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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Bank of Tianjin Co., Ltd.\* (天津銀行股份有限公司), you should at once hand this circular along with the proxy form to the purchaser or transferee or to the bank, licensed stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**RESOLUTION ON DISSOLUTION OF THE BOARD  
OF SUPERVISORS AND RELATED MATTERS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE  
GENERAL MEETING  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE  
BOARD OF DIRECTORS  
PROPOSED AMENDMENTS TO THE MEASURES FOR THE  
ADMINISTRATION OF WORK ALLOWANCE OF DIRECTORS  
AND  
NOTICE OF THE 2025 FIRST  
EXTRAORDINARY GENERAL MEETING**

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A notice convening the 2025 First Extraordinary General Meeting to be held at East Building Office Area of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Thursday, 25 September 2025 is set out on pages 289 to 291 of this circular.

To attend the 2025 First Extraordinary General Meeting, you are required to complete and return the proxy form in accordance with the instructions printed thereon as soon as possible. The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by the holders of H shares to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 10:00 a.m. on Wednesday, 24 September 2025 (Hong Kong time).

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the 2025 First Extraordinary General Meeting if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

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

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## DEFINITIONS

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

“Articles of Association” or “Articles”	the articles of association of the Bank (as amended, modified or otherwise supplemented from time to time)
“Bank”	Bank of Tianjin Co., Ltd.* (天津銀行股份有限公司*), a joint stock company incorporated on 6 November 1996 in Tianjin, China with limited liability in accordance with the PRC laws, and, if the context requires, includes its predecessors, subsidiaries, branches and sub-branches and the H Shares of the Bank are listed on the Hong Kong Stock Exchange on 30 March 2016 (Stock Code: 1578)
“Board” or “Board of Directors”	the board of Directors of the Bank
“Board of Supervisors”	the board of Supervisors of the Bank
“Tianjin Financial Regulatory Bureau”	Tianjin Regulatory Bureau of the National Financial Regulatory Administration
“Director(s)”	the director(s) of the Bank
“Domestic Shares”	ordinary shares issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi
“EGM” or “2025 First Extraordinary General Meeting”	the extraordinary general meeting of the Bank or any adjournment thereof to be held at East Building Office Area of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC), at 10:00 a.m., on Thursday, 25 September 2025, a notice of which is set out on pages 289 to 291 of this circular
“H Shares”	overseas listed foreign share(s) with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange on 30 March 2016 and subscribed for and traded in HK dollars
“H Shareholder(s)”	holder(s) of H Shares
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Macau”	the Macau Special Administrative Region of the PRC
“PRC” or “China”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, Macau and the Taiwan region
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of Shares
“Share(s)”	the Domestic Shares and H Shares of the Bank
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

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## LETTER FROM THE BOARD

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**BANK OF TIANJIN CO., LTD.\***

**天津银行股份有限公司 \***

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

**(Stock Code: 1578)**

***Board of Directors:***

***Executive Directors***

Mr. YU Jianzhong  
Mr. WU Hongtao  
Mr. ZHENG Ke  
Ms. DONG Xiaodong

***Non-executive Directors***

Ms. DONG Guangpei  
Mr. PENG Chong  
Mr. Alistair Marshall BULLOCH  
Mr. XING Jianhua  
Mr. WANG Shunlong  
Mr. WANG Shanjun

***Independent Non-executive Directors***

Mr. ZENG Jianhua  
Mr. LU Jianzhong  
Mr. GU Zhaoyang  
Mr. FENG Jinghua  
Mr. PENG Bing

***To the Shareholders***

Dear Sir or Madam,

***Registered Address and Address  
of Head Office:***

No. 15 Youyi Road,  
Hexi District,  
Tianjin,  
China

***Principal Place of Business  
in Hong Kong:***

40/F, Dah Sing Financial Centre,  
248 Queen's Road East,  
Wanchai,  
Hong Kong

**RESOLUTION ON DISSOLUTION OF THE BOARD  
OF SUPERVISORS AND RELATED MATTERS  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE  
GENERAL MEETING  
PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE  
BOARD OF DIRECTORS  
PROPOSED AMENDMENTS TO THE MEASURES FOR THE  
ADMINISTRATION OF WORK ALLOWANCE OF DIRECTORS  
AND  
NOTICE OF THE 2025 FIRST  
EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

The EGM of the Bank will be held at 10:00 a.m. on Thursday, 25 September 2025 and the resolutions in relation to dissolution of the Board of Supervisors and related matters, proposed amendments to the Articles of Association, proposed amendments to the Rules of Procedure of the General Meeting, proposed amendments to the Rules of Procedure of the Board of Directors and proposed amendments to the Measures for the Administration of Work Allowance of Directors will be proposed to be considered and approved.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with the notice of the EGM and to provide you with all the information reasonably necessary to enable you to make an informed voting decision on the proposed resolution at the EGM.

### **II. RESOLUTION ON DISSOLUTION OF THE BOARD OF SUPERVISORS AND RELATED MATTERS**

Based on the relevant provisions and requirements of the Company Law of the People's Republic of China, and to further strengthen corporate governance and enhance its effectiveness, the Bank hereby submits the following specific matters concerning the dissolution of its Board of Supervisors for consideration at the general meeting:

The Bank will dissolve its Board of Supervisors, with the Audit Committee under the Board assuming the duties previously held by the Board of Supervisors. The supervisory committee and the nomination committee under the Board of Supervisors will also be dissolved simultaneously. Relevant corporate governance documents pertaining to the Board of Supervisors, including the Rules of Procedure of the Board of Supervisors of Bank of Tianjin Co., Ltd., the Working Rules of the Supervisory Committee under the Board of Supervisors of Bank of Tianjin Co., Ltd., and the Working Rules of the Nomination Committee under the Board of Supervisors of Bank of Tianjin Co., Ltd., shall be repealed accordingly. Current Supervisors will no longer serve in their capacities as Supervisors of the Bank.

The above matters shall take effect upon the approval of the amended Articles of Association of Bank of Tianjin Co., Ltd. by the general meeting and its subsequent approval by the Tianjin Financial Regulatory Bureau. Prior to this, the Board of Supervisors of the Bank will continue to exercise the duties and authorities prescribed for board of supervisors under the Company Law of the People's Republic of China and other laws and regulations.

### **III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Since 2023, the seventh session of the Standing Committee of the National People's Congress adopted the newly revised Company Law. The CSRC repealed the Mandatory Provisions for the Articles of Association of Companies Listed Overseas and issued or revised regulatory provisions such as the Administrative Measures for Overseas Issuance and Listing, the Guidelines for the Articles of Association of Listed Companies, and the Administrative Measures for Independent Directors of Listed Companies. The current Articles of Association of the Bank was approved and promulgated for implementation in July 2022. To fully implement recent changes in external regulations, the reform plan for the board of supervisors, and other regulatory requirements, and to standardise the powers and responsibilities of governance bodies, it is to make the amendments to the Articles of Association of Bank of Tianjin Co., Ltd. and the specific amendments are detailed in Appendix I.

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## LETTER FROM THE BOARD

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The resolution on the amendments to the Articles of Association shall be subject to consideration and approval by the general meeting, and then submitted to the Tianjin Financial Regulatory Bureau for approval and filed with the Hexi District Administration for Market Regulation in Tianjin. Should adjustments or modifications be necessary due to changes in laws, regulations, normative documents, or the recommendations and requirements of relevant governmental and regulatory authorities, such changes shall be deemed to have been approved by the general meeting and the Board of Directors. The general meeting is also requested to authorise the Board of Directors, which may further delegate such authority to senior management, to make corresponding adjustments or modifications based on the aforementioned circumstances and to handle all relevant matters, including the submission of amendments to the Articles of Association for regulatory approval and filing with market supervision authorities.

### **IV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING**

Based on relevant laws and regulations such as the Company Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, and the Notice on Matters Concerning the Alignment of Corporate Governance Regulatory Provisions with the Company Law, as well as the Bank's arrangements for amendments to the Articles of Association of Bank of Tianjin Co., Ltd., and in order to fully implement recent changes in external regulations, the reform plan for the board of supervisors, and other requirements, while ensuring consistency in the Bank's internal corporate governance systems, the Rules of Procedure of the General Meeting of Bank of Tianjin Co., Ltd. are hereby revised, and the specific amendments are detailed in Appendix II.

The relevant matters shall take effect upon the approval of the amendments to the Articles of Association by the Tianjin Financial Regulatory Bureau. Should adjustments or modifications be necessary due to changes in laws, regulations, normative documents, or the recommendations and requirements of relevant governmental and regulatory authorities, or other similar circumstances, such changes shall be deemed to have been approved by the general meeting and the Board of Directors. The general meeting is also requested to authorise the Board of Directors, which may further delegate such authority to senior management, to make corresponding adjustments or modifications based on the aforementioned circumstances.

### **V. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS**

Based on the Company Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, the Notice on Matters Concerning the Alignment of Corporate Governance Regulatory Provisions with the Company Law, and other relevant laws, regulations, regulatory provisions, as well as the Bank's arrangements for amendments to the Articles of Association of Bank of Tianjin Co., Ltd., and in order to fully implement recent changes in external regulations, the reform plan for the board of supervisors, and other

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## LETTER FROM THE BOARD

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requirements while ensuring consistency in the Bank's internal corporate governance systems, the Rules of Procedure of the Board of Directors of Bank of Tianjin Co., Ltd. are hereby revised and the specific amendments are detailed in Appendix III.

The relevant matters shall take effect upon the approval of the said amendments to the Articles of Association by the Tianjin Financial Regulatory Bureau. Should adjustments or modifications be necessary due to changes in laws, regulations, normative documents, or the recommendations and requirements of relevant governmental and regulatory authorities, such changes shall be deemed to have been approved by the general meeting and the Board of Directors. The general meeting is also requested to authorise the Board of Directors, which may further delegate such authority to senior management, to make corresponding adjustments or modifications based on the aforementioned circumstances.

### **VI. PROPOSED AMENDMENTS TO THE MEASURES FOR THE ADMINISTRATION OF WORK ALLOWANCE OF DIRECTORS**

Based on the Company Law of the People's Republic of China, the Guidelines for the Articles of Association of Listed Companies, the Notice on Matters Concerning the Alignment of Corporate Governance Regulatory Provisions with the Company Law, and other relevant laws, regulations, regulatory provisions, as well as the Bank's arrangements for amendments to the Articles of Association of Bank of Tianjin Co., Ltd., and in order to fully implement recent changes in external regulations, the reform plan for the board of supervisors, and other requirements while ensuring consistency in the Bank's internal corporate governance systems, the Measures for the Administration of Work Allowance of Directors of Bank of Tianjin Co., Ltd. are hereby revised, and the specific amendments are detailed in Appendix IV.

The relevant matters shall take effect upon the approval of the said amendments to the Articles of Association by the Tianjin Financial Regulatory Bureau.

### **VII. OTHERS**

In addition, the Shareholders will listen to the Appraisal Report on the Performance of Duties and Performance of Obligations by Substantial Shareholders of the Bank for 2024 at the EGM.

### **VIII. THE EGM**

The EGM will be held at the East Building Office Area of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Thursday, 25 September 2025 to consider and, if thought fit, to pass the resolutions in respect of the matters as set out in the notice of the EGM. The notice of the EGM is set out on pages 289 to 291 of this circular.

Whether or not you intend to attend and/or vote at the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon.



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## LETTER FROM THE BOARD

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Completion and return of a proxy form will not preclude you from attending in person and voting at the EGM if you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

### IX. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

In order to determine the entitlement to attend and vote at the EGM, the register of members of H Shares of the Bank will be closed from Thursday, 18 September 2025 to Thursday, 25 September 2025 (both days inclusive), during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the register of members of the Bank at the close of business on Wednesday, 17 September 2025 will be entitled to attend and vote at the EGM. In order to determine whether the Shareholders are entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share Registrar, namely Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Wednesday, 17 September 2025.

### X. RECOMMENDATIONS

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

By Order of the Board  
**Bank of Tianjin Co., Ltd.\***  
**YU Jianzhong**  
Chairman

Tianjin, China  
3 September 2025

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

# APPENDIX I: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.

The details of the proposed amendments to the Articles of Association are as follows (deleted portions are indicated by strikethrough and bold type, and new additions are indicated by underlining and bold type):

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 For the purpose of protecting the legitimate rights and interests of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Bank”), its shareholders and creditors, and of standardizing the organization and activities of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the People’s Bank of China Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Interim Measures for Equity Management of Commercial Banks, the Corporate Governance Standards for Banking and Insurance Institutions, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and other relevant laws, regulations and regulatory provisions, the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange (hereinafter referred to as the “Listing Rules”) as well as relevant rules of the securities regulatory authorities of the place where the Bank’s shares are listed.</p> <p>The “laws, regulations and regulatory provisions” referred to in these Articles refer to the laws, regulations, rules, judicial interpretations and notices officially promulgated by the legislature at all levels and other government authorities of the PRC (including any modifications, amendments, re-enactment or merger of the PRC laws and any regulations, articles, judicial interpretations or notices issued in accordance with the PRC laws, but excluding the laws, regulations and case laws of the Hong Kong Special Administrative Region (hereinafter referred to as “Hong Kong”), the Macau Special Administrative Region and Taiwan Region).</p>	<p>Article 1 For the purpose of protecting the legitimate rights and interests of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Bank”), its shareholders, <u><b>employees</b></u> and creditors, and of standardizing the organization and activities of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the People’s Bank of China Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), <del>the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”)</del>, the Interim Measures for Equity Management of Commercial Banks, the Corporate Governance Standards for Banking and Insurance Institutions, <del>the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas</del> <u><b>the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for Articles of Association of Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies</b></u> and other relevant laws, regulations and regulatory provisions, the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange (hereinafter referred to as the “Listing Rules”) as well as relevant rules of the securities regulatory authorities of the place where the Bank’s shares are listed.</p> <p>The “laws, regulations and regulatory provisions” referred to in these Articles refer to the laws, regulations, rules, judicial interpretations and notices officially promulgated by the legislature at all levels and other government authorities of the PRC (including any modifications, amendments, re-enactment or merger of the PRC laws and any regulations, articles, judicial interpretations or notices</p>

**APPENDIX I: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
	issued in accordance with the PRC laws, but excluding the laws, regulations and case laws of the Hong Kong Special Administrative Region (hereinafter referred to as “Hong Kong”), the Macau Special Administrative Region and Taiwan Region).
<p>Article 2 The Bank is a joint stock limited company established in accordance with the Company Law, the Commercial Banking Law and other relevant provisions.</p> <p>The Bank was established by way of promotion pursuant to the Approval of the Establishment of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 155) granted by the People’s Bank of China and the Approval of the Opening of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 352) granted by the People’s Bank of China, and obtained the financial license. The Bank was registered with the Tianjin Administration for Industry &amp; Commerce and obtained its business license on November 6, 1996. In April 1998, the Bank changed its name to Tianjin Commercial Bank pursuant to the Approval of the Change of Name of Tianjin Urban Cooperative Bank (Jin Yin Yin [1998] No. 71) granted by the People’s Bank of China. In February 2007, the Bank changed its name to Bank of Tianjin pursuant to the Approval of the Change of Name of Tianjin Commercial Bank (Yin Jian Fu [2007] No. 65) granted by the former China Banking Regulatory Commission. The Bank’s uniform social credit code is 911200001030702984.</p>	<p>Article 2 The Bank is a joint stock limited company established in accordance with the Company Law, the Commercial Banking Law and other relevant provisions.</p> <p>The Bank was established by way of promotion pursuant to the Approval of the Establishment of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 155) granted by the People’s Bank of China and the Approval of the Opening of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 352) granted by the People’s Bank of China, and obtained the financial license. The Bank was registered with the <b><u>Hexi District Market Supervision Administration of Tianjin Municipality</u></b> <del>Administration for Industry &amp; Commerce</del> and obtained its business license on November 6, 1996. In April 1998, the Bank changed its name to Tianjin Commercial Bank pursuant to the Approval of the Change of Name of Tianjin Urban Cooperative Bank (Jin Yin Yin [1998] No. 71) granted by the People’s Bank of China. In February 2007, the Bank changed its name to Bank of Tianjin pursuant to the Approval of the Change of Name of Tianjin Commercial Bank (Yin Jian Fu [2007] No. 65) granted by the former China Banking Regulatory Commission. The Bank’s uniform social credit code is 911200001030702984.</p>
<p>Article 3 Registered name of the Bank: Chinese name in full: 天津银行股份有限公司 Chinese name in short: 天津銀行 English name in full: BANK OF TIANJIN CO., LTD. English name in short: BANK OF TIANJIN</p>	<p>Article 3 Registered name of the Bank: Chinese name in full: 天津银行股份有限公司 Chinese name in short: 天津銀行 English name in full: BANK OF TIANJIN CO., LTD. English name in short: BANK OF TIANJIN</p>
<p>Article 4 Address of the Bank: 15 Youyi Road, Hexi District, Tianjin; Postal code: 300201. Telephone: 86-22-28405262, facsimile: 86-22-28405518.</p>	<p>Article 4 Address of the Bank: 15 Youyi Road, Hexi District, Tianjin; Postal code: 300201. Telephone: 86-22-28405262, facsimile: 86-22-28405518.</p>
<p>Article 5 The registered capital of the Bank is RMB6,070,551,822.</p>	<p>Article 5 The registered capital of the Bank is RMB6,070,551,822.</p>
<p>Article 6 The Bank is a perpetually existing joint stock limited company.</p>	<p>Article 6 The Bank is a perpetually existing joint stock limited company. <b><u>The term of business is long-term.</u></b></p>

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**APPENDIX I:                      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 7 The legal representative of the Bank shall be the chairman of its Board of Directors.</p>	<p>Article 7 The legal representative of the Bank shall be the chairman of its Board of Directors, <b><u>who represents the Bank and executes its affairs. If the chairman of the Board of Directors is unable to fulfil his/her duties, the president shall be the legal representative. Where the chairman of the Board of Directors who concurrently serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time.</u></b></p> <p><b><u>If a legal representative resigns, the Bank shall determine a new legal representative as soon as possible after the date of the resignation of the legal representative.</u></b></p> <p><b><u>The legal consequences of civil activities performed by the legal representative in the name of the Bank shall be borne by the company. The restrictions on the functions and powers of the legal representative as stipulated in the Articles of Association or by the general meeting shall not be used against any bona fide counterparty. If the legal representative causes damage to others in the performance of his/her duties, the Bank shall bear civil liability. After the Bank assumes civil liability, it may claim reimbursement from the legal representative at fault in accordance with laws, regulations or the Articles of Association of the Bank.</u></b></p>
<p>Article 8 The capital of the Bank is divided into shares of equal par value, and the shareholders shall bear liability for the Bank to the extent of the shares subscribed by them, and the Bank shall bear liability for its debts to the extent of its total assets.</p>	<p>Article 8 The capital of the Bank is divided into shares of equal par value, and the shareholders shall bear liability for the Bank to the extent of the shares subscribed by them, and the Bank shall bear liability for its debts to the extent of its total assets.</p>

**APPENDIX I: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 9 Upon the coming to effect of these Articles, it shall constitute a legally binding document governing the organization and activities of the Bank, and defines the rights and obligations between the Bank and its shareholders, and among the Bank's shareholders themselves. These Articles shall be legally binding on the Bank, the party organization and members of the party committee, the shareholders, directors, supervisors and senior management officers of the Bank. The aforementioned persons may, in accordance with these Articles, assert rights in respect of the Bank's affairs. The Bank may, in accordance with these Articles, institute lawsuits against the shareholders, directors, supervisors and senior management officers of the Bank. The shareholders may, in accordance with these Articles, institute lawsuits against other shareholders, the Bank, and the directors, supervisors and senior management officers of the Bank.</p> <p>The lawsuits referred to in the preceding paragraph shall include lawsuits instituted in a people's court or applications to arbitration institutions for arbitration.</p>	<p>Article 9 Upon the coming to effect of these Articles, it shall constitute a legally binding document governing the organization and activities of the Bank, and defines the rights and obligations between the Bank and its shareholders, and among the Bank's shareholders themselves. <del>These Articles, and it</del> shall be legally binding on the Bank, the party organization and members of the party committee, the shareholders, directors, <del>supervisors</del> and senior management officers of the Bank. <del>The aforementioned persons may, in accordance with these Articles, assert rights in respect of the Bank's affairs.</del> The Bank may, in accordance with these Articles, institute lawsuits against the shareholders, directors, <del>supervisors</del> and senior management officers of the Bank. The shareholders may, in accordance with these Articles, institute lawsuits against other shareholders, the Bank, and the directors, <del>supervisors</del> and senior management officers of the Bank.</p> <p><del>The lawsuits referred to in the preceding paragraph shall include lawsuits instituted in a people's court or applications to arbitration institutions for arbitration.</del></p> <p><u>The shareholders, directors, senior management officers and other persons of the Bank shall comply with laws, regulations, regulatory provisions and these Articles, and exercise their rights and fulfill their obligations in accordance with the principles of respective duties, responsibilities, co-ordination, effective checks and balances to safeguard the lawful rights and interests of the Bank.</u></p>
<p>Article 10 The "directors" referred to in these Articles shall include all members of the Board of Directors who serve as executive directors and non-executive directors (including independent directors) unless the context otherwise requires or otherwise specifies.</p> <p>The "supervisors" referred to in these Articles shall include all members of the Board of Supervisors who serve as shareholder supervisors, employee supervisors and external supervisors unless the context otherwise requires or otherwise specifies.</p> <p>The "senior management officers" referred to in these Articles shall mean the persons who hold positions in the head office of the Bank within the scope of the qualification regulatory system for senior management officers of banking institutions. (Including but not limited to, personnel appointed by the board of directors, the chief information officer, the chief risk</p>	<p>Article 10 The "directors" referred to in these Articles shall include all members of the Board of Directors who serve as executive directors and non-executive directors (including independent directors) unless the context otherwise requires or otherwise specifies.</p> <p><del>The "supervisors" referred to in these Articles shall include all members of the Board of Supervisors who serve as shareholder supervisors, employee supervisors and external supervisors unless the context otherwise requires or otherwise specifies.</del></p> <p>The "senior management officers" referred to in these Articles shall mean the persons who hold positions in the head office of the Bank within the scope of the qualification regulatory system for senior management officers of banking institutions. (Including but not limited to, personnel appointed by the board of directors, the chief information officer, the chief risk</p>

**APPENDIX I:                      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>officer, the chief auditor, the chief accountant, the general counsel as required by relevant superiors or regulatory authorities.)</p> <p>The aforesaid directors and senior management officers shall have the qualifications required by the superiors or the regulatory authorities and be subject to review by or filing with such regulatory authorities.</p>	<p>officer, the chief auditor, the chief accountant, <del>the general counsel</del> as required by relevant superiors or regulatory authorities.)</p> <p>The aforesaid directors and senior management officers shall have the qualifications required by the superiors or the regulatory authorities and be subject to review by or filing with such regulatory authorities.</p>
<p>Article 11 The business activities of the Bank are subject to the supervision and administration by the banking regulatory authorities under the State Council and their agencies and other relevant government authorities. The Bank is an independent corporate legal person and carries out financial business in accordance with the laws without interference from any entity or individual.</p>	<p>Article 11 The business activities of the Bank are subject to the supervision and administration by the banking regulatory authorities under the State Council and their agencies and other relevant government authorities. The Bank is an independent corporate legal person and carries out financial business in accordance with the laws without interference from any entity or individual.</p>
<p>Article 12 The Bank adopts a class one legal person system. Subject to approval of the banking regulatory authorities under the State Council, the Bank may set up, change or cancel entities, including but not limited to branch and sub-branch entities, subsidiary companies and representative offices in the PRC or outside the PRC, according to the provisions of laws and regulations of the PRC and other relevant countries or regions. The branch and sub-branch entities set up by the Bank outside the PRC shall operate all banking or other businesses permitted by laws and regulations of the places of operation.</p> <p>With the exception of subsidiary companies, the branch and sub-branch entities of the Bank shall not have legal person qualification. The organization establishment and business operation of these entities shall comply with the requirements of laws and regulations and be within the scope of authority granted by the head office of the Bank. The head office of the Bank shall assume the civil liabilities of branch and sub-branch entities. The head office of the Bank exercises central leadership and administration over the major personnel appointment and removal, business policies, comprehensive plans, fund transfers, basic rules and regulations and external affairs of branch and sub-branch entities, and implements the financial system of unified auditing, unified transfer of capital and management at various levels in relation to the branch organs.</p> <p>The Bank may establish certain special committees and internal management organs according to the requirements of business operation and management.</p>	<p>Article 12 The Bank adopts a class one legal person system. Subject to approval of the banking regulatory authorities under the State Council, the Bank may set up, change or cancel entities, including but not limited to branch and sub-branch entities, subsidiary companies and representative offices in the PRC or outside the PRC, according to the provisions of laws and regulations of the PRC and other relevant countries or regions. The branch and sub-branch entities set up by the Bank outside the PRC shall operate all banking or other businesses permitted by laws and regulations of the places of operation.</p> <p>With the exception of subsidiary companies, the branch and sub-branch entities of the Bank shall not have legal person qualification. The organization establishment and business operation of these entities shall comply with the requirements of laws and regulations and be within the scope of authority granted by the head office of the Bank. The head office of the Bank shall assume the civil liabilities of branch and sub-branch entities. The head office of the Bank exercises central leadership and administration over the major personnel appointment and removal, business policies, comprehensive plans, fund transfers, basic rules and regulations and external affairs of branch and sub-branch entities, and implements the financial system of unified auditing, unified transfer of capital and management at various levels in relation to the branch organs.</p> <p>The Bank may establish certain special committees and internal management organs according to the requirements of business operation and management.</p>



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OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 13 The Bank may invest in other limited liability companies, joint stock limited companies and other legal persons according to the provisions of laws and regulations, and shall assume responsibilities to any such invested corporations to the extent as limited by its capital contribution or shares subscribed. However, unless otherwise provided by laws and regulations, the Bank shall not become a capital contributor that shall bear joint and several liabilities for the debts of the invested enterprises.</p>	<p>Article 13 The Bank may invest in other limited liability companies, joint stock limited companies and other legal persons according to the provisions of laws and regulations, and shall assume responsibilities to any such invested corporations to the extent as limited by its capital contribution or shares subscribed. However, unless otherwise provided by laws and regulations, the Bank shall not become a capital contributor that shall bear joint and several liabilities for the debts of the invested enterprises.</p>
<p>Article 14 The Bank adheres to the market-oriented operation mechanism, continues to deepen the reform of three systems, and implements the internal management personnel that can be promoted and demoted, employees that can be hired and fired, and income that can be increased and reduced.</p> <p>(1) In accordance with the principles of market-oriented selection, contract-based management, differentiated remuneration and market-oriented exit, and based on the actual situation of the Bank to implement the professional manager system in the senior management, the Bank standardizes the term management of members of the senior management, scientifically determines the contractual objectives, implements remuneration in a rigid manner, and strictly evaluates dismissal.</p> <p>(2) The Bank adheres to the market-oriented staff selection and employment mechanism, fully implements the employment system with labor contract as the core, promotes open recruitment of employees, selection and competition of management personnel, appointment system and contract-based management of management personnel, and adjustment and dismissal of the incompetent, and forms a healthy flow mechanism of survival of the fittest.</p> <p>(3) The Bank deepens the market-oriented remuneration distribution system, comprehensively promotes the performance appraisal of all employees, establishes a market-competitive remuneration distribution system for key core talents, and flexibly carries out medium and long-term incentives in various ways. The Bank implements deferred payment of performance-based remuneration and recourse deduction to prevent aggressive operation and illegal and non-compliant activities.</p>	<p>Article 14 The Bank adheres to the market-oriented operation mechanism, continues to deepen the reform of three systems, and implements the internal management personnel that can be promoted and demoted, employees that can be hired and fired, and income that can be increased and reduced.</p> <p>(1) In accordance with the principles of market-oriented selection, contract-based management, differentiated remuneration and market-oriented exit, and based on the actual situation of the Bank to implement the professional manager system in the senior management, the Bank standardizes the term management of members of the senior management, scientifically determines the contractual objectives, implements remuneration in a rigid manner, and strictly evaluates dismissal.</p> <p>(2) The Bank adheres to the market-oriented staff selection and employment mechanism, fully implements the employment system with labor contract as the core, promotes open recruitment of employees, selection and competition of management personnel, appointment system and contract-based management of management personnel, and adjustment and dismissal of the incompetent, and forms a healthy flow mechanism of survival of the fittest.</p> <p>(3) The Bank deepens the market-oriented remuneration distribution system, comprehensively promotes the performance appraisal of all employees, establishes a market-competitive remuneration distribution system for key core talents, and flexibly carries out medium and long-term incentives in various ways. The Bank implements deferred payment of performance-based remuneration and recourse deduction to prevent aggressive operation and illegal and non-compliant activities.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 15 The Bank shall, in accordance with the relevant provisions in the Constitution of the Communist Party of China (the “CPC”) and the laws and regulations, set up the CPC organization, establish the working mechanism of the CPC carry out the CPC’s activities, equip with sufficient and strong party staff and ensure the working expenses of the CPC organization.	Article 15 The Bank shall, in accordance with the relevant provisions in the Constitution of the Communist Party of China (the “CPC”) and the laws and regulations, set up the CPC organization, establish the working mechanism of the CPC carry out the CPC’s activities, equip with sufficient and strong party staff and ensure the working expenses of the CPC organization. <u>The Bank shall provide the necessary conditions for the CPC to organize its activities.</u>
Chapter 2 Objectives and Scope of Business	Chapter 2 Objectives and Scope of Business
Article 16 The business objectives of the Bank are: to adapt to the requirements of the development of socialist market economy in China, to comply with laws and regulations, to adhere to the business principles of safety, liquidity, efficiency, sociality and sustainability, with the goal of becoming a mainstream bank in Beijing-Tianjin-Hebei region, a bank with integrity and compliance, a value-driven bank, a bank offering excellent experience, a bank that cares for employees and a bank with dual track development, to strive to become a socialist modernized urban commercial bank and to promote economic development, environmental friendliness and social progress.	Article 16 The business objectives of the Bank are: to <del>adapt to the requirements of the development of socialist market economy in China, to comply with laws and regulations, to adhere to the business principles of safety, liquidity, efficiency, sociality and sustainability, with the goal of becoming a mainstream bank in Beijing-Tianjin-Hebei region, a bank with integrity and compliance, a value-driven bank, a bank offering excellent experience, a bank that cares for employees and a bank with dual track development, to strive to become a socialist modernized urban commercial bank and to promote economic development, environmental friendliness and social progress.</del> <u>adhere to the path of financial development with Chinese characteristics, uphold the cultural philosophy of Chinese-style finance, actively practice the political and people-oriented nature of financial work, enhance the professionalism of financial work, adhere to the principles of “safety, liquidity, and profitability” for sustainable operations, and focus on the positioning of “serving the local economy, serving small and medium-sized enterprises, and serving urban and rural residents”, concentrate on core responsibilities and main businesses, deepen efforts in the local area, and excel in external regional markets. We adhere to specialized and differentiated operations to build a modern first-class regional bank that satisfies the municipal party committee, reassures regulators, earns societal praise, delights shareholders, and instills pride in employees.</u>



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<b>Existing Provision of Articles of Association</b>	<b>Amended Provision of Articles of Association</b>
Article 17 Upon registration pursuant to the laws, the business scope of the Bank is:	Article 17 Upon registration pursuant to the laws, the business scope of the Bank is:
(1) receiving deposits of the public;	(1) receiving deposits of the public;
(2) granting short-term, medium-term and long-term loans;	(2) granting short-term, medium-term and long-term loans;
(3) handling settlement within and outside the PRC;	(3) handling settlement within and outside the PRC;
(4) handling bills acceptances and discounting;	(4) handling bills acceptances and discounting;
(5) issuing financial bonds;	(5) issuing financial bonds;
(6) acting as agents in issuance, honoring and underwriting of government bonds;	(6) acting as agents in issuance, honoring and underwriting of government bonds;
(7) buying and selling government bonds and financial bonds;	(7) buying and selling government bonds and financial bonds;
(8) inter-bank borrowings;	(8) inter-bank borrowings;
(9) bank cards business;	(9) bank cards business;
(10) providing letter of credit services and guarantees;	(10) providing letter of credit services and guarantees;
(11) acting as agent in the collection and payment of monies and insurance business;	(11) acting as agent in the collection and payment of monies and insurance business;
(12) providing safe deposit box services;	(12) providing safe deposit box services;
(13) securities investment fund sales business;	(13) securities investment fund sales business;
(14) client transaction settlement funds custody business as a legal person bank;	(14) client transaction settlement funds custody business as a legal person bank;
(15) foreign exchange deposits, foreign exchange loans;	(15) foreign exchange deposits, foreign exchange loans;
(16) foreign exchange remittances, foreign currency conversion;	(16) foreign exchange remittances, foreign currency conversion;
(17) settlement and sale of foreign exchange;	(17) settlement and sale of foreign exchange;
(18) foreign exchange inter-bank borrowings;	(18) foreign exchange inter-bank borrowings;
(19) foreign exchange guarantees;	(19) foreign exchange guarantees;
(20) foreign exchange borrowings;	(20) foreign exchange borrowings;

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<p>(21) providing foreign currency bills acceptances and discounting services;</p> <p>(22) credit investigation, advisory and witnessing businesses;</p> <p>(23) trading and trading as agent of foreign currency securities apart from stocks;</p> <p>(24) trading and trading as agent in foreign exchange;</p> <p>(25) other businesses as approved by the banking regulatory authorities under the State Council and other regulatory authorities.</p>	<p>(21) providing foreign currency bills acceptances and discounting services;</p> <p>(22) credit investigation, advisory and witnessing businesses;</p> <p>(23) trading and trading as agent of foreign currency securities apart from stocks;</p> <p>(24) trading and trading as agent in foreign exchange;</p> <p>(25) other businesses as approved by the banking regulatory authorities under the State Council and other regulatory authorities.</p>
Chapter 3 Party Committee	Chapter 3 Party Committee
<p>Article 18 In accordance with the Constitution of the CPC and relevant regulations, the Bank shall establish the Bank of Tianjin Co., Ltd. Committee of the CPC (hereinafter referred to as the “Party Committee”) with the approval of the higher-level CPC organization. At the same time, the Bank shall accept the supervision of the discipline inspection and supervision team appointed by the higher-level discipline inspection commission and supervision commission as required to provide them with corresponding working conditions.</p> <p>The Party Committee of the Bank shall be elected by the CPC members’ general meeting or the CPC members’ representatives’ general meeting, and each term of office is generally five years. Upon expiry of term, the Party Committee shall be re-elected on schedule.</p> <p>The number of Party Committee secretary, deputy secretary and members of the Bank shall be set according to the approval of the higher-level CPC organization, and shall be elected or appointed in accordance with the relevant provisions of the Constitution of the CPC.</p>	<p>Article 18 In accordance with the Constitution of the CPC and relevant regulations, the Bank shall establish the Bank of Tianjin Co., Ltd. Committee of the CPC (hereinafter referred to as the “Party Committee”) with the approval of the higher-level CPC organization. At the same time, the Bank shall accept the supervision of the discipline inspection and supervision team appointed by the higher-level discipline inspection commission and supervision commission as required to provide them with corresponding working conditions.</p> <p>The Party Committee of the Bank shall be elected by the CPC members’ general meeting or the CPC members’ representatives’ general meeting, and each term of office is generally five years. Upon expiry of term, the Party Committee shall be re-elected on schedule.</p> <p>The number of Party Committee secretary, deputy secretary and members of the Bank shall be set according to the approval of the higher-level CPC organization, and shall be elected or appointed in accordance with the relevant provisions of the Constitution of the CPC.</p>
<p>Article 19 Adhering to and improving the leadership system of “two-way entry and crossappointment”, eligible team members of the Party Committee may join the Board of Directors, the Board of Supervisors and senior management through statutory procedures, and eligible CPC members in the Board of Directors, the Board of Supervisors and senior management may join the Party Committee in accordance with relevant regulations and procedures.</p>	<p>Article 19 Adhering to and improving the leadership system of “two-way entry and crossappointment”, eligible team members of the Party Committee may join the Board of Directors, <del>the Board of Supervisors</del> and senior management through statutory procedures, and eligible CPC members in the Board of Directors, <del>the Board of Supervisors</del> and senior management may join the Party Committee in accordance with relevant regulations and procedures.</p>

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<p>Article 20 The Party Committee of the Bank shall play a leading role, take the direction, manage the overall situation, promote the implementation, and discuss and decide on major matters of the Bank in accordance with the provisions. Its main duties are:</p> <p>(1) to strengthen the CPC political construction of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all CPC members to always maintain a high degree of consistency with the CPC Central Committee with Comrade Xi Jinping as the core in political stance, political direction, political principles and political path;</p> <p>(2) to thoroughly study and implement Xi Jinping's Thought on Socialism with Chinese Characteristics for a New Era, study and promote the theory of the CPC, implement the CPC's guidelines and policies, supervise and ensure the implementation of the major decisions and arrangements of the CPC Central Committee and the resolutions of the higher-level CPC organization in the Bank;</p> <p>(3) to study and discuss major operation and management issues of the Bank and support the Board of Directors and senior management to exercise their functions and powers according to the laws;</p> <p>(4) to strengthen the leadership and control over the staff selection and employment of the Bank, and focus on the construction of leadership team, cadre team and talent team of the Bank;</p> <p>(5) to perform the main responsibility of building a clean and honest party culture of the Bank, lead the internal discipline inspection organization to perform the supervision and accountability duties, strictly regulate political discipline and political rules, and promote the comprehensive and strict governance of the party to the grassroots level;</p> <p>(6) to strengthen the construction of grassroots party organization and teams of CPC members, and lead the employees to actively participate in the reform and development of the Bank;</p> <p>(7) to lead the Bank's ideological and political work, spiritual civilization construction and unified frontline work, and lead the Bank's labor union, Communist Youth League, women's organizations and other group organizations.</p>	<p>Article 20 The Party Committee of the Bank shall play a leading role, take the direction, manage the overall situation, <del>promote</del><b>ensure</b> the implementation, and discuss and decide on major matters of the Bank in accordance with the provisions. Its main duties are:</p> <p>(1) to strengthen the CPC political construction of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all CPC members to always maintain a high degree of consistency with the CPC Central Committee with Comrade Xi Jinping as the core in political stance, political direction, political principles and political path;</p> <p>(2) to thoroughly study and implement Xi Jinping's Thought on Socialism with Chinese Characteristics for a New Era, study and promote the theory of the CPC, implement the CPC's guidelines and policies, supervise and ensure the implementation of the major decisions and arrangements of the CPC Central Committee and the resolutions of the higher-level CPC organization in the Bank;</p> <p>(3) to study and discuss major operation and management issues of the Bank and support the Board of Directors and senior management to exercise their functions and powers according to the laws;</p> <p>(4) to strengthen the leadership and control over the staff selection and employment of the Bank, and focus on the construction of leadership team, cadre team and talent team of the Bank;</p> <p>(5) to perform the main responsibility of building a clean and honest party culture of the Bank, lead the internal discipline inspection organization to perform the supervision and accountability duties, strictly regulate political discipline and political rules, and promote the comprehensive and strict governance of the party to the grassroots level;</p> <p>(6) to strengthen the construction of grassroots party organization and teams of CPC members, and lead the employees to actively participate in the reform and development of the Bank;</p> <p>(7) to lead the Bank's ideological and political work, spiritual civilization construction and unified frontline work, and lead the Bank's labor union, Communist Youth League, women's organizations and other group organizations.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 21 Major operation and management matters of the Bank shall be studied and discussed by the Party Committee before being decided by the Board of Directors in accordance with its functions and powers and prescribed procedures. The matters to be studied and discussed mainly include:</p> <p>(1) implementation of major initiatives of the CPC Central Committee in its decision-making and deployment as well as national development strategies;</p> <p>(2) the development strategy, medium and long-term development plan and important reform plan of the Bank;</p> <p>(3) the fundamental directional issues in asset restructuring, equity transfer, capital operation and large-amount investment of the Bank;</p> <p>(4) the establishment and adjustment of the organizational structure of the Bank and the formulation and modification of important rules, regulations and systems;</p> <p>(5) major issues concerning the Bank's safe production, maintenance of stability, rights and interests of employees and social responsibilities;</p> <p>(6) other important matters that shall be studied and discussed by the Party Committee.</p> <p>The Bank shall formulate a list of matters to be studied and discussed by the Party Committee and clarify the powers and responsibilities of the Party Committee and other governance bodies such as the Board of Directors, the Board of Supervisors and the senior management.</p> <p>The Party Committee of the Bank shall strictly conduct pre-study and discussion on major operation and management matters, focusing on whether the decision-making matters are in line with the theory, direction and policy of the CPC, whether the decision-making and deployment of the CPC Central Committee and the national and regional development strategies are implemented, whether it is conducive to promoting the high-quality development of the Bank, enhancing the competitiveness of the Bank and realizing the</p>	<p>Article 21 Major operation and management matters of the Bank shall be studied and discussed by the Party Committee before being decided by the Board of Directors in accordance with its functions and powers and prescribed procedures. The matters to be studied and discussed mainly include:</p> <p>(1) implementation of major initiatives of the CPC Central Committee in its decision-making and deployment as well as national development strategies;</p> <p>(2) the development strategy, medium and long-term development plan and important reform plan of the Bank;</p> <p>(3) the fundamental directional issues in asset restructuring, equity transfer, capital operation and large-amount investment of the Bank;</p> <p>(4) the establishment and adjustment of the organizational structure of the Bank and the formulation and modification of important rules, regulations and systems;</p> <p>(5) major issues concerning the Bank's safe production, maintenance of stability, rights and interests of employees and social responsibilities;</p> <p>(6) other important matters that shall be studied and discussed by the Party Committee.</p> <p>The Bank shall formulate a list of matters to be studied and discussed by the Party Committee and clarify the powers and responsibilities of the Party Committee and other governance bodies such as the Board of Directors, <del>the Board of Supervisors</del> and the senior management.</p> <p>The Party Committee of the Bank shall strictly conduct pre-study and discussion on major operation and management matters, focusing on whether the decision-making matters are in line with the theory, direction and policy of the CPC, whether the decision-making and deployment of the CPC Central Committee and the national and regional development strategies are implemented, whether it is conducive to promoting the high-quality development of the Bank, enhancing the competitiveness of the Bank and realizing the</p>

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<p>preservation and appreciation of the value of stateowned assets, and whether it is conducive to safeguarding social public interests and legitimate rights and interests of the employees.</p> <p>The Party Committee of the Bank shall conduct pre-study and discussion on major operation and management matters, insist on the unity of decision-making quality and efficiency, generally through procedures such as making motions, formulating proposals, research and discussion by the Party Committee, communication before the Board meetings, and giving opinions by the Party Committee team members and other CPC members who have entered into the Board of Directors during consideration at the Board meetings in accordance with the opinions formed at the meetings of the Party Committee.</p>	<p>preservation and appreciation of the value of stateowned assets, and whether it is conducive to safeguarding social public interests and legitimate rights and interests of the employees.</p> <p>The Party Committee of the Bank shall conduct pre-study and discussion on major operation and management matters, insist on the unity of decision-making quality and efficiency, generally through procedures such as making motions, formulating proposals, research and discussion by the Party Committee, communication before the Board meetings, and giving opinions by the Party Committee team members and other CPC members who have entered into the Board of Directors during consideration at the Board meetings in accordance with the opinions formed at the meetings of the Party Committee.</p>
<p>Article 22 In accordance with the principles that are conducive to strengthening the work of the CPC and efficient coordination, the Party Committee of the Bank shall set up the Party Committee Office, the Organization Department of the Party Committee, the Publicity Department of the Party Committee, the Party Affairs Department, the United Front Department of the Party Committee and other working institutions, the management of leading personnel and the construction of grassroots party organizations are generally led and held responsible by a single department, and if it is led and held responsible by two departments, they shall be under the same leadership members. There shall be a certain proportion of full-time and part-time staff for party affairs, with the same rank and treatment as the operation management personnel.</p> <p>The Bank shall provide the necessary conditions for party organization activities, protect the working funds of the party organizations through inclusion in administrative expenses, party fee retention and other channels, and favor front-line production and operation. The portion included in administrative expenses is generally arranged at the ratio of 1% of the total staff salaries of the Bank in the previous year, and is included in the annual budget of the Bank. The Bank shall integrate and utilize various resources to build a good place for party organization activities.</p>	<p>Article 22 In accordance with the principles that are conducive to strengthening the work of the CPC and efficient coordination, the Party Committee of the Bank shall set up the Party Committee Office, the Organization Department of the Party Committee, the Publicity Department of the Party Committee, the <del>Party Affairs</del> <b>Mass Organization Work</b> Department, the United Front Department of the Party Committee and other working institutions, the management of leading personnel and the construction of grassroots party organizations are generally led and held responsible by a single department, and if it is led and held responsible by two departments, they shall be under the same leadership members. There shall be a certain proportion of full-time and part-time staff for party affairs, with the same rank and treatment as the operation management personnel.</p> <p>The Bank shall provide the necessary conditions for party organization activities, protect the working funds of the party organizations through inclusion in administrative expenses, party fee retention and other channels, and favor front-line production and operation. The portion included in administrative expenses is generally arranged at the ratio of 1% of the total staff salaries of the Bank in the previous year, and is included in the annual budget of the Bank. The Bank shall integrate and utilize various resources to build a good place for party organization activities.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 23 The Bank shall continue to improve the democratic management system with the employee representative meeting as its basic form under the leadership of the Party Committee, and shall listen to the opinions of employees on major decisions. Major issues involving the vital interests of employees must be considered by the employee representative meeting or the employee meeting to ensure that the employee representatives participate in corporate governance in an orderly manner according to law.	Article 23 The Bank shall continue to improve the democratic management system with the employee representative meeting as its basic form under the leadership of the Party Committee, and shall listen to the opinions of employees on major decisions. Major issues involving the vital interests of employees must be considered by the employee representative meeting or the employee meeting to ensure that the employee representatives participate in corporate governance in an orderly manner according to law.
Chapter 4 Shares	Chapter 4 Shares
Section 1 Issuance of Shares	Section 1 Issuance of Shares
<p>Article 24 The Bank shall have ordinary shares at all times. All of the currently issued shares of the Bank are ordinary shares.</p> <p>The Bank may issue preferred shares and other classes of shares according to its needs, in accordance with the applicable laws and regulations and upon the approval by the approval departments authorized by the State Council. In appropriate circumstances, the Bank shall ensure enough voting rights for preferred shareholders.</p>	<p>Article 24 <b>The shares of the Bank are in the form of stock.</b> The Bank shall have ordinary shares at all times. All of the currently issued shares of the Bank are ordinary shares.</p> <p>The Bank may issue preferred shares and other classes of shares according to its needs, in accordance with the applicable laws and regulations and upon the <del>approval</del> <b>necessary procedures performed</b> by the <del>approval</del> <b>the securities regulatory authority of the State Council or</b> the State Council. <del>In appropriate circumstances, the Bank shall ensure enough voting rights for preferred shareholders.</del></p>
<p>Article 25 The shares in the Bank shall be issued in a fair and just manner and each share of the same class shall have the same rights.</p> <p>The conditions of issuance and price of each share of the same class shall be the same in each issue. Any entity or individual shall pay the same price for each share subscribed.</p>	<p>Article 25 The shares in the Bank shall be issued in a fair and just manner and each share of the same class shall have the same rights.</p> <p>The conditions of issuance and price of each share of the same class shall be the same in each issue. <del>Any entity or individual</del> <b>Subscribers</b> shall pay the same price for each share subscribed.</p>
Article 26 The ordinary shares issued by the Bank shall have a par value denominated in Renminbi. The par value of each share shall be Renminbi 1.00. Relevant laws and regulations apply to the par value of preferred shares and other kinds of shares being approved to be issued.	Article 26 The ordinary shares issued by the Bank shall have a par value denominated in Renminbi. The par value of each share shall be Renminbi 1.00. Relevant laws and regulations apply to the par value of preferred shares and other kinds of shares <del>being approved</del> to be issued.



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 27 Subject to approval by the banking regulatory authorities and securities regulatory authorities under the State Council or other relevant regulatory authorities, the Bank may issue its shares to domestic and overseas investors.</p> <p>The overseas investors mentioned in the preceding paragraph refer to investors in overseas countries, Hong Kong Special Administrative Region of the People's Republic of China (hereinafter referred to as the "PRC") (hereinafter referred to as "Hong Kong"), Macau Special Administrative Region and Taiwan Region who subscribe for the shares issued by the Bank; and domestic investors refer to investors in the PRC, excluding the regions mentioned above, who subscribe for the shares issued by the Bank.</p>	<p>Article 27 Subject to <del>approval</del><b><u>the necessary procedures performed</u></b> by the banking regulatory authorities and securities regulatory authorities under the State Council or other relevant regulatory authorities, the Bank may issue its shares to domestic and overseas investors.</p> <p>The overseas investors mentioned in the preceding paragraph refer to investors in overseas countries, Hong Kong Special Administrative Region of the People's Republic of China (hereinafter referred to as the "PRC") (hereinafter referred to as "Hong Kong"), Macau Special Administrative Region and Taiwan Region who subscribe for the shares issued by the Bank; and domestic investors refer to investors in the PRC, excluding the regions mentioned above, who subscribe for the shares issued by the Bank.</p>
<p>Article 28 The shares issued by the Bank to domestic investors for subscription in Renminbi shall be referred to as domestic shares. The shares issued by the Bank to overseas investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares listed overseas shall be referred to as overseas-listed foreign shares.</p> <p>Overseas-listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") shall be referred to as H shares.</p> <p>The foreign currencies mentioned in the preceding paragraph refer to the legal currencies, other than Renminbi, of other countries or regions which are recognized by the PRC foreign exchange administration authorities for payment to the Bank for share capital.</p> <p>Shares issued by the Bank domestically are retained under share registration institutions in compliance with laws and regulations for safe custody; whereas the H shares of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies, and such shares may also be held under the personal names of shareholders.</p>	<p>Article 28 The shares issued by the Bank to domestic investors for subscription in Renminbi shall be referred to as domestic shares. The shares issued by the Bank to overseas investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares listed overseas shall be referred to as overseas-listed foreign shares.</p> <p>Overseas-listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") shall be referred to as H shares.</p> <p><del>The foreign currencies mentioned in the preceding paragraph refer to the legal currencies, other than Renminbi, of other countries or regions which are recognized by the PRC foreign exchange administration authorities for payment to the Bank for share capital.</del></p> <p>Shares issued by the Bank domestically are retained under share registration institutions in compliance with laws and regulations for safe custody; whereas the H shares of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies, and such shares may also be held under the personal names of shareholders.</p>

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Addition	<u>Article 29 The promoters of the Bank were the original shareholders of 65 urban credit cooperatives and 2 business departments, as well as the newly joined shareholders, with a total of 1,009,973.7 thousand shares (including the total share capital of 460,273.7 thousand shares after the quantification of the shareholding of the original credit cooperatives, and the newly raised share capital of 549,700 thousand shares). Except for the shares after quantification of the shareholdings from the shareholders of the original urban credit cooperatives, the remaining shares of the Bank were subscribed and fully paid up by the newly joined shareholders with monetary funds.</u>
<p>Article 29 With the approval by the People's Bank of China and approval by the departments as authorized by the State Council, the Bank's share capital on incorporation in 1996 was 1,009,973,700 shares.</p> <p>The total number of outstanding ordinary shares of the Bank as approved by the approval departments authorized by the State Council is 6,070,551,822 shares. The Bank's share capital structure is: 6,070,551,822 ordinary shares, among which 4,305,952,759 are domestic shares, representing 70.93% of the total shares issued by the Bank; and 1,764,599,063 H shares, representing 29.07% of the total shares issued by the Bank.</p>	<p><del>Article 29</del> <del>With the approval by the People's Bank of China and approval by the departments as authorized by the State Council, the Bank's share capital on incorporation in 1996 was 1,009,973,700 shares.</del></p> <p>The total number of <del>outstanding ordinary</del> shares of the Bank <del>as approved by the approval departments authorized by the State Council</del> is 6,070,551,822 shares. The Bank's share capital structure is: 6,070,551,822 ordinary shares, among which 4,305,952,759 are domestic shares, representing 70.93% of the total shares issued by the Bank; and 1,764,599,063 H shares, representing 29.07% of the total shares issued by the Bank.</p>
<p>Article 30 Subject to approval of the Bank's plan to issue overseas-listed foreign shares and domestic shares by the securities regulatory authorities of the State Council, the Board of Directors of the Bank may implement arrangements regarding the issuance of the shares respectively.</p> <p>The Bank may respectively implement its plan to issue overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council.</p>	<p><del>Article 30 Subject to approval of the Bank's plan to issue overseas-listed foreign shares and domestic shares by the securities regulatory authorities of the State Council, the Board of Directors of the Bank may implement arrangements regarding the issuance of the shares respectively.</del></p> <p><del>The Bank may respectively implement its plan to issue overseas-listed foreign shares and domestic shares pursuant to the preceding paragraph within fifteen (15) months from the date of approval by the securities regulatory authorities of the State Council.</del></p>



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Article 31 In the event that there are overseas-listed foreign shares and domestic shares included in the total number of shares stated in the said plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches subject to the approval by the securities regulatory authorities of the State Council.	<del>Article 31 In the event that there are overseas-listed foreign shares and domestic shares included in the total number of shares stated in the said plan, such shares shall be fully subscribed for at their respective offerings. If these shares cannot be fully subscribed due to special circumstances, such shares may be issued in separate tranches subject to the approval by the securities regulatory authorities of the State Council.</del>
Section 2 Increase and Reduction of Shares and Share Repurchase	Section 2 Increase and Reduction of Shares and Share Repurchase
<p>Article 32 Pursuant to the needs of operation and business development and in accordance with relevant provisions of laws, regulations and these Articles, the Bank may, subject to approval of relevant competent authorities, increase its registered capital in the following ways:</p> <p>(1) issue of new shares to unspecified investors;</p> <p>(2) non-public offering;</p> <p>(3) placing of new shares to existing shareholders;</p> <p>(4) allotting new shares to existing shareholders;</p> <p>(5) transferring capital reserve to share capital;</p> <p>(6) other methods permitted by relevant competent authorities or by laws and regulations.</p> <p>After being approved according to these Articles, the Bank's increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in the relevant laws and regulations.</p>	<p>Article <del>32</del><sup>321</sup> Pursuant to the needs of operation and business development and in accordance with relevant provisions of laws, regulations and these Articles, the Bank may, subject to approval of relevant competent authorities, increase its registered capital in the following ways:</p> <p><del>(1) issue of new shares to unspecified investors offering shares to unspecified targets;</del></p> <p><del>(2) non-public offering offering shares to specified targets;</del></p> <p><del>(3) placing of new shares to existing shareholders;</del></p> <p><del>(4)</del> <del>(3)</del> allotting <del>new</del> <u>bonus</u> shares to existing shareholders;</p> <p><del>(5)</del> <del>(4)</del> transferring capital reserve to share capital;</p> <p><del>(6)</del> <del>(5)</del> other methods <del>permitted</del> <u>stipulated</u> by relevant competent authorities or by laws and regulations.</p> <p><del>After being approved according to these Articles, the Bank's increase of capital by issuing new shares shall be conducted in accordance with the procedures provided in the relevant laws and regulations.</del></p>
Article 33 The Bank may, subject to the provisions of these Articles and upon approval of relevant competent authorities of the State, reduce its registered capital. Any reduction of registered capital of the Bank shall be made in compliance with the Company Law, the Commercial Banking Law and other laws and regulations and the procedures specified in these Articles.	Article <del>33</del> <sup>332</sup> The Bank may, subject to the provisions of these Articles and upon approval of relevant competent authorities of the State, reduce its registered capital. Any reduction of registered capital of the Bank shall be made in compliance with the Company Law, the Commercial Banking Law and other laws and regulations and the procedures specified in these Articles.

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<p>Article 34 A balance sheet and a list of properties shall be prepared for the reduction of the Bank's registered capital.</p> <p>The Bank shall notify its creditors within ten (10) days from the date of the Bank's resolution for reduction of registered capital and shall publish an announcement in a newspaper within thirty (30) days. The creditors shall have the right to require the Bank to repay debts or provide corresponding guarantees for debt repayment within thirty (30) days from the date of receipt of the notice or within forty-five (45) days from the date of announcement if the creditors have not received the notice.</p> <p>The registered capital of the Bank after any reduction shall not be less than the minimum required statutory amount.</p>	<p><del>Article 34 A balance sheet and a list of properties shall be prepared for the reduction of the Bank's registered capital.</del></p> <p><del>The Bank shall notify its creditors within ten (10) days from the date of the Bank's resolution for reduction of registered capital and shall publish an announcement in a newspaper within thirty (30) days. The creditors shall have the right to require the Bank to repay debts or provide corresponding guarantees for debt repayment within thirty (30) days from the date of receipt of the notice or within forty-five (45) days from the date of announcement if the creditors have not received the notice.</del></p> <p><del>The registered capital of the Bank after any reduction shall not be less than the minimum required statutory amount.</del></p>
<p>Article 35 Subject to the laws, regulations, regulatory provisions and these Articles and upon approvals of the relevant competent authorities of the PRC, the Bank may repurchase its issued shares under one of the following circumstances:</p> <p>(1) reduction of registered capital of the Bank;</p> <p>(2) merger with other companies that hold shares in the Bank;</p> <p>(3) utilizing shares for employee stock ownership plan or equity incentives;</p> <p>(4) repurchasing is demanded by shareholders who disagree to the resolution of the shareholders' general meeting on the merger or division of our Bank;</p> <p>(5) utilizing shares for conversion of convertible corporate bonds issued by the Bank;</p> <p>(6) safeguarding the Bank's value and shareholders' interests as necessary;</p> <p>(7) other circumstances permitted by the laws, regulations and regulatory provisions.</p> <p>Save for the above circumstances, the Bank shall be prohibited from trading in any shares of the Bank.</p> <p>After the Bank has repurchased its own shares in accordance with the first paragraph of this Article, the</p>	<p>Article 35<del>3</del> <u>The Bank shall not purchase shares of the Bank. Except in the following circumstances:</u> <del>Subject to the laws, regulations, regulatory provisions and these Articles and upon approvals of the relevant competent authorities of the PRC, the Bank may repurchase its issued shares under one of the following circumstances:</del></p> <p>(1) reduction of registered capital of the Bank;</p> <p>(2) merger with other companies that hold shares in the Bank;</p> <p>(3) utilizing shares for employee stock ownership plan or equity incentives;</p> <p>(4) repurchasing is demanded by shareholders who disagree to the resolution of the <del>shareholders'</del> general meeting on the merger or division of our Bank;</p> <p>(5) utilizing shares for conversion of convertible corporate bonds issued by the Bank;</p> <p>(6) safeguarding the Bank's value and shareholders' interests as necessary;</p> <p>(7) other circumstances permitted by the laws, regulations and regulatory provisions.</p> <p><del>Save for the above circumstances, the Bank shall be prohibited from trading in any shares of the Bank.</del></p>

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<p>shares so repurchased shall be cancelled within ten (10) days from the date of repurchase (under the circumstance set out in (1)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (2) and (4)), or the shares of the Bank held by it in aggregate shall not exceed 10% of the total issued shares of the Bank and shall be transferred or cancelled within three (3) years (under the circumstances set out in (3), (5) and (6)). Where the Bank repurchases its own shares as a listed company, it shall perform its information disclosure obligations in accordance with the Securities Law. If the Bank repurchases its own shares under the circumstances set out in (3), (5) and (6) of the first paragraph of this Article, such repurchase shall be conducted through open and centralized trading.</p>	<p><b><u>The purchase by the Bank of the shares of the Bank for the circumstances set out in the preceding paragraph (1) and (2) shall be resolved by a resolution of the general meeting. The purchase of the shares of the Bank for the circumstances set out in the preceding paragraph (3), (5) and (6) shall be resolved by a resolution of a board meeting at which more than two-thirds of the directors are present.</u></b></p> <p>After the Bank has repurchased its own shares in accordance with the first paragraph of this Article, the shares so repurchased shall be cancelled within ten (10) days from the date of repurchase (under the circumstance set out in (1)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (2) and (4)), or the shares of the Bank held by it in aggregate shall not exceed 10% of the total issued shares of the Bank and shall be transferred or cancelled within three (3) years (under the circumstances set out in (3), (5) and (6)). Where the Bank repurchases its own shares as a listed company, it shall perform its information disclosure obligations in accordance with the Securities Law. If the Bank repurchases its own shares under the circumstances set out in (3), (5) and (6) of the first paragraph of this Article, such repurchase shall be conducted through open and centralized trading.</p> <p><b><u>If the relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed stipulate otherwise in respect of the matters relating to the aforesaid purchase of shares, those provisions shall prevail.</u></b></p>

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<p>Article 36 Subject to approval of the relevant competent authority of the State, the Bank may repurchase its shares in one of the following ways:</p> <p>(1) offering to repurchase from all shareholders on a pro rata basis;</p> <p>(2) repurchasing of shares in open market on a stock exchange;</p> <p>(3) repurchasing by means of an agreement outside of a stock exchange;</p> <p>(4) by other means as permitted by the applicable laws and regulations or as approved by the relevant regulatory authority of the State.</p> <p>In relation to shares cancelled by the Bank as a result of share repurchases, filings shall be made with the industry and commerce registration management bodies for change of its registered capital. The total par value of the shares so cancelled shall be deducted from the registered capital of the Bank.</p>	<p><del>Article 36 Subject to approval of the relevant competent authority of the State, the Bank may repurchase its shares in one of the following ways:</del></p> <p><del>(1) offering to repurchase from all shareholders on a pro rata basis;</del></p> <p><del>(2) repurchasing of shares in open market on a stock exchange;</del></p> <p><del>(3) repurchasing by means of an agreement outside of a stock exchange;</del></p> <p><del>(4) by other means as permitted by the applicable laws and regulations or as approved by the relevant regulatory authority of the State.</del></p> <p><del>In relation to shares cancelled by the Bank as a result of share repurchases, filings shall be made with the industry and commerce registration management bodies for change of its registered capital. The total par value of the shares so cancelled shall be deducted from the registered capital of the Bank.</del></p>
<p>Article 37 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a general meeting in accordance with these Articles. The Bank may, having first obtained the prior approval of shareholders at a general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</p> <p>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchased shares.</p> <p>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</p> <p>Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a certain maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tender offers shall be made available to all shareholders in the same manner.</p>	<p><del>Article 37 Where the Bank is to repurchase its shares via an off-market agreement, prior approval shall be obtained from the shareholders at a general meeting in accordance with these Articles. The Bank may, having first obtained the prior approval of shareholders at a general meeting, rescind or alter contracts concluded in the aforementioned manner or waive any of its rights under such contracts.</del></p> <p><del>For the purposes of the preceding paragraph, contracts for the share repurchase shall include (but not limited to) agreements in connection with the assumption of the obligations and the entitlement of the rights to repurchased shares.</del></p> <p><del>The Bank shall not assign any contract for the repurchase of its shares or any of its rights provided therein.</del></p> <p><del>Where the Bank has the right to repurchase redeemable shares, the repurchase price shall be set at a certain maximum price if the repurchases are not made through the market or by tender. If repurchases are by tender, tender offers shall be made available to all shareholders in the same manner.</del></p>

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<p>Article 38 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its issued shares:</p> <p>(1) for repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose;</p> <p>(2) where the Bank repurchases its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows:</p> <p>(i) if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits;</p> <p>(ii) if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's premium account (or capital reserve fund account) (including premium on the new issue) at the time of such repurchase.</p> <p>(3) The Bank shall make the following payments from the Bank's distributable profits:</p> <p>(i) payment for acquisition of the rights to repurchase its own shares;</p> <p>(ii) payment for the variation of any contracts for the repurchase of its shares;</p> <p>(iii) payment for the release from its obligations under any repurchase contracts.</p> <p>(4) After the aggregate par value of the cancelled shares is deducted from the Bank's registered capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited</p>	<p><del>Article 38 Unless the Bank is undergoing liquidation, it shall comply with the following requirements with respect to a repurchase of its issued shares:</del></p> <p><del>(1) for repurchases of shares by the Bank at their par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose;</del></p> <p><del>(2) where the Bank repurchases its shares at a premium to its par value, payment up to the par value shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. Payment of the portion which is in excess of the par value shall be made as follows:</del></p> <p><del>(i) if the shares being repurchased are issued at par value, payment shall be made from the book balance of its distributable profits;</del></p> <p><del>(ii) if the shares being repurchased are issued at a premium to its par value, payment shall be made from the book balance of its distributable profits or from the proceeds of a new issuance of shares for that purpose. However, the amount deducted from the proceeds of the new issuance of shares shall not exceed the aggregate amount of the premium received by the Bank from the issuance of the shares so repurchased, nor shall it exceed the amount in the Bank's premium account (or capital reserve fund account) (including premium on the new issue) at the time of such repurchase.</del></p> <p><del>(3) The Bank shall make the following payments from the Bank's distributable profits:</del></p> <p><del>(i) payment for acquisition of the rights to repurchase its own shares;</del></p> <p><del>(ii) payment for the variation of any contracts for the repurchase of its shares;</del></p> <p><del>(iii) payment for the release from its obligations under any repurchase contracts.</del></p> <p><del>(4) After the aggregate par value of the cancelled shares is deducted from the Bank's registered</del></p>



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<p>to the Bank's premium account (or its capital reserve fund account).</p> <p>If there are applicable provision(s) to the contrary regarding the aforementioned share repurchases in the laws, regulations, and regulatory provisions, those provision(s) shall prevail.</p>	<p><del>capital in accordance with the relevant provisions, the amount deducted from the distributable profits used for the repurchase of the shares at par value shall be credited to the Bank's premium account (or its capital reserve fund account).</del></p> <p><b>If there are applicable provision(s) to the contrary regarding the aforementioned share repurchases in the laws, regulations, and regulatory provisions, those provision(s) shall prevail.</b></p>
Section 3 Transfer of Shares	Section 3 Transfer of Shares
<p>Article 39 Shares of the Bank shall be transferred in accordance with relevant laws and regulations. The transferee shall possess the qualifications required by laws and regulations to invest in the Bank. Approval procedures for obtaining or holding shares of the Bank shall be performed in accordance with laws and regulations.</p>	<p>Article <del>39</del><u>39</u> Shares of the Bank shall be transferred in accordance with relevant laws and regulations. The transferee shall possess the qualifications required by laws and regulations to invest in the Bank. Approval procedures for obtaining or holding shares of the Bank shall be performed in accordance with laws and regulations.</p>
<p>Article 40 Shares which have been in issue before the Bank's public offering shall not be transferred within one year from the date of the Bank's listing and trading on a stock exchange.</p> <p>Directors, supervisors and senior management officers of the Bank shall inform the Bank about their holdings of the shares in the Bank and any changes in their shareholding in time. During their terms of office, the shares transferred each year shall not exceed 25% of the total number of shares held by any such aforementioned persons. The shares of the Bank held by any such aforementioned persons shall not be transferred within one year from the date of listing on the exchange. Any such aforementioned persons shall not transfer shares of the Bank held by them within six months after they cease to be employed.</p> <p>If the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed have other restrictions on transfers of shares, those provision(s) shall be complied with too.</p>	<p>Article <del>40</del><u>35</u> Shares which have been in issue before the Bank's public offering shall not be transferred within one year from the date of the Bank's listing and trading on a stock exchange.</p> <p>Directors, <del>supervisors</del> and senior management officers of the Bank shall inform the Bank about their holdings of the shares in the Bank <b>(including preferred shares)</b> and any changes in their shareholding in time. During their term of office <b>determined upon taking office</b>, the shares transferred each year shall not exceed 25% of the total number of shares <b>of the same class</b> held by any such aforementioned persons. The shares of the Bank held by any such aforementioned persons shall not be transferred within one year from the date of listing on the exchange. Any such aforementioned persons shall not transfer shares of the Bank held by them within six months after they cease to be employed.</p> <p><b>If the laws and regulations, regulatory rules and the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed have other restrictions on transfers of shares, those provision(s) shall be complied with too.</b></p> <p><b><u>Where the shares were pledged within the lock-up period as prescribed by laws and regulations, the pledgee shall not exercise the pledge rights during such lock-up period.</u></b></p>

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<p>Article 41 Unless otherwise provided by laws, regulations and these Articles, fully-paid shares of the Bank are freely transferable according to laws and without any lien attached.</p> <p>Transfer of shares of the Bank shall be registered with the stock registration organization entrusted by the Bank.</p> <p>All fully-paid H shares are freely transferable in accordance with these Articles. However, the Board of Directors may refuse to recognize the instruments of transfer without having to state any reason unless the conditions stipulated below are met:</p> <p>(1) the instrument of transfer and other documents, which are related to and may affect the ownership of any registered securities, shall be registered, and the standard fee prescribed by Hong Kong Stock Exchange in the Listing Rules in relation to the registration of transfer documents and other documents which relate to or may affect the title of any shares has been paid to the Bank (any fees shall not exceed the maximum fees stipulated in the Listing Rules);</p> <p>(2) the instrument of transfer are only in relation to H shares;</p> <p>(3) stamp duty (as stipulated by the laws of Hong Kong) which is payable for the instrument of transfer has been duly paid;</p> <p>(4) the relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(5) where the shares are intended to be transferred to joint holders, the number of such joint holders is not more than four (4);</p> <p>(6) the shares are free and clear of any lien of the Bank.</p> <p>If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within 2 months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.</p>	<p>Article <del>41</del><sup>36</sup> <del>Unless otherwise provided by laws, regulations and these Articles, fully-paid shares of the Bank are freely transferable according to laws and without any lien attached.</del></p> <p>Transfer of shares of the Bank shall be registered with the stock registration organization entrusted by the Bank.</p> <p>All fully-paid H shares are freely transferable in accordance with these Articles. However, the Board of Directors may refuse to recognize the instruments of transfer without having to state any reason unless the conditions stipulated below are met:</p> <p>(1) the instrument of transfer and other documents, which are related to and may affect the ownership of any registered securities, shall be registered, and the standard fee prescribed by Hong Kong Stock Exchange in the Listing Rules in relation to the registration of transfer documents and other documents which relate to or may affect the title of any shares has been paid to the Bank (any fees shall not exceed the maximum fees stipulated in the Listing Rules);</p> <p>(2) the instrument of transfer are only in relation to H shares;</p> <p>(3) stamp duty (as stipulated by the laws of Hong Kong) which is payable for the instrument of transfer has been duly paid;</p> <p>(4) the relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;</p> <p>(5) where the shares are intended to be transferred to joint holders, the number of such joint holders is not more than four (4);</p> <p>(6) the shares are free and clear of any lien of the Bank.</p> <p>If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within 2 months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.</p>

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<p>Article 42 All transfers of H shares shall adopt written instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board of Directors (including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) sealed with the company's seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with the Law of Hong Kong from time to time (hereinafter referred to as the "recognized clearing house"), or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format.</p> <p>All instruments of transfer shall be kept at the legal address of the Bank, the address of the share registrar or the addresses designated by the Board of Directors from time to time.</p>	<p>Article <del>42</del><b>37</b> All transfers of H shares shall adopt written instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board of Directors (including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) sealed with the company's seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with the Law of Hong Kong from time to time (hereinafter referred to as the "recognized clearing house"), or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format.</p> <p>All instruments of transfer shall be kept at the legal address of the Bank, the address of the share registrar or the addresses designated by the Board of Directors from time to time.</p>
<p style="text-align: center;"><b>Section 4 Financial Assistance for Purchase of Shares of the Bank</b></p>	<p style="text-align: center;"><b><del>Section 4 Financial Assistance for Purchase of Shares of the Bank</del></b></p>
<p>Article 43 The Bank or the branch and sub-branch entities and subsidiary companies of the Bank shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the Bank's shares in relation to purchases or prospective purchases. Such purchasers of the Bank's shares as mentioned above shall include those who directly or indirectly assume the obligations due to purchase of the shares of the Bank.</p> <p>The Bank or the branch and sub-branch entities and subsidiary companies of the Bank shall not offer any financial assistance at any time by any means in order to reduce or relieve the obligations of the aforesaid purchasers.</p> <p>This clause does not apply to the circumstances as defined in Article 45 of these Articles.</p>	<p><del>Article 43 The Bank or the branch and sub-branch entities and subsidiary companies of the Bank shall not offer any financial assistance at any time by any means to purchasers or prospective purchasers of the Bank's shares in relation to purchases or prospective purchases. Such purchasers of the Bank's shares as mentioned above shall include those who directly or indirectly assume the obligations due to purchase of the shares of the Bank.</del></p> <p><del>The Bank or the branch and sub-branch entities and subsidiary companies of the Bank shall not offer any financial assistance at any time by any means in order to reduce or relieve the obligations of the aforesaid purchasers.</del></p> <p><del>This clause does not apply to the circumstances as defined in Article 45 of these Articles.</del></p>



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**APPENDIX I:                      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 44 The “financial assistance” referred to in this section shall include but not limited to the following means:</p> <p>(1) donation;</p> <p>(2) guarantee (including the guarantor’s bearing responsibility or offering property to guarantee the obligator’s performance of obligations), compensation (but excluding the compensation arising from the Bank’s fault), relief or waiver of rights;</p> <p>(3) providing loans or entering into a contract in which the Bank performs its obligations prior to other parties; change of the parties to such loans and contract as well as assignment of rights in such loans and contract;</p> <p>(4) financial assistance provided by the Bank in any other form when the Bank is unable to repay its debts or has no net assets or where such financial assistance will lead to significant decrease of net assets.</p> <p>The obligations referred to in this section shall include the obligations borne by the obligator by signing a contract or making an arrangement (regardless of whether or not the aforesaid contract or arrangement can be mandatorily enforced, or whether or not such obligations are assumed by the obligator individually or jointly with other persons) or changing its financial position in any other ways.</p>	<p><del>Article 44 The “financial assistance” referred to in this section shall include but not limited to the following means:</del></p> <p><del>(1) donation;</del></p> <p><del>(2) guarantee (including the guarantor’s bearing responsibility or offering property to guarantee the obligator’s performance of obligations), compensation (but excluding the compensation arising from the Bank’s fault), relief or waiver of rights;</del></p> <p><del>(3) providing loans or entering into a contract in which the Bank performs its obligations prior to other parties; change of the parties to such loans and contract as well as assignment of rights in such loans and contract;</del></p> <p><del>(4) financial assistance provided by the Bank in any other form when the Bank is unable to repay its debts or has no net assets or where such financial assistance will lead to significant decrease of net assets.</del></p> <p><del>The obligations referred to in this section shall include the obligations borne by the obligator by signing a contract or making an arrangement (regardless of whether or not the aforesaid contract or arrangement can be mandatorily enforced, or whether or not such obligations are assumed by the obligator individually or jointly with other persons) or changing its financial position in any other ways.</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 45 The following acts shall not be deemed as the acts forbidden under Article 43 of these Articles, subject to any prohibitions by the relevant laws, regulations, and regulatory provisions:</p> <p>(1) where the Bank provides the relevant financial assistance genuinely for the benefit of the Bank and the main purpose of the financial aid is not to purchase shares of the Bank, or the financial assistance is an incidental part of an overall plan of the Bank;</p> <p>(2) distribution of the Bank's property in the form of dividends in accordance with the laws;</p> <p>(3) distribution of dividends in the form of shares;</p> <p>(4) reduction of registered capital, share repurchase, adjustment of share holding structure, etc., in accordance with these Articles;</p> <p>(5) provision of loans by the Bank within its business scope and in normal business (provided that the provision does not lead to a reduction in the net assets of the Bank or, if it constitutes a reduction, the financial assistance is paid out of the Bank's distributable profits);</p> <p>(6) provision of funds by the Bank for an employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Bank, if it constitutes a reduction, the financial assistance is paid out of the Bank's distributable profits).</p>	<p><del>Article 45 The following acts shall not be deemed as the acts forbidden under Article 43 of these Articles, subject to any prohibitions by the relevant laws, regulations, and regulatory provisions:</del></p> <p><del>(1) where the Bank provides the relevant financial assistance genuinely for the benefit of the Bank and the main purpose of the financial aid is not to purchase shares of the Bank, or the financial assistance is an incidental part of an overall plan of the Bank;</del></p> <p><del>(2) distribution of the Bank's property in the form of dividends in accordance with the laws;</del></p> <p><del>(3) distribution of dividends in the form of shares;</del></p> <p><del>(4) reduction of registered capital, share repurchase, adjustment of share holding structure, etc., in accordance with these Articles;</del></p> <p><del>(5) provision of loans by the Bank within its business scope and in normal business (provided that the provision does not lead to a reduction in the net assets of the Bank or, if it constitutes a reduction, the financial assistance is paid out of the Bank's distributable profits);</del></p> <p><del>(6) provision of funds by the Bank for an employee shareholding scheme (provided that the provision does not lead to a reduction in the net assets of the Bank, if it constitutes a reduction, the financial assistance is paid out of the Bank's distributable profits);</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Chapter 5 Shareholders and Shareholders' General Meeting	Chapter 5 Shareholders and Shareholders' General Meeting
Section 1 Share Certificate and Register of Shareholders	<del>Section 1 Share Certificate and Register of Shareholders</del> General Provisions for Shareholders
<p>Article 46 Share certificates of the Bank shall be in registered form and shall specify:</p> <p>(1) name of the Bank;</p> <p>(2) date of the Bank's establishment;</p> <p>(3) the class of the share certificate, the par value and the number of shares represented by each share certificate;</p> <p>(4) name of shareholder holding the share certificate;</p> <p>(5) serial number of the share certificate;</p> <p>(6) other matters that must be specified according to requirements of laws, regulations and rules of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed.</p> <p>The overseas-listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing of the jurisdiction in which the shares of the Bank are listed.</p> <p>If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" ("無投票權") in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" ("受限制投票權") or "limited voting rights" ("受局限投票權") in their titles.</p>	<p>Article <del>46</del><b>38</b> Share certificates of the Bank shall be <u>in paper form or other forms prescribed by the securities regulatory authority of the State Council. Share certificates of the Bank are in paper form in</u> <del>registered form</del> and shall specify:</p> <p>(1) name of the Bank;</p> <p>(2) date of the Bank's establishment <u>or the date of issuance of the share certificate</u>;</p> <p>(3) the class of the share certificate, the par value and the number of shares represented by each share certificate, <u>in the case of shares without par value, the number of shares represented by the certificate</u>;</p> <p>(4) <del>name of shareholder holding the share certificate</del>;</p> <p><del>(5)</del> serial number of the share certificate;</p> <p><del>(6)</del><b>(5)</b> other matters that must be specified according to requirements of laws, regulations and rules of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed.</p> <p><u>Where the promoters' shares are in paper form, the words "promoters' shares" shall be indicated.</u></p> <p>The overseas-listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing of the jurisdiction in which the shares of the Bank are listed.</p> <p><del>If shares that do not have voting rights are counted towards the share capital of the Bank, such shares shall bear the phrase "no voting rights" ("無投票權") in their title. If shares carrying different voting rights are counted towards the share capital of the Bank, these classes of shares (except for the class of shares with the most privileged voting rights) shall bear the phrase "restricted voting rights" ("受限制投票權") or "limited voting rights" ("受局限投票權") in their titles.</del></p>
Article 47 During the period when H shares are listed	<del>Article 47 During the period when H shares are</del>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>on the Hong Kong Stock Exchange, the Bank shall ensure that all listing documents in respect of all its securities listed on the Hong Kong Stock Exchange include the statements stipulated below and shall instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such individual holder delivers to such share registrar a signed form in respect of such shares bearing the statements stipulated below:</p> <p>(1) the purchaser of shares agrees with the Bank and each shareholder of the Bank, and the Bank agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations, and provisions under other relevant laws and regulations and these Articles;</p> <p>(2) the purchaser of shares agrees with the Bank and each shareholder, director, supervisor and senior management officer of the Bank, and the Bank acting for itself and each director, supervisor and senior management officer of the Bank agrees with each shareholder, to refer all disputes and claims arising from these Articles or any rights or obligations conferred or imposed by the Company Law or other relevant laws and regulations concerning the affairs of the Bank to arbitration in accordance with these Articles, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its verdict and such arbitration shall be final and conclusive;</p> <p>(3) the purchaser of shares agrees with the Bank and each of its shareholders that the shares of the Bank are freely transferable by the holder thereof;</p> <p>(4) the purchaser of shares authorizes the Bank to enter into a contract on his behalf with each director and senior management officer whereby such directors and senior management officers shall undertake to observe and comply with their obligations to shareholders stipulated in these Articles.</p>	<p><del>listed on the Hong Kong Stock Exchange, the Bank shall ensure that all listing documents in respect of all its securities listed on the Hong Kong Stock Exchange include the statements stipulated below and shall instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any individual holder unless and until such individual holder delivers to such share registrar a signed form in respect of such shares bearing the statements stipulated below:</del></p> <p><del>(1) the purchaser of shares agrees with the Bank and each shareholder of the Bank, and the Bank agrees with each shareholder, to observe and comply with the Company Law, the Special Regulations, and provisions under other relevant laws and regulations and these Articles;</del></p> <p><del>(2) the purchaser of shares agrees with the Bank and each shareholder, director, supervisor and senior management officer of the Bank, and the Bank acting for itself and each director, supervisor and senior management officer of the Bank agrees with each shareholder, to refer all disputes and claims arising from these Articles or any rights or obligations conferred or imposed by the Company Law or other relevant laws and regulations concerning the affairs of the Bank to arbitration in accordance with these Articles, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearings in open session and to publish its verdict and such arbitration shall be final and conclusive;</del></p> <p><del>(3) the purchaser of shares agrees with the Bank and each of its shareholders that the shares of the Bank are freely transferable by the holder thereof;</del></p> <p><del>(4) the purchaser of shares authorizes the Bank to enter into a contract on his behalf with each director and senior management officer whereby such directors and senior management officers shall undertake to observe and comply with their obligations to shareholders stipulated in these Articles.</del></p>

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<p>Article 48 The share certificates of the Bank shall be signed by the chairman of the Board of Directors. Where the securities exchange in which the shares of the Bank are listed requires other senior management officers of the Bank to sign the share certificates, the share certificates shall be signed by such other senior management officers. The share certificates shall become effective after a seal of the Bank is affixed or imprinted thereon. The affixation of the Bank's seal on the share certificates shall be subject to the authorization of the Board of Directors. The signatures of the chairman of the Board of Directors or other relevant senior management officers of the Bank on the share certificates can be provided in printed form.</p> <p>When scripless shares of the Bank are issued and traded, the applicable provisions of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed shall be followed.</p>	<p>Article <del>48</del><sup>39</sup> The share certificates of the Bank shall be signed by <del>the chairman of the Board of Directors</del> <u>the legal representative</u>. Where the securities exchange in which the shares of the Bank are listed requires other senior management officers of the Bank to sign the share certificates, the share certificates shall be signed by such other senior management officers. The share certificates shall become effective after a seal of the Bank is affixed or imprinted thereon. <del>The affixation of the Bank's seal on the share certificates shall be subject to the authorization of the Board of Directors.</del> The signatures of <del>the chairman of the Board of Directors</del> <u>the legal representative</u> or other relevant senior management officers of the Bank on the share certificates can be provided in printed form.</p> <p>When scripless shares of the Bank are issued and traded, the applicable provisions of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed shall be followed.</p>
<p>Article 49 The Bank shall establish the register of shareholders to register the following particulars:</p> <p>(1) the name (description), address (domicile), occupation or nature of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid or payable for the shares held by each shareholder;</p> <p>(4) the serial number of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder is registered as a shareholder;</p> <p>(6) the date on which each shareholder ceases to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Bank.</p>	<p><del>Article 49 The Bank shall establish the register of shareholders to register the following particulars:</del></p> <p><del>(1) the name (description), address (domicile), occupation or nature of each shareholder;</del></p> <p><del>(2) the class and number of shares held by each shareholder;</del></p> <p><del>(3) the amount paid or payable for the shares held by each shareholder;</del></p> <p><del>(4) the serial number of the shares held by each shareholder;</del></p> <p><del>(5) the date on which each shareholder is registered as a shareholder;</del></p> <p><del>(6) the date on which each shareholder ceases to be a shareholder.</del></p> <p><del>Unless there is evidence to the contrary, the register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Bank.</del></p>

