposal, and disposition at the general meeting of shareholders;~~(VI)~~(XI) For shareholders who have false statements, rights abuse or other behaviors that harm the interests of the Bank, ~~the China Banking and Insurance Regulatory Commission~~ the Banking Regulatory Institution of the State Council or its dispatched institutions may restrict or prohibit the Bank from conducting related transactions with them, restricting their share limits of the Bank and equity pledge ratio, as well as their rights of request, voting, nomination, proposal, and disposition at the general meeting of shareholders;(XII) In the event of risk events or major violations of the Bank, the shareholders shall cooperate with the regulatory institution in conducting investigations and risk disposal;~~(VII)~~(XIII) Other obligations specified by laws, administrative regulations and the Articles of Association of the Bank.Major shareholders of the Bank shall make and fulfill commitments in accordance with relevant laws, regulations and supervisory regulations, the contents of the commitments shall be accurate, standardized and enforceable, and the responsibilities and obligations of major shareholders shall be effectively implemented. The Bank may take corresponding restrictive measures on the rights of major shareholders who violate the commitment according to the relevant supervisory regulations on equity management of commercial banks and the Articles of Association.Major shareholders referred to in the Articles of Association mean the shareholders who may directly, indirectly, jointly hold or control more than 5% of the shares or voting rights of the Bank, or hold less than 5% of the shares of the Bank but have a significant influence on the ~~decision-making~~ operation and management of the Bank.The "significant influence" in the preceding paragraph includes but is not limited to dispatching directors, supervisors or senior managers to the Bank, influencing the financial and business management decisions of the Bank through agreements or other means, and other circumstances determined by the China Banking and Insurance Regulatory Commission or its dispatched institutions. | Article 16 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory CommissionArticle 37 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory CommissionArticle 9 of the *Temporary Measures on Equity Management of Commercial Banks* of the former China Banking Regulatory CommissionAccording to the *Notice on Further Strengthening the Management of Shareholder Commitment of Banking and Insurance Institutions* (Yin Bao Jian Ban Fa [2021] No. 100) issued by the General Office of the China Banking and Insurance Regulatory Commission |
| 12 | Article 56 The loan conditions of the Bank to shareholders and their related parties shall not be superior to those of other borrowers. The ratio of the borrowing balance of one shareholder in the Bank to the net capital of the Bank shall not exceed the provisions of the relevant state regulatory authorities. When calculating the ratio, the borrowings of the shareholder's related parties shall be calculated in combination with the borrowings of the shareholder in the Bank.When the shareholder's credit is overdue, the voting rights of such shareholder at the general meeting of shareholders and the dispatched director at the Board of Directors shall be suspended. | Article 56 The ~~loan~~ conditions for related transactions between ~~of~~ the Bank and ~~to~~ shareholders and their related parties shall not be superior to those ~~of other borrowers~~ for similar transactions with non-related parties. The ratio of the ~~borrowing~~ credit balance of one shareholder in the Bank to the net capital of the Bank shall not exceed the provisions of the relevant state regulatory authorities. When calculating the ratio, the ~~borrowings~~ credit amount of the shareholder's related parties shall be calculated in combination with the ~~borrowings~~ credit amount of the shareholder in the Bank.When the shareholder's credit is overdue, the voting rights of such shareholder at the general meeting of shareholders and the dispatched director at the Board of Directors shall be suspended. | Article 4 of the *Administrative Measures on Related Transactions between Commercial Banks and Internal Personnel and Shareholders*Article 33 of the *Temporary Measures on Equity Management of Commercial Banks* |
| 13 | Article 61 The general meeting of shareholders is the Bank’s organ of power and may exercise the following rights based on laws:……(IV) Review and approve the report of the Board of Supervisors;(V) Review and approve annual financial budget and final settlement plans of the Bank;(VI) Review and approve profit distribution and loss recovery plans of the Bank;(VII) Review changes in the use of raised funds;(VIII) Review and approve transactions between the Bank and related parties that accounted for more than 5% of audited net assets of the Bank for latest period, or related transactions which shall be reviewed and approved by the general meeting of shareholders specified by laws, administrative regulations, rules and securities regulatory institution;(IX) Make a resolution on the increase or decrease of the registered capital of the Bank;(X) Make a resolution on the bond issuance of the Bank;(XI) Make resolutions on the merger, division, change of corporate form, dissolution and liquidation of the Bank;(XII) Amend the Articles of Association;(XIII) Make resolutions on the employment and dismissal of accounting firms by the Bank;(XIV) Review and approve the guarantee matters stipulated in Article 57 of the Articles of Association;(XV) Review matters in which the Bank purchased or sold major assets or the guarantee amount exceeds 30% of total audited assets of the Bank for latest period within one year;(XVI) Review the equity incentive plan;(XVII) Review other matters which shall be decided by the general meeting of shareholders specified by laws, administrative regulations, rules and the Articles of Association of the Bank. | Article 61 The general meeting of shareholders is the Bank’s organ of power and may exercise the following rights based on laws:……(IV) Review and approve the report of the Board of Supervisors;(V) Review and approve the rules of procedure for the general meeting of shareholders, the Board of Directors and the Board of Supervisors;~~(V)~~(VI) Review and approve annual financial budget and final settlement plans of the Bank;~~(VI)~~(VII) Review and approve profit distribution and loss recovery plans of the Bank;~~(VII)~~(VIII) Review changes in the use of raised funds;~~(VIII)~~(IX) Review and approve transactions between the Bank and related parties that accounted for more than 5% of audited net assets of the Bank for latest period, or related transactions which shall be reviewed and approved by the general meeting of shareholders specified by laws, administrative regulations, rules and securities regulatory institution;~~(IX)~~(X) Make a resolution on the increase or decrease of the registered capital of the Bank;(XI) Make a resolution on the listing of the Bank;~~(X)~~(XII) Make a resolution on the bond issuance of the Bank;~~(XI)~~(XIII) Make resolutions on the merger, division, change of corporate form, dissolution and liquidation of the Bank;~~(XII)~~(XIV) Amend the Articles of Association;~~(XIII)~~(XV) Make resolutions on the employment and dismissal of accounting firms by the Bank;~~(XIV)~~(XVI) Review and approve the guarantee matters stipulated in Article 57 of the Articles of Association;~~(XV)~~(XVII) Review matters in which the Bank purchased or sold major assets or the guarantee amount exceeds 30% of total audited assets of the Bank for latest period within one year;~~(XVI)~~(XVIII) Review the equity incentive plan;(XIX) Make a resolution on the acquisition of shares of the Bank in accordance with the law;~~(XVII)~~(XX) Review other matters which shall be decided by the general meeting of shareholders specified by laws, administrative regulations, rules and the Articles of Association of the Bank. | Article 18 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 14 | Article 63 In case of one of the following conditions, the Bank shall convene an extraordinary general meeting of shareholders within two months from the date of occurrence of such conditions:……(III) Shareholders who independently or jointly hold more than 10% of the total voting shares of the Bank make a written request;(IV) The Board of Directors thinks it is necessary;(V) The Board of Supervisors proposes to convene;(VI) Other conditions specified by laws, administrative regulations, rules and the Articles of Association of the Bank.The number of shares held in the above Item (3) shall be calculated based on the number of shares held on the date of the shareholder's written request.If the Bank is unable to convene the general meeting of shareholders within the above period, the Bank shall report to the local dispatched institution of the China Securities Regulatory Commission and the stock exchange where the Bank’s stocks are listed, explain the reason and make an announcement. | Article 63 In case of one of the following conditions, the Bank shall convene an extraordinary general meeting of shareholders within two months from the date of occurrence of such conditions:……(III) Shareholders who independently or jointly hold more than 10% of the total voting shares of the Bank make a written request;(IV) The Board of Directors thinks it is necessary;(V) The Board of Supervisors proposes to convene;(VI) More than half and not less than two independent directors propose to convene;~~(VI)~~(VII) Other conditions specified by laws, administrative regulations, rules and the Articles of Association of the Bank.The number of shares held in the above Item (3) shall be calculated based on the number of shares held on the date of the shareholder's written request.If the Bank is unable to convene the general meeting of shareholders within the above period, the Bank shall report in writing to the Banking Regulatory Institution of the State Council and the local dispatched institution of the China Securities Regulatory Commission and the stock exchange where the Bank’s stocks are listed, explain the reason and make an announcement. | Article 20 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 15 | Article 94 The convener shall guarantee that the minutes are true, accurate and complete. Attending directors, supervisors, secretary of the Board of Directors, convener or his/her representative and moderator shall sign the minutes. The minutes shall be kept together with the signature book of attending shareholders and letters of authorization of proxies, and valid materials on voting through the Internet and other methods for a period of not less than 10 years. | Article 94 The convener shall guarantee that the minutes are true, accurate and complete. Attending directors, supervisors, secretary of the Board of Directors, convener or his/her representative and moderator shall sign the minutes. The minutes shall be kept together with the signature book of attending shareholders and letters of authorization of proxies, and valid materials on voting through the Internet and other methods. The retention period of the minutes shall be permanent, and the retention period of other materials shall not be less than 10 years. | Article 24 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 16 | Article 98 The following matters shall be passed by special resolution of the general meeting of shareholders:(I) The Bank increases or decreases its registered capital;(II) The Bank issues bonds;(III) Division, merger, change of corporate form, dissolution and liquidation of the Bank;(IV) Amendment to the Articles of Association;(V) The Bank purchased or sold major assets or the guarantee amount exceeds 30% of total audited assets of the Bank for latest period within one year;(VI) Equity incentive plan;(VII) Other matters required to be passed by special resolution as specified by laws, administrative regulations or the Articles of Association and determined by ordinary resolution of the general meeting of shareholders to have a significant influence on the Bank. | Article 98 The following matters shall be passed by special resolution of the general meeting of shareholders:(I) The Bank increases or decreases its registered capital;(II) The Bank issues bonds or listed;(III) Division, merger, change of corporate form, dissolution and liquidation of the Bank;(IV) Amendment to the Articles of Association;(V) The Bank purchased or sold major assets or the guarantee amount exceeds 30% of total audited assets of the Bank for latest period within one year;(VI) Equity incentive plan;(VII) Removal of independent directors;~~(VII)~~(VIII) Other matters required to be passed by special resolution as specified by laws, administrative regulations or the Articles of Association and determined by ordinary resolution of the general meeting of shareholders to have a significant influence on the Bank. | Article 22 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 17 | Article 99 ……The Board of Directors, independent directors and shareholders who meet the relevant conditions may publicly solicit shareholder voting rights. The solicitation of shareholder voting rights shall fully disclose the specific voting intention and other information to the solicited person. It is prohibited to solicit shareholder voting rights by way of compensation or disguised compensation. The Bank shall not propose restrictions on the minimum shareholding ratio for the solicitation of voting rights. | Article 99 ……The Board of Directors, independent directors, ~~and~~ shareholders holding more than 1% of voting shares, or investor protection institutions established based on laws, administrative regulations or the Securities Regulatory Institution of the State Council ~~who meet the relevant conditions~~ may publicly solicit shareholder voting rights as solicitors. The solicitor may, by himself/herself or by entrusting the securities company or securities service institution to publicly request the shareholders of the listed company to attend the general meeting of shareholders on his/her behalf, and to exercise shareholder rights such as proposal rights and voting rights on his/her behalf. The solicitation of shareholder voting rights shall fully disclose the specific voting intention and other information to the solicited person. It is prohibited to solicit shareholder voting rights by way of compensation or disguised compensation. The Bank shall not propose restrictions on the minimum shareholding ratio for the solicitation of voting rights. | Article 90 of the *Securities Law of the People's Republic of China* *(Revised in 2019)*Article 78 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission |
| 18 | Article 101 On the premise of ensuring the legality and effectiveness of the general meeting of shareholder, the Bank shall provide convenience for shareholders to attend the general meeting of shareholder by various means and channels, including providing online voting platform and other modern information technology means.If the Bank convenes the general meeting of shareholders regarding the issuance of preferred shares, the Bank shall provide online voting and convenience for shareholders to attend the general meeting of shareholder by other means approved by the China Securities Regulatory Commission. | Article 101 On the premise of ensuring the legality and effectiveness of the general meeting of shareholder, the Bank shall provide convenience for shareholders to attend the general meeting of shareholder by various means and channels, including giving priority to providing online voting platform and other modern information technology means.If the Bank convenes the general meeting of shareholders regarding the issuance of preferred shares, the Bank shall provide online voting and convenience for shareholders to attend the general meeting of shareholder by other means approved by the China Securities Regulatory Commission. | Article 80 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission |
| 19 | Article 103 The nomination methods and procedures for directors and supervisors are as follows:(I) Director candidates appointed by shareholder representatives, director candidates appointed by senior management members and supervisor candidates appointed by shareholder representatives, within the scope of the number of persons stipulated in the Articles of Association and according to the number of persons to be elected, the previous Board of Directors and the Board of Supervisors may respectively propose a list of directors and supervisors; shareholders who hold or jointly hold more than 3% of total voting shares issued by the Bank may propose director candidates to the Board of Directors, but the number of persons nominated shall comply with the provisions of the Articles of Association and shall not exceed the number of persons to be elected.One shareholder and their related parties shall not nominate candidates of directors and supervisors to general meeting of shareholders at the same time; the directors (supervisors) nominated by one shareholder and their related parties shall have taken the position of directors (supervisor), such shareholder shall not nominate other supervisors (directors) candidates before the expiration or replacement of their term of office; in principle, the directors nominated by one shareholder and their related parties shall not exceed one third of the total number of the members of the Board of Directors.……(V) The supervisors appointed by the employee representatives shall be elected by the workers congress of the Bank.…… | Article 103 The nomination methods and procedures for directors and supervisors are as follows:(I) Director candidates appointed by shareholder representatives, director candidates appointed by senior management members and supervisor candidates appointed by shareholder representatives, within the scope of the number of persons stipulated in the Articles of Association and according to the number of persons to be elected, the previous Board of Directors and the Board of Supervisors may respectively propose a list of directors and supervisors; shareholders who hold or jointly hold more than 3% of total voting shares issued by the Bank and the nomination committee of the Board of Directors may propose director candidates to the Board of Directors, shareholders who hold or jointly hold more than 3% of total voting shares issued by the Bank and the Board of Supervisors may propose shareholders candidates appointed by non-employee representatives, but the number of persons nominated shall comply with the provisions of the Articles of Association and shall not exceed the number of persons to be elected.One shareholder and their related parties shall not nominate candidates of directors and supervisors to general meeting of shareholders at the same time; the directors (supervisors) nominated by one shareholder and their related parties shall have taken the position of directors (supervisor), such shareholder shall not nominate other supervisors (directors) candidates before the expiration or replacement of their term of office; in principle, the directors nominated by one shareholder and their related parties shall not exceed one third of the total number of the members of the Board of Directors.The nomination committee of the Board of Directors shall avoid being influenced by shareholders and exercise the nomination right of directors independently and prudently.……(V) The supervisors appointed by the employee representatives shall be nominated by the Board of Supervisors or labor union and elected by the workers congress of the Bank.…… | Article 27 and 61 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 20 | Article 111 Attending shareholders shall give one of the following opinions for proposals submitted for voting: Assent, Dissent or Abstain.Unfilled, incorrectly filled, illegible voting votes or uncast voting vote shall be deemed that relevant voters give up voting, and the voting results based on their shares shall be recorded as “Abstain”. | Article 111 Attending shareholders shall give one of the following opinions for proposals submitted for voting: Assent, Dissent or Abstain. Except for securities registration and clearing institution as the nominal holder of stocks under the trading interconnection mechanism of the mainland and Hong Kong stock markets, the declaration shall be made according to the intention of the actual holder.Unfilled, incorrectly filled, illegible voting votes or uncast voting vote shall be deemed that relevant voters give up voting, and the voting results based on their shares shall be recorded as “Abstain”. | Article 89 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission |
| 21 | Article 116 Directors of the Bank are natural persons and are not required to hold shares of the Bank. The Board of Directors of the Bank is composed of executive directors and non-executive directors (including independent directors).Executive directors refer to directors who hold other senior management positions other than directors in the Bank. Non-executive directors refer to directors who do not hold operating and management positions in the Bank. Independent directors refer to directors who do not hold positions other than directors in the Bank and do not have any relationship with the Bank and the major shareholders of the Bank that may affect their independent and objective judgment. | Article 116 Directors of the Bank are natural persons and are not required to hold shares of the Bank. The Board of Directors of the Bank is composed of executive directors and non-executive directors (including independent directors).Executive directors refer to directors who hold other senior management positions other than directors in the Bank. Executive directors shall give full play to their own characteristics and advantages, maintain the core position of the Board of Directors in strategic decision-making, support and cooperate with the supervision of the Board of Supervisors, ensure that matters within the scope of the duties of the Board of Directors are submitted to the Board of Directors for review in time, implement the system of senior management reporting to the Board of Directors, support other members of the Board of Directors to fully understand the operation management and risk information of the Bank, and promote the effective implementation and timely feedback of the resolutions of the Board of Directors.Non-executive directors refer to directors who do not hold operating and management positions in the Bank. Independent directors refer to directors who do not hold positions other than directors in the Bank and do not have any relationship with the Bank and the major shareholders of the Bank that may affect their independent and objective judgment. | Article 21 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (Trial)* of the China Banking and Insurance Regulatory Commission |
| 22 | Article 119 ……If reelection is not carried out in time when term of a director expires, original director shall still perform director duties based on laws, administrative regulations and the Articles of Association of the Bank before reelected director takes office.Directors may be held concurrently by senior managers; but the total number of directors holding concurrent positions of senior managers shall not exceed one third of the total number of directors of the Bank, and the number of directors held by senior management members shall not be less than one fourth of the total number of directors of the Board of Directors.The Board of Directors of the Bank shall not have directors held by employee representatives. | Article 119 ……~~If reelection is not carried out in time when term of a director expires, original director shall still perform director duties based on laws, administrative regulations and the Articles of Association of the Bank before reelected director takes office.~~Directors may be held concurrently by senior managers; but the total number of directors holding concurrent positions of senior managers shall not exceed one third of the total number of directors of the Bank, and the number of directors held by senior management members shall not be less than one fourth of the total number of directors of the Board of Directors.The Board of Directors of the Bank shall not have directors held by employee representatives. | Duplicate the Content of Article 128 of the Articles of Association. |
| 23 | Article 121 Directors are entitled to understand the business operation and financial status of the Bank based on laws, and supervise the performance of other directors and senior management members. | Article 121 ~~Directors are entitled to understand the business operation and financial status of the Bank based on laws, and supervise the performance of other directors and senior management members.~~ Directors shall perform the following duties or obligations:(I) Have the right to require senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or to make explanations on relevant issues;(II) Attend the meetings of the Board of Directors on time, fully review the matters reviewed by the Board of Directors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;(III) Assume responsibility for the resolutions of the Board of Directors;(IV) Supervise the implementation of the resolutions of the general meeting of shareholders and the Board of Directors by the senior management;(V) Actively participate in the training provided by the Bank and regulatory institution, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions, and continue to have the professional knowledge and capabilities required to perform their duties;(VI) Implement high standards of professional ethics and consider the legitimate rights and interests of stakeholders;(VII) Perform duties conscientiously and prudently, and ensure sufficient time and energy to perform duties. | Article 31 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 24 | Article 123 Directors shall abide by laws, administrative regulations and the Articles of Association, and assume the following diligence obligations to the Bank:……(II) Treat all shareholders fairly;(III) Understand business operation of the Bank in time;…… | Article 123 Directors shall abide by laws, administrative regulations and the Articles of Association, and assume the following diligence obligations to the Bank:……(II) When performing their duties, directors shall be responsible for the Bank and all shareholders and treat all shareholders fairly;(III) Understand business operation of the Bank in time;…… |
| 25 | Article 127 Directors shall devote sufficient time to perform their duties, and non-executive directors (including independent directors) shall work at the Bank for no less than 15 working days each year. Directors shall attend at least more than two thirds of the meetings of the Board of Directors in person every year. …… | Article 127 Directors shall devote sufficient time to perform their dutie~~s, and non-executive directors (including independent directors) shall work at the Bank for no less than 15 working days each year~~. Directors shall attend at least more than two thirds of the on-site meetings of the Board of Directors in person every year. …… | Article 14 and 32 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (Trial)* of the China Banking and Insurance Regulatory Commission |