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<p>Article 50 Pursuant to an understanding and agreement reached between the securities regulatory authority under the State Council and overseas securities regulatory authority, the Bank may keep its registers of shareholders of overseas-listed foreign shares outside the PRC and appoint an overseas agent to manage these registers. The original register of shareholders of H shares of the Bank shall be kept in Hong Kong.</p> <p>The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas listed foreign shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times.</p> <p>In the event that there is any inconsistency between the originals and the duplicate of the registers of shareholders of overseas-listed foreign shares, the originals shall prevail.</p>	<p><del>Article 50 Pursuant to an understanding and agreement reached between the securities regulatory authority under the State Council and overseas securities regulatory authority, the Bank may keep its registers of shareholders of overseas-listed foreign shares outside the PRC and appoint an overseas agent to manage these registers. The original register of shareholders of H shares of the Bank shall be kept in Hong Kong.</del></p> <p><del>The Bank shall keep at its domicile duplicates of the registers of shareholders of overseas listed foreign shares. The appointed overseas agent shall ensure that the originals and the duplicates of these registers are consistent at all times.</del></p> <p><del>In the event that there is any inconsistency between the originals and the duplicate of the registers of shareholders of overseas-listed foreign shares, the originals shall prevail.</del></p>
<p>Article 51 The Bank shall keep a complete register of shareholders. The register of shareholders shall comprise the following sections:</p> <p>(1) the register kept at the Bank's domicile, apart from those mentioned under items (2) and (3) of this Article;</p> <p>(2) the registers of shareholders of the overseas-listed foreign shares kept at the location(s) of the stock exchange(s) on which the shares are listed;</p> <p>(3) any other register of shareholders kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares of the Bank.</p>	<p><del>Article 51 The Bank shall keep a complete register of shareholders. The register of shareholders shall comprise the following sections:</del></p> <p><del>(1) the register kept at the Bank's domicile, apart from those mentioned under items (2) and (3) of this Article;</del></p> <p><del>(2) the registers of shareholders of the overseas-listed foreign shares kept at the location(s) of the stock exchange(s) on which the shares are listed;</del></p> <p><del>(3) any other register of shareholders kept at such other places as the Board of Directors deems necessary for the purpose of listing the shares of the Bank.</del></p>
<p>Article 52 Sections in the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain section of the register of shareholders shall not be registered in any other section of the register during the continuance of the registration of such shares.</p> <p>Any changes or corrections of any section of the register of shareholders shall be effected in accordance with the laws of the jurisdiction in which that part of the register of shareholders is kept.</p>	<p><del>Article 52 Sections in the register of shareholders shall not overlap with each another. The transfer of shares registered in a certain section of the register of shareholders shall not be registered in any other section of the register during the continuance of the registration of such shares.</del></p> <p><del>Any changes or corrections of any section of the register of shareholders shall be effected in accordance with the laws of the jurisdiction in which that part of the register of shareholders is kept.</del></p>



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<p>Article 53 No changes shall be made to the register of shareholders as a result of a transfer of shares either within twenty days prior to the date of a shareholders' general meeting, or within five days before the reference date set by the Bank for the purpose of distribution of dividends.</p> <p>If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.</p>	<p><del>Article 53 No changes shall be made to the register of shareholders as a result of a transfer of shares either within twenty days prior to the date of a shareholders' general meeting, or within five days before the reference date set by the Bank for the purpose of distribution of dividends.</del></p> <p><del>If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.</del></p>
<p>Article 54 When the Bank convenes a shareholders' general meeting, distributes dividends, undergoes liquidation or engages in any other act that is subject to the confirmation of shareholdings, the Board of Directors or the convener of the shareholders' general meeting shall stipulate a date for shareholding registration. The shareholders who are recorded in the register of shareholders at the end of the date for shareholding registration shall be the shareholders who are entitled to the relevant rights and interests.</p>	<p><del>Article 54 When the Bank convenes a shareholders' general meeting, distributes dividends, undergoes liquidation or engages in any other act that is subject to the confirmation of shareholdings, the Board of Directors or the convener of the shareholders' general meeting shall stipulate a date for shareholding registration. The shareholders who are recorded in the register of shareholders at the end of the date for shareholding registration shall be the shareholders who are entitled to the relevant rights and interests.</del></p>
<p>Article 55 Anyone with objections in relation to the register of shareholders and requesting to register his/her name (description) in the register of shareholders or to remove his/her name (description) from the register of shareholders shall have the right to apply to the people's court having the appropriate jurisdiction in order to rectify the register.</p>	<p><del>Article 55 Anyone with objections in relation to the register of shareholders and requesting to register his/her name (description) in the register of shareholders or to remove his/her name (description) from the register of shareholders shall have the right to apply to the people's court having the appropriate jurisdiction in order to rectify the register.</del></p>
<p>Article 56 Any person who is a registered shareholder or who requests his name (description) be entered in the register of shareholders may, if his share certificates (i.e. the "Original Share Certificate") are lost, apply to the Bank for replacement certificates in respect of such shares (i.e. the "Relevant Shares").</p> <p>Shareholders holding domestic shares who apply for the replacement of share certificates may apply, in accordance with the public notice procedure set out in the Civil Procedure Law of the People's Republic of China, to a people's court for a declaration that the share certificates have become invalid. After the people's court declares the invalidity of such certificates, the shareholders may apply to the Bank for the replacement of share certificates.</p> <p>Shareholders holding overseas-listed foreign shares who apply for the replacement share certificates shall comply with the laws, the rules of the stock exchange and other relevant regulations of the jurisdiction in which the original registers of shareholders holding overseas listed foreign shares are kept.</p>	<p><del>Article <del>56</del>40 Any person who is a registered shareholder or who requests his name (description) be entered in the register of shareholders may, if his share certificates (i.e. the "Original Share Certificate") are lost, apply to the Bank for replacement certificates in respect of such shares (i.e. the "Relevant Shares").</del></p> <p><del>Shareholders holding domestic shares who apply for the replacement of share certificates may apply, in accordance with the public notice procedure set out in the Civil Procedure Law of the People's Republic of China, to a people's court for a declaration that the share certificates have become invalid. After the people's court declares the invalidity of such certificates, the shareholders may apply to the Bank for the replacement of share certificates.</del></p> <p>Shareholders holding overseas-listed foreign shares who apply for the replacement share certificates shall comply with the laws, the rules of the stock exchange and other relevant regulations of the jurisdiction in which the original registers of shareholders holding overseas listed foreign shares are kept.</p>

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<p>If the share certificates held by shareholders of H shares are lost, the replacement application shall comply with the following requirements:</p> <p>(1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason why the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares;</p> <p>(2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates;</p> <p>(3) If the Bank decides to issue the replacement share certificates to the applicant, an announcement of its intention to issue the certificates shall be published in a newspaper designated by the Board of Directors. The period for this announcement shall be 90 days and the announcement shall be published at least once every 30 days during this period;</p> <p>(4) Prior to the publication of the aforesaid announcement, the Bank shall submit a copy of the proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the stock exchange's confirmation that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for 90 days; If the shareholders of the Relevant Shares registered on the register of shareholders do not consent to the issuance of replacement share certificates, the Bank shall send a copy of the proposed announcement to such shareholders by post;</p> <p>(5) Upon the expiry of the 90-day publication period for the announcement as stipulated in (3) and (4) of this Article, if no objections are received by the Bank regarding the issue of replacement share certificates, replacement share certificates shall be issued in accordance with the submitted application;</p> <p>(6) Once replacement share certificates are issued pursuant to this Article, the Bank shall immediately cancel the Original Share Certificates, and this cancellation and replacement shall be recorded in the</p>	<p>If the share certificates held by shareholders of H shares are lost, the replacement application shall comply with the following requirements:</p> <p>(1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason why the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares;</p> <p>(2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates;</p> <p>(3) If the Bank decides to issue the replacement share certificates to the applicant, an announcement of its intention to issue the certificates shall be published in a newspaper designated by the Board of Directors. The period for this announcement shall be 90 days and the announcement shall be published at least once every 30 days during this period;</p> <p>(4) Prior to the publication of the aforesaid announcement, the Bank shall submit a copy of the proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the stock exchange's confirmation that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for 90 days; If the shareholders of the Relevant Shares registered on the register of shareholders do not consent to the issuance of replacement share certificates, the Bank shall send a copy of the proposed announcement to such shareholders by post;</p> <p>(5) Upon the expiry of the 90-day publication period for the announcement as stipulated in (3) and (4) of this Article, if no objections are received by the Bank regarding the issue of replacement share certificates, replacement share certificates shall be issued in accordance with the submitted application;</p> <p>(6) Once replacement share certificates are issued pursuant to this Article, the Bank shall immediately cancel the Original Share Certificates, and this cancellation and replacement shall be recorded in the</p>



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<p>register of shareholders;</p> <p>(7) All expenses incurred by the Bank in connection with the cancellation of the Original Share Certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank is entitled to refuse to take any action unless the applicant provides a reasonable guarantee that it can pay the expenses;</p> <p>Where power is taken to issue share warrants to bearer, no new share warrant shall be issued to replace one that has been lost, unless the Bank is satisfied beyond reasonable doubt that the original has been destroyed.</p>	<p>register of shareholders;</p> <p>(7) All expenses incurred by the Bank in connection with the cancellation of the Original Share Certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank is entitled to refuse to take any action unless the applicant provides a reasonable guarantee that it can pay the expenses;</p> <p>Where power is taken to issue share warrants to bearer, no new share warrant shall be issued to replace one that has been lost, unless the Bank is satisfied beyond reasonable doubt that the original has been destroyed.</p>
<p>Article 57 After the Bank issues replacement share certificates in accordance with these Articles, the names (description) of the bona fide purchasers who obtain the replacement share certificates or the shareholders who subsequently register as the owner of such shares (provided that they are bona fide purchasers) shall not be removed from the register of shareholders.</p>	<p><del>Article 57 After the Bank issues replacement share certificates in accordance with these Articles, the names (description) of the bona fide purchasers who obtain the replacement share certificates or the shareholders who subsequently register as the owner of such shares (provided that they are bona fide purchasers) shall not be removed from the register of shareholders.</del></p>
<p>Article 58 The Bank shall not assume any compensatory obligations towards persons who may suffer loss from the Bank's cancellation of the lost Original Share Certificates or the issuance of replacement share certificates, unless such persons can prove fraud on the part of the Bank.</p>	<p><del>Article 58 The Bank shall not assume any compensatory obligations towards persons who may suffer loss from the Bank's cancellation of the lost Original Share Certificates or the issuance of replacement share certificates, unless such persons can prove fraud on the part of the Bank.</del></p>
<p style="text-align: center;"><b>Section 2 Shareholders</b></p>	<p style="text-align: center;"><b>Section 2 Shareholders</b></p>
<p>Article 59 A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is entered in the register of shareholders.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations.</p>	<p><del>Article 59</del> <u>A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is entered in the register of shareholders. The Bank establishes a register of shareholders on the basis of certificates provided by the securities registrar and clearing house, and the register of shareholders is sufficient evidence of shareholders' ownership of the Bank's shares.</u></p> <p><u>The original register of shareholders for holders of H Shares shall be maintained in Hong Kong.</u></p> <p>A shareholder shall enjoy rights and assume obligations according to the class <del>and amount</del> of shares held. Shareholders who hold shares of the same class will have the same rights and obligations.</p>

**APPENDIX I: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 53 No changes shall be made to the register of shareholders as a result of a transfer of shares either within twenty days prior to the date of a shareholders' general meeting, or within five days before the reference date set by the Bank for the purpose of distribution of dividends.</p> <p>If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.</p>	<p>Article <del>53</del><b>42</b> No changes shall be made to the register of shareholders <del>as a result of a transfer of shares either</del> within twenty days prior to the date of a <del>shareholders'</del><sup>2</sup> general meeting, or within five days before the reference date set by the Bank for the purpose of distribution of dividends.</p> <p>If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.</p>
<p>Article 54 When the Bank convenes a shareholders' general meeting, distributes dividends, undergoes liquidation or engages in any other act that is subject to the confirmation of shareholdings, the Board of Directors or the convener of the shareholders' general meeting shall stipulate a date for shareholding registration. The shareholders who are recorded in the register of shareholders at the end of the date for shareholding registration shall be the shareholders who are entitled to the relevant rights and interests.</p>	<p>Article <del>54</del><b>43</b> When the Bank convenes a <del>shareholders'</del><sup>2</sup> general meeting, distributes dividends, undergoes liquidation or engages in any other act that is subject to the confirmation of <u>his/her/its capacity as shareholder<del>ings</del></u>, the Board of Directors or the convener of the <del>shareholders'</del><sup>2</sup> general meeting shall stipulate a date for shareholding registration. The shareholders who are recorded in the register of shareholders at <del>the end of the closing of the market</del> <u>on</u> the date for shareholding registration shall be the shareholders who are entitled to the relevant rights and interests.</p> <p><u>The interval between the date for shareholding registration and the date of the general meeting shall be no more than seven working days. If the stock exchange where the Bank's shares are listed stipulates otherwise in respect of the shareholding registration date for convening the general meeting, such stipulation shall apply. Once confirmed, the shareholding registration date may not be changed. In the event that the Bank postpones the convening of a general meeting, the shareholding registration date for shareholders entitled to attend the general meeting as stipulated in the original notice shall not be changed.</u></p>

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OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 60 Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death which the Board of Directors deem appropriate for the purpose of changing the register of shareholders;</p> <p>(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Bank, to receive notices of the Bank; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares. Any joint shareholder may sign the proxy form, provided that if more than one joint shareholders attend the general meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Bank in respect of the joint shareholding.</p> <p>With regard to the joint shareholders of any shares, if the Bank pays distribution or allotment such as dividend, bonus or return on capital that should be paid to the joint shareholders to any one shareholder among the joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares.</p>	<p>Article <del>60</del><u>44</u> Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death which the Board of Directors deem appropriate for the purpose of changing the register of shareholders;</p> <p>(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Bank, to receive notices of the Bank; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares. Any joint shareholder may sign the proxy form, provided that if more than one joint shareholders attend the general meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Bank in respect of the joint shareholding.</p> <p>With regard to the joint shareholders of any shares, if the Bank pays distribution or allotment such as dividend, bonus or return on capital that should be paid to the joint shareholders to any one shareholder among the joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares.</p>

**APPENDIX I: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 61 Holders of the ordinary shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to attend or appoint a proxy to attend shareholders' general meetings, and to exercise voting rights;</p> <p>(3) to supervise and manage the business operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by them in accordance with the relevant provisions of laws, regulations and these Articles;</p> <p>(5) to obtain relevant information in accordance with the relevant provisions of laws, regulations and these Articles, including:</p> <p>(i) to obtain a copy of these Articles after paying the costs and expenses incurred;</p> <p>(ii) during office hours of the Bank, have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</p> <ol style="list-style-type: none"> <li>1. all parts of the register of shareholders;</li> <li>2. the personal information of the directors, supervisors and other senior management officers of the Bank;</li> <li>3. report on the status of the Bank's issued share capital;</li> <li>4. reports on the aggregate par value, number of shares of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, and highest and lowest prices paid with respect to each class of shares repurchased, as well as all the expenses paid by the Bank in relation to such repurchases;</li> <li>5. minutes of the shareholders' general meetings;</li> <li>6. special resolutions of the Bank;</li> <li>7. the latest audited financial accounting report, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</li> </ol>	<p>Article <del>61</del><b>45</b> Holders of the <del>ordinary</del> shares of the Bank shall enjoy the following rights:</p> <p>(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;</p> <p>(2) to <u>request the holding of, convene, preside,</u> attend or appoint a proxy to attend <u>and to speak at shareholders'</u> general meetings <u>in accordance with the laws,</u> and to exercise <u>the corresponding</u> voting rights;</p> <p>(3) to supervise and manage the <del>business</del> operation of the Bank, and to make suggestions and enquiries accordingly;</p> <p>(4) to transfer, bestow or pledge shares held by them in accordance with the <del>relevant provisions of</del> laws, regulations and these Articles;</p> <p><del>(5) to obtain relevant information in accordance with the relevant provisions of laws, regulations and these Articles, including:</del></p> <p><del>(i) to obtain a copy of these Articles after paying the costs and expenses incurred;</del></p> <p><del>(ii) during office hours of the Bank, have the right to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</del></p> <ol style="list-style-type: none"> <li><del>1. all parts of the register of shareholders;</del></li> <li><del>2. the personal information of the directors, supervisors and other senior management officers of the Bank;</del></li> <li><del>3. report on the status of the Bank's issued share capital;</del></li> <li><del>4. reports on the aggregate par value, number of shares of each class of shares in relation to any repurchase by the Bank of its own shares since the last financial year, and highest and lowest prices paid with respect to each class of shares repurchased, as well as all the expenses paid by the Bank in relation to such repurchases;</del></li> <li><u>5. (5) to inspect and duplicate the Articles of Association, register of shareholders, minutes of the shareholders' general meetings, resolutions of the</u></li> </ol>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>8. a copy of the latest annual return filed with the administration for industry and commerce registration or other competent authorities.</p> <p>Other than the document stipulated in item 2, the documents referred to above shall be maintained at the Hong Kong address of the Bank in accordance with Listing Rules and available for inspection by both members of the public and H Share shareholders at no cost, whereas item 5 will only be available for inspection by the shareholders. Where a shareholder requests to inspect or obtain the relevant information as set forth in the preceding Article, such shareholder shall provide the Bank with written documents evidencing the class and number of shares held by such shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity.</p> <p>All shareholders shall fulfill their confidentiality obligation to the Bank while exercising the above mentioned right to know and reasonably use the Bank's information. The shareholders shall bear the compensation liability in case of any damage of the Bank caused by violation.</p> <p>If any shareholder makes a request to obtain a copy of the abovementioned item 5 from the Bank, the Bank shall send a copy of the requested document within seven days upon the receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied contain the Bank's trade secrets and price sensitive information.</p> <p>(6) to subscribe new shares of the Bank pursuant to these Articles;</p> <p>(7) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(8) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a shareholders' general meeting in relation to the merger or division of the Bank);</p> <p>(9) to enjoy other rights conferred by laws, regulations, regulatory provisions and these Articles.</p>	<p><u>board meetings, and financial accounting reports;</u></p> <p><del>6. special resolutions of the Bank;</del></p> <p><del>7. the latest audited financial accounting report, directors' reports, auditors' report and report of the Bank's Board of Supervisors;</del></p> <p><del>8. a copy of the latest annual return filed with the administration for industry and commerce registration or other competent authorities.</del></p> <p><del>Other than the document stipulated in item 2, the documents referred to above shall be maintained at the Hong Kong address of the Bank in accordance with Listing Rules and available for inspection by both members of the public and H Share shareholders at no cost, whereas item 5 will only be available for inspection by the shareholders.</del></p> <p><del>(6) to subscribe new shares of the Bank pursuant to these Articles;</del></p> <p><del>(7)–(6)</del> to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p><del>(8)–(7)</del> to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a <del>shareholders'</del> general meeting in relation to the merger or division of the Bank);</p> <p><del>(9)–(8)</del> to enjoy other rights conferred by laws, regulations, regulatory provisions and these Articles.</p> <p><u>A shareholder who holds individually or in aggregate more than 3% of the shares of the Bank for more than one hundred and eighty consecutive days may request or appoint an intermediary institution, such as an accounting firm or a law firm, to inspect the accounting books and accounting certificates of the Bank, and shall submit a written request to the Bank stating the purpose thereof. If the Bank has reasonable grounds to believe that the shareholder's inspection of the accounting books and certificates is for an improper purpose that may harm the legitimate interests of the Bank, the Bank may refuse to provide access, and shall reply to the shareholder in writing within fifteen days from the date of the shareholder's</u></p>

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<p>The Bank shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person who is interested directly or indirectly therein has failed to disclose his/her interests to the Bank unless otherwise provided by laws, regulations, regulatory provisions and these Articles.</p>	<p><u>written request, stating the reasons for the refusal. If the Bank refuses to provide access, the shareholder may file a lawsuit with the People's Court. The shareholders referred to in this paragraph and the intermediary organizations such as accounting firms and law firms entrusted by them to inspect or copy the relevant materials shall comply with the provisions of laws and administrative regulations relating to the protection of state secrets, commercial secrets, personal privacy and personal information. All shareholders shall fulfill their confidentiality obligation to the Bank while exercising the above mentioned right to know and reasonably use the Bank's information. The shareholders shall bear the compensation liability in case of any damage of the Bank caused by violation.</u></p> <p><del>If any shareholder makes a request to obtain a copy of the abovementioned item 5 from the Bank, the Bank shall send a copy of the requested document within seven days upon the receipt of a reasonable fee.</del></p> <p><del>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied contain the Bank's trade secrets and price sensitive information.</del></p> <p><u>Where any shareholder demands to inspect or copy the relevant materials of the Bank's wholly owned subsidiaries, the previous paragraph and the item (5) above shall apply.</u></p> <p><u>Shareholders of the Bank shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations when inspecting or copying relevant materials.</u></p> <p>Where a shareholder requests to inspect or obtain the relevant information as set forth in the preceding Article, such shareholder shall provide the Bank with written documents evidencing the class and number of shares held by such shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity.</p> <p><del>The Bank shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person who is</del></p>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><del>interested directly or indirectly therein has failed to disclose his/her interests to the Bank unless otherwise provided by laws, regulations, regulatory provisions and these Articles.</del></p> <p><u>Shareholders of the Bank shall exercise their rights as shareholders in accordance with the Company Law and other laws and regulations, regulatory requirements and the Articles of Association.</u></p>
<p>Article 62 If a resolution of a shareholders' general meeting or a board resolution violates laws or regulations, the resolution is invalid.</p> <p>If the procedure for convening a shareholders' general meeting or Board of Directors' meeting, or the method of voting at either type of meeting, violates laws, administrative regulations or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p>	<p>Article <del>62</del><u>46</u> If a resolution of a <del>shareholders'</del><sup>2</sup> general meeting or a board resolution violates laws or regulations, <u>the shareholders shall have the right to request a people's court to declare such resolution invalid. the resolution is invalid.</u></p> <p>If the procedure for convening a <del>shareholders'</del><sup>2</sup> general meeting or Board of Directors' meeting, or the method of voting at either type of meeting, violates laws, administrative regulations or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted. <u>This does not apply if the convening procedures or voting methods of the general meeting or the meeting of the Board of Directors are only slightly flawed and have no substantial impact on the resolution. Shareholders who are not notified to attend the general meeting may petition to a people's court to revoke the resolution within sixty days from the date they become aware or ought to become aware of the resolution. If they do not exercise the right to revoke within one year from the date the resolution was made, the right to revoke shall be extinguished.</u></p> <p><u>Where the Board, Shareholders and other relevant parties dispute the validity of a solution of the general meeting, they shall promptly file a lawsuit with the People's Court. Before the People's Court makes a revocation of the resolution or other judgement or ruling, the relevant parties shall implement the resolution of the general meeting. The Bank, the Directors and senior management members shall effectively perform their duties to ensure the normal operation of the Bank.</u></p>

<b>APPENDIX I:</b>	<b>COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.</b>
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Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>Where the People’s Court makes a judgement or ruling on a relevant matter, the Bank shall fulfill its obligation to disclose the information in accordance with laws and regulations, and the provisions of the Securities Regulatory Authority of the State Council, fully explain the impact, and actively cooperate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligation will be fulfilled.</u></p> <p><u>Where the resolution of a general meeting or a meeting of the Board of Directors is declared invalid, revoked or confirmed to be invalid by the People’s Court, the Bank shall apply to its registration authority for cancellation of the registration already made in accordance with the resolution, and the civil legal relationship between the Bank and the bona fide counterparty formed in accordance with the resolution shall not be affected.</u></p> <p><u>Resolutions of a general meeting or the Board of Directors of the Bank shall not be established in any of the following circumstances:</u></p> <p><u>(I) a general meeting or a meeting of the Board of Directors was not convened to make the resolution;</u></p> <p><u>(II) the resolution was not voted at a general meeting or a meeting of the board of directors;</u></p> <p><u>(III) the number of attenders of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the law or the Articles of Association;</u></p> <p><u>(IV) the number of attenders in favour of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the law or the Articles of Association.</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 63 If any director or member of senior management has violated laws, regulations, regulatory provisions or provisions of these Articles in performing his duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more of the shares in the Bank for one hundred and eighty consecutive days may make a written request to the Board of Supervisors to initiate legal proceedings at a people's court. If supervisors has violated laws, regulations or provisions of these Articles in performing its duties and therefore has caused loss to the Bank, shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court.</p> <p>If the Board of Supervisors or the Board of Directors rejects or fails to initiate legal proceedings within thirty days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank.</p> <p>If any other person infringes the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.</p>	<p>Article <del>63</del><sup>47</sup> If any director or member of senior management <b><u>(other than the members of the Audit Committee)</u></b> has violated laws, regulations, regulatory provisions or provisions of these Articles in performing his duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more of the shares in the Bank for one hundred and eighty consecutive days may make a written request to the <del>Board of Supervisors</del> <b><u>Audit Committee</u></b> to initiate legal proceedings at a people's court. If <del>supervisors</del> <b><u>a member of the Audit Committee</u></b> has violated laws, regulations or provisions of these Articles in performing its duties and therefore has caused loss to the Bank, shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court.</p> <p>If the <del>Board of Supervisors</del> <b><u>Audit Committee</u></b> or the Board of Directors rejects or fails to initiate legal proceedings within thirty days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank.</p> <p>If any other person infringes the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.</p> <p><b><u>If the directors, members of the Audit Committee, or senior management officers of the Bank's wholly-owned subsidiaries are in the circumstances specified in the first paragraph of this Article, or if others infringe upon the legitimate rights and interests of the Bank's wholly-owned subsidiaries and cause losses, shareholders who have continuously held more than 1% of the Bank's shares for more than 180 days, either individually or collectively, may, in accordance with the provisions of the preceding three paragraphs, submit a written request to the audit committee or board of directors of the wholly-owned subsidiary to file a lawsuit with the people's court or file a lawsuit directly with the people's court in their own name.</u></b></p>

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Article 64 If any director or senior management officer has violated the laws, regulations, regulatory provisions or provisions of these Articles and has therefore impaired the interests of the shareholders, the shareholders may initiate legal proceedings at a people's court.	Article <del>644</del> <b>8</b> If any director or senior management officer has violated the laws, regulations, regulatory provisions or provisions of these Articles and has therefore impaired the interests of the shareholders, the shareholders may initiate legal proceedings at a people's court.
<p>Article 65 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, regulations, regulatory provisions, and these Articles;</p> <p>(2) to pay the share capital as determined by the number of shares subscribed for by them and the prescribed method of capital contribution;</p> <p>(3) shareholders to use their own funds from legitimate sources to invest in shares, and not to use non-own funds such as entrusted funds and debt funds to invest in shares, unless otherwise stipulated by laws, regulations or regulatory systems;</p> <p>(4) not to withdraw their paid share capital except in circumstances allowed by laws and regulations; the shareholding ratio and the number of shareholding institutions to comply with the regulatory provisions, and not to entrust others or accept entrustment from others to hold shares of the Bank;</p> <p>(5) to truthfully inform the Bank of the financial information, shareholding structure, source of capital of shares, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investments in other financial institutions and other information in accordance with laws, regulations and regulatory provisions;</p> <p>(6) the relevant shareholders to promptly notify the Bank in writing in accordance with laws, regulations and regulatory provisions if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders;</p> <p>(7) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions in the event of merger or division of shareholders, when ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or are in the</p>	<p>Article <del>654</del><b>9</b> Holders of the <del>ordinary</del>–shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, regulations, regulatory provisions, and these Articles;</p> <p>(2) to pay, <u>on schedule</u>, the share capital as determined by the number of shares subscribed for by them and the prescribed method of capital contribution;</p> <p>(3) shareholders to use their own funds from legitimate sources to invest in shares, and not to use non-own funds such as entrusted funds and debt funds to invest in shares, unless otherwise stipulated by laws, regulations or regulatory systems;</p> <p>(4) not to withdraw their paid share capital except in circumstances allowed by laws and regulations; the shareholding ratio and the number of shareholding institutions to comply with the regulatory provisions, and not to entrust others or accept entrustment from others to hold shares of the Bank;</p> <p>(5) to truthfully inform the Bank of the financial information, shareholding structure, source of capital of shares, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investments in other financial institutions and other information in accordance with laws, regulations and regulatory provisions;</p> <p>(6) the relevant shareholders to promptly notify the Bank in writing in accordance with laws, regulations and regulatory provisions if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders;</p> <p>(7) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions in the event of merger or division of shareholders, when ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or are in the</p>

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<p>process of dissolution, liquidation or bankruptcy, or their authorized representative, company name, business premises, business scope and other major events have changed;</p> <p>(8) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released pledge;</p> <p>(9) Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of total capital or total shares of the Bank, should seek prior consideration of the Bank's Board of Directors, then report for approval of banking regulatory authorities of the State Council. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of total capital or total shares of the Bank, should report to relevant banking regulatory authority of the State Council within ten working days after obtaining their equities. Shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p> <p>(10) not to prejudice the interests of other shareholders and the Bank and to observe laws, regulations and regulatory provisions when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;</p> <p>(11) shareholders and their controlling shareholders and de facto controllers not to abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders, not to interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management; where the Bank's shareholders abuse the rights of shareholders to</p>	<p>process of dissolution, liquidation or bankruptcy, or their authorized representative, company name, business premises, business scope and other major events have changed;</p> <p>(8) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released pledge;</p> <p>(9) Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of total capital or total shares of the Bank, should seek prior consideration of the Bank's Board of Directors, then report for approval of banking regulatory authorities of the State Council. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of total capital or total shares of the Bank, should report to relevant banking regulatory authority of the State Council within ten working days after obtaining their equities. Shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;</p> <p>(10) not to prejudice the interests of other shareholders and the Bank and to observe laws, regulations and regulatory provisions when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;</p> <p>(11) shareholders and their controlling shareholders and de facto controllers not to abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders, not to interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management; where the Bank's shareholders abuse the rights of shareholders to</p>

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<p>damage the interests of the Bank or other shareholders, they shall assume liability for compensation;</p> <p>(12) not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Bank's creditors; where the Bank's shareholders abuse the independent legal person status or limited liability of shareholders to avoid debts, or cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts;</p> <p>(13) shareholders to cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the Bank;</p> <p>(14) to assume other obligations of shareholders imposed by the laws, regulations, regulatory provisions or these Articles.</p> <p>In the event of any major risk events, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank, and the shareholders shall provide active support accordingly.</p>	<p>damage the interests of the Bank or other shareholders, they shall assume liability for compensation;</p> <p>(12) not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Bank's creditors; <del>where the Bank's shareholders abuse the independent legal person status or limited liability of shareholders to avoid debts, or cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts;</del></p> <p>(13) shareholders to cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the Bank;</p> <p><b><u>(14) no withdrawal of capital contributions is permitted;</u></b></p> <p><del>(14)</del><b><u>(15)</u></b> to assume other obligations of shareholders imposed by the laws, regulations, regulatory provisions or these Articles.</p> <p><b><u>The Board of Directors shall verify the capital contributions made by shareholders. If it is found that a shareholder has violated the provisions of the second item of the preceding paragraph, the Bank shall issue a written notice to the shareholder requesting payment of the outstanding capital contribution. The notice may specify a grace period of no less than sixty days for the payment of the outstanding capital contribution; If the shareholder fails to fulfil their obligation to make the capital contribution by the end of the grace period, the Bank may, upon resolution of the Board of Directors, issue a written notice of forfeiture to the shareholder. From the date of issuance of the notice, the shareholder shall lose their equity interest corresponding to the unpaid capital contribution. The forfeited equity interest shall be transferred in accordance with the law, or the registered capital shall be reduced accordingly and the equity interest shall be cancelled; If the equity is not transferred or cancelled within six months, the other shareholders of the Bank shall fully contribute the corresponding capital in proportion to their capital contributions. If a shareholder objects to the forfeiture, they shall file a lawsuit with the People's Court within thirty days from the date of receipt of the notice of forfeiture. If the Board of Directors fails to timely</u></b></p>



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	<p><u>fulfil the obligations prescribed in this paragraph and causes losses to the company, the Directors responsible shall bear compensation liability.</u></p> <p><u>If a shareholder fails to fully contribute the capital within the prescribed time limit, in addition to fully contributing the capital to the Bank, the shareholder shall also bear liability for compensation for any losses caused to the Bank. If a shareholder withdraws capital, in addition to returning the withdrawn capital, if losses are caused to the Bank, the directors and senior management officers who are liable shall bear joint and several liability for compensation with the shareholder.</u></p> <p><u>If a shareholder abuses their shareholder's rights and causes losses to the Bank or other shareholders, they shall be liable for compensation in accordance with the law. If a shareholder abuses the Bank's legal person status and limited liability of shareholders to evade debts, thereby severely damaging the interests of the Bank's creditors, they shall be jointly and severally liable for the Bank's debts.</u></p> <p>In the event of any major risk events, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank, and the shareholders shall provide active support accordingly.</p>
<p>Article 66 Prior to the approval of shareholders' qualifications, the shareholders shall undertake in writing that the pledge of equity interests must comply with the guidance of regulatory policies and the requirements of these Articles and relevant equity management systems.</p> <p>Shareholders shall not pledge their shares of the Bank if the balance of loans they borrowed from the Bank exceeds the audited net book value of the shares held by them in the previous year.</p> <p>The Bank shall not accept its own shares as the subject of pledge. If the shareholders use their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the requirements of the laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance.</p>	<p>Article <del>66</del><b>50</b> Prior to the approval of shareholders' qualifications, the shareholders shall undertake in writing that the pledge of equity interests must comply with the guidance of regulatory policies and the requirements of these Articles and relevant equity management systems.</p> <p>Shareholders shall not pledge their shares of the Bank if the balance of loans they borrowed from the Bank exceeds the audited net book value of the shares held by them in the previous year.</p> <p>The Bank shall not accept its own shares as the subject of pledge. If the shareholders use their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the requirements of the laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance.</p>

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<p>Where a shareholder who has representation on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than two percent of the shares or voting rights in the Bank pledges his shares held in the Bank, it shall make filing to the Board of Directors of the Bank in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgee. Where the Board of Directors considers the pledge to have material adverse impacts on the stability of the Bank's shareholding, corporate governance, risk and related party transactions control, the filing shall not be accepted. The director(s) nominated by a shareholder proposing to pledge his shares in the Bank shall abstain from voting at the meeting of the Board of Directors at which such proposal is considered.</p>	<p>Where a shareholder who has representation on the Board of Directors <del>or the Board of Supervisors</del>, or directly, indirectly or jointly holds or controls more than two percent of the shares or voting rights in the Bank pledges his shares held in the Bank, it shall make filing to the Board of Directors of the Bank in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgee. Where the Board of Directors considers the pledge to have material adverse impacts on the stability of the Bank's shareholding, corporate governance, risk and related party transactions control, the filing shall not be accepted. The director(s) nominated by a shareholder proposing to pledge his shares in the Bank shall abstain from voting at the meeting of the Board of Directors at which such proposal is considered.</p>
<p>Upon the registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the Bank's risk management and information disclosure compliance.</p>	<p>Upon the registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the Bank's risk management and information disclosure compliance.</p>
<p>Where a shareholder pledges 50 percent or more of his equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meeting, as well as the voting rights of the director(s) acting as nominees of such shareholder at meetings of the Board of Directors, shall be subject to restrictions.</p>	<p>Where a shareholder pledges 50 percent or more of his equity interests in the Bank, the voting rights of such shareholder at the <del>shareholders'</del> general meeting, as well as the voting rights of the director(s) acting as nominees of such shareholder at meetings of the Board of Directors, shall be subject to restrictions.</p>
<p>Article 67 Shareholders shall safeguard the interests of the Bank.</p> <p>For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.</p>	<p>Article <del>67</del><b>51</b> Shareholders shall safeguard the interests of the Bank.</p> <p>For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.</p>

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Article 68 Shareholders shall not be offered by the Bank of terms of credit that are more favorable over other customers regarding same type of credit.	Article <del>68</del> <b>52</b> Shareholders shall not be offered by the Bank of terms of credit that are more favorable over other customers regarding same type of credit.
Article 69 Substantial shareholders of the Bank shall refer to shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or who hold less than 5% of the total capital or total shares but have a significant influence on the operation and management of the Bank. The shareholding percentage of shareholders and their related parties and persons acting in concert shall be aggregated.	Article <del>69</del> <b>53</b> Substantial shareholders of the Bank shall refer to shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or who hold less than 5% of the total capital or total shares but have a significant influence on the operation and management of the Bank. The shareholding percentage of shareholders and their related parties and persons acting in concert shall be aggregated.
The “significant influence” in the preceding paragraph includes, but is not limited to, deploying directors, supervisors or senior management officers to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the banking regulatory authorities under the State Council or their agencies.	The “significant influence” in the preceding paragraph includes, but is not limited to, deploying directors, <del>supervisors</del> or senior management officers to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the banking regulatory authorities under the State Council or their agencies.
The substantial shareholders of the Bank shall not transfer their shares of the Bank within five years from the date on which they obtain the equities. Save for such circumstances as banking regulatory authorities under the State Council approving them to take steps to control risks or ordering them to transfer their equities, or their equities being subject to law enforcement, or their equities being transferred between entities under the control of the same investor, substantial shareholders shall notify the Board of Directors of the Bank in advance of any transfer of shares of the Bank (except for transfer of shares in the open market which does not involve the purchase of shares of more than 1% of the total shares of the Bank). Any entity or individual that purchases more than 5% of the total shares of the Bank shall obtain prior approval from the banking regulatory authorities under the State Council. If the relevant regulations of the securities regulatory authorities of the place where the shares of the Bank are listed have other provisions on the restrictions on transfer of overseas listed shares, such provisions shall prevail.	The substantial shareholders of the Bank shall not transfer their shares of the Bank within five years from the date on which they obtain the equities. Save for such circumstances as banking regulatory authorities under the State Council approving them to take steps to control risks or ordering them to transfer their equities, or their equities being subject to law enforcement, or their equities being transferred between entities under the control of the same investor, substantial shareholders shall notify the Board of Directors of the Bank in advance of any transfer of shares of the Bank (except for transfer of shares in the open market which does not involve the purchase of shares of more than 1% of the total shares of the Bank). Any entity or individual that purchases more than 5% of the total shares of the Bank shall obtain prior approval from the banking regulatory authorities under the State Council. If the relevant regulations of the securities regulatory authorities of the place where the shares of the Bank are listed have other provisions on the restrictions on transfer of overseas listed shares, such provisions shall prevail.
Substantial shareholders shall notify equity management department of the Bank and make submissions to the Board of Directors for filing within five working days if the circumstances set out in (6), (7) and (8) of Article 65 of these Articles occur and they receive administrative penalty or criminal	Substantial shareholders shall notify equity management department of the Bank and make submissions to the Board of Directors for filing within five working days if the circumstances set out in (6), (7) and (8) of Article <del>65</del> <b>49</b> of these Articles occur and they receive administrative penalty or criminal

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<p>punishment due to serious violations of the laws and regulations, other circumstances occur that may affect the qualifications of shareholders or result in changes in their shareholdings in the Bank.</p> <p>If the aforementioned occurs and the shareholder does not timely fulfill the reporting obligation, the shareholder shall be held accountable for the consequences arising therefrom.</p>	<p>punishment due to serious violations of the laws and regulations, other circumstances occur that may affect the qualifications of shareholders or result in changes in their shareholdings in the Bank.</p> <p>If the aforementioned occurs and the shareholder does not timely fulfill the reporting obligation, the shareholder shall be held accountable for the consequences arising therefrom.</p>
<p>Article 70 When a substantial shareholder invests in the shares of the Bank, he shall undertake in writing that he shall comply with the laws, regulations, regulatory provisions and these Articles, and explain the purpose of investing in the shares of the Bank.</p> <p>If a substantial shareholder breaches its undertakings, the Bank may take corresponding restrictions on its shareholder's rights in accordance with the relevant regulatory rules on equity management of commercial banks and the Articles of Association.</p>	<p>Article <del>70</del><sup>54</sup> When a substantial shareholder invests in the shares of the Bank, he shall undertake in writing that he shall comply with the laws, regulations, regulatory provisions and these Articles, and explain the purpose of investing in the shares of the Bank.</p> <p>If a substantial shareholder breaches its undertakings, the Bank may take corresponding restrictions on its shareholder's rights in accordance with the relevant regulatory rules on equity management of commercial banks and the Articles of Association.</p>
<p>Article 71 The substantial shareholders of the Bank and their controlling shareholders and de facto controllers shall not:</p> <p>(1) be listed as a joint subject of punishment for dishonesty by relevant authorities;</p> <p>(2) have serious evasion of bank debts;</p> <p>(3) provide false materials or make false statements;</p> <p>(4) be materially responsible for a commercial bank's operational failure or major violations of laws and regulations;</p> <p>(5) refuse or prevent banking regulatory authorities under the State Council from performing supervision according to law;</p> <p>(6) be subject to investigation and punishment by financial regulatory authorities or relevant government departments due to violation of laws and regulations, resulting in adverse impact;</p> <p>(7) other circumstances that may adversely affect the operation and management of the Bank.</p>	<p>Article <del>71</del><sup>55</sup> The substantial shareholders of the Bank and their controlling shareholders and de facto controllers shall not:</p> <p>(1) be listed as a joint subject of punishment for dishonesty by relevant authorities;</p> <p>(2) have serious evasion of bank debts;</p> <p>(3) provide false materials or make false statements;</p> <p>(4) be materially responsible for a commercial bank's operational failure or major violations of laws and regulations;</p> <p>(5) refuse or prevent banking regulatory authorities under the State Council from performing supervision according to law;</p> <p>(6) be subject to investigation and punishment by financial regulatory authorities or relevant government departments due to violation of laws and regulations, resulting in adverse impact;</p> <p>(7) other circumstances that may adversely affect the operation and management of the Bank.</p>

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<p>Article 72 The shareholders, in particular the substantial shareholders, shall protect the interests and reputation of the Bank, and support the Bank in operating in compliance with the laws. The shareholders shall support the formulation of reasonable capital planning by the Board of Directors, such that the Bank may continuously meet the regulatory requirements. The substantial shareholders shall make long-term commitment in writing to the Bank to replenish capital to the Bank when necessary, which forms a part of the Bank's capital planning. The substantial shareholders shall report their capital replenishment capacity to the banking regulatory authorities under the State Council or their agencies through the Bank every year.</p>	<p>Article <del>72</del><b>56</b> The shareholders, in particular the substantial shareholders, shall protect the interests and reputation of the Bank, and support the Bank in operating in compliance with the laws. The shareholders shall support the formulation of reasonable capital planning by the Board of Directors, such that the Bank may continuously meet the regulatory requirements. The substantial shareholders shall make long-term commitment in writing to the Bank to replenish capital to the Bank when necessary, which forms a part of the Bank's capital planning. The substantial shareholders shall report their capital replenishment capacity to the banking regulatory authorities under the State Council or their agencies through the Bank every year.</p>
<p>Article 73 When the Bank's capital adequacy ratio fails to satisfy regulatory requirement or there occurs insufficient capital, the Bank shall suspend or reduce the distribution of profit, formulate reasonable supplementary capital planning so that the capital adequacy ratio can be met within the stipulated period according to the regulatory requirement or for the purpose of satisfying business development and strategic implementation needs. Capital is also replenished from ways such as the increasing core capital and issuing subordinate bonds. The substantial shareholders shall not hinder other shareholders from replenishing the Bank's capital or the entry of new, eligible shareholders.</p>	<p>Article <del>73</del><b>57</b> When the Bank's capital adequacy ratio fails to satisfy regulatory requirement or there occurs insufficient capital, the Bank shall suspend or reduce the distribution of profit, formulate reasonable supplementary capital planning so that the capital adequacy ratio can be met within the stipulated period according to the regulatory requirement or for the purpose of satisfying business development and strategic implementation needs. Capital is also replenished from ways such as the increasing core capital and issuing subordinate bonds. The substantial shareholders shall not hinder other shareholders from replenishing the Bank's capital or the entry of new, eligible shareholders.</p>
<p>Article 74 When the credit extended by the Bank to a substantial shareholder is overdue, his voting rights at the shareholders' general meeting and the voting rights of the directors nominated or appointed by him in the Board of Directors shall be restricted. Restrictions on other shareholders' voting rights at shareholders' general meetings will be imposed if their credit extended by the Bank is overdue. The Bank shall record the aforementioned circumstances in the minutes of the shareholders' general meeting and the minutes of meeting of the Board of Directors. The Bank is entitled to apply the dividend and profit distribution to repay the borrowings to the Bank. Upon liquidation of the Bank, the assets allocated shall be applied in priority to repay the borrowings to the Bank.</p>	<p>Article <del>74</del><b>58</b> When the credit extended by the Bank to a substantial shareholder is overdue, his voting rights at the <del>shareholders'</del><sup>2</sup> general meeting and the voting rights of the directors nominated or appointed by him in the Board of Directors shall be restricted. Restrictions on other shareholders' voting rights at <del>shareholders'</del><sup>2</sup> general meetings will be imposed if their credit extended by the Bank is overdue. The Bank shall record the aforementioned circumstances in the minutes of the <del>shareholders'</del><sup>2</sup> general meeting and the minutes of meeting of the Board of Directors. The Bank is entitled to apply the dividend and profit distribution to repay the borrowings to the Bank. Upon liquidation of the Bank, the assets allocated shall be applied in priority to repay the borrowings to the Bank.</p>
<p>Article 75 The substantial shareholders of the Bank shall establish an effective risk isolation mechanism to prevent risk from spreading and transferring among shareholders, the Bank and other related institutions.</p>	<p>Article <del>75</del><b>59</b> The substantial shareholders of the Bank shall establish an effective risk isolation mechanism to prevent risk from spreading and transferring among shareholders, the Bank and other related institutions.</p>

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Article 76 The substantial shareholders of the Bank shall effectively manage the cross-positions as the members of the Board of Directors, members of the Board of Supervisors and senior management officers of the Bank and other related institutions to prevent conflicts of interest.	Article <del>76</del> <b>60</b> The substantial shareholders of the Bank shall effectively manage the cross-positions as the members of the Board of Directors, <del>members of the Board of Supervisors and</del> senior management officers of the Bank and other related institutions to prevent conflicts of interest.
<p>Article 77 The major shareholders of the Bank refer to the shareholders who meet one of the following conditions:</p> <p>(1) holding more than 10% equity interests in the Bank;</p> <p>(2) actually holding the most equity interests in the Bank with no less than 5% shareholding ratio (including shareholders with the same number of shares);</p> <p>(3) nominating more than two directors;</p> <p>(4) being considered by the Board of Directors of the Bank as having controlling impact on the operation and management of the Bank;</p> <p>(5) other circumstances as determined by the banking regulatory authorities under the State Council or its agencies.</p> <p>Shareholding ratio of shareholders and their related parties and persons acting in concert shall be calculated on an aggregate basis. If the aggregate shareholding ratio meets the above conditions, the relevant shareholders shall be regarded as major shareholders.</p>	<p>Article <del>77</del><b>61</b> The major shareholders of the Bank refer to the shareholders who meet one of the following conditions:</p> <p>(1) holding more than 10% equity interests in the Bank;</p> <p>(2) actually holding the most equity interests in the Bank with no less than 5% shareholding ratio (including shareholders with the same number of shares);</p> <p>(3) nominating more than two directors;</p> <p>(4) being considered by the Board of Directors of the Bank as having controlling impact on the operation and management of the Bank;</p> <p>(5) other circumstances as determined by the banking regulatory authorities under the State Council or its agencies.</p> <p>Shareholding ratio of shareholders and their related parties and persons acting in concert shall be calculated on an aggregate basis. If the aggregate shareholding ratio meets the above conditions, the relevant shareholders shall be regarded as major shareholders.</p>
<p>Article 78 The major shareholders of the Bank shall exercise their rights as shareholders in a proper manner through corporate governance procedures to safeguard the independent operation of the Bank, and shall not illegally interfere with or restrict the Bank by any of the following means, unless otherwise provided by laws and regulations or approved by the banking regulatory authorities under the State Council:</p> <p>(1) setting up pre-approval procedures for resolutions of the shareholders' general meeting and the Board of Directors;</p> <p>(2) intervening in the normal employment procedures of the Bank's staff, or directly appointing or removing the staff by bypassing the shareholders' general meeting and the Board of Directors;</p>	<p>Article <del>78</del><b>62</b> The major shareholders of the Bank shall exercise their rights as shareholders in a proper manner through corporate governance procedures to safeguard the independent operation of the Bank, and shall not illegally interfere with or restrict the Bank by any of the following means, unless otherwise provided by laws and regulations or approved by the banking regulatory authorities under the State Council:</p> <p>(1) setting up pre-approval procedures for resolutions of the <del>shareholders'</del> general meeting and the Board of Directors;</p> <p>(2) intervening in the normal employment procedures of the Bank's staff, or directly appointing or removing the staff by bypassing the <del>shareholders'</del> general meeting and the Board of Directors;</p>



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<p>(3) intervening in the performance evaluation of the directors, supervisors and other staff of the Bank;</p> <p>(4) intervening the Bank's normal business decision-making procedures;</p> <p>(5) intervening in the Bank's financial and accounting activities such as financial accounting, fund transfer, asset management and expense management;</p> <p>(6) giving business plans or instructions to the Bank;</p> <p>(7) requiring the Bank to grant loans or provide guarantees;</p> <p>(8) intervening the independent operation of the Bank in other forms.</p>	<p>(3) intervening in the performance evaluation of the directors, <del>supervisors</del> and other staff of the Bank;</p> <p>(4) intervening the Bank's normal business decision-making procedures;</p> <p>(5) intervening in the Bank's financial and accounting activities such as financial accounting, fund transfer, asset management and expense management;</p> <p>(6) giving business plans or instructions to the Bank;</p> <p>(7) requiring the Bank to grant loans or provide guarantees;</p> <p>(8) intervening the independent operation of the Bank in other forms.</p>
<p>Article 79 Where a major shareholder of the Bank pledges more than 50% of his/her equity interests in the Bank, the major shareholder and the directors nominated by him/her shall not exercise their voting rights at the shareholders' general meeting and the Board meeting.</p> <p>The major shareholders of the Bank shall not provide guarantee for debts of any parties other than the shareholders themselves and their related parties with their equity interests in the Bank, and shall not hold equity interests in the Bank on behalf of others, hold equity interests in the form of non-compliant related parties or transfer equity interests in disguised form of equity pledges.</p> <p>The major shareholders of the Bank shall promptly, accurately and completely inform the Bank of the information on the pledge and its release with regard to the equity held by them, which shall be disclosed by the Bank in its annual report.</p>	<p>Article <del>79</del><b>63</b> Where a major shareholder of the Bank pledges more than 50% of his/her equity interests in the Bank, the major shareholder and the directors nominated by him/her shall not exercise their voting rights at the <del>shareholders'</del> general meeting and the Board meeting.</p> <p>The major shareholders of the Bank shall not provide guarantee for debts of any parties other than the shareholders themselves and their related parties with their equity interests in the Bank, and shall not hold equity interests in the Bank on behalf of others, hold equity interests in the form of non-compliant related parties or transfer equity interests in disguised form of equity pledges.</p> <p>The major shareholders of the Bank shall promptly, accurately and completely inform the Bank of the information on the pledge and its release with regard to the equity held by them, which shall be disclosed by the Bank in its annual report.</p>

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<p>Article 80 The major shareholders of the Bank are prohibited from conducting improper related party transactions with the Bank or taking advantage of their influence over the Bank to obtain improper benefits by the following means:</p> <p>(1) obtaining bank credit facilities such as loans, bills acceptance and discounting, bond investment and special purpose vehicle investment with terms better than similar transactions with non-related parties;</p> <p>(2) illegally occupying and using the funds or other interests of the Bank by means of loans or guarantees;</p> <p>(3) causing the Bank to bear the relevant expenses that are unreasonable or shall be borne by the major shareholders and their related parties;</p> <p>(4) purchasing or leasing the Bank's assets on terms more favorable than similar transactions with non-related parties, or selling or leasing inferior assets to the Bank;</p> <p>(5) using the Bank's intangible assets for free or on terms more favorable than those of similar transactions with non-related parties, or charging the Bank excessive intangible asset usage fees;</p> <p>(6) taking advantage of the position of major shareholder to seek business opportunities belonging to the Bank;</p> <p>(7) making use of the undisclosed information or commercial secrets of the Bank for gains;</p> <p>(8) conducting improper related party transactions or obtaining improper benefits in other ways.</p>	<p>Article <del>80</del><b>64</b> The major shareholders of the Bank are prohibited from conducting improper related party transactions with the Bank or taking advantage of their influence over the Bank to obtain improper benefits by the following means:</p> <p>(1) obtaining bank credit facilities such as loans, bills acceptance and discounting, bond investment and special purpose vehicle investment with terms better than similar transactions with non-related parties;</p> <p>(2) illegally occupying and using the funds or other interests of the Bank by means of loans or guarantees;</p> <p>(3) causing the Bank to bear the relevant expenses that are unreasonable or shall be borne by the major shareholders and their related parties;</p> <p>(4) purchasing or leasing the Bank's assets on terms more favorable than similar transactions with non-related parties, or selling or leasing inferior assets to the Bank;</p> <p>(5) using the Bank's intangible assets for free or on terms more favorable than those of similar transactions with non-related parties, or charging the Bank excessive intangible asset usage fees;</p> <p>(6) taking advantage of the position of major shareholder to seek business opportunities belonging to the Bank;</p> <p>(7) making use of the undisclosed information or commercial secrets of the Bank for gains;</p> <p>(8) conducting improper related party transactions or obtaining improper benefits in other ways.</p>
<p>Article 81 The Bank shall not provide guarantee for the major shareholders of the Bank for their non-public issuance of bonds, nor shall the Bank purchase such bonds directly or through financial products.</p>	<p>Article <del>81</del><b>65</b> The Bank shall not provide guarantee for the major shareholders of the Bank for their non-public issuance of bonds, nor shall the Bank purchase such bonds directly or through financial products.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 82 Major shareholders shall support the Bank to adjust its profit distribution policy according to its own operating conditions, risk conditions, capital planning and market environment, and balance the relationship between cash dividends and capital replenishment. In any of the following circumstances, the major shareholders of the Bank shall support the reduction or non-distribution of cash dividends:</p> <p>(1) the capital adequacy ratio does not meet the regulatory requirements or the solvency is not up to standard;</p> <p>(2) corporate governance evaluation results are lower than C or regulatory rating is lower than 3;</p> <p>(3) the allowance for loan losses is lower than the regulatory requirements or the nonperforming loan ratio is significantly higher than the industry average;</p> <p>(4) material risk events or material non-compliance with laws and regulations of the Bank;</p> <p>(5) other circumstances that the banking regulatory authority of the State Council and its local offices consider should not distribute dividends.</p>	<p>Article <del>82</del><b>66</b> Major shareholders shall support the Bank to adjust its profit distribution policy according to its own operating conditions, risk conditions, capital planning and market environment, and balance the relationship between cash dividends and capital replenishment. In any of the following circumstances, the major shareholders of the Bank shall support the reduction or non-distribution of cash dividends:</p> <p>(1) the capital adequacy ratio does not meet the regulatory requirements or the solvency is not up to standard;</p> <p>(2) corporate governance evaluation results are lower than C or regulatory rating is lower than 3;</p> <p>(3) the allowance for loan losses is lower than the regulatory requirements or the nonperforming loan ratio is significantly higher than the industry average;</p> <p>(4) material risk events or material non-compliance with laws and regulations of the Bank;</p> <p>(5) other circumstances that the banking regulatory authority of the State Council and its local offices consider should not distribute dividends.</p>
Addition	<p><b><u>Article 67 The major shareholders of the Bank shall strengthen their supervision of the directors they have nominated in accordance with the law, and shall promptly make adjustments to those who are unable to perform their duties effectively in accordance with laws and regulations, the provisions of these Articles of Association, and regulatory requirements.</u></b></p>
Addition	<p><b><u>Article 68 The major shareholders of the Bank shall pay attention to the exercise of shareholders' rights and the fulfillment of shareholders' obligations by other shareholders. If they discover any actions that harm the interests of the Bank or the legitimate rights and interests of other stakeholders, they shall promptly notify the Bank. The Bank shall take appropriate measures in a timely manner in accordance with laws, regulations, and the provisions of this Articles of Association, and report to the banking regulatory and administrative authorities under the State Council.</u></b></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 83 The controlling shareholder of the Bank shall refer to the shareholder holding more than 50% of the total share capital of the Bank; or the shareholder holding less than 50% of the shares of the Bank but having sufficient voting rights according to his/her shares to have a significant impact on the resolutions of the shareholders' general meeting, including but not limited to:</p> <ol style="list-style-type: none"> <li>1. he/she alone, or acting in concert with others, has the power to elect more than half of the directors;</li> <li>2. he/she alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the total voting shares of the Bank;</li> <li>3. he/she alone, or acting in concert with others, holds 30% or more of the total issued shares of the Bank;</li> <li>4. he/she alone, or acting in concert with others, may de facto control the Bank in any other manner.</li> </ol> <p>The term "acting in concert" referred to hereinabove means two or more persons who, by way of agreement, cooperation, related party relationship or other lawful means, enlarge the proportion of shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention, but excluding open proxy solicitation).</p>	<p>Article <del>83</del><b>69</b> The controlling shareholder of the Bank shall refer to the shareholder holding more than 50% of the total share capital of the Bank; or the shareholder holding less than 50% of the shares of the Bank but having sufficient voting rights according to his/her shares to have a significant impact on the resolutions of the <del>shareholders'</del><b>2</b>-general meeting<del>., including but not limited to:</del></p> <ol style="list-style-type: none"> <li><del>1. he/she alone, or acting in concert with others, has the power to elect more than half of the directors;</del></li> <li><del>2. he/she alone, or acting in concert with others, has the power to exercise or to control the exercise of 30% or more of the total voting shares of the Bank;</del></li> <li><del>3. he/she alone, or acting in concert with others, holds 30% or more of the total issued shares of the Bank;</del></li> <li><del>4. he/she alone, or acting in concert with others, may de facto control the Bank in any other manner.</del></li> </ol> <p><del>The term "acting in concert" referred to hereinabove means two or more persons who, by way of agreement, cooperation, related party relationship or other lawful means, enlarge the proportion of shares in the Bank which are under their control or consolidate their control over the Bank, so that when exercising the voting rights of the Bank, the same expression of opinions will be made (including joint proposal of motions, joint nomination of directors, entrustment of the exercise of voting rights which do not state voting intention, but excluding open proxy solicitation).</del></p>
<p>Article 84 Neither the controlling shareholder nor the de facto controller of the shares may damage the interests of the Bank by taking the advantage of its affiliate relationship, and a shareholder or controller shall be liable for compensation if it breaches this Article and thereby causes loss to the Bank.</p> <p>A controlling shareholder or de facto controller of the Bank shall owe the fiduciary duties to both the Bank and public shareholders of the Bank. The controlling shareholder shall be in strict compliance with the law while it exercises its rights as investor, and shall not impair the legitimate interests of the Bank or public shareholders by taking advantage of profits distribution, assets reorganization, external investment,</p>	<p>Article <del>84</del><b>70</b> <del>Neither</del><u>The controlling shareholder</u><del>nor</del><u>and the de facto controller of the shares shall exercise their rights and fulfill their obligations in accordance with laws and regulations and the provisions of the State Council supervisory and regulatory authorities, and shall safeguard the interests of the Bank.</u></p> <p><u>The controlling shareholder and the de facto controller of the shares of the Bank shall comply with the following requirements:</u></p> <p><u>(1) exercising shareholders' rights in accordance with the law, refraining from abusing control rights or may damageing the legitimate interests of the Bank</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>capital appropriation and loan guarantee or in any other way, nor shall it impair the legitimate interests of the Bank or public shareholders by taking advantage of its position as a controlling shareholder.</p>	<p><u>or other shareholders</u> by taking the advantage of its affiliate relationship, and a shareholder or controller shall be liable for compensation if it breaches this Article and thereby causes loss to the Bank;</p> <p><u>(2) strictly fulfilling the public statements and commitments made, and not arbitrarily changing or waiving them;</u></p> <p><u>(3) strictly fulfilling information disclosure obligations in accordance with relevant regulations, actively cooperating with the Bank in information disclosure work, and promptly notify the Bank of any major events that have occurred or are likely to occur;</u></p> <p><u>(4) not occupying or misappropriating the Bank's funds for any purpose;</u></p> <p><u>(5) not forcing, instructing, or requiring the Bank and its relevant personnel to provide guarantees in violation of laws and regulations;</u></p> <p><u>(6) not using the Bank's undisclosed material information for personal gain, not disclosing any undisclosed material information related to the Bank in any manner, or not engaging in illegal activities such as insider trading, short-term trading, or market manipulation;</u></p> <p><u>(7) not harming the legitimate rights and interests of the Bank and other shareholders via unfair related party transactions, profit distributions, asset restructurings, external investments, or other actions;</u></p> <p><u>(8) ensuring the integrity of the Bank's assets, the independence of its personnel, financial independence, institutional independence, and business independence, and refrain from affecting the Bank's independence in any way;</u></p> <p><u>(9) other provisions of laws and regulations, the State Council supervisory and regulatory authorities and these Articles of Association.</u></p> <p>A controlling shareholder or de facto controller of the Bank <u>who does not serve as a director of the Bank but actually manages the Bank's affairs shall be subject to the requirements under these Articles of</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><del>Association in relation to shall owe the fiduciary duties and the duties of diligence to both the Bank and public shareholders of the Bank of the directors. The controlling shareholder shall be in strict compliance with the law while it exercises its rights as investor, and shall not impair the legitimate interests of the Bank or public shareholders by taking advantage of profits distribution, assets reorganization, external investment, capital appropriation and loan guarantee or in any other way, nor shall it impair the legitimate interests of the Bank or public shareholders by taking advantage of its position as a controlling shareholder.</del></p>
<p>Article 85 The credit balance granted by the Bank to individual entities such as substantial shareholders or their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 10% of the net capital of the Bank. The total credit balance granted by the Bank to a single substantial shareholder and its controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 15% of the net capital of the Bank.</p> <p>The controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries referred to in this Article shall be consistent with the definition in the Interim Measures for the Equity Management of Commercial Banks.</p>	<p>Article <del>85</del><b>71</b> The credit balance granted by the Bank to individual entities such as substantial shareholders or their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 10% of the net capital of the Bank. The total credit balance granted by the Bank to a single substantial shareholder and its controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 15% of the net capital of the Bank.</p> <p>The controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries referred to in this Article shall be consistent with the definition in the Interim Measures for the Equity Management of Commercial Banks.</p>
<p>Article 86 In addition to the obligations required under the laws, regulations, regulatory provisions or the provisions stipulated by a stock exchange located at the jurisdiction in which the shares of the Bank are listed, when exercising its rights as a shareholder, the controlling shareholder shall not exercise its voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a director or supervisor of their responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank;</p>	<p>Article <del>86</del><b>72</b> In addition to the obligations required under the laws, regulations, regulatory provisions or the provisions stipulated by a stock exchange located at the jurisdiction in which the shares of the Bank are listed, when exercising its rights as a shareholder, the controlling shareholder shall not exercise its voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders:</p> <p>(1) relieving a director <del>or supervisor</del> of their responsibility to act in good faith and in the best interests of the Bank;</p> <p>(2) approving a director <del>or a supervisor</del> (for his/her own or for the benefit of others) in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank;</p>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
(3) approving a director or a supervisor (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the shareholders' general meeting in accordance with these Articles.	(3) approving a director <del>or a supervisor</del> (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the <b>shareholders'</b> general meeting in accordance with these Articles.
Section 3 Shareholders' General Meetings	Section <del>32</del> <b>Shareholders' General Rules for General Meetings</b>
<p>Article 87 The shareholders' general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to consider and approve the rules of procedure of the shareholders' general meeting, the Board of Directors and the Board of Supervisors;</p> <p>(2) to elect and replace directors and supervisors which are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;</p> <p>(3) to review and approve reports made by the Board of Directors;</p> <p>(4) to review and approve reports made by the Board of Supervisors;</p> <p>(5) to decide on the business policies and investment plans of the Bank;</p> <p>(6) to review and approve the Bank's proposed annual financial budget and final accounts;</p> <p>(7) to review and approve the Bank's plans for profit distribution and loss recovery;</p> <p>(8) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p>(9) to adopt resolutions on the repurchase of the Bank's shares in accordance with the laws;</p> <p>(10) to adopt resolutions regarding the issuance of corporate bonds or company listing;</p> <p>(11) to decide and approve on the change in the use of proceeds on the funds raised;</p>	<p>Article <del>87</del><b>73 General meetings of the Bank are composed of all shareholders.</b> The <b>shareholders'</b> general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(1) to consider and approve the rules of procedure of the <b>shareholders'</b> general meeting <del>and</del> the Board of Directors <del>and the Board of Supervisors</del>;</p> <p>(2) to elect and replace directors <del>and supervisors which are not appointed as representatives of the employees</del>, and to decide on the remuneration of the relevant directors <del>and supervisors</del>;</p> <p>(3) to review and approve reports made by the Board of Directors;</p> <p><del>(4) to review and approve reports made by the Board of Supervisors;</del></p> <p><del>(5) to decide on the business policies and investment plans of the Bank;</del></p> <p><del>(6) to review and approve the Bank's proposed annual financial budget and final accounts;</del></p> <p><del>(7)</del><b>(4)</b> to review and approve the Bank's plans for profit distribution and loss recovery;</p> <p><del>(8)</del><b>(5)</b> to adopt resolutions concerning the increase or reduction in the Bank's registered capital;</p> <p><del>(9)</del><b>(6)</b> to adopt resolutions on the repurchase of the Bank's shares in accordance with the laws;</p> <p><del>(10)</del><b>(7)</b> to adopt resolutions regarding the issuance of corporate bonds or company listing;</p> <p><b>(8) to review matters related to the Bank's purchase</b></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(12) to review and approve proposal for the share incentive plans;</p> <p>(13) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p> <p>(14) to amend these Articles;</p> <p>(15) to decide on the engagement, dismissal of the accounting firm performing regular statutory audit on the Bank's financial reports or the discontinuation of the appointment of the accounting firm;</p> <p>(16) to review proposals raised by shareholders who hold 3% or more of shares of the Bank;</p> <p>(17) to review and approve other issues which should be decided by the shareholders' general meeting as stipulated by the laws, regulations, regulatory provisions or these Articles.</p> <p>The above shareholders' general meeting's scope of authority shall not be granted to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision-making for the implementation and execution of any specific issues related to the foregoing issues which are unable or unnecessary to be decided immediately at the shareholders' general meeting can be delegated to the Board of Directors. If the shareholders delegate their decision-making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that the abovementioned authorities to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting. If these Articles require that authority to be delegated to the Board of Directors are to be adopted by the shareholders' general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders' general meeting.</p>	<p><u>or sale of major assets exceeding 30% of the Bank's most recent audited total assets within one year;</u></p> <p><u>(9) to review non-commercial banking business guarantee matters;</u></p> <p><u>(14)(10)</u> to decide and approve on the change in the use of proceeds on the funds raised;</p> <p><u>(12)(11)</u> to review and approve proposal for the share incentive plans <u>and the employee stock ownership plan;</u></p> <p><u>(13)(12)</u> to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;</p> <p><u>(14)(13)</u> to amend these Articles;</p> <p><u>(15)(14)</u> to decide on the engagement, dismissal of the accounting firm performing regular statutory audit on the Bank's financial reports or the discontinuation of the appointment of the accounting firm;</p> <p><u>(16)(15)</u> to review proposals raised by shareholders who hold 3% or more of shares of the Bank;</p> <p><u>(17)(16)</u> to review and approve other issues which should be decided by the <del>shareholders'</del> general meeting as stipulated by the laws, regulations, regulatory provisions or these Articles.</p> <p><u>The Bank shall decide on the issuance of shares not exceeding fifty percent of the issued shares within three years by resolution of the Board of Directors. However, the issuance of shares with non-monetary assets as consideration shall be approved by the general meetings. If the Board of Directors decides to issue shares, resulting in changes to the Bank's registered capital or the number of issued shares, any amendments to the relevant provisions of these Articles of Association shall not require further approval by general meetings. If the securities regulatory authority of the stock exchange where the Bank's shares are listed has additional provisions regarding the issuance of shares, such provisions shall prevail. Where the Board of Directors decides to issue new shares, the board resolution shall be passed by more than two-thirds of all Directors.</u></p>

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	<p><u>General meeting of the Bank authorizes the Board of Directors to have the resolutions made regarding the issuance of corporate bonds. The issuance of corporate bonds convertible into shares by the Bank shall be decided by the Board of Directors, and the specific implementation shall comply with the provisions of laws and regulations, requirements of banking regulatory and administrative authorities under the State Council as well as requirements by securities regulatory authorities.</u></p> <p><u>Except as otherwise provided by laws and regulations, or by the securities regulatory authority of the State Council, or as expressly authorized by this Articles of Association to be exercised by the Board of Directors, T</u><del>he above shareholders'</del><u>general meeting's scope of authority shall not be granted to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision-making for the implementation and execution of any specific issues related to the foregoing issues which are unable or unnecessary to be decided immediately at the</u><del>shareholders'</del><u>general meeting can be delegated to the Board of Directors. If the shareholders delegate their decision-making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that the abovementioned authorities to be delegated to the Board of Directors are to be adopted by the</u><del>shareholders'</del><u>general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the</u><del>shareholders'</del><u> general meeting. If these Articles require that authority to be delegated to the Board of Directors are to be adopted by the</u><del>shareholders'</del><u>general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the</u><del>shareholders'</del><u> general meeting.</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p><u>Article 74 The following external guarantee activities of the Bank shall be subject to approval by general meetings.</u></p> <p><u>(1) Any guarantee provided by the Bank and the wholly-owned subsidiaries of the Bank after the total amount of external guarantees exceeds 50% of the Bank's latest audited net assets;</u></p> <p><u>(2) Any guarantee provided by the Bank after the total amount of external guarantees exceeds 30% of the Bank's latest audited total assets;</u></p> <p><u>(3) Guarantees provided by the Bank within one year where the guarantee amount exceeds thirty percent of the Bank's latest audited total assets;</u></p> <p><u>(4) Guarantees provided for guarantee recipients with a debt-to-equity ratio exceeding seventy percent;</u></p> <p><u>(5) Guarantees where the single guarantee amount exceeds ten percent of the latest audited net assets;</u></p> <p><u>(6) Guarantees provided to shareholders, actual controllers, and their affiliated parties.</u></p> <p><u>External guarantees refer to guarantees issued by the Bank to third parties that involve risk, excluding normal business such as letters of guarantee and standby letters of credit.</u></p> <p><u>If providing guarantees to external parties in violation of the approval authority and review procedures stipulated in the Articles of Association causes losses to the Bank, the Bank shall pursue the responsibility of the relevant personnel.</u></p>
Article 88 There are two types of shareholders' general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six (6) months after the previous financial year end.	Article <del>88</del> <u>75</u> There are two types of <del>shareholders'</del> <sup>2</sup> general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six (6) months after the previous financial year end.