| 26 | Article 128 ……If reelection is not carried out in time when the term of office of a director expires, or the number of directors of the Bank is lower than the statutory minimum number due to the resignation of the director during the term of office, the original director shall still perform director duties based on laws, administrative regulations, departmental rules and the Articles of Association before the reelected director takes office.During the term of office of the Board of Directors, if a shareholder who has appointed a director transfers all the shares held by him/her, the Bank shall require the director appointed by such shareholder to resign as a director.Except as set out in paragraph 2 above, the resignation of a director shall take effect when the resignation report is delivered to the Board of Directors. | Article 128 ……~~If reelection is not carried out in time~~ When the term of office of a director expires, or the number of directors of the Bank is lower than the statutory minimum number or two thirds of the number specified in the Articles of Association due to the resignation of the director during the term of office, the Bank shall promptly initiate the director election procedure and convene a general meeting of shareholders to elect directors. The original director shall still perform director duties based on laws, administrative regulations, departmental rules and the Articles of Association before the reelected director takes office. Directors shall not resign without the approval of the regulatory institution when the Bank is dealing with major risks.During the term of office of the Board of Directors, if a shareholder who has appointed a director transfers all the shares held by him/her, the Bank shall require the director appointed by such shareholder to resign as a director.Except as set out in paragraph 2 above, the resignation of a director shall take effect when the resignation report is delivered to the Board of Directors.If the number of directors is lower than the statutory minimum number of the company or the minimum number required for voting by the Board of Directors due to the removal of a director by the general meeting of shareholders, death, independent director loses independence and resign, or other inability to perform director duties, the authorities of the Board of Directors shall be exercised by the general meeting of shareholders until the number of directors meets the requirements. | Article 29 and 30 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory CommissionArticle 96 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission |
| 27 | Article 134 Independent directors shall have the obligation of integrity and diligence to the Bank and all shareholders. Independent directors shall perform their duties independently and safeguard the overall interests of the Bank in accordance with relevant laws, administrative regulations, rules and the requirements of the Articles of Association of the Bank, and especially the legitimate rights and interests of depositors and minority shareholders.Independent directors shall not hold positions in more than two commercial banks at the same time. | Article 134 Independent directors shall have the obligation of integrity and diligence to the Bank and all shareholders. Independent directors shall perform their duties independently and safeguard the overall interests of the Bank in accordance with relevant laws, administrative regulations, rules and the requirements of the Articles of Association of the Bank, and especially ~~the legitimate rights and interests of depositors and minority shareholder~~s the legitimate rights and interests of minority shareholders and financial consumers, free from the influence of shareholders, actual controllers, senior management or other entities or individuals that having significant interests with the Bank.Independent directors may serve as independent directors in at most five domestic and foreign companies at the same time, and serve as independent directors in banking and insurance institution, the relevant institution shall have no related relationships and no conflict of interest; independent directors shall not ~~hold positions~~ serve as independent directors in more than two commercial banks at the same time. | Article 37 and 41 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 28 | Article 135 Independent directors shall work at the Bank for no less than 15 working days each year. Directors who serve as chairmen of the Risk Management and Consumer Rights and Interests Protection Committee and the Audit and Related Transactions Control Committee shall work at the Bank for no less than 25 working days each year. Independent directors may entrust other independent directors to attend the meetings of the Board of Directors, but at least two thirds of the total number of the meetings of the Board of Directors shall be attended in person every year. | Article 135 Independent directors shall work at the Bank for no less than 15 working days each year. Directors who serve as chairmen of the Risk Management and Consumer Rights and Interests Protection Committee and the Audit and Related Transactions Control Committee shall work at the Bank for no less than 20~~25~~ working days each year. Independent directors may entrust other independent directors to attend the meetings of the Board of Directors, but at least two thirds of the total number of the meetings of the Board of Directors shall be attended in person every year. Independent directors shall not entrust non-independent directors to attend the meetings of the Board of Directors on their behalf. | Article 14 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (Trial)* of the China Banking and Insurance Regulatory CommissionArticle 32 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 29 | Article 136 The nomination, election and replacement of independent directors shall be conducted based on laws and the Articles of Association of the Bank, and shall comply with the following provisions:(I) The Board of Directors, the Board of Supervisors, and shareholders who independently or jointly holding more than 1% of the issued shares of the Bank may nominate independent director candidates and shall be elected by the general meeting of shareholders. One shareholder may only nominate one independent director candidate and shall not nominate both independent director and external supervisor, shareholder who has nominated a director may not nominate an independent director;……(IV) The term of office of independent directors shall be the same as that of other director of the Bank. The number of times of independent directors elected by the Bank shall not exceed the requirements of the relevant regulatory authorities, if the number of times is exceeded, the independent directors may continue to be elected as directors but not as independent directors. | Article 136 The nomination, election and replacement of independent directors shall be conducted based on laws and the Articles of Association of the Bank, and shall comply with the following provisions:(I) The nomination committee of the Board of Directors, the Board of Supervisors, and shareholders who independently or jointly holding more than 1% of the issued shares of the Bank may nominate independent director candidates and shall be elected by the general meeting of shareholders. One shareholder may only nominate one independent director candidate and shall not nominate both independent director and external supervisor, shareholder who has nominated a director may not nominate an independent director;……(IV) The term of office of independent directors shall be the same as that of other director of the Bank. The ~~number of times~~ accumulated term of office of independent directors ~~elected by the Bank~~ shall not exceed ~~the requirements of the relevant regulatory institution~~ six years, if the ~~number of times~~ accumulated term of office is exceeded, the independent directors may continue to be elected as directors but not as independent directors. | Article 35 and 36 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 30 | Article 137 In case of one of the following conditions of independent director, the Board of Directors or the Board of Supervisors shall request general meeting of shareholders to dismiss such independent director:(I) Fail to satisfy qualification conditions for independent director and voluntarily propose a resignation due to position change;(II) Fail to attend meetings of the Board of Directors in person for three consecutive times or less than two thirds of the total number of meetings of the Board of Directors in one year;(III) Other conditions specified by laws, administrative regulations, rules or the Articles of Association of the Bank, the independent director shall not or be unsuitable to continue to serve as an independent director.…… | Article 137 In case of one of the following conditions of independent director, the Board of Directors or the Board of Supervisors shall request general meeting of shareholders to dismiss such independent director:(I) Fail to satisfy qualification conditions for independent director and voluntarily propose a resignation due to position change;(II) Fail to attend meetings of the Board of Directors in person for three consecutive times or less than two thirds of the total number of meetings of the Board of Directors in one year;(III) Other conditions specified by laws, administrative regulations, rules or the Articles of Association of the Bank, the independent director shall not or be unsuitable to continue to serve as an independent director.If an independent director fails to attend the meetings of Board of Directors in person for three consecutive times, the independent director shall be deemed to have failed to perform his/her duties, and the Bank shall convene a general meeting of shareholders to remove his/her position and elect a new independent director within three months.…… | Article 42 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 31 | Article 143 Independent director shall express independent opinions to the Board of Directors or the General Meeting of Shareholders on the following major matters.……(VIII) Appointment of external auditors;(IX) Matters that independent director believe may cause significant losses to the Bank or damage the rights and interests of depositors and minority shareholders;(X) Other matters specified by the Articles of Association of the Bank. | Article 143 Independent director shall express independent opinions to the Board of Directors or the General Meeting of Shareholders on the following major matters.……(VIII) Appointment or dismissal of external auditors;(IX) ~~Matters that independent director believe may cause significant losses to the Bank or damage the rights and interests of depositors and minority shareholders~~ Other matters that may have a significant influence on the legitimate rights and interests of the Bank, minority shareholders and financial consumers;(X) Other matters specified by laws, regulations, regulatory provisions or the Articles of Association of the Bank.All independent directors may elect an independent director who shall be responsible for convening special meetings attended by independent directors to study issues related to the performance of duties. | Article 39 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory CommissionArticle 43 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 32 | Article 144 During the duty performance, if an independent director finds out that the Board of Directors, directors, Senior Management Members and institutions and personnel of the Bank violate laws, administrative regulations, rules and the Articles of Association of the Bank, the independent director shall promptly require relevant parties to make a correction and report to relevant regulatory authorities. | Article 144 During the duty performance, if an independent director finds out that the Board of Directors, directors, Senior Management Members and institutions and personnel of the Bank violate laws, administrative regulations, rules and the Articles of Association of the Bank, the independent director shall promptly require relevant parties to make a correction and report to relevant regulatory authorities.Independent directors shall promptly report the relevant situation to the regulatory institution when the Bank has a major defect or failure of corporate governance mechanism. In addition to reporting the relevant situation to the regulatory institution, independent directors shall keep the secrets of the Bank. | Article 41 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 33 | Article 151 The Board of Directors is composed of 15 directors, with one chairman, and one vice chairman based on needs. The structure of the members of the Board of Directors shall comply with laws, administrative regulations, rules and the provisions of the relevant regulatory authorities. | Article 151 The Board of Directors is composed of 10 to 15 directors, of which the number of independent directors shall not be less than one third of the total number of members of the Board of Directors in principle, with one chairman, and one vice chairman based on needs. The structure of the members of the Board of Directors shall comply with laws, administrative regulations, rules and the provisions of the relevant regulatory authorities. | Article 108 of the *Company Law of the People's Republic of China* *(Revised in 2018)*Article 34 and 47 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory CommissionMake corresponding improvements according to the actual situation of corporate governance of the Bank |