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<p>Article 89 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors fails to meet the minimum number required by the Company Law or is less than two-thirds of the number stipulated in these Articles;</p> <p>(2) the unrecovered losses of the Bank reach one-third of the Bank's total paid-in share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% of the total voting shares issued by the Bank have requested in writing to convene the extraordinary general meeting;</p> <p>(4) more than half and at least two of the independent directors propose to convene the extraordinary general meeting;</p> <p>(5) more than half of the external supervisors to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p> <p>(6) the Board of Directors deems it necessary to convene the meeting;</p> <p>(7) the Board of Supervisors proposes to convene the meeting;</p> <p>(8) any other circumstances as stipulated by the laws, regulations, regulatory provisions or these Articles.</p>	<p>Article <del>89</del><b>76</b> An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:</p> <p>(1) the number of directors fails to meet the minimum number required by the Company Law or is less than two-thirds of the number stipulated in these Articles;</p> <p>(2) the unrecovered losses of the Bank reach one-third of the Bank's total <del>paid-in</del> share capital;</p> <p>(3) shareholders who individually or jointly hold more than 10% <b>(including preferred shares with voting rights restored etc.)</b> <del>of the total voting shares issued by the Bank</del> have requested <del>in writing to convene the extraordinary general meeting;</del></p> <p>(4) more than half and at least two of the independent directors propose to convene the extraordinary general meeting;</p> <p><del>(5) more than half of the external supervisors to convene the meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</del></p> <p><del>(6)</del> the Board of Directors deems it necessary to convene the meeting;</p> <p><del>(7)</del> the <del>Board of Supervisors</del> <u>Audit Committee</u> proposes to convene the meeting;</p> <p><del>(8)</del> any other circumstances as stipulated by the laws, regulations, regulatory provisions or these Articles.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 90 The Bank shall convene shareholders' general meetings either at its domicile or at any other place specified in the notice of a shareholders' general meeting.</p> <p>The Bank shall arrange for the venue such that a physical meeting can be held. The Bank should make available the participation of the shareholders' general meeting through safe, economical and convenient internet or other means for the convenience of the mid and minority shareholders. Shareholders participating the general meeting by such means shall be regarded as present.</p>	<p>Article <del>90</del><b>77</b> The Bank shall convene <del>shareholders'</del> general meetings either at its domicile or at any other place specified in the notice of a <del>shareholders'</del> general meeting.</p> <p><b><u>Once the notice of a general meeting is issued, the venue of the on-site general meeting shall not be changed without valid reasons. If a change is necessary, the convener shall make an announcement and state the reasons at least two working days before the on-site meeting date.</u></b></p> <p>The Bank shall arrange for the venue such that a physical meeting can be held. The Bank should make available the participation of the <del>shareholders'</del> general meeting through safe, economical and convenient internet or other means for the convenience of the mid and minority shareholders. Shareholders participating the general meeting by such means shall be regarded as present.</p>
<p>The original Article 143</p>	<p><b><u>Article 78 When a general meeting is being held, the Bank shall engage lawyers to observe the meeting and give legal opinions as to the matters set out below:</u></b></p> <p><b><u>(1) whether the procedures for convening and holding the meeting are in compliance with the laws, regulations, regulatory provisions and these Articles;</u></b></p> <p><b><u>(2) whether the qualifications of the attendees and convener are legal and valid;</u></b></p> <p><b><u>(3) whether the voting procedures and voting outcome of the general meeting are legal and valid;</u></b></p> <p><b><u>(4) legal opinions on other relevant issues as requested by the Bank.</u></b></p>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<b>Section 3 Convening of General Meeting</b>
<p>Article 91 The shareholders' general meeting is convened by the Board of Directors in accordance with the laws, regulations, regulatory provisions and these Articles and presided by the chairman of the Board of Directors. If the chairman is unable to preside over the meeting for any reason, the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting, and no other director is designated, a director elected by no less than half of the directors shall preside over the shareholders' general meeting. If the Board of Directors is unable to perform or does not perform its duty of convening shareholders' general meeting, the Board of Supervisors shall convene the meeting in a timely manner, which shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reason, a supervisor jointly elected by no less than half of the supervisors shall preside over the shareholders' general meeting. If the Board of Supervisors does not convene and preside over the meeting, shareholders individually or in aggregate holding one-tenth or more of the Bank's shares for a period longer than ninety consecutive days can convene the meeting, which shall be presided over by a representative elected by conveners of meeting.</p> <p>If for any reason the shareholders are unable to elect a chairman of the meeting, the shareholder (including proxy) present at the meeting holding the largest number of voting shares shall be the chairman of the meeting.</p>	<p>Article <del>91</del><b>79</b> The <del>shareholders</del><sup>2</sup> general meeting is convened by the Board of Directors in accordance with the laws, regulations, regulatory provisions and these Articles <del>and presided by the chairman of the Board of Directors. If the chairman is unable to preside over the meeting for any reason, the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting, and no other director is designated, a director elected by no less than half of the directors shall preside over the shareholders' general meeting. If the Board of Directors is unable to perform or does not perform its duty of convening shareholders' general meeting, the Board of Supervisors shall convene the meeting in a timely manner, which shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reason, a supervisor jointly elected by no less than half of the supervisors shall preside over the shareholders' general meeting. If the Board of Supervisors does not convene and preside over the meeting, shareholders individually or in aggregate holding one-tenth or more of the Bank's shares for a period longer than ninety consecutive days can convene the meeting, which shall be presided over by a representative elected by conveners of meeting.</del></p> <p><del>If for any reason the shareholders are unable to elect a chairman of the meeting, the shareholder (including proxy) present at the meeting holding the largest number of voting shares shall be the chairman of the meeting.</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 92 More than half of independent Directors are entitled to propose to the Board of Directors that an extraordinary Shareholders' general meeting be convened, and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with the laws, regulations, regulatory provisions and these Articles.</p> <p>The Board of Directors shall issue notice of a shareholders' general meeting within five days of resolution of the Board of Directors upon agreeing to convene an extraordinary Shareholders' general meeting. Where the Board of Directors object to convene an extraordinary Shareholders' general meeting, it shall provide reasons.</p>	<p>Article <del>92</del><b>80</b> More than half <b>and at least two</b> of independent Directors are entitled to propose to the Board of Directors that an extraordinary <del>Shareholders'</del> general meeting be convened, and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with the laws, regulations, regulatory provisions and these Articles.</p> <p>The Board of Directors shall issue notice of a <del>shareholders'</del> general meeting within five days of resolution of the Board of Directors upon agreeing to convene an extraordinary <del>Shareholders'</del> general meeting. Where the Board of Directors object to convene an extraordinary <del>Shareholders'</del> general meeting, it shall provide reasons.</p>
<p>Article 93 The Board of Supervisors or more than half of external supervisors are entitled to propose for convening of extraordinary Shareholders' general meeting to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within ten days subsequent to the receipt of the proposal in accordance with prescriptions of the law, regulations, regulatory provisions and these Articles.</p> <p>The Board of Directors shall give notice of a shareholders' general meeting within five days subsequent to resolution of the Board upon agreeing to convene an extraordinary Shareholders' general meeting and shall obtain consent of the Board of Supervisors on any alteration of the original proposal.</p> <p>If the Board of Directors disagrees with convening of an extraordinary Shareholders' general meeting or does not grant feedback within ten days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening shareholders' general meeting, and the Board of Supervisors may convene and preside over a meeting by itself.</p>	<p>Article <del>93</del><b>81</b> <del>The Board of Supervisors or more than half of external supervisors are entitled to propose</del> <u>Audit Committee proposing</u> for convening of extraordinary <del>Shareholders'</del> general meeting to the Board of Directors, <del>and</del> shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within ten days subsequent to the receipt of the proposal in accordance with prescriptions of the law, regulations, regulatory provisions and these Articles.</p> <p>The Board of Directors shall give notice of a <del>shareholders'</del> general meeting within five days subsequent to resolution of the Board upon agreeing to convene an extraordinary <del>Shareholders'</del> general meeting and shall obtain consent of the <del>Board of Supervisors</del> <u>Audit Committee</u> on any alteration of the original proposal.</p> <p>If the Board of Directors disagrees with convening of an extraordinary <del>Shareholders'</del> general meeting or does not grant feedback within ten days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening <del>shareholders'</del> general meeting, and the <del>Board of Supervisors</del> <u>Audit Committee</u> may convene and preside over a meeting by itself.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 94 Shareholders individually or in aggregate holding 10% or more of the Bank's voting shares have the right to request that the Board of Directors convene an extraordinary Shareholders' general meeting or a class shareholder meeting, and such requests should be made in writing and state the topics of meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary shareholders' general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, regulations, regulatory provisions and these Articles. The shareholding is based on their shareholdings held by shareholders on the date such request is proposed in writing.</p> <p>The Board of Directors shall give notice of a shareholders' general meeting or a class shareholder meeting within five days from adoption of the resolution of the Board upon agreeing to convene an extraordinary shareholders' general meeting or a class shareholder meeting, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p> <p>If the Board of Directors decides against the convening of an extraordinary Shareholders' general meeting or a class shareholder meeting, or the Board of Directors fails to grant feedback within ten days from receiving the proposal, shareholders individually or in aggregate holding 10% or more of the Bank's voting shares are entitled to propose for convening an extraordinary Shareholders' general meeting or a class shareholder meeting, and shall send a request to the Board of Supervisors in writing.</p> <p>Where the Board of Supervisors agrees to convene the extraordinary shareholders' meeting or class shareholders meeting, it shall give notice of a Shareholders' general meeting or a class shareholder meeting within five days of receiving the request, and any change to the original proposals stated in the notice shall obtain the consent of the relevant shareholders.</p> <p>If the Board of Supervisors fails to issue notice of the Shareholders' general meeting or class shareholder meeting, the Board of Supervisors will be deemed not to convene or preside over the Shareholders' general meeting or class shareholder meeting and such a meeting may be convened and presided over by shareholders who individually or in aggregate, for at</p>	<p>Article <del>94</del><b>82</b> Shareholders individually or in aggregate holding 10% or more of the Bank's <del>voting</del> shares <u>(including preferred shares with voting rights restored etc.)</u> have the right to request that the Board of Directors convene an extraordinary <b>Shareholders'</b> general meeting or a class shareholder meeting, and such requests should be made in writing and state the topics of meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary <del>shareholders'</del><b>shareholders'</b> general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, regulations, regulatory provisions and these Articles. The shareholding is based on their shareholdings held by shareholders on the date such request is proposed in writing.</p> <p>The Board of Directors shall give notice of a <del>shareholders'</del><b>shareholders'</b> general meeting or a class shareholder meeting within five days from adoption of the resolution of the Board upon agreeing to convene an extraordinary <del>shareholders'</del><b>shareholders'</b> general meeting or a class shareholder meeting, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p> <p>If the Board of Directors decides against the convening of an extraordinary <b>Shareholders'</b> general meeting or a class shareholder meeting, or the Board of Directors fails to grant feedback within ten days from receiving the proposal, shareholders individually or in aggregate holding 10% or more of the Bank's <del>voting</del> shares <u>(including preferred shares with voting rights restored etc.)</u> <del>proposing are entitled to propose</del> for convening an extraordinary <b>Shareholders'</b> general meeting or a class shareholder meeting, <del>and</del> shall send a request to the <del>Board of Supervisors Audit Committee</del> in writing.</p> <p>Where the <del>Board of Supervisors Audit Committee</del> agrees to convene the extraordinary <del>general shareholders'</del><b>shareholders'</b> meeting or class shareholders meeting, it shall give notice of a <b>Shareholders'</b> general meeting or a class shareholder meeting within five days of receiving the request, and any change to the original proposals stated in the notice shall obtain the consent of the relevant shareholders.</p> <p>If the <del>Board of Supervisors Audit Committee</del> fails to issue notice of the <del>Shareholders'</del><b>Shareholders'</b> general meeting or</p>

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<p>least ninety consecutive days, hold 10% or more of the Bank's voting shares (hereinafter referred to as the "Convening Shareholders").</p>	<p>class shareholder meeting, the <del>Board of Supervisors</del> <b>Audit Committee</b> will be deemed not to convene or preside over the <del>Shareholders'</del><sup>2</sup> general meeting or class shareholder meeting and such a meeting may be convened and presided over by shareholders who individually or in aggregate, for at least ninety consecutive days, hold 10% or more of the Bank's <del>voting</del>—shares (<u>including preferred shares with voting rights restored etc.</u>) (hereinafter referred to as the "Convening Shareholders").</p>
<p>Article 95 If either the Board of Supervisors or shareholders propose to convene a shareholders' general meeting on their own initiatives, the Board of Directors shall be informed in writing.</p> <p>The shareholding proportion of the Convening Shareholders before making resolutions in the shareholders' general meeting shall not be less than 10%.</p> <p>The Convening Shareholders shall submit the relevant evidentiary materials to relevant regulatory authorities when the Convening Shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.</p>	<p>Article <del>95</del><sup>83</sup> If either the <del>Board of Supervisors</del> <b>Audit Committee</b> or shareholders propose to convene a <del>shareholders'</del><sup>2</sup> general meeting on their own initiatives, the Board of Directors shall be informed in writing.</p> <p>The shareholding proportion (<u>including preferred shares with voting rights restored etc.</u>) of the Convening Shareholders before making resolutions in the <del>shareholders'</del><sup>2</sup> general meeting shall not be less than 10%.</p> <p>The <b>Audit Committee or</b> Convening Shareholders shall submit the relevant evidentiary materials to relevant regulatory authorities when the <b>Audit Committee or</b> Convening Shareholders issue the notice of <del>shareholders'</del><sup>2</sup> general meeting and the announcement of the resolutions passed at the <del>shareholders'</del><sup>2</sup> general meeting.</p>
<p>Article 96 With respect to a shareholders' general meeting convened by the Board of Supervisors or the shareholders, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders, taking with them the announcement regarding the notice convening the shareholders' general meeting. The register of shareholders provided to the conveners shall only be used for the shareholders' general meeting and shall not be used for other purposes.</p>	<p>Article <del>96</del><sup>84</sup> With respect to a <del>shareholders'</del><sup>2</sup> general meeting convened by the <del>Board of Supervisors</del> <b>Audit Committee</b> or the shareholders, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders, taking with them the announcement regarding the notice convening the <del>shareholders'</del><sup>2</sup> general meeting. The register of shareholders provided to the conveners shall only be used for the <del>shareholders'</del><sup>2</sup> general meeting and shall not be used for other purposes.</p>

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Article 97 Necessary costs arising out of a shareholders' general meeting convened by the Board of Supervisors or the shareholders on their own shall be borne by the Bank.	Article <del>97</del> <b>85</b> Necessary costs arising out of a <del>shareholders'</del> <sup>2</sup> general meeting convened by the <del>Board of Supervisors</del> <sup>2</sup> <u>Audit Committee</u> or the shareholders on their own shall be borne by the Bank.
Addition	<b><u>Section 4 Proposal and Notice of General Meetings</u></b>
<p>Article 117 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank's voting shares shall be entitled to submit their proposals to the Bank.</p> <p>The proposal of shareholders' general meetings shall meet all of the following requirements:</p> <p>(1) the contents of the proposal shall be within the scope of authority of the shareholders' general meeting;</p> <p>(2) it shall have definite topics for consideration and specific items to be decided by resolution;</p> <p>(3) it shall be in compliance with the laws, regulations, regulatory provisions and the relevant provisions of these Articles;</p> <p>(4) it shall be in written form and submitted or delivered to the convener of Board of Directors.</p> <p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with the above requirements of these Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</p>	<p>Article <del>117</del><b>86</b> When the Bank convenes <del>shareholders'</del><sup>2</sup> general meetings, the Board of Directors, the <del>Board of Supervisors</del><sup>2</sup> <u>Audit Committee</u> and shareholders individually or in aggregate holding <del>3</del><b>31</b>% or more of the Bank's voting shares <u>(including preferred shares with voting rights restored etc.)</u> shall be entitled to submit their proposals to the Bank.</p> <p>The proposal of <del>shareholders'</del><sup>2</sup> general meetings shall meet all of the following requirements:</p> <p>(1) the contents of the proposal shall be within the scope of authority of the <del>shareholders'</del><sup>2</sup> general meeting;</p> <p>(2) it shall have definite topics for consideration and specific items to be decided by resolution;</p> <p>(3) it shall be in compliance with the laws, regulations, regulatory provisions and the relevant provisions of these Articles;</p> <p>(4) it shall be in written form and submitted or delivered to the <del>convener of</del> Board of Directors <u>and convener of general meeting</u>.</p> <p>Proposals which have not been set out in the notice of a <del>shareholders'</del><sup>2</sup> general meeting or which are not in compliance with the above requirements of these Articles shall not be put forward and voted upon as resolutions at a <del>shareholders'</del><sup>2</sup> general meeting.</p>

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The original Article 118	<p>Article <del>118</del><sup>87</sup> Shareholders individually or in aggregate holding <del>31</del>% or more of the Bank's voting shares (<del>including preferred shares with voting rights restored etc.</del>) may submit provisional proposals to the convener in writing ten days prior to the date of the <del>shareholders</del><sup>2</sup> general meeting. The convener shall issue a supplementary notice of the <del>shareholders</del><sup>2</sup> general meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article <del>117</del><sup>86</sup> of these Articles, <u>and shall submit such provisional proposals to the general meeting for consideration</u>, within two days after receipt thereof, <u>unless such provisional proposals are in violation of the requirements under laws, administrative regulations or Articles of Association of the Bank, or fall out of the scope of authority of the general meeting</u>. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the <del>shareholders</del><sup>2</sup> general meeting.</p>
The original Article 119	<p>Article <del>119</del><sup>88</sup> Where the Board of Directors decides not to include the proposals into the agenda of a <del>shareholders</del><sup>2</sup> general meeting, explanations and comments shall be made at the <del>shareholders</del><sup>2</sup> general meeting. The contents of the proposals and explanations of the Board of Directors shall be recorded in the meeting minutes together with the resolutions after conclusion of the <del>shareholders</del><sup>2</sup> general meeting.</p>
The original Article 120	<p>Article <del>120</del><sup>89</sup> Any proposed shareholder who disagrees with the Board of Directors' decisions on excluding his/her proposal from the agenda of the <del>shareholders</del><sup>2</sup> general meeting may, according to the relevant provisions such as Article <del>94</del><sup>82</sup> of these Articles, request the convening of an extraordinary general meeting.</p>



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<p>Article 98 When the Bank is to convene a shareholders' general meeting, a notice shall be given to each shareholder on the time and venue of the meeting as well as matters to be considered twenty days before the shareholders' general meeting. Notice of an extraordinary general meeting shall be given to each shareholder fifteen days before the meeting.</p>	<p>Article <del>98</del><u>90</u> When the Bank is to convene <del>an annual shareholders'</del><u>an annual shareholders'</u> general meeting, a notice shall be given <u>by public announcement</u> to each shareholder on the time and venue of the meeting as well as matters to be considered twenty days before the <del>shareholders'</del><u>shareholders'</u> general meeting. Notice of an extraordinary general meeting shall be given <u>by public announcement</u> to each shareholder fifteen days before the meeting.</p> <p><u>When the Bank calculates the above period, the date of the meeting shall be excluded.</u></p>
<p>Article 99 The notice of a shareholders' general meeting shall meet the following requirements:</p> <p>(1) it is in written form;</p> <p>(2) it indicates the date, time and venue of the meeting;</p> <p>(3) it shall state the matters to be considered at the meeting;</p> <p>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include (but shall not be limited to) any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such proposed transaction shall be provided;</p> <p>(5) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or senior management officer as shareholders compared to other shareholders of that same class, the differences shall be explained;</p> <p>(6) it shall contain the full text of any proposed special resolution to be voted at the meeting;</p> <p>(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf and such proxy need not be a shareholder;</p>	<p>Article <del>99</del><u>91</u> The notice of a <del>shareholders'</del><u>shareholders'</u> general meeting shall meet the following requirements:</p> <p>(1) <del>it is in written form;</del></p> <p><del>(2) it indicates the date, time and, venue and the duration of the meeting;</del></p> <p><del>(3)(2) it shall state the matters and proposals to be considered at the meeting;</del></p> <p><del>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include (but shall not be limited to) any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such proposed transaction shall be provided;</del></p> <p><del>(5) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a director, supervisor or senior management officer as shareholders compared to other shareholders of that same class, the differences shall be explained;</del></p> <p><del>(6) it shall contain the full text of any proposed special resolution to be voted at the meeting;</del></p> <p><del>(7)(3) it shall contain a prominent statement stating that a shareholder</del><u>shareholders including all</u></p>

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<p>(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;</p> <p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person for meeting affairs;</p> <p>(11) it shall state the issuance date of the notice of the shareholders' general meeting;</p> <p>(12) it shall satisfy other requirements stipulated by the laws, regulations, regulatory provisions and these Articles.</p> <p>A blank proxy form shall also be delivered together with the notice of a shareholders' general meeting.</p> <p>The text of the notice of meeting shall be given in Chinese or English. In case of any discrepancy between the two versions, the Chinese version shall prevail.</p>	<p><u>holders of ordinary shares (including holders of preferred shares with voting rights restored) and holders of shares with special voting rights</u> are entitled to attend <u>the general meeting</u> and <del>vote at the meeting is</del> are entitled to appoint <del>one or more</del> proxies <u>in writing</u> to attend <u>the meeting</u> and vote <del>on his/her behalf</del> and such proxy need not be a shareholder;</p> <p><del>(8)</del>(4) it shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;</p> <p><del>(9)</del>(5) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p><del>(10)</del>(6) it shall state the name and phone number of the contact person for meeting affairs;</p> <p><del>(11)</del>(7) it shall state the issuance date of the notice of the <del>shareholders'</del> general meeting;</p> <p><del>(12)</del>(8) <u>it shall state the voting time and voting procedures online or by other means;</u></p> <p>(9) it shall satisfy other requirements stipulated by the laws, regulations, regulatory provisions and these Articles.</p> <p>A blank proxy form shall also be delivered together with the notice of a <del>shareholders'</del> general meeting.</p> <p>The text of the notice of meeting shall be given in Chinese <del>or and</del> English. In case of any discrepancy between the two versions, the Chinese version shall prevail.</p>

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<p>Article 102 If the election of directors and supervisors is intended to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars, such as education background, work experience and any part-time work undertaken;</p> <p>(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the regulatory authority and other relevant departments, and any stock exchange disciplinary action;</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Listing Rules.</p>	<p>Article <del>109</del><b>2</b> If the election of directors<del>—and supervisors</del> is intended to be discussed at the <del>shareholders'</del><b>shareholders'</b> general meeting, the notice of the <del>shareholders'</del><b>shareholders'</b> general meeting shall fully disclose the details of the candidates for the role of directors<del>—and supervisors</del>, and shall at least include the following particulars:</p> <p>(1) personal particulars, such as education background, work experience and any part-time work undertaken;</p> <p>(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the regulatory authority and other relevant departments, and any stock exchange disciplinary action;</p> <p>(5) information in relation to the new appointment or re-designation of directors<del>—or supervisors</del> as required by the Listing Rules.</p>
<p>Article 121 The list of director and supervisor candidates shall be submitted in the form of a proposal to the shareholders' general meeting for consideration. Voting on each candidate for directors and candidate for supervisors shall be carried out at the shareholders' general meeting separately.</p>	<p>Article <del>121</del><b>93</b> <u>Except for the election of directors via the accumulative voting mechanism, The list of each</u> director <del>and supervisor</del> candidates shall be submitted <del>in the form of a single proposal to the shareholders' general meeting for consideration.</del> Voting on each candidate for directors <del>and candidate for supervisors</del> shall be carried out at the <del>shareholders'</del><b>shareholders'</b> general meeting separately.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>1. The original Article 315 The notice for convening shareholders' general meetings of the Bank shall be issued in the form of a notice or public announcement.</p> <p>2. Article 100 The notice of a shareholders' general meeting shall be delivered by hand or prepaid mail to all shareholders (regardless whether they have voting rights at the shareholders' general meeting). The address of the recipients shall be the address registered in the register of shareholders.</p> <p>For holders of domestic shares, the notice of a shareholders' general meeting (including the notice of the domestic share class meeting) may be in form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority under the State Council. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</p> <p>Subject to the satisfaction of laws and regulations, the notice of a shareholders' general meeting (including the notice of H share class meeting) issued to the holders of H shares may be published on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time, in lieu of delivery by hand or by prepaid mail to the holders of H shares of the Bank.</p> <p>Where, as a result of accidental omission, a notice of meeting is not given to a person who is entitled to receive such notice or where such person has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</p>	<p>Article <del>315</del><sup>94</sup> The notice for convening <del>shareholders'</del> general meetings of the Bank shall be issued in the form of a <del>notice or</del> public announcement. <u>For holders of H shares (regardless whether they have voting rights at the general meeting), Article 100 The notice of a shareholders' general meeting such announcement</u> shall be delivered by hand or prepaid mail <del>to all shareholders (regardless whether they have voting rights at the shareholders' general meeting)</del>. The address of the recipients shall be the address registered in the register of shareholders.</p> <p><del>For holders of domestic shares, the notice of a shareholders' general meeting (including the notice of the domestic share class meeting) may be in form of an announcement.</del></p> <p><del>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority under the State Council. All holders of domestic shares shall be deemed as having been notified of the forthcoming shareholders' general meeting once the announcement is published.</del></p> <p><del>Subject to the satisfaction of laws and regulations, the notice of a shareholders' general meeting (including the notice of H share class meeting) issued to the holders of H shares may be published on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time, in lieu of delivery by hand or by prepaid mail to the holders of H shares of the Bank.</del></p> <p><del>Where, as a result of accidental omission, a notice of meeting is not given to a person who is entitled to receive such notice or where such person has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</del></p> <p><b>Article 101</b> Once the notice of a <b>shareholders'</b> general meeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.</p>

**APPENDIX I: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 101 Once the notice of a shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.</p>	<p><del>Article 101 Once the notice of a shareholders' general meeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.</del></p>
<p>Article 102 If the election of directors and supervisors is intended to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars, such as education background, work experience and any part-time work undertaken;</p> <p>(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p> <p>(4) whether they have been subject to any penalties imposed by the regulatory authority and other relevant departments, and any stock exchange disciplinary action;</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Listing Rules.</p>	<p><del>Article 102 If the election of directors and supervisors is intended to be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</del></p> <p><del>(1) personal particulars, such as education background, work experience and any part-time work undertaken;</del></p> <p><del>(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</del></p> <p><del>(3) disclosure of their shareholding in the Bank;</del></p> <p><del>(4) whether they have been subject to any penalties imposed by the regulatory authority and other relevant departments, and any stock exchange disciplinary action;</del></p> <p><del>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Listing Rules.</del></p>

**APPENDIX I: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<b>Section 5 Holding of General Meeting</b>
Article 103 The Board of Directors and other conveners shall take necessary measures to maintain order at shareholders' general meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.	Article <del>103</del> <b>95</b> The Board of Directors and other conveners shall take necessary measures to maintain order at <del>shareholders'</del> <sup>2</sup> general meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.
Article 104 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the shareholders' general meeting and exercise their voting rights in accordance with the relevant laws, regulations, regulatory provisions and these Articles.	Article <del>104</del> <b>96</b> All shareholders, <u>including shareholders of ordinary shares (including holders of preferred shares with voting rights restored), holders of shares with special voting rights,</u> whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the <del>shareholders'</del> general meeting and exercise their voting rights in accordance with the relevant laws, regulations, regulatory provisions and these Articles.
Article 105 Any shareholder entitled to attend and having voting rights at a shareholders' general meeting shall be entitled to appoint one or more persons (the(se) person(s) need not be shareholder(s)) as prox(ies) to attend and vote on their behalf. A proxy may exercise the following powers at a shareholders' general meeting in accordance with the authorization from that shareholder:  (1) the same right of speech as the shareholder at the meeting;  (2) the authority to demand or join other shareholders in demanding a poll;  (3) the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.	Article <del>105</del> <b>97</b> Any shareholder entitled to attend and having voting rights at a <del>shareholders'</del> <sup>2</sup> general meeting shall be entitled to appoint one or more persons (the(se) person(s) need not be shareholder(s)) as prox(ies) to attend and vote on their behalf. A proxy may exercise the following powers at a <del>shareholders'</del> general meeting in accordance with the authorization from that shareholder:  (1) the same right of speech as the shareholder at the meeting;  (2) the authority to demand or join other shareholders in demanding a poll;  (3) the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.
Article 106 A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.	Article <del>106</del> <b>98</b> A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 107 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification cards or other valid credentials or proof of their identities or share certificate. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification cards or document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification cards or document, valid identification documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification cards or document, written power of attorney granted by the legal representative of the corporate shareholder.</p>	<p>Article <del>107</del><sup>99</sup> If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification cards or other valid credentials or proof of their identities or share certificate. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification cards or document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification cards or document, valid identification documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification cards or document, written power of attorney granted by the legal representative of the corporate shareholder.</p>
<p>Article 108 The proxy form used by shareholders to appoint proxies to attend the shareholders' general meeting shall contain the following information:</p> <p>(1) name of the proxy;</p> <p>(2) whether or not the proxy has the right to vote;</p> <p>(3) instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the shareholders' general meeting;</p> <p>(4) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the Shareholders' general meeting and the specific instructions as to what vote to cast if he/she has such right to vote;</p> <p>(5) date of issuance and term of validity;</p> <p>(6) signature (seal) of the appointing shareholder; if the appointing shareholder is a corporate shareholder, the document shall be affixed with the legal person's seal;</p> <p>(7) the power of attorney should indicate the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.</p>	<p>Article 108<del>0</del> The <del>proxy form</del><sup>power of attorney</sup> used by shareholders to appoint proxies to attend the <del>shareholders'</del> general meeting shall contain the following information:</p> <p><u>(1) the name of the appointer and the class and number of shares of the Company held by him/her;</u></p> <p><del>(1)(2)</del> name of the proxy;</p> <p><del>(2) whether or not the proxy has the right to vote;</del></p> <p><u>(3) the specific instructions from shareholders, including</u> instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the <del>shareholders'</del> general meeting;</p> <p><del>(4) whether the proxy has the right to vote on extempore motions that may be added to the agenda of the Shareholders' general meeting and the specific instructions as to what vote to cast if he/she has such right to vote;</del></p> <p><del>(5)(4)</del> date of issuance and term of validity;</p> <p><del>(6)(5)</del> signature (<del>or</del> seal) of the appointing shareholder; if the appointing shareholder is a corporate shareholder, the document shall be affixed with the legal person's seal<del>;</del>.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><del>(7) the power of attorney should indicate the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.</del></p> <p><u>Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.</u></p>
<p>Article 109 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the shareholders' general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents authorizing the signing shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form, be placed at the Bank's domicile or any other place designated in the notice of the shareholders' general meeting.</p> <p>In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or persons authorized by the resolution of the Board of Directors or other decision-making body of such appointing shareholder.</p> <p>If the shareholder is an authorized clearing house as defined in Hong Kong Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong) or its agent, such a shareholder is entitled to appoint one or more than one persons it deems suitable to act as its proxy in the shareholders' general meeting or class shareholder general meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the authorized clearing house, and the proxies so appointed may represent the authorized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that proxy is a natural person shareholder of the Bank.</p>	<p>Article 109<del>1</del> The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the <del>shareholders'</del> general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents authorizing the signing shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form, be placed at the Bank's domicile or any other place designated in the notice of the <del>shareholders'</del> general meeting.</p> <p><del>In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the shareholders' general meeting of the Bank by the legal representative or persons authorized by the resolution of the Board of Directors or other decision-making body of such appointing shareholder.</del></p> <p>If the shareholder is an authorized clearing house as defined in Hong Kong Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong) or its agent, such a shareholder is entitled to appoint one or more than one persons <u>or corporate representative</u> it deems suitable to act as its proxy in the <del>shareholders'</del> general meeting or class shareholder general meeting <u>or creditors' meeting</u>. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the authorized clearing house, and the proxies so appointed may represent the authorized clearing house or its agent in exercising its rights, <u>including to speak and vote</u> at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that proxy is a natural person shareholder of the Bank.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 110 The blank proxy form issued either by the Board of Directors or the convener of the shareholders' general meeting to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative, negative, or in abstention), and to give separate instructions for each resolution that will be voted at the meeting.	Article <del>102</del> <b>10</b> The blank proxy form issued either by the Board of Directors or the convener of the <del>shareholders'</del> general meeting to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative, negative, or in abstention), and to give separate instructions for each resolution that will be voted at the meeting.
Article 111 If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.	Article <del>103</del> <b>11</b> If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.
Article 112 The meeting attendance records shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card or passport numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.	Article <del>104</del> <b>12</b> The meeting attendance records shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card or passport numbers, <del>their residential addresses,</del> the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.
Article 113 The convener and the lawyers appointed by the Bank shall verify the legitimacy of the shareholders' qualifications based on the records available from the register of shareholders provided by the securities registration and clearing authority, and shall record the names (or corporate names) of shareholders attending the meeting and the number of voting shares held by them. The registration process for the meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.	Article <del>105</del> <b>13</b> The convener and the lawyers appointed by the Bank shall verify the legitimacy of the shareholders' qualifications based on the records available from the register of shareholders provided by the securities registration and clearing authority, and shall record the names (or corporate names) of shareholders attending the meeting and the number of voting shares held by them. The registration process for the meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.
Article 91 The shareholders' general meeting is convened by the Board of Directors in accordance with the laws, regulations, regulatory provisions and these Articles and presided by the chairman of the Board of Directors. If the chairman is unable to preside over the meeting for any reason, the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting, and no other director is designated, a director elected by no less than half of the directors shall preside over the shareholders' general meeting. If the Board of Directors is unable to perform or does not perform its duty of convening shareholders' general meeting, the	Article <del>91</del> <b>106</b> The <del>shareholders'</del> general meeting is <del>convened by the Board of Directors in accordance with the laws, regulations, regulatory provisions and these Articles and</del> presided by the chairman of the Board of Directors. If the chairman <u>is unable to perform or does not perform his/her duties, the meeting shall be presided by the vice chairman; where the vice chairman is unable to perform or does not perform his/her duties, is unable to preside over the meeting for any reason, the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting, and no other director is designated, a</u>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Board of Supervisors shall convene the meeting in a timely manner, which shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reason, a supervisor jointly elected by no less than half of the supervisors shall preside over the shareholders' general meeting. If the Board of Supervisors does not convene and preside over the meeting, shareholders individually or in aggregate holding one-tenth or more of the Bank's shares for a period longer than ninety consecutive days can convene the meeting, which shall be presided over by a representative elected by conveners of meeting.</p> <p>If for any reason the shareholders are unable to elect a chairman of the meeting, the shareholder (including proxy) present at the meeting holding the largest number of voting shares shall be the chairman of the meeting.</p>	<p>director elected by <u>more</u> <del>no less</del> than half of the directors shall preside <del>over the shareholders' general meeting</del>. If the Board of Directors is unable to perform or does not perform its duty of convening <del>shareholders'</del> general meeting, the <del>Board of Supervisors</del> <u>Audit Committee</u> shall convene the meeting in a timely manner, <del>which shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reason, a supervisor jointly elected by no less than half of the supervisors shall preside over the shareholders' general meeting.</del> <u>A general meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member of the Audit Committee jointly elected by more than half of members of the Audit Committee.</u></p> <p>If the <del>Board of Supervisors</del> <u>Audit Committee</u> does not convene and preside over the meeting, shareholders individually or in aggregate holding one-tenth or more of the Bank's shares for a period longer than ninety consecutive days can convene the meeting, which shall be presided over by a representative elected by conveners of meeting.</p> <p><u>In the event that the general meeting cannot proceed due to violation of the rules of procedure by the chairperson of the meeting when a general meeting is held, the general meeting may appoint a person as the chairperson of the meeting with the consent of a majority of the shareholders with voting rights present at the meeting and the meeting shall continue.</u></p> <p>If for any reason the shareholders are unable to elect a chairman of the meeting, the shareholder (including proxy) present at the meeting holding the largest number of voting shares shall be the chairman of the meeting.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>1. Article 114 When the shareholders' general meeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The senior management officers who are not directors shall observe the meeting.</p> <p>The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures recorded in the attendance records prevailing.</p> <p>At the annual shareholders' general meeting, the Board of Directors and the Board of Supervisors should both report to the shareholders on the work they have undertaken over the past year. Every independent director shall also report on the work.</p> <p>2. The original Article 136 Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the directors, supervisors and senior management officers shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.</p>	<p><del>Article 10714 When the shareholders' general meeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The senior management officers who are not directors shall observe the meeting.</del></p> <p><u>Where the general meeting requires directors and senior management officers to attend the meeting, the directors and senior management officers shall observe the meeting and answer the inquiries of shareholders.</u></p> <p>The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures recorded in the attendance records prevailing.</p> <p>At the annual <del>shareholders'</del> general meeting, the Board of Directors <del>and the Board of Supervisors</del> should <del>both</del> report to the shareholders on the work they have undertaken over the past year. Every independent director shall also report on the work.</p> <p><del>Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the</del> <u>The directors and senior management officers shall make explanation and interpretation on the inquiry and suggestions of the shareholders at the general meeting.</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 137 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and corresponding explanation or response, etc.;</p> <p>(6) the name of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of these Articles to be recorded in the minutes.</p>	<p>Article <del>137</del><b>108</b> Minutes shall be recorded for the <del>shareholders'</del> general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, <del>supervisors</del> and senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and corresponding explanation or response, etc.;</p> <p>(6) the name of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of these Articles to be recorded in the minutes.</p>
<p>Article 138 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files that will be kept permanently.</p>	<p>Article <del>138</del><b>109</b> The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, <del>supervisors</del>, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files that will be kept permanently.</p>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 115 The Bank shall formulate the rules of procedure regarding the shareholders' general meeting, and specify the convening and voting procedures, including convening method, documents preparation, voting method, the abstention from voting by related party shareholders, notification, registration, and consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meetings and signature, announcements and the principle of authorization by the shareholders' general meeting to the Board of Directors. The authorization principle should be clear and specific in terms of contents. The rules of procedure for the shareholders' general meeting shall be prepared by the Board of Directors and approved by the shareholders' general meeting.	Article 11 <del>50</del> The Bank shall formulate the rules of procedure regarding the <b>shareholders</b> <sup>2</sup> general meeting, and specify the convening and voting procedures, including convening method, documents preparation, voting method, the abstention from voting by related party shareholders, notification, registration, and consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meetings and signature, announcements and the principle of authorization by the <b>shareholders</b> <sup>2</sup> general meeting to the Board of Directors. The authorization principle should be clear and specific in terms of contents. The rules of procedure for the <b>shareholders</b> <sup>2</sup> general meeting shall be prepared by the Board of Directors and approved by the <b>shareholders</b> <sup>2</sup> general meeting.
Article 116 The convener shall ensure that the shareholders' general meeting does not end until final resolutions have been concluded. In the event that the shareholders' general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be published in a timely manner.	Article 11 <del>16</del> The convener shall ensure that the <b>shareholders</b> <sup>2</sup> general meeting does not end until final resolutions have been concluded. In the event that the <b>shareholders</b> <sup>2</sup> general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be published in a timely manner.
Section 4 Proposals of Shareholders' General Meetings	Section 4 Proposals of Shareholders' General Meetings
<p>Article 117 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank's voting shares shall be entitled to submit their proposals to the Bank.</p> <p>The proposal of shareholders' general meetings shall meet all of the following requirements:</p> <p>(1) the contents of the proposal shall be within the scope of authority of the shareholders' general meeting;</p> <p>(2) it shall have definite topics for consideration and specific items to be decided by resolution;</p> <p>(3) it shall be in compliance with the laws, regulations, regulatory provisions and the relevant provisions of these Articles;</p> <p>(4) it shall be in written form and submitted or delivered to the convener of Board of Directors.</p>	<p><del>Article 117 When the Bank convenes shareholders' general meetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank's voting shares shall be entitled to submit their proposals to the Bank.</del></p> <p><del>The proposal of shareholders' general meetings shall meet all of the following requirements:</del></p> <p><del>(1) the contents of the proposal shall be within the scope of authority of the shareholders' general meeting;</del></p> <p><del>(2) it shall have definite topics for consideration and specific items to be decided by resolution;</del></p> <p><del>(3) it shall be in compliance with the laws, regulations, regulatory provisions and the relevant provisions of these Articles;</del></p> <p><del>(4) it shall be in written form and submitted or delivered to the convener of Board of Directors.</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with the above requirements of these Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</p>	<p><del>Proposals which have not been set out in the notice of a shareholders' general meeting or which are not in compliance with the above requirements of these Articles shall not be put forward and voted upon as resolutions at a shareholders' general meeting.</del></p>
<p>Article 118 Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 117 of these Articles, within two days after receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</p>	<p><del>Article 118 Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the shareholders' general meeting. The convener shall issue a supplementary notice of the shareholders' general meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 117 of these Articles, within two days after receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</del></p>
<p>Except for the circumstances provided in the preceding paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders' general meeting.</p>	<p><del>Except for the circumstances provided in the preceding paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the shareholders' general meeting.</del></p>
<p>Article 119 Where the Board of Directors decides not to include the proposals into the agenda of a shareholders' general meeting, explanations and comments shall be made at the shareholders' general meeting. The contents of the proposals and explanations of the Board of Directors shall be recorded in the meeting minutes together with the resolutions after conclusion of the shareholders' general meeting.</p>	<p><del>Article 119 Where the Board of Directors decides not to include the proposals into the agenda of a shareholders' general meeting, explanations and comments shall be made at the shareholders' general meeting. The contents of the proposals and explanations of the Board of Directors shall be recorded in the meeting minutes together with the resolutions after conclusion of the shareholders' general meeting.</del></p>
<p>Article 120 Any proposed shareholder who disagrees with the Board of Directors' decisions on excluding his/her proposal from the agenda of the shareholders' general meeting may, according to the relevant provisions such as Article 94 of these Articles, request the convening of an extraordinary general meeting.</p>	<p><del>Article 120 Any proposed shareholder who disagrees with the Board of Directors' decisions on excluding his/her proposal from the agenda of the shareholders' general meeting may, according to the relevant provisions such as Article 94 of these Articles, request the convening of an extraordinary general meeting.</del></p>

**APPENDIX I: COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 121 The list of director and supervisor candidates shall be submitted in the form of a proposal to the shareholders' general meeting for consideration. Voting on each candidate for directors and candidate for supervisors shall be carried out at the shareholders' general meeting separately.	<del>Article 121 The list of director and supervisor candidates shall be submitted in the form of a proposal to the shareholders' general meeting for consideration. Voting on each candidate for directors and candidate for supervisors shall be carried out at the shareholders' general meeting separately.</del>
Section 5 Resolutions of Shareholders' General Meetings	Section <b>56</b> <u>Voting and</u> Resolutions of <del>Shareholders'</del> General Meetings
<p>Article 122 The resolutions of a shareholders' general meeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting.</p> <p>Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.</p>	<p>Article <del>121</del><b>12</b> The resolutions of a <del>shareholders'</del><sup>2</sup> general meeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting.</p> <p>Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.</p>
<p>Article 123 The following matters shall be resolved by way of an ordinary resolution:</p> <p>(1) consideration and approval of the rules of procedure of shareholders' general meetings, the Board of Directors and the Board of Supervisors of the Bank;</p> <p>(2) appointment and dismissal of directors, shareholder supervisors and external supervisors, and remuneration of the relevant directors and supervisors;</p> <p>(3) work reports of the Board of Directors;</p> <p>(4) work reports of the Board of Supervisors;</p> <p>(5) operational objectives and investment proposals of the Bank; (6) the Bank's annual financial budget plans, final account plans, the balance sheet, the income statement and other financial statements;</p> <p>(7) profit distribution plans and loss recovery plans of the Bank;</p> <p>(8) resolutions on appointment and dismissal of accounting firms which regularly perform statutory audit for the Bank's financial reports;</p> <p>(9) matters that should be approved by special resolutions or be subject to unanimous approval apart from those required by the laws and regulations or these Articles.</p>	<p>Article <del>121</del><b>13</b> The following matters shall be resolved by way of an ordinary resolution <u>in general meetings</u>:</p> <p>(1) consideration and approval of the rules of procedure of <del>shareholders'</del><sup>2</sup> general meetings, the Board of Directors <del>and the Board of Supervisors</del> of the Bank;</p> <p>(2) appointment and dismissal of directors, <del>shareholder supervisors and external supervisors</del>, and remuneration of the relevant directors <del>and supervisors</del>;</p> <p>(3) work reports of the Board of Directors;</p> <p>(4) <del>work reports of the Board of Supervisors</del>;</p> <p><del>(5) operational objectives and investment proposals of the Bank;</del></p> <p><del>(6) the Bank's annual financial budget plans, final account plans, the balance sheet, the income statement and other financial statements;</del></p> <p>(7) profit distribution plans and loss recovery plans of the Bank;</p> <p><del>(8)</del><b>(5)</b> resolutions on appointment and dismissal of accounting firms which regularly perform statutory audit for the Bank's financial reports;</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 124 The following matters shall be resolved by way of a special resolution:</p> <p>(1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) issuance of corporate bonds or company listing;</p> <p>(3) consideration and approval of proposal of share incentive plans;</p> <p>(4) repurchase of the Bank's shares;</p> <p>(5) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(6) amendments to these Articles;</p> <p>(7) removal of independent directors;</p> <p>(8) any other matters which are required by the laws, regulations, regulatory provisions and these Articles, and any matter decided by the shareholders' general meeting by way of an ordinary resolution to have a material effect on the Bank should therefore be adopted by a special resolution.</p>	<p><del>(9)</del>(6) matters that should be approved by special resolutions or be subject to unanimous approval apart from those required by the laws and regulations or these Articles.</p> <p>Article 1214 The following matters shall be resolved by way of a special resolution:</p> <p>(1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) issuance of corporate bonds or company listing;</p> <p>(3) consideration and approval of proposal of share incentive plans;</p> <p>(4) repurchase of the Bank's shares;</p> <p><b><u>(5) purchases or sales of material assets by the Bank within one year or the guarantee amount provided to others exceeding 30% of the latest audited total assets of the Bank;</u></b></p> <p><del>(6)</del> division, <b><u>spin-off</u></b>, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p><del>(6)</del>(7) amendments to these Articles;</p> <p><del>(7)</del>(8) removal of independent directors;</p> <p><b><u>(9) special resolution matters as stipulated in Article 273;</u></b></p> <p><del>(8)</del>(10) any other matters which are required by the laws, regulations, regulatory provisions and these Articles, and any matter decided by the <b>shareholders</b><sup>2</sup> general meeting by way of an ordinary resolution to have a material effect on the Bank should therefore be adopted by a special resolution.</p>
<p>Article 125 When a shareholder (including proxy) votes at a shareholders' general meeting by exercising his/her voting rights according to the number of shares carrying the right to vote, each share shall have one vote.</p> <p>The shares held by the Bank have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>If any shareholder shall abstain from voting on a certain matter or is limited to casting of affirmative or negative votes on a certain matter, any votes cast by the</p>	<p>Article 1215 When a shareholder (including proxy) votes at a <b>shareholders</b><sup>2</sup> general meeting by exercising his/her voting rights according to the number of shares carrying the right to vote, each share shall have one vote.</p> <p>The shares held by the Bank have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.</p> <p>If any shareholder shall abstain from voting on a certain matter or is limited to casting of affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.	requirements or restrictions shall not be included in the voting results.
Article 126 Related shareholders shall not participate in voting when matters concerning related party transactions are considered at a shareholders' general meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the shareholders' general meeting should fully disclose the voting results by non-related shareholders.	Article <del>12</del> <u>16</u> Related shareholders shall not participate in voting when matters concerning related party transactions are considered at a <del>shareholders'</del> <sup>2</sup> general meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the <del>shareholders'</del> <sup>2</sup> general meeting should fully disclose the voting results by non-related shareholders.
Article 127 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, supervisor and senior management officers of the Bank without approval in the form of a special resolution adopted in a shareholders' general meeting.	Article <del>12</del> <u>17</u> Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors, <del>supervisor</del> and senior management officers of the Bank without approval in the form of a special resolution adopted in a <del>shareholders'</del> <sup>2</sup> general meeting.
Article 128 All proposals shall be voted separately at the shareholders' general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the shareholders' general meeting or the failure to adopt resolutions, no resolutions proposed in the shareholders' general meeting shall be set aside or skipped.	Article <del>12</del> <u>18</u> All proposals shall be voted separately at the <del>shareholders'</del> <sup>2</sup> general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the <del>shareholders'</del> <sup>2</sup> general meeting or the failure to adopt resolutions, no resolutions proposed in the <del>shareholders'</del> <sup>2</sup> general meeting shall be set aside or skipped.
Article 129 The shareholders' general meeting, while considering proposals, will not modify the key contents of such proposals.	Article <del>12</del> <u>19</u> The <del>shareholders'</del> <sup>2</sup> general meeting, while considering proposals, will not modify the key contents of such proposals. <b><u>If there is any change, it shall be treated as a new proposal which cannot proceed for voting at such general meeting.</u></b>
Article 130 The same voting right can only be exercised through either on-site voting or one other voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.	Article <del>13</del> <u>20</u> The same voting right can only be exercised through either on-site voting or one other voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.
Article 131 Voting at a shareholders' general meeting will be made by open ballot.	Article <del>13</del> <u>21</u> Voting at a <del>shareholders'</del> <sup>2</sup> general meeting will be made by open ballot.
Article 132 On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards for or against.	Article <del>13</del> <u>22</u> On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards for or against.



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 133 Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is associated with the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted by lawyers, representatives of shareholders and representatives of supervisors and qualified persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article <del>132</del><sup>23</sup> Before a proposal is put to vote at a <del>shareholders'</del><sup>2</sup> general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is associated with the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a <del>shareholders'</del><sup>2</sup> general meeting, the vote count and examination of the poll shall be conducted by lawyers, representatives of shareholders <del>and representatives of supervisors</del> and qualified persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>
<p>Article 134 For every proposed resolution, the voting circumstances and voting outcome shall be announced at the meeting, and the chairman of the meeting shall decide and announce whether the resolution has been adopted based on the voting outcome. The decision shall be final and recorded in the meeting minutes.</p> <p>Prior to the formal announcement of the voting outcome, all interested parties attending the meeting in person and involving in other voting form, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting results confidential.</p>	<p>Article <del>132</del><sup>24</sup> <u>The ending time of the on-site general meeting shall not be earlier than online or other means.</u> For every proposed resolution, the voting circumstances and voting outcome shall be announced at the meeting, and the chairman of the meeting shall decide and announce whether the resolution has been adopted based on the voting outcome. <del>The decision shall be final and recorded in the meeting minutes.</del></p> <p>Prior to the formal announcement of the voting outcome, all interested parties attending the meeting in person and involving in other voting form, including the Bank, the vote counter, the scrutineer, <del>and substantial</del>—shareholders, <del>and network service providers</del>, etc., have an obligation to keep the voting results confidential.</p>
<p>Addition</p>	<p><u>Article 125 Shareholders attending the general meeting shall submit one of the following opinions to the proposed resolutions: for, against or abstain. The securities registration and clearing organization shall be the nominee holder of shares under the Mainland-Hong Kong Stock Connect, except where declaration is made in accordance with the actual holder's intent.</u></p> <p><u>Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast shall be deemed as having waived their voting rights, and the corresponding poll shall be counted as "Abstain".</u></p>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 135 If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately.</p> <p>If the votes are counted at a shareholders' general meeting, the result shall be recorded into the minutes.</p>	<p>Article <del>135</del><b>26</b> If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately.</p> <p>If the votes are counted at a <b>shareholders'</b> general meeting, the result shall be recorded into the minutes.</p>
<p>Article 136 Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the directors, supervisors and senior management officers shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.</p>	<p><del>Article 136 Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the directors, supervisors and senior management officers shall respond and give explanation to recommendations or queries from shareholders at the shareholders' general meeting.</del></p>
<p>Article 137 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and corresponding explanation or response, etc.;</p> <p>(6) the name of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of these Articles to be recorded in the minutes.</p>	<p><del>Article 137 Minutes shall be recorded for the shareholders' general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</del></p> <p><del>(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;</del></p> <p><del>(2) the names and positions of the chairman of the meeting, and the directors, supervisors and senior management officers who attend or observe the meeting;</del></p> <p><del>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;</del></p> <p><del>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</del></p> <p><del>(5) any enquiries or suggestions made by shareholders and corresponding explanation or response, etc.;</del></p> <p><del>(6) the name of the lawyer(s), vote counter and scrutineer;</del></p> <p><del>(7) any other matters required by the provisions of these Articles to be recorded in the minutes.</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 138 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files that will be kept permanently.</p>	<p><del>Article 138 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files that will be kept permanently.</del></p>
<p>Article 139 Resolutions adopted at the shareholders' general meeting shall be announced in a timely manner in accordance with the requirements of the laws and regulations. The announcement shall specify the number of shareholders attending the meeting, the total number of shares held by them and the proportion relative to the total number of shares with voting rights of the Bank, as well as the voting method of each proposal and the voting outcome. In resolving on any proposal made by shareholders, the names and shareholdings of the shareholders and contents of the proposal shall be specified.</p>	<p>Article <del>139</del><sup>27</sup> Resolutions adopted at the <del>shareholders</del><sup>2</sup> general meeting shall be announced in a timely manner in accordance with the requirements of the laws and regulations. The announcement shall specify the number of shareholders <u>and proxies</u> attending the meeting, the total number of <u>voting</u> shares held by them and the proportion relative to the total number of shares with voting rights of the Bank <u>and voting method</u>, as well as the voting method of each proposal and the voting outcome, <u>and details of each resolution adopted</u>. In resolving on any proposal made by shareholders, the names and shareholdings of the shareholders and contents of the proposal shall be specified.</p>
<p>Article 140 If the proposal regarding the election of the directors or supervisors is approved at the shareholders' general meeting, the newly elected director or supervisor's term of service shall commence on the date on which the resolution is adopted at the shareholders' general meeting. If their qualifications are subject to the approval by the relevant regulatory authority, the term of office shall commence on the date when their qualifications are approved by such regulatory authority.</p>	<p>Article <del>140</del><sup>28</sup> If the proposal regarding the election of the directors <del>or supervisors</del> is approved at the <del>shareholders</del><sup>2</sup> general meeting, the newly elected director <del>or supervisor</del>'s term of service shall commence on the date on which the resolution is adopted at the <del>shareholders</del><sup>2</sup> general meeting. If their qualifications are subject to the approval by the relevant regulatory authority, the term of office shall commence on the date when their qualifications are approved by such regulatory authority.</p>
<p>Article 141 The Bank shall implement any plans of cash distribution, issue of bonus shares or increase of share capital by capitalization adopted at a shareholders' general meeting within two months after the conclusion of shareholders' general meeting.</p>	<p>Article <del>141</del><sup>29</sup> The Bank shall implement any plans of cash distribution, issue of bonus shares or increase of share capital by capitalization adopted at a <del>shareholders</del><sup>2</sup> general meeting within two months after the conclusion of <del>shareholders</del><sup>2</sup> general meeting.</p>
<p>Article 142 The Board of Directors of the Bank shall submit the minutes and the resolutions of the shareholders' general meeting and other documents to the banking regulatory authorities under the State Council in a timely manner.</p>	<p>Article <del>142</del><sup>30</sup> The Board of Directors of the Bank shall submit the minutes and the resolutions of the <del>shareholders</del><sup>2</sup> general meeting and other documents to the banking regulatory authorities under the State Council in a timely manner.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 143 When a shareholders' general meeting is being held, the Bank shall engage lawyers to observe the meeting and give legal opinions as to the matters set out below:</p> <p>(1) whether the procedures for convening and holding the meeting are in compliance with the laws, regulations, regulatory provisions and these Articles;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>	<p><del>Article 143 When a shareholders' general meeting is being held, the Bank shall engage lawyers to observe the meeting and give legal opinions as to the matters set out below:</del></p> <p><del>(1) whether the procedures for convening and holding the meeting are in compliance with the laws, regulations, regulatory provisions and these Articles;</del></p> <p><del>(2) whether the qualifications of the attendees and convener are legal and valid;</del></p> <p><del>(3) whether the voting procedures and voting outcome of the shareholders' general meeting are legal and valid;</del></p> <p><del>(4) legal opinions on other relevant issues as requested by the Bank.</del></p>
Section 6 Special Procedures for Voting by a Certain Class of Shareholders	Section <del>6</del> <u>7</u> Special Procedures for Voting by a Certain Class of Shareholders
<p>Article 144 Shareholders who hold different classes of shares are classified as "class shareholders".</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, regulations, regulatory provisions and these Articles.</p> <p>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</p>	<p>Article <del>144</del><u>31</u> Shareholders who hold different classes of shares are classified as "class shareholders".</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, regulations, regulatory provisions and these Articles.</p> <p>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</p>
Article 145 If the Bank proposes to change or nullify certain rights of a certain class of shareholders, such proposal should be passed by a special resolution at the shareholders' general meeting and passed at the meeting convened according to Articles 146 to 150 of these Articles for the related class of shareholders.	Article <del>145</del> <u>32</u> If the Bank proposes to change or nullify certain rights of a certain class of shareholders, such proposal should be passed by a special resolution at the <del>shareholders'</del> general meeting and passed at the meeting convened according to Articles <del>146</del> <u>33</u> to <del>150</del> <u>37</u> of these Articles for the related class of shareholders.

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 146 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(1) to increase or reduce in the quantity of the shares of that class, or increase or reduce the quantity of the shares of other classes which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(2) to convert whole or part of the shares of that class into other class(es), convert whole or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(3) to nullify or reduce rights to accrued dividends or to cumulative dividends attaching to that class of shares;</p> <p>(4) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(6) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p> <p>(8) to restrict the transfer and ownership of that class of shares, or increase such restrictions;</p> <p>(9) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(10) to increase the rights or privileges of other class(es) of shares;</p> <p>(11) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;</p>	<p>Article <del>146</del><u>33</u> The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(1) to increase or reduce in the quantity of the shares of that class, or increase or reduce the quantity of the shares of other classes which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(2) to convert whole or part of the shares of that class into other class(es), convert whole or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(3) to nullify or reduce rights to accrued dividends or to cumulative dividends attaching to that class of shares;</p> <p>(4) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(6) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p> <p>(8) to restrict the transfer and ownership of that class of shares, or increase such restrictions;</p> <p>(9) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(10) to increase the rights or privileges of other class(es) of shares;</p> <p>(11) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(12) to revise or nullify the provisions in these Article.</p> <p>Upon approval by the banking regulatory authorities and securities regulatory authorities under the State Council, the shareholders of the Bank may transfer their unlisted shares to overseas investors or convert them into foreign shares and list them abroad for trading. The listing and trading of the above shares on the overseas stock exchange shall comply with the regulatory procedures, regulations and requirements of the overseas securities market. The listing and trading on any overseas stock exchange of the above shares shall not be deemed to change or nullify the rights of a certain class of shareholders and shall not require the voting of the class shareholders' general meeting.</p>	<p>(12) to revise or nullify the provisions in these Article.</p> <p>Upon approval by the banking regulatory authorities and securities regulatory authorities under the State Council, the shareholders of the Bank may transfer their unlisted shares to overseas investors or convert them into foreign shares and list them abroad for trading. The listing and trading of the above shares on the overseas stock exchange shall comply with the regulatory procedures, regulations and requirements of the overseas securities market. The listing and trading on any overseas stock exchange of the above shares shall not be deemed to change or nullify the rights of a certain class of shareholders and shall not require the voting of the class <del>shareholders'</del><sup>2</sup> general meeting.</p>
<p>Article 147 The shareholders of a class of shares that are affected, whether they originally have voting rights at shareholders' general meetings, shall be entitled to vote on the matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 146 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 36 or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in these Articles;</p> <p>(2) if the Bank has repurchased shares under an off-market agreement in accordance with Article 36, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(3) under a restructuring scheme of the Bank, "shareholders with conflicts of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p>Article <del>147</del><sup>34</sup> The shareholders of a class of shares that are affected, whether they originally have voting rights at <del>shareholders'</del><sup>2</sup> general meetings, shall be entitled to vote on the matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article <del>146</del><sup>33</sup> at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion <del>in accordance with Article 36</del> or has repurchased its own shares through public transaction on a stock exchange, "shareholders with conflicts of interests" shall mean the controlling shareholders defined in these Articles;</p> <p>(2) if the Bank has repurchased shares under an off-market agreement <del>in accordance with Article 36</del>, "shareholders with conflicts of interests" shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(3) under a restructuring scheme of the Bank, "shareholders with conflicts of interests" shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>

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Article 148 A resolution of the meeting for a certain class of shareholders shall be adopted by more than two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 147.	Article <del>148</del> <sup>35</sup> A resolution of the meeting for a certain class of shareholders shall be adopted by more than two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article <del>147</del> <sup>34</sup> .
Article 149 When convening a meeting for a certain class of shareholders, the Bank shall, with reference to the notice period requirement for convening a shareholders' general meeting in these Articles, issue a written notice to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the time and venue of the meeting.	Article <del>149</del> <sup>36</sup> When convening a meeting for a certain class of shareholders, the Bank shall, with reference to the notice period requirement for convening a <del>shareholders'</del> <sup>2</sup> general meeting in these Articles, issue a written notice to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the time and venue of the meeting.
<p>Article 150 The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>The procedures for convening a meeting for a certain class of shareholder shall be the same as the procedures for the shareholders' general meeting to the extent practical, and the provisions in these Articles relating to the procedure to convene a shareholders' general meeting shall apply to the class shareholder meeting.</p>	<p>Article <del>150</del><sup>37</sup> The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>The procedures for convening a meeting for a certain class of shareholder shall be the same as the procedures for the <del>shareholders'</del><sup>2</sup> general meeting to the extent practical, and the provisions in these Articles relating to the procedure to convene a <del>shareholders'</del><sup>2</sup> general meeting shall apply to the class shareholder meeting.</p>
<p>Article 151 Apart from other classes of shareholders, the shareholders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special voting procedures at a shareholders' general meeting for class shareholders shall not apply in the following cases:</p> <p>(1) upon the approval by way of a special resolution adopted by a shareholders' general meeting, the Bank independently or simultaneously issues domestic shares and/or overseas-listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>(2) the Bank's plan on issuing domestic shares and overseas-listed foreign shares at the time of incorporation, which shall be completed within fifteen (15) months upon the date of approval from the securities regulatory authority;</p> <p>(3) the relevant authorities such as the securities regulatory authorities of the State Council have given approval for unlisted shares held by shareholders of</p>	<p>Article <del>151</del><sup>38</sup> Apart from other classes of shareholders, the shareholders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special voting procedures at a <del>shareholders'</del><sup>2</sup> general meeting for class shareholders shall not apply in the following cases:</p> <p>(1) upon the approval by way of a special resolution adopted by a <del>shareholders'</del><sup>2</sup> general meeting, the Bank independently or simultaneously issues domestic shares and/or overseas-listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>(2) the Bank's plan on issuing domestic shares and overseas-listed foreign shares at the time of incorporation, which shall be completed within fifteen (15) months upon the date of <del>approval from the performance of relevant procedures of</del> the securities regulatory authority;</p> <p>(3) the relevant authorities such as the securities regulatory authorities of the State Council have <del>given</del></p>



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domestic shares of the Bank to be transferred into overseas-listed foreign shares, to be transferred to overseas investors or converted into foreign shares and to be listed and traded in overseas stock exchanges.	<del>approval</del> <b>performed the relevant procedures</b> for unlisted shares held by shareholders of domestic shares of the Bank to be transferred into overseas-listed foreign shares, to be transferred to overseas investors or converted into foreign shares and to be listed and traded in overseas stock exchanges.
Chapter 6 Directors and Board of Directors	Chapter 6 Directors and Board of Directors
Section 1 Directors	Section 1 Directors
Article 152 The directors of the Bank include executive directors and non-executive directors (including independent directors).	Article <del>152</del> <b>39</b> The directors of the Bank include executive directors and non-executive directors (including independent directors).
Executive director of the Bank means the director who, in addition to serving as a director, also assumes the duties of a senior management officer.	Executive director of the Bank means the director who, in addition to serving as a director, also assumes the duties of a senior management officer.
Non-executive director of the Bank means the director who does not hold any other positions in the Bank except for director and does not assume the duties of a senior management officer.	Non-executive director of the Bank means the director who does not hold any other positions in the Bank except for director and does not assume the duties of a senior management officer.
Independent director of the Bank means the director who does not hold any other positions in the Bank except for director, and has no relationship with the Bank and its shareholders, de facto controllers that may impact on his/her independent and objective judgement in relation to the Bank's affairs.	Independent director of the Bank means the <del>director who does not hold any other positions in the Bank except for director, and has no relationship with the Bank and its shareholders, de facto controllers that may impact on his/her independent and objective judgement in relation to the Bank's affairs</del> <b>person who meets the requirements of Article 148.</b>
Article 153 Directors of the Bank are not required to hold any shares of the Bank.	Article <del>153</del> <b>40</b> <b>Directors of the Bank are not required to hold any shares of the Bank.</b>
Directors of the Bank shall meet the following basic criteria:	Directors of the Bank shall meet the following basic criteria:
(1) shall be with full civil capacity;	(1) shall be with full civil capacity;
(2) shall have good records of compliance with laws and regulations;	(2) shall have good records of compliance with laws and regulations <b><u>as well as records of integrity in business conduct;</u></b>
(3) shall be of good character and reputation;	(3) shall be of good character and reputation;
(4) shall possess knowledge, experience and abilities required to hold the designated position;	(4) shall possess knowledge, experience and abilities required to hold the designated position;
(5) shall have good records in economic and financial practices;	(5) shall have good records in economic and financial practices;
(6) shall have sound personal and family financial position;	(6) shall have sound personal and family financial

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<p>(7) shall have the independence required to hold the designated position;</p> <p>(8) shall perform the duty of loyalty and diligence to the Bank;</p> <p>(9) shall have no less than 5 years of work experience in law, economics, finance, accounting or other experiences conducive to performing duties and responsibilities of a director;</p> <p>(10) shall be able to use the Bank's financial statements and statistical statements to judge the Bank's operation, management and risk profile;</p> <p>(11) shall understand the Bank's corporate governance structure, the Articles of Association and the duties of the Board of Directors;</p> <p>(12) other criteria required by the laws, regulations and regulatory provisions.</p> <p>In addition to above-said criteria, the Bank's chairman shall have a bachelor's degree or above, have six years or above of work experience in finance or have ten years or above of work experience in economics related work (among which, three years or above of work experience in finance). The following person shall not hold director position in the Bank :</p> <p>(1) a non-natural person;</p> <p>(2) a person without or with limited civil capacity;</p> <p>(3) the person has intentional and gross negligence criminal records;</p> <p>(4) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p> <p>(5) the person is under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p> <p>(6) the person is judged by the relevant competent</p>	<p>position;</p> <p>(7) shall have the independence required to hold the designated position;</p> <p>(8) shall perform the duty of loyalty and diligence to the Bank;</p> <p>(9) shall have no less than 5 years of work experience in law, economics, finance, accounting or other experiences conducive to performing duties and responsibilities of a director;</p> <p>(10) shall be able to use the Bank's financial statements and statistical statements to judge the Bank's operation, management and risk profile;</p> <p>(11) shall understand the Bank's corporate governance structure, the Articles of Association and the duties of the Board of Directors;</p> <p>(12) other criteria required by the laws, regulations and regulatory provisions.</p> <p><del>In addition to above-said criteria, the Bank's chairman shall have a bachelor's degree or above, have six years or above of work experience in finance or have ten years or above of work experience in economics related work (among which, three years or above of work experience in finance).</del>The following person shall not hold director position in the Bank :</p> <p>(1) a non-natural person;</p> <p>(2) a person without or with limited civil capacity;</p> <p>(3) the person has intentional and gross negligence criminal records;</p> <p>(4) a person who has been penalized or sentenced due to <u>endangering national security, committing terrorist activities,</u> corruption, bribery, embezzlement, appropriation of property, <u>crimes committed by organizations of a gangland nature</u> or the disruption of the socialist market economy, <del>and five years have not elapsed from which the punishment</del> or deprivation of political rights for the crimes committed was carried out <u>and having a record of committing crimes with other intent or gross</u></p>

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<p>authorities as having violated the provisions of relevant securities regulations, which involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;</p> <p>(7) the person has misconducts which violate social moral resulting in bad influence;</p> <p>(8) the person has worked for any entity that is in violation of the laws, or is personally liable or directly responsible for material losses to that entity, and the case is serious;</p> <p>(9) the person serves or served as a director or a member of senior management of entity taken over, cancelled, declared bankrupt or having its business license revoked, unless proving that this person is at no fault;</p> <p>(10) a legal representative of companies or enterprises which were ordered to close down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business licenses of the companies or enterprises were revoked;</p> <p>(11) the person violates of professional ethics or conduct; or serious dereliction of duty resulting in significant loss or a bad influence;</p> <p>(12) the person instigates, or participates in an employer confronting legal supervision or case investigation;</p> <p>(13) directors and senior management officers being permanently disqualified, or penalized by regulatory authorities and other financial regulatory departments more than twice;</p> <p>(14) a person identified by the banking regulatory authorities of the State Council as being banned from entering the market and whose ban has not been lifted;</p> <p>(15) the person who does not satisfy the requirements of these Articles, but take improper means to obtain approval for qualification;</p> <p>(16) a person or his/her spouse who is still in default on a relatively large amount of overdue debt, including but not limited to overdue loans with the Bank;</p>	<p><u>negligence</u>;</p> <p>(5) the person is under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;</p> <p>(6) the person is judged by the relevant competent authorities as having violated the provisions of relevant securities regulations, which involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;</p> <p>(7) the person has misconducts which violate social moral resulting in bad influence;</p> <p>(8) the person has worked for any entity that is in violation of the laws, or is personally liable or directly responsible for material losses to that entity, and the case is serious;</p> <p>(9) the person serves or served as a director or a member of senior management of entity taken over, cancelled, declared bankrupt or having its business license revoked, unless proving that this person is at no fault;</p> <p>(10) a legal representative of companies or enterprises which were ordered to close down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business licenses of the companies or enterprises were revoked <b><u>or the order of close-down</u></b>;</p> <p>(11) the person violates of professional ethics or conduct; or serious dereliction of duty resulting in significant loss or a bad influence;</p> <p>(12) the person instigates, or participates in an employer confronting legal supervision or case investigation;</p> <p>(13) directors and senior management officers <b><u>whose term of office has been cancelled for a specific period</u></b> and the cancellation period <b><u>has not expired</u></b>, or being permanently disqualified, or penalized by regulatory authorities and other financial regulatory departments more than twice;</p> <p>(14) a person <b><u>imposed identified</u></b> by the banking regulatory authorities of the State Council <b><u>as being</u></b></p>

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<p>(17) a person and his/her close relatives who jointly hold more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p>(18) a person and the shareholder entity controlled by him/her who/which jointly hold more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p>(19) a person or his/her spouse who works in the shareholder entity holding more than 5% of the Bank's shares, with the total credits obtained by such shareholder entity from the Bank significantly exceeding the net equity of the Bank held by it, unless it can be proven that such credit has no relationship with him/her and his/her spouse;</p> <p>(20) circumstances in which a person's other positions have obvious conflicts of interests with his/her proposed position and current position in the Bank, or obviously disperse his/her time and energy on performing duties of the Bank;</p> <p>(21) the person is banned from holding leadership positions in enterprises by the laws and regulations;</p> <p>(22) other circumstances in which the person is banned from serving as a director, supervisor and senior management officer of the Bank by the laws and regulations.</p> <p>The election or appointment of directors, supervisors and senior management officers in contravention to the provisions under the preceding paragraph shall be null and void. Upon any contravention of the above by the directors, supervisors or senior management officers during their terms of office, the Bank shall remove them from their positions.</p> <p>The term "close relatives" in these Articles includes spouses, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren.</p>	<p><del>banned from entering the market and whose ban has not been lifted with measures prohibiting access into the market and five years have not elapsed from which the measures were adopted;</del></p> <p>(15) the person who does not satisfy the requirements of these Articles, but take improper means to obtain approval for qualification;</p> <p>(16) a person or his/her spouse who is still in default on a relatively large amount of overdue debt, including but not limited to overdue loans with the Bank;</p> <p>(17) a person and his/her close relatives who jointly hold more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p>(18) a person and the shareholder entity controlled by him/her who/which jointly hold more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;</p> <p>(19) a person or his/her spouse who works in the shareholder entity holding more than 5% of the Bank's shares, with the total credits obtained by such shareholder entity from the Bank significantly exceeding the net equity of the Bank held by it, unless it can be proven that such credit has no relationship with him/her and his/her spouse;</p> <p>(20) circumstances in which a person's other positions have obvious conflicts of interests with his/her proposed position and current position in the Bank, or obviously disperse his/her time and energy on performing duties of the Bank;</p> <p>(21) the person is banned from holding leadership positions in enterprises by the laws and regulations;</p> <p>(22) <b><u>a person who is listed as a dishonest person subject to enforcement by the People's Court due to his/her failure to pay off a relatively large sum of due debt; who has been identified by government department as a joint subject of punishment for dishonesty due to serious dishonesty and punished accordingly in the banking industry, or who has had other records of serious dishonesty within the last five years;</u></b></p>

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	<p><u>(23) a person who has been publicly declared by any stock exchange to be unsuitable for serving as the directors and senior management of any listed company and the time limit has not expired;</u></p> <p><u>(24) other circumstances in which the person is banned from serving as a director, <del>supervisor</del> and senior management officer of the Bank by the laws and regulations.</u></p> <p>The election or appointment of directors, <del>supervisors</del> and senior management officers in contravention to the provisions under the preceding paragraph shall be null and void. Upon any contravention of the above by the directors, <del>supervisors</del> or senior management officers during their terms of office, the Bank shall remove them from their positions <u>and cease them from performing their duties.</u></p> <p>The term “close relatives” in these Articles includes spouses, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren.</p>
<p>Article 154 Directors shall be elected or removed from office by shareholders at a general meeting. The term of office of a director shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office.</p> <p>The methods and procedures to nominate directors are as follows:</p> <p>(1) Candidates for non-independent directors shall be nominated by the Nomination and Remuneration Committee of the Board of Directors, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. Shareholders individually or in aggregate holding 3% or more of the Bank’s voting shares may propose candidates for non-independent directors to the Board of Directors.</p> <p>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders’ general meeting; if the candidate for a supervisor nominated by such shareholder and his/her/its associates is appointed as a supervisor, the shareholder shall not nominate any candidate for director prior to the expiry of the term of</p>	<p>Article <del>154</del> Directors shall be elected or removed from office by shareholders at a general meeting <u>and may be removed by the general meeting before the expiry of his/her term of office.</u> The term of office of a director shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office.</p> <p>The methods and procedures to nominate directors are as follows:</p> <p>(1) Candidates for non-independent directors shall be nominated by the Nomination and Remuneration Committee of the Board of Directors, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. Shareholders individually or in aggregate holding 3% or more of the Bank’s voting shares may propose candidates for non-independent directors to the Board of Directors.</p> <p><del>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders’ general meeting; if the candidate for a supervisor nominated by such shareholder and</del></p>

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<p>office or change of such person.</p> <p>The number of directors nominated by any same shareholder and his/her/its associates in principle shall not exceed one third of the total number of the members of the Board of Directors unless otherwise required.</p> <p>(2) The Nomination and Remuneration Committee of the Board of Directors of the Bank or shareholder(s) individually or in aggregate holding more than 1% of the total voting shares issued by the Bank and the Board of Supervisors may propose candidates for independent directors to the Board of Directors, and shareholders who have nominated candidates for non-independent directors shall not nominate any candidates for independent directors. In principle, the same shareholder can propose one candidate for independent director only. The selection and appointment of independent directors shall be primarily market-based.</p> <p>The same shareholder shall not nominate candidates for both independent director and external supervisor.</p> <p>(3) The Nomination and Remuneration Committee of the Board of Directors shall make preliminary examination on the qualifications and conditions of the candidates for directors and submit the qualified candidates to the Board of Directors for consideration. Upon consideration and approval by the Board of Directors, candidates for directors shall be submitted to the shareholders' general meeting through written proposals.</p> <p>(4) After the shareholders' general meeting convenes and approves the proposal on the election of directors, the Bank shall submit the relevant materials of all nominees to the banking regulatory authorities of the State Council and other relevant regulatory authorities. If the Board of Directors of the Bank objects to the relevant situation of the nominees, it shall submit the written opinions of the Board of Directors at the same time.</p> <p>A nominee who has objection to his/her nomination or qualification from the relevant regulatory authorities shall not be considered as a candidate for director;</p> <p>(5) The candidates for directors shall, before the</p>	<p><del>his/her/its associates is appointed as a supervisor, the shareholder shall not nominate any candidate for director prior to the expiry of the term of office or change of such person.</del></p> <p>The number of directors nominated by any same shareholder and his/her/its associates in principle shall not exceed one third of the total number of the members of the Board of Directors unless otherwise required.</p> <p>(2) The Nomination and Remuneration Committee of the Board of Directors of the Bank or shareholder(s) individually or in aggregate holding more than 1% of the total voting shares issued by the Bank <del>and the Board of Supervisors</del> may propose candidates for independent directors to the Board of Directors, and shareholders who have nominated candidates for non-independent directors shall not nominate any candidates for independent directors. In principle, the same shareholder can propose one candidate for independent director only. The selection and appointment of independent directors shall be primarily market-based.</p> <p><del>The same shareholder shall not nominate candidates for both independent director and external supervisor.</del></p> <p>(3) The Nomination and Remuneration Committee of the Board of Directors shall make preliminary examination on the qualifications and conditions of the candidates for directors and submit the qualified candidates to the Board of Directors for consideration. Upon consideration and approval by the Board of Directors, candidates for directors shall be submitted to the <del>shareholders'</del> general meeting through written proposals.</p> <p>(4) After the <del>shareholders'</del> general meeting convenes and approves the proposal on the election of directors, the Bank shall submit the relevant materials of all nominees to the banking regulatory authorities of the State Council and other relevant regulatory authorities. If the Board of Directors of the Bank objects to the relevant situation of the nominees, it shall submit the written opinions of the Board of Directors at the same time.</p> <p>A nominee who has objection to his/her nomination or</p>



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<p>convening of the shareholders' general meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness and completeness of publicly-disclosed information of candidates for directors and undertake that they will duly perform their responsibilities and duties upon election.</p> <p>(6) The Board of Directors, before the convening of the shareholders' general meeting, shall disclose the detailed information on the candidates for directors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.</p> <p>(7) When an additional director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination may propose a candidate to the Board of Directors for consideration, and to the shareholders' general meeting for election or replacement.</p> <p>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination shall be given to the Bank seven days before the shareholders' general meeting.</p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations and these Articles.</p> <p>The Bank shall have one to two staff director(s) depending its actual conditions, the staff director shall be elected by the Bank's staff at workers congress, staff meeting or through other means.</p>	<p>qualification from the relevant regulatory authorities shall not be considered as a candidate for director;</p> <p>(5) The candidates for directors shall, before the convening of the <del>shareholders'</del> general meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness and completeness of publicly-disclosed information of candidates for directors and undertake that they will duly perform their responsibilities and duties upon election.</p> <p>(6) The Board of Directors, before the convening of the <del>shareholders'</del> general meeting, shall disclose the detailed information on the candidates for directors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.</p> <p>(7) When an additional director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination may propose a candidate to the Board of Directors for consideration, and to the <del>shareholders'</del> general meeting for election or replacement.</p> <p><del>A written notice of intent to nominate a candidate to become a director and the candidate's consent to such nomination shall be given to the Bank seven days before the shareholders' general meeting.</del></p> <p>The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations and these Articles.</p> <p>The Bank shall have one <del>to two</del> staff director(s) depending its actual conditions, the staff director shall be elected by the Bank's staff at workers congress, staff meeting or through other means., <u>and there was no need to be approved in the general meeting.</u></p> <p><u>Senior management officers may concurrently serve as directors. However, the total number of directors</u></p>

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<p>Article 155 The Bank shall enter into written contracts with the directors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the directors of the Bank;</p> <p>(2) remuneration for the directors of the subsidiary companies of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary companies;</p> <p>(4) compensation to directors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the directors shall not initiate litigation against the Bank to claim benefits due to them for the foregoing matters.</p>	<p><u>who concurrently serve as senior management officers and directors who are employee representatives shall not exceed half of the total number of directors of the Bank.</u></p> <p><del>Article 155 The Bank shall enter into written contracts with the directors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</del></p> <p><del>(1) remuneration for the directors of the Bank;</del></p> <p><del>(2) remuneration for the directors of the subsidiary companies of the Bank;</del></p> <p><del>(3) remuneration for those providing other services for managing the Bank and its subsidiary companies;</del></p> <p><del>(4) compensation to directors for loss of their office or upon retirement.</del></p> <p><del>Except for the contracts mentioned above, the directors shall not initiate litigation against the Bank to claim benefits due to them for the foregoing matters.</del></p>
<p>Article 156 The remuneration contracts between the Bank and its directors shall stipulate that if the Bank is acquired, the directors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The acquisition of the Bank previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders;</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the directors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	<p><del>Article 156 The remuneration contracts between the Bank and its directors shall stipulate that if the Bank is acquired, the directors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The acquisition of the Bank previously mentioned refers to one of the following circumstances:</del></p> <p><del>(1) a takeover offer made by any person to all shareholders;</del></p> <p><del>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</del></p> <p><del>If the directors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The directors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</del></p>

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<p>Article 157 Directors shall assume the following duties to the Bank :</p> <p>(1) to exercise the rights conferred by the Bank in a prudent, careful and diligent manner to ensure that the commercial activities of the Bank are in line with the requirements of the laws, regulations, regulatory provisions and various national economic policies and that the Bank's business activities do not exceed the business scope stated in the business license;</p> <p>(2) to be responsible to all shareholders and fairly treat all shareholders in the performance of their duties, to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</p> <p>(3) to continuously pay attention to the operation and management of the Bank and have the right to require the senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or explanations on relevant issues;</p> <p>(4) to attend board meetings on time, fully review matters to be considered by the Board of Directors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</p> <p>(5) to supervise over the implementation of the resolutions of the shareholders' general meeting and the Board of Directors by the senior management;</p> <p>(6) to sign written confirmation in relation to the periodic reports and to ensure the truthfulness, accuracy and completeness of information disclosed by the Bank;</p> <p>(7) to provide true information and data to the Board of Supervisors and not to obstruct with the performance of duties by the Board of Supervisors or Supervisors;</p> <p>(8) to understand and address the conditions of the Bank on an ongoing basis, and to give advice and recommendations to commercial banking business through the Board of Directors and its special committees;</p> <p>(9) to actively participate in the training organized by the Bank and regulatory authorities, understand the</p>	<p>Article <del>157</del><b>42</b> Directors shall assume the following duties to the Bank :</p> <p>(1) to exercise the rights conferred by the Bank in a prudent, careful and diligent manner to ensure that the commercial activities of the Bank are in line with the requirements of the laws, regulations, regulatory provisions and various national economic policies and that the Bank's business activities do not exceed the business scope stated in the business license;</p> <p>(2) to be responsible to all shareholders and fairly treat all shareholders in the performance of their duties,<del>to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</del></p> <p>(3) to continuously pay attention to the operation and management of the Bank and have the right to require the senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or explanations on relevant issues;</p> <p>(4) to attend board meetings on time, fully review matters to be considered by the Board of Directors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;</p> <p>(5) to supervise over the implementation of the resolutions of the <del>shareholders</del><sup>2</sup> general meeting and the Board of Directors by the senior management;</p> <p>(6) to sign written confirmation in relation to the periodic reports and to ensure the truthfulness, accuracy and completeness of information disclosed by the Bank;</p> <p>(7) to provide true information and data to the <del>Board of Supervisors</del><b>Board of Supervisors-Audit Committee</b> and not to obstruct with the performance of duties by the <del>Board of Supervisors or Supervisors</del><b>Board of Supervisors-Audit Committee</b>;</p> <p>(8) to understand and address the conditions of the Bank on an ongoing basis, and to give advice and recommendations to commercial banking business through the Board of Directors and its special committees;</p> <p>(9) to actively participate in the training organized by</p>

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<p>rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions, and continuously possess the professional knowledge and ability necessary to perform their functions and duties;</p> <p>(10) to implement high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</p> <p>(11) to perform their functions and duties in good faith, due diligence and prudence with loyalty and diligence obligation to the Bank, and ensure that they have sufficient time and energy to perform their duties;</p> <p>(12) to abide by the laws, regulations, regulatory provisions and these Articles.</p>	<p>the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions, and continuously possess the professional knowledge and ability necessary to perform their functions and duties;</p> <p>(10) to implement high standards of professional ethics and consider the legitimate rights and interests of stakeholders;</p> <p>(11) to perform their functions and duties in good faith, due diligence and prudence with loyalty and diligence obligation to the Bank, and ensure that they have sufficient time and energy to perform their duties;</p> <p>(12) to abide by the laws, regulations, regulatory provisions and these Articles.</p>
<p>Article 159 Directors shall comply with the laws, regulations, regulatory provisions and these Articles and shall not conduct the following acts:</p> <p>(1) to accept bribes or other illegal income by taking advantage of their positions or rights and encroach upon property of the Bank;</p> <p>(2) to embezzle funds of the Bank;</p> <p>(3) to open bank accounts in their own names or in the names of others for depositing the assets or fund of the Bank;</p> <p>(4) outside the normal operating business of the Bank, to lend funds of the Bank to others or to provide guarantee to others with the Bank' assets without the approval of the shareholders' general meeting or the Board of Directors, in contravention of these Articles;</p> <p>(5) to enter into contract or transact with the Bank in contravention of these Articles or without the approval of the shareholders' general meeting;</p> <p>(6) without the approval of shareholders general meeting, to seek business opportunities that originally belong to the Bank for themselves or others with their favorable positions, or to operate business for themselves or others that are similar to the Bank;</p> <p>(7) to accept for themselves commissions in relation to transactions between others and the Bank;</p>	<p><del>Article 159 Directors shall comply with the laws, regulations, regulatory provisions and these Articles and shall not conduct the following acts:</del></p> <p><del>(1) to accept bribes or other illegal income by taking advantage of their positions or rights and encroach upon property of the Bank;</del></p> <p><del>(2) to embezzle funds of the Bank;</del></p> <p><del>(3) to open bank accounts in their own names or in the names of others for depositing the assets or fund of the Bank;</del></p> <p><del>(4) outside the normal operating business of the Bank, to lend funds of the Bank to others or to provide guarantee to others with the Bank' assets without the approval of the shareholders' general meeting or the Board of Directors, in contravention of these Articles;</del></p> <p><del>(5) to enter into contract or transact with the Bank in contravention of these Articles or without the approval of the shareholders' general meeting;</del></p> <p><del>(6) without the approval of shareholders general meeting, to seek business opportunities that originally belong to the Bank for themselves or others with their favorable positions, or to operate business for themselves or others that are similar to the Bank;</del></p>

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<p>(8) to disclose any secrets of the Bank without authorization;</p> <p>(9) to jeopardize the interests of the Bank by taking advantage of their related party status;</p> <p>(10) other faithful obligations stipulated by the laws, regulations, regulatory provisions and these Articles.</p> <p>Income obtained by directors in violation of this Article shall belong to the Bank; and the Directors shall indemnify the Bank for any losses incurred by the Bank therefrom.</p>	<p><del>(7) to accept for themselves commissions in relation to transactions between others and the Bank;</del></p> <p><del>(8) to disclose any secrets of the Bank without authorization;</del></p> <p><del>(9) to jeopardize the interests of the Bank by taking advantage of their related party status;</del></p> <p><del>(10) other faithful obligations stipulated by the laws, regulations, regulatory provisions and these Articles.</del></p> <p><del>Income obtained by directors in violation of this Article shall belong to the Bank; and the Directors shall indemnify the Bank for any losses incurred by the Bank therefrom.</del></p>
<p>Article 158 The directors shall attend the Board meetings earnestly and responsibly, and shall express explicitly their opinions on matters to be considered.</p> <p>Directors shall attend at least two-thirds of the Board meetings in person each year. If a director cannot attend the meeting due to certain reason, he/she may entrust another director in writing to attend on his/her behalf.</p> <p>A director who fails to attend Board meetings in person and fails to appoint another director to attend on behalf shall assume the same legal liabilities to the Board resolutions.</p>	<p>Article <del>158</del><b>143</b> The directors shall attend the Board meetings earnestly and responsibly, and shall express explicitly their opinions on matters to be considered.</p> <p>Directors shall attend at least two-thirds of the Board meetings in person each year. If a director cannot attend the meeting due to certain reason, he/she may entrust another director in writing to attend on his/her behalf.</p> <p>A director who fails to attend Board meetings in person <u><b>two times consecutively</b></u> and fails to appoint another director to attend on behalf <del>shall assume the same legal liabilities to the Board resolutions shall be deemed to have failed to perform duties, and the Board of Directors shall advise the general meeting to replace him/her.</del></p>
<p>Article 160 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, and the Board of Directors shall report it to shareholders' general meeting.</p> <p>Where the resignation of a director during the term of office causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum or less than two-thirds of the quorum stipulated in these Articles, the director who proposes to resign shall continue to perform the director's functions and duties before a new director is elected to take up the office.</p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written</p>	<p>Article <del>160</del><b>44</b> A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, and <u><b>the Bank will disclose relevant situation within two days</b></u><del>the Board of Directors shall report it to shareholders' general meeting.</del></p> <p>Where the resignation of a director during the term of office causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum or less than two-thirds of the quorum stipulated in these Articles, the director who proposes to resign shall continue to perform the director's functions and duties before a new director is elected to take up the office. <u><b>If the Bank is in the process of disposing of material risks, the directors of the Bank shall not resign</b></u></p>

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<p>resignation to the Board of Directors.</p> <p>When the number of directors of the Board of Directors fall below the minimum quorum specified in the Company Law or the minimum quorum required for voting of the Board of Directors due to the removal of directors by the shareholders' general meeting, death, resignation of independent directors from loss of independence, or other inability to perform the functions and duties of directors, the functions and powers of the Board of Directors shall be exercised by the shareholders' general meeting until the number of directors of the Board of Directors meets the requirements.</p>	<p><b><u>without the approval of the regulatory authorities.</u></b></p> <p>Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.</p> <p>When the number of directors of the Board of Directors fall below the minimum quorum specified in the Company Law or the minimum quorum required for voting of the Board of Directors due to the removal of directors by the <del>shareholders</del><sup>shareholders</sup>' general meeting, death, resignation of independent directors from loss of independence, or other inability to perform the functions and duties of directors, the functions and powers of the Board of Directors shall be exercised by the <del>shareholders</del><sup>shareholders</sup>' general meeting until the number of directors of the Board of Directors meets the requirements.</p>
<p>Article 161 If the resignation of a director is tendered or his term of office expires, the director shall complete all handover formalities with the Board of Directors, but the obligations owed to the Bank and shareholders are not discharged before the resignation becomes effective or for a reasonable period thereafter or upon the expiry of his/her term of office and remain effective during the reasonable time.</p>	<p>Article <del>161</del><sup>145</sup> If the resignation of a director is tendered or his term of office expires, the director shall complete all handover formalities with the Board of Directors, but the obligations owed to the Bank and shareholders are not discharged before the resignation becomes effective or for a reasonable period thereafter or upon the expiry of his/her term of office and remain effective during the reasonable time. <b><u>Responsibilities that a director shall assume due to performance of his/her duties during his/her term of office shall not be exempted or terminated due to resignation.</u></b></p>
<p>Article 162 A director shall not represent the Bank or the Board of Directors in his/her own name, unless otherwise provided in these Articles or legally authorized by the Board of Directors. A director shall announce his/her views and role in advance when he/she acts in his/her own name, if there is a possibility that a third party may reasonably believe that the director is representing the Bank or the Board of Directors.</p> <p>The validity of an act of a director of the Bank on behalf of the Bank is not, as against a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.</p>	<p>Article <del>162</del><sup>146</sup> A director shall not represent the Bank or the Board of Directors in his/her own name, unless otherwise provided in these Articles or legally authorized by the Board of Directors. A director shall announce his/her views and role in advance when he/she acts in his/her own name, if there is a possibility that a third party may reasonably believe that the director is representing the Bank or the Board of Directors.</p> <p>The validity of an act of a director of the Bank on behalf of the Bank is not, as against a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.</p>



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<p>Article 163 Before the expiry of the director's term of office, the shareholders' general meeting shall not dismiss any director without any reason.</p> <p>Subject to the relevant laws and regulations, any director whose term of office has not expired may be removed by an ordinary resolution of the shareholders' general meeting (but such director's claim for damages under any contract shall not be affected thereby).</p>	<p>Article <del>163</del><sup>47</sup> Before the expiry of the director's term of office, the <del>shareholders'</del>-general meeting shall not dismiss any director without any reason.</p> <p>Subject to the relevant laws and regulations, any director whose term of office has not expired may be removed by an ordinary resolution of the <del>shareholders'</del>-general meeting (but such director's claim for damages under any contract shall not be affected thereby).</p>
Section 2 Independent Directors	Section 2 Independent Directors
<p>Addition</p>	<p><u>Article 148 The Bank shall have independent directors. Independent director of the Bank means the director who does not hold any other positions in the Bank and has no direct or indirect interest, or other relationship with the Bank and substantial shareholders, de facto controllers that may affect such director's ability to make independent and objective judgments.</u></p> <p><u>Independent directors perform the duties and responsibilities independently, without any interference by entities or individuals such as the Bank, major shareholders and de facto controllers.</u></p> <p><u>Independent directors shall have a fiduciary and diligent duty to the Bank and all shareholders of the Bank. They shall earnestly fulfill their responsibilities in accordance with laws, regulations, regulatory rules, and provisions of these Articles. They shall play a role in participating in decision-making, supervising and balancing, and providing professional advice in the Board of Directors to maintain the overall interests of the Bank and protect the legitimate rights and interests of minority shareholders.</u></p> <p><u>Unless otherwise provided for in this section, the provisions on directors in these Articles shall apply to independent directors.</u></p>

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<p>Article 164 The number of independent directors shall be no fewer than one-third of the Board of Directors' total director number and shall be no fewer than three. At least one of the independent directors shall have appropriate professional qualifications under the Listing Rules or appropriate accounting or related financial management expertise, and at least one of the independent directors shall reside in Hong Kong.</p> <p>Unless otherwise provided for in this section, the provisions on directors in this Chapter shall apply to independent directors.</p> <p>An independent director shall attain a high professional level and have good reputation, and shall meet the following criteria:</p> <p>(1) be qualified to serve as a director pursuant to the laws, regulations, regulatory provisions and these Articles;</p> <p>(2) perform the duties and responsibilities independently, without any interference by substantial shareholders or de facto controllers of the Bank, or other entities or individuals who have a material interest in the Bank;</p> <p>(3) have a bachelor degree or above, or intermediate vocational titles of relevant professions or above;</p> <p>(4) have no less than five years' experience in law, economics, finance or other work experience conducive to performing the duties and responsibilities of an independent director;</p> <p>(5) be familiar with the operation and management of commercial banks and relevant laws, regulations, regulatory provisions and rules;</p> <p>(6) be able to read, understand and analyze credit reports and financial statements of commercial banks;</p> <p>(7) have sufficient time and energy to effectively perform the duties and responsibilities and undertake to duly perform the duties of diligence.</p>	<p>Article <del>164</del><b>49</b> The number of independent directors shall be no fewer than one-third of the Board of Directors' total director number and shall be no fewer than three. At least one of the independent directors shall have appropriate professional qualifications under the Listing Rules or appropriate accounting or related financial management expertise, and at least one of the independent directors shall reside in Hong Kong.</p> <p>Unless otherwise provided for in this section, the provisions on directors in this Chapter shall apply to independent directors.</p> <p>An independent director shall attain a high professional level and have good reputation, and shall meet the following criteria:</p> <p>(1) be qualified to serve as a director pursuant to the laws, regulations, regulatory provisions and these Articles;</p> <p>(2) perform the duties and responsibilities independently, without any interference by substantial shareholders or de facto controllers of the Bank, or other entities or individuals who have a material interest in the Bank;</p> <p>(3) have a bachelor degree or above, or intermediate vocational titles of relevant professions or above;</p> <p>(4) have no less than five years' experience in law, economics, finance or other work experience conducive to performing the duties and responsibilities of an independent director;</p> <p>(5) be familiar with the operation and management of commercial banks and relevant laws, regulations, regulatory provisions and rules;</p> <p>(6) be able to read, understand and analyze credit reports and financial statements of commercial banks;</p> <p>(7) have sufficient time and energy to effectively perform the duties and responsibilities and undertake to duly perform the duties of diligence;</p> <p><b><u>(8) have good personal morality, with no bad records such as major dishonesty, etc.;</u></b></p>

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	<b><u>(9) other conditions stipulated by the laws, regulations, regulatory rules, and provisions of these Articles.</u></b>
<p>Article 165 The following persons may not serve as independent directors of the Bank:</p> <p>(1) a person who and whose close relative jointly hold more than 1% of the Bank's shares;</p> <p>(2) a person who or whose close relative holds a position in any shareholder entity that holds more than 1% of the Bank's shares;</p> <p>(3) a person who or whose close relative holds a position in the Bank or entities under the control or de facto control of the Bank (but not including independent director);</p> <p>(4) a person who is a person described in paragraph (3) above in the three years before taking up the office (but not including independent director);</p> <p>(5) a person who or whose close relative holds a position in any entity that is unable to repay the loan provided by the Bank when falling due;</p> <p>(6) a person who or whose close relative holds a position, invests in or de facto controls over any entity which for the time being, or within two years prior to the date of his/her proposed appointment as an independent director, has a relationship of business, liabilities or debts with, or any interests in the Bank, its holding company or any of their respective subsidiaries or core connected persons, or person who serves as the controlling shareholder, main responsible persons, director (excluding independent director) or his/her respective close associates by providing such professional consultancy services as legal, accounting, auditing, management consultancy and guarantee cooperation services to the Bank, thus impeding his/her independence in the performance of duties;</p> <p>(7) a person who or whose close relative may be controlled or imposed significant effect by major shareholders and senior management of the Bank, thus impeding his/her independence in the performance of duties;</p> <p>(8) a person who or whose immediate relative, for the time being or within one year prior to the date of</p>	<p>Article <b>1650</b> The following persons may not serve as independent directors of the Bank:</p> <p>(1) a person who and whose close relative jointly hold more than 1% of the Bank's shares;</p> <p>(2) a person who or whose close relative holds a position in any shareholder entity that holds more than 1% of the Bank's shares;</p> <p>(3) a person who or whose close relative holds a position in the Bank or entities under the control or de facto control of the Bank (but not including independent director);</p> <p>(4) a person who is a person described in paragraph (3) above in the three years before taking up the office (but not including independent director);</p> <p>(5) a person who or whose close relative holds a position in any entity that is unable to repay the loan provided by the Bank when falling due;</p> <p>(6) a person who or whose close relative holds a position, invests in or de facto controls over any entity which for the time being, or within two years prior to the date of his/her proposed appointment as an independent director, has a relationship of business, liabilities or debts with, or any interests in the Bank, its holding company or any of their respective subsidiaries or core connected persons, or person who serves as the controlling shareholder, main responsible persons, director (excluding independent director) or his/her respective close associates by providing such professional consultancy services as legal, accounting, auditing, management consultancy and guarantee cooperation services to the Bank, thus impeding his/her independence in the performance of duties;</p> <p>(7) a person who or whose close relative may be controlled or imposed significant effect by major shareholders and senior management of the Bank, thus impeding his/her independence in the performance of duties;</p> <p>(8) a person who or whose immediate relative, for the time being or within one year prior to the date of</p>

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<p>his/her proposed appointment, has or has had any material interest in the principal business activities of the Bank, its holding company, the subsidiaries of the Bank or its holding company; is or has been involved in any material business transaction with the Bank, its holding company, the subsidiaries of the Bank or its holding company; or has any material commercial transaction with any of the Bank's core connected persons;</p> <p>(9) a person who is removed by former employer for failure to perform due diligence;</p> <p>(10) a person who served as principal officers of high-risk financial institutions and are unable to prove he/she are not liable for the cancellation or loss of assets of such financial institutions;</p> <p>(11) any other person not permitted to serve as an independent director by the banking regulatory authority of the State Council, the securities regulatory authorities of the place where the Bank's shares are listed and any other relevant regulatory authorities.</p> <p>The term "close relatives" in this Article means spouses, parents, children, siblings and grand-parents. The term "immediate relatives" in this Article means spouses, his/her (or spouse's) children or step-children (natural or adopted) under the age of 18 years.</p>	<p>his/her proposed appointment, has or has had any material interest in the principal business activities of the Bank, its holding company, the subsidiaries of the Bank or its holding company; is or has been involved in any material business transaction with the Bank, its holding company, the subsidiaries of the Bank or its holding company; or has any material commercial transaction with any of the Bank's core connected persons;</p> <p>(9) a person who is removed by former employer for failure to perform due diligence;</p> <p>(10) a person who served as principal officers of high-risk financial institutions and are unable to prove he/she are not liable for the cancellation or loss of assets of such financial institutions;</p> <p>(11) any other person not permitted to serve as an independent director by the banking regulatory authority of the State Council, the securities regulatory authorities of the place where the Bank's shares are listed and any other relevant regulatory authorities.</p> <p><del>The term "close relatives" in this Article means spouses, parents, children, siblings and grand-parents.</del> The term "immediate relatives" in this Article means spouses, his/her (or spouse's) children or step-children (natural or adopted) under the age of 18 years.</p>
<p>Article 166 The selection and appointment of independent directors shall mainly follow the market principle. A list of nominated candidates for independent directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors.</p> <p>The qualification of the candidates for directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors with a focus on the independence, expertise, experience and capability. The names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of a Board resolution, written proposals shall be submitted to the shareholders' general meeting for election. The qualification of the candidates shall be verified by the banking regulatory authority under the State Council.</p> <p>A natural person may serve as an independent director in a maximum of five domestic or foreign enterprises at</p>	<p>Article <del>166</del><b>51</b> The selection and appointment of independent directors shall mainly follow the market principle. A list of nominated candidates for independent directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors.</p> <p>The qualification of the candidates for directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors with a focus on the independence, expertise, experience and capability <u>and a clear opinion on the review</u>. The names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of a Board resolution, written proposals shall be submitted to the <del>shareholders'</del><sup>2</sup> general meeting for election. The qualification of the candidates shall be verified by the banking regulatory authority under the State Council.</p> <p>A natural person may serve as an independent director in a maximum of five domestic or foreign enterprises at</p>

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<p>the same time. Where a person also serves as an independent director of a banking or insurance institution, the relevant institution shall not have a related party relationship and there shall be no conflict of interests.</p> <p>A natural person shall not serve as an independent director in more than two commercial banks at the same time.</p> <p>An independent director who holds positions in financial institutions other than the Bank, or directors sit on each other's boards, shall inform the Bank in advance and undertake that there is no conflict of interests between such positions and their positions in the Bank.</p>	<p>the same time. <b><u>Such person, in principle, may serve as an independent director for a maximum of three domestic listed companies and shall not serve as an independent director in more than two commercial banks at the same time.</u></b></p> <p>Where a person also serves as an independent director of a banking or insurance institution, the relevant institution shall not have a related party relationship and there shall be no conflict of interests.</p> <p><del>A natural person shall not serve as an independent director in more than two commercial banks at the same time.</del></p> <p>An independent director who holds positions in financial institutions other than the Bank, or directors sit on each other's boards, shall inform the Bank in advance and undertake that there is no conflict of interests between such positions and their positions in the Bank.</p>
<p>Article 167 The nomination, election and replacement of independent directors shall be carried out pursuant to laws and regulations and the provisions of these Articles, and shall be in compliance with the following provisions:</p> <p>(1) The independent directors of the Bank shall be nominated by the Nomination and Remuneration Committee of the Board of Directors, the Board of Supervisors, or the shareholders holding individually or in aggregate more than 1% of the total number of voting shares issued by the Bank, and shall be elected by the shareholders' general meeting;</p> <p>(2) The nominator of an independent director shall obtain the consent of the nominee prior to the nomination. The nominator shall be fully informed of the nominee's occupation, education, title, detailed work experience, all part-time positions, etc., and shall express opinions on his/her qualifications and independence as an independent director. The nominee shall make a declaration that there is no relationship between himself/herself and the Bank that would affect his/her independence and objective judgment. Before assuming office, an independent director should also make a statement to the Board of Directors to ensure that he/she has sufficient time and energy to perform his/her duties and that he/she undertakes to perform duties diligently. The Board of Directors of the Bank</p>	<p>Article <del>167</del><sup>52</sup> The nomination, election and replacement of independent directors shall be carried out pursuant to laws and regulations and the provisions of these Articles, and shall be in compliance with the following provisions:</p> <p>(1) The independent directors of the Bank shall be nominated by the Nomination and Remuneration Committee of the Board of Directors, <del>the Board of Supervisors,</del> or the shareholders holding individually or in aggregate more than 1% of the total number of voting shares issued by the Bank, and shall be elected by the <del>shareholders'</del><sup>2</sup> general meeting; <b><u>the nominator shall not nominate persons with whom he or she has interested or other close relationships that may affect the independent performance of duties as candidates for independent directors of the Bank.</u></b></p> <p><b><u>An investor protection agency established by law may publicly request the shareholders to entrust it to exercise their rights to nominate the independent directors on their behalf.</u></b></p> <p>(2) The nominator of an independent director shall obtain the consent of the nominee prior to the nomination. The nominator shall be fully informed of the nominee's occupation, education, title, detailed work experience, all part-time positions, etc., and shall express opinions on his/her qualifications and</p>

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<p>shall disclose the above information to shareholders prior to the shareholders' general meeting at which an independent director is to be elected;</p> <p>(3) After the shareholders' general meeting is convened and the resolution on the election of independent directors is passed, the Bank shall submit the relevant materials of all nominees to the banking regulatory authority of the State Council and other relevant regulatory authorities. If the Board of Directors of the Bank objects to the relevant information of a nominee, it shall submit the written opinions of the Board of Directors at the same time.</p> <p>A nominee whose nomination or qualification for office is contested by the relevant regulatory authorities shall not be a candidate for independent director;</p> <p>(4) The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of the term of office, provided that such term of office shall not be more than six years on an accumulative basis.</p>	<p>independence as an independent director. The nominee shall make a declaration that there is no relationship between himself/herself and the Bank that would affect his/her independence and objective judgment. Before assuming office, an independent director should also make a statement to the Board of Directors to ensure that he/she has sufficient time and energy to perform his/her duties and that he/she undertakes to perform duties diligently. The Board of Directors of the Bank shall disclose the above information to shareholders prior to the <del>shareholders'</del> general meeting at which an independent director is to be elected;</p> <p>(3) After the <del>shareholders'</del> general meeting is convened and the resolution on the election of independent directors is passed, the Bank shall submit the relevant materials of all nominees to the banking regulatory authority of the State Council and other relevant regulatory authorities. If the Board of Directors of the Bank objects to the relevant information of a nominee, it shall submit the written opinions of the Board of Directors at the same time.</p> <p>A nominee whose nomination or qualification for office is contested by the relevant regulatory authorities shall not be a candidate for independent director;</p> <p>(4) The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of the term of office, provided that such term of office shall not be more than six years on an accumulative basis.</p>
Addition	<p><b><u>Article 153 An independent director shall perform the following duties:</u></b></p> <p><b><u>(1) participate in the decision-making of the Board of Directors and express a clear opinion on matters discussed;</u></b></p> <p><b><u>(2) supervise potential material conflicts of interest between the Bank, its controlling shareholders, de facto controllers, directors, and senior management officers as stipulated by laws, regulations and regulatory rules, so as to ensure that the decisions of the Board of Directors are in line with the overall interests of the Bank, and to protect the legitimate rights and interests of minority shareholders;</u></b></p>



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	<p><u>(3) provide professional and objective advice on the operation and development of the Bank and promote the improvement of the standard of decision-making by the Board of Directors;</u></p> <p><u>(4) other duties as stipulated in laws, regulations, regulatory rules and provisions of these Articles.</u></p>
<p>Article 168 In addition to the powers conferred to directors by the Company Law and other relevant laws, regulations, regulatory provisions and rules and these Articles, independent directors shall also have the following powers:</p> <p>(1) major related party transactions, as determined according to the criteria issued by the regulatory authorities in the place(s) of listing from time to time, shall be approved by independent directors prior to submission to the Board of Directors for discussion; and the independent directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion;</p> <p>(2) to propose to the Board of Directors to convene an extraordinary shareholders' general meeting;</p> <p>(3) to propose to convene a meeting of the Board of Directors;</p> <p>(4) to engage independently external auditing and consulting advisers;</p> <p>(5) to propose to the Board of Directors to appoint or remove an accounting firm;</p> <p>(6) to publicly approach shareholders to gather their votes before the shareholders' general meeting is convened; and</p> <p>(7) other powers stipulated by the laws, regulations, regulatory provisions and these Articles.</p> <p>The approval by a majority of independent directors shall be obtained for the exercising of the above powers.</p>	<p>Article <del>168</del><b>54</b> In addition to the powers conferred to directors by the Company Law and other relevant laws, regulations, regulatory provisions and rules and these Articles, independent directors shall also have the following powers:</p> <p><del>(1) major related party transactions, as determined according to the criteria issued by the regulatory authorities in the place(s) of listing from time to time, shall be approved by independent directors prior to submission to the Board of Directors for discussion; and the independent directors may engage professional advisers to provide an independent financial adviser report to serve as a basis of decision before they come to a conclusion;</del>  <u>independently engage intermediaries to audit, provide consultation on or verify specific matters of the Bank;</u></p> <p>(2) to propose to the Board of Directors to convene an extraordinary <del>shareholders'</del><sup>2</sup> general meeting;</p> <p>(3) to propose to convene a meeting of the Board of Directors;</p> <p><del>(4) to openly solicit shareholders' rights from shareholders in accordance with the laws;</del>  <u>to engage independently external auditing and consulting advisers;</u></p> <p><del>(5) to express independent opinions on matters that may jeopardize the rights and interests of the listed company or minority shareholders;</del>  <u>to propose to the Board of Directors to appoint or remove an accounting firm;</u></p> <p><del>(6) to publicly approach shareholders to gather their votes before the shareholders' general meeting is convened; and</del></p> <p><del>(7)</del> other powers stipulated by the laws, regulations, regulatory provisions and these Articles.</p>

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<p>Article 169 Independent directors shall perform their duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Bank, the minority shareholders and financial consumers, and shall not be influenced by shareholders, de facto controllers, senior management or other entities or individuals with significant interests in the Bank.</p> <p>In the event of any material deficiencies or failures in the corporate governance mechanism of the Bank, the independent directors shall promptly report the relevant information to the regulatory authorities, and the independent directors shall, in addition to reporting the relevant information to the regulatory authorities in accordance with the regulations, keep the commercial secrets of the Bank.</p> <p>The “failures in the corporate governance mechanism” referred to in this Article shall include, but not limited to, the failure of the Board of Directors to be constituted for more than one year; the failure of the Board of Directors to adopt effective resolutions due to prolonged conflicts among directors, which are unable to be resolved by the shareholders’ general meeting; the failure of the Board of Directors to convene a shareholders’ general meeting for more than one year; the failure of the shareholders’ general meeting to meet the vote cast required by the laws or these Articles on a poll such that no valid resolution has been passed at the shareholders’ general meeting for more than one year; the failure of the proposal for capital increase to be passed due to insufficient capital adequacy or solvency; the failure of the existing governance mechanism to function properly, resulting in serious difficulties in operation and management, and other circumstances as determined by the regulatory authorities.</p>	<p>Article <del>169</del><b>55</b> Independent directors shall perform their duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Bank, the minority shareholders and financial consumers, and shall not be influenced by shareholders, de facto controllers, senior management or other entities or individuals with significant interests in the Bank.</p> <p>In the event of any material deficiencies or failures in the corporate governance mechanism of the Bank, the independent directors shall promptly report the relevant information to the regulatory authorities, and the independent directors shall, in addition to reporting the relevant information to the regulatory authorities in accordance with the regulations, keep the commercial secrets of the Bank.</p> <p>The “failures in the corporate governance mechanism” referred to in this Article shall include, but not limited to, the failure of the Board of Directors to be constituted for more than one year; the failure of the Board of Directors to adopt effective resolutions due to prolonged conflicts among directors, which are unable to be resolved by the <del>shareholders’</del> general meeting; the failure of the Board of Directors to convene a <del>shareholders’</del> general meeting for more than one year; the failure of the <del>shareholders’</del> general meeting to meet the vote cast required by the laws or these Articles on a poll such that no valid resolution has been passed at the <del>shareholders’</del> general meeting for more than one year; the failure of the proposal for capital increase to be passed due to insufficient capital adequacy or solvency; the failure of the existing governance mechanism to function properly, resulting in serious difficulties in operation and management, and other circumstances as determined by the regulatory authorities.</p>

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<p>Article 170 Independent directors shall work for the Bank no less than fifteen working days each year. Independent directors who hold chairman positions in the Audit Committee, Consumer Rights Protection Committee, Risk Management Committee and Related Party Transactions Control Committee of the Board of Directors shall work for the Bank no less than twenty working days each year. Independent directors may delegate other independent directors to attend the Board meetings, but shall attend at least two-thirds of the Board meetings in person each year.</p>	<p>Article <del>170</del><b>56</b> Independent directors shall work <u>on-site</u> for the Bank no less than fifteen working days each year. Independent directors who hold chairman positions in the Audit Committee, Consumer Rights Protection Committee, Risk Management Committee and Related Party Transactions Control Committee of the Board of Directors shall work for the Bank no less than twenty working days each year. Independent directors <del>may delegate other independent directors to attend the Board meetings, but</del> shall attend at least two-thirds of the Board meetings in person each year. <b><u>If an independent director cannot attend a meeting due to certain reasons, he/she shall review the meeting materials in advance, form a clear opinion and appoint in writing other independent directors to attend the meeting on his/her behalf.</u></b></p> <p><b><u>In addition to attending general meetings, meetings of the Board of Directors and its special committees as required, the independent directors may perform their duties by various means, such as obtaining information on the operations of the Bank on a regular basis, listening to reports from the management, communicating with intermediaries, such as the head of the internal audit institution and the accounting firm that undertakes the audit services of the Bank, conducting on-site inspections, and communicating with the minority shareholders.</u></b></p>
<p>Addition</p>	<p><b><u>Article 157 Prior to the convening of a board meeting, the independent directors may communicate with the secretary to the Board of Directors to enquire about the matters to be considered, request for supplementary materials, and offer opinions and suggestions. The Board of Directors and relevant officers shall carefully study the questions, requests and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of amendments to proposals and other matters.</u></b></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 171 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board of Directors on the following matters:</p> <p>(1) the major related party transactions;</p> <p>(2) the nomination, appointment and dismissal of the directors and the appointment and removal of senior management officers;</p> <p>(3) the remuneration of the directors and senior management officers;</p> <p>(4) the profit distribution plans;</p> <p>(5) engagement or removal of the accounting firms responsible for performing regular and statutory audits for the financial reports of the Bank;</p> <p>(6) other matters that may cause material impact on the legitimate rights and interests of the Bank, the minority shareholders and the financial consumers;</p> <p>(7) other matters stipulated by the laws, regulations, regulatory provisions or these Articles.</p> <p>The opinions of Independent Directors on the decision of the Bank shall be recorded in the minutes of meeting of the Board of Directors.</p>	<p>Article <del>171</del><u>58</u> Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board of Directors on the following matters:</p> <p>(1) the major related party transactions;</p> <p>(2) the nomination, appointment and dismissal of the directors and the appointment and removal of senior management officers;</p> <p>(3) the remuneration of the directors and senior management officers;</p> <p>(4) the profit distribution plans;</p> <p>(5) engagement or removal of the accounting firms responsible for performing regular and statutory audits for the financial reports of the Bank;</p> <p>(6) other matters that may cause material impact on the legitimate rights and interests of the Bank, the minority shareholders and the financial consumers;</p> <p>(7) other matters stipulated by the laws, regulations, regulatory provisions or these Articles.</p> <p>The opinions of Independent Directors on the decision of the Bank shall be recorded in the minutes of meeting of the Board of Directors.</p>
<p>Article 172 The independent directors of the Bank may elect an independent director who shall be responsible for convening a special meeting attended by the independent directors to study issues relating to the performance of duties.</p>	<p>Article <del>172</del><u>59</u> The independent directors of the Bank may elect an independent director who shall be responsible for convening a special meeting attended by the independent directors to study issues relating to the performance of duties.</p>

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<p>Article 173 Independent directors shall have committed a serious dereliction of duty in any of the following circumstances:</p> <p>(1) divulgence of trade secrets and impairment of the legitimate interests of the Bank;</p> <p>(2) acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the status of an independent director;</p> <p>(3) failure to raise an opposing opinion despite being fully aware that a Board resolution violates the laws, regulations, regulatory provisions or these Articles;</p> <p>(4) failure to exercise the veto power to related party transactions which have caused significant loss to the Bank; and</p> <p>(5) other serious dereliction identified by the banking regulatory authority under the State Council.</p> <p>If an independent director has been disqualified by the relevant regulatory authority due to serious dereliction of duty, he/she shall no longer be an independent director of the Bank. He/she shall be automatically removed from the position from the date he/she is disqualified. Such independent directors shall not serve as an independent director in the Bank for the remaining time of their life.</p> <p>If the number or proportion of independent directors on the Board of Directors of the Bank falls below the minimum number or required proportion as stipulated in the relevant laws and regulations or these Articles due to disqualification or removal of independent directors, or due to the failure of the independent directors to meet the conditions of independence or other circumstances that make them unsuitable to perform the duties of independent directors, the Bank shall convene a shareholders' general meeting as soon as possible to elect and replenish the number of independent directors.</p>	<p>Article <del>173</del><b>360</b> Independent directors shall have committed a serious dereliction of duty in any of the following circumstances:</p> <p>(1) divulgence of trade secrets and impairment of the legitimate interests of the Bank;</p> <p>(2) acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the status of an independent director;</p> <p>(3) failure to raise an opposing opinion despite being fully aware that a Board resolution violates the laws, regulations, regulatory provisions or these Articles;</p> <p>(4) failure to exercise the veto power to related party transactions which have caused significant loss to the Bank; and</p> <p>(5) other serious dereliction identified by the banking regulatory authority under the State Council.</p> <p>If an independent director has been disqualified by the relevant regulatory authority due to serious dereliction of duty, he/she shall no longer be an independent director of the Bank. He/she shall be automatically removed from the position from the date he/she is disqualified. Such independent directors shall not serve as an independent director in the Bank for the remaining time of their life.</p> <p>If the number or proportion of independent directors on the Board of Directors of the Bank falls below the minimum number or required proportion as stipulated in the relevant laws and regulations or these Articles due to disqualification or removal of independent directors, or due to the failure of the independent directors to meet the conditions of independence or other circumstances that make them unsuitable to perform the duties of independent directors, the Bank shall convene a <del>shareholders'</del><b>shareholders'</b> general meeting as soon as possible to elect and replenish the number of independent directors.</p>

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<p>Article 174 To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary conditions for independent directors:</p> <p>(1) the Bank shall ensure that independent directors have the same information right as other directors, and provide independent directors with necessary information to participate in decision-making in a timely and complete manner;</p> <p>(2) the Bank shall provide the necessary working conditions for independent directors to perform their duties;</p> <p>(3) the Secretary to the Board of Directors and other relevant personnel of the Bank shall cooperate positively in the performance of duties and responsibilities by independent directors; and</p> <p>(4) the reasonable expenses incurred from engaging intermediaries and the reasonable costs incurred when carrying out duties by independent directors shall be borne by the Bank.</p>	<p>Article <del>174</del><b>61</b> To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary <u>working conditions and personnel support</u> for independent directors:</p> <p>(1) the Bank shall ensure that independent directors have the same information right as other directors, and provide independent directors with necessary information to participate in decision-making in a timely and complete manner;</p> <p>(2) the Bank shall provide the necessary working conditions for independent directors to perform their duties <u>and designate the board office, the board secretary and other dedicated departments and dedicated personnel to assist independent directors in performing their duties;</u></p> <p>(3) <del>the Secretary to the Board of Directors and other relevant personnel of the Bank shall cooperate positively in the performance of duties and responsibilities by independent directors; and the</del> <u>Secretary to the Board of Directors shall ensure the unimpeded access to information between the independent directors and other directors, senior management and other relevant personnel, and ensure that the independent directors have access to adequate resources and necessary professional advice when performing their duties;</u></p> <p>(4) the reasonable expenses incurred from engaging <del>intermediaries</del> <u>professional entities</u> and the reasonable costs incurred when carrying out duties by independent directors shall be borne by the Bank.</p>
<p>Article 175 The Bank shall grant the independent directors an appropriate allowance. The criteria of the allowance plan shall be formulated by the Board of Directors, and be considered and approved by the shareholders' general meeting. No independent directors shall obtain any additional and undisclosed benefits from the Bank, the substantial shareholders of the Bank or interested institutions or individuals in addition to the abovementioned allowances.</p>	<p>Article <del>175</del><b>62</b> The Bank shall grant the independent directors an appropriate allowance. The criteria of the allowance plan shall be formulated by the Board of Directors, and be considered and approved by the <del>shareholders'</del> general meeting. No independent directors shall obtain any additional and undisclosed benefits from the Bank, the substantial shareholders of the Bank or interested institutions or individuals in addition to the abovementioned allowances.</p>



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Addition	<b>Article 163 The Bank could establish a liability insurance system for independent directors to reduce the risks that may be caused by independent directors in normal performing their duties.</b>
<p>Article 176 An independent director may resign before the term of office expires. Prior to the approval of resignation of the independent director by the Board of Directors, the independent director shall continue to carry out his/her duties.</p> <p>The resigning independent director shall submit a written resignation report to the Board of Directors, and serve a written statement on the immediately following shareholders' general meeting to specify any circumstances related to the resignation or any fact that he/she believes requires the attention of the shareholders and creditors.</p>	<p>Article <del>176</del><b>64</b> An independent director may resign before the term of office expires. Prior to the approval of resignation of the independent director by the Board of Directors, the independent director shall continue to carry out his/her duties.</p> <p>The resigning independent director shall submit a written resignation report to the Board of Directors, and serve a written statement on the immediately following <del>shareholders'</del> general meeting to specify any circumstances related to the resignation or any fact that he/she believes requires the attention of the shareholders and creditors.</p>
Article 177 If the resignation of an independent director causes the number of independent directors to account for less than one-third in the Board of Directors, such independent director shall continue to perform his/her duties until a new independent director takes office, unless he/she resigns or is dismissed due to the loss of independence.	Article <del>177</del> <b>65</b> If the resignation of an independent director causes the number of independent directors to account for less than one-third in the Board of Directors, such independent director shall continue to perform his/her duties until a new independent director takes office, unless he/she resigns or is dismissed due to the loss of independence.
<p>Article 178 The Board of Directors or the Board of Supervisors has the right to propose at a shareholders' general meeting to remove an independent director in any of the following circumstances:</p> <p>(1) material dereliction of duty specified in Article 173 of these Articles;</p> <p>(2) failure to resign from the position when he/she is no longer qualified to be an independent director;</p> <p>(3) failure to attend the Board meetings in person three times consecutively shall be deemed to have failed to perform duties, and the Bank shall convene a shareholders' general meeting to remove his/her position and elect a new independent director within three months; and</p> <p>(4) other circumstances provided by the laws, regulations, regulatory provisions and these Articles where an independent director is no longer suitable for holding such position.</p>	<p>Article <del>178</del><b>66</b> The Board of Directors <del>or the Board of Supervisors</del> has the right to propose at a <del>shareholders'</del> general meeting to remove an independent director <b>before the expiration of the term of office</b> in any of the following circumstances:</p> <p>(1) material dereliction of duty specified in Article <del>173</del><b>60</b> of these Articles;</p> <p>(2) failure to resign from the position when he/she is no longer qualified to be an independent director;</p> <p>(3) failure to attend the Board meetings in person three times consecutively shall be deemed to have failed to perform duties, and the Bank shall convene a <del>shareholders'</del> general meeting to remove his/her position and elect a new independent director within three months; and</p> <p>(4) other circumstances provided by the laws, regulations, regulatory provisions and these Articles where an independent director is no longer suitable for holding such position.</p> <p><b><u>In case of such early dismissal, the Bank shall disclose the specific reasons and basis in a timely</u></b></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p>manner. If the independent directors have any objections, the Bank shall make disclosure timely.</p> <p><u>If an independent director fails to be qualified to serve as a director pursuant to the laws, regulations, regulatory provisions and the Articles of Association as well as the independence requirements stipulated by these Articles, he/she shall immediately cease to perform his/her duties and resign from his/her position. If the resignation is not tendered, the Board of Directors shall, as soon as it knows or ought to have known of the occurrence of such fact, remove him/her from office in accordance with the regulations.</u></p> <p><u>In the event that an independent director resigns or is relieved of his/her duties as a result of circumstances touching upon the provisions of the preceding paragraph, resulting in the proportion of independent directors on the Board of Directors or its special committees not complying with the provisions of laws, regulations or the Articles of Association, or if there is a lack of professional accountants among the independent directors, the Bank shall complete the by-election of such independent directors within sixty days from the date of the occurrence of the aforesaid fact.</u></p>
<p>Article 179 If the Board of Directors or Board of Supervisors proposes at a shareholders' general meeting to remove an independent director, it shall report to relevant regulatory authority and issue a written notice to the independent director one month before such shareholders' general meeting. The independent director shall have the right to express the opinion orally or in writing before the voting, and shall have the right to submit such opinion to the banking regulatory authority under the State Council five days prior to the shareholders' general meeting. The shareholders shall vote after reviewing the independent director's opinion.</p>	<p>Article 179<del>67</del> If the Board of Directors<del>or Board of Supervisors</del> proposes at a <del>shareholders'</del><sup>shareholders'</sup> general meeting to remove an independent director, it shall report to relevant regulatory authority and issue a written notice to the independent director one month before such <del>shareholders'</del><sup>shareholders'</sup> general meeting. The independent director shall have the right to express the opinion orally or in writing before the voting, and shall have the right to submit such opinion to the banking regulatory authority under the State Council five days prior to the <del>shareholders'</del><sup>shareholders'</sup> general meeting. The shareholders shall vote after reviewing the independent director's opinion.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Section 3 Board of Directors	Section 3 Board of Directors
Article 180 The Bank shall establish a Board of Directors, which shall be accountable to the shareholders' general meeting.	Article <del>180</del> <b>68</b> The Bank shall establish a Board of Directors, which shall be accountable to the <del>shareholders'</del> <b>shareholders'</b> general meeting.
Article 181 The Board of Directors of the Bank shall be composed of fifteen (15) directors, including four (4) executive directors, eleven (11) non-executive directors (including five (5) independent directors). There is one chairman for the Board of Directors. The chairman shall be elected by more than half of all directors under the Board of Directors. The chairman shall not concurrently serve as the president.	Article <del>181</del> <b>69</b> The Board of Directors of the Bank shall be composed of <del>fifteen (15)</del> <b>seventeen (17)</b> directors, including four (4) executive directors, <del>eleven (11)</del> <b>thirteen (13)</b> non-executive directors (including <del>five (5)</del> <b>six (6)</b> independent directors <b>and one (1) staff director</b> ). There is one chairman <b>and one vice chairman</b> for the Board of Directors. The chairman <b>and vice chairman</b> shall be elected by more than half of all directors under the Board of Directors. The chairman shall not concurrently serve as the president.
Article 182 The Board of Directors shall be the decision-making body of the Bank, which formulates strategies, makes decisions and prevents risks. The Board of Directors performs the following duties and powers:  (1) convene, and report to, shareholders' general meetings;  (2) implement resolutions adopted at shareholders' general meetings;  (3) make decisions on the Bank's business plans and investment plans;  (4) formulate the Bank's annual financial budgets and final accounts as well as risk-based capital allocation;  (5) formulate the Bank's proposals on profit distribution and loss recovery plans;  (6) formulate proposals on the capital replenishment plans, such as increase or reduction of the Bank's registered capital and the issue of bonds and other securities, listing plans, plans of applying capital funds raised, as well as supervise and performance these proposals, in order to the ensure capital adequacy ratio of the Bank comply with regulatory requirement;  (7) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division, dissolution or other change in the form of the Bank;  (8) consider and approve matters including external investments, assets acquisition, assets disposal and write-off, pledge of assets, related party transactions	Article <del>182</del> <b>70</b> The Board of Directors shall be the decision-making body of the Bank, which formulates strategies, makes decisions and prevents risks. The Board of Directors performs the following duties and powers:  (1) convene, and report to, <del>shareholders'</del> <b>shareholders'</b> general meetings;  (2) implement resolutions adopted at <del>shareholders'</del> <b>shareholders'</b> general meetings;  (3) make decisions on the Bank's business plans and investment plans;  (4) <del>formulate</del> <b>consider and approve</b> the Bank's annual financial budgets and final accounts as well as <del>formulate</del> <b>formulate</b> risk-based capital allocation;  (5) formulate the Bank's proposals on profit distribution and loss recovery plans;  (6) formulate proposals on the capital replenishment plans, such as increase or reduction of the Bank's registered capital <del>and the issue of bonds</del> and other securities, listing plans, plans of applying capital funds raised, as well as supervise and performance these proposals, in order to the ensure capital adequacy ratio of the Bank comply with regulatory requirement;  (7) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division, dissolution or other change in the form of the Bank;  (8) consider and approve matters including external investments, assets acquisition, assets disposal and

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>and data governance in accordance with laws, regulations, regulatory provisions, these Articles and the relevant authorization systems of the Bank;</p> <p>(9) decide on the establishment of the Bank's internal management departments;</p> <p>(10) appoint or remove the Bank's president and Secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management, including the vice president and assistants to the president in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate proposals on the remuneration and subsidies of the directors of the Bank;</p> <p>(12) formulate the basic management systems of the Bank;</p> <p>(13) review and approve the strategy of green credit, monitor and evaluate the Bank's fulfillment of social responsibility and promote sustainable financial development;</p> <p>(14) formulate the Bank's risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management;</p> <p>(15) formulate amendments to these Articles, formulate rules of procedure of the shareholders' general meetings and rules of procedure of the Board of Directors, consider and approve the terms of reference of special committees of the Board of Directors;</p> <p>(16) approve internal audit rules and audit plans, work plans of the Bank;</p> <p>(17) manage or authorize Related Party Transactions Control Committee to manage related party transaction;</p> <p>(18) determine the strategies of operation and development for long and medium term and material business development plans of the Bank, as well as supervise their effective implementation;</p> <p>(19) formulate the capital planning of the Bank,</p>	<p>write-off, pledge of assets, related party transactions and data governance, <b>issuance of corporate bonds and decision of issuing no more than 50% of its issued shares (other than the capital contribution in the form of non-monetary property) within three years</b> in accordance with laws, regulations, regulatory provisions, these Articles and the relevant authorization systems of the Bank;</p> <p>(9) decide on the establishment of the Bank's internal management departments;</p> <p>(10) appoint or remove the Bank's president and Secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management, including the vice president and assistants to the president in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate proposals on the remuneration and subsidies of the directors of the Bank;</p> <p>(12) formulate the basic management systems of the Bank;</p> <p>(13) review and approve the strategy of green credit, monitor and evaluate the Bank's fulfillment of social responsibility and promote sustainable financial development;</p> <p>(14) formulate the Bank's risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management;</p> <p>(15) formulate amendments to these Articles, formulate rules of procedure of the <b>shareholders</b><sup>2</sup>-general meetings and rules of procedure of the Board of Directors, consider and approve the terms of reference of special committees of the Board of Directors;</p> <p>(16) approve internal audit rules and audit plans, work plans of the Bank;</p> <p>(17) manage or authorize Related Party Transactions Control Committee to manage related party transaction;</p> <p>(18) determine the strategies of operation and</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>assume ultimate responsibility for capital or solvency management;</p> <p>(20) to establish the Bank's information disclosure system, to manage the information disclosure matters of the Bank, and to assume ultimate responsibility for the truth, completeness, accurateness and timeliness of the Banks' accounting and financial reporting system;</p> <p>(21) propose to the shareholders' general meeting the engagement or dismissal of the accounting firm that conducts regular and statutory audit of the financial reports of the Bank;</p> <p>(22) supervise and evaluate the work performance of the directors and senior management officers of the Bank, listen to the president's work report and inspect the president's work;</p> <p>(23) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(24) draw up share incentive and equity repurchase plans of the Bank;</p> <p>(25) regularly evaluate and improve corporate governance of the Bank, and make necessary amendment for existing problems;</p> <p>(26) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(27) establish mechanisms to identify, review and manage conflicts of interests between the Bank and its shareholders, especially the substantial shareholders;</p> <p>(28) assume management responsibility for the shareholders affairs;</p> <p>(29) other rights conferred by the laws, regulations, regulatory provisions or these Articles and shareholders' general meeting.</p> <p>The powers of the Board of Directors shall be exercised collectively by the Board of Directors. The powers of the Board of Directors stipulated by the Company Law shall generally not be delegated to the chairman, directors, other institutions or individuals.</p>	<p>development for long and medium term and material business development plans of the Bank, as well as supervise their effective implementation;</p> <p>(19) formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management;</p> <p>(20) to establish the Bank's information disclosure system, to manage the information disclosure matters of the Bank, and to assume ultimate responsibility for the truth, completeness, accurateness and timeliness of the Banks' accounting and financial reporting system;</p> <p>(21) propose to the <del>shareholders'</del> general meeting the engagement or dismissal of the accounting firm that conducts regular and statutory audit of the financial reports of the Bank;</p> <p>(22) supervise and evaluate the work performance of the directors and senior management officers of the Bank, listen to the president's work report and inspect the president's work;</p> <p>(23) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(24) draw up share incentive and equity repurchase plans of the Bank;</p> <p>(25) regularly evaluate and improve corporate governance of the Bank, and make necessary amendment for existing problems;</p> <p>(26) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(27) establish mechanisms to identify, review and manage conflicts of interests between the Bank and its shareholders, especially the substantial shareholders;</p> <p>(28) assume management responsibility for the shareholders affairs;</p> <p>(29) <b><u>to consider matters of the payment for the merger of the Bank not exceeding 10% of the Bank's net assets;</u></b></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals.</p>	<p><b>(30)</b> other rights conferred by the laws, regulations, regulatory provisions, <u>relevant rules of the securities regulatory authorities of the place where the Bank's shares are listed</u> or these Articles and <del>shareholders</del><sup>2</sup> general meeting.</p> <p>The powers of the Board of Directors shall be exercised collectively by the Board of Directors. The powers of the Board of Directors stipulated by the Company Law shall generally not be delegated to the chairman, directors, other institutions or individuals. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals.</p> <p><b><u>Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for deliberation.</u></b></p>
<p>Article 183 The Board of Directors of the Bank shall perform its responsibility diligently and undertake the ultimate responsibility of equity affairs management, consumer rights and interests protection, large risk exposure management, data governance, book risk interest rate management, practitioner behavior management, money laundering risk management and other related work.</p>	<p>Article <del>183</del><b>71</b> The Board of Directors of the Bank shall perform its responsibility diligently and undertake the ultimate responsibility of equity affairs management, consumer rights and interests protection, large risk exposure management, data governance, book risk interest rate management, practitioner behavior management, money laundering risk management and other related work.</p>
<p>Article 184 The Board of Directors shall formulate the rules of procedure for its meetings to ensure that the Board of Directors has put the resolutions adopted at the shareholders' general meeting into action so as to promote work efficiency and make scientific decisions.</p>	<p>Article <del>184</del><b>72</b> The Board of Directors shall formulate the rules of procedure for its meetings to ensure that the Board of Directors has put the resolutions adopted at the <del>shareholders</del><sup>2</sup> general meeting into action so as to promote work efficiency and make scientific decisions.</p>
<p>Article 185 The Board of Directors shall explain at a shareholders' general meeting the qualified opinions contained in the audit reports issued by registered accountants in respect of the Bank's finance.</p>	<p>Article <del>185</del><b>73</b> The Board of Directors shall explain at a <del>shareholders</del><sup>2</sup> general meeting the qualified opinions contained in the audit reports issued by registered accountants in respect of the Bank's finance.</p>



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<p>Article 186 The Board of Directors shall not, without the prior approval in a shareholders' general meeting, dispose of or agree to dispose of any fixed assets where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as stated in the last balance sheet reviewed at the shareholders' general meeting. A "disposal of fixed assets" as referred to in this Article includes an act involving the transfer of an interest in certain assets, but does not include the provision of fixed assets by way of security.</p> <p>Breach of the above provision article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.</p>	<p><del>Article 186 The Board of Directors shall not, without the prior approval in a shareholders' general meeting, dispose of or agree to dispose of any fixed assets where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any similar disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets as stated in the last balance sheet reviewed at the shareholders' general meeting. A "disposal of fixed assets" as referred to in this Article includes an act involving the transfer of an interest in certain assets, but does not include the provision of fixed assets by way of security.</del></p> <p><b>Breach of the above provision article shall not affect the validity of any transaction entered into by the Bank in disposing of fixed assets.</b></p>
<p>Article 187 The Board of Directors shall specify the scope of external investment, asset acquisition and sales, pledge of assets, external guarantee, trust of wealth management and related party transactions and set up a stringent internal control system, formulate a comprehensive investigation and decision making process. Specialists and professionals should be organized to assess any major investment projects and seek approval at a shareholders' general meeting.</p>	<p>Article <del>187</del><b>74</b> The Board of Directors shall specify the scope of external investment, asset acquisition and sales, pledge of assets, external guarantee, trust of wealth management, <del>and</del> <b>and external donations, etc.</b> and set up a stringent internal control system, formulate a comprehensive investigation and decision making process. Specialists and professionals should be organized to assess any major investment projects and seek approval at a <del>shareholders'</del> <b>shareholders'</b> general meeting.</p>
<p>Addition</p>	<p><b><u>Article 175 The Board of Directors of the Bank shall assess the qualifications of major shareholders, the fulfillment of commitments, the implementation of the Articles of Association or terms of agreements and compliance with laws, regulations and regulatory provisions at least on an annual basis. It shall assess the financial position, shareholding and related party transactions of the previous year of major shareholders and report on the general meeting or through written documents, as well as submit the assessment reports to the banking supervision and administration department under the State Council in a timely manner.</u></b></p>

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<p>Article 188 Related party transactions required to submit to a shareholders' general meeting for consideration shall be adopted by the Board of Directors through a resolution, and such resolution shall not be implemented until being approved at the shareholders' general meeting. Any shareholder who has a conflict of interest in such connected transactions shall abstain from voting on such resolution.</p>	<p>Article <del>188</del><sup>76</sup> <u>The Bank shall improve its internal control mechanisms for related-party transactions, optimize the management processes for such transactions, and ensure that review opinions on critical stages, as well as resolutions and records from meetings of the related-party transaction control committee, are clear and traceable.</u></p> <p><u>General related-party transactions shall be reviewed in accordance with the Bank's internal management systems and authorization procedures and filed with the related-party transaction control committee. Major related-party transactions shall be reviewed by the related-party transaction control committee and submitted to the Board of Directors for approval. Resolutions made at Board of Directors meetings must be approved by more than two-thirds of the non-related directors. If the number of non-related directors attending the Board of Directors meeting is less than three, the matter shall be submitted to the general meeting for review.</u></p> <p><u>Related party transactions involving the Bank's directors, senior management officers, their close relatives, enterprises directly or indirectly controlled by such persons, and other related parties with whom directors or senior management officers have other related party relationships shall be reviewed by the related-party transaction control committee and submitted to the Board of Directors for approval in accordance with the provisions of the Articles of Association. Such transactions shall not be exempt from review under the related party transaction management regulations of the banking regulatory and administrative authorities under the State Council. If the subject matter of the aforementioned related-party transactions is the Bank's routine financial products or services, and the amount of each transaction and the cumulative transaction amount do not reach the threshold for major related-party transactions, the Board of Directors may make a unified resolution on such related-party transactions.</u></p> <p>Related party transactions required to submit to a <del>shareholders'</del><sup>2</sup> general meeting for consideration shall be adopted by the Board of Directors through a resolution, and such resolution shall not be implemented until being approved at the <del>shareholders'</del><sup>2</sup></p>

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	general meeting. Any shareholder who has a conflict of interest in such connected transactions shall abstain from voting on such resolution.
Article 189 The chairman of the Board of Directors shall have the following duties and powers:	Article <del>189</del> <sup>77</sup> The chairman of the Board of Directors shall have the following duties and powers:
(1) to preside over shareholders' general meetings, and convene and preside over meetings of the Board of Directors, and to determine the matters to be considered according to laws;	(1) to preside over <del>shareholders'</del> <sup>2</sup> general meetings, and convene and preside over meetings of the Board of Directors, and to determine the matters to be considered according to laws;
(2) to supervise and examine the implementation of resolutions of the Board of Directors and report to the Board of Directors;	(2) to supervise and examine the implementation of resolutions of the Board of Directors and report to the Board of Directors;
(3) to sign certificates of shares and bonds issued by the Bank;	(3) to sign certificates of shares and bonds issued by the Bank;
(4) to exercise the duties and powers of a legal representative;	(4) to exercise the duties and powers of a legal representative;
(5) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;	(5) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;
(6) to lead the formulation of each plan and report that shall be submitted by the Board of Directors to shareholders' general meeting;	(6) to lead the formulation of each plan and report that shall be submitted by the Board of Directors to <del>shareholders'</del> <sup>2</sup> general meeting;
(7) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise the special power in relation to the Bank's affairs in the Bank's interests and in compliance with the legal provisions, and subsequently report such activities to the Board of Directors and the shareholders at a general meeting;	(7) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise the special power in relation to the Bank's affairs in the Bank's interests and in compliance with the legal provisions, and subsequently report such activities to the Board of Directors and the shareholders at a general meeting;
(8) to nominate candidates for the president and Secretary to the Board of Directors as well as other personal who shall be proposed by chairman for appointment or removal by the Board of Directors;	(8) to nominate candidates for the president and Secretary to the Board of Directors as well as other personal who shall be proposed by chairman for appointment or removal by the Board of Directors;
(9) to propose candidate for member of each special committees of the Board of Directors to the Board of Directors of the Bank;	(9) to propose candidate for member of each special committees of the Board of Directors to the Board of Directors of the Bank;
(10) other duties and powers conferred by the Board of Directors.	(10) other duties and powers conferred by the Board of Directors.

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<p>Article 190 If the chairman of the Board is unable to perform his/her authorities or fails to perform his/her duties and responsibilities, a director shall be recommended by half or more directors jointly to perform such duties and responsibilities on behalf. Where the chairman is temporarily vacant due to the fact that the qualifications of the new chairman have not been approved or other reasons, the Bank shall designate personnel who meet the corresponding qualifications to perform duties on behalf of the chairman, and report to the decision-making authority for the qualification examination within three days from the date of the designation. The time of performing duties on behalf of the chairman shall not exceed six months.</p>	<p>Article <del>190</del><b>78</b> <b>The vice chairman shall assist the chairman with his or her work, if</b> <del>If</del> the chairman of the Board is unable to perform his/her authorities or fails to perform his/her duties and responsibilities, <b>the vice chairman shall perform such duties; where the vice chairman is incapable of performing or not performing his/her duties,</b> a director shall be recommended by half or more directors jointly to perform such duties and responsibilities on behalf. Where the chairman is temporarily vacant due to the fact that the qualifications of the new chairman have not been approved or other reasons, the Bank shall designate personnel who meet the corresponding qualifications to perform duties on behalf of the chairman, and report to the decision-making authority for the qualification examination within <del>three</del><b>ten</b> days from the date of the designation. The time of performing duties on behalf of the chairman shall not exceed six months.</p>
<p>Article 191 The Board of Directors shall hold a regular meeting at least once a quarter and the chairman shall convene and preside the meeting. All the directors shall be notified in writing to attend the meeting, and all the supervisors shall be notified to be present at the meeting fourteen days before the meeting. The meeting agenda and relevant documents shall be served ten days before the meeting.</p>	<p>Article <del>191</del><b>79</b> The Board of Directors shall hold a regular meeting at least once a quarter and the chairman shall convene and preside the meeting. All the directors shall be notified in writing to attend the meeting, <del>and all the supervisors shall be notified to be present at the meeting</del> fourteen days before the meeting. The meeting agenda and relevant documents shall be served ten days before the meeting.</p>
<p>Article 192 In any of the following circumstances, the Bank shall convene a provisional Board meeting:</p> <p>(1) it is proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(2) it is proposed by more than one-third of the directors;</p> <p>(3) it is proposed by two or more independent directors;</p> <p>(4) it is proposed by the Board of Supervisors;</p> <p>(5) it is deemed necessary by the chairman.</p>	<p>Article <del>192</del><b>80</b> In any of the following circumstances, the Bank shall convene a provisional Board meeting:</p> <p>(1) it is proposed by more than one-tenth of the shareholders with voting rights;</p> <p>(2) it is proposed by more than one-third of the directors;</p> <p>(3) it is proposed by two or more independent directors;</p> <p>(4) it is proposed by the <del>Board of Supervisors</del> <b>Audit Committee</b>;</p> <p>(5) it is deemed necessary by the chairman.</p>

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<p>Article 193 Board meetings may be held on site or in the form of written resolution.</p> <p>Where any director is unable to immediately sign a resolution of the meeting held by telephone, video call or other instant communication and discussion, an oral vote shall be taken. A director's oral vote shall have the same effect as a written signature, provided that the subsequent written signature shall be consistent with the oral vote at the meeting. If there is a discrepancy between the two, the oral vote shall prevail. An oral vote shall take effect from the date on which it is made, but the director shall sign the written documents as soon as possible.</p> <p>The term "conference on site" in these Articles refers to a meeting held by means of live, video, telephone, etc., which ensures instant communication and discussion among the attendees.</p> <p>The term "written resolution" in these Articles refers to a meeting at which proposals are served, separately or in sequence to, to the directors for their resolutions.</p>	<p>Article <del>193</del><b>19381</b> Board meetings may be held on site or in the form of written resolution.</p> <p>Where any director is unable to immediately sign a resolution of the meeting held by telephone, video call or other instant communication and discussion, an oral vote shall be taken. A director's oral vote shall have the same effect as a written signature, provided that the subsequent written signature shall be consistent with the oral vote at the meeting. If there is a discrepancy between the two, the oral vote shall prevail. An oral vote shall take effect from the date on which it is made, but the director shall sign the written documents as soon as possible.</p> <p>The term "conference on site" in these Articles refers to a meeting held by means of live, video, telephone, etc., which ensures instant communication and discussion among the attendees.</p> <p>The term "written resolution" in these Articles refers to a meeting at which proposals are served, separately or in sequence to, to the directors for their resolutions.</p>
<p>Article 194 Where a Board meeting is held in the form of written resolution, if the Board of Directors has sent the proposal to all the directors, and the directors who have signed the proposal have reached the quorum required to adopt the resolution, the contents of the proposal shall be deemed to be the resolution of the Board of Directors after a written document signed and approved by such directors is served on the Secretary to the Board of Directors or the Board office.</p>	<p>Article <del>194</del><b>19482</b> Where a Board meeting is held in the form of written resolution, if the Board of Directors has sent the proposal to all the directors, and the directors who have signed the proposal have reached the quorum required to adopt the resolution, the contents of the proposal shall be deemed to be the resolution of the Board of Directors after a written document signed and approved by such directors is served on the Secretary to the Board of Directors or the Board office.</p>
<p>Article 195 The Board of Directors shall notify all directors of the date of the meeting in accordance with related provisions, and provide them with adequate materials before such meeting, including background introduction of the subject matters, any information and details which can facilitate the directors to make decisions.</p> <p>Extraordinary meetings of the Board of Directors shall be convened by the chairman. The Board of Directors shall notify all directors and supervisors five days before such meeting in the form of a written notice sent by hand, registered mail, telegraph, telex, faxes or e-mail.</p> <p>If a provisional meeting of the Board of Directors is convened due to an urgent matter and the circumstances set forth in paragraphs (1) to (4) of</p>	<p>Article <del>195</del><b>19583</b> The Board of Directors shall notify all directors of the date of the meeting in accordance with related provisions, and provide them with adequate materials before such meeting, including background introduction of the subject matters, any information and details which can facilitate the directors to make decisions.</p> <p>Extraordinary meetings of the Board of Directors shall be convened by the chairman. The Board of Directors shall notify all directors <del>and supervisors</del> five days before such meeting in the form of a written notice sent by hand, registered mail, telegraph, telex, faxes or e-mail.</p> <p>If a provisional meeting of the Board of Directors is convened due to an urgent matter and the circumstances set forth in paragraphs (1) to (4) of</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 192, the chairman or other conveners of the Board meeting shall determine the time and manner of giving notice of the meeting.	Article <del>192</del> <b>80</b> , the chairman or other conveners of the Board meeting shall <del>determine the time and manner of giving notice of the meeting</del> <b>convene and preside over the Board meeting within ten days after receipt of the proposal.</b>
<p>Article 196 The notice of a Board meeting shall contain the following contents:</p> <p>(1) the date, place and duration of the meeting;</p> <p>(2) the reason for holding the meeting and agenda and subject matters;</p> <p>(3) names and telephone numbers of the permanent contact persons for meeting matters; and</p> <p>(4) the date of issuance of the meeting notice.</p>	<p>Article <del>196</del><b>84</b> The notice of a Board meeting shall contain the following contents:</p> <p>(1) the date, place and duration of the meeting;</p> <p>(2) the reason for holding the meeting and agenda and subject matters;</p> <p>(3) names and telephone numbers of the permanent contact persons for meeting matters; and</p> <p>(4) the date of issuance of the meeting notice.</p>
<p>Article 197 The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meetings must be approved by more than half of the directors.</p> <p>Supervisors shall attend meetings convened by the Board of Directors as non-voting delegates; the senior management who don't hold directorship shall be allowed to attend meetings convened by the Board of Directors as non-voting delegates. The host of meeting, if he/she consider necessary, may inform other relevant personnel to attend the Board meeting.</p> <p>Voting at the Board meetings may be conducted by conference on site or by written resolution. Each director shall have one vote.</p>	<p>Article <del>197</del><b>85</b> The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meetings must be approved by more than half of the directors.</p> <p><b><u>The Board of Directors shall obtain the approval of more than half of all members of the Audit Committee before making resolutions relating to matters provided in Article 198.</u></b></p> <p><del>Supervisors shall attend meetings convened by the Board of Directors as non-voting delegates;</del> <b>The senior management <u>officers</u></b> who don't hold directorship shall be allowed to attend meetings convened by the Board of Directors as non-voting delegates. The host of meeting, if he/she consider necessary, may inform other relevant personnel to attend the Board meeting.</p> <p>Voting at the Board meetings may be conducted by conference on site or by written resolution. Each director shall have one vote.</p>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 198 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by written resolution:</p> <p>(1) formulation of plans concerning an increase or reduction in the registered capital;</p> <p>(2) formulation of plans concerning merger, division, dissolution or change of form of the Bank;</p> <p>(3) formulation of plans concerning external guarantee, issuance of bonds, etc.;</p> <p>(4) formulation of draft of articles and plans concerning amendments to the Articles of Association;</p> <p>(5) profit distribution;</p> <p>(6) remuneration plans;</p> <p>(7) material investment;</p> <p>(8) material asset disposal;</p> <p>(9) appointment or dismissal of senior management officers;</p> <p>(10) plans for capital replenishment;</p> <p>(11) significant changes in equity;</p> <p>(12) financial restructuring;</p> <p>(13) other matters required by laws, regulations, regulatory provisions and these Articles.</p>	<p>Article <del>198</del><b>86</b> The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by written resolution:</p> <p>(1) formulation of plans concerning an increase or reduction in the registered capital;</p> <p>(2) formulation of plans concerning merger, division, dissolution or change of form of the Bank;</p> <p>(3) formulation of plans concerning external guarantee, issuance of bonds, etc.;</p> <p>(4) formulation of draft of articles and plans concerning amendments to the Articles of Association;</p> <p>(5) profit distribution;</p> <p>(6) remuneration plans;</p> <p>(7) material investment;</p> <p>(8) material asset disposal;</p> <p>(9) appointment or dismissal of senior management officers;</p> <p>(10) plans for capital replenishment;</p> <p>(11) significant changes in equity;</p> <p>(12) financial restructuring;</p> <p>(13) other matters required by laws, regulations, regulatory provisions and these Articles.</p>
<p>Article 199 Directors who have related party relations with the resolutions to be discussed at the Board meetings shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any related party relations are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors without related party relations with the matter to be resolved. Where less than three directors with no related party relations with the matter are present at the Board meeting, such proposals shall be submitted to the shareholders for approval. A director shall not vote on any board resolution approving any contract or arrangement or</p>	<p>Article <del>199</del><b>87</b> Directors who have related party relations with <u><b>enterprise or individual involved in</b></u> the resolutions to be discussed at the Board meetings, <u><b>such directors shall report to the Board of the Directors in writing in a timely manner. Directors who have related party relations</b></u> shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any related party relations are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors without related party relations with the matter to be resolved. Where less than three directors with no related party relations with the matter are present at the Board</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting.	meeting, such proposals shall be submitted to the shareholders for approval. <del>A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting.</del>
Article 200 Directors shall attend meetings convened by the Board of Directors in person. Directors shall attend Board meetings in a serious and responsible manner and express clear opinions on the matters under discussion. If a director cannot attend the meeting due to certain reasons, he/she may appoint another director in writing to attend and vote on behalf according to the wishes of the principal, who shall bear the legal liability independently.	Article <del>200</del> <b>188</b> Directors shall attend meetings convened by the Board of Directors in person. Directors shall attend Board meetings in a serious and responsible manner and express clear opinions on the matters under discussion. If a director cannot attend the meeting due to certain reasons, he/she may appoint another director in writing to attend and vote on behalf according to the wishes of the principal, who shall bear the legal liability independently.
The proxy form shall state the names of the director and the proxy, brief comments of the director on each proposal, scope of authorization, instructions on voting in respect of each of the proposals, validity period as well as signature of the director and date, etc.	The proxy form shall state the names of the director and the proxy, brief comments of the director on each proposal, scope of authorization, instructions on voting in respect of each of the proposals, validity period as well as signature of the director and date, etc.
The proxy director shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the director within the scope of authorization. If a director is unable to attend a board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the director shall bear the same legal liabilities in respect of resolutions of the Board of Directors.	The proxy director shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the director within the scope of authorization. If a director is unable to attend a board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the director shall bear the same legal liabilities in respect of resolutions of the Board of Directors.
The appointment of proxy for a board meeting shall comply with the following:	The appointment of proxy for a board meeting shall comply with the following:
(1) If related party transactions are to be considered, a director who has interest in the transactions shall not appoint or be appointed by another director as proxy to attend the meeting on his behalf;	(1) If related party transactions are to be considered, a director who has interest in the transactions shall not appoint or be appointed by another director as proxy to attend the meeting on his behalf;
(2) An independent director shall not appoint a non-independent director and shall not accept the appointment by a non-independent director to attend a board meeting on his behalf;	(2) An independent director shall not appoint a non-independent director and shall not accept the appointment by a non-independent director to attend a board meeting on his behalf;
(3) A director shall not appoint another director to attend a board meeting without stating his opinions and voting instruction and the other director shall not accept such appointment;	(3) A director shall not appoint another director to attend a board meeting without stating his opinions and voting instruction and the other director shall not accept such appointment;

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(4) A director in principle shall accept appointments from a maximum of two directors who are not personally present at the meeting. When considering related party transactions, an unrelated director shall not appoint a related director to attend on behalf. A director shall not appoint another director who has been appointed by two other directors to attend a board meeting.	(4) A director in principle shall accept appointments from a maximum of two directors who are not personally present at the meeting. When considering related party transactions, an unrelated director shall not appoint a related director to attend on behalf. A director shall not appoint another director who has been appointed by two other directors to attend a board meeting.
<p>Article 201 Minutes shall be taken to record the decisions of matters discussed in the on-site meeting (except for voting by written resolutions). Directors and recorder attending the meeting shall sign the minutes. Where a director disagrees with the minutes, he/she may append a note to his/her signature. The board meeting minutes shall be kept as the Bank's files permanently.</p> <p>The Bank shall record the Board meetings in the forms of audio, video, etc.</p>	<p>Article <del>201</del><b>189</b> Minutes shall be taken to record the decisions of matters discussed in the on-site meeting (except for voting by written resolutions). Directors <del>and recorder</del> attending the meeting shall sign the minutes. Where a director disagrees with the minutes, he/she may append a note to his/her signature. The board meeting minutes shall be kept as the Bank's files permanently.</p> <p>The Bank shall record the Board meetings in the forms of audio, video, etc.</p>
<p>Article 202 Board meeting minutes shall include the following:</p> <p>(1) the date and place of the meeting, the names of the presider and convener;</p> <p>(2) the names of directors attending the meeting and the names of directors (proxies) appointing or appointed by others to attend the Board meeting;</p> <p>(3) the agenda and topics of the meeting;</p> <p>(4) the main points of directors' speeches; and</p> <p>(5) the method and results of the voting for each proposal (the voting results shall state the numbers of votes and the names of the voters voting in the affirmative, negative, or in abstention);</p> <p>(6) other relevant contents of the meeting;</p> <p>(7) name of the recorder of the meeting.</p>	<p>Article <del>202</del><b>190</b> Board meeting minutes shall include the following:</p> <p>(1) the date and place of the meeting, the names of the presider and convener;</p> <p>(2) the names of directors attending the meeting and the names of directors (proxies) appointing or appointed by others to attend the Board meeting;</p> <p>(3) the agenda and topics of the meeting;</p> <p>(4) the main points of directors' speeches; and</p> <p>(5) the method and results of the voting for each proposal (the voting results shall state the numbers of votes and the names of the voters voting in the affirmative, negative, or in abstention);</p> <p>(6) other relevant contents of the meeting;</p> <p>(7) name of the recorder of the meeting.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 203 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, rules or these Articles, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that such director has stated its objection when voting and the same was recorded in the Board meeting minutes. The minutes and resolutions of the Board meetings shall be submitted to the banking regulatory authorities under the State Council for record in a timely manner.</p>	<p>Article <del>203</del><u>191</u> Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, rules or these Articles, <u>resolutions of the general meeting</u>, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that such director has stated its objection when voting and the same was recorded in the Board meeting minutes. The minutes and resolutions of the Board meetings shall be submitted to the banking regulatory authorities under the State Council for record in a timely manner.</p>
<p>Article 204 If a Board resolution violates laws or regulations, the resolution is invalid.</p> <p>If the procedure for convening a Board of Directors' meeting, or the method of voting violates laws, regulations or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p>	<p><del>Article 204 If a Board resolution violates laws or regulations, the resolution is invalid.</del></p> <p><del>If the procedure for convening a Board of Directors' meeting, or the method of voting violates laws, regulations or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted.</del></p>
Section 4 Special Committees under the Board of Directors	Section 4 Special Committees under the Board of Directors
<p>Article 205 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary.</p> <p>Members of each Board committee shall be comprised of no less than three director members with expertise and work experience commensurate with the functions of the special committees. Independent directors shall form the majority of the Audit Committee and, the Nomination and Remuneration Committee. The independent directors shall in principle represent no less than one third of the Risk Management Committee and the Related Party Transactions Control Committee. Members of the Audit Committee can only be comprised of non-executive directors, and at least one of whom is an independent director with appropriate qualifications or accounting or related financial management expertise as required under the Listing Rules. Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee and the Nomination</p>	<p>Article <del>205</del><u>192</u> The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary.</p> <p>Members of each Board committee shall be comprised of no less than three director members with expertise and work experience commensurate with the functions of the special committees. Independent directors shall form the majority of the Audit Committee and, the Nomination and Remuneration Committee. The independent directors shall in principle represent no less than one third of the Risk Management Committee and the Related Party Transactions Control Committee. Members of the Audit Committee can only be comprised of non-executive directors <u>who do not serve as senior management officers of the Bank while meet the requirements of the Listing Rules</u>, and at least one of whom is an independent director with appropriate qualifications or accounting or related financial management expertise as required under the Listing Rules. <u>The accounting professional among</u></p>

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<p>and Remuneration Committee.</p> <p>A chairman shall be appointed to each special committee to take charge of convening the activities of each special committee; the chairman of the Audit Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee shall be independent directors; the chairman of each special committee may not concurrently serve as the chairman of another special committee.</p>	<p><u>independent directors shall serve as the convener. Members of the Audit Committee shall not have any relationship with the Bank that may affect their independent and objective judgment. Employee representatives of the Board members may serve as members of the Audit Committee.</u> Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee and the Nomination and Remuneration Committee.</p> <p>A chairman shall be appointed to each special committee to take charge of convening the activities of each special committee; the chairman of the Audit Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee shall be independent directors; the chairman of each special committee may not concurrently serve as the chairman of another special committee.</p>
<p>Article 206 The Board of Directors shall specify the rules of meetings and scope of work authority for each special committee, specifying the special committees' duties, rules of meetings, working procedures and matters authorized by the Board of Directors. The establishment, composition, scope of work authority and disclosure of information, etc. of each special committee shall be in accordance with the laws, regulations, regulatory provisions and the regulations of these Articles. Each special committee shall formulate annual working plan sand convene meetings regularly.</p>	<p>Article <del>206</del><b>193</b> The Board of Directors shall specify the rules of meetings and scope of work authority for each special committee, specifying the special committees' duties, rules of meetings, working procedures and matters authorized by the Board of Directors. The establishment, composition, scope of work authority and disclosure of information, etc. of each special committee shall be in accordance with the laws, regulations, regulatory provisions and the regulations of these Articles. Each special committee shall formulate annual working plan sand convene meetings regularly.</p>
<p>Article 207 The special committees shall, either expressly authorized by the Board of Directors or as required by laws and regulations, provide professional advice to the Board of Directors or make decisions on professional matters under the authority of the Board of Directors. Each special committee shall communicate with senior management and department heads regarding the operating and risk conditions of the Bank regularly, and give advice and recommendations.</p>	<p>Article <del>207</del><b>194</b> The special committees shall, either expressly authorized by the Board of Directors or as required by laws and regulations, provide professional advice to the Board of Directors or make decisions on professional matters under the authority of the Board of Directors. Each special committee shall communicate with senior management and department heads regarding the operating and risk conditions of the Bank regularly, and give advice and recommendations.</p>
<p>Article 208 Members of the special committees shall continually keep track of the changes and its impact on related matters of the Bank within the scope of the special committees, and raise the issue to the special committees in a timely manner.</p>	<p>Article <del>208</del><b>195</b> Members of the special committees shall continually keep track of the changes and its impact on related matters of the Bank within the scope of the special committees, and raise the issue to the special committees in a timely manner.</p>

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<p>Article 209 The relevant matters to be submitted to the Board of Directors for consideration shall first be considered by the relevant special committees, which shall put forward the deliberations. Except as authorized by the Board of Directors according to laws, the deliberations of the special committees cannot be substituted for the voting opinions of the Board of Directors. The special committees may engage intermediary agencies to provide professional advice, with costs to be borne by the Bank.</p>	<p>Article <del>209</del><b>196</b> The relevant matters to be submitted to the Board of Directors for consideration shall first be considered by the relevant special committees, which shall put forward the deliberations. Except as authorized by the Board of Directors according to laws, the deliberations of the special committees cannot be substituted for the voting opinions of the Board of Directors. The special committees may engage intermediary agencies to provide professional advice, with costs to be borne by the Bank.</p>
<p>Addition</p>	<p><b><u>Article 197 The Bank does not establish a Board of Supervisors or appoint supervisors. The Audit Committee under the Board of Directors shall exercise the functions and powers of the Board of Supervisors as stipulated by the Company Law. The primary duties of which include:</u></b></p> <p><b><u>(1) reviewing the financial position of the Banks;</u></b></p> <p><b><u>(2) supervising the performance of duties by directors and senior management officers of the Bank, and propose the dismissal of any directors or senior management officers who violate laws, administrative regulations, the Articles of Association, or resolutions of the general meetings;</u></b></p> <p><b><u>(3) requiring directors and senior management officers to rectify their actions when such actions harm the interests of the Bank;</u></b></p> <p><b><u>(4) proposing the convening of an extraordinary general meeting and, when the Board of Directors fails to convene or preside over general meetings as required by the Company Law, convening and presiding over such meetings;</u></b></p> <p><b><u>(5) submitting proposals to the general meetings;</u></b></p> <p><b><u>(6) initiating legal proceedings against directors or senior management officers in accordance with the law; and</u></b></p> <p><b><u>(7) supervising the Board of Directors in establishing sound business principles and value standards and formulating development strategies that are appropriate for the Bank;</u></b></p> <p><b><u>(8) assessing the scientific nature, rationality, and soundness of the Bank's development strategies and preparing assessment reports;</u></b></p>



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	<p><u>(9) supervising and inspecting the Bank's business decisions, risk management, and internal control systems and urge rectification;</u></p> <p><u>(10) supervising the selection and appointment procedures for Directors;</u></p> <p><u>(11) supervising the implementation of the Bank's compensation management system and the scientific and reasonable nature of compensation schemes for senior management officers;</u></p> <p><u>(12) reviewing the profit distribution plan of the commercial bank and providing opinions on the compliance and reasonableness of the profit distribution plan;</u></p> <p><u>(13) reviewing the Bank's periodic reports and providing written review opinions on the truthfulness, accuracy, and completeness of the reports;</u></p> <p><u>(14) evaluating the performance of the Board of Directors and senior management and their members;</u></p> <p><u>(15) other matters required by laws and regulations, regulatory provisions, the Articles of Association, and authorized by the Board of Directors.</u></p> <p><u>In addition to the above duties and responsibilities, the Audit Committee continues to exercise the duties of overseeing and evaluating the Bank's internal controls, internal audit work, and external audit work as stipulated in the Terms of Reference of the Audit Committee.</u></p>

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Addition	<p><u>Article 198 The Audit Committee under the Board of Directors of the Bank is responsible for reviewing and disclosing the Bank's financial information, supervising and evaluating internal and external audit work and internal control. The following matters should be submitted to the Board for deliberation after the consent of more than half of all members of the Audit Committee:</u></p> <p><u>(1) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;</u></p> <p><u>(2) appointment or dismissal of the accounting firm that undertakes the Bank's regular statutory auditing business;</u></p> <p><u>(3) appointment or dismissal of the Bank's financial controller;</u></p> <p><u>(4) changes in accounting policies, accounting estimates, or corrections of significant accounting errors for reasons other than changes in accounting standards; and</u></p> <p><u>(5) other matters as stipulated by the laws, regulations, regulatory provisions, and the Articles of Association.</u></p> <p><u>The Audit Committee shall hold at least one meeting every quarter, and may hold an extraordinary meeting when two or more members propose, or when the convener deems it necessary. The quorum of the meeting of the Audit Committee shall be more than two-thirds of the members present at the meeting. Any resolution of the Audit Committee shall be passed by a majority of its members. When voting on a resolution of the Audit Committee, each member shall have one vote.</u></p> <p><u>Resolutions of the Audit Committee shall be recorded in accordance with relevant regulations, and the members of the Audit Committee attending the meeting shall sign the meeting minutes. The working rules of the Audit Committee shall be formulated by the Board of Directors.</u></p>

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Addition	<p><u>Article 199 The primary duties of the Strategic Development Committee under the Board of Directors of the Bank include the following:</u></p> <p><u>(1) studying and providing advice on the mid- and long-term development strategies of the Bank;</u></p> <p><u>(2) supervising and inspecting the implementation of annual operation plans and investment plans;</u></p> <p><u>(3) studying and formulating the capital supplement plans and channels of the Bank;</u></p> <p><u>(4) studying and providing advice on the material investment plans and other material matters which have effect on the development of the Bank;</u></p> <p><u>(5) reviewing modification proposals of articles of association;</u></p> <p><u>(6) reviewing the ESG strategy and listen to the ESG report; and</u></p> <p><u>(7) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.</u></p>
Addition	<p><u>Article 200 The primary duties of the Related Party Transactions Control Committee under the Board of Directors of the Bank include the following:</u></p> <p><u>(1) assisting the Board of Directors in performing the duties in the management of related party transactions of the Bank;</u></p> <p><u>(2) being responsible for researching, formulating and revising the policies, rules and regulations of the Bank's related party transactions;</u></p> <p><u>(3) being responsible for supervising the senior management's implementation of relevant regulations, systems and policies on related party transaction management;</u></p> <p><u>(4) reviewing the related party transactions of the Bank in accordance with the provisions of Chinese laws and the business principles of fair and equitable;</u></p> <p><u>(5) being responsible for putting forward review opinions on major related party transactions of the</u></p>

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	<p><u>Bank and reporting to the Board of Directors for approval, and accepting the filing of general related party transactions of the Bank; and</u></p> <p><u>(6) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.</u></p>
Addition	<p><u>Article 201 The primary duties of the Risk Management Committee under the Board of Directors of the Bank include the following:</u></p> <p><u>(1) supervising the risk control condition conducted by the senior management in respect of credit risks, market risks, liquidity risks, operational risks, compliance risks, information technology risks and reputation risks, and conducting regular reviews of the risk reports;</u></p> <p><u>(2) assessing the risk policies, management, tolerance and capacity of the Bank;</u></p> <p><u>(3) supervising the risk management and internal control systems of the Bank, and making proposals on the improvement plans of the risk management and internal control systems of the Bank;</u></p> <p><u>(4) discussing the risk management and internal control system with senior management to ensure the effectiveness of the Bank's risk management systems; and</u></p> <p><u>(5) conducting regular review of and supervising the effectiveness of the Bank's risk management systems; and</u></p> <p><u>(6) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Addition	<p data-bbox="810 280 1356 372"><u>Article 202 The primary duties of the Nomination and Remuneration Committee under the Board of Directors of the Bank include the following:</u></p> <p data-bbox="810 408 1356 534"><u>(1) reviewing the structure, size and composition of the Board, and making recommendations on any proposed changes to the Board to complement the strategy of the Bank;</u></p> <p data-bbox="810 570 1356 695"><u>(2) formulating the criteria and procedures for selecting directors and senior management officers and succession planning for directors, and making recommendations to the Board;</u></p> <p data-bbox="810 732 1356 823"><u>(3) extensively identifying qualified candidates for directors and senior management officers, and making recommendations to the Board;</u></p> <p data-bbox="810 859 1356 1049"><u>(4) conducting the preliminary examination of qualifications of candidates for directorships and senior management officers, and making recommendations to the Board on the selection; and assessing the independence of independent non-executive directors;</u></p> <p data-bbox="810 1085 1356 1210"><u>(5) studying the criteria for appraising directors and senior management officers, conducting the appraisal, and submitting the appraisal reports to the Board;</u></p> <p data-bbox="810 1247 1356 1530"><u>(6) reviewing the policy and structure of remuneration management of the Bank, formulating the policy and structure for all directors' and senior management officers' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, and making recommendations to the Board and overseeing the execution of the proposal;</u></p> <p data-bbox="810 1566 1356 1721"><u>(7) reviewing and approving compensations payable to directors and senior management members for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;</u></p> <p data-bbox="810 1757 1356 1913"><u>(8) reviewing compensation arrangements relating to dismissal or removal of any director for his misconduct to ensure that such arrangements are consistent with contractual terms and are otherwise reasonable and appropriate; and</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
	(9) <u>other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.</u>
Addition	<p><u>Article 203 The primary duties of the Inclusive Finance Development and Consumer Rights Protection Committee under the Board of Directors of the Bank include the following:</u></p> <p><u>(1) studying material issues and important policies of consumer rights protection, guiding and supervising the establishment and improvement of the management system for consumer rights protection;</u></p> <p><u>(2) receiving and reviewing special reports regularly submitted by the senior management regarding the implementation of consumer rights protection, and reporting to the Board in this regard;</u></p> <p><u>(3) reviewing the implementation of the Bank's consumer rights protection work, supervising and assessing the comprehensiveness, timeliness, and effectiveness of the Bank's consumer rights protection work;</u></p> <p><u>(4) reviewing the small and micro business/inclusive financial business development plan, basic management system and other material matters of the Bank, listening and reviewing work reports regularly submitted by the senior management regarding small and micro business/inclusive financial business development, and reporting to the Board in this regard;</u></p> <p><u>(5) supervising the implementation of the Bank's small and micro business/inclusive financial business development plans, policies and basic management systems and making recommendations to the Board; and</u></p> <p><u>(6) information disclosure work for small and micro business/inclusive financial business and consumer rights protection; and</u></p> <p><u>(7) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.</u></p>
Addition	<u>Article 204 The primary duties of the Digital</u>



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	<p><u>Finance Committee under the Board of Directors of the Bank include the following:</u></p> <p><u>(1) examining the work related to information technology strategic planning, information technology governance and data governance;</u></p> <p><u>(2) regularly assessing the overall performance of information technology work as well as the implementation progress of information technology strategic planning and major projects on an annual basis;</u></p> <p><u>(3) directing and supervising senior management and its related management departments in information technology construction and governance;</u></p> <p><u>(4) reviewing the reports on information technology situations, including the information technology management report, the information technology risk management report and the business continuity management report, put forward improvement measures or suggestions and monitor their implementation;</u></p> <p><u>(5) establishing communication mechanisms with other special committees under the Board to ensure that information is adequately shared and able to support decision-making in relation to the information technology management; and</u></p> <p><u>(6) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.</u></p>
<b>Section 5 Secretary to the Board of Directors</b>	<b>Section 5 Secretary to the Board of Directors</b>
Article 210 The Bank shall have a Secretary to the Board of Directors. The Secretary to the Board of Directors is a senior management officer of the Bank.	Article <del>210</del> <b>05</b> The Bank shall have a Secretary to the Board of Directors. The Secretary to the Board of Directors is a senior management officer of the Bank.
Article 211 The Secretary to the Board of Directors shall be a natural person who has acquired requisite professional knowledge and experience. The Secretary to the Board of Directors shall obtain his/her relevant qualification. The circumstances for qualifying and disqualifying a person as director of the Bank as stipulated in these Articles shall apply to the Secretary to the Board of Directors.	Article <del>211</del> <b>06</b> <del>The Secretary to the Board of Directors shall be a natural person who has acquired requisite professional knowledge and experience.</del> The Secretary to the Board of Directors shall obtain his/her relevant qualification. The circumstances for qualifying and disqualifying a person as director of the Bank as stipulated in these Articles shall apply to the Secretary to the Board of Directors.