| 34 | Article 152 The Board of Directors shall exercise the following authorities:(I) Convene general meeting of shareholders and report work to general meeting;(II) Execute resolutions of general meeting of shareholders;(III) Decide operation and development strategies, operation plans and investment plans of the Bank;(IV) Draw up annual financial budget and final settlement plans of the Bank;(V) Draw up venture capital distribution, profit distribution and deficit coverage plans of the Bank;(VI) Draw up plans on registered capital increase or decrease, issuance of corporate bonds or other securities and listing of the Bank;(VII) Draw up plans on major acquisition of the Bank, repurchase of stocks of the Bank, or merger, division, dissolution or change of corporate form;(VIII) Decide external investment, asset acquisition and sale of the Bank within the scope authorized by the general meeting of shareholders;(IX) Review and approve major related transactions that should not be reviewed by the general meeting of shareholders;(X) Decide the establishment of internal management organs of the Bank and decide the plan for the establishment of branches of the Bank;(XI) Decide the engagement or dismissal of Governor of the Bank and Secretary of the Board of Directors and their remuneration; based on nomination of Governor, decide the engagement or dismissal of senior managers such as Deputy Governor, Financial Officer of the Bank, and their remuneration, rewards and punishments;(XII) Formulate basic management systems of the Bank, decide risk management and internal control policies;(XIII) Formulate amendment plan of the Articles of Association;(XIV) Responsible for the information disclosure of the Bank, and assume ultimate responsibility for the integrity and accuracy of the accounting and financial reporting systems of the Bank;(XV) Propose to the general meeting of shareholders to engage or replace an accounting firm for the audit of the Bank;(XVI) Listen to the work report of the Governor of the Bank and inspect the work of the Governor; supervise the performance of senior management to ensure that senior management effectively performs management responsibilities;(XVII) Assume the ultimate responsibility for the consolidated management of the group and be responsible for formulating various policies of the consolidated management of the group, review and approve major matters related to the consolidated management and supervise the implementation;(XVIII) Decide the sustainable finance development strategies of the Bank, review and approve the sustainable financial goals formulated by senior management and the sustainable financial reports submitted by senior management, and supervise and evaluate the implementation of the sustainable financial development strategies;(XIX) Draw up strategies, policies and goals for the protection of consumer rights and interests of the Bank, regularly listen to reports from senior management on the protection of consumer rights and interests, and supervise and evaluate the protection of consumer rights and interests;(XX) Regularly evaluate the corporate governance status of the Bank;(XXI) Draw up plans for remuneration and allowances for directors of the Bank;(XXII) Other authorities specified by laws, regulations, regulatory institution in the place where the Bank is listed and the Articles of Association of the Bank or endowed by the general meeting of shareholders. | Article 152 The Board of Directors shall exercise the following authorities:(I) Convene general meeting of shareholders and report work to general meeting;(II) Execute resolutions of general meeting of shareholders;(III) Decide operation and development strategies, operation plans and investment plans of the Bank;(IV) Draw up annual financial budget and final settlement plans of the Bank;(V) Draw up venture capital distribution, profit distribution and deficit coverage plans of the Bank;(VI) Draw up plans on registered capital increase or decrease, issuance of corporate bonds or other securities and listing of the Bank;(VII) Draw up plans on major acquisition of the Bank, repurchase of stocks of the Bank, or merger, division, dissolution or change of corporate form;(VIII) Decide external investment, asset acquisition and sale of the Bank within the scope authorized by the general meeting of shareholders;(IX) Review and approve major related transactions that should not be reviewed by the general meeting of shareholders;(X) Review and approve matters such as asset disposal and write-off, asset mortgage, and data governance based on laws and regulations, regulatory provisions and the Articles of Association of the Bank;~~(X)~~(XI) Decide the establishment of internal management organs of the Bank and decide the plan for the establishment of branches of the Bank;~~(XI)~~(XII) Decide the engagement or dismissal of Governor of the Bank and Secretary of the Board of Directors and their remuneration; based on nomination of Governor, decide the engagement or dismissal of senior managers such as Deputy Governor, Financial Officer of the Bank, and their remuneration, rewards and punishments;(XIII) Develop capital planning and assume the ultimate responsibility for capital or solvency management;~~(XII)~~(XIV) Formulate basic management systems of the Bank, ~~decide risk management and internal control policies~~ formulate risk tolerance, risk management and internal control policy, review and approve the compliance policy of the Bank and supervise the implementation of the compliance policy, research and evaluate the soundness, rationality and effectiveness of internal control regularly, and assume the ultimate responsibility for the comprehensive risk management and compliance of business activities of the Bank;(XV) Assume the ultimate responsibility for the establishment, operation and maintenance of the internal audit system, as well as the independence and effectiveness of internal audit;~~(XIII)~~(XVI) Formulate amendment plan of the Articles of Association; formulate the rules of procedure of the general meeting of shareholders and the Board of Directors, review and approve the rules for the work of the special committee of the Board of Directors;~~(XIV)~~(XVII) Responsible for the information disclosure of the Bank, and assume ultimate responsibility for the authenticity, integrity, accuracy and timeliness of the accounting and financial reporting systems of the Bank;~~(XV)~~(XVIII) Propose to the general meeting of shareholders to engage or replace an accounting firm for the audit of the Bank;~~(XVI)~~(XIX) Listen to the work report of the Governor of the Bank and inspect the work of the Governor; supervise the performance of senior management to ensure that senior management effectively performs management responsibilities;~~(XVII)~~(XX) Assume the ultimate responsibility for the consolidated management of the group and be responsible for formulating various policies of the consolidated management of the group, review and approve major matters related to the consolidated management and supervise the implementation;~~(XVIII)~~(XXI) Decide the social responsibility and green and low-carbon and other sustainable ~~finance~~ development ~~strategies~~ of the Bank, ESG (Environment, Society and Governance, hereinafter referred to as ESG) strategic planning, major policies and basic systems, and assume the ultimate responsibility for ESG management, review and approve the sustainable development goals formulated by senior management and the sustainable development reports submitted by senior management, listen to reports on the ESG management and external rating of the Bank, and supervise, inspect and evaluate the implementation of the social responsibility and sustainable ~~financial~~ development, ~~development~~ ESG strategies;~~(XIX)~~(XXII) Assume the ultimate responsibility for the protection of consumer rights and interests; draw up strategies, policies and goals for the protection of consumer rights and interests of the Bank, regularly listen to reports from senior management on the protection of consumer rights and interests, guide, supervise and evaluate the protection of consumer rights and interests, and safeguard the legitimate rights and interests of consumers and other stakeholders;~~(XX)~~(XXIII) Regularly evaluate and improve the corporate governance ~~status~~ of the Bank;(XXIV) Establish a mechanism for identifying, reviewing and managing conflicts of interest between the Bank and shareholders, especially major shareholders;(XXV) Assume the management responsibility for shareholder affairs;~~(XXI)~~(XXVI) Draw up plans for remuneration and allowances for directors of the Bank;(XXVII) Promote the implementation of regulatory opinions and accountability for rectification of related issues, pay attention to and deal with matters that may or have caused major risks and losses according to their responsibilities;~~(XXII)~~(XXVIII) Other authorities specified by laws, regulations, regulatory institution in the place where the Bank is listed and the Articles of Association of the Bank or endowed by the general meeting of shareholders. | Article 44 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission*Evaluation Indicators and Scoring Standards for Financial Consumer Rights and Interests* *Protection of the People's Bank of China (Trial)*Article 25 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors Trial) of the China Banking and Insurance Regulatory Commission*Article 10 of the *Guidelines for Compliance Risk Management of Commercial Banks* of the China Banking Regulatory Commission |
| 35 | Article 158 The Board of Directors shall establish Strategy Committee. The Strategy Committee of the Board of Directors is composed of five to seven directors nominated by the chairman and approved by the Board of Directors. The Strategy Committee of the Board of Directors shall have a chairman, who shall be the chairman and be responsible for convening the activities of the committee. The Strategy Committee of the Board of Directors shall perform the following duties based on the Articles of Association of the Bank and the authorization of the Board of Directors:(I) Research and formulate the medium-term and long-term development strategy of the Bank and recommend to the Board of Directors; evaluate the factors that may affect the strategy and implementation of the Bank and timely recommend strategic adjustments to the Board of Directors based on the international and domestic economic and financial situations and market trends;(II) Research and formulate the social responsibilities and sustainable development strategies and policies of the Bank, and supervise, inspect and evaluate the performance of social responsibilities of the Bank;(III) Put forward opinions on supervision and implementation based on the business policies of the Bank and business development strategies, business plans, investment plans and basic management systems of the Bank decided by the Board of Directors;(IV) Review the plans on major merger, acquisition, investment and financing proposed by the senior management, and recommend to the Board of Directors;(V) Review the plans on major business regulations and major business policies of the Bank proposed by the Governor;(VI) Decide the establishment of internal management organs of the Bank with the authorization of the Board of Directors, and decide the establishment of branches, sub-branches of the Bank and other directly affiliated organs under the head office according to the branch establishment plan of the Bank decided by the Board of Directors;(VII) Review and evaluate whether the corporate governance structure is sound to ensure that financial reporting, risk management and internal control comply with the corporate governance standards of the Bank;(VIII) Listen to work report conducted by Governor on the operation and management of the Bank, inspect and supervise the implementation of the resolutions of the Board of Directors;(IX) Put forward suggestions and plans on major issues that need to be discussed and decided by the Board of Directors;(X) Other duties specified by the Articles of Association of the Bank or authorized by the Board of Directors. | Article 158 The Board of Directors shall establish Strategy and ESG Committee. The Strategy and ESG Committee of the Board of Directors is composed of five to seven directors nominated by the chairman and approved by the Board of Directors. The Strategy Committee of the Board of Directors shall have a chairman, who shall be the chairman and be responsible for convening the activities of the committee. The Strategy and ESG Committee of the Board of Directors shall perform the following duties based on the Articles of Association of the Bank and the authorization of the Board of Directors:(I) Research and formulate the medium-term and long-term development strategy of the Bank and recommend to the Board of Directors; evaluate the factors that may affect the strategy and implementation of the Bank and timely recommend strategic adjustments to the Board of Directors based on the international and domestic economic and financial situations and market trends;(II) Research and formulate the social responsibilities and green and low-carbon and other sustainable development of the Bank, ESG strategic planning, ~~and~~ major policies and basic systems, listen to reports on the ESG management and external rating of the Bank, promote the implementation of ESG strategies and establish effective ESG risk management and internal control system, assist in the supervision, inspection and evaluation of the implementation of the social responsibility and sustainable development, ESG strategies of the Bank.