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 212 The Secretary to the Board of Directors shall be nominated by the chairman, appointed and removed by the Board of Directors and responsible for the Board of Directors, whose major duties and responsibilities are:</p> <p>(1) ensuring that the Bank has a complete set of the organizational documents and records;</p> <p>(2) ensuring that the Bank will prepare and submit the reports and documents required by relevant departments of the State according to the laws;</p> <p>(3) ensuring that the Bank's register of shareholders is properly set up and being responsible for keeping the register of shareholders, the seal of the Board of Directors and relevant materials; contacting shareholders, receiving visitors and replying to enquiries, ensuring that persons entitled to obtain the relevant records and documents shall be able to obtain them in a timely manner;</p> <p>(4) preparing shareholders' general meetings, the meetings of the Board of Directors and its special committees and being responsible for the minutes of meetings and the keeping of meeting documents and minutes;</p> <p>(5) being responsible for the information disclosure of the Bank, and ensuring the timely, accurate, legal, truthful and complete disclosure of the Bank's information;</p> <p>(6) other matters entrusted by the Board of Directors;</p> <p>(7) other duties stipulated by the laws and regulations, regulatory provisions and these Articles.</p>	<p>Article <del>212</del><sup>207</sup> The Secretary to the Board of Directors shall be nominated by the chairman, appointed and removed by the Board of Directors and responsible for the Board of Directors, whose major duties and responsibilities are:</p> <p><del>(1) ensuring that the Bank has a complete set of the organizational documents and records;</del></p> <p><del>(2) ensuring that the Bank will prepare and submit the reports and documents required by relevant departments of the State according to the laws;</del></p> <p><del>(3) (1) ensuring that the Bank's register of shareholders is properly set up and</del> being responsible for keeping the register of shareholders, the seal of the Board of Directors and relevant materials; contacting shareholders, receiving visitors and replying to enquiries, <del>ensuring that persons entitled to obtain the relevant records and documents shall be able to obtain them in a timely manner;</del></p> <p><del>(4) (2)</del> preparing <del>shareholders'</del><sup>2</sup> general meetings, the meetings of the Board of Directors and its special committees and being responsible for the minutes of meetings and the keeping of meeting documents and minutes;</p> <p><del>(5) (3)</del> being responsible for the information disclosure of the Bank, and ensuring the timely, accurate, legal, truthful and complete disclosure of the Bank's information;</p> <p><del>(6) (4)</del> other matters entrusted by the Board of Directors;</p> <p><del>(7) (5)</del> other duties stipulated by the laws and regulations, regulatory provisions and these Articles.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 213 The Bank's Directors or other of senior management officers may concurrently serve as the Secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties and responsibilities as the secretary to the Board of Directors. The supervisors of the Bank, accountants of the accounting firm engaged by the Bank, as well as other persons prohibited by the laws and regulations to serve as the Secretary to the Board of Directors shall not serve as the Secretary to the Board of Directors.</p> <p>If a director of the Bank concurrently serves as the Secretary to the Board of Directors, in the event that an action has to be taken by the director and the Secretary to the Board of Directors respectively, the person acting concurrently as director and the Secretary of the Board of Directors shall not take such action in both of the capacities.</p>	<p>Article <del>213</del><sup>108</sup> The Bank's Directors or other of senior management officers may concurrently serve as the Secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties and responsibilities as the secretary to the Board of Directors. The <del>supervisors of the Bank</del>, accountants of the accounting firm engaged by the Bank, as well as other persons prohibited by the laws and regulations to serve as the Secretary to the Board of Directors shall not serve as the Secretary to the Board of Directors.</p> <p>If a director of the Bank concurrently serves as the Secretary to the Board of Directors, in the event that an action has to be taken by the director and the Secretary to the Board of Directors respectively, the person acting concurrently as director and the Secretary of the Board of Directors shall not take such action in both of the capacities.</p>
<p>Article 214 The directors, supervisors, senior management officers and related personnel shall give their positive support and cooperation to the works of the Secretary to the Board of Directors. No institution or individual shall be allowed to interfere with the normal duty performance of the Secretary to the Board of Directors.</p>	<p>Article <del>214</del><sup>109</sup> The directors, <del>supervisors</del>, senior management officers and related personnel shall give their positive support and cooperation to the works of the Secretary to the Board of Directors. No institution or individual shall be allowed to interfere with the normal duty performance of the Secretary to the Board of Directors.</p>
<p>Article 215 The appointment and dismissal of the Secretary to the Board of Directors of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No controlling shareholders, de facto controllers and their related parties shall be allowed to interfere with the normal procedures for selection and appointment of the Secretary to the Board of Directors of the Bank, nor shall they be allowed to directly appoint and remove the Secretary to the Board of Directors bypassing the Board of the Directors. The Bank shall adopt an open and transparent way to select and appoint the Secretary to the Board of Directors.</p>	<p>Article <del>215</del><sup>150</sup> The appointment and dismissal of the Secretary to the Board of Directors of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No controlling shareholders, de facto controllers and their related parties shall be allowed to interfere with the normal procedures for selection and appointment of the Secretary to the Board of Directors of the Bank, nor shall they be allowed to directly appoint and remove the Secretary to the Board of Directors bypassing the Board of the Directors. The Bank shall adopt an open and transparent way to select and appoint the Secretary to the Board of Directors.</p>
<p>Article 216 The Secretary to the Board of Directors may resign before his/her term of office expires. The specific procedures and measures for such resignation of the Secretary to the Board of Directors shall be specified in the appointment contract between such person and the Bank. The Secretary to the Board of Directors shall not leave his/her position until his/her exit audits are completed.</p>	<p>Article <del>216</del><sup>161</sup> The Secretary to the Board of Directors may resign before his/her term of office expires. The specific procedures and measures for such resignation of the Secretary to the Board of Directors shall be specified in the appointment contract between such person and the Bank. The Secretary to the Board of Directors shall not leave his/her position until his/her exit audits are completed.</p>

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<p>Article 217 The Board of Directors of the Bank shall have an office under its leadership as a daily administrative body, which shall assist the Secretary to the Board of Directors in the research of the Bank's corporate governance policy theories and related matters, the organization of shareholders' general meetings, meetings of the Board of Directors and its special committees, the arrangement of the meetings, notice of meetings, resolutions of meetings, minutes of meetings, the collation of meeting minutes, and the keeping and submission of meeting documents; and be responsible for the daily affairs of the Board of Directors and its special committees, the information disclosure of the Bank, the keeping of register of shareholders, the seal of the Board of Directors and relevant materials, the collection, collation and submission of information on the equity pledge of the Bank.</p>	<p>Article 217<del>2</del> The Board of Directors of the Bank shall have an office under its leadership as a daily administrative body, which shall assist the Secretary to the Board of Directors in the research of the Bank's corporate governance policy theories and related matters, the organization of <del>shareholders'</del><sup>2</sup> general meetings, meetings of the Board of Directors and its special committees, the arrangement of the meetings, notice of meetings, resolutions of meetings, minutes of meetings, the collation of meeting minutes, and the keeping and submission of meeting documents; and be responsible for the daily affairs of the Board of Directors and its special committees, the information disclosure of the Bank, the keeping of register of shareholders, the seal of the Board of Directors and relevant materials, the collection, collation and submission of information on the equity pledge of the Bank.</p>
Chapter 7 Supervisors and the Board of Supervisors	Chapter 7 Supervisors and the Board of Supervisors
Section 1 Supervisors	Section 1 Supervisors
<p>Article 218 Supervisors of the Bank shall include shareholder supervisors, employee supervisors and external supervisors, and the proportion of each of the employee supervisors and external supervisors shall not be less than one third of total number of supervisors in the Board of Supervisors.</p>	<p><del>Article 218 Supervisors of the Bank shall include shareholder supervisors, employee supervisors and external supervisors, and the proportion of each of the employee supervisors and external supervisors shall not be less than one third of total number of supervisors in the Board of Supervisors.</del></p>
<p>Article 219 Personnel and structure of the Board of Supervisors shall ensure the Board of Supervisors being able to independently and effectively supervise directors and senior management officers, as well as the Bank's financial conditions, internal control and risks management. The supervisors shall satisfy the following basic requirements:</p> <p>(1) with a bachelor's degree (including bachelor's degree) or higher or a job title at middle level or above in the related profession;</p> <p>(2) being familiar with the laws and regulations related to the operation and management of commercial banks;</p> <p>(3) being able to read, understand and analyze credit statistical report and financial statement of commercial banks;</p> <p>(4) having more than five years' experience in law, economy, finance, accounting or other working</p>	<p><del>Article 219 Personnel and structure of the Board of Supervisors shall ensure the Board of Supervisors being able to independently and effectively supervise directors and senior management officers, as well as the Bank's financial conditions, internal control and risks management. The supervisors shall satisfy the following basic requirements:</del></p> <p><del>(1) with a bachelor's degree (including bachelor's degree) or higher or a job title at middle level or above in the related profession;</del></p> <p><del>(2) being familiar with the laws and regulations related to the operation and management of commercial banks;</del></p> <p><del>(3) being able to read, understand and analyze credit statistical report and financial statement of commercial banks;</del></p> <p><del>(4) having more than five years' experience in law,</del></p>

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<p>experience which are helpful for performing the duties of a supervisor; and</p> <p>(5) other requirements as stipulated by the laws, regulations and regulatory provisions.</p> <p>The conditions and requirement stipulated in Article 153 under which the persons can or cannot serve as directors shall also be applicable to supervisors.</p>	<p><del>economy, finance, accounting or other working experience which are helpful for performing the duties of a supervisor; and</del></p> <p><del>(5) other requirements as stipulated by the laws, regulations and regulatory provisions.</del></p> <p><del>The conditions and requirement stipulated in Article 153 under which the persons can or cannot serve as directors shall also be applicable to supervisors.</del></p>
<p>Article 220 The directors, the president and other senior management officers of the Bank shall not serve as supervisors of the Bank concurrently.</p>	<p><del>Article 220 The directors, the president and other senior management officers of the Bank shall not serve as supervisors of the Bank concurrently.</del></p>
<p>Article 221 The shareholder supervisor and the external supervisors shall be elected, removed and replaced at the shareholders' general meeting. The employee supervisors shall be elected, removed and replaced at the employees representatives' general meeting of the Bank or through other means of democratic election. A term-of-service system is implemented for the supervisors. Each term of office is three years and the supervisors may be re-elected and reappointed. The term of office of the external supervisors for the Bank shall not exceed six years in aggregate.</p> <p>The methods and procedures to nominate supervisors are as follows:</p> <p>(1) Candidates for shareholder supervisors shall be nominated by the Nomination Committee of the Board of Supervisors or shareholders individually or in aggregate holding 3% or more of the Bank's voting shares, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles.</p> <p>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders' general meeting; if the candidate for a director nominated by such shareholder and his/her/its associates is appointed as a director, the shareholder shall not nominate any candidate for supervisor prior to the expiry of the term of office or the replacement of such person.</p> <p>(2) Candidates for employee supervisors shall be</p>	<p><del>Article 221 The shareholder supervisor and the external supervisors shall be elected, removed and replaced at the shareholders' general meeting. The employee supervisors shall be elected, removed and replaced at the employees representatives' general meeting of the Bank or through other means of democratic election. A term-of-service system is implemented for the supervisors. Each term of office is three years and the supervisors may be re-elected and reappointed. The term of office of the external supervisors for the Bank shall not exceed six years in aggregate.</del></p> <p><del>The methods and procedures to nominate supervisors are as follows:</del></p> <p><del>(1) Candidates for shareholder supervisors shall be nominated by the Nomination Committee of the Board of Supervisors or shareholders individually or in aggregate holding 3% or more of the Bank's voting shares, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles.</del></p> <p><del>The same shareholder and his/her/its associates shall not nominate a candidate for a director and another candidate for a supervisor at the shareholders' general meeting; if the candidate for a director nominated by such shareholder and his/her/its associates is appointed as a director, the shareholder shall not nominate any candidate for supervisor prior to the expiry of the term of office or the replacement of such person.</del></p>



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<p>nominated by the Nomination Committee of the Board of Supervisors and labor union of the Bank, and employee supervisors are elected at the employees representatives' general meeting.</p> <p>(3) Candidates for external supervisors shall be proposed by the Nomination Committee of the Board of Supervisors of the Bank or shareholders individually or in aggregate holding 1% or more of the Bank's voting shares to the Board of Supervisors, but shareholders who have nominated candidates for shareholder supervisors shall not nominate any external supervisors. In principle, the same shareholder can propose one candidate for external supervisor only.</p> <p>The same shareholder shall not nominate candidate for independent director and candidate for external supervisor at the same time.</p> <p>(4) The Nomination Committee of the Board of Supervisors shall conduct preliminary review on the qualifications and conditions of the candidates for shareholder supervisors and external supervisors, before submitting the qualified candidates to the Board of Supervisors for consideration. Upon consideration and approval by the Board of Supervisors, candidates for supervisors shall be proposed to the shareholders' general meeting through written proposal.</p> <p>(5) The candidates for supervisors shall, prior to the shareholders' general meeting, make written undertakings that they accept the nominations, that the information disclosed publicly about them is true and complete, and that they will diligently fulfill the duties and obligations as supervisors if elected.</p> <p>(6) The Board of Supervisors, before the convening of the shareholders' general meeting, shall disclose the detailed information on the candidates for supervisors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.</p> <p>(7) When an additional supervisor is temporarily nominated, the Nomination Committee of the Board of Supervisors or the shareholders satisfying the conditions for making such nomination may propose a</p>	<p><del>(2) Candidates for employee supervisors shall be nominated by the Nomination Committee of the Board of Supervisors and labor union of the Bank, and employee supervisors are elected at the employees representatives' general meeting.</del></p> <p><del>(3) Candidates for external supervisors shall be proposed by the Nomination Committee of the Board of Supervisors of the Bank or shareholders individually or in aggregate holding 1% or more of the Bank's voting shares to the Board of Supervisors, but shareholders who have nominated candidates for shareholder supervisors shall not nominate any external supervisors. In principle, the same shareholder can propose one candidate for external supervisor only.</del></p> <p><del>The same shareholder shall not nominate candidate for independent director and candidate for external supervisor at the same time.</del></p> <p><del>(4) The Nomination Committee of the Board of Supervisors shall conduct preliminary review on the qualifications and conditions of the candidates for shareholder supervisors and external supervisors, before submitting the qualified candidates to the Board of Supervisors for consideration. Upon consideration and approval by the Board of Supervisors, candidates for supervisors shall be proposed to the shareholders' general meeting through written proposal.</del></p> <p><del>(5) The candidates for supervisors shall, prior to the shareholders' general meeting, make written undertakings that they accept the nominations, that the information disclosed publicly about them is true and complete, and that they will diligently fulfill the duties and obligations as supervisors if elected.</del></p> <p><del>(6) The Board of Supervisors, before the convening of the shareholders' general meeting, shall disclose the detailed information on the candidates for supervisors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.</del></p>



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<p>candidate to the Board of Supervisors for consideration, and to the shareholders' general meeting for election or replacement. Employee supervisors shall be elected or replaced at the employees representatives' general meeting.</p>	<p><del>(7) When an additional supervisor is temporarily nominated, the Nomination Committee of the Board of Supervisors or the shareholders satisfying the conditions for making such nomination may propose a candidate to the Board of Supervisors for consideration, and to the shareholders' general meeting for election or replacement. Employee supervisors shall be elected or replaced at the employees representatives' general meeting.</del></p>
<p>Article 222 Supervisors shall perform the following duties or obligations:</p> <p>(1) be present at the Board meetings and raise query or suggestions on matters to be resolved at the Board meetings;</p> <p>(2) attend the meetings of the Board of Supervisors at a regular basis, adequately review the matters to be resolved by the Board of Supervisors, express opinions independently, professionally and objectively and cast votes independently at his/her prudent discretion;</p> <p>(3) assume obligations to the resolutions of the Board of Supervisors;</p> <p>(4) actively participate in training organized by the Bank and regulatory authorities to understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and continuously possess the necessary expertise and ability to perform their duties;</p> <p>(5) owe a duty of loyalty and diligence to the Bank, prudently perform duties in good faith, due diligence and ensure adequate time and energy to perform their duties;</p> <p>(6) actively participate in the supervision and inspection activities organized by the Board of Supervisors, have the legal rights to conduct independent investigations and obtain evidence, and put forward questions and supervisory opinions in a practical manner;</p> <p>(7) comply with the laws and regulations, regulatory provisions and these Articles.</p>	<p><del>Article 222 Supervisors shall perform the following duties or obligations:</del></p> <p><del>(1) be present at the Board meetings and raise query or suggestions on matters to be resolved at the Board meetings;</del></p> <p><del>(2) attend the meetings of the Board of Supervisors at a regular basis, adequately review the matters to be resolved by the Board of Supervisors, express opinions independently, professionally and objectively and cast votes independently at his/her prudent discretion;</del></p> <p><del>(3) assume obligations to the resolutions of the Board of Supervisors;</del></p> <p><del>(4) actively participate in training organized by the Bank and regulatory authorities to understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and continuously possess the necessary expertise and ability to perform their duties;</del></p> <p><del>(5) owe a duty of loyalty and diligence to the Bank, prudently perform duties in good faith, due diligence and ensure adequate time and energy to perform their duties;</del></p> <p><del>(6) actively participate in the supervision and inspection activities organized by the Board of Supervisors, have the legal rights to conduct independent investigations and obtain evidence, and put forward questions and supervisory opinions in a practical manner;</del></p> <p><del>(7) comply with the laws and regulations, regulatory provisions and these Articles.</del></p>

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Supervisors shall not jeopardize interests of the Bank by taking advantage of their related party status, and the supervisors shall indemnify the Bank for any losses incurred by the Bank therefrom.	<del>Supervisors shall not jeopardize interests of the Bank by taking advantage of their related party status, and the supervisors shall indemnify the Bank for any losses incurred by the Bank therefrom.</del>
Article 223 Supervisors shall be entitled to obtain information related to operating conditions of the Bank, and shall perform the corresponding duties of keeping confidentiality. The Bank shall take measures to safeguard the supervisors' right to know and provide assistance necessary for the supervisors' normal performance of duties. The reasonable expenses incurred by the performance of duties of the supervisors shall be borne by the Bank.	<del>Article 223 Supervisors shall be entitled to obtain information related to operating conditions of the Bank, and shall perform the corresponding duties of keeping confidentiality. The Bank shall take measures to safeguard the supervisors' right to know and provide assistance necessary for the supervisors' normal performance of duties. The reasonable expenses incurred by the performance of duties of the supervisors shall be borne by the Bank.</del>
Article 224 Supervisors shall faithfully perform their supervisory duties in accordance with laws and regulations and the provisions of these Articles. Supervisors shall attend in person at least two-thirds of the on-site meetings of Board of Supervisors each year. If a supervisor cannot attend in person for any reason, he/she may entrust other supervisors in writing to attend on his/her behalf.	<del>Article 224 Supervisors shall faithfully perform their supervisory duties in accordance with laws and regulations and the provisions of these Articles. Supervisors shall attend in person at least two-thirds of the on-site meetings of Board of Supervisors each year. If a supervisor cannot attend in person for any reason, he/she may entrust other supervisors in writing to attend on his/her behalf.</del>
The working time of the external supervisors of the Bank shall not be less than fifteen working days per year.	<del>The working time of the external supervisors of the Bank shall not be less than fifteen working days per year.</del>
Article 225 Employee supervisors shall have the right to participate in the formulation of the rules and regulations involving the interests of employees of the Bank, and shall proactively conduct supervision and examination on the implementation of such rules and regulations.	<del>Article 225 Employee supervisors shall have the right to participate in the formulation of the rules and regulations involving the interests of employees of the Bank, and shall proactively conduct supervision and examination on the implementation of such rules and regulations.</del>
Employee supervisors shall report regularly to the employees representatives' general meeting, take the initiative to accept the supervision by all employees, express opinions and exercise voting rights at the meetings of the Board of Directors and the Board of Supervisors on the matters resolved at the employees representatives' general meeting according to the relevant resolutions of the employees representatives' general meeting.	<del>Employee supervisors shall report regularly to the employees representatives' general meeting, take the initiative to accept the supervision by all employees, express opinions and exercise voting rights at the meetings of the Board of Directors and the Board of Supervisors on the matters resolved at the employees representatives' general meeting according to the relevant resolutions of the employees representatives' general meeting.</del>

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<p>Article 226 The Bank shall enter into written contracts with supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</p> <p>(1) remuneration for the supervisors of the Bank;</p> <p>(2) remuneration for the supervisors of the subsidiary companies of the Bank;</p> <p>(3) remuneration for those providing other services for managing the Bank and its subsidiary companies; and</p> <p>(4) compensation to supervisors for loss of their office or upon retirement.</p> <p>Except for the contracts mentioned above, the supervisors shall not initiate litigation against the Bank to claim benefits due to them for the foregoing matters.</p>	<p><del>Article 226 The Bank shall enter into written contracts with supervisors regarding remuneration which are subject to the prior approval from the shareholders' general meeting. The matters relating to remuneration include:</del></p> <p><del>(1) remuneration for the supervisors of the Bank;</del></p> <p><del>(2) remuneration for the supervisors of the subsidiary companies of the Bank;</del></p> <p><del>(3) remuneration for those providing other services for managing the Bank and its subsidiary companies; and</del></p> <p><del>(4) compensation to supervisors for loss of their office or upon retirement.</del></p> <p><del>Except for the contracts mentioned above, the supervisors shall not initiate litigation against the Bank to claim benefits due to them for the foregoing matters.</del></p>
<p>Article 227 The remuneration contracts between the Bank and its supervisors shall stipulate that if the Bank is acquired, the supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The acquisition of the Bank previously mentioned refers to one of the following circumstances:</p> <p>(1) a takeover offer made by any person to all shareholders; and</p> <p>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</p> <p>If the supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</p>	<p><del>Article 227 The remuneration contracts between the Bank and its supervisors shall stipulate that if the Bank is acquired, the supervisors of the Bank shall, subject to prior approval from the shareholders' general meeting, be entitled to compensation or other funds for loss of their positions or upon retirement. The acquisition of the Bank previously mentioned refers to one of the following circumstances:</del></p> <p><del>(1) a takeover offer made by any person to all shareholders; and</del></p> <p><del>(2) a takeover offer made by any person with the intent of becoming the controlling shareholder.</del></p> <p><del>If the supervisors concerned do not comply with the provisions of this Article, any funds received by them shall go to the persons who have accepted the offer mentioned above and sell their shares. The supervisors shall bear the expenses arising from the distribution of such amounts proportionally, and such expenses shall not be deducted from the amounts.</del></p>

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Article 228 The Board of Supervisors shall regularly train supervisors to improve their ability to perform duties.	<del>Article 228 The Board of Supervisors shall regularly train supervisors to improve their ability to perform duties.</del>
Article 229 A supervisor may resign during his/her term of office.	<del>Article 229 A supervisor may resign during his/her term of office.</del>
When a supervisor intends to resign, he/she shall submit a written resignation to the Board of Supervisors. The resignation of a supervisor shall become effective when the written resignation is served upon the Board of Supervisors.	<del>When a supervisor intends to resign, he/she shall submit a written resignation to the Board of Supervisors. The resignation of a supervisor shall become effective when the written resignation is served upon the Board of Supervisors.</del>
In the event that a supervisor resigns during his/her term of office which results in the number of members of the Board of Supervisors falling below the quorum or the re-election of a supervisor fails to take place on a timely basis upon expiry of the term of office, the original supervisor shall continue to perform his/her duty and obligation as a supervisor in accordance with the laws, regulations, regulatory provisions and these Articles before a new supervisor is elected and assumes office.	<del>In the event that a supervisor resigns during his/her term of office which results in the number of members of the Board of Supervisors falling below the quorum or the re-election of a supervisor fails to take place on a timely basis upon expiry of the term of office, the original supervisor shall continue to perform his/her duty and obligation as a supervisor in accordance with the laws, regulations, regulatory provisions and these Articles before a new supervisor is elected and assumes office.</del>
In the event that a supervisor resigns or is removed which results in the number of the supervisors of the Bank falling below the minimum quorum, the Bank shall convene a shareholders' general meeting or employees representatives' general meeting as soon as possible to elect a new supervisor.	<del>In the event that a supervisor resigns or is removed which results in the number of the supervisors of the Bank falling below the minimum quorum, the Bank shall convene a shareholders' general meeting or employees representatives' general meeting as soon as possible to elect a new supervisor.</del>
<b>Section 2 External Supervisors</b>	<b>Section 2 External Supervisors</b>
Article 230 An external supervisor of the Bank refers to a supervisor of the Bank who holds no post in the Bank except for the supervisor post and has no relation with the Bank or any of its shareholders and de facto controllers which affects his/her independent and objective judgement.	<del>Article 230 An external supervisor of the Bank refers to a supervisor of the Bank who holds no post in the Bank except for the supervisor post and has no relation with the Bank or any of its shareholders and de facto controllers which affects his/her independent and objective judgement.</del>
External supervisors shall have the same rights as other supervisors and shall conduct supervision over the Board of Directors, senior management officers and personnel of the Bank and carry out supervision and inspection activities according to these Articles and resolutions of the Board of Supervisors. In addition to the special provisions on external supervisors in this section, external supervisors shall also comply with the general provisions of these Articles on supervisors. If the general provisions are inconsistent with the special provisions, the special provisions shall prevail.	<del>External supervisors shall have the same rights as other supervisors and shall conduct supervision over the Board of Directors, senior management officers and personnel of the Bank and carry out supervision and inspection activities according to these Articles and resolutions of the Board of Supervisors. In addition to the special provisions on external supervisors in this section, external supervisors shall also comply with the general provisions of these Articles on supervisors. If the general provisions are inconsistent with the special</del>

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<p>Article 231 The external supervisors shall give statements to the Board of Supervisors before they assume their offices, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence. The term of office of the external supervisors for the Bank shall not exceed six years in aggregate. They shall not hold positions in more than two commercial banks concurrently and shall not serve as external supervisors for a financial institution which may have interest conflicts with the Bank.</p>	<p><del>provisions, the special provisions shall prevail.</del></p> <p><del>Article 231 The external supervisors shall give statements to the Board of Supervisors before they assume their offices, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence. The term of office of the external supervisors for the Bank shall not exceed six years in aggregate. They shall not hold positions in more than two commercial banks concurrently and shall not serve as external supervisors for a financial institution which may have interest conflicts with the Bank.</del></p>
<p>Article 232 The provisions herein concerning the qualifications, nomination, election, replacement and resignation procedures for, and basic obligations and responsibilities of independent directors shall apply to the external supervisor.</p>	<p><del>Article 232 The provisions herein concerning the qualifications, nomination, election, replacement and resignation procedures for, and basic obligations and responsibilities of independent directors shall apply to the external supervisor.</del></p>
<p>Article 233 The external supervisors shall attend the meeting of Board of Supervisors in person. If they are unable to attend the meeting in person for certain reasons, they may entrust other external supervisors to attend the meeting as their proxy.</p>	<p><del>Article 233 The external supervisors shall attend the meeting of Board of Supervisors in person. If they are unable to attend the meeting in person for certain reasons, they may entrust other external supervisors to attend the meeting as their proxy.</del></p>
<p>Article 234 External supervisor shall be deemed as committing a serious failure in performing his duties under any of the following circumstances:</p> <p>(1) disclosure of the Bank's trade secrets and harming the Bank's legitimate interests;</p> <p>(2) accepting improper gains during the performance of their duties;</p> <p>(3) manipulation of the position of external supervisors to seek for private gains;</p> <p>(4) failing to discover a problem that they should have discovered during the supervision or concealing any problem found, which causes the Bank to suffer material losses; and</p> <p>(5) other serious dereliction identified by regulatory authorities.</p> <p>The Board of Supervisors has the right to propose at a shareholders' general meeting to remove an external supervisor in any of the following circumstances:</p>	<p><del>Article 234 External supervisor shall be deemed as committing a serious failure in performing his duties under any of the following circumstances:</del></p> <p><del>(1) disclosure of the Bank's trade secrets and harming the Bank's legitimate interests;</del></p> <p><del>(2) accepting improper gains during the performance of their duties;</del></p> <p><del>(3) manipulation of the position of external supervisors to seek for private gains;</del></p> <p><del>(4) failing to discover a problem that they should have discovered during the supervision or concealing any problem found, which causes the Bank to suffer material losses; and</del></p> <p><del>(5) other serious dereliction identified by regulatory authorities.</del></p> <p><del>The Board of Supervisors has the right to propose at a shareholders' general meeting to remove an external supervisor in any of the following circumstances:</del></p>



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<p>(1) serious dereliction of duty specified in the preceding paragraph;</p> <p>(2) failure to resign from the position when he/she is no longer qualified to be an external supervisor;</p> <p>(3) attendance in person less than two-thirds of the total number of meetings of the Board of Supervisors in a year;</p> <p>(4) other circumstances provided by the laws, regulations and regulatory provisions where an external supervisor is no longer suitable for holding such position.</p> <p>An external supervisor who is dismissed by general meeting for committing a serious failure in performing his duties shall not serve as external supervisors of the Bank for the remaining time of their life.</p>	<p><del>(1) serious dereliction of duty specified in the preceding paragraph;</del></p> <p><del>(2) failure to resign from the position when he/she is no longer qualified to be an external supervisor;</del></p> <p><del>(3) attendance in person less than two-thirds of the total number of meetings of the Board of Supervisors in a year;</del></p> <p><del>(4) other circumstances provided by the laws, regulations and regulatory provisions where an external supervisor is no longer suitable for holding such position.</del></p> <p><del>An external supervisor who is dismissed by general meeting for committing a serious failure in performing his duties shall not serve as external supervisors of the Bank for the remaining time of their life.</del></p>
<p>Article 235 The basic obligations and responsibilities, replacement and removal, taking office and resignation, working conditions, allowances and expenses of the external supervisors shall be implemented with reference to those of independent directors.</p>	<p><del>Article 235 The basic obligations and responsibilities, replacement and removal, taking office and resignation, working conditions, allowances and expenses of the external supervisors shall be implemented with reference to those of independent directors.</del></p>
Section 3 Board of Supervisors	Section 3 Board of Supervisors
<p>Article 236 The Bank shall have a Board of Supervisors. The Board of Supervisors of the Bank shall be composed of five supervisors, including one shareholder supervisor, two external supervisors and two employee supervisors.</p> <p>The Board of Supervisors of the Bank shall have a chairman. The appointment and removal of chairman shall be adopted in the voting by more than two-thirds of the members of the Board of Supervisors.</p> <p>The chairman of the Board of Supervisors shall be served by a dedicated designated person who shall possess professional knowledge work experience in one of the financial field, e.g. accounting, audit, finance or law, etc.</p> <p>The chairman of the Board of Supervisors shall perform the following duties:</p>	<p><del>Article 236 The Bank shall have a Board of Supervisors. The Board of Supervisors of the Bank shall be composed of five supervisors, including one shareholder supervisor, two external supervisors and two employee supervisors.</del></p> <p><del>The Board of Supervisors of the Bank shall have a chairman. The appointment and removal of chairman shall be adopted in the voting by more than two-thirds of the members of the Board of Supervisors.</del></p> <p><del>The chairman of the Board of Supervisors shall be served by a dedicated designated person who shall possess professional knowledge work experience in one of the financial field, e.g. accounting, audit, finance or law, etc.</del></p> <p><del>The chairman of the Board of Supervisors shall perform the following duties:</del></p>



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<p>(1) to convene and preside over meetings of the Board of Supervisors and determine matters to consider;</p> <p>(2) to organize the performance of duties of the Board of Supervisors;</p> <p>(3) to sign reports and other important documents of the Board of Supervisors;</p> <p>(4) to report on the work of the Board of Supervisors to the shareholders' general meeting;</p> <p>(5) to help supervisors conduct work efficiently, and lead the Board of Supervisors in an effective manner;</p> <p>(6) to ensure supervisors being able to obtain accurate, timely and clear information;</p> <p>(7) to lead the formulation of each proposal and report that the Board of Supervisors shall submit to shareholders' general meetings;</p> <p>(8) other functions and powers stipulated by the laws, regulations and these Articles.</p> <p>Meetings of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or does not perform his duties, a supervisor elected by more than half of the supervisors shall convene and preside over meetings of the Board of Supervisors.</p>	<p><del>(1) to convene and preside over meetings of the Board of Supervisors and determine matters to consider;</del></p> <p><del>(2) to organize the performance of duties of the Board of Supervisors;</del></p> <p><del>(3) to sign reports and other important documents of the Board of Supervisors;</del></p> <p><del>(4) to report on the work of the Board of Supervisors to the shareholders' general meeting;</del></p> <p><del>(5) to help supervisors conduct work efficiently, and lead the Board of Supervisors in an effective manner;</del></p> <p><del>(6) to ensure supervisors being able to obtain accurate, timely and clear information;</del></p> <p><del>(7) to lead the formulation of each proposal and report that the Board of Supervisors shall submit to shareholders' general meetings;</del></p> <p><del>(8) other functions and powers stipulated by the laws, regulations and these Articles.</del></p> <p><del>Meetings of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. Where the chairman of the Board of Supervisors is incapable of performing or does not perform his duties, a supervisor elected by more than half of the supervisors shall convene and preside over meetings of the Board of Supervisors.</del></p>
<p>Article 237 The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders' general meeting. The Board of Supervisors of the Bank shall legally exercise the following duties and powers:</p> <p>(1) to propose the convening of extraordinary shareholders' general meetings, and to convene and preside over the shareholders' general meetings if the Board of Directors fails to call and preside over such a meeting as stipulated by these Articles;</p> <p>(2) to present proposals to the shareholders' general</p>	<p><del>Article 237 The Board of Supervisors shall be the internal supervisory body of the Bank and shall be accountable to the shareholders' general meeting. The Board of Supervisors of the Bank shall legally exercise the following duties and powers:</del></p> <p><del>(1) to propose the convening of extraordinary shareholders' general meetings, and to convene and preside over the shareholders' general meetings if the Board of Directors fails to call and preside over such a meeting as stipulated by these Articles;</del></p> <p><del>(2) to present proposals to the shareholders' general</del></p>

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<p>meetings (including the supervisors' remuneration plan);</p> <p>(3) to check such financial information as financial report, operational report and profit distribution plan to be submitted by the Board of Directors to the shareholders' general meeting, and may, in the name of the Bank, entrust a certified public accountant or practicing auditor to help review any queries found;</p> <p>(4) to supervise the Board of Directors in establishing sound operational philosophy and value standards and formulating development strategies in line with the actual conditions of the Bank;</p> <p>(5) to evaluate the effectiveness, rationality and robustness of the development strategy formulated by the Board of Directors and prepare evaluation reports;</p> <p>(6) to supervise the election procedure for directors;</p> <p>(7) to oversee the conduct of the directors and senior management officers in performing their duties that fails to comply with the laws, regulations or these Articles, to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management officers, to request the directors and senior management officers to rectify their act of damaging the benefits of the Bank; propose removal of the directors and senior management officers, who have violated laws, regulations, these Articles or resolutions of the shareholders' general meeting;</p> <p>(8) to negotiate with a director, bring actions against a director or senior management officer on behalf of the Bank in accordance with the laws, regulations and these Articles;</p> <p>(9) to inspect and supervise the financial activities, operating decision, risk management and internal control of the Bank, and supervise the rectification;</p> <p>(10) to examine the profit distribution proposals of the Bank and provide opinions on the compliance and rationality of the profit distribution proposals;</p> <p>(11) to supervise the implementation of the remuneration management system of the Bank and the</p>	<p><del>meetings (including the supervisors' remuneration plan);</del></p> <p><del>(3) to check such financial information as financial report, operational report and profit distribution plan to be submitted by the Board of Directors to the shareholders' general meeting, and may, in the name of the Bank, entrust a certified public accountant or practicing auditor to help review any queries found;</del></p> <p><del>(4) to supervise the Board of Directors in establishing sound operational philosophy and value standards and formulating development strategies in line with the actual conditions of the Bank;</del></p> <p><del>(5) to evaluate the effectiveness, rationality and robustness of the development strategy formulated by the Board of Directors and prepare evaluation reports;</del></p> <p><del>(6) to supervise the election procedure for directors;</del></p> <p><del>(7) to oversee the conduct of the directors and senior management officers in performing their duties that fails to comply with the laws, regulations or these Articles, to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management officers, to request the directors and senior management officers to rectify their act of damaging the benefits of the Bank; propose removal of the directors and senior management officers, who have violated laws, regulations, these Articles or resolutions of the shareholders' general meeting;</del></p> <p><del>(8) to negotiate with a director, bring actions against a director or senior management officer on behalf of the Bank in accordance with the laws, regulations and these Articles;</del></p> <p><del>(9) to inspect and supervise the financial activities, operating decision, risk management and internal control of the Bank, and supervise the rectification;</del></p> <p><del>(10) to examine the profit distribution proposals of the Bank and provide opinions on the compliance</del></p>

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<p>effectiveness and rationality of the remuneration plan of senior management officers;</p> <p>(12) to review the regular reports prepared by the Bank and put forward written review opinions;</p> <p>(13) other duties and powers by the laws, regulations and these Articles as well as the shareholders' general meeting.</p>	<p><del>and rationality of the profit distribution proposals;</del></p> <p><del>(11) to supervise the implementation of the remuneration management system of the Bank and the effectiveness and rationality of the remuneration plan of senior management officers;</del></p> <p><del>(12) to review the regular reports prepared by the Bank and put forward written review opinions;</del></p> <p><del>(13) other duties and powers by the laws, regulations and these Articles as well as the shareholders' general meeting.</del></p>
<p>Article 238 The Board of Supervisors may conduct investigation when becoming aware of any unusual operating situation of the Bank; and if necessary, may engage the professional entities, including the accounting firm and the legal firm, to assist in its work. The expenses so incurred shall be borne by the Bank.</p>	<p><del>Article 238 The Board of Supervisors may conduct investigation when becoming aware of any unusual operating situation of the Bank; and if necessary, may engage the professional entities, including the accounting firm and the legal firm, to assist in its work. The expenses so incurred shall be borne by the Bank.</del></p>
<p>Article 239 The Board of Supervisors shall formulate its rules of procedure, and specify explicitly the method of discussion and the voting procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making. The rules of procedure of the Board of Supervisors shall be formulated by the Board of Supervisors and approved by the shareholders' general meeting.</p>	<p><del>Article 239 The Board of Supervisors shall formulate its rules of procedure, and specify explicitly the method of discussion and the voting procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making. The rules of procedure of the Board of Supervisors shall be formulated by the Board of Supervisors and approved by the shareholders' general meeting.</del></p>
<p>Article 240 Special committees (namely the Supervision Committee and the Nomination Committee) are set up under the Board of Supervisors. Each special committee shall be accountable to the Board of Supervisors.</p>	<p><del>Article 240 Special committees (namely the Supervision Committee and the Nomination Committee) are set up under the Board of Supervisors. Each special committee shall be accountable to the Board of Supervisors.</del></p>
<p>Article 241 Each special committee of the Board of Supervisors of the Bank shall be composed of at least three supervisors. Each special committee shall have one chairman who is responsible for convening the activities of each special committee. The chairman of each special committee shall be served by an external supervisor. A supervisor may serve for various committees concurrently.</p>	<p><del>Article 241 Each special committee of the Board of Supervisors of the Bank shall be composed of at least three supervisors. Each special committee shall have one chairman who is responsible for convening the activities of each special committee. The chairman of each special committee shall be served by an external supervisor. A supervisor may serve for various committees concurrently.</del></p>
<p>Article 242 The Board of Supervisors shall formulate the working rules for each of its special committees, specifying their duties, rules of procedure, work procedures and matters as authorized by the Board of Supervisors. Each special committee's establishment, composition of members, scope of work authority and requirements for the disclosure of information etc.</p>	<p><del>Article 242 The Board of Supervisors shall formulate the working rules for each of its special committees, specifying their duties, rules of procedure, work procedures and matters as authorized by the Board of Supervisors. Each special committee's establishment, composition of members, scope of work authority and requirements</del></p>

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shall be in accordance with the laws, regulations, regulatory provisions and these Articles.	<del>for the disclosure of information etc. shall be in accordance with the laws, regulations, regulatory provisions and these Articles.</del>
Article 243 The Board of Supervisors shall have an office under its leadership as the executive body of the Board of Supervisors, which shall be responsible for preparing for meetings of the Board of Supervisors and meetings of special committees under it, as well as other routine work. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge to sufficiently ensure the performance of the supervisory functions of the Board of Supervisors.	<del>Article 243 The Board of Supervisors shall have an office under its leadership as the executive body of the Board of Supervisors, which shall be responsible for preparing for meetings of the Board of Supervisors and meetings of special committees under it, as well as other routine work. The staff employed by the office of the Board of Supervisors shall possess relevant professional knowledge to sufficiently ensure the performance of the supervisory functions of the Board of Supervisors.</del>
Article 244 The Bank shall provide necessary working conditions for the Board of Supervisors to perform its duties. The Board of Supervisors shall have its own independent expense budget. The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.	<del>Article 244 The Bank shall provide necessary working conditions for the Board of Supervisors to perform its duties. The Board of Supervisors shall have its own independent expense budget. The Board of Supervisors shall have the right to administrate its budget independently according to its business needs. The expenses needed for the Board of Supervisors to carry out its duties shall be borne by the Bank.</del>
Depending on its needs, the Board of Supervisors may, orally or in writing, make suggestions, give indications, arrange for interviews or make enquiries towards the Board of Directors, the members of senior management and other staff and require them to respond.	<del>Depending on its needs, the Board of Supervisors may, orally or in writing, make suggestions, give indications, arrange for interviews or make enquiries towards the Board of Directors, the members of senior management and other staff and require them to respond.</del>
Article 245 Meetings of the Board of Supervisors shall include regular meetings of the Board of Supervisors and provisional meetings of the Board of Supervisors. The regular meeting of the Board of Supervisors shall hold meeting at least once every quarter and shall be convened by the chairman of the Board of Supervisors. Supervisors may propose to convene a provisional meeting of the Board of Supervisors.	<del>Article 245 Meetings of the Board of Supervisors shall include regular meetings of the Board of Supervisors and provisional meetings of the Board of Supervisors. The regular meeting of the Board of Supervisors shall hold meeting at least once every quarter and shall be convened by the chairman of the Board of Supervisors. Supervisors may propose to convene a provisional meeting of the Board of Supervisors.</del>
The office of the Board of Supervisors shall send the written notice of a meeting to all the supervisors by hand delivery, fax, email or other means ten days and five days before a regular meeting or a provisional meeting of the Board of Supervisors respectively.	<del>The office of the Board of Supervisors shall send the written notice of a meeting to all the supervisors by hand delivery, fax, email or other means ten days and five days before a regular meeting or a provisional meeting of the Board of Supervisors respectively.</del>
The chairman of the Board of Supervisors shall convene a provisional meeting of the Board of Supervisors within ten days under the circumstance that the chairman of the Board of Supervisors considers	<del>The chairman of the Board of Supervisors shall convene a provisional meeting of the Board of</del>



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<p>it necessary or under any other circumstances as stipulated by the laws, regulations, regulatory provisions or these Articles.</p> <p>The Board of Supervisors shall notify all supervisors of the date of the meeting in accordance with the provisions, and provide them with adequate materials timely before the meeting, including background information of the subject matters, any information and data which can facilitate the supervisors to make decisions.</p> <p>Where a provisional meeting of the Board of Supervisors needs to be convened in emergency, the notice of such meeting may be sent by telephone or by other verbal means without the constraints of time period, but the convener shall make explanations at the meeting.</p>	<p><del>Supervisors within ten days under the circumstance that the chairman of the Board of Supervisors considers it necessary or under any other circumstances as stipulated by the laws, regulations, regulatory provisions or these Articles.</del></p> <p><del>The Board of Supervisors shall notify all supervisors of the date of the meeting in accordance with the provisions, and provide them with adequate materials timely before the meeting, including background information of the subject matters, any information and data which can facilitate the supervisors to make decisions.</del></p> <p><del>Where a provisional meeting of the Board of Supervisors needs to be convened in emergency, the notice of such meeting may be sent by telephone or by other verbal means without the constraints of time period, but the convener shall make explanations at the meeting.</del></p>
<p>Article 246 The discussion methods of the Board of Supervisors are as follows: the chairman of the Board of Supervisors or its designated supervisors shall confirm the number of attending supervisors and explain the reasons and topics for convening the meeting, and the attending supervisors shall discuss and speak. Voting on resolutions shall be conducted and minutes shall be prepared.</p>	<p><del>Article 246 The discussion methods of the Board of Supervisors are as follows: the chairman of the Board of Supervisors or its designated supervisors shall confirm the number of attending supervisors and explain the reasons and topics for convening the meeting, and the attending supervisors shall discuss and speak. Voting on resolutions shall be conducted and minutes shall be prepared.</del></p>
<p>Article 247 Meetings of the Board of Supervisors may be convened by way of on-site meeting or written resolutions. Supervisors attending the meeting of the Board of Supervisors by telephone, video call or other instant communication and discussion means shall be deemed as attending the on-site meeting.</p>	<p><del>Article 247 Meetings of the Board of Supervisors may be convened by way of on-site meeting or written resolutions. Supervisors attending the meeting of the Board of Supervisors by telephone, video call or other instant communication and discussion means shall be deemed as attending the on-site meeting.</del></p>
<p>Article 248 Where a meeting of the Board of Supervisors is convened by way of written resolutions, if the Board of Supervisors has sent the resolutions to all supervisors and the number of supervisors who sign and agree on the resolutions has reached the quorum required for adopting the resolutions, then the written document signed and agreed by such supervisors shall be delivered to the office of the Board of Supervisors, and the resolutions shall be considered as resolutions adopted by the Board of Supervisors.</p>	<p><del>Article 248 Where a meeting of the Board of Supervisors is convened by way of written resolutions, if the Board of Supervisors has sent the resolutions to all supervisors and the number of supervisors who sign and agree on the resolutions has reached the quorum required for adopting the resolutions, then the written document signed and agreed by such supervisors shall be delivered to the office of the Board of Supervisors, and the resolutions shall be considered as resolutions adopted by the Board of Supervisors.</del></p>

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<p>Article 249 The notice of a meeting of the Board of Supervisors shall contain the following contents:</p> <p>(1) the date, time and place of the meeting;</p> <p>(2) the duration of the meeting;</p> <p>(3) the reason for holding the meeting and topics for discussion;</p> <p>(4) the permanent contact persons for meeting matters and their names and telephone numbers; and</p> <p>(5) the date of issuance of the meeting notice.</p>	<p><del>Article 249 The notice of a meeting of the Board of Supervisors shall contain the following contents:</del></p> <p><del>(1) the date, time and place of the meeting;</del></p> <p><del>(2) the duration of the meeting;</del></p> <p><del>(3) the reason for holding the meeting and topics for discussion;</del></p> <p><del>(4) the permanent contact persons for meeting matters and their names and telephone numbers; and</del></p> <p><del>(5) the date of issuance of the meeting notice.</del></p>
<p>Article 250 The supervisors shall attend the meeting of the Board of Supervisors in person. If a supervisor cannot attend a meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, while a supervisor shall not be appointed by more than two supervisors in each meeting of the Board of Supervisors.</p> <p>The proxy form shall state the name of the proxy, the relevant matters and scope of authorization, and shall be signed or sealed by the appointor.</p> <p>The supervisor acting as proxy shall exercise the appointor's rights within the scope of authorization. If a supervisor does not attend the meeting of the Board of Supervisors and fails to appoint other supervisor to attend the meeting, he/she shall be deemed to have waived the voting rights at such meeting.</p>	<p><del>Article 250 The supervisors shall attend the meeting of the Board of Supervisors in person. If a supervisor cannot attend a meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf, while a supervisor shall not be appointed by more than two supervisors in each meeting of the Board of Supervisors.</del></p> <p><del>The proxy form shall state the name of the proxy, the relevant matters and scope of authorization, and shall be signed or sealed by the appointor.</del></p> <p><del>The supervisor acting as proxy shall exercise the appointor's rights within the scope of authorization. If a supervisor does not attend the meeting of the Board of Supervisors and fails to appoint other supervisor to attend the meeting, he/she shall be deemed to have waived the voting rights at such meeting.</del></p>
<p>Article 251 The meeting of the Board of Supervisors shall be held only upon the presence of more than half of the supervisors. Resolutions at a meeting of the Board of Supervisors shall be voted in form of on-site meeting or written resolutions. Each supervisor attending the meeting shall have one vote. Resolutions proposed by the Board of Supervisors shall be approved by more than two-thirds of the members of the Board of Supervisors.</p>	<p><del>Article 251 The meeting of the Board of Supervisors shall be held only upon the presence of more than half of the supervisors. Resolutions at a meeting of the Board of Supervisors shall be voted in form of on-site meeting or written resolutions. Each supervisor attending the meeting shall have one vote. Resolutions proposed by the Board of Supervisors shall be approved by more than two-thirds of the members of the Board of Supervisors.</del></p>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 252 Minutes shall be prepared for the matters put to the meetings of the Board of Supervisors for consideration, on which the supervisors present at the meetings shall sign. The supervisor is entitled to request that an explanatory note to his speeches made at the meetings be noted in the minutes. The minutes of a meeting of the Board of Supervisors shall be kept as permanent archives of the Bank.</p>	<p><del>Article 252 Minutes shall be prepared for the matters put to the meetings of the Board of Supervisors for consideration, on which the supervisors present at the meetings shall sign. The supervisor is entitled to request that an explanatory note to his speeches made at the meetings be noted in the minutes. The minutes of a meeting of the Board of Supervisors shall be kept as permanent archives of the Bank.</del></p>
<p>Article 253 The minutes of a meeting of the Board of Supervisors shall contain the following contents:</p> <p>(1) the date and place of the meeting;</p> <p>(2) the names of the convener and the person taking minutes;</p> <p>(3) the names of the supervisors attending the meeting and the names of the supervisors (proxies) appointed by other supervisors to attend the meeting;</p> <p>(4) the agenda of the meeting;</p> <p>(5) the main points of the speeches of the supervisors; and</p> <p>(6) the methods and results of the voting for each proposal (the voting results shall state the numbers of the votes of for, against or abstention).</p>	<p><del>Article 253 The minutes of a meeting of the Board of Supervisors shall contain the following contents:</del></p> <p><del>(1) the date and place of the meeting;</del></p> <p><del>(2) the names of the convener and the person taking minutes;</del></p> <p><del>(3) the names of the supervisors attending the meeting and the names of the supervisors (proxies) appointed by other supervisors to attend the meeting;</del></p> <p><del>(4) the agenda of the meeting;</del></p> <p><del>(5) the main points of the speeches of the supervisors; and</del></p> <p><del>(6) the methods and results of the voting for each proposal (the voting results shall state the numbers of the votes of for, against or abstention).</del></p>
<p>Article 254 The supervisors shall sign and take responsibility for the resolutions of the Board of Supervisors. Where a resolution of the Board of Supervisors is in violation of the laws, regulations, regulatory provisions or these Articles, thereby causes serious losses to the Bank, the supervisors who are involved in the resolution shall be liable to the Bank for damages. However, where a supervisor can prove that he had expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, such supervisors may be relieved from such liability.</p>	<p><del>Article 254 The supervisors shall sign and take responsibility for the resolutions of the Board of Supervisors. Where a resolution of the Board of Supervisors is in violation of the laws, regulations, regulatory provisions or these Articles, thereby causes serious losses to the Bank, the supervisors who are involved in the resolution shall be liable to the Bank for damages. However, where a supervisor can prove that he had expressed his opposition to such resolution when it was put to the vote, and that such opposition was recorded in the minutes of the meeting, such supervisors may be relieved from such liability.</del></p>
<p>Article 255 Resolutions and minutes of meetings of the Board of Supervisors of the Bank shall be submitted to the banking regulatory authorities under the State Council in a timely manner.</p>	<p><del>Article 255 Resolutions and minutes of meetings of the Board of Supervisors of the Bank shall be submitted to the banking regulatory authorities under the State Council in a timely manner.</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<b>Chapter 8 The President and Senior Management</b>	<b>Chapter <del>8</del><sup>7</sup> The President and Senior Management</b>
Article 256 The Bank shall have one president and several vice presidents. The senior management of the Bank shall consist of the president, vice presidents, assistants to the president and other members determined by the Board of Directors of the Bank.	Article <del>256</del> <sup>13</sup> The Bank shall have one president and several vice presidents. The senior management of the Bank shall consist of the president, vice presidents, assistants to the president and other members determined by the Board of Directors of the Bank.
<p>The senior management, as the executive body of the Bank, is responsible for operation, implementation and management enhancement, and carries out operation and management activities in accordance with these Articles and the authorization of the Board of Directors to ensure that the operation of the Bank is in line with the development strategies, risk appetite and other policies formulated and approved by the Board of Directors. The senior management is accountable to the Board of Directors and supervised by the Board of Supervisors. The senior management is not subject to improper intervention in the operation and management activities within its terms of reference according to the laws.</p>	<p>The senior management, as the executive body of the Bank, is responsible for operation, implementation and management enhancement, and carries out operation and management activities in accordance with these Articles and the authorization of the Board of Directors to ensure that the operation of the Bank is in line with the development strategies, risk appetite and other policies formulated and approved by the Board of Directors. The senior management is accountable to the Board of Directors and supervised by the <del>Board of Supervisors</del>—<b>Audit Committee</b>. The senior management is not subject to improper intervention in the operation and management activities within its terms of reference according to the laws.</p>
Article 257 The president shall be nominated by the chairman of the Board of Directors and appointed or dismissed by the Board of Directors. The vice presidents and other senior management members shall be nominated by the president and reported to the Board of Directors for appointment or dismissal.	Article <del>257</del> <sup>14</sup> The president shall be nominated by the chairman of the Board of Directors and appointed or dismissed by the Board of Directors. The vice presidents and other senior management members shall be nominated by the president and reported to the Board of Directors for appointment or dismissal.
Article 153 in relation to the conditions prohibiting a person from acting as a director shall also be applicable to senior management members.	Article <del>153</del> <sup>40</sup> <b>and Article 145</b> in relation to the conditions prohibiting a person from acting as a director <b>and the management system for resignations</b> shall also be applicable to senior management members.
Article 258 The appointment and dismissal of senior management members of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No controlling shareholders, de facto controllers and their related parties shall be allowed to interfere with the normal procedures for selection and appointment of senior management members of the Bank. No direct appointment or dismissal of senior management members bypassing the Board of Directors shall be allowed. The Bank shall adopt an open and transparent way to select and appoint senior management members.	Article <del>258</del> <sup>15</sup> The appointment and dismissal of senior management members of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No controlling shareholders, de facto controllers and their related parties shall be allowed to interfere with the normal procedures for selection and appointment of senior management members of the Bank. No direct appointment or dismissal of senior management members bypassing the Board of Directors shall be allowed. The Bank shall adopt an open and transparent way to select and appoint senior management members.
Under the premise of openness and transparency and following the principles of equal opportunity and merit-based selection, the Bank may select and appoint senior management members through market-oriented	Under the premise of openness and transparency and following the principles of equal opportunity and merit-based selection, the Bank may select and appoint senior management members through market-oriented

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
selection and appointment mechanism and other means.	selection and appointment mechanism and other means.
The Bank shall establish an incentive mechanism linking the remunerations of senior management members with the performance of the Bank and of the individual under incentive plan approved by the Directors of the Board, in order to attract talents and retain the stability of senior management members.	The Bank shall establish an incentive mechanism linking the remunerations of senior management members with the performance of the Bank and of the individual under incentive plan approved by the Directors of the Board, in order to attract talents and retain the stability of senior management members.
The Board of Directors' performance appraisal on senior management members shall be the basis for the determination of remunerations and other incentives of senior management members.	The Board of Directors' performance appraisal on senior management members shall be the basis for the determination of remunerations and other incentives of senior management members.
Article 259 The term of office of the senior management members of the Bank shall be three years, and may be re-appointed upon expiry of their term.	Article <del>259</del> <u>16</u> The term of office of the senior management members of the Bank shall be three years, and may be re-appointed upon expiry of their term.
Article 260 The Bank shall enter into employment contracts with senior management members to specify the rights and obligations between the parties.	Article <del>260</del> <u>17</u> The Bank shall enter into employment contracts with senior management members to specify the rights and obligations between the parties.
<p>Article 261 The president shall execute each resolution of the Board of Directors, as well as organize and carry on business and management activities in accordance with the laws, regulations, these Articles and under the authorization of the Board of Directors, and shall perform the following functions and powers:</p> <p>(1) propose to the Board of Directors to engage or dismiss senior management members, such as the vice presidents and assistants to the president;</p> <p>(2) decide to engage or dismiss management officers other than those shall be engaged or dismissed by the Board of Directors;</p> <p>(3) draft proposals on the establishment of the Bank's internal management departments;</p> <p>(4) set up the Bank's basic management system;</p> <p>(5) formulate the Bank's specific regulations;</p> <p>(6) organize the implementation of the medium-to-long-term business strategies and major business development plans approved by the Board of Directors of the Bank;</p> <p>(7) formulate the Bank's capital management plan and</p>	<p>Article <del>261</del><u>18</u> The president shall execute each resolution of the Board of Directors, as well as organize and carry on business and management activities in accordance with the laws, regulations, these Articles and under the authorization of the Board of Directors, and shall perform the following functions and powers:</p> <p>(1) propose to the Board of Directors to engage or dismiss senior management members, such as the vice presidents and assistants to the president;</p> <p>(2) decide to engage or dismiss management officers other than those shall be engaged or dismissed by the Board of Directors;</p> <p>(3) draft proposals on the establishment of the Bank's internal management departments;</p> <p>(4) set up the Bank's basic management system;</p> <p>(5) formulate the Bank's specific regulations;</p> <p>(6) organize the implementation of the medium-to-long-term business strategies and major business development plans approved by the Board of Directors of the Bank;</p>

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<p>capital management policy;</p> <p>(8) draft proposals on increase or deduction of the registered capital of the Bank and issuance of financial bonds of the Bank;</p> <p>(9) take charge of the business operation management and risk management of the Bank, organize the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(10) submit business plans and investment proposals to the Board of Directors on behalf of the senior management, organize the implementation of Board resolutions upon approval by the Board of Directors, and organize the implementation of the annual plans and investment proposals upon approval by the Board of Directors;</p> <p>(11) draft proposals on annual financial budget, final accounts and distribution of profit;</p> <p>(12) formulate proposals on wages, benefits, rewards and punishment of the Bank's staff, and decide on their appointment and dismissal;</p> <p>(13) authorize other senior management members of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(14) adopt emergency measures when any major emergency, such as bank run, promptly report them to the banking regulatory authority under the State Council and the Board of Directors and the Board of Supervisors;</p> <p>(15) other duties and powers conferred by these Articles and by the Board of Directors.</p> <p>The president shall exercise his functions and powers in accordance with relevant laws, regulations and these Articles, and the vice presidents and other senior management members shall assist the president in his work and perform their duties in accordance with relevant authorizations. If the president is unable to perform his duties, the president shall designate a vice president to act on his behalf.</p>	<p>(7) formulate the Bank's capital management plan and capital management policy;</p> <p>(8) draft proposals on increase or deduction of the registered capital of the Bank and issuance of financial bonds of the Bank;</p> <p>(9) take charge of the business operation management and risk management of the Bank, organize the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;</p> <p>(10) <del>submit</del><u>draft</u> business plans and investment proposals <del>to the Board of Directors on behalf of the senior management of the Bank, organize the implementation of Board resolutions upon approval by the Board of Directors,</del> and organize the implementation of the annual plans and investment proposals upon approval by the Board of Directors;</p> <p>(11) draft proposals on annual financial budget, final accounts and distribution of profit;</p> <p>(12) formulate proposals on wages, benefits, rewards and punishment of the Bank's staff, and decide on their appointment and dismissal;</p> <p>(13) authorize other senior management members of the Bank and persons in charge of internal departments and branches to conduct operational activities;</p> <p>(14) adopt emergency measures when any major emergency, such as bank run, promptly report them to the banking regulatory authority under the State Council and the Board of Directors <del>and the Board of Supervisors;</del></p> <p>(15) <u>perform the duties of the Bank's legal representative such as signing relevant documents during the period of acting as the Bank's legal representative in accordance with the Articles of Association; and</u></p> <p><del>(16)</del> other duties and powers conferred by these Articles and by the Board of Directors.</p> <p>The president shall exercise his functions and powers</p>

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<p>The validity of a conduct of senior management members of the Bank acting on behalf of the Bank with a bona fide third party shall not be affected by the irregularities in the appointment, election or qualification of such person.</p>	<p>in accordance with relevant laws, regulations and these Articles, and the vice presidents and other senior management members shall assist the president in his work and perform their duties in accordance with relevant authorizations. <del>If In the event of</del> the president <del>is vacant or</del> is unable to perform his duties, <del>the president</del> <b>the Board of Directors</b> shall designate a <del>vice president to act on his behalf</del> <u>a person who meets the corresponding qualifications to perform the duties on behalf of the president and report to the decision-making authority for qualification examination within ten days from the date of designation.</u> The time for performing duties on behalf of the president shall not exceed six months.</p> <p><del>The validity of a conduct of senior management members of the Bank acting on behalf of the Bank with a bona fide third party shall not be affected by the irregularities in the appointment, election or qualification of such person.</del></p>
<p>Article 262 The president may attend the Board meetings.</p> <p>Senior management members of the Bank shall carry out operation and management activities in accordance with these Articles and authorizations of the Board of Directors, actively execute resolution of the shareholders' general meetings and resolution of the Board of Directors and establish the systems for reporting regularly to the Board of Directors and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank in a timely, accurate and complete manner.</p>	<p>Article <del>262</del><b>19</b> The president may attend the Board meetings.</p> <p>Senior management members of the Bank shall carry out operation and management activities in accordance with these Articles and authorizations of the Board of Directors, actively execute resolution of the <del>shareholders'</del> general meetings and resolution of the Board of Directors and establish the systems for reporting regularly to the Board of Directors and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank in a timely, accurate and complete manner.</p>
<p>Article 263 Senior management members of the Bank shall submit themselves to the supervision of the Board of Supervisors, regularly report to the Board of Supervisors in relation to the operational results, material contracts, financial position, risk profile, business prospects and other situations of the Bank, and shall not obstruct or hinder the inspection, supervision or other activities carried out by the Board of Supervisors according to its functions and powers.</p> <p>The senior management members of the Bank has the right to request the Board of Supervisors to raise an objection to any action of the Board of Directors which is in violation of the rules and interferes with the</p>	<p>Article <del>263</del><b>20</b> Senior management members of the Bank shall submit themselves to the supervision of the <del>Board of Supervisors</del> <u>Audit Committee</u>, regularly report to the <del>Board of Supervisors</del> <u>Audit Committee</u> in relation to the operational results, material contracts, financial position, risk profile, business prospects and other situations of the Bank, and shall not obstruct or hinder the inspection, supervision or other activities carried out by the <del>Board of Supervisors</del> <u>Audit Committee</u> according to its functions and powers.</p> <p>The senior management members of the Bank has the right to request the <del>Board of Supervisors</del> <u>Audit Committee</u> to raise an objection to any action of the</p>



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operation and management activities and report to banking regulatory authority under the State Council.	Board of Directors which is in violation of the rules and interferes with the operation and management activities and report to banking regulatory authority under the State Council.
Article 264 Article 157 and Article 159 shall be also applicable to senior management members.	Article <del>264</del> <b>21</b> Article <del>157</del> <b>42</b> and <del>Article 159</del> shall be also applicable to senior management members.
<p>Article 265 The president shall formulate the “Terms of Reference of the Senior Management” and implement such terms after being approved by the Board of Directors.</p> <p>Senior management of the Bank shall establish and enhance a system of meetings and formulate the meeting rules and procedure.</p>	<p>Article <del>265</del><b>22</b> The president shall formulate the “Terms of Reference of the Senior Management” and implement such terms after being approved by the Board of Directors.</p> <p>Senior management of the Bank shall establish and enhance a system of meetings and formulate the meeting rules and procedure.</p>
<p>Article 266 The Terms of Reference of the Senior Management primarily includes the following:</p> <p>(1) conditions and procedures for convening a presidential business meeting and the participating personnel;</p> <p>(2) specific duties and responsibilities and division of labor of each of the senior management members;</p> <p>(3) authorities in relation to the use of the Bank’s funds and assets and the entering into material contracts, as well as the reporting system to the Board of Directors and the Board of Supervisors;</p> <p>(4) other matters which are deemed necessary by the Board of Directors.</p>	<p>Article <del>266</del><b>23</b> The Terms of Reference of the Senior Management primarily includes the following:</p> <p>(1) conditions and procedures for convening a presidential business meeting and the participating personnel;</p> <p>(2) specific duties and responsibilities and division of labor of each of the senior management members;</p> <p>(3) authorities in relation to the use of the Bank’s funds and assets and the entering into material contracts, as well as the reporting system to the Board of Directors and the <del>Board of Supervisors</del><b>Audit Committee</b>;</p> <p>(4) other matters which are deemed necessary by the Board of Directors.</p>
<p>Article 267 The senior management members of the Bank may resign before their terms of office expire. The specific procedures and measures for such resignation of senior management members shall be specified in the appointment contract between such senior management members and the Bank. Such senior management members shall not leave their positions until their exit audits are completed.</p> <p>Where the president is temporarily vacant due to the fact that the qualifications of the new president have not been approved or other reasons, the Bank shall designate personnel who meet the corresponding qualifications to perform duties on behalf of the president, and report to the decision-making authority for the qualification examination within three days from the date of the designation. The time of performing duties on behalf of the president shall not</p>	<p>Article <del>267</del><b>24</b> The senior management members of the Bank may resign before their terms of office expire. The specific procedures and measures for such resignation of senior management members shall be specified in the appointment contract between such senior management members and the Bank. Such senior management members shall not leave their positions until their exit audits are completed.</p> <p><del>Where the president is temporarily vacant due to the fact that the qualifications of the new president have not been approved or other reasons, the Bank shall designate personnel who meet the corresponding qualifications to perform duties on behalf of the president, and report to the decision-making authority for the qualification examination within three days from the date of the designation. The time of performing duties on behalf of the</del></p>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
exceed six months.	<del>president shall not exceed six months.</del>
<b>Chapter 9 Qualifications and Obligations of Directors, Supervisors and Senior Management Officers</b>	<b>Chapter 9<del>8</del> Qualifications and Obligations of Directors,<del>Supervisors</del> and Senior Management Officers</b>
<p>Article 268 The qualifications for the positions of the directors, supervisors and senior management officers of the Bank shall meet the requirements stipulated by the laws, regulations, regulatory provisions and these Articles. The qualifications of the directors and senior management officers of the Bank shall be approved by the banking regulatory authority under the State Council.</p> <p>The Bank shall ensure that the directors and senior management officers meet the corresponding qualifications and possess the corresponding qualifications when they take office and during their term of office.</p> <p>If any director or senior management officer fails to meet the qualification requirements during his/her term of office, the Bank shall order him/her to make correction within a prescribed time limit or cease his/her appointment, and report the situation to the banking regulatory authority under the State Council.</p>	<p>Article <del>268</del><b>25</b> The qualifications for the positions of the directors, <del>supervisors</del> and senior management officers of the Bank shall meet the requirements stipulated by the laws, regulations, regulatory provisions and these Articles. The qualifications of the directors and senior management officers of the Bank shall be approved by the banking regulatory authority under the State Council.</p> <p>The Bank shall ensure that the directors and senior management officers meet the corresponding qualifications and possess the corresponding qualifications when they take office and during their term of office.</p> <p>If any director or senior management officer fails to meet the qualification requirements during his/her term of office, the Bank shall order him/her to make correction within a prescribed time limit or cease his/her appointment, and report the situation to the banking regulatory authority under the State Council.</p>
<p>Article 269 In addition to the obligations stipulated by the laws, regulations, the Listing Rules, the regulatory provisions and these Articles, in exercising their duties and functions, the directors, supervisors and senior management officers of the Bank shall also assume the following obligations to each and every shareholder:</p> <p>(1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license;</p> <p>(2) to act in good faith and in the best interests of the Bank;</p> <p>(3) not to deprive the Bank of its assets in any way, including (but not limited to) depriving the Bank of any advantageous business opportunities; and</p> <p>(4) not to deprive the shareholders of any personal rights and interests, including (but not limited to) the right to distributions and the right to vote, but excluding the submission of company restructuring proposals to the shareholders' general meeting in accordance with these Articles.</p>	<p><del>Article 269 In addition to the obligations stipulated by the laws, regulations, the Listing Rules, the regulatory provisions and these Articles, in exercising their duties and functions, the directors, supervisors and senior management officers of the Bank shall also assume the following obligations to each and every shareholder:</del></p> <p><del>(1) to ensure that the Bank does not operate beyond the scope of business stipulated in its business license;</del></p> <p><del>(2) to act in good faith and in the best interests of the Bank;</del></p> <p><del>(3) not to deprive the Bank of its assets in any way, including (but not limited to) depriving the Bank of any advantageous business opportunities; and</del></p> <p><del>(4) not to deprive the shareholders of any personal rights and interests, including (but not limited to) the right to distributions and the right to vote, but excluding the submission of company restructuring</del></p>

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<p>Article 270 The directors, supervisors and senior management officers of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.</p>	<p><del>proposals to the shareholders' general meeting in accordance with these Articles.</del></p> <p><del>Article 270 The directors, supervisors and senior management officers of the Bank shall have a responsibility to apply the same level of care, diligence and skill in exercising their rights or carrying out obligations as would be shown by a reasonably prudent person in similar circumstances.</del></p>
<p>Addition</p>	<p><u>Article 226 The directors and senior management officers have a duty of loyalty to the Bank, shall adopt measures to avoid conflicts between their own interests and the interests of the Bank, and may not take advantage of their powers to seek improper benefits.</u></p> <p><u>The directors and senior management officers have a duty of diligence to the Bank, and shall exercise due care that a manager ordinarily exercises the best interest of the Bank in executing their functions.</u></p> <p><u>The provisions of the preceding two paragraphs shall apply to the controlling shareholders and de facto controllers of the Bank who do not serve as directors of the Bank but actually carry out the Bank's business.</u></p>
<p>Article 271 The directors, supervisors and senior management officers of the Bank must act with good faith in exercising their duties and responsibilities, and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to (but not limited to) the following obligations:</p> <p>(1) to act in good faith and in the best interests of the Bank;</p> <p>(2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(3) to exercise in person the discretion conferred on them and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and regulations providing to the contrary or through the informed consent of shareholders in a shareholders' general meeting;</p>	<p>Article <del>271</del><u>27</u> The directors, <del>supervisors</del> and senior management officers of the Bank <del>must act with good faith</del> in exercising their duties and responsibilities; <del>and shall not put themselves in any situation where their personal interests may conflict with their obligations. This extends to include</del> (but not limited to) the following obligations:</p> <p>(1) to act in good faith and in the best interests of the Bank;</p> <p>(2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority;</p> <p>(3) to exercise in person the discretion conferred on them and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and regulations providing to the contrary or through the informed consent of shareholders in a <del>shareholders'</del> general meeting;</p>

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<p>(4) to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</p> <p>(5) not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by these Articles or if there is informed consent from shareholders through a shareholders' general meeting;</p> <p>(6) not to use any assets of the Bank to seek personal advantages in any way without the informed consent of shareholders through a shareholders' general meeting;</p> <p>(7) not to accept bribes or other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;</p> <p>(8) not to engage in any business similar to that of the Bank for themselves or others without the informed consent of the shareholders' general meeting;</p> <p>(9) not to accept any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p> <p>(10) to comply with these Articles, perform their duties faithfully and safeguard the interests of the Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;</p> <p>(11) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;</p> <p>(12) not to misappropriate the funds of the Bank, not to put any assets of the Bank under an account opened in his own name or in the name of others, not to use the Bank's assets as security for the debts of the shareholders of the Bank or others;</p> <p>(13) not to lend the funds of the Bank to others in violation of these Articles;</p>	<p>(4) <del>to treat shareholders of the same class in the same way, and to fairly treat shareholders of different classes;</del> <u>to treat all shareholders equally;</u></p> <p>(5) <del>not to enter into any contract, transaction or arrangement with the Bank except if otherwise prescribed by these Articles or if there is informed consent from shareholders through a shareholders' general meeting;</del> <u>directors and senior management officers who enter into contracts or transactions directly or indirectly with the Bank shall report to the general meeting on matters relating to the entering into of contracts or transactions, which shall be resolved and approved by the Board of Directors in accordance with the provisions of the Articles of Association. At the same time, if these Articles, relevant laws and regulations and regulatory requirements provide otherwise in respect of connected transactions, such provisions shall apply;</u></p> <p>(6) not to use any assets of the Bank to seek personal advantages in any way without the <del>informed</del> consent of <del>shareholders through a shareholders'</del> <u>a</u> general meeting;</p> <p>(7) not to <del>accept</del> bribes or <u>accept</u> other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;</p> <p>(8) not to engage in any business similar to that of the Bank for themselves or others <del>without the informed consent of the shareholders' general meeting</del> <u>without reporting to the general meeting and passing a resolution at the board meeting;</u></p> <p>(9) not to accept <del>any commission related to transactions of the Bank without the informed consent of the shareholders through a shareholders' general meeting for themselves</del> <u>commissions in relation to transactions between others and the Bank;</u></p> <p>(10) <del>to comply with these Articles, perform their duties faithfully and safeguard the interests of the</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>(14) not to divulge any confidential information relating to the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the people's court or other relevant competent authorities if the disclosure is:</p> <p>(i) in accordance with the law;</p> <p>(ii) in the public interest;</p> <p>(iii) required for the interests of the directors, supervisors and senior management officers.</p> <p>Income generated by directors, supervisors and senior management officers in violation of the preceding paragraphs shall belong to the Bank.</p>	<p><del>Bank, and not to take advantage of their position and authority at the Bank to seek personal gain;</del></p> <p><del>(11) not to engage in any form of competition with the Bank without the informed consent of the shareholders through a shareholders' general meeting;</del> <u>not using the advantages of his or her office to appropriate for himself/herself or for others, business opportunities which ought to belong to the Bank except where they reported to the general meeting and received approval of board meeting resolutions or such business opportunities can not be exploited by the Bank according to laws, administrative regulations or these Articles;</u></p> <p><del>(12)</del> <u>(11)</u> not to misappropriate the funds of the Bank, not to put any assets <u>or funds</u> of the Bank under an account opened in his own name or <del>in the name of others</del> <u>other's name</u>, <del>not to use the Bank's assets as security for the debts of the shareholders of the Bank or others;</del></p> <p><del>(13)</del> <u>(12)</u> not to lend the funds of the Bank to others in violation of these Articles <u>without being approved by a resolution of board meeting;</u></p> <p><del>(14)</del> <u>(13)</u> not to disclose confidential information of the Company without authorization;</p> <p><del>not to divulge any confidential information relating to the Bank and obtained by them during their term of office without the informed consent of the shareholders through a shareholders' general meeting; and not to use such information except it is in the interests of the Bank; however the information may be disclosed to the people's court or other relevant competent authorities if the disclosure is:</del></p> <p><del>(i) in accordance with the law;</del></p> <p><del>(ii) in the public interest;</del></p> <p><del>(iii) required for the interests of the directors, supervisors and senior management officers.</del></p> <p><u>(14) not to damage the interests of the Bank by taking advantage of his/her connections with the</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>Bank;</u></p> <p><u>(15) to engage in any other act that violates the duty of loyalty to the Bank.</u></p> <p>Income generated by directors, <del>supervisors</del> and senior management officers in violation of the preceding paragraphs shall belong to the Bank.</p> <p><u>The close relatives of directors and senior management officers, enterprises directly or indirectly controlled by directors and senior management officers, or their close relatives, as well as associates with whom directors and senior management officers have other related relationship, when entering into contracts or conducting transactions with the Bank, shall be subject to the provisions of the clause (5) in the first paragraph of this Article. If the laws, regulations and regulatory provisions provide otherwise, such provisions shall apply.</u></p>
<p>Article 272 The directors, supervisors and senior management officers of the Bank shall not direct the following persons or institutions (hereinafter referred to as “related persons”) to take any acts which the directors, supervisors and senior management officers are themselves prohibited from taking:</p> <p>(1) the spouse or underage children of the directors, supervisors and senior management officers of the Bank;</p> <p>(2) a trustee of any of the directors, supervisors and senior management officers of the Bank or a trustee of the persons referred to in item (1) of this Article;</p> <p>(3) a partner of the directors, supervisors or senior management officers of the Bank or a partner of the persons referred to in items (1) and (2) of this Article;</p> <p>(4) a company which is under the de facto control of the directors, supervisors and senior management officers of the Bank, or a company which is under the de facto joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors, supervisors and senior management officers of the Bank; and</p>	<p><del>Article 272 The directors, supervisors and senior management officers of the Bank shall not direct the following persons or institutions (hereinafter referred to as “related persons”) to take any acts which the directors, supervisors and senior management officers are themselves prohibited from taking:</del></p> <p><del>(1) the spouse or underage children of the directors, supervisors and senior management officers of the Bank;</del></p> <p><del>(2) a trustee of any of the directors, supervisors and senior management officers of the Bank or a trustee of the persons referred to in item (1) of this Article;</del></p> <p><del>(3) a partner of the directors, supervisors or senior management officers of the Bank or a partner of the persons referred to in items (1) and (2) of this Article;</del></p> <p><del>(4) a company which is under the de facto control of the directors, supervisors and senior management officers of the Bank, or a company which is under the de facto joint control of the persons referred to in items (1), (2) and (3) of this Article or with other directors, supervisors and senior management</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
(5) the directors, supervisors and senior management officers of the companies referred to in item (4) of this Article.	<del>officers of the Bank; and</del>  <del>(5) the directors, supervisors and senior management officers of the companies referred to in item (4) of this Article.</del>
Article 273 The directors, supervisors and senior management officers of the Bank shall be liable to indemnify for any losses of the Bank arising from their violation of the laws, regulations, regulatory provisions and these Articles when performing duties.	Article <del>273</del> <b>28</b> The directors, <del>supervisors</del> and senior management officers of the Bank shall be liable to indemnify for any losses of the Bank arising from their violation of the laws, regulations, regulatory provisions and these Articles when performing duties.  <u>The Bank shall be liable for any damages to others caused by a director or senior management officers while he/she is performing his/her duties. The director or senior management officers in question shall also be liable if such damages are intentional or caused by his/her gross negligence.</u>  <u>The controlling shareholder or de facto controller of the Bank instructing a director or senior management officers to engage in acts that harm the interests of the Bank or shareholders shall be liable jointly and severally with the director or senior management officers.</u>
Article 274 The fiduciary duties owed by the directors, supervisors and senior management officers of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.	<del>Article 274 The fiduciary duties owed by the directors, supervisors and senior management officers of the Bank shall not necessarily be terminated at the end of their term of office, and their obligation to keep the trade secrets of the Bank confidential shall remain valid after their term of office expires. The duration of other obligations shall be determined by what is fair, and will depend on the length of time between the date on which the directors leave their positions and the relevant event involving the obligations as well as the circumstances and conditions in which their relationship with the Bank terminated.</del>
Article 275 The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor and senior management officers of the Bank who has violated any obligations, unless the circumstances specified in Article 86 would apply.	<del>Article 275 The shareholders may make an informed decision at the shareholders' general meeting to dismiss any director, supervisor and senior management officers of the Bank who has violated any obligations, unless the circumstances specified in Article 86 would apply.</del>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 276 When the directors, supervisors and senior management officers of the Bank have direct or indirect material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors and senior management officers), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.</p> <p>Unless the directors, supervisors and senior management officers of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors and senior management officers are in breach of their obligations.</p> <p>If the related persons (as defined in the Article 272) of a director, supervisor or senior management officers of the Bank have any conflict of interests with any contracts, transactions or arrangements, the related director, supervisor and senior management officers shall be deemed to have a conflict of interests as well.</p>	<p><del>Article 276 When the directors, supervisors and senior management officers of the Bank have direct or indirect material conflict of interests in any executed or proposed contracts, transactions or arrangements (except the employment contracts between the Bank and its directors, supervisors and senior management officers), regardless of whether such interests are usually subject to the approval or consent of the Board of Directors, such persons shall disclose the nature and extent of the interests to the Board of Directors as soon as possible.</del></p> <p><del>Unless the directors, supervisors and senior management officers of the Bank with conflicts of interest have disclosed their interests to the Board of Directors in accordance with the requirements of the preceding paragraph, and the Board of Directors has approved the matter without counting the interested persons into the quorum and without their participation in the vote, the Bank shall have the right to rescind such contracts, transactions or arrangements, except in circumstances where the counterparty is acting in good faith and unaware that the directors, supervisors and senior management officers are in breach of their obligations.</del></p> <p><del>If the related persons (as defined in the Article 272) of a director, supervisor or senior management officers of the Bank have any conflict of interests with any contracts, transactions or arrangements, the related director, supervisor and senior management officers shall be deemed to have a conflict of interests as well.</del></p>
<p>Article 277 Before the Bank considers entering into contracts, transactions or arrangements for the first time, if the interested directors, supervisors and senior management officers of the Bank have provided a written notice to the Board of Directors stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor and senior management officers concerned shall be deemed to have made the disclosure as required in the preceding Article of this chapter to the extent as set out in the notice.</p>	<p><del>Article 277 Before the Bank considers entering into contracts, transactions or arrangements for the first time, if the interested directors, supervisors and senior management officers of the Bank have provided a written notice to the Board of Directors stating that they have an conflict of interests in the contracts, transactions or arrangements which would be entered into by the Bank in the future for the reasons set out in the notice, then the director, supervisor and senior management officers concerned shall be deemed to have made the disclosure as required in the preceding Article of this chapter to the extent as set out in the notice.</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 278 The Bank shall not in any way pay taxes for the directors, supervisors and senior management officers of the Bank.	<del>Article 278 The Bank shall not in any way pay taxes for the directors, supervisors and senior management officers of the Bank.</del>
Article 279 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors and senior management officers of the Bank, nor shall the Bank provide the same to their related persons.	<del>Article 279 The Bank shall not, directly or indirectly, provide any loan or loan guarantee to the directors, supervisors and senior management officers of the Bank, nor shall the Bank provide the same to their related persons.</del>
<p>The preceding paragraph shall not apply in the following circumstances:</p> <p>(1) loans or loan guarantees provided by the Bank to its subsidiary companies;</p> <p>(2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors or senior management officers of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities;</p> <p>(3) loans and loan guarantees provided by the Bank to the relevant directors, supervisors and senior management officers of the Bank and their related persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</p> <p>If the Bank provides a loan in breach of the provisions of this Article, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</p>	<p><del>The preceding paragraph shall not apply in the following circumstances:</del></p> <p><del>(1) loans or loan guarantees provided by the Bank to its subsidiary companies;</del></p> <p><del>(2) loans, loan guarantees or other funds provided by the Bank to the directors, supervisors or senior management officers of the Bank pursuant to their employment contracts which were adopted by the shareholders' general meeting, so that the foregoing persons can make payments in the interests of the Bank or for the expenses incurred in performing their duties and responsibilities;</del></p> <p><del>(3) loans and loan guarantees provided by the Bank to the relevant directors, supervisors and senior management officers of the Bank and their related persons, provided that the loans and loan guarantees are provided on normal commercial terms and conditions.</del></p> <p><del>If the Bank provides a loan in breach of the provisions of this Article, regardless of the terms of the loan, the person who has received the loan shall repay it immediately.</del></p>
<p>Article 280</p> <p>Any loan guarantee provided by the Bank in violation of the first paragraph of the foregoing Article shall not be enforceable against the Bank, except for the following circumstances:</p> <p>(1) where a loan has been provided to the related persons of the Bank's directors, supervisors and senior management officers and the provider of the loan is unaware of the violation; and</p> <p>(2) the security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.</p>	<p><del>Article 280</del></p> <p><del>Any loan guarantee provided by the Bank in violation of the first paragraph of the foregoing Article shall not be enforceable against the Bank, except for the following circumstances:</del></p> <p><del>(1) where a loan has been provided to the related persons of the Bank's directors, supervisors and senior management officers and the provider of the loan is unaware of the violation; and</del></p> <p><del>(2) the security provided by the Bank has been sold legally by the loan provider to a purchaser acting in good faith.</del></p>

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Article 281 The guarantee referred to in the preceding Articles of this chapter includes acts whereby the guarantor undertakes liabilities or provide assets to guarantee that the obligor performs its obligations.	<del>Article 281 The guarantee referred to in the preceding Articles of this chapter includes acts whereby the guarantor undertakes liabilities or provide assets to guarantee that the obligor performs its obligations.</del>
<p>Article 282 When the directors, supervisors and senior management officers of the Bank are in breach of the obligations owed towards the Bank, apart from the various rights and remedies provided by the laws and regulations, the Bank shall have the right to take the following measures:</p> <p>(1) to require the directors, supervisors and senior management officers concerned to compensate the Bank for the losses caused by their dereliction of duties;</p> <p>(2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors and senior management officers concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors and senior management officers of the Bank are in breach of their obligations);</p> <p>(3) to require the directors, supervisors and senior management officers concerned to hand over any benefits which have been obtained from their breach of obligations;</p> <p>(4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors and senior management officers concerned; and</p> <p>(5) to require the directors, supervisors and senior management officers concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.</p>	<p><del>Article 282 When the directors, supervisors and senior management officers of the Bank are in breach of the obligations owed towards the Bank, apart from the various rights and remedies provided by the laws and regulations, the Bank shall have the right to take the following measures:</del></p> <p><del>(1) to require the directors, supervisors and senior management officers concerned to compensate the Bank for the losses caused by their dereliction of duties;</del></p> <p><del>(2) to rescind any concluded contracts or transactions between the Bank and the directors, supervisors and senior management officers concerned, and the contracts or transactions concluded between the Bank and third parties (when the third parties know or should have known that the directors, supervisors and senior management officers of the Bank are in breach of their obligations);</del></p> <p><del>(3) to require the directors, supervisors and senior management officers concerned to hand over any benefits which have been obtained from their breach of obligations;</del></p> <p><del>(4) to recover funds which should have been received by the Bank, including but not limited to commission from the directors, supervisors and senior management officers concerned; and</del></p> <p><del>(5) to require the directors, supervisors and senior management officers concerned to repay the interest which is or may be accrued from the funds which should have been received to the Bank.</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Chapter 10 Financial Accounting System, Profits Distribution and Audit	Chapter <del>10</del> <u>9</u> Financial Accounting System, Profits Distribution and Audit
Section 1 Financial Accounting System	Section 1 Financial Accounting System
Article 283 The Bank shall formulate its financial accounting system in accordance with the laws, regulations, the unified national financial accounting system and the provisions of the relevant regulatory authorities.	Article <del>283</del> <u>29</u> The Bank shall formulate its financial accounting system in accordance with the laws, regulations, the unified national financial accounting system and the provisions of the relevant regulatory authorities.
Article 284 The Bank shall publish its financial report twice in each accounting year, i.e. it shall publish its interim financial report within sixty days after the end of the first six months of each accounting year, and its annual financial report within one hundred and twenty days after the end of each accounting year.  Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.	Article <del>284</del> <u>30</u> The Bank shall <del>publish its financial report twice in each accounting year, i.e. it shall publish</del> <u>disclose</u> its interim financial report within <u>two months after the end of the first half of sixty days</u> <del>after the end of the first six months of</del> each accounting year, and <u>disclose</u> its annual financial report within <u>four months</u> <del>one hundred and twenty days</del> after the end of each accounting year.  Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.
Article 285 The Bank shall prepare an annual financial report at the end of each accounting year, which shall be examined and verified according to law. The Board of Directors of the Bank shall make available at each annual shareholders' general meeting the financial reports prepared by the Bank in accordance with the relevant laws, regulations and the Listing Rules.	Article <del>285</del> <u>31</u> <u>The accounting year of the Bank shall be beginning from January 1st and ending on December 31st of the calendar year.</u> The Bank shall prepare an annual financial <u>accounting</u> report at the end of each accounting year, which shall be <del>examined and verified</del> <u>audited by the accounting firm</u> according to law. <del>The Board of Directors of the Bank shall make available at each annual shareholders' general meeting the financial reports prepared by the Bank in accordance with the relevant laws, regulations and the Listing Rules.</del>  <u>The financial accounting reports shall be prepared in compliance with applicable laws, regulations, and the provisions issued by the financial department of the State Council.</u>

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<p>Article 286 The financial reports of the Bank shall be made available at the Bank twenty days or earlier before the convening of the annual shareholders' general meeting for inspection by shareholders. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p>The aforesaid financial reports shall include: report of the Board of Directors together with the balance sheet (including every document required by laws and regulations to be annexed to the balance sheet), profit and loss statement or income and expenditure statement, or (subject to compliance with relevant laws and regulations) summary financial report approved by the Hong Kong Stock Exchange.</p> <p>Except as otherwise provided in these Articles, the Bank shall, at least twenty-one days prior to the date of the annual shareholders' general meeting, send the reports mentioned above to each registered holder of H shares by prepaid mail, and the addresses of recipients shall follow the addresses set out in the register of shareholders. For holders of overseas listed foreign shares, subject to the requirements of laws and regulations, the same may be served by publishing it on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time.</p> <p>Where there are otherwise provisions by the laws, regulations or securities regulatory authority in the listing place where our shares are listed in relation thereto, those provisions shall be observed.</p>	<p>Article <del>286</del><b>32</b> The financial reports of the Bank shall be made available at the Bank twenty days or earlier before the convening of the annual <del>shareholders</del><sup>2</sup> general meeting for inspection by shareholders. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter.</p> <p><del>The aforesaid financial reports shall include: report of the Board of Directors together with the balance sheet (including every document required by laws and regulations to be annexed to the balance sheet), profit and loss statement or income and expenditure statement, or (subject to compliance with relevant laws and regulations) summary financial report approved by the Hong Kong Stock Exchange.</del></p> <p><del>Except as otherwise provided in these Articles, the Bank shall, at least twenty-one days prior to the date of the annual shareholders' general meeting, send the reports mentioned above to each registered holder of H shares by prepaid mail, and the addresses of recipients shall follow the addresses set out in the register of shareholders. The Bank shall publish the financial accounting report.</del></p> <p>For holders of overseas listed foreign shares, subject to the requirements of laws and regulations <u>as well as the relevant rules of the securities regulatory authorities of the place where the Bank's shares are listed</u>, the same may be served by publishing it on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time.</p> <p>Where there are otherwise provisions by the laws, regulations or securities regulatory authority in the listing place where our shares are listed in relation thereto, those provisions shall be observed.</p>



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<p>Article 287 The accounting year of the Bank shall be beginning from January 1st and ending on December 31st of the calendar year.</p> <p>The Bank shall prepare an annual financial report within four months after the end of each accounting year and submit it to the relevant regulatory authorities after being audited and certified in accordance with the relevant laws.</p> <p>The said annual financial report shall be prepared according to the relevant laws, regulations and departmental rules.</p>	<p><del>Article 287 The accounting year of the Bank shall be beginning from January 1st and ending on December 31st of the calendar year.</del></p> <p><del>The Bank shall prepare an annual financial report within four months after the end of each accounting year and submit it to the relevant regulatory authorities after being audited and certified in accordance with the relevant laws.</del></p> <p><del>The said annual financial report shall be prepared according to the relevant laws, regulations and departmental rules.</del></p>
<p>Article 288 The Bank shall prepare its financial statements in accordance with the accounting standards and regulations of the People's Republic of China, as well as in accordance with the international accounting standards or the accounting standards required by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed. If there are any major differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements. When distributing the after-tax profits for the relevant accounting year, the Bank shall adopt the one with the lower after-tax profits out of the aforesaid two financial statements.</p>	<p>Article <del>288</del><u>33</u> The Bank shall prepare its financial statements in accordance with the accounting standards and regulations of the People's Republic of China, as well as in accordance with the international accounting standards or the accounting standards required by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed. <del>If there are any major differences between the financial statements prepared in accordance with the two accounting standards, such differences shall be stated in the notes to the financial statements. When distributing the after-tax profits for the relevant accounting year, the Bank shall adopt the one with the lower after-tax profits out of the aforesaid two financial statements.</del></p>
<p>Article 289 The interim results or financial information to be published or disclosed by the Bank shall be prepared in accordance with the People's Republic of China accounting standards and regulations, as well as in accordance with the international accounting standards or the accounting standards required by securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.</p>	<p><del>Article 289 The interim results or financial information to be published or disclosed by the Bank shall be prepared in accordance with the People's Republic of China accounting standards and regulations, as well as in accordance with the international accounting standards or the accounting standards required by securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.</del></p>
<p>Article 290 The Bank shall not have any books of accounts in addition to its statutory ones. No asset of the Bank may be kept in any account opened in the name of any individual.</p>	<p>Article <del>290</del><u>34</u> The Bank shall not have any books of accounts in addition to its statutory ones. No <b>asset fund</b> of the Bank may be kept in any account opened in the name of any individual.</p>



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<p>Article 291 The after-tax profit of the Bank for the year shall be distributed in the following order of priority:</p> <p>(1) to make up for the losses of previous years;</p> <p>(2) to set aside 10% as statutory reserve fund;</p> <p>(3) to set aside general reserve;</p> <p>(4) to set aside discretionary reserve fund; and</p> <p>(5) to pay dividends to shareholders in pro rata to their shareholding.</p> <p>Where the shareholders' general meeting distributes profits to shareholders before the Bank's making up losses and setting aside statutory reserve funds and violates the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions.</p> <p>Shares of the Bank held by the Bank shall not participate in the distribution of profits.</p>	<p>Article <del>291</del><b>35</b> The after-tax profit of the Bank for the year shall be distributed in the following order of priority:</p> <p>(1) to make up for the losses of previous years;</p> <p>(2) to set aside 10% as statutory reserve fund; (3) to set aside general reserve;</p> <p>(4) to set aside discretionary reserve fund; and</p> <p>(5) to pay dividends to shareholders in pro rata to their shareholding.</p> <p>Where the <del>shareholders'</del> general meeting distributes profits to shareholders before the Bank's making up losses and setting aside statutory reserve funds and violates the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions. <b><u>Shareholders and responsible directors or senior management officers shall be liable for indemnity if it causes losses to the Bank.</u></b></p> <p>Shares of the Bank held by the Bank shall not participate in the distribution of profits.</p>
<p>Article 292 The Bank needs not allocate further amounts if the accumulated amount of the statutory reserve fund is over 50% of its registered capital.</p> <p>After allocation to the statutory reserve fund, the allocation to the discretionary reserve fund shall be decided by the shareholders' general meeting. The Bank shall not distribute profits to the shareholders before making up losses of the Bank as well as allocation to the statutory reserve fund and general reserve.</p>	<p>Article <del>292</del><b>36</b> The Bank needs not allocate further amounts if the accumulated amount of the statutory reserve fund is over 50% of its registered capital.</p> <p>After allocation to the statutory reserve fund, the allocation to the discretionary reserve fund shall be decided by the <del>shareholders'</del> general meeting. <b><del>The Bank shall not distribute profits to the shareholders before making up losses of the Bank as well as allocation to the statutory reserve fund and general reserve.</del></b></p> <p><b><u>The premium received by the Bank from the issuance of shares at a price exceeding the par value of the shares, the amount received from the issuance of no-par value shares that is not included in the registered capital, and other items that are required by the financial department of the State Council to be included in the capital reserve fund shall be included in the capital reserve fund of the Bank.</u></b></p>

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<p>Article 293 The reserve fund of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the capital of the Bank, but capital reserve fund shall not be used for making up the Bank's losses.</p> <p>When the statutory reserve fund is converted to capital, the balance of such reserve fund shall not be less than 25% of the Bank's registered capital before the conversion.</p>	<p>Article <del>293</del><b>37</b> The reserve fund of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the capital of the Bank, <del>but capital reserve fund shall not be used for making up the Bank's losses.</del></p> <p><b><u>Where the reserve fund are used to make up for the Bank's losses, the discretionary reserve fund and statutory reserve fund shall be used first; if the losses still cannot be made up, the capital reserve fund may be used in accordance with the requirements.</u></b></p> <p>When the statutory reserve fund is converted to <u>increase registered</u> capital, the balance of such reserve fund shall not be less than 25% of the Bank's registered capital before the conversion.</p>
<p>Article 294 The capital reserve of the Bank shall include the following funds:</p> <p>(1) premium obtained from the issue of shares in excess of the par value; and</p> <p>(2) other revenue to be included in the capital reserve as required by the financial authority of the State Council.</p>	<p><del>Article 294 The capital reserve of the Bank shall include the following funds:</del></p> <p><del>(1) premium obtained from the issue of shares in excess of the par value; and</del></p> <p><del>(2) other revenue to be included in the capital reserve as required by the financial authority of the State Council.</del></p>
<p>Article 295 The profit distribution policy of the Bank shall emphasize the reasonable investment return to the shareholders, maintain certain continuity and stability and be in the interest of the Bank's long-term development. The Bank shall distribute dividend at the profitmaking year. The Bank may distribute profits via bonus issue, payment of cash dividend and so on.</p>	<p>Article <del>295</del><b>38</b> The profit distribution policy of the Bank shall emphasize the reasonable investment return to the shareholders, maintain certain continuity and stability and be in the interest of the Bank's long-term development. The Bank shall distribute dividend at the profitmaking year. The Bank may distribute profits via bonus issue, payment of cash dividend and so on.</p>
<p>Article 296 Where the shareholders' general meeting of the Bank approves proposals for cash dividends, bonus shares or conversion of capital reserve into share capital, the Board of Directors of the Bank shall complete the distribution of dividends (or shares) within two months after the shareholders' general meeting.</p>	<p>Article <del>296</del><b>39</b> Where the <del>shareholders'</del><sup>2</sup> general meeting of the Bank approves proposals for cash dividends, bonus shares or conversion of capital reserve into share capital, <b><u>or after the Board of Directors of the Bank has formulated a specific plan in accordance with the conditions and upper limit of the next year's interim dividend distribution as considered and approved by the annual general meeting,</u></b> the Board of Directors of the Bank shall complete the distribution of dividends (or shares) within two months after the <del>shareholders'</del><sup>2</sup> general meeting.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 297 Payments made by shareholders in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.	Article <del>297</del> <b>40</b> Payments made by shareholders in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.
<p>Article 298 The Bank shall appoint for shareholders of overseas-listed foreign shares a recipient agent. The recipient agent shall collect on behalf of the shareholders concerned the dividends distributed and other funds payable by the Bank in respect of the overseas-listed foreign shares and safe-keep such dividends and funds in custody for payment to these shareholders.</p> <p>The collection agent appointed by the Bank shall comply with the laws of the jurisdiction in which the Bank's shares are listed or the relevant requirements of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.</p> <p>The recipient agent appointed by the Bank for the shareholders of the overseas-listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered in accordance with the Trustee Ordinance (Cap. 29) of Hong Kong.</p>	<p>Article <del>298</del><b>41</b> The Bank shall appoint for shareholders of overseas-listed foreign shares a recipient agent. The recipient agent shall collect on behalf of the shareholders concerned the dividends distributed and other funds payable by the Bank in respect of the overseas-listed foreign shares and safe-keep such dividends and funds in custody for payment to these shareholders.</p> <p>The collection agent appointed by the Bank shall comply with the laws of the jurisdiction in which the Bank's shares are listed or the relevant requirements of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.</p> <p><del>The recipient agent appointed by the Bank for the shareholders of the overseas-listed foreign shares listed in the Hong Kong Stock Exchange shall be a trust company registered in accordance with the Trustee Ordinance (Cap. 29) of Hong Kong.</del></p>
<p>Article 299 Subject to the laws and regulations, the Bank may exercise the power to forfeit unclaimed dividends in respect of H shares only after the expiry of the applicable effective period upon declaration of dividends.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas-listed foreign shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p>	<p>Article <del>299</del><b>42</b> Subject to the laws and regulations, the Bank may exercise the power to forfeit unclaimed dividends in respect of H shares only after the expiry of the applicable effective period upon declaration of dividends.</p> <p>The Bank has the right to cease delivering dividend notice to the shareholders of overseas-listed foreign shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 300 The Bank has the right to sell the shares of the untraceable shareholders of H shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(1) The Bank has distributed dividends on such shares at least three times in a period of twelve years and the dividends are not claimed by anyone during that period; and</p> <p>(2) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the jurisdiction in which the Bank's shares are listed.</p>	<p>Article <del>300</del><u>243</u> The Bank has the right to sell the shares of the untraceable shareholders of H shares through the methods the Board of Directors deems appropriate and subject to the following conditions:</p> <p>(1) The Bank has distributed dividends on such shares at least three times in a period of twelve years and the dividends are not claimed by anyone during that period; and</p> <p>(2) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the jurisdiction in which the Bank's shares are listed.</p>
Section 2 Internal Audit	Section 2 Internal Audit
<p>Article 301 The Board of Directors of the Bank shall take ultimate responsibility for the establishment, operation and maintenance of the internal audit system and the independence and effectiveness of the internal audit.</p> <p>The Board of Supervisors of the Bank provides guidance and supervision on internal audit work, and has the right to require the Board of Directors and senior management to provide relevant information on audit.</p>	<p>Article <del>301</del><u>244</u> The Board of Directors of the Bank shall take ultimate responsibility for the establishment, operation and maintenance of the internal audit system and the independence and effectiveness of the internal audit.</p> <p>The <del>Board of Supervisors</del> <b>Audit Committee</b> of the Bank provides guidance and supervision on internal audit work, and has the right to require the Board of Directors and senior management to provide relevant information on audit.</p>
<p>Article 302 The Bank shall establish a chief audit officer or a person in charge of auditing (chief auditor) accordance with relevant regulatory provisions. The chief audit officer or the person in charge of auditing (chief auditor) shall be accountable to the Board of Directors, and shall be appointed and dismissed by the Board of Directors, and shall report to the Board of Directors and its Audit Committee on a regular basis.</p>	<p>Article <del>302</del><u>245</u> The Bank shall establish a chief audit officer or a person in charge of auditing (chief auditor) accordance with relevant regulatory provisions. The chief audit officer or the person in charge of auditing (chief auditor) shall be accountable to the Board of Directors, and shall be appointed and dismissed by the Board of Directors, and shall report to the Board of Directors and its Audit Committee on a regular basis.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 303 The Bank shall establish an independent internal audit department responsible for carrying out internal audit-related work and strengthening the audit and supervision of investees and affiliated overseas enterprises. The internal audit department reports to the chief audit officer or the person in charge of auditing (chief auditor).</p> <p>The Bank shall have sufficient internal audit personnel in accordance with relevant regulatory provisions. The internal audit personnel shall have the professional knowledge, occupational skills and practical experience required for performing internal audit duties.</p>	<p>Article <del>303</del><u>246</u> The Bank shall establish an independent internal audit department responsible for carrying out internal audit-related work, <u>performing supervision and inspection on the business activities, risk management, internal control, financial information and other matters of the Bank</u> and strengthening the audit and supervision of investees and affiliated overseas enterprises. The internal audit department reports to the chief audit officer or the person in charge of auditing (chief auditor).</p> <p>The Bank shall have sufficient internal audit personnel in accordance with relevant regulatory provisions. The internal audit personnel shall have the professional knowledge, occupational skills and practical experience required for performing internal audit duties.</p>
Addition	<p><u>Article 247 The internal audit institution reports to the Board of Directors.</u></p> <p><u>During the process of supervising and inspecting the Bank's business activities, risk management, internal control and financial information, the internal audit institution shall accept the supervision and guidance of the Audit Committee. Where the internal audit institution discovers relevant material issues or leads, it shall immediately report directly to the Audit Committee.</u></p>
Addition	<p><u>Article 248 When the Audit Committee communicates with external audit units such as accounting firms and state audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.</u></p>
	<p><u>Article 249 The Audit Committee shall participate in the performance assessment of the head of internal audit.</u></p>
Section 3 Engagement of Accounting Firms	Section 3 Engagement of Accounting Firms
<p>Article 304 The Bank shall engage independent, professional and qualified external auditing advisers to conduct financial audit and conduct regular assessment on the internal control of the Bank.</p>	<p>Article <del>304</del><u>250</u> The Bank shall engage independent, professional and qualified external auditing advisers to conduct financial audit and conduct regular assessment on the internal control of the Bank.</p>
<p>Article 305 The appointment, dismissal or non-reappointment of an accounting firm shall be decided by the shareholders' general meeting and reported to the securities authority for record.</p>	<p>Article <del>305</del><u>251</u> The appointment, dismissal or non-reappointment of an accounting firm shall be decided by the <del>shareholders'</del><sup>2</sup>general meeting <del>and reported to the securities authority for record.</del> <u>The Board of Directors shall not appoint an accounting firm</u></p>

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Article 306 The term of engagement of an accounting firm engaged by the Bank shall start from the closing of the current annual shareholders' general meeting and end at the closing of the next annual shareholders' general meeting.	Article <del>306</del> <b>252</b> The term of engagement of an accounting firm engaged by the Bank shall start from the closing of the current annual <del>shareholders'</del> <b>shareholders'</b> general meeting and end at the closing of the next annual <del>shareholders'</del> <b>shareholders'</b> general meeting.
<p>Article 307 An accounting firm engaged by the Bank shall have the following rights:</p> <p>(1) to inspect the financial statements, books, records and documents of the Bank at any time, and to require the directors or senior management officers of the Bank to provide relevant information and explanation;</p> <p>(2) to require the Bank to adopt all reasonable measures to obtain from its subsidiary companies such information and explanations as required by the accounting firm for performance of its duties; and</p> <p>(3) to attend the shareholders' general meeting, to obtain the notice of shareholders' general meeting or other information in relation to the meeting that any shareholders are entitled to receive, and to speak at the shareholders' general meeting on matters involving its duties as the accounting firm appointed by the Bank.</p>	<p><b>Article 307 An accounting firm engaged by the Bank shall have the following rights:</b></p> <p><del>(1) to inspect the financial statements, books, records and documents of the Bank at any time, and to require the directors or senior management officers of the Bank to provide relevant information and explanation;</del></p> <p><del>(2) to require the Bank to adopt all reasonable measures to obtain from its subsidiary companies such information and explanations as required by the accounting firm for performance of its duties; and</del></p> <p><del>(3) to attend the shareholders' general meeting, to obtain the notice of shareholders' general meeting or other information in relation to the meeting that any shareholders are entitled to receive, and to speak at the shareholders' general meeting on matters involving its duties as the accounting firm appointed by the Bank.</del></p>
Article 308 If a vacancy of the position of an accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. If there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve. The accounting firm appointed by the Board of Directors to fill the vacancy shall be rectified by the shareholders' general meeting.	Article <del>308</del> If a vacancy of the position of an accounting firm arises, the Board of Directors may appoint an accounting firm to fill such vacancy before the holding of a shareholders' general meeting. If there are other engaged accounting firms of the Bank while such vacancy still exists, such accounting firms shall continue to serve. The accounting firm appointed by the Board of Directors to fill the vacancy shall be rectified by the shareholders' general meeting.
Article 309 The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the shareholders' general meeting. The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.	Article <del>309</del> <b>253</b> The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the <del>shareholders'</del> <b>shareholders'</b> general meeting. <del>The remuneration of the accounting firm engaged by the Board of Directors shall be decided by the Board of Directors.</del>



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<p>Article 310 The appointment, dismissal or non-reappointment of an accounting firm shall be decided upon by the shareholders' general meeting and reported to the securities authority of the State Council for record.</p> <p>If the shareholders' general meeting adopts a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</p> <p>(1) before sending out notice of a shareholders' general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged or to leave its post or that has left its post in the relevant accounting year.</p> <p>Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.</p> <p>(2) if the accounting firm that is about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures:</p> <p>(i) state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement;</p> <p>(ii) send a copy of the statement in the form of an attachment to the notice to shareholders in the manner stipulated by these Articles.</p> <p>(3) if the statement of the relevant accounting firm is not sent by the Bank in accordance with the above provisions in subsection (2) above, the accounting firm concerned may request that the statement be read out at the shareholders' general meeting and make further appeal.</p> <p>(4) an accounting firm which is leaving its post shall be entitled to attend the following meetings:</p>	<p><del>Article 310 The appointment, dismissal or non-reappointment of an accounting firm shall be decided upon by the shareholders' general meeting and reported to the securities authority of the State Council for record.</del></p> <p><del>If the shareholders' general meeting adopts a resolution to engage an accounting firm other than the incumbent one to fill up any vacancy of the post, or to renew the engagement of an accounting firm engaged by the Board of Directors to fill up the vacancy, or to dismiss an accounting firm before the expiration of its term of office, the following provisions shall be satisfied:</del></p> <p><del>(1) before sending out notice of a shareholders' general meeting, the proposal on engagement or dismissal shall be sent to the accounting firm to be engaged or to leave its post or that has left its post in the relevant accounting year.</del></p> <p><del>Leaving the post includes dismissal, resignation from the post and leaving the post after the expiration of the term of office.</del></p> <p><del>(2) if the accounting firm that is about to leave its post makes a written statement, and requests the Bank to inform the shareholders of its statement, the Bank shall, unless the time of receiving the written statement is too late, adopt the following measures:</del></p> <p><del>(i) state in the notice sent out for the purpose of a resolution that the accounting firm to leave its post has made a statement;</del></p> <p><del>(ii) send a copy of the statement in the form of an attachment to the notice to shareholders in the manner stipulated by these Articles.</del></p> <p><del>(3) if the statement of the relevant accounting firm is not sent by the Bank in accordance with the above provisions in subsection (2) above, the accounting firm concerned may request that the statement be read out at the shareholders' general meeting and make further appeal.</del></p> <p><del>(4) an accounting firm which is leaving its post shall</del></p>

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<p>(i) shareholders' general meeting at which its term of office shall expire;</p> <p>(ii) shareholders' general meeting at which the vacancy due to its dismissal is to be filled up; and</p> <p>(iii) shareholders' general meeting convened due to its resignation from its post.</p> <p>The accounting firm which is leaving its post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak on any issues at the aforesaid meetings, which concern its duties as the former accounting firm of the Bank.</p>	<p><del>be entitled to attend the following meetings:</del></p> <p><del>(i) shareholders' general meeting at which its term of office shall expire;</del></p> <p><del>(ii) shareholders' general meeting at which the vacancy due to its dismissal is to be filled up; and</del></p> <p><del>(iii) shareholders' general meeting convened due to its resignation from its post.</del></p> <p><del>The accounting firm which is leaving its post shall be entitled to receive all notices of the aforesaid meetings or other information in relation to the meetings and speak on any issues at the aforesaid meetings, which concern its duties as the former accounting firm of the Bank.</del></p>
<p>Article 311 When the Bank dismisses or does not renew the engagement of an accounting firm, it shall give advance notice to the accounting firm. When voting on dismissal or non-reappointment of an accounting firm at the shareholders' general meeting, such accounting firm shall be permitted to present its views at the shareholders' general meeting. Where an accounting firm tenders resignation, it shall explain to the shareholders' general meeting whether there is any irregularity in the Bank.</p> <p>An accounting firm may resign its office by depositing at the Bank's registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain:</p> <p>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the attention of the shareholders or creditors of the Bank; or</p> <p>(2) a statement about any circumstances that shall be disclosed.</p> <p>The Bank shall, within fourteen days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the above item (2), the Bank shall also deposit a copy of the said statement</p>	<p>Article <del>311</del><u>254</u> When the Bank dismisses or does not renew the engagement of an accounting firm, it shall give advance notice to the accounting firm. When voting on dismissal or non-reappointment of an accounting firm at the <del>shareholders'</del> general meeting, such accounting firm shall be permitted to present its views at the <del>shareholders'</del> general meeting. Where an accounting firm tenders resignation, it shall explain to the <del>shareholders'</del> general meeting whether there is any irregularity in the Bank.</p> <p><del>An accounting firm may resign its office by depositing at the Bank's registered address a written resignation notice. Any such notice shall become effective on the date when it is deposited at the Bank's registered address or on such later date as may be specified in the notice. Such notice shall contain:</del></p> <p><del>(1) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the attention of the shareholders or creditors of the Bank; or</del></p> <p><del>(2) a statement about any circumstances that shall be disclosed.</del></p> <p><del>The Bank shall, within fourteen days after receiving the aforesaid written notice, send a copy of the notice to the relevant regulatory authorities. If the notice contained a statement referred to in the</del></p>

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<p>in the Bank for the shareholders' review. The Bank shall send by prepaid mail a copy of the statement mentioned above to each shareholder of overseas-listed foreign shares, and the address of the recipient shall be that recorded in the register of shareholders, or publish the copy of the statement through the website of the Bank or website of the stock exchange of the place where the Bank's shares are listed under the premises of abiding by the applicable laws, regulations and Listing Rules.</p> <p>If the accounting firm's notice of resignation contains any statement about circumstances which need to be accounted for, the accounting firm may request the Board of Directors to convene an extraordinary general meeting for the purpose of making an explanation of the circumstances in connection with its resignation.</p>	<p><del>above item (2), the Bank shall also deposit a copy of the said statement in the Bank for the shareholders' review. The Bank shall send by prepaid mail a copy of the statement mentioned above to each shareholder of overseas-listed foreign shares, and the address of the recipient shall be that recorded in the register of shareholders, or publish the copy of the statement through the website of the Bank or website of the stock exchange of the place where the Bank's shares are listed under the premises of abiding by the applicable laws, regulations and Listing Rules.</del></p> <p><del>If the accounting firm's notice of resignation contains any statement about circumstances which need to be accounted for, the accounting firm may request the Board of Directors to convene an extraordinary general meeting for the purpose of making an explanation of the circumstances in connection with its resignation.</del></p>
<p>Article 312 The shareholders' general meeting may, by way of an ordinary resolution, dismiss an accounting firm, prior to the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Bank. If the accounting firm concerned has the right to make a claim against the Bank due to its dismissal, such right shall not be affected.</p>	<p><del>Article 312 The shareholders' general meeting may, by way of an ordinary resolution, dismiss an accounting firm, prior to the expiration of the term of office of the accounting firm, regardless of the terms and conditions of the contract between the accounting firm and the Bank. If the accounting firm concerned has the right to make a claim against the Bank due to its dismissal, such right shall not be affected.</del></p>
Chapter 11 Notices and Announcements	Chapter <del>11</del> <u>10</u> Notices and Announcements
<p>Article 313 The notices of the Bank shall be given in the following ways:</p> <p>(1) by hand;</p> <p>(1) by mail, e-mail or fax;</p> <p>(3) by way of an announcement published in the newspaper or other designated media;</p> <p>(4) subject to the compliance with the laws, regulations and the rules of the regulatory authorities of the jurisdiction in which the Bank's shares are listed, by way of posting on the website of the Bank and the website designated by the stock exchange;</p> <p>(5) by such ways as agreed in advance between the Bank and the party to be notified or any other way</p>	<p>Article <del>313</del><u>255</u> The notices of the Bank shall be given in the following ways:</p> <p>(1) by hand;</p> <p>(2) by mail, e-mail or fax;</p> <p>(3) by way of an announcement published in the newspaper or other designated media;</p> <p>(4) subject to the compliance with the laws, regulations and the rules of the regulatory authorities of the jurisdiction in which the Bank's shares are listed, by way of posting on the website of the Bank and the website designated by the stock exchange;</p> <p>(5) by such ways as agreed in advance between the Bank and the party to be notified or any other way</p>

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<p>which is recognized by the party to be notified after having received such notice; and</p> <p>(6) other ways which are recognized by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed or stipulated in these Articles.</p>	<p>which is recognized by the party to be notified after having received such notice; and</p> <p>(6) other ways which are recognized by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed or stipulated in these Articles.</p>
<p>Even where these Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communications by the means specified in item (4) of the first paragraph in this Article, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communications above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, include but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of shareholders' general meetings, circulars and other communications.</p>	<p>Even where these Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communications by the means specified in item (4) of the first paragraph in this Article, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communications above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, include but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of <del>shareholders'</del> general meetings, circulars and other communications.</p>
<p>Article 314 Unless required otherwise by these Articles, the notice given by the Bank shall be deemed as received by all the relevant persons once publicly announced if the notice is delivered in the form of public announcement.</p>	<p>Article <del>314</del><b>256</b> Unless required otherwise by these Articles, the notice given by the Bank shall be deemed as received by all the relevant persons once publicly announced if the notice is delivered in the form of public announcement.</p>
<p>Article 315 The notice for convening shareholders' general meetings of the Bank shall be issued in the form of a notice or public announcement.</p>	<p><del>Article 315 The notice for convening shareholders' general meetings of the Bank shall be issued in the form of a notice or public announcement.</del></p>
<p>Article 316 Unless required otherwise by these Articles, the notice for convening meetings of the Board of Directors and its special committees, the Board of Supervisors and its special committees of the Bank shall be issued in writing by mails, fax, e-mail and so on.</p>	<p><del>Article 316 Unless required otherwise by these Articles, the notice for convening meetings of the Board of Directors and its special committees, the Board of Supervisors and its special committees of the Bank shall be issued in writing by mails, fax, e-mail and so on.</del></p>

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<p>Article 317 For a notice of the Bank sent by hand, the recipient shall sign (or seal) the relevant receipt, and the receipt date shall be the date of service; for a notice of the Bank sent by mail, the third working day from the date of delivering to mail acceptance institution shall be the date of service; for a notice of the Bank sent by fax, the same day of sending the fax shall be the date of service; for a notice of the Bank sent by emails, the same day of sending the emails shall be the date of service; for a notice of the Bank sent by telex, the third working day from the date of sending the telex shall be the date of service; for a notice issued by announcement, the date of service shall be the date of the first release of such announcement.</p> <p>Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides otherwise, such provisions shall prevail.</p>	<p>Article <del>317</del><u>257</u> For a notice of the Bank sent by hand, the recipient shall sign (or seal) the relevant receipt, and the receipt date shall be the date of service; for a notice of the Bank sent by mail, the third working day from the date of delivering to mail acceptance institution shall be the date of service; for a notice of the Bank sent by fax, the same day of sending the fax shall be the date of service; for a notice of the Bank sent by emails, the same day of sending the emails shall be the date of service; for a notice of the Bank sent by telex, the third working day from the date of sending the telex shall be the date of service; for a notice issued by announcement, the date of service shall be the date of the first release of such announcement.</p> <p>Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides otherwise, such provisions shall prevail.</p>
<p>Article 318 Where, as a result of accidental omission, a notice of meeting is not given to a person who is entitled to receive such notice or where such person has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</p>	<p>Article <del>318</del><u>258</u> Where, as a result of accidental omission, a notice of meeting is not given to a person who is entitled to receive such notice or where such person has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</p>
<p>Article 319 Where the relevant provisions of the securities regulatory authorities in the jurisdiction in which the Bank's shares are listed require that the Bank sends, mails, distributes, releases or announces, or provides by other means the Bank's corporate communications in both English and Chinese versions, if the Bank has made appropriate arrangements to determine whether its shareholders expect to receive the English version or the Chinese version only, the Bank may (based on the preference expressed by shareholders) send the English or Chinese version only to relevant shareholders within the scope permitted by the applicable laws and regulations and in accordance with applicable laws and regulations.</p>	<p>Article <del>319</del><u>259</u> Where the relevant provisions of the securities regulatory authorities in the jurisdiction in which the Bank's shares are listed require that the Bank sends, mails, distributes, releases or announces, or provides by other means the Bank's corporate communications in both English and Chinese versions, if the Bank has made appropriate arrangements to determine whether its shareholders expect to receive the English version or the Chinese version only, the Bank may (based on the preference expressed by shareholders) send the English or Chinese version only to relevant shareholders within the scope permitted by the applicable laws and regulations and in accordance with applicable laws and regulations.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Chapter 12 Mergers, Division, Dissolution and Liquidation	Chapter <del>12</del> <u>11</u> Mergers, Division, Dissolution and Liquidation
Section 1 Mergers or Division	Section 1 Mergers or Division
Article 320 The Bank may proceed to a merger or division according to laws.	Article <del>320</del> <u>260</u> The Bank may proceed to a merger or division according to laws.
Article 321 For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in these Articles. The shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by shareholders.	<del>Article 321 For a merger or division of the Bank, the Board of Directors shall put forward a proposal, and the formalities for approval shall be handled in accordance with the law after the proposal has complied with the procedures specified in these Articles. The shareholders who oppose the Bank's merger or division plans have the right to ask the Bank or the shareholders who approve the merger or division plans to purchase their shares at a fair price. The contents of the resolution on the merger or division of the Bank shall be made into special document, which shall be available for inspection by shareholders.</del>
Except as otherwise provided for by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the aforementioned documents shall be served by mail by the Bank to the holders of H shares.	<del>Except as otherwise provided for by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the aforementioned documents shall be served by mail by the Bank to the holders of H shares.</del>
Article 322 The merger taken by the Bank may be in the form of merger by absorption or merger by the establishment of a new company.	Article <del>322</del> <u>261</u> The merger taken by the Bank may be in the form of merger by absorption or merger by the establishment of a new company.  <u>Merger by absorption means the Bank absorbs another company and the absorbed company shall be dissolved. Merger by establishment means the Bank merges with one or more companies to establish a new company, and each party to the merger shall be dissolved.</u>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 323 The merger or division of the Bank shall be conducted in accordance with the following procedures:</p> <p>(1) the Board of Directors formulates plans for merger or division;</p> <p>(2) resolutions of the shareholders' general meeting in accordance with these Articles;</p> <p>(3) the parties concerned enter into a contract of merger or division;</p> <p>(4) to go through relevant examination and approval procedures according to law;</p> <p>(5) to handle various merger or division matters such as claims and debts;</p> <p>(6) to carry out registration of dissolution or change.</p>	<p>Article <del>323</del><b>262</b> The merger or division of the Bank shall be conducted in accordance with the following procedures:</p> <p>(1) the Board of Directors formulates plans for merger or division;</p> <p>(2) resolutions of the <del>shareholders'</del><b>shareholders'</b> general meeting in accordance with these Articles;</p> <p>(3) the parties concerned enter into a contract of merger or division;</p> <p>(4) to go through relevant examination and approval procedures according to law;</p> <p>(5) to handle various merger or division matters such as claims and debts;</p> <p>(6) to carry out registration of dissolution or change.</p> <p><b><u>If the Bank merges with a company in which the Bank holds more than 90% of the shares, the merged company shall not be subject to a resolution of the general meeting but shall be subject to a resolution of the Board of Directors, and shall notify other shareholders, who shall have the right to request the Bank to purchase their equity or shares at a reasonable price.</u></b></p> <p><b><u>If the total payment for the Bank's merger does not exceed 10% of the net assets of the Bank, it may not be subject to a resolution of the general meeting but shall be subject to a resolution of the Board of Directors of the Bank.</u></b></p>
<p>Article 324 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in the newspaper within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p>	<p>Article <del>324</del><b>263</b> For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in the newspaper <b><u>or National Enterprise Credit Information Publicity System</u></b> within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 325 After the merger of the Bank, the entity surviving the merger or the new entity established after the merger shall assume the claims and debts of the parties to the merger.	Article <del>325</del> <u>264</u> After the merger of the Bank, the entity surviving the merger or the new entity established after the merger shall assume the claims and debts of the parties to the merger.
<p>Article 326 Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>Where there is a division of the Bank, the parties to the division shall enter into an agreement of division, and prepare a balance sheet and assets list. The Bank shall inform the creditors within ten days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement in the newspaper within thirty days.</p>	<p>Article <del>326</del><u>265</u> Where the Bank proceeds into a division, its assets shall be divided accordingly.</p> <p>Where there is a division of the Bank, the parties to the division shall enter into an agreement of division, and prepare a balance sheet and assets list. The Bank shall inform the creditors within ten days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement in the newspaper <u>or National Enterprise Credit Information Publicity System</u> within thirty days.</p>
Article 327 The entity established after division shall assume joint and several liability for the debts incurred by the Bank before division, unless otherwise stipulated in any settlement agreement of debts which may be reached between the Bank and its creditors prior to the division.	Article <del>327</del> <u>266</u> The entity established after division shall assume joint and several liability for the debts incurred by the Bank before division, unless otherwise stipulated in any settlement agreement of debts which may be reached between the Bank and its creditors prior to the division.
<p>Article 328 The Bank shall prepare a balance sheet and assets list when it intends to reduce its registered capital.</p> <p>The Bank shall inform the creditors within ten days from the date on which the resolution in favor of the reduction of registered capital is adopted, and shall publish an announcement in the newspaper within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p> <p>The registered capital of the Bank after reduction shall not be less than the statutory minimum.</p>	<p>Article <del>328</del><u>267</u> The Bank <del>shall</del><u>must</u> prepare a balance sheet and assets list when it intends to reduce its registered capital.</p> <p>The Bank shall inform the creditors within ten days from the date on which the resolution <u>of the general meeting</u> in favor of the reduction of registered capital is adopted, and shall publish an announcement in the newspaper <u>or National Enterprise Credit Information Publicity System</u> within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.</p> <p>The registered capital of the Bank after reduction shall not be less than the statutory minimum.</p> <p><u>Where the Bank reduces its registered capital, it shall reduce the amount of shares in accordance with the proportion of shares held by shareholders, except as otherwise provided by laws and regulations or these Articles.</u></p> <p><u>In case of a reduction of registered capital in violation of the laws and regulations or the</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
	<p><u>requirements of these Articles, the shareholders shall return the funds received, and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Bank, the shareholders and the responsible directors and senior management officers shall be held liable for compensation.</u></p>
Addition	<p><u>Article 268 Where the Bank still incurs losses after making up its losses in accordance with Paragraph 2 of Article 237 of these Articles, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Bank shall not make distribution to shareholders, nor exempt shareholders from their obligation to make capital contribution or payment for the shares.</u></p> <p><u>The provisions of the Paragraph 2 of Article 237 of these Articles shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Bank shall publish an announcement in the newspaper or National Enterprise Credit Information Publicity System within thirty days from the date of the resolution on the reduction of its registered capital at the general meeting.</u></p> <p><u>After reducing the registered capital in accordance with the provisions of the preceding two paragraphs, the Bank shall not distribute profits until the cumulative amount of the statutory reserve fund and discretionary reserve fund reaches 50% of the registered capital.</u></p>
Addition	<p><u>Article 269 When the Bank issues new shares for the purpose of increasing registered capital, shareholders shall not be entitled to pre-emptive rights, unless otherwise provided for in these Articles or determined by a resolution of the general meeting that shareholders shall be entitled to pre-emptive rights.</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 329 Where a merger or division of the Bank involves any changes to the registered matters, an application for modification of registration shall be made to the company registration authority in accordance with the law; if the Bank is dissolved, cancellation of registration of the Bank shall be carried out in accordance with the law; where a new company is established, the registration of the incorporation of the company shall be carried out in accordance with the law. For an increase or a reduction of the registered capital of the Bank, an application for modification of registration shall be made to the company registration authority in accordance with the law.</p>	<p>Article <del>329</del><b>270</b> Where a merger or division of the Bank involves any changes to the registered matters, an application for modification of registration shall be made to the company registration authority in accordance with the law; if the Bank is dissolved, cancellation of registration of the Bank shall be carried out in accordance with the law; where a new company is established, the registration of the incorporation of the company shall be carried out in accordance with the law. For an increase or a reduction of the registered capital of the Bank, an application for modification of registration shall be made to the company registration authority in accordance with the law.</p>
<p>Article 330 The Bank shall be taken over by the banking regulatory authorities under the State Council in accordance with the Commercial Banking Law and other relevant laws and regulations when there is, or is likely to be, a credit crisis which may materially impact the interests of depositors.</p> <p>The Bank shall abide by such takeover.</p>	<p>Article <del>330</del><b>271</b> The Bank shall be taken over by the banking regulatory authorities under the State Council in accordance with the Commercial Banking Law and other relevant laws and regulations when there is, or is likely to be, a credit crisis which may materially impact the interests of depositors.</p> <p>The Bank shall abide by such takeover.</p>
Section 2 Dissolution and Liquidation	Section 2 Dissolution and Liquidation
<p>Article 331 The Bank shall be liquidated according to laws in any of the following circumstances:</p> <p>(1) if the shareholders' general meeting resolves and the regulatory authorities concerned approve to do so;</p> <p>(2) if a dissolution is necessary as a result of a merger or division of the Bank;</p> <p>(3) if the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the law;</p> <p>(4) where the operation and management of the Bank falls into serious difficulties and its continued existence would cause heavy losses to shareholders, the shareholders holding more than one tenth of the total voting rights of the Bank may apply to a people's court to dissolve the Bank if there are no other solutions;</p> <p>(5) the Bank is declared bankrupt by a people's court in accordance with the law; and</p> <p>(6) the term of operation set out in these Articles has expired or other events of dissolution specified in these</p>	<p>Article <del>331</del><b>272</b> The Bank shall be liquidated according to laws in any of the following circumstances:</p> <p>(1) if the <del>shareholders'</del> general meeting resolves and the regulatory authorities concerned approve to do so;</p> <p>(2) if a dissolution is necessary as a result of a merger or division of the Bank;</p> <p>(3) if the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the law;</p> <p>(4) where the operation and management of the Bank falls into serious difficulties and its continued existence would cause heavy losses to shareholders, the shareholders holding more than one tenth of the total voting rights of the Bank may apply to a people's court to dissolve the Bank if there are no other solutions;</p> <p>(5) the Bank is declared bankrupt by a people's court in accordance with the law; and</p> <p>(6) the term of operation set out in these Articles has expired or other events of dissolution specified in these</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Articles have occurred.</p> <p>The liquidation and dissolution of the Bank shall comply with the Company Law, the Commercial Banking Law and the requirements of the stock exchange where the securities of the Bank are listed, and shall be approved by relevant regulatory authorities.</p>	<p>Articles have occurred.</p> <p>The liquidation and dissolution of the Bank shall comply with the Company Law, the Commercial Banking Law and the requirements of the stock exchange where the securities of the Bank are listed, and shall be approved by relevant regulatory authorities.</p>
<p>Article 332 Where the Bank is dissolved pursuant to items (1), (3), (4) or (5) of Article 331, a liquidation committee shall be established to begin liquidation within fifteen days from the date of occurrence of grounds for dissolution. The members of the liquidation committee shall be determined by the directors or the shareholders' general meeting. Where a liquidation committee is not established as scheduled, the creditors may apply to a people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (5) of the preceding Article, liquidation shall be conducted by a people's court in accordance with the relevant laws.</p>	<p>Article <del>332</del><u>273</u> Where the Bank is dissolved pursuant to items (1), (3), (4) or <del>(5)</del><u>(6)</u> of Article <del>331</del><u>272</u>, <u>it shall be liquidated. The directors, being the liquidation obligors shall establish</u> a liquidation committee <del>shall be established</del> to begin liquidation within fifteen days from the date of occurrence of grounds for dissolution. <del>The members of the liquidation committee shall be determined by the directors or the shareholders' general meeting. The liquidation committee shall comprise the directors, unless the Articles of Association provides otherwise or it is resolved at the general meeting to elect other persons.</del> Where a liquidation committee is not established as scheduled, <u>or there is no liquidation after establishment of a liquidation committee,</u> the <del>creditors interested parties</del> may apply to a people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.</p> <p>Where the Bank is dissolved pursuant to item (5) of the preceding Article, liquidation shall be conducted by a people's court in accordance with the relevant laws.</p> <p><u>If the Bank has any of the circumstances specified in items (1) and (6) of the preceding article, and has not yet distributed assets to shareholders, it may continue to exist by amending these Articles of or by a resolution of the general meeting. An amendment to these Articles in accordance with this paragraph or by a resolution of the general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders present at the general meeting.</u></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 333 If the Board of Directors decides that the Bank shall be liquidated (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of shareholders' general meeting convened for such purpose that the Board of Directors has conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within twelve months following the commencement of the liquidation.</p> <p>After the shareholders' general meeting adopts a resolution in favor of the liquidation, the functions and powers of the Board of Directors of the Bank shall be terminated immediately.</p> <p>The liquidation committee shall follow the instructions of the shareholders' general meetings and shall report to the shareholders' general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the shareholders' general meeting at the end of the liquidation.</p>	<p><del>Article 333 If the Board of Directors decides that the Bank shall be liquidated (except for liquidation resulting from the Bank's declaration of bankruptcy), it shall state in the notice of shareholders' general meeting convened for such purpose that the Board of Directors has conducted a comprehensive investigation into the situation of the Bank and believes that the Bank is able to pay off all its debts within twelve months following the commencement of the liquidation.</del></p> <p><del>After the shareholders' general meeting adopts a resolution in favor of the liquidation, the functions and powers of the Board of Directors of the Bank shall be terminated immediately.</del></p> <p><del>The liquidation committee shall follow the instructions of the shareholders' general meetings and shall report to the shareholders' general meeting at least once a year on the income and expenditure of the liquidation committee, the business of the Bank and the progress of the liquidation, and shall make a final report to the shareholders' general meeting at the end of the liquidation.</del></p>
<p>Article 334 The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>(1) to liquidate the assets of the Bank and prepare a balance sheet and assets list respectively;</p> <p>(2) to inform creditors by notices or public announcements;</p> <p>(3) to deal with any unsettled business of the Bank that relates to the liquidation;</p> <p>(4) to pay off any outstanding taxes;</p> <p>(5) to clear up claims and debts;</p> <p>(6) to handle the Bank's remaining assets after all debts are paid off; and</p> <p>(7) to participate in civil litigation on behalf of the Bank.</p>	<p>Article <del>334</del><b>274</b> The liquidation committee shall exercise the following functions and powers during the period of liquidation:</p> <p>(1) to liquidate the assets of the Bank and prepare a balance sheet and assets list respectively;</p> <p>(2) to inform creditors by notices <del>or</del> <b>and</b> public announcements;</p> <p>(3) to deal with any unsettled business of the Bank that relates to the liquidation;</p> <p>(4) to pay off any outstanding taxes <b>and tax payment incurred in the process of liquidation;</b></p> <p>(5) to clear up claims and debts;</p> <p>(6) to <del>handle</del> <b>distribute</b> the Bank's remaining assets after all debts are paid off; and</p> <p>(7) to participate in civil litigation on behalf of the Bank.</p>



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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 335 The liquidation committee shall notify creditors within ten days from the date of its establishment, and shall publish an announcement in the newspaper within sixty days. The creditors shall make their claims to the liquidation committee within thirty days from the date of receipt of the notice or, within forty-five days from the date of the first public announcement for those who have not received the notice.</p> <p>When making a claim, creditors shall explain the matters related to their claim and provide relevant evidence of such claims. Claims shall be registered by the liquidation committee.</p> <p>The liquidation committee shall not settle any debt with any creditors during the period allowed for creditors to make a claim.</p>	<p>Article <del>335</del><b>275</b> The liquidation committee shall notify creditors within ten days from the date of its establishment, and shall publish an announcement in the newspaper <u>or National Enterprise Credit Information Publicity System</u> within sixty days. The creditors shall make their claims to the liquidation committee within thirty days from the date of receipt of the notice or, within forty-five days from the date of the first public announcement for those who have not received the notice.</p> <p>When making a claim, creditors shall explain the matters related to their claim and provide relevant evidence of such claims. Claims shall be registered by the liquidation committee.</p> <p>The liquidation committee shall not settle any debt with any creditors during the period allowed for creditors to make a claim.</p>
<p>Article 336 After the liquidation of the Bank's assets by the liquidation committee and the preparation of a balance sheet and assets list, the liquidation committee shall formulate a liquidation plan and submit it to the shareholders' general meeting or to the relevant competent authorities for confirmation.</p> <p>The Bank's assets shall be liquidated in the following order:</p> <p>(1) to pay the liquidation costs;</p> <p>(2) to pay employees' salaries, social insurance and statutory compensation;</p> <p>(3) to pay the principal and legal interest of personal savings deposits;</p> <p>(4) to pay all outstanding taxes;</p> <p>(5) to settle the Bank's debts; and</p> <p>(6) to distribute to shareholders according to their classes of shares and proportion of shares being held.</p> <p>During the liquidation, the Bank shall continue to exist, but shall not carry on any business activities which do not relate to the liquidation. The assets of the Bank shall not be distributed to shareholders before it is used</p>	<p>Article <del>336</del><b>276</b> After the liquidation of the Bank's assets by the liquidation committee and the preparation of a balance sheet and assets list, the liquidation committee shall formulate a liquidation plan and submit it to the <del>shareholders'</del> general meeting or to the relevant competent authorities for confirmation.</p> <p>The Bank's assets shall be liquidated in the following order:</p> <p>(1) to pay the liquidation costs;</p> <p>(2) to pay employees' salaries, social insurance and statutory compensation;</p> <p>(3) to pay the principal and legal interest of personal savings deposits;</p> <p>(4) to pay all outstanding taxes;</p> <p>(5) to settle the Bank's debts; and</p> <p>(6) to distribute to shareholders according to their classes of shares and proportion of shares being held.</p> <p>During the liquidation, the Bank shall continue to exist, but shall not carry on any business activities which do not relate to the liquidation. The assets of the Bank shall not be distributed to shareholders before it is used</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
for settlement in accordance with the provisions of the preceding paragraph.	for settlement in accordance with the provisions of the preceding paragraph.
<p>Article 337 With respect to liquidation due to dissolution of the Bank, during the liquidation of the Bank's assets by the liquidation committee, and after preparing a balance sheet and assets list, if the liquidation committee finds the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall apply to the people's court for a declaration of bankruptcy upon approval by the banking regulatory authorities under the State Council. After a ruling is made by the people's court that the Bank be declared bankrupt, the liquidation committee shall hand over its liquidation work to the people's court in accordance with the law.</p>	<p>Article <del>337</del><b>277</b> With respect to liquidation due to dissolution of the Bank, during the liquidation of the Bank's assets by the liquidation committee, and after preparing a balance sheet and assets list, if the liquidation committee finds the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall apply to the people's court for a <del>declaration of</del> bankruptcy <u>liquidation</u> upon approval by the banking regulatory authorities under the State Council.</p> <p>After a ruling is made by the people's court that the Bank's <u>bankruptcy application</u> be <del>declared</del> <u>accepted</u> <del>bankrupt</del>, the liquidation committee shall hand over its liquidation work to <u>the bankruptcy administrator designated by</u> the people's court in accordance with the law.</p> <p><u>Where the Bank is declared bankruptcy in accordance with laws, it shall implement bankruptcy liquidation in accordance with the relevant laws relating to bankruptcy of an enterprise.</u></p>
<p>Article 338 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, income and expenditure statement and financial books of accounts in respect of the liquidation period, and upon verification by a certified public accountant of the People's Republic of China, submit the documents mentioned above to the shareholders' general meeting or the relevant competent authorities for confirmation.</p> <p>The liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank within thirty days from the confirmation of the liquidation report by the shareholders' general meeting or the relevant competent authorities.</p>	<p>Article <del>338</del><b>278</b> Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, <del>income and expenditure statement and financial books of accounts in respect of the liquidation period, and upon verification by a certified public accountant of the People's Republic of China, and</del> submit <del>the documents mentioned above</del> to the <del>shareholders' general meeting or the relevant competent authorities</del> <u>people's court for confirmation and to the Bank's registrar to apply for cancellation of the Bank's registration.</u></p> <p><del>The liquidation committee shall submit the documents mentioned above to the company registration authority, apply for cancellation of the Bank's registration and make an announcement of the closure of the Bank within thirty days from the confirmation of the liquidation report by the shareholders' general meeting or the relevant competent authorities.</del></p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 339 Members of the liquidation committee shall faithfully perform their duties and perform the liquidation obligations in accordance with the law.</p> <p>Members of the liquidation committee shall not accept any bribes or other illegal income by abusing their authority and shall not misappropriate the assets of the Bank.</p> <p>Members of the liquidation committee shall be liable for damages and losses if the Bank or creditors incur losses as a result of the deliberate or gross negligence of the members of the liquidation committee.</p>	<p>Article <del>339</del><b>279</b> Members of the liquidation committee shall <u>perform liquidation duties faithfully perform their duties and perform the liquidation obligations in accordance with the law and bear duties of loyalty and diligence.</u></p> <p>Members of the liquidation committee shall not accept any bribes or other illegal income by abusing their authority and shall not misappropriate the assets of the Bank.</p> <p>Members of the liquidation committee shall be liable for damages and losses if the Bank or creditors incur losses as a result of the deliberate or gross negligence of the members of the liquidation committee.</p> <p><u>If members of the liquidation committee fail to fulfill their liquidation obligations in a timely manner and cause losses to the Bank or creditors, they shall be liable for compensation.</u></p> <p><u>If members of the liquidation committee neglect in performing the liquidation obligations and cause losses to the Bank or creditors, they shall be liable for compensation.</u></p>
Chapter 13 Amendments to these Articles of Association	Chapter <del>13</del> <b>12</b> Amendments to these Articles of Association
<p>Article 340 The Bank may amend these Articles in accordance with the laws, regulations and the provisions of these Articles.</p>	<p><del>Article 340 The Bank may amend these Articles in accordance with the laws, regulations and the provisions of these Articles.</del></p>
<p>Article 341 The Bank shall amend these Articles if any of the following circumstances occur:</p> <p>(1) If, after the relevant laws, regulations, regulatory provisions and the Listing Rules are amended, any term contained in these Articles becomes inconsistent with the mandatory provisions of the amended laws, regulations, regulatory provisions and the Listing Rules;</p> <p>(2) If a change in the Bank's circumstances results in inconsistency with certain terms specified in these Articles; and</p> <p>(3) The shareholders' general meeting shall consider to amend these Articles.</p>	<p>Article <del>341</del><b>280</b> The Bank shall amend these Articles if any of the following circumstances occur:</p> <p>(1) If, after the relevant laws, regulations, regulatory provisions and the Listing Rules are amended, any term contained in these Articles becomes inconsistent with the mandatory provisions of the amended laws, regulations, regulatory provisions and the Listing Rules;</p> <p>(2) If a change in the Bank's circumstances results in inconsistency with certain terms specified in these Articles; and</p> <p>(3) The <del>shareholders'</del> general meeting shall consider to amend these Articles.</p>

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Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 342 The Board of Directors shall amend these Articles in accordance with the resolution of the shareholders' general meeting and the opinions of the relevant competent authorities.	Article <del>342</del> <b>281</b> The Board of Directors shall amend these Articles in accordance with the resolution of the <del>shareholders</del> <sup>2</sup> general meeting and the opinions of the relevant competent authorities.
Article 343 Amendments to these Articles are information required to be disclosed by laws and regulations, and an announcement shall be made as required.	Article <del>343</del> <b>282</b> Amendments to these Articles are information required to be disclosed by laws and regulations, and an announcement shall be made as required.
Article 344 The proposal for any amendments to be made to these Articles shall be put forward by the Board of Directors, voted through at the shareholders' general meeting and submitted to the banking regulatory authorities of the State Council for approval. The changes shall be registered in accordance with the law.	Article <del>344</del> <b>283</b> The proposal for any amendments to be made to these Articles shall be put forward by the Board of Directors, voted through at the <del>shareholders</del> <sup>2</sup> general meeting and submitted to the banking regulatory authorities of the State Council for approval. The changes shall be registered in accordance with the law.
Chapter 14 Dispute Resolution	Chapter 14 Dispute Resolution
<p data-bbox="244 857 778 917">Article 345 The Bank shall abide by the following rules for dispute resolution:</p> <p data-bbox="244 959 778 1544">(1) If any disputes or claims in relation to the Bank's business, with respect to any rights or obligations under these Articles, Company Law or any other relevant laws and regulations, arise between shareholders of overseas-listed foreign shares and the Bank, between shareholders of overseas-listed foreign shares and the Bank's directors, supervisors or senior management officers of the Bank, or between shareholders of overseas-listed foreign shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration. Where the competent securities authorities fail to reach an understanding or agreement with the relevant overseas securities regulatory authorities in respect of the settlement of disputes, the parties concerned may settle such disputes by the means specified by the laws and regulations and as agreed by both parties.</p> <p data-bbox="244 1587 778 1889">When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank's shareholders, directors, supervisors or senior management officers of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</p> <p data-bbox="244 1932 778 1972">Disputes with respect to the definition of shareholders</p>	<p data-bbox="817 857 1351 917"><del>Article 345 The Bank shall abide by the following rules for dispute resolution:</del></p> <p data-bbox="817 959 1351 1576"><del>(1) If any disputes or claims in relation to the Bank's business, with respect to any rights or obligations under these Articles, Company Law or any other relevant laws and regulations, arise between shareholders of overseas-listed foreign shares and the Bank, between shareholders of overseas-listed foreign shares and the Bank's directors, supervisors or senior management officers of the Bank, or between shareholders of overseas-listed foreign shares and other shareholders, the parties concerned shall submit such disputes or claims to arbitration. Where the competent securities authorities fail to reach an understanding or agreement with the relevant overseas securities regulatory authorities in respect of the settlement of disputes, the parties concerned may settle such disputes by the means specified by the laws and regulations and as agreed by both parties.</del></p> <p data-bbox="817 1619 1351 1921"><del>When the aforementioned disputes or claims are submitted to arbitration, such disputes or claims shall be submitted in their entirety, and all persons (being the Bank, the Bank's shareholders, directors, supervisors or senior management officers of the Bank) that have a cause of action based on the same grounds or the persons whose participation is necessary for the resolution of such disputes or claims, shall comply with the arbitration.</del></p>

**APPENDIX I:                      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>and disputes concerning the register of shareholders need not be resolved by arbitration.</p> <p>(2) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.</p> <p>If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</p> <p>(3) Unless otherwise provided by the laws, regulations and regulatory provisions, the laws of the People's Republic of China shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.</p> <p>(4) The award of the arbitration institution shall be final and binding on all parties.</p>	<p><del>Disputes with respect to the definition of shareholders and disputes concerning the register of shareholders need not be resolved by arbitration.</del></p> <p><del>(2) An applicant may choose for the arbitration to be arbitrated either by the China International Economic and Trade Arbitration Commission in accordance with its arbitration rules or the Hong Kong International Arbitration Centre in accordance with its securities arbitration rules. Once a claimant submits a dispute or claim to arbitration, the other party must carry out the arbitration at the arbitration institution selected by the claimant.</del></p> <p><del>If an applicant opts for arbitration by the Hong Kong International Arbitration Centre, either party may request for the arbitration to be conducted in Shenzhen in accordance with the securities arbitration rules of the Hong Kong International Arbitration Centre.</del></p> <p><del>(3) Unless otherwise provided by the laws, regulations and regulatory provisions, the laws of the People's Republic of China shall apply to the settlement of any disputes or claims that are resolved by arbitration pursuant to item (1) above.</del></p> <p><del>(4) The award of the arbitration institution shall be final and binding on all parties</del></p>
Chapter 15 Supplemental Provisions	Chapter <del>15</del> <sup>13</sup> Supplemental Provisions
<p>Article 346 These Articles are written in Chinese. Should there be any inconsistency between these Articles written in another language or provided in other versions, the latest Chinese version approved and registered by the Administration for Industry and Commerce shall prevail.</p>	<p>Article <del>346</del><sup>284</sup> These Articles are written in Chinese. Should there be any inconsistency between these Articles written in another language or provided in other versions, the latest Chinese version approved <del>and registered</del> by the <del>Administration for Industry and Commerce</del> <u>banking regulatory authorities under the State Council</u> shall prevail.</p>
<p>Article 347 Unless required otherwise by these Articles, references to “above”, “within”, “below”, “before” and “until” in these Articles shall include the actual given figures, while references to “less than”, “beyond”, “fewer than”, “more than”, “under”, “exceed”, “surpass” and “over” shall exclude such actual given figures.</p>	<p>Article <del>347</del><sup>285</sup> Unless required otherwise by these Articles, references to “above”, “within”, “below”, “before” and “until” in these Articles shall include the actual given figures, while references to “less than”, “beyond”, “fewer than”, “more than”, “under”, “exceed”, “surpass” and “over” shall exclude such actual given figures.</p>

**APPENDIX I:                      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
OF ASSOCIATION OF BANK OF TIANJIN CO., LTD.**

Existing Provision of Articles of Association	Amended Provision of Articles of Association
Article 348 References to “director” in these Articles, unless the context states or requires otherwise, shall include all members of the Board of Directors serving as chairman, independent director, other director and so on. References to “supervisor” in these Articles, unless the context states or requires otherwise, shall include all members of the Board of Supervisors serving as chairman, external supervisor, other supervisor and so on.	Article <del>348</del> <b>286</b> References to “director” in these Articles, unless the context states or requires otherwise, shall include all members of the Board of Directors serving as chairman, independent director, other director and so on. <b>References to “supervisor” in these Articles, unless the context states or requires otherwise, shall include all members of the Board of Supervisors serving as chairman, external supervisor, other supervisor and so on.</b>
Article 349 References to “accounting firm” in these Articles shall bear the same meaning as the “auditor” under the Listing Rules.	Article <del>349</del> <b>287</b> References to “accounting firm” in these Articles shall bear the same meaning as the “auditor” under the Listing Rules.
<p>Article 350 Interpretation:</p> <p>(1) De facto controller means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(2) Related party relation means the relation between the controlling shareholder, actual controller, directors, supervisors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related party relation merely because they are both controlled by the State.</p> <p>(3) Non-standard audit opinions mean other audit reports other than standard audit reports, including audit reports with an emphasis of matter but without qualification and audit reports with non-unqualified opinions. Audit reports with non-unqualified opinions include audit reports with qualified opinions, audit reports with adverse opinions and audit reports with disclaimer of opinion.</p> <p>(4) Working day means a non-statutory holiday stipulated by the State Council.</p>	<p>Article <del>350</del><b>288</b> Interpretation:</p> <p>(1) De facto controller means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.</p> <p>(2) Related party relation means the relation between the controlling shareholder, actual controller, directors, <del>supervisors</del>, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related party relation merely because they are both controlled by the State.</p> <p>(3) Non-standard audit opinions mean other audit reports other than standard audit reports, including audit reports with an emphasis of matter but without qualification and audit reports with non-unqualified opinions. Audit reports with non-unqualified opinions include audit reports with qualified opinions, audit reports with adverse opinions and audit reports with disclaimer of opinion.</p> <p>(4) Working day means a non-statutory holiday stipulated by the State Council.</p>



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**APPENDIX I:                      COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES  
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Existing Provision of Articles of Association	Amended Provision of Articles of Association
<p>Article 351 After approval by the banking regulatory authority under the State Council and after consideration and approval by the shareholders' general meeting, these Articles shall become effective. The existing articles of association of the Bank shall lapse automatically as these Articles become effective.</p>	<p>Article <del>351</del><b>289</b> After approval by the banking regulatory authority under the State Council and after consideration and approval by the <del>shareholders</del><sup>2</sup> general meeting, these Articles shall become effective. The existing articles of association of the Bank shall lapse automatically as these Articles become effective. <b><u>In the event that any provision of these Articles conflicts with any law, regulation, or rule, the provisions of the law, regulation, or rule shall prevail.</u></b></p>
<p>Article 352 These Articles shall be construed by the Board of Directors of the Bank.</p>	<p>Article <del>352</del><b>290</b> These Articles shall be construed by the Board of Directors of the Bank.</p>

## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING OF BANK OF TIANJIN CO., LTD.

Existing Provisions of the System	Amended Provisions of the System
Name of system: Rules of Procedure of the Shareholders' General Meeting of Bank of Tianjin Co., Ltd.	Name of system: Rules of Procedure of the <b>Shareholders</b> <sup>2</sup> General Meeting of Bank of Tianjin Co., Ltd.
<b>Chapter 1 General Provisions</b>	<b>Chapter 1 General Provisions</b>
Article 1 For the purpose of regulating the organization and activities of the shareholders' general meetings (hereinafter referred to as the "Shareholders' General Meeting(s)") of Bank of Tianjin Co., Ltd. (hereinafter referred to as the "Bank") to ensure that the Shareholders' General Meeting exercises its functions and powers according to the laws, protect the legitimate rights and interests of the shareholders and improve the efficiency of discussion of the Shareholders' General Meeting, the rules of procedure (hereinafter referred to as "these Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions as well as other relevant laws, regulations, regulatory provisions and the Articles of Association of Bank of Tianjin Co., Ltd. (hereinafter referred to as the "Articles of Association of the Bank").	Article 1 For the purpose of regulating the organization and activities of the <b>shareholders</b> <sup>2</sup> general meetings (hereinafter referred to as the " <b>Shareholders</b> <sup>2</sup> General Meeting(s)") of Bank of Tianjin Co., Ltd. (hereinafter referred to as the " <b>BankCompany</b> ") to ensure that the <b>Shareholders</b> <sup>2</sup> General Meeting exercises its functions and powers according to the laws, protect the legitimate rights and interests of the shareholders and improve the efficiency of discussion of the <b>Shareholders</b> <sup>2</sup> General Meeting, the rules of procedure (hereinafter referred to as "these Rules") are hereby formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Commercial Banking Law of the People's Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions as well as other relevant laws, regulations, regulatory provisions and the Articles of Association of Bank of Tianjin Co., Ltd. (hereinafter referred to as the "Articles of Association of the <b>BankCompany</b> ").
Article 2 The Shareholders' General Meeting comprises all shareholders legally holding the shares of the Bank.	Article 2 The <b>Shareholders</b> <sup>2</sup> General Meeting comprises all shareholders legally holding the shares of the <b>BankCompany</b> .

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**COMPARISON TABLE OF AMENDMENTS TO THE  
RULES OF PROCEDURE OF THE GENERAL  
MEETING OF BANK OF TIANJIN CO., LTD.**

Existing Provisions of the System	Amended Provisions of the System
<b>Chapter 2 Rights and Obligations of Shareholders</b>	<b>Chapter 2 Rights and Obligations of Shareholders</b>
Article 3 Holders of the ordinary shares of the Bank shall enjoy the following rights:	Article 3 <del> Holders of the ordinary shares</del> <b>Shareholders</b> of the <del>Bank</del> <u>Company</u> shall enjoy the following rights:
(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;	(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;
(2) to attend or appoint proxy(ies) to attend the Shareholders' General Meeting, and to exercise voting rights;	(2)to <u>request to call for, convene, preside over,</u> attend or appoint proxy(ies) to attend the <del>Shareholders'</del> <b>Shareholders'</b> General Meeting <u>in accordance with the law, to speak at the General Meeting</u> and to exercise <u>the corresponding</u> voting rights;
(3) to supervise and manage the business operation of the Bank, and to make suggestions or enquiries accordingly;	(3) to supervise and manage the <del>business</del> operation of the <del>Bank</del> <u>Company</u> , and to make suggestions or enquiries accordingly;
(4) to transfer, bestow or pledge shares held by them in accordance with the relevant provisions of the laws, regulations and the Articles of Association of the Bank;	(4) to transfer, bestow or pledge shares held by them in accordance with <del>the relevant provisions of</del> the laws, regulations and the Articles of Association of the <del>Bank</del> <u>Company</u> ;
(5) to obtain relevant information in accordance with the relevant provisions of the laws, regulations and the Articles of Association of the Bank, including:	(5) <u>to inspect and copy the Articles of Association of the Company, shareholders register, minutes of General Meetings, resolutions of board meetings, and financial accounting reports;</u> <del>to obtain relevant information in accordance with the relevant provisions of the laws, regulations and the Articles of Association of the Bank, including:</del>
(i) to obtain a copy of the Articles of Association of the Bank after paying the costs and expenses incurred;	<del>(i) to obtain a copy of the Articles of Association of the Bank after paying the costs and expenses incurred;</del>
(ii) during office hours of the Bank, to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:	<del>(ii) during office hours of the Bank, to inspect, free of charge, and to photocopy, after paying a reasonable fee, the following documents:</del>
1. all parts of the register of shareholders;	<del>1. all parts of the register of shareholders;</del>
2. the personal information of the directors, supervisors and other senior management officers of the Bank;	<del>2. the personal information of the directors, supervisors and other senior management officers of the Bank;</del>
3. report on the status of the Bank's issued share capital;	
4. reports on the aggregate par value, number of shares of each class of shares in relation to any repurchase by the Bank of its own shares since the last accounting year, and the highest and lowest prices paid with respect to the repurchase of each class of shares, as well as all the expenses paid by the Bank in relation to such repurchases;	

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Existing Provisions of the System	Amended Provisions of the System
<p>5. minutes of the Shareholders' General Meeting;</p> <p>6. special resolutions of the Bank;</p> <p>7. the Bank's latest audited financial accounting report, directors' report, auditors' report and report of the Board of Supervisors;</p> <p>8. a copy of the latest annual return filed with the administration for industry and commerce registration or other competent authorities.</p> <p>Other than the document stipulated in item 2, the documents referred to above shall be maintained at the Hong Kong address of the Bank in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and available for inspection by the public and holders of H shares at no cost, whereas item 5 will only be available for inspection by shareholders. Where a shareholder requests to inspect or obtain the relevant information set forth in the preceding paragraphs, such shareholder shall provide the Bank with written documents evidencing the class and number of shares of the Bank held by such shareholder and the Bank shall provide the requested information of such shareholder upon verification of the shareholder's identity.</p> <p>All shareholders shall fulfill their confidentiality obligation to the Bank while exercising the aforementioned right to know and reasonably use the Bank's information. The shareholders shall bear the compensation liability in case of any damage to the Bank caused by violation of their confidentiality obligation.</p> <p>If any shareholder makes a request to obtain a copy of the aforementioned item 5 from the Bank, the Bank shall deliver a copy within seven days upon receipt of a reasonable fee.</p> <p>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and price-sensitive information.</p>	<p><del>3. report on the status of the Bank's issued share capital;</del></p> <p><del>4. reports on the aggregate par value, number of shares of each class of shares in relation to any repurchase by the Bank of its own shares since the last accounting year, and the highest and lowest prices paid with respect to the repurchase of each class of shares, as well as all the expenses paid by the Bank in relation to such repurchases;</del></p> <p><del>5. minutes of the Shareholders' General Meeting;</del></p> <p><del>6. special resolutions of the Bank;</del></p> <p><del>7. the Bank's latest audited financial accounting report, directors' report, auditors' report and report of the Board of Supervisors;</del></p> <p><del>8. a copy of the latest annual return filed with the administration for industry and commerce registration or other competent authorities.</del></p> <p><del>Other than the document stipulated in item 2, the documents referred to above shall be maintained at the Hong Kong address of the Bank in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and available for inspection by the public and holders of H shares at no cost, whereas item 5 will only be available for inspection by shareholders. Where a shareholder requests to inspect or obtain the relevant information set forth in the preceding paragraphs, such shareholder shall provide the Bank with written documents evidencing the class and number of shares of the Bank held by such shareholder and the Bank shall provide the requested information of such shareholder upon verification of the shareholder's identity.</del></p> <p><del>All shareholders shall fulfill their confidentiality obligation to the Bank while exercising the aforementioned right to know and reasonably use the Bank's information. The shareholders shall bear the compensation liability in case of any damage to the Bank caused by violation of their confidentiality</del></p>

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Existing Provisions of the System	Amended Provisions of the System
<p>(6) to subscribe new shares of the Bank pursuant to the Articles of Association of the Bank;</p> <p>(7) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;</p> <p>(8) to demand the Bank to acquire their shares (for shareholders who disagree with resolutions adopted at a Shareholders' General Meeting in relation to merger or division of the Bank);</p> <p>(9) to enjoy other rights conferred by the laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p> <p>The Bank shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person who is interested directly or indirectly therein has failed to disclose his/her interests to the Bank unless otherwise provided by the laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p>	<p><b>obligation.</b></p> <p><del>If any shareholder makes a request to obtain a copy of the aforementioned item 5 from the Bank, the Bank shall deliver a copy within seven days upon receipt of a reasonable fee.</del></p> <p><del>The Bank may refuse to provide any of the aforementioned documents if the documents to be inspected or photocopied involve the Bank's trade secrets and price-sensitive information.</del></p> <p><del>(6) to subscribe new shares of the Bank pursuant to the Articles of Association of the Bank;</del></p> <p><del>(7)</del> to participate in the distribution of the remaining assets of the <u>BankCompany</u> based on the number of shares held in the event of the <u>BankCompany</u>'s dissolution or liquidation;</p> <p><del>(8-7)</del> to demand the <u>BankCompany</u> to acquire their shares (for shareholders who disagree with resolutions adopted at a <u>Shareholders</u><sup>2</sup> General Meeting in relation to merger or division of the <u>BankCompany</u>);</p> <p><del>(9-8)</del> to enjoy other rights conferred by the laws, regulations, regulatory provisions and the Articles of Association of the <u>BankCompany</u>.</p> <p><del>The Bank shall not exercise any power to freeze or otherwise impair any of the rights attaching to any share by reason only that the person who is interested directly or indirectly therein has failed to disclose his/her interests to the Bank unless otherwise provided by the laws, regulations, regulatory provisions and the Articles of Association of the Bank.</del></p> <p><u>A shareholder who has individually or collectively held 3% or more of the shares of the Company for more than 180 consecutive days may request commission an accounting firm, law firm, or other intermediary institution access to the accounting books and accounting vouchers of the Company, and the shareholder shall submit a written request</u></p>

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Existing Provisions of the System	Amended Provisions of the System
	<p><u>to the Company stating the purpose. If the Company has reasonable basis to believe that the shareholder's access to the Company's accounting books and accounting vouchers is for any improper purpose that may harm the lawful interests of the Company, the Company may decline provision of consultation and shall within 15 days of submission of the written request by the shareholder, provide a written reply to the shareholder with an explanation of the reason. If the Company declines provision of inspection, the shareholder may institute an action in a People's Court. The shareholders mentioned herein and their appointed accounting firms, law firms, and other intermediary institutions shall comply with relevant laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy, and personal information when inspecting and copying relevant materials.</u></p> <p><u>The provisions of the preceding paragraph and item (5) above shall apply to shareholders requesting access to or copying of materials relating to the Company's wholly-owned subsidiaries.</u></p> <p><u>Shareholders shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations when inspecting or copying relevant materials.</u></p> <p><u>When making a request for inspection of the information set out in the preceding Article or a request for information, a shareholder shall produce to the Company a written document evidencing the class and number of shares he holds in the Company. The Company shall, after verifying the identity of the shareholder, provide him with the requested information.</u></p> <p><u>Shareholders of the Company shall exercise their shareholder rights in accordance with the Company Law, other laws and regulations, regulatory provisions, and the provisions of these Articles of Association.</u></p>



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Existing Provisions of the System	Amended Provisions of the System
<p>Article 4 Holders of the ordinary shares of the Bank shall have the following obligations:</p> <p>(1) to abide by the laws, regulations, regulatory provisions and the Articles of Association of the Bank;</p> <p>(2) to pay the share capital as determined by the number of shares subscribed for by them and the prescribed method of capital contribution;</p> <p>(3) to use their own funds from legitimate sources for capital contribution, and not to use non-own funds such as entrusted funds and debt funds for capital contribution, unless otherwise provided by the laws, regulations or regulatory systems;</p> <p>(4) not to withdraw their paid share capital except in circumstances provided by the laws and regulations; to comply with the regulatory provisions on shareholding ratio and number of shareholding institutions, and not to entrust others or accept entrustment from others to hold shares of the Bank;</p> <p>(5) to truthfully inform the Bank of the financial information, shareholding structure, sources of capital contribution, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investments in other financial institutions and other information in accordance with the laws, regulations and regulatory provisions;</p> <p>(6) to promptly notify the Bank in writing in accordance with the laws, regulations and regulatory provisions if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders;</p> <p>(7) to promptly notify the Bank in writing of the relevant circumstances in accordance with the laws, regulations and regulatory provisions in the event of merger or division of shareholders, being ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or being in the process of dissolution, liquidation or bankruptcy, or there being major changes to other material items such as authorized representative, company name, business</p>	<p>Article 4 <del>Shareholders</del><del>Holders of the ordinary shares</del> of the <b>BankCompany</b> shall have the following obligations:</p> <p>(1) to abide by the laws, regulations, regulatory provisions and the Articles of Association of the <b>BankCompany</b>;</p> <p>(2) to pay <del>the share capital subscription monies</del> as determined by the number of shares subscribed for by them and the prescribed method of capital contribution <u>on a regular basis</u>;</p> <p>(3) to use their own funds from legitimate sources for capital contribution, and not to use non-own funds such as entrusted funds and debt funds for capital contribution, unless otherwise provided by the laws, regulations or regulatory systems;</p> <p>(4) not to withdraw their paid share capital except in circumstances provided by the laws and regulations; to comply with the regulatory provisions on shareholding ratio and number of shareholding institutions, and not to entrust others or accept entrustment from others to hold shares of the <b>BankCompany</b>;</p> <p>(5) to truthfully inform the <b>BankCompany</b> of the financial information, shareholding structure, sources of capital contribution, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investments in other financial institutions and other information in accordance with the laws, regulations and regulatory provisions;</p> <p>(6) to promptly notify the <b>BankCompany</b> in writing in accordance with the laws, regulations and regulatory provisions if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders;</p> <p>(7) to promptly notify the <b>BankCompany</b> in writing of the relevant circumstances in accordance with the laws, regulations and regulatory provisions in the event of merger or division of shareholders, being ordered to suspend business for rectification, designated custody,</p>

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Existing Provisions of the System	Amended Provisions of the System
<p>premises and business scope;</p> <p>(8) to promptly notify the Bank in writing of the relevant circumstances in accordance with the laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, enforcement action by judicial authorities, pledged or released pledge;</p> <p>(9) to seek prior consideration of the Bank's Board of Directors, then report to the banking regulatory authorities under the State Council for approval if investors, together with their related parties and persons acting in concert, intend to hold for the first time or increase shareholding in aggregate to, jointly or severally, above 5% of the total capital or total shares of the Bank. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, above 1% but less than 5% of the total capital or total shares of the Bank, shall report to the relevant banking regulatory authorities under the State Council within ten working days after obtaining the corresponding equities. Shareholders who should have sought approval of or reported to the relevant regulatory authorities but failed to do so shall not exercise the rights to request for convening the Shareholders' General Meeting, vote, nominate, propose, dispose, etc.;</p> <p>(10) not to prejudice the interests of other shareholders and the Bank and to observe the laws, regulations and regulatory provisions when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;</p> <p>(11) shareholders and their controlling shareholders and de facto controllers not to abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders, not to interfere with the decision-making and management rights of the Board of Directors and senior management in accordance with the Articles of Association of the Bank, and not to directly interfere with the operation and management of the Bank by bypassing the Board of Directors and senior management. Where the Bank's shareholders abuse the rights of shareholders and damage the</p>	<p>takeover, revocation or other measures, or being in the process of dissolution, liquidation or bankruptcy, or there being major changes to other material items such as authorized representative, company name, business premises and business scope;</p> <p>(8) to promptly notify the <b>BankCompany</b> in writing of the relevant circumstances in accordance with the laws, regulations and regulatory provisions if the shares of the <b>BankCompany</b> held by the shareholders are involved in litigation, arbitration, enforcement action by judicial authorities, pledged or released pledge;</p> <p>(9) to seek prior consideration of the <b>BankCompany's</b> Board of Directors, then report to the banking regulatory authorities under the State Council for approval if investors, together with their related parties and persons acting in concert, intend to hold for the first time or increase shareholding in aggregate to, jointly or severally, above 5% of the total capital or total shares of the <b>BankCompany</b>. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, above 1% but less than 5% of the total capital or total shares of the <b>BankCompany</b>, shall report to the relevant banking regulatory authorities under the State Council within ten working days after obtaining the corresponding equities. Shareholders who should have sought approval of or reported to the relevant regulatory authorities but failed to do so shall not exercise the rights to request for convening the <b>Shareholders'</b> General Meeting, vote, nominate, propose, dispose, etc.;</p> <p>(10) not to prejudice the interests of other shareholders and the <b>BankCompany</b> and to observe the laws, regulations and regulatory provisions when the shareholders transfer or pledge their shares of the <b>BankCompany</b> or conduct related party transactions with the <b>BankCompany</b>;</p> <p>(11) shareholders and their controlling shareholders and de facto controllers not to abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the <b>BankCompany</b>, other shareholders and stakeholders, not to interfere with the decision-making and management rights of the</p>

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<p>interests of the Bank or other shareholders, they shall assume liability for compensation in accordance with the laws;</p> <p>(12) not to abuse the independent legal person status of the Bank or limited liability of shareholders to damage the interests of the Bank's creditors. Where the Bank's shareholders abuse the independent legal person status of the Bank or limited liability of shareholders to avoid debts and cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts;</p> <p>(13) to cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the Bank;</p> <p>(14) to assume other obligations of shareholders imposed by laws, regulations, regulatory provisions and the Articles of Association of the Bank. In the event of any major risk events, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank and the shareholders shall actively support it.</p>	<p>Board of Directors and senior management in accordance with the Articles of Association of the <b>BankCompany</b>, and not to directly interfere with the operation and management of the <b>BankCompany</b> by bypassing the Board of Directors and senior management. Where the <b>BankCompany</b>'s shareholders abuse the rights of shareholders and damage the interests of the <b>BankCompany</b> or other shareholders, they shall assume liability for compensation in accordance with the laws;</p> <p>(12) not to abuse the independent legal person status of the <b>BankCompany</b> or limited liability of shareholders to damage the interests of the <b>BankCompany</b>'s creditors. <del>Where the Bank's shareholders abuse the independent legal person status of the Bank or limited liability of shareholders to avoid debts and cause a material damage to the interests of the Bank's creditors, such shareholders shall be jointly and severally liable for the Bank's debts;</del></p> <p>(13) to cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the <b>BankCompany</b>;</p> <p><b><u>(14) not to withdraw their capital contribution;</u></b></p> <p>(14<del>5</del>) to assume other obligations of shareholders imposed by laws, regulations, regulatory provisions and the Articles of Association of the <b>BankCompany</b>.</p> <p><b><u>The Board of Directors shall verify the capital contributions of shareholders. If a shareholder is found to be in violation of item (2) of the preceding paragraph, the Company shall issue a written call notice to such shareholder, demanding payment of the capital contribution. The notice may specify a grace period of not less than 60 days for payment of the capital contribution. If the shareholder fails to fulfill the contribution obligation upon expiration of the grace period, the Company may, upon resolution by the Board of Directors, issue a written notice of forfeiture to the shareholder. From the date the notice is issued, the shareholder shall forfeit the equity interest corresponding to the unpaid capital contribution. The forfeited equity interest shall be transferred in accordance with the law, or the</u></b></p>

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	<p><u>registered capital shall be reduced accordingly with such equity interest being cancelled. If the equity interest is neither transferred nor cancelled within six months, the other shareholders of the Company shall make full payment of the corresponding capital contribution in proportion to their respective shareholdings. A shareholder who disputes the forfeiture may file a lawsuit with the People's Court within 30 days from the date of receiving the forfeiture notice. If the Board of Directors fails to perform its obligations under this provision in a timely manner, resulting in losses to the Company, the responsible directors shall be liable for compensation.</u></p> <p><u>If a shareholder fails to make the full capital contribution by the specified deadline, the shareholder shall not only be required to pay the outstanding amount in full but shall also compensate the Company for any losses incurred. In the event of a shareholder withdrawing capital contributions, the shareholder shall return the withdrawn capital contributions. Where such withdrawal causes losses to the Company, the responsible directors and senior management officers shall bear joint and several liability with the shareholder for compensation.</u></p> <p><u>Any shareholder who abuses shareholder rights and thereby causes losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Shareholders who abuse the independent legal status of the company and the limited liability of shareholders to evade debts and seriously damage the interests of the Company's creditors shall be jointly and severally liable for the Company's debts.</u></p> <p>In the event of any major risk events, the <b>BankCompany</b> will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the <b>BankCompany</b> and the shareholders shall actively support it.</p>