(III) Put forward opinions on supervision and implementation based on the business policies of the Bank and business development strategies, business plans, investment plans and basic management systems of the Bank decided by the Board of Directors;(IV) Review the plans on major merger, acquisition, asset disposal projects and investment and financing proposed by the senior management, especially major matters such as non-planned investments, leases, asset purchases and sales, guarantees, and recommend to the Board of Directors;(V) Review the plans on major business regulations and major business policies of the Bank proposed by the Governor; evaluate and improve the authorization principles, authorization scope and management mechanism of the Board of Directors for senior management(VI) Decide the establishment of internal management organs of the Bank with the authorization of the Board of Directors, and decide the establishment of branches, sub-branches of the Bank and other directly affiliated organs under the head office according to the branch establishment plan of the Bank decided by the Board of Directors;(VII) Promote the Bank to improve the equity structure and internal governance structure, strengthen equity management, and enhance the effectiveness of corporate governance; review and evaluate whether the corporate governance structure is sound to ensure that financial reporting, risk management and internal control comply with the corporate governance standards of the Bank;(VIII) Review the inclusive finance business plans, policies and goals of the Bank;(~~VIII~~IX) Listen to work report conducted by Governor on the operation and management of the Bank, inspect and supervise the implementation of the resolutions of the Board of Directors;(~~IX~~X) Put forward suggestions and plans on major issues that need to be discussed and decided by the Board of Directors;(~~X~~XI) Other duties specified by the Articles of Association of the Bank or authorized by the Board of Directors. | Article 25 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors Trial)* of the China Banking and Insurance Regulatory Commission*Notice of the China Banking and Insurance Regulatory Commission on Issuing the Measures for the Supervision and Evaluation of Financial Services of Small and Micro Enterprises of Commercial Banks (Trial)* (Yin Bao Jian Fa (2020) No. 29) and the attachment *Evaluation Index Table of Financial Services Reduction Supervision for Small and Micro Enterprises of Commercial Banks*Amended according to the actual situation of ESG construction of the Bank. |
| 36 | Article 159 The Board of Directors shall establish special committees such as Risk Management and Consumer Rights and Interests Protection Committee, Audit and Related Transactions Control Committee, Nomination Committee and Remuneration Evaluation Committee.Each special committee shall be composed of three to five directors. Independent directors shall occupy the majority in the Audit and Related Transactions Control Committee, Nomination Committee and Remuneration Evaluation Committee; There should be at least one independent director in the Risk Management and Consumer Rights and Interests Protection Committee, the members of the Audit and Related Transactions Control Committee shall have professional knowledge and work experience in some areas, including finance, auditing and accounting, among which at least one independent director shall be an accounting professional. Remuneration Evaluation Committee shall be composed at least one third of financial professionals and shall be familiar with the risks, costs and evolution of each product line, so as to effectively and responsibly review relevant remuneration systems and policies; Directors nominated by the controlling shareholder of the Bank shall not serve as members of the Audit and Related Transactions Control Committee and the Nomination Committee.Each special committee shall have a chairman who is responsible for convening the activities of each special committee. In principle, the chairman of each special committee shall not concurrently hold the position. The chairman of the Audit and Related Transactions Control Committee, Nomination Committee and Remuneration Evaluation Committee shall be an independent director. The chairman of the Risk Management and Consumer Rights and Interests Protection Committee shall have experience in judging and managing various risks. | Article 159 The Board of Directors shall establish special committees such as Risk Management and Consumer Rights and Interests Protection Committee, Audit and Related Transactions Control Committee, Nomination Committee and Remuneration Evaluation Committee.Each special committee shall be composed of three to five directors, and shall have professional knowledge or work experience appropriate to the duties of the special committee. Independent directors shall occupy the majority in the Audit and Related Transactions Control Committee, Nomination Committee and Remuneration Evaluation Committee; ~~There should be at least one~~ In principle, the proportion of independent directors in the Risk Management and Consumer Rights and Interests Protection Committee shall not be less than one third, the members of the Audit and Related Transactions Control Committee shall have professional knowledge and work experience in some areas, including finance, auditing, ~~and~~ accounting or law~~, among which at least one independent director shall be an accounting professional~~. Remuneration Evaluation Committee shall be composed at least one third of financial professionals and shall be familiar with the risks, costs and evolution of each product line, so as to effectively and responsibly review relevant remuneration systems and policies; Directors nominated by the controlling shareholder of the Bank shall not serve as members of the Audit and Related Transactions Control Committee and the Nomination Committee.Each special committee shall have a chairman who is responsible for convening the activities of each special committee. In principle, the chairman of each special committee shall not concurrently hold the position. The chairman of the Audit and Related Transactions Control Committee, Nomination Committee and Remuneration Evaluation Committee shall be an independent director. The chairman of the Risk Management and Consumer Rights and Interests Protection Committee shall have experience in judging and managing various risks. The chairman of the Audit and Related Transactions Control Committee shall be an accounting professional. | Article 56 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory CommissionArticle 107 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission |
| 37 | Article 160 The Risk Management and Consumer Rights and Interests Protection Committee shall perform the following duties:(I) Review and approve the risk management framework of the Bank, formulate the risk strategy and basic risk management policies of the Bank, and supervise and inspect the implementation of relevant policies;(II) Review and approve the annual risk tolerance indicators of the Bank, and follow up the implementation of relevant indicators;(III) Review, approve and inspect the responsibilities, authorities and reporting system of senior management for risk to ensure the effectiveness of the risk management decision-making system of the whole Bank, and as far as possible to ensure that all business risks faced by the Bank are controlled within an acceptable range;(IV) Supervise the risk control of senior management in the aspects of credit, market, liquidity, operation, compliance, reputation, information technology, outsourcing, country, etc., regularly review the risk status report of the whole Bank, understand the overall situation and effectiveness of the comprehensive risk management of the Bank, and put forward suggestions on improving the comprehensive risk management and internal control of the Bank;(V) Urge senior management to take necessary measures to effectively identify, evaluate, monitor and control/mitigate risks;(VI) Review the asset risk classification standards and loss reserve withdrawal policy of the Bank, and review the write-off of bad debts and the total annual loss reserve withdrawal;(VII) Review the write-off of a single bad debt project with an amount greater than RMB 50 million, and submit it to the Strategy Committee of the Board of Directors or the Board of Directors for review and approval according to the authority stipulated in the Articles of Association;(VIII) Ensure that the risk management system of the Bank is subject to effective review and supervision by internal audit department;(IX) Develop appropriate reward and punishment system to effectively promote the construction of risk management system in the whole Bank;(X) Research and formulate strategies, policies and goals for the protection of consumer rights and interests of the Bank, supervise and evaluate the protection of consumer rights and interests, and recommend to the Board of Directors;(XI) Other matters authorized by the Board of Directors. | Article 160 The Risk Management and Consumer Rights and Interests Protection Committee shall perform the following duties:(I) Review and approve the risk management framework of the Bank, formulate the risk strategy and basic risk management policies of the Bank, and supervise and inspect the implementation of relevant policies;(II) Review and approve the annual risk tolerance indicators of the Bank, and follow up the implementation of relevant indicators;(III) Review, approve and inspect the responsibilities, authorities and reporting system of senior management for risk to ensure the effectiveness of the risk management decision-making system of the whole Bank, and as far as possible to ensure that all business risks faced by the Bank are controlled within an acceptable range;(IV) Supervise the risk control of senior management in the aspects of credit, market, liquidity, operation, compliance, reputation, information technology, outsourcing, country, etc., regularly review the risk status report of the whole Bank, understand the overall situation and effectiveness of the comprehensive risk management of the Bank, and put forward suggestions on improving the comprehensive risk management and internal control of the Bank; promote the implementation of relevant requirements for anti-money laundering and anti-terrorist financing;(V) Urge senior management to take necessary measures to effectively identify, evaluate, monitor and control/mitigate risks;(VI) Review the asset risk classification standards and loss reserve withdrawal policy of the Bank, and review the write-off of bad debts and the total annual loss reserve withdrawal;(VII) Review the write-off of a single bad debt project with an amount greater than RMB ~~50~~ 100 million, and submit it to the Strategy and ESG Committee of the Board of Directors or the Board of Directors for review and approval according to the authority stipulated in the Articles of Association;(VIII) Ensure that the risk management system of the Bank is subject to effective review and supervision by internal audit department;(IX) Develop appropriate reward and punishment system to effectively promote the construction of risk management system in the whole Bank;(X) Research and formulate strategies, policies and goals for the protection of consumer rights and interests of the Bank, carry out relevant work under the authorization of the Board of Directors, discuss and decide related matters, research major issues of the protection of consumer rights and interests, guide and supervise the establishment and improvement of the management system for the protection of consumer rights and interests, regularly review and research reports on the protection of consumer rights and interests, assist in guiding, supervising and evaluating the protection of consumer rights and interests and urge the rectification of related issues, and recommend to the Board of Directors;(XI) Other matters authorized by the Board of Directors. | *Guiding Opinions of the China Banking and Insurance Regulatory Commission on Strengthening the Construction of Working Systems and Mechanisms for the Protection of Consumer Rights and Interests by Banking and Insurance Institutions*Article 25 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors (Trial)* of the China Banking and Insurance Regulatory Commission |
| 38 | Article 162 The Nomination Committee shall perform the following duties: (I) Research the election procedures and standards for directors and senior management members and make recommendations;(II) Extensive search for qualified directors and senior management members;(III) Conduct preliminary review on qualifications and conditions of director candidates and senior management members and recommend to the Board of Directors;(IV) Other matters authorized by the Board of Directors; | Article 162 The Nomination Committee shall perform the following duties:(I) Research the election procedures and standards for directors and senior management members and make recommendations; improve the standardization and transparency of the director nomination and election process;(II) Extensive search for qualified directors and senior management members;(III) Conduct preliminary review on qualifications and conditions of director candidates and senior management members and recommend to the Board of Directors;(IV) Other matters authorized by the Board of Directors. | Article 25 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors (Trial)* of the China Banking and Insurance Regulatory Commission |