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Existing Provisions of the System	Amended Provisions of the System
Chapter 3 Functions and Powers of Shareholders' General Meetings	Chapter 3 Functions and Powers of Shareholders' General Meetings
Article 5 The Shareholders' General Meeting shall be an organ of power of the Bank and shall exercise the following functions and powers in accordance with the laws:	Article 5 <b>The General Meeting of the Company is composed of all shareholders.</b> The <del>Shareholders'</del> General Meeting shall be an organ of power of the <b>Bank Company</b> and shall exercise the following functions and powers in accordance with the laws:
(1) to consider and approve the Rules of Procedure of the Shareholders' General Meeting, the Board of Directors and the Board of Supervisors;	(1) to consider and approve the Rules of Procedure of the <del>Shareholders'</del> General Meeting, <b>and</b> the Board of Directors <b>and the Board of Supervisors</b> ;
(2) to elect and replace directors and supervisors who are not appointed as representatives of the employees, and to decide on the remuneration of the relevant directors and supervisors;	(2) to elect and replace directors <b>and supervisors who are not appointed as representatives of the employees</b> , and to decide on the remuneration of the relevant directors <b>and supervisors</b> ;
(3) to review and approve reports made by the Board of Directors;	(3) to review and approve reports made by the Board of Directors;
(4) to review and approve reports made by the Board of Supervisors;	<del>(4) to review and approve reports made by the Board of Supervisors;</del>
(5) to decide on the business policies and investment plans of the Bank;	<del>(5) to decide on the business policies and investment plans of the Bank;</del>
(6) to review and approve the Bank's proposed annual financial budget and final accounts;	<del>(6) to review and approve the Bank's proposed annual financial budget and final accounts;</del>
(7) to review and approve the Bank's plans for profit distribution and loss recovery;	<del>(7)</del> to review and approve the <b>Bank Company's</b> plans for profit distribution and loss recovery;
(8) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;	<del>(8-5)</del> to adopt resolutions concerning the increase or reduction in the <b>Bank Company's</b> registered capital;
(9) to adopt resolutions on the repurchase of the Bank's shares in accordance with the laws;	<del>(9-6)</del> to adopt resolutions on the repurchase of the <b>Bank Company's</b> shares in accordance with the laws;
(10) to adopt resolutions regarding the issuance of corporate bonds or company listing;	<del>(10-7)</del> to adopt resolutions regarding the issuance of corporate bonds or company listing;
(11) to review and approve the change in the use of proceeds;	<b>(8) to examine and approve proposals on matters relating to the purchase or sale of material assets made by the Company with an amount exceeding 30% of its latest audited total assets within one year;</b>
(12) to review and approve proposal for the share incentive plans;	<b>(9) to review matters related to guarantees for non-commercial banking operations;</b>
(13) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;	

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<p>(14) to amend the Articles of Association of the Bank;</p> <p>(15) to adopt resolutions on the engagement, dismissal of the accounting firm performing regular statutory audit on the Bank's financial reports or the discontinuation of the appointment of the accounting firm;</p> <p>(16) to review proposals raised by shareholders holding above 3% of the Bank's shares;</p> <p>(17) to review and approve other issues which should be decided by the Shareholders' General Meeting as stipulated by the laws, regulations, regulatory provisions or the Articles of Association of the Bank.</p>	<p><del>(11)</del> to review and approve the change in the use of proceeds;</p> <p><del>(12)</del> to review and approve proposal for the share incentive plans <b>and employee stock ownership plan</b>;</p> <p><del>(13)</del> to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the <b>Bank Company</b>;</p> <p><del>(14)</del> to amend the Articles of Association of the <b>Bank Company</b>;</p> <p><del>(15)</del> to adopt resolutions on the engagement, dismissal of the accounting firm performing regular statutory audit on the <b>Bank Company's</b> financial reports or the discontinuation of the appointment of the accounting firm;</p> <p><del>(16)</del> to review proposals raised by shareholders holding above 3% of the <b>Bank Company's</b> shares;</p> <p><del>(17)</del> to review and approve other issues which should be decided by the <b>Shareholders'</b> General Meeting as stipulated by the laws, regulations, regulatory provisions or the Articles of Association of the <b>Bank Company</b>.</p> <p><u>The Company's issuance of new shares not exceeding 50% of its issued shares within three years shall be approved by resolution of the Board of Directors, provided that any capital contribution in the form of non-monetary assets shall be approved by the General Meeting. Where a share issuance approved by the Board of Directors results in changes to the Company's registered capital or total issued shares, the corresponding amendments to the relevant provisions of the Articles of Association shall not require further shareholders' approval by the General Meeting. If the securities regulatory authority of the stock exchange where the Company's shares are listed has additional provisions regarding the issuance of shares, such provisions shall prevail.</u></p> <p><u>The General Meeting of the Company shall authorize the Board of Directors to make a resolution on the issuance of corporate bonds.</u></p>



Existing Provisions of the System	Amended Provisions of the System
Addition	<p><u>Article 6 The following external guarantee of the Company shall be subject to approval by the General Meeting:</u></p> <p><u>(1) Any guarantees provided by the Company and its wholly-owned subsidiaries, with the total amount of external guarantees exceeding 50% of the latest audited net assets;</u></p> <p><u>(2) Any guarantees provided by the Company, with the total amount of external guarantees exceeding 30% of the latest audited total assets;</u></p> <p><u>(3) Guarantees provided by the Company within one year, with the guarantee amount exceeding 30% of the Company's latest audited total assets;</u></p> <p><u>(4) Guarantees provided to entities with a debt-to-asset ratio exceeding 70%;</u></p> <p><u>(5) Guarantees where the single guarantee amount exceeds 10% of the latest audited net assets;</u></p> <p><u>(6) Guarantees provided to shareholders, actual controllers, and their related parties.</u></p> <p><u>External guarantees refer to risk-bearing guarantee obligations issued by the Bank to third parties, excluding normal business such as letters of guarantee and standby letters of credit.</u></p> <p><u>In the event that external guarantees are provided in violation of the approval authority and deliberation procedures stipulated in the Company's Articles of Association, thereby causing losses to the Company, the Company shall hold the relevant responsible personnel liable.</u></p>

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Article 6 The Shareholders' General Meeting's scope of authority shall not be granted to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision-making for the implementation and execution of any specific issues related to the foregoing issues which are unable or unnecessary to be decided immediately at the Shareholders' General Meeting may be delegated to the Board of Directors, and the authorization given shall be clear and specific. If the Articles of Association of the Bank requires that the aforementioned authorities to be delegated to the Board of Directors are to be adopted by the Shareholders' General Meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the Shareholders' General Meeting. If the Articles of Association of the Bank requires that the authorizations are to be adopted by the Shareholders' General Meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the Shareholders' General Meeting.	Article <del>6</del> <u>7</u> The <b>Shareholders</b> <sup>2</sup> General Meeting's scope of authority shall not be granted to the Board of Directors, other institutions or individuals to exercise, <u>except as otherwise provided by laws and regulations or the securities regulatory authority under the State Council, or where expressly authorized for delegation to the Board under the Articles of Association of the Company in compliance with applicable laws and regulations.</u> If it is necessary, reasonable and legal, the decision-making for the implementation and execution of any specific issues related to the foregoing issues which are unable or unnecessary to be decided immediately at the <b>Shareholders</b> <sup>2</sup> General Meeting may be delegated to the Board of Directors, and the authorization given shall be clear and specific. If the Articles of Association of the <b>BankCompany</b> requires that the aforementioned authorities to be delegated to the Board of Directors are to be adopted by the <b>Shareholders</b> <sup>2</sup> General Meeting by way of ordinary resolutions, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the <b>Shareholders</b> <sup>2</sup> General Meeting. If the Articles of Association of the <b>BankCompany</b> requires that the authorizations are to be adopted by the <b>Shareholders</b> <sup>2</sup> General Meeting by way of special resolutions, such resolutions shall be approved by above two-thirds of the voting rights of the shareholders (including proxies thereof) attending the <b>Shareholders</b> <sup>2</sup> General Meeting.
Chapter 4 Types of Meetings	Chapter 4 Types of Meetings
Article 7 There are two types of Shareholders' General Meetings: annual general meetings and extraordinary general meetings.	Article <del>7</del> <u>8</u> There are two types of <b>Shareholders</b> <sup>2</sup> General Meetings: annual general meetings and extraordinary general meetings.
Article 8 The annual general meeting shall be held once a year within six months after the end of the previous accounting year. An extraordinary general meeting shall be convened by the Bank within two months from the date of occurrence of any of the following events:  (1) the number of directors fails to meet the minimum number required by the Company Law or is less than two-thirds of the number stipulated in the Articles of Association of the Bank;	Article <del>8</del> <u>9</u> The annual general meeting shall be held once a year within six months after the end of the previous accounting year. An extraordinary general meeting shall be convened by the <b>BankCompany</b> within two months from the date of occurrence of any of the following events:  (1) the number of directors fails to meet the minimum number required by the Company Law or is less than two-thirds of the number stipulated in the Articles of Association of the <b>BankCompany</b> ;

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<p>(2) the unrecovered losses of the Bank reach one-third of the total paid-in share capital;</p> <p>(3) shareholders who individually or jointly hold above 10% of the total voting shares issued by the Bank request in writing to convene an extraordinary general meeting;</p> <p>(4) above half and at least two of the independent directors propose to convene an extraordinary general meeting;</p> <p>(5) above half of the external supervisors propose to convene a meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</p> <p>(6) the Board of Directors deems it necessary;</p> <p>(7) the Board of Supervisors proposes to convene a meeting;</p> <p>(8) any other circumstances as stipulated by the laws, regulations, regulatory provisions or the Articles of Association of the Bank.</p>	<p>(2) the unrecovered losses of the <u>BankCompany</u> reach one-third of the total <del>paid-in</del> share capital;</p> <p>(3) shareholders who individually or jointly hold above 10% of <del>the total voting shares issued by the</del> <u>BankCompany (including preferred shares with voting rights restored, etc.)</u> request <del>in writing to convene an extraordinary general meeting;</del></p> <p>(4) above half and at least two of the independent directors propose to convene an extraordinary general meeting;</p> <p><del>(5) above half of the external supervisors propose to convene a meeting (if there are only two external supervisors, then the two external supervisors unanimously propose to convene);</del></p> <p><del>(6)</del> the Board of Directors deems it necessary;</p> <p><del>(76)</del> the <del>Board of Supervisors</del><u>Audit Committee</u> proposes to convene a meeting;</p> <p><del>(87)</del> any other circumstances as stipulated by the laws, regulations, regulatory provisions or the Articles of Association of the <u>BankCompany</u>.</p>
<p>Article 9 If the procedure for convening a Shareholders' General Meeting or the method of voting violates the laws, regulations, regulatory provisions or the Articles of Association of the Bank, the shareholders may request a court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p>	<p>Article <u>910</u> If the procedure for convening a <del>Shareholders'</del> General Meeting or the method of voting violates the laws, regulations, regulatory provisions or the Articles of Association of the <u>BankCompany</u>, the shareholders may request a <u>people's</u> court to rescind the resolution within sixty days from the date on which the resolution is adopted. <u>This does not apply if the procedures for convening General Meeting or the voting methods have only minor defects that do not substantially affect the resolution.</u></p>

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Chapter 5 Notice of Meetings	Chapter 5 Notice of Meetings
Article 10 The notice of a Shareholders' General Meeting shall meet the following requirements:	Article <del>10</del> <b>11</b> The notice of a <del>Shareholders'</del> <sup>2</sup> General Meeting shall meet the following requirements:
(1) it is in written form;	<del>(1) it is in written form;</del>
(2) it indicates the date, time and venue of the meeting;	<del>(2)</del> <b><u>it indicates the date, time, and venue and duration</u></b> of the meeting;
(3) it shall state the matters to be considered at the meeting;	<del>(3)</del> <b><u>it shall state the matters and proposals</u></b> to be considered at the meeting;
(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include (but shall not be limited to) any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms and agreement (if any) of the proposed transaction, and detailed explanation as to the cause and effect of such proposed transaction shall be provided;	<del>(4) it shall contain all necessary information and explanation to enable shareholders to make informed decisions on the matters to be discussed. This means that when the following matters which shall include (but shall not be limited to) any merger, share repurchase, share capital reorganization or other restructuring proposals are involved, the detailed terms and agreement (if any) of the proposed transaction, and detailed explanation as to the cause and effect of such proposed transaction shall be provided;</del>
(5) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on a director, supervisor or senior management officer as a shareholder compared to other shareholders of that same class, the differences shall be explained;	<del>(5) if any of the directors, supervisors or senior management officers have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the matters to be discussed have a different effect on a director, supervisor or senior management officer as a shareholder compared to other shareholders of that same class, the differences shall be explained;</del>
(6) it shall contain the full text of any proposed special resolution to be voted at the meeting;	<del>(6) it shall contain the full text of any proposed special resolution to be voted at the meeting;</del>
(7) it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf and such proxy need not to be a shareholder of the Bank;	<del>(7)</del> <b><u>it shall contain a prominent statement stating that a shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf all shareholders of ordinary shares (including preference shareholders with restored voting rights), shareholders of shares with special voting rights and other shareholders are entitled to attend the General Meeting and may appoint a proxy in</u></b>
(8) it shall state the shareholding registration date of the shareholders who are entitled to attend the Shareholders' General Meeting;	

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<p>(9) it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p>(10) it shall state the name and phone number of the contact person for meeting affairs;</p> <p>(11) it shall state the issuance date of the notice of the Shareholders' General Meeting;</p> <p>(12) it shall satisfy other requirements stipulated by the laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p> <p>A blank proxy form shall also be delivered together with the notice of a Shareholders' General Meeting.</p> <p>The text of the notice of meeting shall be given in Chinese or English. In case of any discrepancy between the two versions, the Chinese version shall prevail.</p>	<p><u>writing to attend and vote at the meeting</u>, and such proxy need not to be a shareholder of the <del>Bank</del><u>Company</u>;</p> <p><del>(84)</del> it shall state the shareholding registration date of the shareholders who are entitled to attend the <del>Shareholders'</del> General Meeting;</p> <p><del>(95)</del> it shall state the time and address for lodging the proxy forms of the relevant meeting;</p> <p><del>(106)</del> it shall state the name and phone number of the contact person for meeting affairs;</p> <p><del>(117)</del> it shall state the issuance date of the notice of the <del>Shareholders'</del> General Meeting;</p> <p><u>(8) voting times and procedures for voting on the Internet or by other means;</u></p> <p><del>(129)</del> it shall satisfy other requirements stipulated by the laws, regulations, regulatory provisions and the Articles of Association of the <del>Bank</del><u>Company</u>.</p> <p>A blank proxy form shall also be delivered together with the notice of a <del>Shareholders'</del> General Meeting.</p> <p>The text of the notice of meeting shall be given in Chinese <del>or</del> <u>and</u> English. In case of any discrepancy between the two versions, the Chinese version shall prevail.</p>
<p>Article 11 If the election of directors and supervisors is intended to be discussed at the Shareholders' General Meeting, the notice of the Shareholders' General Meeting shall fully disclose the details of the candidates for the role of directors and supervisors, and shall at least include the following particulars:</p> <p>(1) personal particulars, such as education background, work experience and any parttime work undertaken;</p> <p>(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>(3) disclosure of their shareholding in the Bank;</p>	<p>Article <del>11</del><u>12</u> If the election of directors <del>and supervisors</del> is intended to be discussed at the <del>Shareholders'</del> General Meeting, the notice of the <del>Shareholders'</del> General Meeting shall fully disclose the details of the candidates for the role of directors <del>and supervisors</del>, and shall at least include the following particulars:</p> <p>(1) personal particulars, such as education background, work experience and any parttime work undertaken;</p> <p>(2) whether there is any related party relationship with the <u>Bank Company</u> or with the controlling shareholders and de facto controllers of the <u>Bank Company</u>;</p>

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<p>(4) whether they have been subject to any penalties imposed by the regulatory authorities, and any stock exchange disciplinary action;</p> <p>(5) information in relation to the new appointment or re-designation of directors or supervisors as required by the Listing Rules.</p>	<p>(3) disclosure of their shareholding in the <b>BankCompany</b>;</p> <p>(4) whether they have been subject to any penalties imposed by the regulatory authorities, and any stock exchange disciplinary action;</p> <p>(5) information in relation to the new appointment or re-designation of directors <del>or supervisors</del> as required by the Listing Rules.</p>
<p>Article 12 When the Bank is to convene an annual general meeting, a notice shall be given to each shareholder on the time and venue of the meeting as well as matters to be considered twenty days before the annual general meeting is convened.</p>	<p>Article <del>12</del><b>3</b> When the <b>BankCompany</b> is to convene an annual general meeting, a notice shall be given to each shareholder <u>by way of announcement</u> on the time and venue of the meeting as well as matters to be considered twenty days before the annual general meeting is convened, <u>and each shareholder shall be notified by notice 15 days before the convening of an extraordinary general meeting.</u></p> <p><u>When calculating the above commencement period, the day of the meeting shall not be included.</u></p>
<p>Article 13 Notice of an extraordinary general meeting shall be given to each shareholder fifteen days before the meeting is convened.</p>	<p><del>Article 13 Notice of an extraordinary general meeting shall be given to each shareholder fifteen days before the meeting is convened.</del></p>
<p>Article 14 The notice of a Shareholders' General Meeting shall be delivered by hand or prepaid mail to all shareholders (regardless whether they have voting rights at the Shareholders' General Meeting). The address of the recipients shall be the address registered in the register of shareholders.</p> <p>For holders of domestic shares, the notice of a Shareholders' General Meeting (including the notice of the domestic share class meeting) may be in form of an announcement.</p> <p>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority under the State Council. All holders of domestic shares shall be deemed as having been notified of the forthcoming Shareholders' General Meeting once the announcement is published.</p> <p>For holders of H shares, subject to the satisfaction of the laws and regulations, the notice of a Shareholders' General Meeting (including the notice of the H share</p>	<p>Article 14 <u>The Company shall issue a notice of general meeting by way of public announcement. For holders of H shares, The such notice may of a Shareholders' General Meeting shall</u> be delivered by hand or prepaid mail to all shareholders (regardless whether they have voting rights at the <del>Shareholders'</del> General Meeting). The address of the recipients shall be the address registered in the register of shareholders.</p> <p><del>For holders of domestic shares, the notice of a Shareholders' General Meeting (including the notice of the domestic share class meeting) may be in form of an announcement.</del></p> <p><del>The aforesaid announcement shall be published in one or more newspapers specified by the securities regulatory authority under the State Council. All holders of domestic shares shall be deemed as having been notified of the forthcoming Shareholders' General Meeting once the announcement is published.</del></p>



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<p>class meeting) may be published on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time, in lieu of delivery by hand or by prepaid mail to the holders of H shares of the Bank.</p> <p>Where, as a result of accidental omission, a notice of meeting is not given to a person who is entitled to receive such notice or where such person has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</p>	<p><del>For holders of H shares, subject to the satisfaction of the laws and regulations, the notice of a Shareholders' General Meeting (including the notice of the H share class meeting) may be published on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time, in lieu of delivery by hand or by prepaid mail to the holders of H shares of the Bank.</del></p> <p><del>Where, as a result of accidental omission, a notice of meeting is not given to a person who is entitled to receive such notice or where such person has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.</del></p>
<p>Article 15 Once the notice of a Shareholders' General Meeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.</p>	<p>Article 15 Once the notice of a <del>Shareholders'</del> General Meeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.</p>
Chapter 6 Proposal of Shareholders' General Meetings	Chapter 6 Proposal of <del>Shareholders'</del> General Meetings
<p>Article 16 The proposal of Shareholders' General Meetings shall meet all of the following requirements:</p> <p>(1) the contents of the proposal shall be within the scope of authority of the Shareholders' General Meeting;</p> <p>(2) it shall have definite topics for consideration and specific items to be decided by resolution;</p> <p>(3) it shall be in compliance with the laws, regulations, regulatory provisions and the relevant provisions of the Articles of Association of the Bank;</p> <p>(4) it shall be in written form and submitted or delivered to the Board of Directors and the convener of the Shareholders' General Meeting.</p>	<p>Article 16 The proposal of <del>Shareholders'</del> General Meetings shall meet all of the following requirements:</p> <p>(1) the contents of the proposal shall be within the scope of authority of the <del>Shareholders'</del> General Meeting;</p> <p>(2) it shall have definite topics for consideration and specific items to be decided by resolution;</p> <p>(3) it shall be in compliance with the laws, regulations, regulatory provisions and the relevant provisions of the Articles of Association of the <del>Bank</del>Company;</p> <p>(4) it shall be in written form and submitted or delivered to the Board of Directors and the convener of the <del>Shareholders'</del> General Meeting.</p>

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Existing Provisions of the System	Amended Provisions of the System
<p>Proposals which have not been set out in the notice of a Shareholders' General Meeting or which are not in compliance with these Rules shall not be put forward and voted upon as resolutions at a Shareholders' General Meeting.</p>	<p>Proposals which have not been set out in the notice of a <del>Shareholders</del><sup>2</sup> General Meeting or which are not in compliance with these Rules shall not be put forward and voted upon as resolutions at a <del>Shareholders</del><sup>2</sup> General Meeting.</p>
<p>Article 17 When the Bank convenes Shareholders' General Meetings, the Board of Directors, the Board of Supervisors and shareholders individually or in aggregate holding 3% or more of the Bank's voting shares shall be entitled to submit their proposals to the Bank.</p> <p>Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may submit provisional proposals to the convener in writing ten days prior to the date of the Shareholders' General Meeting. The convener shall issue a supplementary notice of the Shareholders' General Meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 16 of these Rules within two days after the receipt thereof. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the convener shall not amend nor add any new proposals to those which are set out in the original notice of the Shareholders' General Meeting.</p>	<p>Article 17 When the <del>Bank</del><u>Company</u> convenes <del>Shareholders</del><sup>2</sup> General Meetings, the Board of Directors, <u>the Audit Committee</u>, <del>the Board of Supervisors</del>—and shareholders individually or in aggregate holding <del>3%</del><u>1%</u> or more of the <del>Bank</del><u>Company</u>'s voting shares (<u>including preferred shares with voting rights restored, etc.</u>) shall be entitled to submit their proposals to the <del>Bank</del><u>Company</u>.</p> <p>Shareholders individually or in aggregate holding <del>3%</del><u>1%</u> or more of the <del>Bank</del><u>Company</u>'s voting shares (<u>including preferred shares with voting rights restored, etc.</u>) may submit provisional proposals to the convener in writing ten days prior to the date of the <del>Shareholders</del><sup>2</sup> General Meeting. The convener shall issue a supplementary notice of the <del>Shareholders</del><sup>2</sup> General Meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 16 of these Rules within two days after the receipt thereof, <u>and submit the temporary proposal to the General Meeting for consideration. However, this shall not apply if the temporary proposal violates laws, administrative regulations, or the provisions of the Company's Articles of Association, or if it does not fall within the scope of authority of the General Meeting.</u> Requirements otherwise provided in the listing rules of the stock exchange where the <del>Bank</del><u>Company</u>'s shares are listed shall also be met.</p> <p>Except for the circumstances provided in the preceding paragraph, the convener shall not amend nor add any new proposals to those which are set out in the original notice of the <del>Shareholders</del><sup>2</sup> General Meeting.</p>

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Existing Provisions of the System	Amended Provisions of the System
Article 18 Where the Board of Directors decides not to include the proposals into the agenda of a Shareholders' General Meeting, explanations and comments shall be made at the Shareholders' General Meeting. The contents of the proposals and explanations of the Board of Directors shall be recorded in the meeting minutes together with the resolutions after conclusion of the Shareholders' General Meeting.	Article 18 Where the Board of Directors decides not to include the proposals into the agenda of a <del>Shareholders'</del> <sup>2</sup> General Meeting, explanations and comments shall be made at the <del>Shareholders'</del> <sup>2</sup> General Meeting. The contents of the proposals and explanations of the Board of Directors shall be recorded in the meeting minutes together with the resolutions after conclusion of the <del>Shareholders'</del> <sup>2</sup> General Meeting.
Article 19 Any proposing shareholder who disagrees with the Board of Directors' decision on excluding his/her/its proposal from the agenda of the Shareholders' General Meeting may, according to the relevant provisions of the Articles of Association of the Bank, request the convening of an extraordinary general meeting.	Article 19 Any proposing shareholder who disagrees with the Board of Directors' decision on excluding his/her/its proposal from the agenda of the <del>Shareholders'</del> <sup>2</sup> General Meeting may, according to the relevant provisions of the Articles of Association of the <del>Bank</del> <u>Company</u> , request the convening of an extraordinary general meeting.
Chapter 7 Attendance and Registration of Meetings	Chapter 7 Attendance and Registration of Meetings
Article 20 All shareholders whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the Shareholders' General Meeting and exercise their voting rights in accordance with the relevant laws, regulations, regulatory provisions and the Articles of Association of the Bank.	Article 20 All <del>shareholders</del> <u>of ordinary shares (including preference shareholders with restored voting rights), holders of shares with special voting rights and other shareholders</u> whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the <del>Shareholders'</del> <sup>2</sup> General Meeting and exercise their voting rights in accordance with the relevant laws, regulations, regulatory provisions and the Articles of Association of the <del>Bank</del> <u>Company</u> .
<p>Article 21 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification card or other valid credentials or proof of his/her identity and certificate providing proof of his/her shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification card or document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification card or document, valid identification documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting,</p>	<p>Article 21 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification card or other valid credentials or proof of his/her identity and certificate providing proof of his/her shareholding. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification card or document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification card or document, valid identification documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting,</p>

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he/she shall produce his/her own identification card or document, written power of attorney granted by the legal representative of the corporate shareholder.	he/she shall produce his/her own identification card or document, written power of attorney granted by the legal representative of the corporate shareholder.
<p>Article 22 The power of attorney used by shareholders to appoint proxies to attend the Shareholders' General Meeting shall contain the following information:</p> <p>(1) name of the proxy;</p> <p>(2) whether or not the proxy has the right to vote;</p> <p>(3) instructions on how to vote (voting in the for, against, or in abstention) in relation to each of the resolutions on the agenda of the Shareholders' General Meeting;</p> <p>(4) date of issuance and term of validity;</p> <p>(5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a corporate shareholder, the document shall be affixed with the legal person's seal.</p> <p>The power of attorney shall indicate that the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.</p>	<p>Article 22 The power of attorney used by shareholders to appoint proxies to attend the <b>Shareholders</b><sup>2</sup> General Meeting shall contain the following information:</p> <p>(1) <u>name of the appointer, class and number of shares of the Company held;</u></p> <p><del>(12)</del> name of the proxy;</p> <p><del>(2) whether or not the proxy has the right to vote;</del></p> <p>(3) <u>specific instructions from shareholders, including</u> instructions on how to vote (voting in the for, against, or in abstention) in relation to each of the resolutions on the agenda of the <b>Shareholders</b><sup>2</sup> General Meeting;</p> <p>(4) date of issuance and term of validity;</p> <p>(5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a corporate shareholder, the document shall be affixed with the legal person's seal.</p> <p><del>The power of attorney shall indicate that the proxy may vote at his/her discretion if no specific instructions have been given by the shareholder.</del></p> <p><u>If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Company are listed, those provisions shall apply.</u></p>

Existing Provisions of the System	Amended Provisions of the System
<p>Article 23 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the Shareholders' General Meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents authorizing the signing shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form, be placed at the Bank's domicile or any other place designated in the notice of the Shareholders' General Meeting.</p> <p>In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the Shareholders' General Meeting of the Bank by the legal representative or persons authorized by the resolution of the Board of Directors or other decision-making body of such appointing shareholder.</p> <p>If the shareholder is a recognized clearing house as defined in the Hong Kong Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong) or its agent, such a shareholder is entitled to appoint one or more than one persons it deems suitable to act as its proxy(ies) in the Shareholders' General Meeting or class shareholder meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy form shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights at any meeting (without being required to present share certificate, notarized power of attorney and/or further evidence of due authorization) as if those proxies are natural person shareholders of the Bank.</p>	<p>Article 23 The power of attorney shall be placed at the <b>BankCompany's</b> domicile or at any other place designated in the notice of the <b>Shareholders'</b> General Meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents authorizing the signing shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form, be placed at the <b>BankCompany's</b> domicile or any other place designated in the notice of the <b>Shareholders'</b> General Meeting.</p> <p><del>In the event that the appointing shareholder is a legal person, the shareholder shall be represented at the Shareholders' General Meeting of the Bank by the legal representative or persons authorized by the resolution of the Board of Directors or other decision-making body of such appointing shareholder.</del></p> <p>If the shareholder is a recognized clearing house as defined in the Hong Kong Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong) or its agent, such a shareholder is entitled to appoint one or more than one persons <u>or the company representative</u> it deems suitable to act as its proxy(ies) in the <b>Shareholders'</b> General Meeting or class shareholder meeting <u>or creditors' meeting</u>. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy form shall be signed by the respective proxies appointed by the recognized clearing house, and the proxies so appointed may represent the recognized clearing house or its agent in exercising its rights, <b>including speaking and voting</b>, at any meeting (without being required to present share certificate, notarized power of attorney and/or further evidence of due authorization) as if those proxies are natural person shareholders of the <b>BankCompany</b>.</p>

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Article 24 The blank proxy form issued either by the Board of Directors or the convener of the Shareholders' General Meeting to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her/its proxy to vote in the for, against, or in abstention, and to give separate instructions for each resolution that will be voted at the meeting.	Article 24 The blank proxy form issued either by the Board of Directors or the convener of the <del>Shareholders'</del> General Meeting to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her/its proxy to vote in the for, against, or in abstention, and to give separate instructions for each resolution that will be voted at the meeting.
Article 25 If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.	Article 25 If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the <u>Bank Company</u> has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.
Article 26 Any shareholder entitled to attend and vote at a Shareholders' General Meeting shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxy(ies) to attend and vote on their behalf. A proxy may exercise the following powers at a Shareholders' General Meeting:	Article 26 Any shareholder entitled to attend and vote at a <del>Shareholders'</del> General Meeting shall be entitled to appoint one or more persons (these persons need not be shareholders) as proxy(ies) to attend and vote on their behalf. A proxy may exercise the following powers at a <del>Shareholders'</del> General Meeting:
(1) the same right of speech as the shareholder at the Shareholders' General Meeting;	(1) the same right of speech as the shareholder at the <del>Shareholders'</del> General Meeting;
(2) the authority to demand or join other shareholders in demanding a poll;	(2) the authority to demand or join other shareholders in demanding a poll;
(3) the right to vote by a show of hands or on a poll, but when more than one proxies have been appointed, the proxies only have the right to vote by poll.	(3) the right to vote by a show of hands or on a poll, but when more than one proxies have been appointed, the proxies only have the right to vote by poll.
Article 27 The meeting attendance records shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, their residential addresses, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.	Article 27 The meeting attendance records shall be prepared by the <u>Bank Company</u> . The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, <del>their residential addresses,</del> the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.



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Article 28 The convener and the lawyers appointed by the Bank shall verify the legitimacy of the shareholders' qualifications based on the records available from the register of shareholders provided by the securities registration and clearing authority, and shall record the names or corporate names of shareholders attending the meeting and the number of voting shares held by them. The registration process for the meeting shall be completed before the presider of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.	Article 28 The convener and the lawyers appointed by the <b>BankCompany</b> shall verify the legitimacy of the shareholders' qualifications based on the records available from the register of shareholders provided by the securities registration and clearing authority, and shall record the names or corporate names of shareholders attending the meeting and the number of voting shares held by them. The registration process for the meeting shall be completed before the presider of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.
Article 29 When the Shareholders' General Meeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The senior management officers who are not directors shall observe the meeting.	Article 29 <del>When the Shareholders' General Meeting is being convened, all the Bank's directors, supervisors and the Secretary to the Board of Directors shall attend the meeting. The senior management officers who are not directors shall observe the meeting.</del> <u>If the General Meeting requires a director and senior management officers to attend the meeting, the director and senior management officers shall do so and shall answer the shareholders' inquiries.</u>
Chapter 8 Convening of Meetings	Chapter 8 Convening of Meetings
Article 30 The Shareholders' General Meeting is convened by the Board of Directors in accordance with the laws, regulations, regulatory provisions and the Articles of Association of the Bank.	Article 30 The <b>Shareholders</b> <sup>2</sup> General Meeting is convened by the Board of Directors in accordance with the laws, regulations, regulatory provisions and the Articles of Association of the <b>BankCompany</b> .
Article 31 The Bank shall convene Shareholders' General Meetings either at its domicile or at any other place specified in the notice of a Shareholders' General Meeting.  The Bank shall arrange for the venue such that a physical meeting can be held. The Bank shall make available the participation of the Shareholders' General Meeting through safe, economical and convenient Internet or other means for the convenience of the medium and minority shareholders. Shareholders participating in the Shareholders' General Meeting by such means shall be regarded as present.	Article 31 The <b>BankCompany</b> shall convene <b>Shareholders</b> <sup>2</sup> General Meetings either at its domicile or at any other place specified in the notice of a <b>Shareholders</b> <sup>2</sup> General Meeting.  <u>Once the notice of a General Meeting is issued, the venue of an on-site General Meeting shall not be altered without proper reasons. In the event of alternation, the convener shall make an announcement to state the reasons at least 2 working days prior to the convening date of the on-site meeting.</u>  The <b>BankCompany</b> shall arrange for the venue such that a physical meeting can be held. The Bank shall make available the participation of the <b>Shareholders</b> <sup>2</sup> General Meeting through safe, economical and convenient Internet or other means for the convenience

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	of the medium and minority shareholders. Shareholders participating in the <del>Shareholders</del> <sup>2</sup> General Meeting by such means shall be regarded as present.
Article 32 Unless otherwise agreed by all shareholders attending the relevant Shareholders' General Meeting, the Shareholders' General Meeting shall be held in Chinese (Chinese and English interpretation services may be provided).	Article 32 Unless otherwise agreed by all shareholders attending the relevant <del>Shareholders</del> <sup>2</sup> General Meeting, the <del>Shareholders</del> <sup>2</sup> General Meeting shall be held in Chinese (Chinese and English interpretation services may be provided).
Article 33 The preparation for the Shareholders' General Meeting shall be organized and implemented by the Secretary to the Board of Directors under the leadership of the chairman of the Board of Directors.	Article 33 The preparation for the <del>Shareholders</del> <sup>2</sup> General Meeting shall be organized and implemented by the Secretary to the Board of Directors under the leadership of the chairman of the Board of Directors.
Article 34 The Shareholders' General Meeting is presided by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable to preside over the meeting for any reasons, the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting, and no other director is designated by the chairman, a director elected by no less than half of the directors shall preside over the Shareholders' General Meeting. If the Board of Directors is unable to perform or does not perform its duty of convening Shareholders' General Meeting, the Board of Supervisors shall convene the meeting in a timely manner, which shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reasons, a supervisor jointly elected by no less than half of the supervisors shall preside over the Shareholders' General Meeting. If the Board of Supervisors does not convene and preside over the meeting, shareholders individually or in aggregate holding 10% or more of the Bank's shares for a period longer than ninety consecutive days may convene the meeting, which shall be presided over by a representative elected by the conveners of the meeting.	Article 34 The <del>Shareholders</del> <sup>2</sup> General Meeting is presided by the chairman of the Board of Directors. If the chairman of the Board of Directors <u>cannot or fails to perform his/her duties, the vice chairman of the Board shall perform his duties on his/her behalf. In the event that the vice chairman of the Board cannot or fails to perform his duties, is unable to preside over the meeting for any reasons, the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting, and no other director is designated by the chairman,</u> a director <u>shall be</u> elected by <del>no less</del> <u>more</u> than half of the directors <u>to perform duties shall preside over the Shareholders' General Meeting.</u> If the Board of Directors is unable to perform or does not perform its duty of convening <del>Shareholders</del> <sup>2</sup> General Meeting, the <del>Board of Supervisors Audit Committee</del> shall convene the meeting in a timely manner, <del>which shall be presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable to attend the meeting for any reasons, a supervisor jointly elected by no less than half of the supervisors shall preside over the Shareholders' General Meeting, the convener of the</del> <u>Audit Committee shall preside over the General Meeting convened by the Audit Committee. If convener of the Audit Committee cannot or does not fulfill his or her duties, a member of the Audit Committee jointly elected by a majority of all members of the Audit Committee shall preside over the meeting.</u> If the <del>Board of Supervisors Audit Committee</del> does not convene and preside over the meeting, shareholders individually or in aggregate
If for any reasons the shareholders are unable to elect a presider of the meeting, the shareholder (including proxy) present at the meeting holding the largest number of voting shares shall be the presider of the meeting.	

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	<p>holding 10% or more of the <del>Bank</del><u>Company</u>'s shares for a period longer than ninety consecutive days may convene the meeting, which shall be presided over by a representative elected by the conveners of the meeting.</p> <p><u>Where a General Meeting is held and the chairman of the meeting violates the rules of procedure which makes it impossible for the General Meeting to continue, a person may be elected at the General Meeting to act as chairman and continue the meeting, subject to the approval of more than half of the attending shareholders having the voting rights.</u></p> <p>If for any reasons the shareholders are unable to elect a presider of the meeting, the shareholder (including proxy) present at the meeting holding the largest number of voting shares shall be the presider of the meeting.</p>
Article 35 The presider of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures in the attendance records prevailing.	Article 35 The presider of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures in the attendance records prevailing.
Article 36 Topics and proposals of the Shareholders' General Meeting shall be considered separately in the order specified in the agenda of the meeting. Reasonable time shall be given for the discussion of each proposal at the Shareholders' General Meeting.	Article 36 Topics and proposals of the <del>Shareholders</del> <sup>2</sup> General Meeting shall be considered separately in the order specified in the agenda of the meeting. Reasonable time shall be given for the discussion of each proposal at the <del>Shareholders</del> <sup>2</sup> General Meeting.
Article 37 Any shareholder who requests to give a provisional speech during the meeting shall first indicate his/her/its intention by a show of hand, and may do so on the spot or at the designated place upon the approval by the presider of the meeting after the registered shareholders finish their speeches in accordance with the preceding provisions. Where more than one shareholder requests to give a provisional speech, the shareholder who shows his/her/its hand first shall be entitled to give his/her/its speech first. If the order of such requests cannot be clearly determined, the speaker shall be designated by the presider of the meeting.	Article 37 Any shareholder who requests to give a provisional speech during the meeting shall first indicate his/her/its intention by a show of hand, and may do so on the spot or at the designated place upon the approval by the presider of the meeting after the registered shareholders finish their speeches in accordance with the preceding provisions. Where more than one shareholder requests to give a provisional speech, the shareholder who shows his/her/its hand first shall be entitled to give his/her/its speech first. If the order of such requests cannot be clearly determined, the speaker shall be designated by the presider of the meeting.

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Article 38 The duration and frequency of shareholders' speeches shall be announced by the presider of the meeting prior to the meeting based on the specific circumstances. The presider of the meeting may refuse or stop any speech made by shareholders in violation of the preceding provisions.	Article 38 The duration and frequency of shareholders' speeches shall be announced by the presider of the meeting prior to the meeting based on the specific circumstances. The presider of the meeting may refuse or stop any speech made by shareholders in violation of the preceding provisions.
Article 39 Unless confidential trade secrets of the Bank are involved which shall not be disclosed, the directors, supervisors and senior management officers shall respond and give explanation to enquiries and suggestions from shareholders at the Shareholders' General Meeting.	Article 39 <del>Unless confidential trade secrets of the Bank are involved which shall not be disclosed,</del> The directors, <del>supervisors</del> and senior management officers shall respond and give explanation to enquiries and suggestions from shareholders at the <del>Shareholders'</del> General Meeting.
Article 40 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Shareholders' General Meeting, and shall, in particular, address their opinions to the Shareholders' General Meeting on the following matters:  (1) major related party transactions;  (2) nomination, appointment and removal of the directors and the appointment and removal of senior management officers;  (3) remuneration of the directors and senior management officers;  (4) profit distribution plans;  (5) appointment or dismissal of accounting firms responsible for performing regular and statutory audits for the financial reports of the Bank;  (6) other matters that may cause material impact on the legitimate rights and interests of the Bank, the minority shareholders and the financial consumers;  (7) other matters stipulated by the laws, regulations, regulatory provisions or these Articles.  The opinions of independent directors on the decision-making of the Bank shall be recorded in the minutes of the Shareholders' General Meeting.	<del>Article 40 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Shareholders' General Meeting, and shall, in particular, address their opinions to the Shareholders' General Meeting on the following matters:</del>  <del>(1) major related party transactions;</del>  <del>(2) nomination, appointment and removal of the directors and the appointment and removal of senior management officers;</del>  <del>(3) remuneration of the directors and senior management officers;</del>  <del>(4) profit distribution plans;</del>  <del>(5) appointment or dismissal of accounting firms responsible for performing regular and statutory audits for the financial reports of the Bank;</del>  <del>(6) other matters that may cause material impact on the legitimate rights and interests of the Bank, the minority shareholders and the financial consumers;</del>  <del>(7) other matters stipulated by the laws, regulations, regulatory provisions or these Articles.</del>  <del>The opinions of independent directors on the decision-making of the Bank shall be recorded in the minutes of the Shareholders' General Meeting.</del>

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Article 41 The Board of Supervisors shall appoint supervisors to attend the Shareholders' General Meeting. The attending supervisors may express opinions on the relevant topics.	<del>Article 41 The Board of Supervisors shall appoint supervisors to attend the Shareholders' General Meeting. The attending supervisors may express opinions on the relevant topics.</del>
Article 42 The presider of the meeting may adjourn the meeting when deemed necessary.	Article <del>40</del> <b>2</b> The presider of the meeting may adjourn the meeting when deemed necessary.
Article 43 The Board of Directors and other conveners shall take necessary measures to maintain order at the Shareholders' General Meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be stopped and promptly reported to the relevant authorities for investigation.	Article <del>43</del> <b>1</b> The Board of Directors and other conveners shall take necessary measures to maintain order at the <del>Shareholders'</del> <sup>2</sup> General Meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be stopped and promptly reported to the relevant authorities for investigation.
<b>Chapter 9 Proceedings and Voting</b>	<b>Chapter 9 Proceedings and Voting</b>
<b>Section 1 General Provisions</b>	<b>Section 1 General Provisions</b>
Article 44 The Shareholders' General Meeting shall only consider items specified in the notice of meeting.	Article <del>44</del> <b>2</b> The <del>Shareholders'</del> <sup>2</sup> General Meeting shall only consider items specified in the notice of meeting.
Article 45 Each of the proposals on the agenda of the Shareholders' General Meeting shall be voted and resolved. No proposals in the agenda of meeting shall be set aside or skipped for voting for any reason.	Article <del>45</del> <b>3</b> Each of the proposals on the agenda of the <del>Shareholders'</del> <sup>2</sup> General Meeting shall be voted and resolved. No proposals in the agenda of meeting shall be set aside or skipped for voting for any reason.
Article 46 When a shareholder (including proxy) votes at a Shareholders' General Meeting by exercising his/her voting rights according to the number of shares carrying the right to vote, each share shall have one vote.	Article <del>46</del> <b>4</b> When a shareholder (including proxy) votes at a <del>Shareholders'</del> <sup>2</sup> General Meeting by exercising his/her voting rights according to the number of shares carrying the right to vote, each share shall have one vote.
Article 47 The shares held by the Bank have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting. If any shareholder shall abstain from voting on a certain matter or is limited to casting of affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.	Article <del>47</del> <b>5</b> The shares held by the <del>Bank</del> <b>Company</b> have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting. If any shareholder shall abstain from voting on a certain matter or is limited to casting of affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.
Article 48 The same voting right can only be exercised through either on-site voting or one other voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.	Article <del>48</del> <b>6</b> The same voting right can only be exercised through either on-site voting or one other voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.

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Article 49 The Shareholders' General Meeting, while considering proposals, will not modify the key contents of such proposals.	Article <del>49</del> <sup>7</sup> The <del>Shareholders</del> <sup>2</sup> General Meeting, while considering proposals, will not modify the key contents of such proposals. <u><b>If any amendment is made, it shall be deemed as a new proposal which cannot be voted at the General Meeting.</b></u>
Article 50 Voting at a Shareholders' General Meeting will be made by open ballot.	Article <del>50</del> <sup>48</sup> Voting at a <del>Shareholders</del> <sup>2</sup> General Meeting will be made by open ballot.
Article 51 The Board of Directors shall prepare the votes for the Shareholders' General Meeting, which shall specify the matters to be considered, voting opinions and methods of the voting at the meeting.	Article <del>51</del> <sup>49</sup> The Board of Directors shall prepare the votes for the <del>Shareholders</del> <sup>2</sup> General Meeting, which shall specify the matters to be considered, voting opinions and methods of the voting at the meeting.
Article 52 Shareholders attending the Shareholders' General Meeting shall submit one of the following opinions to the proposed resolution: for, against or abstain.	Article <del>52</del> <sup>20</sup> Shareholders attending the <del>Shareholders</del> <sup>2</sup> General Meeting shall submit one of the following opinions to the proposed resolution: for, against or abstain <del>;</del> , <u><b>unless it is the securities registration and clearing institution as the nominee shareholder of the shares subject to the stock trading interconnection mechanism between the Mainland and Hong Kong stock markets, which makes declaration according to the intents of actual shareholders.</b></u>
Shareholders and/or their proxies shall duly fill in the ballot paper as required. Any vote which is not filled or not cast shall be deemed as having waived their voting rights. Any vote which is filled wrongly or with unrecognizable writing shall be deemed as invalid. Shares held by shareholders with invalid votes shall not be counted in the total number of valid voting rights.	<u><b>Unfilled, wrongly filled, unrecognizable, and unsubmitted votes shall be deemed as voters' abstention of his/her voting rights and the voting result of shares held by the above voters shall be taken into account as "abstention".</b></u>
On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards for, against or abstention.	<del>Shareholders and/or their proxies shall duly fill in the ballot paper as required. Any vote which is not filled or not cast shall be deemed as having waived their voting rights. Any vote which is filled wrongly or with unrecognizable writing shall be deemed as invalid. Shares held by shareholders with invalid votes shall not be counted in the total number of valid voting rights.</del>  On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards for, against or abstention.



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<p>Article 53 All proposals shall be voted separately at the Shareholders' General Meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the Shareholders' General Meeting or the failure to adopt resolutions, no proposals shall be set aside or skipped for voting at the Shareholders' General Meeting.</p>	<p>Article <del>53</del><b>1</b> All proposals shall be voted separately at the <del>Shareholders'</del><sup>2</sup> General Meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the <del>Shareholders'</del><sup>2</sup> General Meeting or the failure to adopt resolutions, no proposals shall be set aside or skipped for voting at the <del>Shareholders'</del><sup>2</sup> General Meeting.</p>
<p>Article 54 Before a proposal is put to vote at a Shareholders' General Meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is associated with the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a Shareholders' General Meeting, the vote count and examination of the poll shall be conducted by lawyers, representatives of shareholders, representatives of supervisors and qualified persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article <del>54</del><b>2</b> Before a proposal is put to vote at a <del>Shareholders'</del><sup>2</sup> General Meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is associated with the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a <del>Shareholders'</del><sup>2</sup> General Meeting, the vote count and examination of the poll shall be conducted by lawyers, representatives of shareholders, <del>representatives of supervisors</del> and qualified persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>
<p>Article 55 Presider of the meeting shall decide whether a resolution of the Shareholders' General Meeting has been passed according to the voting outcome, and shall announce the voting outcome at the meeting. The voting outcome of a resolution shall be recorded in the meeting minutes.</p>	<p><del>Article 55 Presider of the meeting shall decide whether a resolution of the Shareholders' General Meeting has been passed according to the voting outcome, and shall announce the voting outcome at the meeting. The voting outcome of a resolution shall be recorded in the meeting minutes.</del></p>

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<p>Article 56 If the presider of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the presider does not recount the votes as required by the preceding description but the shareholders (including their proxies) attending the meeting have doubts as to the outcome announced by the presider, they may request a vote recount immediately after the announcement of the voting outcome, and the presider shall have the votes recounted in a timely manner.</p>	<p>Article <del>56</del><u>3</u> If the presider of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the presider does not recount the votes as required by the preceding description but the shareholders (including their proxies) attending the meeting have doubts as to the outcome announced by the presider, they may request a vote recount immediately after the announcement of the voting outcome, and the presider shall have the votes recounted in a timely manner.</p> <p><b><u>If votes are counted at the General Meeting, the counting result shall be recorded in the minutes of the meeting.</u></b></p>
<p>Article 57 The ending time of the on-site Shareholders' General Meeting shall not be earlier than other means. For every proposed resolution, the voting circumstances and outcome shall be announced at the meeting, and the presider of the meeting shall decide and announce whether the resolution has been adopted based on the voting outcome. The decision shall be final and recorded in the meeting minutes.</p> <p>Prior to the formal announcement of the voting outcome, all interested parties attending the meeting in person and involving in other voting means, including the Bank, the vote counter, the scrutineer and substantial shareholders, etc., have an obligation to keep the voting circumstances confidential.</p>	<p>Article <del>57</del><u>4</u> The ending time of the on-site <del>Shareholders'</del> General Meeting shall not be earlier than <del>networks or</del> other means. For every proposed resolution, the voting circumstances and outcome shall be announced at the meeting, and the presider of the meeting shall decide and announce whether the resolution has been adopted based on the voting outcome. <b><del>The decision shall be final and recorded in the meeting minutes.</del></b></p> <p>Prior to the formal announcement of the voting outcome, all interested parties attending the meeting in person and involving in other voting means, including the <del>Bank</del><u>Company</u>, the vote counter, the scrutineer and substantial shareholders, <b><u>network providers</u></b>, etc., have an obligation to keep the voting circumstances confidential.</p>

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Section 2 Special Provisions	Section 2 Special Provisions
Article 58 When the credit extended by the Bank to a shareholder, in particular a substantial shareholder is overdue, the voting rights of such shareholder at the Shareholders' General Meeting and the voting rights of the director(s) nominated by such shareholder at the meetings of the Board of Directors shall be restricted. Where a shareholder pledges 50% or more of his/her/its equity interests in the Bank, the voting rights of such shareholder at the Shareholders' General Meeting shall be restricted. The Bank shall record the aforementioned circumstances in the minutes of the Shareholders' General Meeting.	Article <del>58</del> <sup>585</sup> <del>When</del> <sup>Where</sup> the credit extended by <del>the Bank to a shareholder, in particular a</del> substantial shareholder is overdue, <u>such shareholder shall be restricted from voting in General Meetings, and the Directors nominated or dispatched by them restricted from voting at Board of Directors meetings, respectively. the voting rights of such shareholder at the Shareholders' General Meeting and the voting rights of the director(s) nominated by such shareholder at the meetings of the Board of Directors shall be restricted.</u> Where a shareholder pledges 50% or more of his/her/its equity interests in the <del>Bank</del> <sup>Bank Company</sup> , the voting rights of such shareholder at the <del>Shareholders'</del> <sup>Shareholders'</sup> General Meeting shall be restricted. The <del>Bank</del> <sup>Bank Company</sup> shall record the aforementioned circumstances in the minutes of the <del>Shareholders'</del> <sup>Shareholders'</sup> General Meeting. <u>The Company shall have the right to apply any dividends and bonuses payable to such shareholder in priority towards the repayment of his/her overdue loans first. In the event of the Company's liquidation, any assets distributable to such shareholder shall also be applied in priority towards the repayment of the Company's outstanding loans.</u>
Article 59 Related shareholders and its contact person shall not participate in voting when matters concerning related party transactions are considered at a Shareholders' General Meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the Shareholders' General Meeting shall fully disclose the voting circumstances of non-related shareholders.	Article <del>59</del> <sup>596</sup> Related shareholders and its contact person shall not participate in voting when matters concerning related party transactions are considered at a <del>Shareholders'</del> <sup>Shareholders'</sup> General Meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the <del>Shareholders'</del> <sup>Shareholders'</sup> General Meeting shall fully disclose the voting circumstances of non-related shareholders.
Article 60 The list of director and supervisor candidates shall be submitted in the form of a proposal to the Shareholders' General Meeting for consideration. Voting on each candidate for directors and supervisors shall be carried out at the Shareholders' General Meeting separately.	Article <del>60</del> <sup>6057</sup> <u>In addition to adopting the cumulative voting system to elect directors,</u> <del>The list each</del> of director <del>and supervisor</del> candidates shall be <u>put forward-submitted</u> <del>in the form of a single</del> proposal. Voting on each candidate for directors <del>and supervisors</del> shall be carried out at the <del>Shareholders'</del> <sup>Shareholders'</sup> General Meeting separately.

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Chapter 10 Resolution of Meetings	Chapter 10 Resolution of Meetings
<p>Article 61 The Shareholders' General Meeting shall resolve on the matters to be considered at the meeting. Resolutions of the Shareholders' General Meeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the Shareholders' General Meeting.</p> <p>Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the Shareholders' General Meeting.</p>	<p>Article <del>61</del><sup>58</sup> The <del>Shareholders'</del><sup>Shareholders'</sup> General Meeting shall resolve on the matters to be considered at the meeting. Resolutions of the <del>Shareholders'</del><sup>Shareholders'</sup> General Meeting shall either be classified as ordinary resolutions or special resolutions.</p> <p>Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the <del>Shareholders'</del><sup>Shareholders'</sup> General Meeting.</p> <p>Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the <del>Shareholders'</del><sup>Shareholders'</sup> General Meeting.</p>
<p>Article 62 The following matters shall be resolved by way of an ordinary resolution at the Shareholders' General Meeting:</p> <p>(1) consideration and approval of the rules of procedure of the Shareholders' General Meeting, the Board of Directors and the Board of Supervisors of the Bank;</p> <p>(2) appointment and removal of directors, shareholder supervisors and external supervisors, and remuneration of the relevant directors and supervisors;</p> <p>(3) work reports of the Board of Directors;</p> <p>(4) work reports of the Board of Supervisors;</p> <p>(5) operational objectives and investment proposals of the Bank;</p> <p>(6) the Bank's annual financial budget plans, final account plans, balance sheet, income statement and other financial statements;</p> <p>(7) profit distribution plans and loss recovery plans of the Bank;</p> <p>(8) resolutions on appointment and dismissal of accounting firms which regularly perform statutory</p>	<p>Article <del>62</del><sup>59</sup> The following matters shall be resolved by way of an ordinary resolution at the <del>Shareholders'</del><sup>Shareholders'</sup> General Meeting:</p> <p>(1) consideration and approval of the rules of procedure of the <del>Shareholders'</del><sup>Shareholders'</sup> General Meeting, the Board of Directors <del>and the Board of Supervisors</del> of the <del>Bank</del><sup>Bank Company</sup>;</p> <p>(2) appointment and removal of directors, <del>shareholder supervisors and external supervisors</del>, and remuneration of the relevant directors <del>and supervisors</del>;</p> <p>(3) work reports of the Board of Directors;</p> <p><del>(4) work reports of the Board of Supervisors;</del></p> <p><del>(5) operational objectives and investment proposals of the Bank;</del></p> <p><del>(6) the Bank's annual financial budget plans, final account plans, balance sheet, income statement and other financial statements;</del></p> <p><del>(7)</del> profit distribution plans and loss recovery plans of the <del>Bank</del><sup>Bank Company</sup>;</p> <p><del>(8)</del> resolutions on appointment and dismissal of</p>

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<p>audit for the Bank's financial reports;</p> <p>(9) matters not required by the laws and regulations or the Articles of Association of the Bank to be approved by special resolutions or be subject to unanimous approval.</p>	<p>accounting firms which regularly perform statutory audit for the <b>BankCompany's</b> financial reports;</p> <p><b>(96)</b> matters not required by the laws and regulations or the Articles of Association of the <b>BankCompany</b> to be approved by special resolutions or be subject to unanimous approval.</p>
<p>Article 63 The following matters shall be resolved by way of a special resolution at the Shareholders' General Meeting:</p> <p>(1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) issuance of corporate bonds or company listing;</p> <p>(3) consideration and approval of proposal of share incentive plans;</p> <p>(4) repurchase of the Bank's shares;</p> <p>(5) the division, merger, dissolution, liquidation or any other change in the corporate form of the Bank;</p> <p>(6) amendments to the Articles of Association of the Bank;</p> <p>(7) removal of independent directors;</p> <p>(8) any other matters which are required by the laws, regulations, regulatory provisions and the Articles of Association of the Bank to be adopted by a special resolution, and any matter decided by the Shareholders' General Meeting by way of an ordinary resolution to have a material effect on the Bank and be adopted by a special resolution.</p>	<p>Article <b>630</b> The following matters shall be resolved by way of a special resolution at the <b>Shareholders'</b> General Meeting:</p> <p>(1) an increase or reduction of the registered capital of the <b>BankCompany</b> and the issuance of any class of shares, warrants and other similar securities;</p> <p>(2) issuance of corporate bonds or company listing;</p> <p>(3) consideration and approval of proposal of share incentive plans;</p> <p>(4) repurchase of the <b>BankCompany's</b> shares;</p> <p><b><u>(5) the Company's purchase or sale of significant assets or provision of guarantees to others in excess of thirty percent of the Company's latest audited total assets within one year;</u></b></p> <p><b><u>(56)</u></b> the division, <b><u>spin-off,</u></b> merger, dissolution, liquidation or any other change in the corporate form of the <b>BankCompany</b>;</p> <p><b><u>(67)</u></b> amendments to the Articles of Association of the <b>BankCompany</b>;</p> <p><b><u>(78)</u></b> removal of independent directors;</p> <p><b><u>(9) the General Meeting resolves to dissolve the Company and such dissolution has been approved by the relevant regulatory authorities; or when the business term stipulated in the Company's Articles of Association expires or other circumstances of dissolution as stipulated in the Company's Articles of Association have arisen, but the Bank continues to exist upon the resolution of the General Meeting;</u></b></p>

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	(810) any other matters which are required by the laws, regulations, regulatory provisions and the Articles of Association of the <b>BankCompany</b> to be adopted by a special resolution, and any matter decided by the <b>Shareholders'</b> General Meeting by way of an ordinary resolution to have a material effect on the <b>BankCompany</b> and be adopted by a special resolution.
Article 64 Resolutions of the Shareholders' General Meeting shall specify the number of shareholders (their proxies) attending the meeting, the number of voting rights held by them and the proportion to the total voting rights of the Bank, the voting method and the voting outcome of each proposal.	<del>Article 64 Resolutions of the Shareholders' General Meeting shall specify the number of shareholders (their proxies) attending the meeting, the number of voting rights held by them and the proportion to the total voting rights of the Bank, the voting method and the voting outcome of each proposal.</del>
Article 65 Resolutions adopted at the Shareholders' General Meeting shall be announced in a timely manner in accordance with the requirements of the laws and regulations. The announcement shall specify the number of shareholders attending the meeting, the number of shares held by them and the proportion to the total number of shares with voting rights of the Bank, as well as the voting method, and the voting outcome of each proposal. Where any proposal made by shareholders is resolved, the names and shareholdings of the shareholders and contents of the proposal shall be specified.	Article 651 Resolutions adopted at the <b>Shareholders'</b> General Meeting shall be announced in a timely manner in accordance with the requirements of the laws and regulations. The announcement shall specify the number of shareholders <b>and proxies</b> attending the meeting, the <b>total</b> number of shares <b>with voting rights</b> held by them and the proportion to the total number of shares with voting rights of the <b>BankCompany</b> , <b>voting form</b> , as well as the voting method, and the voting outcome of each proposal <b>and details of resolutions passed</b> . Where any proposal made by shareholders is resolved, the names and shareholdings of the shareholders and contents of the proposal shall be specified.
Article 66 The convener shall ensure that the Shareholders' General Meeting does not end until final resolutions have been concluded. In the event that the Shareholders' General Meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting directly and an announcement shall be published in a timely manner.	Article 662 The convener shall ensure that the <b>Shareholders'</b> General Meeting does not end until final resolutions have been concluded. In the event that the <b>Shareholders'</b> General Meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting directly and an announcement shall be published in a timely manner.
Article 67 The Bank shall implement any plans of cash distribution, issuance of bonus shares or increase of share capital by capitalization adopted at a Shareholders' General Meeting within two months after the conclusion of such Shareholders' General Meeting.	Article 673 The <b>BankCompany</b> shall implement any plans of cash distribution, issuance of bonus shares or increase of share capital by capitalization adopted at a <b>Shareholders'</b> General Meeting within two months after the conclusion of such <b>Shareholders'</b> General Meeting.



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<p>Article 68 If a resolution of the Shareholders' General Meeting of the Bank violates laws, regulations or regulatory provisions, the resolution shall be invalid.</p> <p>If the contents of a resolution of Shareholders' General Meeting violate the Articles of Association of the Bank, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted.</p>	<p>Article <del>68</del><sup>4</sup> If a resolution of the <del>Shareholders</del><sup>2</sup> General Meeting of the <del>Bank</del><u>Company</u> violates laws, <del>and</del> regulations<del>—or—regulatory provisions</del>, the resolution shall be invalid <u>requested by shareholders to be recognized by a people's court.</u></p> <p>If the contents of a resolution of <del>Shareholders</del><sup>2</sup> General Meeting violate the Articles of Association of the <del>Bank</del><u>Company</u>, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted. <u>Shareholders who have not been notified to attend the meeting may apply to the people's court for revocation within sixty days from the date they knew or should have known of the passing of the resolution of the General Meeting; if the right to revoke is not exercised within one year from the date the resolution is made, the right to revoke shall be extinguished.</u></p> <p><u>Where any dispute arises among the Board of Directors, shareholders or other relevant parties regarding the validity of resolutions of the General Meeting, they shall promptly bring a lawsuit before the people's court. Before the people's court issues a judgment or ruling to revoke the resolution, relevant parties shall implement the resolution of the General Meeting. The Company, its directors and senior management members shall earnestly perform their duties to ensure the normal operation of the Company.</u></p> <p><u>Where the people's court issues a judgment or ruling on relevant matters, the Company shall, in accordance with laws, administrative regulations, the provisions of the securities regulatory authority under the State Council and the stock exchange where the Bank's shares are listed, fulfill its information disclosure obligations, fully explain the impact, and actively cooperate with the implementation after the judgment or ruling comes into effect. In the event of corrections to prior matters, the Bank shall promptly handle such corrections and fulfill the corresponding information disclosure obligations.</u></p>

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	<p><u>Where a resolution of a General Meeting of the Company is declared invalid, revoked or confirmed to be invalid by the people’s court, the Bank shall apply to the Company’s registration authority for revocation of the registration that has been processed pursuant to such resolution. However, the civil legal relationship established between the Bank and a bona fide counterpart based on such resolution may not be affected.</u></p> <p><u>Resolutions of the General Meeting of the Company shall not be valid under any of the following circumstances:</u></p> <p><u>(1) a resolution is made without convening a General Meeting;</u></p> <p><u>(2) the General Meeting does not vote on the matter subject to the resolution;</u></p> <p><u>(3) the number of attendees or the voting rights held does not meet the requirement specified in the law or the Company’s Articles of Association;</u></p> <p><u>(4) the number of attendees or the voting rights held in favor of the resolution does not meet the requirements specified in the law or the Company’s Articles of Association.</u></p>
<p><b>Chapter 11 Special Procedures for Voting by a Certain Class of Shareholders</b></p>	<p><b>Chapter 11 Special Procedures for Voting by a Certain Class of Shareholders</b></p>
<p>Article 69 Shareholders holding different classes of shares shall be “class shareholders”.</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, regulations and the Articles of Association of the Bank.</p> <p>Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.</p>	<p>Article <del>69</del><b>5</b> Shareholders holding different classes of shares shall be “class shareholders”.</p> <p>Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, regulations and the Articles of Association of the <del>Bank</del><b>Company</b>.</p> <p>Class shareholders within the <del>Bank</del><b>Company</b> shall enjoy equal rights to receive dividends or other forms of distributions.</p>

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Article 70 If the Bank proposes to change or nullify certain rights of certain class(es) of shareholders, such proposal should be passed by a special resolution at the Shareholders' General Meeting and passed at the shareholder meetings convened according to Articles 72 to 76 of these Rules for the affected class(es) of shareholders, respectively, before such proposal progresses.	Article <del>70</del> <u>66</u> If the <b>BankCompany</b> proposes to change or nullify certain rights of certain class(es) of shareholders, such proposal should be passed by a special resolution at the <del>Shareholders'</del> <sup>2</sup> General Meeting and passed at the shareholder meetings convened according to Articles <del>72</del> <u>68</u> to <del>76</del> <u>62</u> of these Rules for the affected class(es) of shareholders, respectively, before such proposal progresses.
<p>Article 71 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(1) to increase or reduce the quantity of shares of that class, or increase or reduce the quantity of shares of other classes which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(2) to convert whole or part of the shares of that class into other class(es), convert whole or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(3) to nullify or reduce rights of accrued dividends or cumulative dividends attaching to that class of shares;</p> <p>(4) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;</p> <p>(5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;</p> <p>(6) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;</p> <p>(7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p> <p>(8) to restrict the transfer and ownership of that class of shares, or increase such restrictions;</p>	<p>Article <del>71</del><u>67</u> The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:</p> <p>(1) to increase or reduce the quantity of shares of that class, or increase or reduce the quantity of shares of other classes which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;</p> <p>(2) to convert whole or part of the shares of that class into other class(es), convert whole or part of the shares of other class(es) into that class, or grant such conversion rights;</p> <p>(3) to nullify or reduce rights of accrued dividends or cumulative dividends attaching to that class of shares;</p> <p>(4) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the <b>BankCompany</b>;</p> <p>(5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the <b>BankCompany</b>;</p> <p>(6) to nullify or reduce the rights of that class of shares to receive amounts payable by the <b>BankCompany</b> in a particular currency;</p> <p>(7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;</p>

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<p>(9) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(10) to increase the rights or privileges of other class(es) of shares;</p> <p>(11) to implement any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;</p> <p>(12) to revise or nullify the provisions in this chapter.</p> <p>Upon approval by the banking regulatory authorities and securities regulatory authorities under the State Council, the shareholders of the Bank may transfer their unlisted shares to overseas investors or convert them into foreign shares and list them abroad for trading. The listing and trading of the above shares on the overseas stock exchange shall comply with the regulatory procedures, rules and requirements of the overseas securities market. The listing and trading on any overseas stock exchange of the above shares shall not be deemed to change or nullify the rights of a certain class of shareholders and shall not require the voting of the class shareholders' general meeting.</p>	<p>(8) to restrict the transfer and ownership of that class of shares, or increase such restrictions;</p> <p>(9) to grant the share subscription options or share conversion options of that or another class of shares;</p> <p>(10) to increase the rights or privileges of other class(es) of shares;</p> <p>(11) to implement any restructuring scheme of the <b>BankCompany</b> that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;</p> <p>(12) to revise or nullify the provisions in this chapter.</p> <p>Upon approval by the banking regulatory authorities and securities regulatory authorities under the State Council, the shareholders of the <b>BankCompany</b> may transfer their unlisted shares to overseas investors or convert them into foreign shares and list them abroad for trading. The listing and trading of the above shares on the overseas stock exchange shall comply with the regulatory procedures, rules and requirements of the overseas securities market. The listing and trading on any overseas stock exchange of the above shares shall not be deemed to change or nullify the rights of a certain class of shareholders and shall not require the voting of the class <del>shareholders'</del> general meeting.</p>
<p>Article 72 The affected class of shareholders, whether or not they originally have voting rights at the Shareholders' General Meeting, shall be entitled to vote on the matters concerning items (2) to (8) and (11) to (12) of Article 71 at the meeting for such class of shareholders, but shareholders with conflict of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion in accordance with Article 36 of the Articles of Association of the Bank or</p>	<p>Article <del>72</del><b>68</b> The affected class of shareholders, whether or not they originally have voting rights at the <del>Shareholders'</del> General Meeting, shall be entitled to vote on the matters concerning items (2) to (8) and (11) to (12) of Article <del>71</del><b>67</b> at the meeting for such class of shareholders, but shareholders with conflict of interests therein shall have no voting rights at the meeting for such class of shareholders.</p> <p>The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(1) if the <b>BankCompany</b> has made a repurchase tender offer to all shareholders in the same proportion <del>in accordance with Article 36 of the Articles of</del></p>

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<p>has repurchased its own shares through public transaction on a stock exchange, “shareholders with conflict of interests” shall mean the controlling shareholders defined in the Article 83 of the Articles of Association of the Bank;</p> <p>(2) if the Bank has repurchased shares under an off-market agreement in accordance with Article 36 of the Articles of Association of the Bank, “shareholders with conflict of interests” shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(3) under a restructuring scheme of the Bank, “shareholders with conflict of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>	<p><del>Association of the Bank</del> or has repurchased its own shares through public transaction on a stock exchange, “shareholders with conflict of interests” shall mean the controlling shareholders defined in the Article <del>69</del><b>83</b> of the Articles of Association of the <del>Bank</del><b>Company</b>;</p> <p>(2) if the <del>Bank</del><b>Company</b> has repurchased shares under an off-market agreement <del>in accordance with Article 36 of the Articles of Association of the Bank</del>, “shareholders with conflict of interests” shall mean shareholders who are connected with the aforementioned agreement;</p> <p>(3) under a restructuring scheme of the <del>Bank</del><b>Company</b>, “shareholders with conflict of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.</p>
<p>Article 73 When convening a meeting for a certain class of shareholders, the Bank shall, with reference to the notice period requirement for convening a Shareholders’ General Meeting in the Articles of Association of the Bank, issue a written notice to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the time and venue of the meeting.</p>	<p>Article <del>73</del><b>69</b> When convening a meeting for a certain class of shareholders, the <del>Bank</del><b>Company</b> shall, with reference to the notice period requirement for convening a <del>Shareholders’</del> General Meeting in the Articles of Association of the <del>Bank</del><b>Company</b>, issue a written notice to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the time and venue of the meeting.</p>
<p>Article 74 The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>The procedure for convening a meeting for a certain class of shareholders shall be the same as the procedure for the Shareholders’ General Meeting to the extent practical, and the provisions in these Rules relating to the procedure to convene a Shareholders’ General Meeting shall apply to a class shareholder meeting.</p>	<p>Article <del>70</del><b>4</b> The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.</p> <p>The procedure for convening a meeting for a certain class of shareholders shall be the same as the procedure for the <del>Shareholders’</del> General Meeting to the extent practical, and the provisions in these Rules relating to the procedure to convene a <del>Shareholders’</del> General Meeting shall apply to a class shareholder meeting.</p>
<p>Article 75 A resolution of a class shareholder meeting shall be adopted by above two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 72 of these Rules.</p>	<p>Article <del>71</del><b>5</b> A resolution of a class shareholder meeting shall be adopted by above two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article <del>72</del><b>68</b> of these Rules.</p>

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<p>Article 76 Apart from other classes of shareholders, the shareholders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special voting procedures at a class shareholder meeting shall not apply in the following cases:</p> <p>(1) upon the approval by way of a special resolution adopted by the Shareholders' General Meeting, the Bank separately or simultaneously issues domestic shares and overseas-listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>(2) the Bank's plan on issuing domestic shares and overseas-listed foreign shares at the time of incorporation completed within fifteen (15) months from the date of approval by the securities regulatory authorities under the State Council;</p> <p>(3) the relevant authorities such as the securities regulatory authorities under the State Council have given approval for unlisted shares held by domestic shareholders of the Bank to be converted into overseas-listed foreign shares, which are then transferred to overseas investors or converted into foreign shares and listed and traded on overseas stock exchanges.</p>	<p>Article <b>762</b> Apart from other classes of shareholders, the shareholders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.</p> <p>The special voting procedures at a class shareholder meeting shall not apply in the following cases:</p> <p>(1) upon the approval by way of a special resolution adopted by the <del>Shareholders</del><sup>2</sup> General Meeting, the <b>BankCompany</b> separately or simultaneously issues domestic shares and overseas-listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;</p> <p>(2) the <b>BankCompany</b>'s plan on issuing domestic shares and overseas-listed foreign shares at the time of incorporation completed within fifteen (15) months from the date of <del>approval</del> <b>the relevant procedures completed</b> by the securities regulatory authorities under the State Council;</p> <p>(3) the relevant authorities such as the securities regulatory authorities under the State Council have <b>performed relevant procedures given approval</b> for <b>converting</b> unlisted shares held by domestic shareholders of the <b>BankCompany</b> <del>to be converted</del> into overseas-listed foreign shares, which are then transferred to overseas investors or converted into foreign shares and listed and traded on overseas stock exchanges.</p>



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Chapter 12 Minutes	Chapter 12 Minutes
<p>Article 77 Minutes shall be recorded for the Shareholders' General Meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names of the presider of the meeting, and the directors, supervisors and senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding responses or explanation;</p> <p>(6) the names of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of the Articles of Association of the Bank to be recorded in the minutes.</p>	<p>Article <del>77</del><u>73</u> Minutes shall be recorded for the <del>Shareholders'</del> General Meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:</p> <p>(1) the time, venue and agenda of the meeting, as well as the name (or corporate name) of the convener;</p> <p>(2) the names of the presider of the meeting, and the directors, <del>supervisors</del> <u>and</u> senior management officers who attend or observe the meeting;</p> <p>(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the <b>BankCompany</b>'s shares;</p> <p>(4) the deliberation process for each resolution, key points of speeches made and voting outcome;</p> <p>(5) any enquiries or suggestions made by shareholders and the corresponding responses or explanation;</p> <p>(6) the names of the lawyer(s), vote counter and scrutineer;</p> <p>(7) any other matters required by the provisions of the Articles of Association of the <b>BankCompany</b> to be recorded in the minutes.</p>

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<p>Article 78 When a Shareholders' General Meeting is convened, the Bank shall engage lawyer(s) to give legal opinions as to the matters set out below:</p> <p>(1) whether the procedure for convening and holding the meeting is in compliance with the laws, regulations, regulatory provisions, these Rules and the Articles of Association of the Bank;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedure and voting outcome of the meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the Bank.</p>	<p>Article <del>78</del><sup>4</sup> When a <del>Shareholders</del><sup>2</sup> General Meeting is convened, the <b>BankCompany</b> shall engage lawyer(s) <b>to witness</b> to give legal opinions as to the matters set out below:</p> <p>(1) whether the procedure for convening and holding the meeting is in compliance with the laws, regulations, regulatory provisions, these Rules and the Articles of Association of the <b>BankCompany</b>;</p> <p>(2) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(3) whether the voting procedure and voting outcome of the meeting are legal and valid;</p> <p>(4) legal opinions on other relevant issues as requested by the <b>BankCompany</b>.</p>
<p>Article 79 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, supervisors, Secretary to the Board of Directors, convener or their representatives and the presider of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney and valid information regarding voting circumstances shall be filed and kept by the Bank permanently.</p>	<p>Article <del>79</del><sup>5</sup> The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, <del>supervisors</del>,—Secretary to the Board of Directors, convener or their representatives and the presider of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney and valid information regarding voting circumstances shall be filed and kept by the <b>BankCompany</b> permanently.</p>
<p>Article 80 The minutes, resolutions and other documents of the Shareholders' General Meeting shall be submitted by the Board of Directors of the Bank to the banking regulatory authorities under the State Council in a timely manner.</p>	<p>Article <del>80</del><sup>6</sup> The minutes, resolutions and other documents of the <del>Shareholders</del><sup>2</sup> General Meeting shall be submitted by the Board of Directors of the <b>BankCompany</b> to the banking regulatory authorities under the State Council in a timely manner.</p>

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<b>Chapter 13 Extraordinary General Meeting Convened by Independent Directors, Board of Supervisors, Shareholders</b>	<b>Chapter 13 Extraordinary General Meeting Convened by Independent Directors, <del>Board of Supervisors,</del> Audit Committee, Shareholders</b>
<p>Article 81 Half or more than half of the independent directors are entitled to propose to the Board of Directors that an extraordinary general meeting be convened, and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether it agrees on or objects to the proposal in accordance with the laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p> <p>The Board of Directors shall issue notice of a Shareholders' General Meeting within five days of resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting. Where the Board of Directors objects to convene an extraordinary general meeting, it shall provide reasons.</p>	<p>Article <del>81</del><b>77</b> Half or more than half <u>and no less than two of</u> the independent directors are entitled to propose to the Board of Directors that an extraordinary general meeting be convened, and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether it agrees on or objects to the proposal in accordance with the laws, regulations, regulatory provisions and the Articles of Association of the <u>BankCompany</u>.</p> <p>The Board of Directors shall issue notice of a <b>Shareholders</b><sup>2</sup> General Meeting within five days of resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting. Where the Board of Directors objects to convene an extraordinary general meeting, it shall provide reasons.</p>
<p>Article 82 The Board of Supervisors or half or more of external supervisors are entitled to propose for convening an extraordinary general meeting to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within ten days subsequent to the receipt of the proposal in accordance with the laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p> <p>The Board of Directors shall give notice of a Shareholders' General Meeting within five days subsequent to resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting and shall obtain consent of the Board of Supervisors on any alteration to the original proposal in the notice.</p> <p>If the Board of Directors disagrees with convening an extraordinary general meeting or does not grant feedback in writing within ten days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening Shareholders' General Meetings, and the Board of Supervisors may convene and preside over a meeting by itself.</p>	<p>Article <del>82</del><b>78</b> <del>The Board of Supervisors or half or more of external supervisors</del> <u>The Audit Committee</u> are entitled to propose for convening an extraordinary general meeting to the Board of Directors, and shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within ten days subsequent to the receipt of the proposal in accordance with the laws, regulations, regulatory provisions and the Articles of Association of the <u>BankCompany</u>.</p> <p>The Board of Directors shall give notice of a <b>Shareholders</b><sup>2</sup> General Meeting within five days subsequent to resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting and shall obtain consent of the <del>Board of Supervisors</del> <u>Audit Committee</u> on any alteration to the original proposal in the notice.</p> <p>If the Board of Directors disagrees with convening an extraordinary general meeting or does not grant feedback in writing within ten days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening <b>Shareholders</b><sup>2</sup> General Meetings, and the <del>Board of Supervisors</del> <u>Audit Committee</u> may convene and preside over a meeting by itself.</p>

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<p>Article 83 Shareholders individually or in aggregate holding 10% or more of the Bank's voting shares have the right to request that the Board of Directors convene an extraordinary general meeting or a class shareholder meeting, and such requests should be made in writing and state the topics of meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, regulations, regulatory provisions and the Articles of Association of the Bank. The abovementioned shareholding is based on shareholdings of shareholders on the date such request is proposed in writing.</p> <p>The Board of Directors shall give notice of a Shareholders' General Meeting or a class shareholder meeting within five days from adoption of the resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting or a class shareholder meeting, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p> <p>If the Board of Directors decides against the convening of an extraordinary general meeting or a class shareholder meeting, or the Board of Directors fails to grant feedback within ten days from receiving the proposal, shareholders individually or in aggregate holding 10% or more of the Bank's voting shares are entitled to propose to the Board of Supervisors for convening an extraordinary general meeting or a class shareholder meeting, and shall send a request to the Board of Supervisors in writing.</p> <p>Where the Board of Supervisors agrees to convene an extraordinary general meeting or a class shareholder meeting, it shall give notice of a Shareholders' General Meeting or a class shareholder meeting within five days of receiving the request, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p> <p>If the Board of Supervisors fails to issue the notice of the Shareholders' General Meeting or class shareholder</p>	<p>Article <del>83</del><sup>79</sup> Shareholders individually or in aggregate holding 10% or more of the <del>Bank's</del> <b>BankCompany's</b> <del>voting</del> shares <u>(including preferred shares with restored voting rights, etc.)</u> have the right to request that the Board of Directors convene an extraordinary general meeting or a class shareholder meeting, and such requests should be made in writing and state the topics of meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, regulations, regulatory provisions and the Articles of Association of the <b>BankCompany</b>. The abovementioned shareholding is based on shareholdings of shareholders on the date such request is proposed in writing.</p> <p>The Board of Directors shall give notice of a <b>Shareholders'</b> General Meeting or a class shareholder meeting within five days from adoption of the resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting or a class shareholder meeting, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p> <p>If the Board of Directors decides against the convening of an extraordinary general meeting or a class shareholder meeting, or the Board of Directors fails to grant feedback within ten days from receiving the proposal, shareholders individually or in aggregate holding 10% or more of the <del>to the Board of Supervisors</del> <b>Audit Committee</b> for convening an extraordinary general meeting or a class shareholder meeting, and shall send a request to the <del>Board of Supervisors</del> <b>Audit Committee</b> in writing.</p> <p>Where the <del>Board of Supervisors</del> <b>Audit Committee</b> agrees to convene an extraordinary general meeting or a class shareholder meeting, it shall give notice of a <b>Shareholders'</b> General Meeting or a class shareholder meeting within five days of receiving the request, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.</p>

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<p>meeting within the prescribed period, the Board of Supervisors will be deemed not to convene or preside over the Shareholders' General Meeting or class shareholder meeting and such a meeting may be convened and presided over by shareholders who individually or in aggregate, for at least ninety consecutive days, hold 10% or more of the Bank's voting shares (hereinafter referred to as the "Convening Shareholders").</p>	<p>If the <del>Board of Supervisors</del><u>Audit Committee</u> fails to issue the notice of the <del>Shareholders'</del> General Meeting or class shareholder meeting within the prescribed period, the <del>Board of Supervisors</del><u>Audit Committee</u> will be deemed not to convene or preside over the <del>Shareholders'</del> General Meeting or class shareholder meeting and such a meeting may be convened and presided over by shareholders who individually or in aggregate, for at least ninety consecutive days, hold 10% or more of the <del>Bank Company's</del><u>Bank Company's</u> <del>voting</del> shares <u>(including preferred shares with restored voting rights, etc.)</u> (hereinafter referred to as the "Convening Shareholders").</p>
<p>Article 84 If either the Board of Supervisors or shareholders propose to convene a Shareholders' General Meeting on their own initiatives, the Board of Directors shall be informed in writing.</p> <p>The shareholding proportion of the Convening Shareholders before making resolutions in the Shareholders' General Meeting shall not be less than one-tenth.</p> <p>The Convening Shareholders shall submit the relevant evidentiary materials to the banking regulatory authorities or other regulatory authorities where the Bank is located when the Convening Shareholders issue the notice of Shareholders' General Meeting and the announcement of the resolutions passed at the Shareholders' General Meeting.</p>	<p>Article <del>80</del><u>4</u>-If either the <del>Board of Supervisors</del><u>Audit Committee</u> or shareholders propose to convene a <del>Shareholders'</del> General Meeting on their own initiatives, the Board of Directors shall be informed in writing.</p> <p>The shareholding proportion of the Convening Shareholders <u>(including preferred shares with restored voting rights, etc.)</u> before making resolutions in the <del>Shareholders'</del> General Meeting shall not be less than <del>one-tenth</del><u>10%</u>.</p> <p>The <u>Audit Committee</u> or the Convening Shareholders shall submit the relevant evidentiary materials to the banking regulatory authorities or other regulatory authorities where the <del>Bank Company</del> is located when the Convening Shareholders issue the notice of <del>Shareholders'</del> General Meeting and the announcement of the resolutions passed at the <del>Shareholders'</del> General Meeting.</p>

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Existing Provisions of the System	Amended Provisions of the System
<p>Article 85 If the Board of Supervisors or the shareholders convene an extraordinary general meeting on their own initiatives, a notice of meeting shall be issued for convening the extraordinary general meeting. The contents of the meeting notice shall meet the following requirements:</p> <p>(1) No new contents shall be added to the proposals, otherwise the proposing shareholders shall re-submit a request to the Board of Directors to convene a Shareholders' General Meeting in accordance with the procedures stipulated in these Rules of Procedure;</p> <p>(2) The venue of the meeting shall be the domicile of the Bank.</p>	<p>Article <del>85</del><u>51</u> If the <del>Board of Supervisors</del><u>Audit Committee</u> or the shareholders convene an extraordinary general meeting on their own initiatives, a notice of meeting shall be issued for convening the extraordinary general meeting. The contents of the meeting notice shall meet the following requirements:</p> <p>(1) No new contents shall be added to the proposals, otherwise the proposing shareholders shall re-submit a request to the Board of Directors to convene a <del>Shareholders'</del> General Meeting in accordance with the procedures stipulated in these Rules of Procedure;</p> <p>(2) The venue of the meeting shall be the domicile of the <del>Bank</del><u>Company</u>.</p>
<p>Article 86 With respect to a Shareholders' General Meeting convened by the Board of Supervisors or the shareholders on their own, the Board of Directors and the Secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders, taking with them the announcement regarding the notice convening the Shareholders' General Meeting. The register of shareholders provided to the conveners shall only be used for the Shareholders' General Meeting and shall not be used for other purposes.</p>	<p>Article <del>86</del><u>2</u> With respect to a <del>Shareholders'</del> General Meeting convened by the <del>Board of Supervisors</del><u>Audit Committee</u> or the shareholders on their own, the Board of Directors and the Secretary to the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the shareholding registration date.</p> <p>If the Board of Directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders, taking with them the announcement regarding the notice convening the <del>Shareholders'</del> General Meeting. The register of shareholders provided to the conveners shall only be used for the <del>Shareholders'</del> General Meeting and shall not be used for other purposes.</p>
<p>Article 87 With respect to an extraordinary general meeting convened by the Board of Supervisors or the shareholders on their own initiatives, the procedures for convening a meeting shall meet the following requirements:</p> <p>(1) Directors and supervisors shall attend the meeting and the Secretary to the Board of Directors must attend the meeting;</p> <p>(2) The chairman of the Board of Directors shall preside over the meeting, and in the event that the chairman is unable to perform his/her duties for some</p>	<p>Article <del>87</del><u>3</u> With respect to an extraordinary general meeting convened by the <del>Board of Supervisors</del><u>Audit Committee</u> or the shareholders on their own initiatives, the procedures for convening a meeting shall meet the following requirements:</p> <p>(1) Directors <del>and supervisors</del> shall attend the meeting and the Secretary to the Board of Directors must attend the meeting;</p> <p>(2) The chairman of the Board of Directors shall preside over the meeting, and in the event that the chairman is unable to perform his/her duties <u>or fails to</u></p>



## APPENDIX II:

COMPARISON TABLE OF AMENDMENTS TO THE  
RULES OF PROCEDURE OF THE GENERAL  
MEETING OF BANK OF TIANJIN CO., LTD.