| 39 | Article 163 The Remuneration Evaluation Committee shall perform the following duties: (I) Research the evaluation criteria for directors and senior management members, conduct evaluations and make recommendations;(II) Review the remuneration management system and policies of the whole Bank, research and formulate remuneration policies and plans for directors and senior managers and make recommendations, and supervise the implementation of the plans;(III) Other matters authorized by the Board of Directors; | Article 163 The Remuneration Evaluation Committee shall perform the following duties:(I) Research the evaluation criteria for directors and senior management members, conduct evaluations and make recommendations;(II) Review the remuneration management system and policies of the whole Bank, research and formulate remuneration policies and plans for directors and senior managers and make recommendations, and supervise the implementation of the plans; ensure that the remuneration of directors and senior managers is consistent with the long-term interests of the Bank and shareholders and meets regulatory requirements;(III) Other matters authorized by the Board of Directors. | Article 25 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors (Trial)* of the China Banking and Insurance Regulatory Commission |
| 40 | Article 166 The total annual budget for the write-off of bad debts of the Bank shall be proposed by the Governor, reviewed by the Risk Management and Consumer Rights and Interests Protection Committee of the Board of Directors, and decided by the Board of Directors.Within the total annual budget for the write-off of bad debts decided by the Board of Directors, the write-off of bad debt projects, a single project (combined calculation of an related relationship between two or more projects, the same below) with an amount less than RMB 50 million shall be approved by the Governor, a single project with an amount less than RMB 100 million (greater than RMB 50 million) shall be approved by the Strategy Committee of the Board of Directors, and a single project with an amount greater than RMB 100 million shall be approved by the Board of Directors. | Article 166 The total annual budget for the write-off of bad debts of the Bank shall be proposed by the Governor, reviewed by the Risk Management and Consumer Rights and Interests Protection Committee of the Board of Directors, and decided by the Board of Directors.Within the total annual budget for the write-off of bad debts decided by the Board of Directors, the write-off of bad debt projects, a single project (combined calculation of an related relationship between two or more projects, the same below) with an amount less than RMB ~~50~~ 100 million shall be approved by the Governor, a single project with an amount less than RMB ~~100~~ 300 million (greater than RMB ~~50~~ 100 million) shall be approved by the Strategy and ESG Committee of the Board of Directors, and a single project with an amount greater than RMB ~~100~~ 300 million shall be approved by the Board of Directors. | Amended according to the actual situation of the write-off of bad debts of the Bank |
| 41 | Article 168 The Chairman shall exercise the following authorities:……(VII) Decide unconventional information disclosure matters caused by emergencies, and report to the Board of Directors afterwards;(VIII) Other authorities specified by laws, administrative regulations, rules and the Articles of Association of the Bank or endowed by the Board of Directors. | Article 168 The Chairman shall exercise the following authorities:……(VII) Assume the primary responsibility for the management of information disclosure affairs of the Bank; decide unconventional information disclosure matters caused by emergencies, and report to the Board of Directors afterwards;(VIII) Other authorities specified by laws, administrative regulations, rules and the Articles of Association of the Bank or endowed by the Board of Directors. | Article 93 of the *Guidelines for the Governance of Listed Companies (Revised in 2018)* of the China Securities Regulatory Commission |
| 42 | Article 171 In case of one of the following conditions, the Chairman shall convene and preside over the extraordinary meeting of the Board of Directors within ten days:……(IV) More than half of independent directors propose so;…… | Article 171 In case of one of the following conditions, the Chairman shall convene and preside over the extraordinary meeting of the Board of Directors within ten days:……(IV) More than half or two independent directors propose so;…… | Article 49 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 43 | Article 172 Notice of the extraordinary meeting of the Board of Directors shall be given in writing, including registered letter, telegram, telex and confirmed fax; notice shall be given to each director seven days prior to the meeting. | Article 172 Notice of the extraordinary meeting of the Board of Directors shall be given in writing, including registered letter, telegram, telex, E-mail and confirmed fax; notice shall be given to each director seven days prior to the meeting. | Supplement and refinement based on the actual operation of corporate governance. |
| 44 | Article 175 Subject to the protection of the full expression of the opinions of the directors, the extraordinary meeting of the Board of Directors may be convened by fax, E-mail and other communication methods and made resolutions, and signed by the participating directors. However, resolutions on major matters such as profit distribution plan, risk capital distribution plan, major external investment or major acquisition and sale of assets plan, engagement or dismissal of senior managers, capital supplement plan, major equity change and financial reorganization shall not be adopted by communication vote and shall be approved by more than two thirds of all directors. | Article 175 Subject to the protection of the full expression of the opinions of the directors, the extraordinary meeting of the Board of Directors may be convened by fax, E-mail and other communication methods and made resolutions, and signed by the participating directors. However, resolutions on major matters such as profit distribution plan, risk capital distribution plan, remuneration plan, major external investment or major acquisition and sale of assets plan, engagement or dismissal of senior managers, capital supplement plan, major equity change and financial reorganization shall not be adopted by communication vote and shall be approved by more than two thirds of all directors. | Article 50 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 45 | Article 177 Directors shall attend the meeting of the Board of Directors with a serious and responsible manner, and shall put forward proposals or express opinions independently, professionally and objectively at the meeting of the Board of Directors. If the director is indeed unable to attend the meeting of the Board of Directors in person, the director may entrust another director in writing to vote on the principal wishes and the principal shall bear the legal liabilities independently.The power of attorney shall state the name, agent matters, authority and validity period of [proxy](http://www.youdao.com/w/proxy/#keyfrom=E2Ctranslation), and shall be signed or sealed by the principal.The director attending the meeting on behalf of another director shall exercise the rights of the director within the scope of authorization. If the director fails to attend the meeting of the Board of Directors and does not entrust another director to attend the meeting, such director shall be deemed to have waived the voting right at the meeting, but such director shall bear corresponding legal liabilities for the resolutions made by the Board of Directors. | Article 177 Directors shall attend the meeting of the Board of Directors with a serious and responsible manner, and shall put forward proposals or express opinions independently, professionally and objectively at the meeting of the Board of Directors. If the director is indeed unable to attend the meeting of the Board of Directors in person, the director may entrust another director in writing to vote on the principal wishes and the principal shall bear the legal liabilities independently.The power of attorney shall state the name, agent matters, authority and validity period of [proxy](http://www.youdao.com/w/proxy/#keyfrom=E2Ctranslation), and shall be signed or sealed by the principal.The director attending the meeting on behalf of another director shall exercise the rights of the director within the scope of authorization. If the director fails to attend the meeting of the Board of Directors and does not entrust another director to attend the meeting, such director shall be deemed to have waived the voting right at the meeting, but such director shall bear corresponding legal liabilities for the resolutions made by the Board of Directors.In principle, one director shall be entrusted by at most two directors who do not attend the meeting in person. When reviewing related transaction matters, non-related directors shall not entrust related directors to attend the meeting on their behalf. | Article 32 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 46 | Article 179 The minutes of the meeting of the Board of Directors shall be made, and the directors, secretary of the Board of Directors and the recorder attending the meeting shall sign the minutes of the meeting. Directors present at the meeting shall have the right to request an explanatory record in the minutes of their statement at the meeting.The minutes of the meeting of the Board of Directors shall be kept as the archives of the Bank for a period of not less than 10 years. | Article 179 The minutes of the meeting of the Board of Directors shall be made, and the directors, secretary of the Board of Directors and the recorder attending the meeting shall sign the minutes of the meeting. Directors present at the meeting shall have the right to request an explanatory record in the minutes of their statement at the meeting.The minutes of the meeting of the Board of Directors shall be kept as the archives of the Bank for a permanent period ~~of not less than 10 years~~. The on-site meeting of the Board of Directors shall be recorded by means of audio and video. | Article 51 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 47 | Article 184 The secretary of the Board of Directors shall perform the following duties:(I) Prepare and submit the reports and documents issued by the Board of Directors and the General Meeting of Shareholders required by the relevant state departments.(II) Organize and prepare the meetings of the Board of Directors and the General Meeting of Shareholders, and be responsible for keeping meeting minutes and documents;(III) Responsible for the information disclosure and confidentiality of the Bank and ensure the timeliness, accuracy, legality, authenticity and completeness of the information of the Bank;(IV) Responsible for investor relationship management of the Bank, coordinate information communication between the Bank and securities regulatory institution, investors, securities service institution, media, etc., and organize timely responses to inquiries from securities regulatory institution;(V) Organize training on relevant laws, administrative regulations and departmental rules for directors, supervisors and senior managers of the Bank, and assist the above-mentioned persons to understand their respective responsibilities in information disclosure;(VI) Shall remind the relevant personnel and report to the securities regulatory institution when they are aware that directors, supervisors and senior managers have violated laws, administrative regulations, departmental rules and the Articles of Association of the Bank, or the Bank has made or may make decisions that violate the relevant regulations;(VII) Other duties specified by laws, administrative regulations, rules and the Articles of Association of the Bank. | Article 184 The secretary of the Board of Directors shall perform the following duties:(I) Prepare and submit the reports and documents issued by the Board of Directors and the General Meeting of Shareholders required by the relevant state departments.(II) Organize and prepare the meetings of the Board of Directors and the General Meeting of Shareholders, and be responsible for keeping meeting minutes and documents;(III) Responsible for the information disclosure and confidentiality ~~of the Bank~~ and ensure the timeliness, accuracy, legality, authenticity and completeness of the information of the Bank;(IV) Responsible for investor relationship management ~~of the Bank~~, coordinate information communication between the Bank and securities regulatory institution, investors, securities service institution, media, etc.~~, and promptly organize and reply to inquiries from securities regulatory institution~~;(V) Pay attention to media reports and proactively verify the authenticity of the reports, and organize timely responses to inquiries from securities regulatory institution;(~~V~~VI) Organize training on relevant laws, administrative regulations and departmental rules for directors, supervisors and senior managers ~~of the Bank~~, and assist the above-mentioned persons to understand their respective responsibilities in information disclosure;(~~VI~~VII) Shall remind the relevant personnel and report to the securities regulatory institution when they are aware that directors, supervisors and senior managers have violated laws, administrative regulations, departmental rules and the Articles of Association of the Bank, or the Bank has made or may make decisions that violate the relevant regulations;(VIII) Be responsible for equity management and share custody registration of the Company, and be responsible for disclosing the shareholding changes of directors, supervisors and senior managers of the Company according to regulatory provisions;(~~VII~~IX) Other duties specified by laws, administrative regulations, rules and the Articles of Association of the Bank.The secretary of the Board of Directors shall have the right to attend relevant meetings, consult relevant documents and learn about the financial and operational conditions of the Bank in order to perform his/her duties. The Board of Directors and other senior managers shall support the work of the secretary of the Board of Directors. No institution or individual shall interfere with the normal performance of the duties of the secretary of the Board of Directors. | *Rules Governing the Listing of Stocks on Shanghai Stock Exchange (Revised in 2020)* 3.2.2Article 28 of the *Guidelines for the Governance of Listed Companies (Revised in 2018)* of the China Securities Regulatory Commission |
| 48 | Article 190 The senior managers of the Bank shall not be held by persons who hold positions other than directors in the controlling shareholder or actual controller of the Bank. | Article 190 The senior managers of the Bank shall not be held by persons who hold administrative positions other than directors and supervisors in the controlling shareholder or actual controller of the Bank. | Article 126 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission |
| 49 | Article 202 The senior management shall accept the supervision of the Board of Supervisors, regularly provide the Board of Supervisors with information on the business performance, important contracts, financial status, risk status and business prospects of the Bank, and shall not obstruct or hinder the inspections, audits and other activities carried out by the Board of Supervisors based on authorities. | Article 202 The senior management shall be responsible to the Board of Directors and accept the supervision of the Board of Supervisors, shall report the operation and management of the Bank in a timely, accurate and complete manner and provide relevant information as required by the Board of Directors and the Board of Supervisors. ~~shall accept the supervision of the Board of Supervisors, regularly provide the Board of Supervisors with information on the business performance, important contracts, financial status, risk status and business prospects of the Bank, and shall not obstruct or hinder the inspections, audits and other activities carried out by the Board of Supervisors based on authorities.~~ | Article 73 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 50 | Article 203 The senior management shall establish and improve various meeting systems and formulate corresponding rules of procedure. The senior management shall make meeting minutes, and the meeting minutes shall be submitted to the Board of Supervisors. | Article 203 The senior management shall establish and improve various meeting systems and formulate corresponding rules of procedure. ~~The senior management shall make meeting minutes, and the meeting minutes shall be submitted to the Board of Supervisors.~~Senior managers shall abide by laws and regulations, regulatory provisions and the Articles of Association of the Bank, have good professional ethics, abide by high standard of professional ethics, have duties of loyalty and diligence to the Bank, perform their duties in good faith, due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties, and shall not neglect to perform their duties or perform their duties beyond their authority.  | Article 75 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 51 | Article 204 The operation and management activities of the senior management within the scope of their authorities according to law shall not be intervened.The senior management shall have the right to request the Board of Supervisors to stop the intervention and report to the relevant state regulatory authorities for the directors and chairman have exceeded their authorities to intervene in the operation and management of the senior management. | Article 204 The senior management shall carry out operation and management activities in accordance with the Articles of Association of the Bank and the authorization of the Board of Directors, and shall actively implement the resolutions of the general meeting of shareholders and the resolutions of the Board of Directors.The operation and management activities of the senior management within the scope of their authorities according to law shall not be improperly intervened by shareholders and the Board of Directors.~~The senior management shall have the right to request the Board of Supervisors to stop the intervention and report to the relevant state regulatory authorities for the directors and chairman have exceeded their authorities to intervene in the operation and management of the senior management.~~ | Article 73 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 52 | Article 211 Supervisors shall comply with laws, administrative regulations and the Articles of Association, and shall have duties of loyalty and diligence to the Bank, shall not use the authority to accept bribes or other illegal income, and shall not embezzle the property of the Bank. | Article 211 Supervisors shall perform the following duties or obligations: ~~comply with laws, administrative regulations and the Articles of Association, and shall undertake loyalty and diligence obligation to the Bank, shall not use the authority to accept bribes or other illegal income, and shall not embezzle the property of the Bank.~~(I) Attend meetings of the Board of Directors, and put forward questions or suggestions on the resolutions of the Board of Directors;(II) Attend meetings of the Board of Supervisors on time, fully review the resolutions of the Board of Supervisors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;(III) Assume responsibility for the resolutions of the Board of Supervisors;(IV) Actively participate in the training organized by the Bank and regulatory institution, etc., understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and continue to have the professional knowledge and capabilities required to perform their duties;(V) Have duties of loyalty and diligence to the Bank, perform their duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties, shall not use the authority to accept bribes or other illegal income, and shall not embezzle the property of the Bank;(VI) Sign written confirmation opinion on the periodic report of the Bank. Ensure that the information disclosed by the Bank is true, accurate and complete;(VII) Actively participate in the supervision and inspection activities organized by the Board of Supervisors, and have the right to conduct independent investigations and collect evidence according to law, and raise questions and supervision opinions based on facts;(VIII) Compliance with laws and regulations, regulatory provisions and the Articles of Association;(IX) Other duties or obligations specified by laws, administrative regulations, departmental rules and the Articles of Association. | Article 82 of the *Securities Law of the People's Republic of China (Revised in 2019)*Article 63 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 53 | Article 214 Supervisors shall attend at least more than two thirds of the meetings of the Board of Supervisors in person every year. If the supervisor fails to attend more than two thirds of the meetings in person or fail to attend meetings of the Board of Supervisors in person for two consecutive times, and does not entrust another supervisor to attend the meetings of the Board of Supervisors, the supervisor shall be deemed unable to perform his/her duties, and the Board of Supervisors shall suggest the general meeting of shareholders or workers congress to replace the supervisor.Shareholder supervisors and external supervisors shall work at the Bank for no less than 15 working days each year.Supervisors appointed by employee representatives of the Bank shall have the right to participate in the formulation of rules and regulations concerning the vital interests of employees, and shall actively participate in the supervision and inspection of the implementation of the rules and regulations. | Article 214 Supervisors shall attend at least more than two thirds of the on-site meetings of the Board of Supervisors in person every year. If a supervisor fails to attend more than two thirds of the meetings in person or fail to attend meetings of the Board of Supervisors in person for two consecutive times, and does not entrust another supervisor to attend the meetings of the Board of Supervisors, the supervisor shall be deemed unable to perform his/her duties, and the Board of Supervisors shall suggest the general meeting of shareholders or workers congress to replace the supervisor.~~Shareholder supervisors and external~~ Supervisors shall work at the Bank for no less than 15 working days each year.~~Supervisors appointed by employee representatives of the Bank shall have the right to participate in the formulation of rules and regulations concerning the vital interests of employees, and shall actively participate in the supervision and inspection of the implementation of the rules and regulations.~~Supervisors appointed by employee representatives shall actively take advantages of their own familiar with operation and management, and promote the Board of Supervisors to better carry out the work based on the long-term interests of the Bank. Supervisors appointed by employee representatives shall listen to the opinions and suggestions of employees on the rules and regulations or major matters concerning the vital interests of employees, and reflect them truthfully, accurately and comprehensively at the Board of Supervisors, and earnestly safeguard the legitimate rights and interests of employees.Supervisors appointed by employee representatives shall report their duties and work to the workers congress regularly and actively accept the supervision of the employees, express opinions and exercise voting rights on matters resolved by the workers congress in accordance with the relevant resolutions of the workers congress at the meeting of the Board of Supervisors. | Article 64 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory CommissionArticle 14 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (Trial)* of the China Banking and Insurance Regulatory CommissionArticle 21 of the *Guidelines for the Guidelines for the Work of the Board of Supervisors of Commercial Bank* of the former China Banking Regulatory CommissionArticle 23 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (Trial)* of the China Banking and Insurance Regulatory Commission |
| 54 | Article 219 External supervisors of the Bank refer to supervisors who do not hold positions other than supervisors in the Bank and do not have any relationship with the Bank and the major shareholders of the Bank that may affect their independent judgment. The Bank shall have at least two external supervisors.…… | Article 219 External supervisors of the Bank refer to supervisors who do not hold positions other than supervisors in the Bank and do not have any relationship with the Bank and the major shareholders of the Bank that may affect their independent judgment. ~~The Bank shall have at least two external supervisors.~~…… | Article 67 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory Commission |
| 55 | Article 225 The Bank has a Board of Supervisors. The Board of Supervisors shall be composed of five to nine supervisors, shall have a Chairman, may have a Vice-Chairman, and the Chairman and Vice Chairman of the Board of Supervisors shall be elected by more than half of all supervisors. | Article 225 The Bank has a Board of Supervisors. The Board of Supervisors shall be composed of five to nine supervisors, of which the ratio of supervisors and external supervisors appointed by employee representatives shall not be less than one third; shall have a Chairman, may have a Vice-Chairman, and the Chairman and Vice Chairman of the Board of Supervisors shall be elected by more than half of all supervisors. |
| 56 | Article 227 The Board of Supervisors is the supervisory authority of the Bank, which is responsible to the General Meeting of Shareholders and exercises the following rights:(I) Supervise the performance of the Board of Directors, Senior Management and members thereof, comprehensively evaluate the performance of directors, supervisors and senior managers of the Bank, report the final evaluation results to the Banking Regulatory Institution of the State Council and notify the General Meeting of Shareholders. Propose to dismiss directors and senior managers who violate laws, administrative regulations, the Articles of Association of the Bank or resolutions of the general meeting of shareholders;(II) Require directors and senior managers to correct their behaviors that harm the interests of the Bank and report to the general meeting of shareholders or relevant regulatory authorities when necessary;(III) Supervise the selection procedures of directors and conduct resignation audit to directors and senior management members based on needs;(IV) Supervise the Board of Directors to establish sound business philosophy, value standards and formulate development strategies that are in line with the actual situation of the Bank;(V) Inspect and supervise the development strategy, financial activities, business decision-making and risk management of the Bank;(VI) Supervise the construction and operational effectiveness of the consolidated management mechanism of the Bank, and supervise the Board of Directors and Senior Management to perform the related responsibilities of consolidated management and reflect the performance of their duties in the comprehensive evaluation;(VII) Supervise the Board of Directors and Senior Management to improve the internal control system and mechanism, and fulfill the responsibility of internal control supervision;(VIII) Audit the business decision-making, risk management and internal control of the Bank, and guide the work of the internal audit department of the Bank, and shall review the regular reports of the Bank prepared by the Board of Directors and put forward written review opinions;(IX) Review the profit distribution plan of the Bank, and express opinions on the compliance and rationality of the profit distribution plan;(X) Supervise the scientificity and rationality of the remuneration management system and policies and the remuneration plan for senior managers of the whole Bank;(XI) Inquire directors and senior managers;(XII) Propose to convene an extraordinary general meeting of shareholders, convene and preside over the general meeting of shareholders when the Board of Directors refuses to convene and preside over the general meeting of shareholders based on the Company Law or the Articles of Association;(XIII) Submit proposals to the general meeting of shareholders;(XIV) Attend meetings of the Board of Directors, obtain meeting materials, and put forward questions or suggestions on the resolutions of the Board of Directors;(XV) File a lawsuit against directors and senior managers in accordance with Article 151 of the *Company Law*;(XVI) May conduct an investigation upon finding any abnormality in the operation of the Bank; if necessary, professional institutions such as accounting firms and law firms may be engaged to assist in the work, and the Bank shall bear the expenses;(XVII) Other rights specified by laws, administrative regulations, rules and the Articles of Association of the Bank, or authorized by the general meeting of shareholders. | Article 227 The Board of Supervisors is the supervisory authority of the Bank, which is responsible to the General Meeting of Shareholders and exercises the following rights:(I) Supervise the performance of the Board of Directors, Senior Management and members thereof, comprehensively evaluate the performance of directors, supervisors and senior managers of the Bank, report the final evaluation results to the Banking Regulatory Institution of the State Council and notify the General Meeting of Shareholders. Propose to dismiss directors and senior managers who violate laws, administrative regulations, the Articles of Association of the Bank or resolutions of the general meeting of shareholders;(II) Require directors and senior managers to correct their behaviors that harm the interests of the Bank and report to the general meeting of shareholders or relevant regulatory authorities when necessary;(III) Supervise the selection procedures of directors and conduct resignation audit to directors and senior management members based on needs;(IV) Supervise the Board of Directors to establish sound business philosophy, value standards and formulate development strategies that are in line with the actual situation of the Bank; evaluate the scientificity, rationality and robustness of the development strategy of the Bank and form evaluation conclusions;(V) Inspect and supervise the development strategy, financial activities, business decision-making, ~~and~~ risk management and protection of consumer rights and interests of the Bank; assume the supervision responsibility of overall risk management, and be responsible for supervising and inspecting the performance of the Board of Directors and senior management in risk management and urge rectification;(VI) Supervise the construction and operational effectiveness of the consolidated management mechanism of the Bank, and supervise the Board of Directors and Senior Management to perform the related responsibilities of consolidated management and reflect the performance of their duties in the comprehensive evaluation;(VII) Supervise the Board of Directors and Senior Management to improve the internal control system and mechanism, and fulfill the responsibility of internal control supervision;(VIII) Audit the business decision-making, risk management and internal control of the Bank, and guide the work of the internal audit department of the Bank, supervise the management of external audit work, and shall review the regular reports of the Bank prepared by the Board of Directors and put forward written review opinions;(IX) Guide the accountability management of the Bank, supervise the implementation of regulatory opinions and accountability for problem rectification; and urge timely rectification of existing problems in business decision-making, risk management and internal control.~~(IX)~~(X) Review the profit distribution plan of the Bank, and express opinions on the compliance and rationality of the profit distribution plan;~~(X)~~(XI) Supervise the scientificity and rationality of the remuneration management system and policies and their implementation, and the remuneration plan for senior managers of the whole Bank~~;~~, supervise the scientificity, robustness and concrete implementation effect of the performance evaluation plan, performance appraisal and distribution plan and other incentive and restraint mechanisms, and correct the problems found;~~(XI)~~(XII) Inquire directors and senior managers;(XIII) Formulate rules of procedure for the Board of Supervisors, clarify the discussion methods and voting procedures of the Board of Supervisors, improve the performance methods and working mechanisms of the Board of Supervisors in order to ensure the efficiency and scientific decision-making of the Board of Supervisors;~~(XII)~~(XIV) Propose to convene an extraordinary general meeting of shareholders, convene and preside over the general meeting of shareholders when the Board of Directors refuses to convene and preside over the general meeting of shareholders based on the *Company Law* or the Articles of Association;~~(XIII)~~(XV) Submit proposals to the general meeting of shareholders;~~(XIV)~~(XVI) Attend meetings of the Board of Directors, obtain meeting materials, and put forward questions or suggestions on the resolutions of the Board of Directors;~~(XV)~~(XVII) File a lawsuit against directors and senior managers in accordance with Article 151 of the *Company Law*;~~(XVI)~~(XVIII) Pay attention to and supervise other key issues affecting the lawful and sound operation and sustainable development of the Bank, may conduct an investigation upon finding any abnormality in the operation of the Bank; if necessary, professional institutions such as accounting firms and law firms may be engaged to assist in the work, and the Bank shall bear the expenses;(XIX) Supervise the implementation of the resolutions of the general meeting of shareholders and the resolutions of the Board of Directors; supervise the timeliness, authenticity and completeness of the data submitted by supervision;~~(XVII)~~(XX) Other rights specified by laws, administrative regulations, rules and the Articles of Association of the Bank, or authorized by the general meeting of shareholders. | Article 65 of the *Corporate Governance Standards for Banking and Insurance Institutions* of the China Banking and Insurance Regulatory CommissionArticle 146 of the *Guidance for the Articles of Association of Listed Companies (Revised in 2019)* of the China Securities Regulatory Commission*Guiding Opinions of the China Banking and Insurance Regulatory Commission on Strengthening the Construction of Working Systems and Mechanisms for the Protection of Consumer Rights and Interests by Banking and Insurance Institutions*Article 26 of the *Evaluation Measures for the Performance of Duties of Directors and Supervisors (Trial)* of the China Banking and Insurance Regulatory CommissionArticle 15, 16, 23, 25, 34, 36 and 37 of the *Guidelines for the Work of the Board of Supervisors of Commercial Bank of the China Banking Regulatory Commission*Article 34 of the *Guidelines for the Work of the Board of Supervisors of Listed Companies* of the China Association for Public CompaniesArticle 46 and 49 of the *Guidelines for the Governance of Listed Companies* of the China Securities Regulatory CommissionArticle 6 of the *Interim Regulations on the Board of Supervisors of Key State-owned Financial Institutions* of the State Council |
| 57 | Article 232 Supervisors shall have the right to know the operation situation of the Bank and assume corresponding confidentiality obligations. The Bank shall take measures to protect the supervisors' right to know and provide necessary assistance for the supervisors to perform their duties normally without any interference or obstruction. The reasonable expenses required by the supervisors to perform their duties shall be borne by the Bank.The Bank shall provide necessary working conditions for the Board of Supervisors and its special committees to perform their duties. | Article 232 Supervisors shall have the right to know the operation situation of the Bank and assume corresponding confidentiality obligations. The Bank shall take measures to protect the supervisors' right to know and provide necessary assistance for the supervisors to perform their duties normally without any interference or obstruction. The reasonable expenses required by the supervisors to perform their duties shall be borne by the Bank.The Board of Supervisors may require directors, senior managers, internal and external auditors, etc. to attend meetings of the Board of supervisors and answer the questions concerned.The Bank shall provide necessary working conditions for the Board of Supervisors and its special committees to perform their duties. | Article 48 of the *Guidelines for the Governance of Listed Companies* *(Revised in 2018)* of the China Securities Regulatory Commission |
| 58 | Article 238 The regular meeting of the Board of Supervisors shall be convened at least once every quarter, convened and presided over by the Chairman of the Board of Supervisors.…… | Article 238 The ~~regular~~ meetings of the Board of Supervisors shall be convened at least ~~once every quarter~~ four times a year, convened and presided over by the Chairman of the Board of Supervisors.…… | Article 70 of the *Corporate Governance Standards for Banking and Insurance Institutions* |
| 59 | Article 246 The minutes of the meeting of the Board of Supervisors shall be made, and the supervisors and the recorder attending the meeting shall sign the minutes of the meeting. The supervisors shall have the right to request some explanatory record in the minutes of their statement at the meeting. The minutes of the meeting of the Board of Supervisors shall be kept as the archives of the Bank for a period of not less than 10 years. | Article 246 The minutes of the meeting of the Board of Supervisors shall be made, and the supervisors and the recorder attending the meeting shall sign the minutes of the meeting. The supervisors shall have the right to request some explanatory record in the minutes of their statement at the meeting. The minutes of the meeting of the Board of Supervisors shall be kept as the archives of the Bank for a permanent period ~~of not less than 10 years~~. | Article 71 of the *Corporate Governance Standards for Banking and Insurance Institutions* |
| 60 | Article 249 The Bank shall submit the annual financial and accounting report to the Securities Regulatory Institution of the State Council and the stock exchange within four months from the end of each fiscal year. The Bank shall submit the semi-annual financial and accounting report to the dispatched institution of the Securities Regulatory Institution of the State Council and the stock exchange within two months from the end of the first six months of each fiscal year. The Bank shall submit the quarterly financial and accounting report to the dispatched institution of the Securities Regulatory Institution of the State Council and the stock exchange within one month from the end of the first three months and the first nine months of each fiscal year. The annual report prepared by the Bank shall be made in accordance with Chinese Accounting Standards and International Accounting Standards respectively. | Article 249 The Bank shall submit the annual financial and accounting report to the Securities Regulatory Institution of the State Council and the stock exchange within four months from the end of each fiscal year. The Bank shall submit the semi-annual financial and accounting report to the dispatched institution of the Securities Regulatory Institution of the State Council and the stock exchange within two months from the end of the first six months of each fiscal year. The Bank shall submit the quarterly financial and accounting report to the dispatched institution of the Securities Regulatory Institution of the State Council and the stock exchange within one month from the end of the first three months and the first nine months of each fiscal year. ~~The annual report prepared by the Bank shall be made in accordance with Chinese Accounting Standards and International Accounting Standards respectively.~~ | Delete relevant expressions based on the actual situation |
| 61 | Article 300 “Above”, “within” and “below” referred to in the Articles of Association contain original number; “fail to satisfy”, “not enough”, “other than”, “less than”, “smaller than”, “greater than”, “lower than”, and “more than” excludes original number. | Article 300 “Above”, “within” and “below” referred to in the Articles of Association contain original number; “fail to satisfy”, “not enough”, “other than”, “less than”, “smaller than”, “greater than”, “lower than”, “more than” and “exceed ”excludes original number. | Article 114 of the *Corporate Governance Standards for Banking and Insurance Institutions* |