Existing Provisions of the System	Amended Provisions of the System
reason, the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting and no other director is appointed, a director nominated by more than one half of the directors shall preside over the meeting. If the Board of Directors fails to designate a director to preside over the Shareholders' General Meeting, the meeting shall be presided over by the proposing shareholder;	<del>perform his/her duties for some reason</del> , the chairman shall designate another director to preside over the meeting. If the chairman is unable to preside over the meeting and no other director is appointed, a director nominated by more than one half of the directors shall preside over the meeting. If the Board of Directors fails to designate a director to preside over the <del>Shareholders'</del> General Meeting, the meeting shall be presided over by the proposing shareholder;
(3) The Board of Directors shall engage witnessing lawyer(s) to issue legal opinions in accordance with Article 78 hereof;	(3) The Board of Directors shall engage witnessing lawyer(s) to issue legal opinions in accordance with Article <del>78</del> <u>84</u> hereof;
(4) The convening procedures shall comply with the laws, regulations, regulatory provisions, the Articles of Association of the Bank and these Rules of Procedure.	(4) The convening procedures shall comply with the laws, regulations, regulatory provisions, the Articles of Association of the <del>Bank</del> <u>Company</u> and these Rules of Procedure.
Article 88 Necessary costs arising out of a Shareholders' General Meeting convened by the Board of Supervisors or the shareholders on their own shall be borne by the Bank.	Article <del>88</del> <u>84</u> Necessary costs arising out of a <del>Shareholders'</del> General Meeting convened by the <del>Board of Supervisors</del> <u>Audit Committee</u> or the shareholders on their own shall be borne by the <del>Bank</del> <u>Company</u> .
Chapter 14 Implementation of Resolutions of Meetings	Chapter 14 Implementation of Resolutions of Meetings
Article 89 The Board of Directors shall be responsible for organizing and implementing the resolutions passed at the Shareholders' General Meetings, and instruct the president to undertake the specific implementation in accordance with the contents of the resolutions and duties of different parties. The matters required by the resolutions of the Shareholders' General Meeting to be implemented by the Board of Supervisors shall be directly organized and implemented by the chairman of the Board of Supervisors.	Article <del>89</del> <u>5</u> The Board of Directors shall be responsible for organizing and implementing the resolutions passed at the <del>Shareholders'</del> General Meetings, and instruct the president to undertake the specific implementation in accordance with the contents of the resolutions and duties of different parties. <del>The matters required by the resolutions of the Shareholders' General Meeting to be implemented by the Board of Supervisors shall be directly organized and implemented by the chairman of the Board of Supervisors.</del>
Article 90 The president shall report to the Board of Directors on the implementation of resolutions, and the Board of Directors shall report to the Shareholders' General Meeting. The chairman of the Board of Supervisors shall report to the Shareholders' General Meeting on matters involving the implementation by the Board of Supervisors. The Board of Supervisors may also report to the Board of Directors first when it deems necessary.	Article <del>90</del> <u>86</u> The president shall report to the Board of Directors on the implementation of resolutions, and the Board of Directors shall report to the <del>Shareholders'</del> General Meeting. <del>The chairman of the Board of Supervisors shall report to the Shareholders' General Meeting on matters involving the implementation by the Board of Supervisors. The Board of Supervisors may also report to the Board of Directors first when it deems necessary.</del>

## COMPARISON TABLE OF AMENDMENTS TO THE RULES OF PROCEDURE OF THE GENERAL MEETING OF BANK OF TIANJIN CO., LTD.

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**APPENDIX III:                      COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS  
OF BANK OF TIANJIN CO., LTD.**

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**The details of the proposed amendments to the Rules of Procedure of the Board of Directors are as follows (deleted portions are indicated by strikethrough and bold type, and new additions are indicated by underlining and bold type):**

<b>Existing Provisions of Rules of Procedure of the Board of Directors</b>	<b>Amended Provisions of Rules of Procedure of the Board of Directors</b>
<b>Chapter 1 General Provisions</b>	<b>Chapter 1 General Provisions</b>
Article 1 For the purpose of further regulating the operation of the Board of Directors (hereinafter referred to as the “Board of Directors”) of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Bank”) to effectively give play to the decision-making and supervisory functions of the Board of Directors, improve the working efficiency of the Board of Directors, ensure the legality of the proceedings and voting of the meetings of the Board of Directors and safeguard the safety and stable operations of the Bank, these Rules of Procedure are hereby formulated in accordance with the requirements under the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the People’s Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions and other relevant laws, regulations and regulatory provisions, as well as the Articles of Association of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Articles of Association of the Bank”).	Article 1 For the purpose of further regulating the operation of the Board of Directors (hereinafter referred to as the “Board of Directors”) of Bank of Tianjin Co., Ltd. (hereinafter referred to as the <b><u>“BankCompany”</u></b> ) to effectively give play to the decision-making and supervisory functions of the Board of Directors, improve the working efficiency of the Board of Directors, ensure the legality of the proceedings and voting of the meetings of the Board of Directors and safeguard the safety and stable operations of the <b><u>BankCompany</u></b> , these Rules of Procedure are hereby formulated in accordance with the requirements under the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the People’s Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions and other relevant laws, regulations and regulatory provisions, as well as the Articles of Association of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Articles of Association of the <b><u>BankCompany</u></b> ”).
Article 2 The Board of Directors shall be accountable to the shareholders’ general meeting and exercise its functions and powers in accordance with the Company Law and the Articles of Association of the Bank.	Article 2 The Board of Directors shall be accountable to the <del>shareholders</del> <sup>2</sup> general meeting and exercise its functions and powers in accordance with the Company Law and the Articles of Association of the <b><u>BankCompany</u></b> .
Article 3 The Board of Directors shall faithfully and diligently perform its duties and powers, ensure that the Bank complies with laws and regulations, regulatory provisions and the Articles of Association of the Bank, effectively safeguard the legitimate interests of shareholders, and pay attention to and safeguard the interests of depositors and other stakeholders. The Board of Directors shall promote the Bank to establish a good and honest corporate culture and value standards.	Article 3 The Board of Directors shall faithfully and diligently perform its duties and powers, ensure that the <b><u>BankCompany</u></b> complies with laws and regulations, regulatory provisions and the Articles of Association of the <b><u>BankCompany</u></b> , effectively safeguard the legitimate interests of shareholders, and pay attention to and safeguard the interests of depositors and other stakeholders. The Board of Directors shall promote the <b><u>BankCompany</u></b> to establish a good and honest corporate culture and value standards.

**APPENDIX III: COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS  
OF BANK OF TIANJIN CO., LTD.**

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 4 The Board of Directors shall have full access to information, make independent judgments and decisions on the Bank's major affairs, and shall not replace the independent judgments of the Board of Directors with the judgments of the shareholders or senior management.	Article 4 The Board of Directors shall have full access to information, make independent judgments and decisions on the <b>BankCompany</b> 's major affairs, and shall not replace the independent judgments of the Board of Directors with the judgments of the shareholders or senior management.
<b>Chapter 2 Composition and Powers of the Board of Directors</b>	<b>Chapter 2 Composition and Powers of the Board of Directors</b>
Article 5 The Board of Directors of the Bank comprises 15 directors, including four executive directors and 11 nonexecutive directors (five of which are independent directors).	Article 5 The Board of Directors of the <b>BankCompany</b> comprises <u>15</u> directors, including four executive directors and <u>11</u> nonexecutive directors ( <del>five</del> <u>six</u> of which are independent directors <u>and one of which is an employee director</u> ).
Article 6 Directors shall abide by laws, regulations, regulatory provisions and the Articles of Association of the Bank, faithfully, honestly and diligently perform their duties, exercise the rights conferred by the Bank, safeguard the interests of the Bank, and bear corresponding responsibilities in accordance with laws. Directors shall exercise their duties and powers through Board meetings.	Article 6 Directors shall abide by laws, regulations, regulatory provisions and the Articles of Association of the <b>BankCompany</b> , faithfully, honestly and diligently perform their duties, exercise the rights conferred by the <b>BankCompany</b> , safeguard the interests of the <b>BankCompany</b> , and bear corresponding responsibilities in accordance with laws. Directors shall exercise their duties and powers through Board meetings.
<p>Article 7 The Board of Directors shall be the decision-making body of the Bank, which formulates strategies, makes decisions and prevents risks. The Board of Directors performs the following duties and powers:</p> <p>(1) convene, and report to, shareholders' general meetings;</p> <p>(2) implement resolutions adopted at shareholders' general meetings;</p> <p>(3) make decisions on the Bank's business plans and investment plans;</p> <p>(4) formulate the Bank's annual financial budgets and final accounts as well as risk-based capital allocation;</p> <p>(5) formulate the Bank's proposals on profit distribution and loss recovery plans;</p> <p>(6) formulate proposals on the capital replenishment plans, such as increase or reduction of the Bank's registered capital and the issue of bonds and other</p>	<p>Article 7 The Board of Directors shall be the decision-making body of the <b>BankCompany</b>, which formulates strategies, makes decisions and prevents risks. The Board of Directors performs the following duties and powers:</p> <p>(1) convene, and report to, <del>shareholders</del><sup>2</sup> general meetings;</p> <p>(2) implement resolutions adopted at <del>shareholders</del><sup>2</sup> general meetings;</p> <p>(3) make decisions on the <b>BankCompany</b>'s business plans and investment plans;</p> <p>(4) <u>formulate review and approve</u> the <b>BankCompany</b>'s annual financial budgets and final accounts as well as <u>formulate</u> risk-based capital allocation;</p> <p>(5) formulate the <b>BankCompany</b>'s proposals on profit distribution and loss recovery plans;</p>

**APPENDIX III: COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS  
OF BANK OF TIANJIN CO., LTD.**

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>securities, listing plans, plans of applying capital funds raised, as well as supervise the performance of these proposals, in order to the ensure capital adequacy ratio of the Bank comply with regulatory requirement;</p> <p>(7) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division, dissolution or other change in the form of the Bank;</p> <p>(8) consider and approve matters including external investments, assets acquisition, assets disposal and write-off, pledge of assets, related party transactions and data governance in accordance with laws, regulations, regulatory provisions, these Articles and the relevant authorization systems of the Bank;</p> <p>(9) decide on the establishment of the Bank's internal management departments;</p> <p>(10) appoint or remove the Bank's president and Secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management, including the vice president and assistant to the president in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate proposals on the remuneration and subsidies of the directors of the Bank;</p> <p>(12) formulate the basic management systems of the Bank;</p> <p>(13) review and approve the strategy of green credit, monitor and evaluate the Bank's fulfillment of social responsibility and promote sustainable financial development;</p> <p>(14) formulate the Bank's risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management;</p> <p>(15) formulate amendments to the Articles of Association of the Bank, formulate rules of procedure of the shareholders' general meetings and rules of</p>	<p>(6) formulate proposals on the capital replenishment plans, such as increase or reduction of the <b>BankCompany's</b> registered capital <del>and the issue of bonds</del> and other securities, listing plans, plans of applying capital funds raised, as well as supervise the performance of these proposals, in order to the ensure capital adequacy ratio of the <b>BankCompany</b> comply with regulatory requirement;</p> <p>(7) formulate plans for significant acquisitions, purchase of the <b>BankCompany's</b> shares, or merger, division, dissolution or other change in the form of the <b>BankCompany</b>;</p> <p>(8) consider and approve matters including external investments, assets acquisition, assets disposal and write-off, pledge of assets, related party transactions, <del>and data governance, issuance of Company's bonds, and decision on the issuance of shares not exceeding 50% of the issued shares within three years (except for capital contributions made in the form of appraised non-monetary assets)</del> in accordance with laws, regulations, regulatory provisions, these Articles and the relevant authorization systems of the <b>BankCompany</b>;</p> <p>(9) decide on the establishment of the <b>BankCompany's</b> internal management departments;</p> <p>(10) appoint or remove the <b>BankCompany's</b> president and Secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the <b>BankCompany's</b> senior management, including the vice president and assistant to the president in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;</p> <p>(11) formulate proposals on the remuneration and subsidies of the directors of the <b>BankCompany</b>;</p> <p>(12) formulate the basic management systems of the <b>BankCompany</b>;</p> <p>(13) review and approve the strategy of green credit, monitor and evaluate the <b>BankCompany's</b> fulfillment</p>

**APPENDIX III: COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS  
OF BANK OF TIANJIN CO., LTD.**

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>procedure of the Board of Directors, consider and approve the terms of reference of special committees of the Board of Directors;</p> <p>(16) approve internal audit rules and audit plans, work plans of the Bank;</p> <p>(17) manage or authorize Related Party Transactions Control Committee to manage related party transaction;</p> <p>(18) determine the strategies of operation and development for long and medium term and material business development plans of the Bank, as well as supervise their effective implementation;</p> <p>(19) formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management;</p> <p>(20) to establish the Bank's information disclosure system, to manage the information disclosure matters of the Bank, and to assume ultimate responsibility for the truthfulness, completeness, accurateness and timeliness of the Bank's accounting and financial reporting system;</p> <p>(21) propose to the shareholders' general meeting the engagement or dismissal of the accounting firm that conducts regular and statutory audit of the financial reports of the Bank;</p> <p>(22) supervise and evaluate the work performance of the directors and senior management officers of the Bank, listen to the work report of the president of the Bank and inspect the president's work;</p> <p>(23) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(24) draw up share incentive and equity repurchase plans of the Bank;</p> <p>(25) regularly evaluate and improve corporate</p>	<p>of social responsibility and promote sustainable financial development;</p> <p>(14) formulate the <b>BankCompany's</b> risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management;</p> <p>(15) formulate amendments to the Articles of Association of the Bank, formulate rules of procedure of the <b>shareholders'</b> general meetings and rules of procedure of the Board of Directors, consider and approve the terms of reference of special committees of the Board of Directors;</p> <p>(16) approve internal audit rules and audit plans, work plans of the <b>BankCompany</b>;</p> <p>(17) manage or authorize Related Party Transactions Control Committee to manage related party transaction;</p> <p>(18) determine the strategies of operation and development for long and medium term and material business development plans of the <b>BankCompany</b>, as well as supervise their effective implementation;</p> <p>(19) formulate the capital planning of the <b>BankCompany</b>, assume ultimate responsibility for capital or solvency management;</p> <p>(20) to establish the <b>BankCompany's</b> information disclosure system, to manage the information disclosure matters of the Bank, and to assume ultimate responsibility for the truthfulness, completeness, accurateness and timeliness of the Bank's accounting and financial reporting system;</p> <p>(21) propose to the <b>shareholders'</b> general meeting the engagement or dismissal of the accounting firm that conducts regular and statutory audit of the financial reports of the <b>BankCompany</b>;</p> <p>(22) supervise and evaluate the work performance of the directors and senior management officers of the <b>BankCompany</b>, listen to the work report of the</p>



**APPENDIX III:                      COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS  
OF BANK OF TIANJIN CO., LTD.**

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>governance of the Bank, and make necessary amendment for existing problems;</p> <p>(26) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(27) establish mechanisms to identify, review and manage conflicts of interests between the Bank and its shareholders, especially the substantial shareholders;</p> <p>(28) assume management responsibility for the shareholders affairs; and</p> <p>(29) other powers conferred by the laws, regulations, regulatory provisions or the Articles of Association of the Bank and shareholders' general meeting.</p>	<p>president of the <b>BankCompany</b> and inspect the president's work;</p> <p>(23) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;</p> <p>(24) draw up share incentive and equity repurchase plans of the <b>BankCompany</b>;</p> <p>(25) regularly evaluate and improve corporate governance of the <b>BankCompany</b>, and make necessary amendment for existing problems;</p> <p>(26) safeguard the legitimate rights and interests of financial consumers and other stakeholders;</p> <p>(27) establish mechanisms to identify, review and manage conflicts of interests between the <b>BankCompany</b> and its shareholders, especially the substantial shareholders;</p> <p>(28) assume management responsibility for the shareholders affairs; <b>and</b></p> <p><b><u>(29) decide on merger where the price paid for the merger not exceeding 10% of the Company's net assets;</u></b></p> <p><b><u>(30) other powers conferred by the laws, regulations, regulatory provisions, relevant rules of the securities regulatory authorities of the place where the Company's shares are listed</u></b> or the Articles of Association of the <b>BankCompany</b> and <b>shareholders'</b> general meeting.</p> <p><b><u>The matter specified in Article (8) of decision on the issuance of shares not exceeding 50% of the issued shares within three years (except for capital contributions made in the form of appraised non-monetary assets) shall be approved by a resolution of the Board of Directors passed by two-thirds or more of all directors. If the securities regulators of the place where shares of the Company are listed provide otherwise, such provisions shall prevail.</u></b></p>

**APPENDIX III: COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS  
OF BANK OF TIANJIN CO., LTD.**

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
	<p><u>The Company shall acquire shares for the purpose of employee stock ownership plans or equity incentives; for the conversion of corporate bonds issued by the Company that are convertible into shares; or for the purpose of maintaining the value of the Company and the rights and interests of its shareholders, subject to a resolution of the Board of Directors attended by more than two-thirds of the directors.</u></p> <p><u>Matters beyond the scope of authorization of the general meeting shall be submitted to the general meeting for deliberation.</u></p>
<p>Article 8 The powers of the Board of Directors shall be exercised collectively by the Board of Directors. Matters such as major operation and management which shall be discussed by the Party Committee shall be discussed by the Party Committee before submitting to the Board of Directors for decision-making. The powers of the Board of Directors stipulated by the Company Law shall generally not be delegated to the chairman, directors, other institutions or individuals. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors according to laws. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals.</p>	<p>Article 8 The powers of the Board of Directors shall be exercised collectively by the Board of Directors. Matters such as major operation and management which shall be discussed by the Party Committee shall be discussed by the Party Committee before submitting to the Board of Directors for decision-making. The powers of the Board of Directors stipulated by the Company Law shall generally not be delegated to the chairman, directors, other institutions or individuals. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors according to laws. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals.</p>
<p>Article 9 The Bank shall have one chairman. The chairman shall be elected by more than half of all members of the Board of Directors. The chairman shall not act concurrently as the president.</p>	<p>Article 9 The <del>Bank</del><u>Company</u> shall have one chairman <u>and one vice chairman</u>. The chairman <u>and the vice chairman</u> shall be elected by more than half of all members of the Board of Directors. The chairman shall not act concurrently as the president.</p>
<p>Article 10 The chairman of the Board of Directors shall have the following duties and powers:</p> <p>(1) to preside over shareholders' general meetings, and convene and preside over meetings of the Board of Directors, and to determine the matters to be considered according to laws;</p> <p>(2) to supervise and examine the implementation of resolutions of the Board of Directors and report to the Board of Directors;</p>	<p>Article 10 The chairman of the Board of Directors shall have the following duties and powers:</p> <p>(1) to preside over <del>shareholders</del><sup>2</sup> general meetings, and convene and preside over meetings of the Board of Directors, and to determine the matters to be considered according to laws;</p> <p>(2) to supervise and examine the implementation of resolutions of the Board of Directors and report to the Board of Directors;</p>

**APPENDIX III: COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS  
OF BANK OF TIANJIN CO., LTD.**

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>(3) to sign certificates of shares and bonds issued by the Bank;</p> <p>(4) to exercise the duties and powers of a legal representative;</p> <p>(5) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;</p> <p>(6) to lead the formulation of each plan and report that shall be submitted by the Board of Directors to shareholders' general meeting;</p> <p>(7) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise the special power in relation to the Bank's affairs in the Bank's interests and in compliance with the legal provisions, and subsequently report such activities to the Board of Directors and the shareholders general meeting;</p> <p>(8) to nominate candidates for the president and Secretary to the Board of Directors as well as other personnel who shall be proposed by chairman for appointment or removal by the Board of Directors;</p> <p>(9) to propose candidates for members of each special committees of the Board of Directors to the Board of Directors of the Bank; and</p> <p>(10) other duties and powers conferred by the Board of Directors.</p>	<p>(3) to sign certificates of shares and bonds issued by the <b>BankCompany</b>;</p> <p>(4) to exercise the duties and powers of a legal representative;</p> <p>(5) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the <b>BankCompany</b>;</p> <p>(6) to lead the formulation of each plan and report that shall be submitted by the Board of Directors to <b>shareholders'</b> general meeting;</p> <p>(7) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise the special power in relation to the <b>BankCompany's</b> affairs in the <b>BankCompany's</b> interests and in compliance with the legal provisions, and subsequently report such activities to the Board of Directors and the <b>shareholders'</b> general meeting;</p> <p>(8) to nominate candidates for the president and Secretary to the Board of Directors as well as other personnel <b>of the Company</b> who shall be proposed by chairman for appointment or removal by the Board of Directors;</p> <p>(9) to propose candidates for members of each special committees of the Board of Directors to the Board of Directors of the <b>BankCompany</b>; and</p> <p>(10) other duties and powers conferred by the Board of Directors.</p>
<p>Article 11 If the chairman is unable or fails to perform his/her duties, a director nominated by more than half of the directors shall perform the duties.</p>	<p>Article 11 <b><u>The vice chairman shall assist the chairman in his/her work.</u></b> If the chairman is unable or fails to perform his/her duties, <b><u>the vice chairman shall perform the duties. When the vice chairman is unable to perform his/her duties or fails to perform his/her duties,</u></b> a director nominated by more than half of the directors shall perform the duties.</p>

**APPENDIX III: COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS  
OF BANK OF TIANJIN CO., LTD.**

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 12 The Bank shall have a Secretary to the Board of Directors. The Secretary to the Board of Directors is a senior management officer of the Bank.	Article 12 The <del>Bank</del> <b>Company</b> shall have a Secretary to the Board of Directors. The Secretary to the Board of Directors is a senior management officer of the <b>BankCompany</b> .
<p>Article 13 The Secretary to the Board of Directors shall be nominated by the chairman, appointed and removed by the Board of Directors and responsible for the Board of Directors, whose major duties and responsibilities are:</p> <p>(1) ensuring that the Bank has a complete set of the organizational documents and records;</p> <p>(2) ensuring that the Bank prepares and submits the reports and documents required by relevant departments of the State according to the laws;</p> <p>(3) ensuring that the Bank's register of shareholders is properly set up and being responsible for keeping the register of shareholders, the seal of the Board of Directors and relevant materials; contacting shareholders, receiving visitors and replying to enquiries, ensuring that persons entitled to obtain the relevant records and documents shall be able to obtain them in a timely manner;</p> <p>(4) preparing shareholders' general meetings, the meetings of the Board of Directors and its special committees and being responsible for the minutes of meetings and the keeping of meeting documents and minutes;</p> <p>(5) being responsible for the information disclosure of the Bank, and ensuring the timely, accurate, legal, truthful and complete disclosure of the Bank's information;</p> <p>(6) other matters entrusted by the Board of Directors; and</p> <p>(7) other duties stipulated by the laws and regulations, regulatory provisions and the Articles of Association of the Bank.</p>	<p>Article 13 The Secretary to the Board of Directors shall be nominated by the chairman, appointed and removed by the Board of Directors and responsible for the Board of Directors, whose major duties and responsibilities are:</p> <p><del>(1) ensuring that the Bank has a complete set of the organizational documents and records;</del></p> <p><del>(2) ensuring that the Bank prepares and submits the reports and documents required by relevant departments of the State according to the laws;</del></p> <p><del>(3)(1) ensuring that the Bank's register of shareholders is properly set up and being responsible for keeping the register of shareholders, the seal of the Board of Directors and relevant materials; contacting shareholders, receiving visitors and replying to enquiries, ensuring that persons entitled to obtain the relevant records and documents shall be able to obtain them in a timely manner;</del></p> <p><del>(4)(2) preparing shareholders'</del> preparing <b>shareholders'</b> general meetings, the meetings of the Board of Directors and its special committees and being responsible for the minutes of meetings and the keeping of meeting documents and minutes;</p> <p><del>(5)(3) being responsible for the information disclosure of the Bank, and ensuring the timely, accurate, legal, truthful and complete disclosure of the Bank's information;</del> being responsible for the information disclosure of the <b>BankCompany</b>, and ensuring the timely, accurate, legal, truthful and complete disclosure of the <b>BankCompany's</b> information;</p> <p><del>(6)(4) other matters entrusted by the Board of Directors; and</del></p> <p><del>(7)(5) other duties stipulated by the laws and regulations, regulatory provisions and the Articles of Association of the Bank.</del> other duties stipulated by the laws and regulations, regulatory provisions and the Articles of Association of the <b>BankCompany</b>.</p>

**APPENDIX III:                      COMPARISON TABLE OF AMENDMENTS TO THE RULES  
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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 14 The Board of Directors shall have an office under it. As a daily office, the Board office assists the Secretary to the Board of Directors in the theoretical study of corporate governance policies and related matters of the Bank and the organization of meetings of the Board of Directors and its special committees, the arrangement of meetings, notice of meetings, resolution of meetings, minutes of meetings, the collation of meeting minutes, and the keeping and filing of meeting documents. The Board office is responsible for the daily affairs of the Board of Directors and its special committees, the information disclosure of the Bank, the keeping of register of shareholders, the seal of the Board of Directors and relevant materials, as well as the collection, collation and filing of information on the equity pledge of the Bank.</p>	<p>Article 14 The Board of Directors shall have an office under it. As a daily office, the Board office assists the Secretary to the Board of Directors in the theoretical study of corporate governance policies and related matters of the <b>BankCompany</b> and the organization of meetings of the Board of Directors and its special committees, the arrangement of meetings, notice of meetings, resolution of meetings, minutes of meetings, the collation of meeting minutes, and the keeping and filing of meeting documents. The Board office is responsible for the daily affairs of the Board of Directors and its special committees, the information disclosure of the <b>BankCompany</b>, the keeping of register of shareholders, the seal of the Board of Directors and relevant materials, as well as the collection, collation and filing of information on the equity pledge of the <b>BankCompany</b>.</p>
<p>Article 15 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary. The Board of Directors shall formulate the rules of procedure and work duties of each special committee, and specify the duties, rules of procedure and work procedures of the special committee and the matters authorized by the Board of Directors.</p>	<p>Article 15 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary. The Board of Directors shall formulate the rules of procedure and work duties of each special committee, and specify the duties, rules of procedure and work procedures of the special committee and the matters authorized by the Board of Directors.</p>
<p>Article 16 The Board of Directors gives full play to the role of its special committees. Matters to be considered by the Board of Directors shall be first reviewed by the special committees for their review opinions. The special committees shall, either expressly authorized by the Board of Directors or as required by laws and regulations, provide professional advice to the Board of Directors or make decisions on professional matters under the authority of the Board of Directors. Unless authorized by the Board of Directors according to laws, the review opinions of the special committees shall not replace the voting opinions of the Board of Directors.</p>	<p>Article 16 The Board of Directors gives full play to the role of its special committees. Matters to be considered by the Board of Directors shall be first reviewed by the special committees for their review opinions. The special committees shall, either expressly authorized by the Board of Directors or as required by laws and regulations, provide professional advice to the Board of Directors or make decisions on professional matters under the authority of the Board of Directors. Unless authorized by the Board of Directors according to laws, the review opinions of the special committees shall not replace the voting opinions of the Board of Directors.</p>

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 17 The Bank has established an independent director system. Independent directors shall bear the fiduciary and diligent duties 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 and regulations, regulatory provisions, the Articles of Association of the Bank and these Rules of Procedure, in particular, the legitimate interests of depositors and minority shareholders shall not be prejudiced.</p>	<p>Article 17 The <b>BankCompany</b> has established an independent director system. Independent directors shall bear the <u>fiduciary-loyalty</u> and diligent duties to the <b>BankCompany</b> and all shareholders. <u>They shall perform their duties conscientiously in accordance with laws, regulations, regulatory rules, the Company's articles of association, and these rules of procedure. They shall play a role in decision-making, supervision and checks and balances, and professional consultation within the Board of Directors, safeguard the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders. Independent directors shall perform their duties independently and safeguard the overall interests of the Bank in accordance with relevant laws and regulations, regulatory provisions, the Articles of Association of the Bank and these Rules of Procedure, in particular, the legitimate interests of depositors and minority shareholders shall not be prejudiced.</u></p>
<p>Article 18 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board of Directors on the following matters:</p> <p>(1) the legality and fairness of major related party transactions;</p> <p>(2) the nomination, appointment and dismissal of the directors and the appointment and removal of senior management officers;</p> <p>(3) the remuneration of the directors and senior management officers;</p> <p>(4) the profit distribution plans;</p> <p>(5) engagement or removal of the accounting firms responsible for performing regular and statutory audits for the financial reports of the Bank;</p> <p>(6) other matters that may cause material impact on the legitimate rights and interests of the Bank, the minority</p>	<p>Article 18 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board of Directors on the following matters:</p> <p>(1) the legality and fairness of major related party transactions;</p> <p>(2) the nomination, appointment and dismissal of the directors and the appointment and removal of senior management officers;</p> <p>(3) the remuneration of the directors and senior management officers;</p> <p>(4) the profit distribution plans;</p> <p>(5) engagement or removal of the accounting firms responsible for performing regular and statutory audits for the financial reports of the <b>BankCompany</b>;</p> <p>(6) other matters that may cause material impact on the legitimate rights and interests of the <b>BankCompany</b>,</p>



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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
shareholders and the financial consumers; and  (7) other matters stipulated by the laws, regulations, regulatory provisions or the Articles of Association of the Bank.	the minority shareholders and the financial consumers; and  (7) other matters stipulated by the laws, regulations, regulatory provisions or the Articles of Association of the <b>BankCompany</b> .
Article 19 In the course of performing their duties, if an independent director discovers any violation of laws, regulations, regulatory provisions, the Articles of Association of the Bank and these Rules of Procedure by the Board of Directors, directors, members of the senior management and the institutions and personnel of the Bank, he/she shall promptly request for rectification and report to the relevant regulatory authorities.	Article 19 In the course of performing their duties, if an independent director discovers any violation of laws, regulations, regulatory provisions, the Articles of Association of the <b>BankCompany</b> and these Rules of Procedure by the Board of Directors, directors, members of the senior management and the institutions and personnel of the <b>BankCompany</b> , he/she shall promptly request for rectification and report to the relevant regulatory authorities.
Chapter 3 Type of Meetings	Chapter 3 Type of Meetings
Article 20 Board meetings are classified into regular Board meetings and extraordinary Board meetings. The number of Board meetings shall ensure that the needs of the Board of Directors to perform their duties are met.	Article 20 Board meetings are classified into regular Board meetings and extraordinary Board meetings. The number of Board meetings shall ensure that the needs of the Board of Directors to perform their duties are met.
Article 21 Regular Board meetings should be held at least four times a year and at least once each quarter.  The schedule of regular Board meetings shall be confirmed before the end of last year.	Article 21 Regular Board meetings should be held at least four times a year and at least once each quarter.  The schedule of regular Board meetings shall be confirmed before the end of last year.
Article 22 Under any of the following circumstances, the Bank shall convene an extraordinary Board meeting:  (1) when it is proposed by more than one-tenth of the shareholders with voting rights;  (2) when it is proposed by more than one-third of the directors;  (3) when it is proposed by more than two independent directors;  (4) when it is proposed by the Board of Supervisors; or (5) when it is deemed necessary by the chairman.	Article 22 Under any of the following circumstances, the <b>BankCompany</b> shall convene an extraordinary Board meeting:  (1) when it is proposed by more than one-tenth of the shareholders with voting rights;  (2) when it is proposed by more than one-third of the directors;  (3) when it is proposed by more than two independent directors;  (4) when it is proposed by the <b>Board of Supervisors Audit Committee</b> ; or  (5) when it is deemed necessary by the chairman.

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Chapter 4 Agenda of Meetings	Chapter 4 Agenda of Meetings
<p>Article 23 The agenda of the Board meetings shall meet the following conditions:</p> <p>(1) compliance with the relevant laws, regulations, regulatory provisions, the Articles of Association of the Bank and these Rules of Procedure;</p> <p>(2) falling within the business scope of the Bank and the terms of reference of the Board of Directors;</p> <p>(3) having definite topics for discussion and specific matters to be considered; and</p> <p>(4) submission to the Board of Directors in writing within the period specified in the Articles of Association of the Bank and these Rules of Procedure.</p>	<p>Article 23 The agenda of the Board meetings shall meet the following conditions:</p> <p>(1) compliance with the relevant laws, regulations, regulatory provisions, the Articles of Association of the <b>BankCompany</b> and these Rules of Procedure;</p> <p>(2) falling within the business scope of the <b>BankCompany</b> and the terms of reference of the Board of Directors;</p> <p>(3) having definite topics for discussion and specific matters to be considered; and</p> <p>(4) submission to the Board of Directors in writing within the period specified in the Articles of Association of the <b>BankCompany</b> and these Rules of Procedure.</p>
<p>Article 24 The resolutions of the Board meetings are the relevant proposals considered by the Board of Directors. The following persons or institutions may submit resolutions to the Board of Directors:</p> <p>(1) the directors;</p> <p>(2) the special committees of the Board of Directors;</p> <p>(3) the matters confirmed at the last Board meeting;</p> <p>(4) the Board of Supervisors; and</p> <p>(5) the president.</p>	<p>Article 24 The resolutions of the Board meetings are the relevant proposals considered by the Board of Directors. The following persons or institutions may submit resolutions to the Board of Directors:</p> <p>(1) the directors;</p> <p>(2) the special committees of the Board of Directors;</p> <p>(3) the matters confirmed at the last Board meeting; <b>and</b></p> <p><b>(4) the Board of Supervisors; and</b></p> <p><b>(5)(4)</b> the president.</p>
<p>Article 25 The relevant departments or personnel shall conduct investigation and research and scientific argumentation on the information of the relevant resolutions. When more than one-third of the directors or more than half of the independent directors consider that the information provided is insufficient or the argumentation is unclear, they may jointly propose to postpone the Board meeting or postpone the discussion of the matters to be discussed at the Board meeting, and the Board of Directors shall adopt such proposal.</p>	<p>Article 25 The relevant departments or personnel shall conduct investigation and research and scientific argumentation on the information of the relevant resolutions. When more than one-third of the directors or more than half of the independent directors consider that the information provided is insufficient or the argumentation is unclear, they may jointly propose to postpone the Board meeting or postpone the discussion of the matters to be discussed at the Board meeting, and the Board of Directors shall adopt such proposal.</p>

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 26 If the Board of Directors considers that it is necessary to further study or make significant amendments to a resolution, the resolution shall be reviewed after modification and improvement, and the time and method of review shall be determined by the Board meeting.	Article 26 If the Board of Directors considers that it is necessary to further study or make significant amendments to a resolution, the resolution shall be reviewed after modification and improvement, and the time and method of review shall be determined by the Board meeting.
<p>Article 27 The Secretary to the Board of Directors shall, in the best interests of the Bank, conduct preliminary examination on the topics to be discussed at the Board meetings in accordance with the laws, regulations, regulatory provisions, the Articles of Association of the Bank and Article 23 of these Rules of Procedure, and report to the chairman of the Board of Directors for confirmation.</p> <p>If the chairman decides not to include the topics in the agenda of the Board meeting, the chairman shall explain at the Board meeting. The agenda and explanation of the chairman shall be included in the minutes of the meeting after the conclusion of the Board meeting.</p>	<p>Article 27 The Secretary to the Board of Directors shall, in the best interests of the <b>BankCompany</b>, conduct preliminary examination on the topics to be discussed at the Board meetings in accordance with the laws, regulations, regulatory provisions, the Articles of Association of the <b>BankCompany</b> and Article 23 of these Rules of Procedure, and report to the chairman of the Board of Directors for confirmation.</p> <p>If the chairman decides not to include the topics in the agenda of the Board meeting, the chairman shall explain at the Board meeting. The agenda and explanation of the chairman shall be included in the minutes of the meeting after the conclusion of the Board meeting.</p>
Chapter 5 Form of Meetings	Chapter 5 Form of Meetings
<p>Article 28 Board meetings may be convened on-site or by way of written resolutions. Regular Board meetings shall be held in the form of on-site meetings.</p> <p>The term “on-site meeting” refers to a meeting that can be held through on-site, video, telephone or other instant communication means to ensure that the attendees can communicate and discuss immediately.</p> <p>The term “written resolution” refers to the form of a meeting that makes a resolution on a resolution by sending it to the meeting for consideration separately or by circulating it to the meeting for consideration.</p>	<p>Article 28 Board meetings may be convened on-site or by way of written resolutions. Regular Board meetings shall be held in the form of on-site meetings.</p> <p>The term “on-site meeting” refers to a meeting that can be held through on-site, video, telephone or other instant communication means to ensure that the attendees can communicate and discuss immediately.</p> <p>The term “written resolution” refers to the form of a meeting that makes a resolution on a resolution by sending it to the meeting for consideration separately or by circulating it to the meeting for consideration.</p>
Article 29 If a Board meeting is held on-site, it may be facilitated by video, telephone or other instant communication means for the directors to attend the Board meeting. If a director attends the Board meeting through the aforesaid means, he/she shall be deemed to have attended the on-site meeting.	Article 29 If a Board meeting is held on-site, it may be facilitated by video, telephone or other instant communication means for the directors to attend the Board meeting. If a director attends the Board meeting through the aforesaid means, he/she shall be deemed to have attended the on-site meeting.

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 30 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by written resolutions:</p> <p>(1) formulation of plans concerning an increase or reduction in the registered capital;</p> <p>(2) formulation of plans concerning merger, division, dissolution or change of company form of the Bank;</p> <p>(3) formulation of plans concerning external guarantee, issuance of bonds, etc.;</p> <p>(4) formulation of draft of articles and plans concerning amendments to the Articles of Association;</p> <p>(5) profit distribution;</p> <p>(6) remuneration plans;</p> <p>(7) material investment;</p> <p>(8) material asset disposal;</p> <p>(9) appointment or dismissal of members of senior management;</p> <p>(10) plans for capital replenishment;</p> <p>(11) significant changes in equity;</p> <p>(12) financial restructuring; and</p> <p>(13) other matters required by laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p>	<p>Article 30 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by written resolutions:</p> <p>(1) formulation of plans concerning an increase or reduction in the registered capital;</p> <p>(2) formulation of plans concerning merger, division, dissolution or change of company form of the Bank;</p> <p>(3) formulation of plans concerning external guarantee, issuance of bonds, etc.;</p> <p>(4) formulation of draft of articles and plans concerning amendments to the Articles of Association;</p> <p>(5) profit distribution;</p> <p>(6) remuneration plans;</p> <p>(7) material investment;</p> <p>(8) material asset disposal;</p> <p>(9) appointment or dismissal of members of senior management;</p> <p>(10) plans for capital replenishment;</p> <p>(11) significant changes in equity;</p> <p>(12) financial restructuring; and</p> <p>(13) other matters required by laws, regulations, regulatory provisions and the Articles of Association of the Bank.</p>

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Chapter 6 Notice of Meetings	Chapter 6 Notice of Meetings
Article 31 Notice of Board meetings shall be given in writing.	Article 31 Notice of Board meetings shall be given in writing.
Article 32 The notice of a Board meeting shall contain the following contents:  (1) the date, time and place of the meeting;  (2) the reason for holding the meeting and agenda and subject matters;  (3) names and telephone numbers of the permanent contact persons for meeting matters; and  (4) the date of issuance of the meeting notice.	Article 32 The notice of a Board meeting shall contain the following contents:  (1) the date, time and place of the meeting;  (2) the reason for holding the meeting and agenda and subject matters;  (3) names and telephone numbers of the permanent contact persons for meeting matters; and  (4) the date of issuance of the meeting notice.
Article 33 The notice of meeting shall be issued in Chinese and an English translation shall be made as required. If there is any inconsistency between the two versions, the Chinese version shall prevail.	Article 33 The notice of meeting shall be issued in Chinese and an English translation shall be made as required. If there is any inconsistency between the two versions, the Chinese version shall prevail.
Article 34 The meeting documents of the Board of Directors include the background information of the meeting agenda and the information and data that help the directors understand the business progress of the Bank. When more than half of the independent directors consider that the information is insufficient or the argumentation is unclear, they may jointly propose to the Board of Directors in writing to postpone the Board meeting or to postpone the consideration of the matter, and the Board of Directors shall adopt such proposal.	Article 34 The meeting documents of the Board of Directors include the background information of the meeting agenda and the information and data that help the directors understand the business progress of the <b>BankCompany</b> . When more than half of the independent directors consider that the information is insufficient or the argumentation is unclear, they may jointly propose to the Board of Directors in writing to postpone the Board meeting or to postpone the consideration of the matter, and the Board of Directors shall adopt such proposal.
Article 35 Notice of a regular Board meeting shall be given to all directors in writing 14 days prior to the date of the meeting, and notice of the meeting, proposals and relevant materials shall be given to all directors, and all supervisors and the Secretary to the Board of Directors shall be notified to attend the meeting.	Article 35 Notice of a regular Board meeting shall be given to all directors in writing 14 days prior to the date of the meeting, and notice of the meeting, proposals and relevant materials shall be given to all directors, <del>and all supervisors</del> and the Secretary to the Board of Directors shall be notified to attend the meeting.
Article 36 Notice of an extraordinary Board meeting shall be given to all directors in writing 5 days prior to the date of the meeting, and notice of the meeting, proposals and relevant materials shall be given to all directors, and all supervisors and the Secretary to the Board of Directors shall be notified to attend the meeting.	Article 36 Notice of an extraordinary Board meeting shall be given to all directors in writing 5 days prior to the date of the meeting, and notice of the meeting, proposals and relevant materials shall be given to all directors, and <del>all supervisors and</del> the Secretary to the Board of Directors shall be notified to attend the meeting.

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 37 Where an extraordinary meeting of the Board is convened due to urgent matters and circumstances specified in clauses (1) to (4) of Article 22, the chairman of the Board of Directors or other convener of the Board meeting shall decide the time and method of giving the notice of the meeting.	Article 37 Where an extraordinary meeting of the Board is convened due to urgent matters and circumstances specified in clauses (1) to (4) of Article 22, the chairman of the Board of Directors or other convener of the Board meeting shall <del>decide the time and method of giving the notice of the meeting</del> <b><u>convene and preside over a board meeting within ten days after receiving the proposal.</u></b>
Article 38 The notice shall be in the form of: written notice, including direct delivery, registered mail, telegraph, telex, fax or email.	Article 38 The notice shall be in the form of: written notice, including direct delivery, registered mail, telegraph, telex, fax or email.
Article 39 For a notice of the Bank sent by hand, the recipient shall sign (or seal) the relevant receipt, and the receipt date shall be the date of service; for a notice of the Bank sent by mail, the third working day from the date of delivering to mail acceptance institution shall be the date of service; for a notice of the Bank sent by fax, the same day of sending the fax shall be the date of service; for a notice of the Bank sent by emails, the same day of sending the emails shall be the date of service; for a notice of the Bank sent by telex, the third working day from the date of sending the telex shall be the date of service; for a notice of the Bank issued by announcement, the date of service shall be the date of the first release of such announcement.	Article 39 For a notice of the <b><u>BankCompany</u></b> sent by hand, the recipient shall sign (or seal) the relevant receipt, and the receipt date shall be the date of service; for a notice of the <b><u>BankCompany</u></b> sent by mail, the third working day from the date of delivering to mail acceptance institution shall be the date of service; for a notice of the <b><u>BankCompany</u></b> sent by fax, the same day of sending the fax shall be the date of service; for a notice of the <b><u>BankCompany</u></b> sent by emails, the same day of sending the emails shall be the date of service; for a notice of the <b><u>BankCompany</u></b> sent by telex, the third working day from the date of sending the telex shall be the date of service; for a notice of the <b><u>BankCompany</u></b> issued by announcement, the date of service shall be the date of the first release of such announcement.
<p>Article 40 If, after the written notice of a regular Board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel resolutions of the meeting, a written notice of change shall be sent three days prior to the original date of the meeting to explain the situation and the relevant contents and materials of the new resolutions. If the relevant period is less than three days, the meeting shall be postponed accordingly or convened as scheduled upon the approval of half of the attending directors.</p> <p>If, after the notice of an extraordinary meeting of the Board is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel resolutions of the meeting, prior approval of half of the attending directors shall be obtained and corresponding records shall be made.</p>	<p>Article 40 If, after the written notice of a regular Board meeting is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel resolutions of the meeting, a written notice of change shall be sent three days prior to the original date of the meeting to explain the situation and the relevant contents and materials of the new resolutions. If the relevant period is less than three days, the meeting shall be postponed accordingly or convened as scheduled upon the approval of half of the attending directors.</p> <p>If, after the notice of an extraordinary meeting of the Board is sent, it is necessary to change the time, venue, etc. of the meeting or add, change or cancel resolutions of the meeting, prior approval of half of the attending directors shall be obtained and corresponding records shall be made.</p>



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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Chapter 7 Attendance of Meetings	Chapter 7 Attendance of Meetings
Article 41 Directors shall attend Board meetings by himself/herself in a serious and responsible manner and express clear opinions on the matters under discussion. If a director is unable to attend due to certain reasons, he/she may appoint another director in writing to attend and vote on his/her behalf according to the wishes of the principal and shall bear the legal liability independently.	Article 41 Directors shall attend Board meetings by himself/herself in a serious and responsible manner and express clear opinions on the matters under discussion. If a director is unable to attend due to certain reasons, he/she may appoint another director in writing to attend and vote on his/her behalf according to the wishes of the principal and shall bear the legal liability independently.
<p>Article 42 The proxy form shall state:</p> <p>(1) the names of the director and the proxy;</p> <p>(2) brief comments of the director on each proposal;</p> <p>(3) the director's scope of authorization, instructions on voting in respect of each of the resolutions;</p> <p>(4) validity period of the proxy entrusted by the director; and</p> <p>(5) signature of the director and date, etc.</p> <p>The proxy director shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the director within the scope of authorization. If a director is unable to attend a Board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the director shall bear the same legal liabilities in respect of resolutions of the Board of Directors.</p>	<p>Article 42 The proxy form shall state:</p> <p>(1) the names of the director and the proxy;</p> <p>(2) brief comments of the director on each proposal;</p> <p>(3) the director's scope of authorization, instructions on voting in respect of each of the resolutions;</p> <p>(4) validity period of the proxy entrusted by the director; and</p> <p>(5) signature of the director and date, etc.</p> <p>The proxy director shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the director within the scope of authorization. If a director is unable to attend a Board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the director shall bear the same legal liabilities in respect of resolutions of the Board of Directors.</p>
<p>Article 43 The appointment of proxy for a Board meeting shall comply with the following:</p> <p>(1) When considering related party transactions, an unrelated director shall not appoint a related director as proxy to attend the meeting on his/her behalf and a related director shall not accept the appointment by an unrelated director;</p> <p>(2) An independent director shall not appoint a non-independent director to attend the meeting on his/her</p>	<p>Article 43 The appointment of proxy for a Board meeting shall comply with the following:</p> <p>(1) When considering related party transactions, an unrelated director shall not appoint a related director as proxy to attend the meeting on his/her behalf and a related director shall not accept the appointment by an unrelated director;</p> <p>(2) An independent director shall not appoint a non-independent director to attend the meeting on his/her</p>

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OF BANK OF TIANJIN CO., LTD.**

Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>behalf and a non-independent director shall not accept the appointment by an independent director;</p> <p>(3) A director shall not appoint another director to attend a Board meeting without stating his/her opinions and voting instruction and the other director shall not accept such appointment;</p> <p>(4) A director in principle shall accept appointments from a maximum of two directors who are not personally present at the meeting. When considering related party transactions, an unrelated director shall not appoint a related director to attend on his/her behalf. A director shall not appoint another director who has been appointed by two other directors to attend a Board meeting.</p>	<p>behalf and a non-independent director shall not accept the appointment by an independent director;</p> <p>(3) A director shall not appoint another director to attend a Board meeting without stating his/her opinions and voting instruction and the other director shall not accept such appointment;</p> <p>(4) A director in principle shall accept appointments from a maximum of two directors who are not personally present at the meeting. When considering related party transactions, an unrelated director shall not appoint a related director to attend on his/her behalf. A director shall not appoint another director who has been appointed by two other directors to attend a Board meeting.</p>
<p>Article 44 Directors shall attend at least two-thirds of the Board meetings in person each year. Failure to attend the Board meetings in person or by proxy for two consecutive times shall be deemed as failure to perform duties, and the Board of Directors shall propose to the shareholders' general meeting for dismissal.</p>	<p>Article 44 Directors shall attend at least two-thirds of the Board meetings in person each year. Failure to attend the Board meetings in person or by proxy for two consecutive times shall be deemed as failure to perform duties, and the Board of Directors shall propose to the <del>shareholders'</del> general meeting for <del>dismissal</del> <u>removal</u>.</p>
<p>Article 45 If an independent director attends less than two-thirds of the total number of the Board meetings in person within one year, the Board of Supervisors shall propose to the shareholders' general meeting for removal.</p>	<p>Article 45 <del>If an independent director attends less than two-thirds of the total number of the Board meetings in person within one year, the Board of Supervisors shall propose to the shareholders' general meeting for removal.</del></p> <p><u>If an independent director fails to attend three consecutive board meetings in person before the expiration of his/her term of office, he/she shall be deemed to have failed to perform his/her duties, and the Company shall convene a general meeting within three months to remove him/her from office and elect a new independent director.</u></p>
<p>Article 46 The reasonable travel and accommodation expenses incurred by the directors in attending the Board meetings shall be borne by the Bank.</p>	<p>Article 46 The reasonable travel and accommodation expenses incurred by the directors in attending the Board meetings shall be borne by the <del>Bank</del> <u>Company</u>.</p>

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Chapter 8 Convening of Meetings	Chapter 8 Convening of Meetings
Article 47 The Board meetings shall only be held when more than half of the directors attend the meeting.	Article 47 The Board meetings shall only be held when more than half of the directors attend the meeting.
Article 48 The Board meetings are convened and presided over by the chairman. If the chairman of the Board is unable to or does not perform his/her duties and responsibilities for whatever reason, a director shall be recommended by half or more directors jointly to convene and preside over the meeting.	Article 48 The Board meetings are convened and presided over by the chairman. If the chairman of the Board is unable to or does not perform his/her duties and responsibilities for whatever reason, <u>the vice chairman shall perform his duties. If the vice chairman is unable to perform his duties or fails to perform his/her duties,</u> a director shall be recommended by half or more directors jointly to convene and preside over the meeting.
<p>Article 49 Supervisors shall attend meetings of the Board of Directors and the meetings of the special committees of the Board of Directors as non-voting delegates; the discipline inspection and supervision team leader appointed by the superior discipline inspection and supervision committee may attend meetings of the Board of Directors and special committees under the Board of Directors as nonvoting delegates; the senior management officers who don't hold directorship shall attend meetings convened by the Board of Directors as non-voting delegates. The host of meeting, if he/she considers necessary, may inform other relevant personnel to attend the Board meeting.</p> <p>The Board of Directors may require the attending senior management officers, persons in charge of relevant businesses and experts to explain the resolutions, provide consultation, express opinions and accept inquiries. If the matters to be considered at the Board meeting involve legal issues, the legal advisers shall attend the meeting and provide legal opinions.</p>	<p>Article 49 <del>Supervisors shall attend meetings of the Board of Directors and the meetings of the special committees of the Board of Directors as non-voting delegates;</del><del>the</del><u>The</u> discipline inspection and supervision team leader appointed by the superior discipline inspection and supervision committee may attend meetings of the Board of Directors and special committees under the Board of Directors as nonvoting delegates; the senior management officers who don't hold directorship shall attend meetings convened by the Board of Directors as non-voting delegates. The host of meeting, if he/she considers necessary, may inform other relevant personnel to attend the Board meeting.</p> <p>The Board of Directors may require the attending senior management officers, persons in charge of relevant businesses and experts to explain the resolutions, provide consultation, express opinions and accept inquiries. If the matters to be considered at the Board meeting involve legal issues, the legal advisers shall attend the meeting and provide legal opinions.</p>
Article 50 For extraordinary Board meetings proposed and convened in accordance with clauses (1) to (4) of Article 22 in these Rules, the chairman shall convene and preside over a Board meeting in accordance with the procedures and time limit of these Rules of Procedure within ten days after receipt of the proposal.	Article 50 For extraordinary Board meetings proposed and convened in accordance with clauses (1) to (4) of Article 22 in these Rules, the chairman <u>or other convener of the Board meetings</u> shall convene and preside over a Board meeting in accordance with the procedures and time limit of these Rules of Procedure within ten days after receipt of the proposal.

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 51 When the Board meeting is convened, the chairman or his/her designated person shall confirm the number of attendees and explain the reasons and agenda of the meeting, and the attending directors shall discuss, speak and vote on the proposals to form the resolutions of the meeting.	Article 51 When the Board meeting is convened, the chairman or his/her designated person shall confirm the number of attendees and explain the reasons and agenda of the meeting, and the attending directors shall discuss, speak and vote on the proposals to form the resolutions of the meeting.
Article 52 The presider of the meeting shall seriously preside over the meeting, fully listen to the opinions of the attending directors, control the meeting process, improve the efficiency of discussion and make scientific decisions.	Article 52 The presider of the meeting shall seriously preside over the meeting, fully listen to the opinions of the attending directors, control the meeting process, improve the efficiency of discussion and make scientific decisions.
Article 53 The presider of the meeting shall have the right to announce the adjournment of the meeting according to the progress and time schedule of the meeting.	Article 53 The presider of the meeting shall have the right to announce the adjournment of the meeting according to the progress and time schedule of the meeting.
Article 54 In principle, the Board of Directors shall not consider the issues or matters not specified in the meeting notice. Where new issues or matters are required to be added in case of emergency, it shall be approved by more than two-thirds of the directors present at the meeting before considering and passing resolutions on such additional issues or matters. When necessary, the presider of the meeting may initiate voting procedures to vote on whether to add the new issues or matters.	Article 54 In principle, the Board of Directors shall not consider the issues or matters not specified in the meeting notice. Where new issues or matters are required to be added in case of emergency, it shall be approved by more than two-thirds of the directors present at the meeting before considering and passing resolutions on such additional issues or matters. When necessary, the presider of the meeting may initiate voting procedures to vote on whether to add the new issues or matters.
Article 55 When considering relevant plans, proposals and reports, the Board of Directors may require the senior management officers and the heads of relevant departments of the Bank to attend the meeting, listen to and enquire about relevant matters, and explain or listen to relevant opinions. The nondirectors present at the meeting shall not intervene the proceedings of directors, and shall not affect the meeting progress, voting and resolutions.	Article 55 When considering relevant plans, proposals and reports, the Board of Directors may require the senior management officers and the heads of relevant departments of the <b>BankCompany</b> to attend the meeting, listen to and enquire about relevant matters, and explain or listen to relevant opinions. The nondirectors present at the meeting shall not intervene the proceedings of directors, and shall not affect the meeting progress, voting and resolutions.
Article 56 The directors and supervisors attending the meeting shall properly keep the meeting documents. Before the contents of the relevant resolutions of the meeting are officially disclosed, the directors, supervisors and other attendees of the meeting shall bear the responsibility and obligation to keep the meeting documents and all contents considered at the meeting confidential.	Article 56 The directors <del>and supervisors</del> attending the meeting shall properly keep the meeting documents. Before the contents of the relevant resolutions of the meeting are officially disclosed, the directors, <del>supervisors</del> and other attendees of the meeting shall bear the responsibility and obligation to keep the meeting documents and all contents considered at the meeting confidential.

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 57 The Board of Directors shall take necessary measures to ensure the solemnity and order of the Board meeting. Except for the directors, supervisors, Secretary to the Board of Directors, members of senior management and persons invited by the Board of Directors who attend or are present at the meeting, the Board of Directors has the right to refuse other persons to attend the meeting according to the laws.	Article 57 The Board of Directors shall take necessary measures to ensure the solemnity and order of the Board meeting. Except for the directors, <del>supervisors</del> , Secretary to the Board of Directors, members of senior management and persons invited by the Board of Directors who attend or are present at the meeting, the Board of Directors has the right to refuse other persons to attend the meeting according to the laws.
Chapter 9 Proceedings and Voting	Chapter 9 Proceedings and Voting
Article 58 The Board meeting shall discuss and vote on the matters to be considered one after another.	Article 58 The Board meeting shall discuss and vote on the matters to be considered one after another.
Article 59 Members of the Party Committee and Party members who join the Board of Directors shall fully express the opinions and suggestions of the Party Committee, reflect the intention of the Party Committee, implement the decisions of the Party Committee, put forward the opinions on revoking or deferring the decision-making matters, report to the Party Committee in a timely manner after the meeting, and give feedback to the Board of Directors through the Party Committee's explicit opinions when discover that the decisions to be made by the Board of Directors are not in compliance with the guidelines and policies of the Party and national laws and regulations, or may damage the interests of the State and the public, and the legitimate rights of the Bank and employees. If rectification is not achieved, a timely report shall be made to the superior Party Committee.	Article 59 Members of the Party Committee and Party members who join the Board of Directors shall fully express the opinions and suggestions of the Party Committee, reflect the intention of the Party Committee, implement the decisions of the Party Committee, put forward the opinions on revoking or deferring the decision-making matters, report to the Party Committee in a timely manner after the meeting, and give feedback to the Board of Directors through the Party Committee's explicit opinions when discover that the decisions to be made by the Board of Directors are not in compliance with the guidelines and policies of the Party and national laws and regulations, or may damage the interests of the State and the public, and the legitimate rights of the <del>Bank</del> <u>Company</u> and employees. If rectification is not achieved, a timely report shall be made to the superior Party Committee.
Article 60 Voting at Board meetings may be conducted by show of hands or by open ballot. Each director shall have one vote, which shall be conducted by open ballot. Directors shall vote independently according to their own judgment.	Article 60 Voting at Board meetings may be conducted by show of hands or by open ballot. Each director shall have one vote, which shall be conducted by open ballot. Directors shall vote independently according to their own judgment.
Article 61 Voting intention of directors consists of the affirmative vote, negative vote and abstention. The participating directors shall choose one of the abovementioned intentions. If any participating director fails to choose or chooses two or more options at the same time, the presider of the meeting shall request the director to choose again. The directors who refuse to choose shall be deemed to have abstained from voting. The directors who leave the venue halfway and do not return without making a choice shall be deemed to have abstained from voting.	Article 61 Voting intention of directors consists of the affirmative vote, negative vote and abstention. The participating directors shall choose one of the abovementioned intentions. If any participating director fails to choose or chooses two or more options at the same time, the presider of the meeting shall request the director to choose again. The directors who refuse to choose shall be deemed to have abstained from voting. The directors who leave the venue halfway and do not return without making a choice shall be deemed to have abstained from voting.

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 62 Where directors are unable to sign the resolutions of the meeting immediately at the meeting by means of telephone conference, video conference or communication equipment which enables all attending directors to hear each other clearly and communicate with each other, they shall vote orally.	Article 62 Where directors are unable to sign the resolutions of the meeting immediately at the meeting by means of telephone conference, video conference or communication equipment which enables all attending directors to hear each other clearly and communicate with each other, they shall vote orally.
Article 63 Any director's oral vote shall have the same effect as the written signature, provided that the subsequent written signature must be consistent with the oral vote at the meeting, and if the subsequent written signature is inconsistent with the oral vote, the oral vote shall prevail.	Article 63 Any director's oral vote shall have the same effect as the written signature, provided that the subsequent written signature must be consistent with the oral vote at the meeting, and if the subsequent written signature is inconsistent with the oral vote, the oral vote shall prevail.
Article 64 Oral voting shall take effect from the date on which it is made, but the directors shall complete the written signature as soon as possible.	Article 64 Oral voting shall take effect from the date on which it is made, but the directors shall complete the written signature as soon as possible.
Article 65 The number of meetings proposed to be postponed for the same resolution shall not exceed two times. After the same resolution is proposed to be postponed for two times, if the directors who propose to postpone the resolution still have an issue with the resolution, they may vote against the resolution at the time of voting, or reflect and report to relevant authorities and departments in accordance with relevant regulations.	Article 65 The number of meetings proposed to be postponed for the same resolution shall not exceed two times. After the same resolution is proposed to be postponed for two times, if the directors who propose to postpone the resolution still have an issue with the resolution, they may vote against the resolution at the time of voting, or reflect and report to relevant authorities and departments in accordance with relevant regulations.
Article 66 Directors who have expressed dissent or abstention must state specific reasons and record them in the minutes of the meeting.	Article 66 Directors who have expressed dissent or abstention must state specific reasons and record them in the minutes of the meeting.
Article 67 Board meetings held onsite shall be recorded by audio or video and form a written record and resolution of the meeting, which shall be signed by the attending directors and filed together afterwards.	Article 67 Board meetings held onsite shall be recorded by audio or video and form a written record and resolution of the meeting, which shall be signed by the attending directors and filed together afterwards.
Article 68 The Board of Directors may engage relevant experts or consulting agencies as needed to provide professional advisory opinions to the Board of Directors at the expense of the Bank.	Article 68 The Board of Directors may engage relevant experts or consulting agencies as needed to provide professional advisory opinions to the Board of Directors at the expense of the <b>BankCompany</b> .



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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
<p>Article 69 When the Board of Directors considers and votes on the related party transactions, the related directors shall abstain from voting and shall not exercise their voting rights over such resolutions.</p>	<p>Article 69 When the Board of Directors considers and votes on the related party transactions, the related directors shall abstain from voting and shall not exercise their voting rights over such resolutions, <b><u>nor can they exercise any voting rights on behalf of other directors.</u></b></p> <p><b><u>Major related-party transactions shall be reviewed by the Related Party Transactions Control Committee and submitted to the Board of Directors for approval. Resolutions adopted at Board of Directors meetings must be approved by more than two-thirds of the non-related directors. If the number of non-related directors attending the Board of Directors meeting is less than three, the matter shall be submitted to the general meeting for review.</u></b></p> <p><b><u>Related-party transactions between the Company and its directors, senior management officers, their close relatives, enterprises directly or indirectly controlled by such persons, or other related parties with whom directors or senior management officers have other related-party relationships shall be reviewed by the Related Party Transactions Control Committee and submitted to the Board of Directors for approval in accordance with the provisions of the Articles of Association. The provisions of the State Council Banking Regulatory Commission on exemption from review of related party transactions shall not apply. If the subject matter of the aforementioned related-party transactions is the Company's daily financial products or services, and the amount of each transaction and the cumulative transaction amount do not reach the threshold for major related-party transactions, the Board of Directors may make a unified resolution on such related-party transactions.</u></b></p>
<p>Article 70 In the written notice issued by the Board of Directors to the related directors, it shall specifically state that such director shall abstain from voting on the related party transaction in accordance with the Articles of Association of the Bank, and shall not vote on the related party transaction under consideration.</p>	<p>Article 70 In the written notice issued by the Board of Directors to the related directors, it shall specifically state that such director shall abstain from voting on the related party transaction in accordance with the Articles of Association of the <b>BankCompany</b>, and shall not vote on the related party transaction under consideration.</p>

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Article 71 Shareholders who are deemed to be related directors by the Board of Directors and have been arranged to abstain from voting but disagree so may explain the reasons to the Board of Directors and may put forward new proposals in accordance with the relevant provisions of the Articles of Association of the Bank. The new proposals shall be submitted to the Board of Directors for review and, if they comply with the provisions of the Articles of Association of the Bank, shall be submitted to the Board of Directors for voting.	Article 71 Shareholders who are deemed to be related directors by the Board of Directors and have been arranged to abstain from voting but disagree so may explain the reasons to the Board of Directors and may put forward new proposals in accordance with the relevant provisions of the Articles of Association of the <b>BankCompany</b> . The new proposals shall be submitted to the Board of Directors for review and, if they comply with the provisions of the Articles of Association of the <b>BankCompany</b> , shall be submitted to the Board of Directors for voting.
Article 72 If a director considers that there is a related director and he/she shall abstain from voting and the Board of Directors has not arranged such related director to abstain from voting, the director may request the Board of Directors to make explanations on determining that such director is a related director and requiring him/her to abstain from voting. Any dispute arising therefrom may be voted on by the directors other than those who are considered to be related directors and shall be decided by simple majority to determine whether they constitute related directors and whether they shall abstain from voting. Before voting by other directors, the persons who are deemed to be related directors shall have the right to request for providing explanations on the relevant circumstances.	Article 72 If a director considers that there is a related director and he/she shall abstain from voting and the Board of Directors has not arranged such related director to abstain from voting, the director may request the Board of Directors to make explanations on determining that such director is a related director and requiring him/her to abstain from voting. Any dispute arising therefrom may be voted on by the directors other than those who are considered to be related directors and shall be decided by simple majority to determine whether they constitute related directors and whether they shall abstain from voting. Before voting by other directors, the persons who are deemed to be related directors shall have the right to request for providing explanations on the relevant circumstances.
Article 73 When the Board of Directors is unable to resolve the matters to be resolved due to the abstention of related directors, the Board of Directors shall submit the proposal in relation to such matter to the shareholders' general meeting for consideration, and submit the proposal to the shareholders' general meeting for consideration in a timely manner. The Board of Directors shall state the consideration of the proposal by the Board of Directors in the resolution to be submitted to the shareholders' general meeting for consideration, and shall record the relevant opinions of the unrelated directors on the proposal.	Article 73 When the Board of Directors is unable to resolve the matters to be resolved due to the abstention of related directors, the Board of Directors shall submit the proposal in relation to such matter to the <b>shareholders</b> <sup>2</sup> general meeting for consideration, and submit the proposal to the <b>shareholders</b> <sup>2</sup> general meeting for consideration in a timely manner. The Board of Directors shall state the consideration of the proposal by the Board of Directors in the resolution to be submitted to the <b>shareholders</b> <sup>2</sup> general meeting for consideration, and shall record the relevant opinions of the unrelated directors on the proposal.

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Existing Provisions of Rules of Procedure of the Board of Directors	Amended Provisions of Rules of Procedure of the Board of Directors
Chapter 10 Resolution of Meetings	Chapter 10 Resolution of Meetings
Article 74 The Board meeting shall resolve on the matters considered at the meeting, and the resolutions shall be read out before the conclusion of the meeting and signed by all directors present at the meeting (including the signature of the proxy).	Article 74 The Board meeting shall resolve on the matters considered at the meeting, and the resolutions shall be read out before the conclusion of the meeting and signed by all directors present at the meeting (including the signature of the proxy).
Article 75 In the case of an extraordinary Board meeting convened by correspondence such as written resolutions, the chairman of the Board of Directors shall notify all directors in writing of the resolution in a timely manner upon signing of the written resolution and passing of the resolution. Directors shall have the right to inspect documents and information such as resolutions of the Board of Directors, ballot papers cast by the voting directors and written opinions after voting.	Article 75 In the case of an extraordinary Board meeting convened by correspondence such as written resolutions, the chairman of the Board of Directors shall notify all directors in writing of the resolution in a timely manner upon signing of the written resolution and passing of the resolution. Directors shall have the right to inspect documents and information such as resolutions of the Board of Directors, ballot papers cast by the voting directors and written opinions after voting.
Article 76 Unless otherwise as provided in the Articles of Association of the Bank or these Rules of Procedure, resolutions of the Board meeting shall be passed by more than half of all directors.	<p>Article 76 Unless otherwise as provided in the Articles of Association of the <b>BankCompany</b> or these Rules of Procedure, resolutions of the Board meeting shall be passed by more than half of all directors.</p> <p><b><u>The following matters shall be approved by more than half of all members of the Audit Committee before the Board makes a resolution:</u></b></p> <p><b><u>(1) disclosure of financial information in financial accounting reports and periodic reports, as well as internal control evaluation reports;</u></b></p> <p><b><u>(2) hiring or dismissing an accounting firm to conduct regular statutory audits of the Company's financial reports;</u></b></p> <p><b><u>(3) appointing or dismissing the Company's chief financial officer;</u></b></p> <p><b><u>(4) making changes to accounting policies, accounting estimates, or corrections of material accounting errors for reasons other than changes in accounting standards;</u></b></p> <p><b><u>(5) other matters specified by laws and regulations, regulatory provisions, and the Company's Articles of Association.</u></b></p>

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<p>Article 77 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, regulations, regulatory provisions or the Articles of Association of the Bank, and thus cause losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that such director has stated his/her dissent when voting and the same was recorded in the minutes of the Board meeting.</p>	<p>Article 77 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, regulations, regulatory provisions, <del>or</del> the Articles of Association of the <del>Bank Company</del>, <del>or general meeting resolutions</del>, and thus cause losses to the <del>Bank Company</del>, the directors participating in the resolutions shall be liable to the <del>Bank Company</del> for the losses. However, a director may be exempted from such liability if it is verified that such director has stated his/her dissent when voting and the same was recorded in the minutes of the Board meeting.</p>
<p>Addition</p>	<p><u>Article 78 If the content of a resolution adopted by the Board of Directors of this Company violates laws and regulations, shareholders have the right to request the people's court to declare it invalid.</u></p> <p><u>If the procedure for convening a Board meeting, or the method of voting at either type of meeting, violates laws, regulatory provisions or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted. This does not apply if the procedures for convening meetings or the voting methods of the Board of Directors have only minor defects that do not substantially affect the resolution.</u></p> <p><u>If the people's court makes a judgment or ruling on relevant matters, the Company shall fulfill its information disclosure obligations in accordance with the provisions of laws, regulations, the State Council securities regulatory authority, fully explain the impact, and actively cooperate with the execution after the judgment or ruling takes effect. If correction of prior matters is involved, it will be handled promptly, and corresponding information disclosure obligations will be fulfilled.</u></p> <p><u>If a board resolution is declared invalid, revoked, or confirmed as unenforceable by the people's court, the Company shall apply to the registration authority to revoke the registration already</u></p>

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	<p><u>processed based on such resolution. The civil legal relationships formed with bona fide counterparties based on such resolution shall remain unaffected.</u></p> <p><u>A Board resolution of the Company shall be deemed unenforceable under any of the following circumstances:</u></p> <p><u>(1) The resolution was not adopted at a Board meeting;</u></p> <p><u>(2) The Board meeting did not vote on the resolution matters;</u></p> <p><u>(3) The number of attendees or the number of voting rights held did not meet the legal requirements or the provisions of these Articles of Association;</u></p> <p><u>(4) The number of attendees or the number of voting rights held in favor of the resolution matters did not meet the legal requirements or the provisions of these Articles of Association.</u></p>
Chapter 11 Minutes	Chapter 11 Minutes
<p>Article 78 Minutes shall be prepared for the Board meetings. The minutes shall include the following:</p> <p>(1) the date, time and place of the meeting, and the names of the presider and convener;</p> <p>(2) the names of the attending directors and the names of the directors (proxies) appointing or attending the meeting on behalf of others;</p> <p>(3) the agenda and topics of the meeting;</p> <p>(4) the main points of speeches of the directors;</p> <p>(5) the methods and results of the voting for each proposal (the voting results shall state the numbers of the affirmative, negative or abstention votes and the names of the voters);</p> <p>(6) other relevant contents of the meeting; and</p> <p>(7) name of the recorder of the meeting.</p>	<p>Article <del>78</del><sup>79</sup> Minutes shall be prepared for the Board meetings. The minutes shall include the following:</p> <p>(1) the date, time and place of the meeting, and the names of the presider and convener;</p> <p>(2) the names of the attending directors and the names of the directors (proxies) appointing or attending the meeting on behalf of others;</p> <p>(3) the agenda and topics of the meeting;</p> <p>(4) the main points of speeches of the directors;</p> <p>(5) the methods and results of the voting for each proposal (the voting results shall state the numbers of the affirmative, negative or abstention votes and the names of the voters);</p> <p>(6) other relevant contents of the meeting; and</p> <p>(7) name of the recorder of the meeting.</p>

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<p>Article 79 Minutes of Board meetings shall be prepared in Chinese by the Secretary to the Board of Directors. Directors present at the meeting shall have the right to request that an explanatory note be made in the minutes regarding their comments made at the meeting. The minutes of the Board meetings shall be circulated to the directors, and shall be confirmed by the signatures of directors attending the meeting in person or by proxy and the person who prepared the minutes together, and shall be kept by the Secretary to the Board of Directors in the Bank's files.</p> <p>The Secretary to the Board of Directors present at the meeting shall sign the minutes.</p>	<p>Article <del>79</del><b>80</b> Minutes of Board meetings shall be prepared in Chinese by the Secretary to the Board of Directors. Directors present at the meeting shall have the right to request that an explanatory note be made in the minutes regarding their comments made at the meeting. The minutes of the Board meetings shall be circulated to the directors, and shall be confirmed by the signatures of directors attending the meeting in person or by proxy and the person who prepared the minutes together, and shall be kept by the Secretary to the Board of Directors in the <del>Bank</del><b>Company's</b> files.</p> <p>The Secretary to the Board of Directors present at the meeting shall sign the minutes.</p>
<p>Article 80 For a Board meeting convened by way of telephone conference or video conference or by means of communication equipment which enables all directors attending the meeting to hear each other clearly and communicate with each other in real time, it shall be recorded by audio or video, which shall form part of the minutes of the meeting and shall be kept by the Secretary to the Board of Directors.</p>	<p>Article <del>80</del><b>81</b> For a Board meeting convened by way of telephone conference or video conference or by means of communication equipment which enables all directors attending the meeting to hear each other clearly and communicate with each other in real time, it shall be recorded by audio or video, which shall form part of the minutes of the meeting and shall be kept by the Secretary to the Board of Directors.</p>
<p>Article 81 Archives of Board meetings, including notices of meeting, meeting materials, attendance book, powers of attorney for proxy directors, meeting recordings, ballot papers, minutes signed by the attending directors, meeting summaries and resolution, shall be prepared and kept by the Board office. The Board of Directors will make such archives available for inspection at any reasonable time upon reasonable notice by any director.</p> <p>Archives of Board meetings shall be kept permanently.</p>	<p>Article <del>81</del><b>82</b> Archives of Board meetings, including notices of meeting, meeting materials, attendance book, powers of attorney for proxy directors, meeting recordings, ballot papers, minutes signed by the attending directors, meeting summaries and resolution, shall be prepared and kept by the Board office. The Board of Directors will make such archives available for inspection at any reasonable time upon reasonable notice by any director.</p> <p>Archives of Board meetings shall be kept permanently.</p>
<p>Article 82 The minutes and resolutions of the Board meetings shall be submitted to the banking regulatory authorities in a timely manner.</p>	<p>Article <del>82</del><b>83</b> The minutes and resolutions of the Board meetings shall be submitted to the banking regulatory authorities <b>of the State Council</b> in a timely manner.</p>



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**APPENDIX III:                      COMPARISON TABLE OF AMENDMENTS TO THE RULES  
OF PROCEDURE OF THE BOARD OF DIRECTORS  
OF BANK OF TIANJIN CO., LTD.**

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<b>Existing Provisions of Rules of Procedure of the Board of Directors</b>	<b>Amended Provisions of Rules of Procedure of the Board of Directors</b>
<b>Chapter 12 Supplementary Provisions</b>	<b>Chapter 12 Supplementary Provisions</b>
Article 83 Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles and Association.	Article <del>83</del> <u>4</u> Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles and Association.
Article 84 References to “above” and “below” in these Rules shall include the actual given figures, while references to “under” shall exclude such actual given figures.	Article <del>84</del> <u>5</u> References to “above” and “below” in these Rules shall include the actual given figures, while references to “under” shall exclude such actual given figures.
Article 85 These Rules of Procedure are effective from the date of approval at the shareholders’ general meeting and issuance by the Bank. The original Rules of Procedure of the Board of Directors of Bank of Tianjin Co., Ltd. (Tian Yin Dong [2018] No. 13) was abolished on the same date. When these Rules of Procedure are amended, the Board of Directors shall propose amendments to these Rules of Procedure with effect from the date of approval at the shareholders’ general meeting and issuance by the Bank.	Article <del>85</del> <u>6</u> These Rules of Procedure are effective from the date of approval at the <del>shareholders</del> <sup>2</sup> -general meeting and issuance by the Bank. The original Rules of Procedure of the Board of Directors of Bank of Tianjin Co., Ltd. (Tian Yin Dong [ <del>2018</del> <u>22</u> ] No. <del>13</del> <u>38</u> ) was abolished on the same date. When these Rules of Procedure are amended, the Board of Directors shall propose amendments to these Rules of Procedure with effect from the date of approval at the <del>shareholders</del> <sup>2</sup> -general meeting and issuance by the Bank.
Article 86 These Rules of Procedure shall interpreted by the Board of Directors.	Article <del>86</del> <u>7</u> These Rules of Procedure shall interpreted by the Board of Directors.

**APPENDIX IV: COMPARISON TABLE OF AMENDMENTS TO THE MEASURES  
FOR THE ADMINISTRATION OF WORK ALLOWANCE  
OF DIRECTORS OF BANK OF TIANJIN CO., LTD.**

**The details of the proposed amendments to the Measures for the Administration of Work Allowance of Directors are as follows (deleted portions are indicated by strikethrough and bold type, and new additions are indicated by underlining and bold type):**

Existing Articles	Amended Articles
Title of Rules: The Measures for the Administration of Work Allowance of Directors and Supervisors of Bank of Tianjin Co., Ltd.	Title of Rules: The Measures for the Administration of Work Allowance of Directors <del>—and Supervisors</del> of Bank of Tianjin Co., Ltd.
Article 1 In order to improve the corporate governance system of Bank of Tianjin Co., Ltd. (hereinafter referred to as “the Company”) and enhance the motivation of its directors and supervisors in performing their duties, the Company has established a work allowance system for directors and supervisors in accordance with relevant laws, regulations, normative documents, and the provisions of the Articles of Association of Bank of Tianjin Co., Ltd.	Article 1 In order to improve the corporate governance system of Bank of Tianjin Co., Ltd. (hereinafter referred to as “the Company”) and enhance the motivation of its directors <del>—and supervisors</del> in performing their duties, the Company has established a work allowance system for directors <del>—and supervisors</del> in accordance with relevant laws, regulations, normative documents, and the provisions of the Articles of Association of Bank of Tianjin Co., Ltd.
Article 2 The terms of director(s) and supervisor(s) as used in these Measures refer to the independent non-executive director(s) and external supervisor(s) of the Company.	Article 2 The terms of director(s) <b>and supervisor(s)</b> as used in these Measures refer to the independent non-executive director(s) <del>—and external supervisor(s)</del> of the Company.
The term of work allowance as used in these Measures refers to all remuneration and subsidies received by the Company’s independent non-executive directors and external supervisors during their tenure with the Company.	The term of work allowance as used in these Measures refers to all remuneration and subsidies received by the Company’s independent non-executive directors <del>—and external supervisors</del> during their tenure with the Company.
Article 3 The work allowance standards for directors and supervisors of the Company are as follows: Each of an independent non-executive director and an external supervisor shall receive RMB160,000 per annum; other directors and supervisors are not entitled to work allowances.	Article 3 The work allowance standards for directors <b>and supervisors</b> of the Company are as follows: <b><u>Each of a</u></b> <del>An</del> independent non-executive director <b><u>and an</u></b> <del>external</del> <del>——supervisor</del> shall receive <del>RMB160,000</del> <b><u>RMB250,000</u></b> per annum; <b><u>a director serving as chairperson shall receive RMB270,000 per annum;</u></b> other directors <del>and supervisors</del> are not entitled to work allowances.
Article 4 Work allowances for directors and supervisors shall be paid on a quarterly basis. Each of an independent non-executive director and an external supervisor shall receive RMB40,000 per quarter. The Company’s finance and accounting Department shall transfer the work allowance for the preceding quarter into the designated personal settlement accounts of the directors and supervisors during the first month of each quarter.	Article 4 Work allowances for directors <del>—and supervisors</del> shall be paid on a quarterly basis. <b><u>Each of a</u></b> <del>An</del> independent non-executive director <b><u>and an</u></b> <del>external</del> <del>——supervisor</del> shall receive <del>RMB40,000</del> <b><u>RMB62,500</u></b> per quarter. <b><u>A chairperson receives RMB67,500 per quarter.</u></b> The Company’s finance and accounting Department shall transfer the work allowance for the preceding quarter into the designated personal settlement accounts of the directors <del>—and supervisors</del> during the first month of each quarter.

**APPENDIX IV: COMPARISON TABLE OF AMENDMENTS TO THE MEASURES  
FOR THE ADMINISTRATION OF WORK ALLOWANCE  
OF DIRECTORS OF BANK OF TIANJIN CO., LTD.**

Existing Articles	Amended Articles
Article 5 Where an independent non-executive director or external supervisor leaves office due to reasons such as expiry of term, failure in re-election, resignation during the term, etc., the work allowance shall be calculated and paid based on their actual tenure. If the actual tenure is less than a full month, the allowance shall be paid on a full month basis.	Article 5 Where an independent non-executive director <del>or external supervisor</del> leaves office due to reasons such as expiry of term, failure in re-election, resignation during the term, etc., the work allowance shall be calculated and paid based on their actual tenure. If the actual tenure is less than a full month, the allowance shall be paid on a full month basis.
Article 6 The work allowance standards specified above for directors and supervisors refer to the net amount after tax. The Company shall uniformly withhold and remit individual income tax on behalf of the recipients according to the applicable individual income tax standards.	Article 6 The work allowance standards specified above for directors <del>and supervisors</del> refer to the net amount <del>after</del> <u>before</u> tax. The Company shall uniformly withhold and remit individual income tax on behalf of the recipients according to the applicable individual income tax standards.
Article 7 The Company shall pay allowances based on the performance of duties by an independent non-executive director and an external supervisor. If any such director or supervisor fails to attend Board meetings in person for two consecutive sessions, 25% of his/her annual allowance shall be deducted. This deduction shall be made in a lump sum from the fourth quarter's allowance payment.	Article 7 The Company shall pay allowances based on the performance of duties by an independent non-executive director <del>and an external supervisor</del> . If any such director or supervisor fails to attend Board meetings in person for two consecutive sessions <u>and does not appoint another director to attend on his or her behalf</u> , 25% of his/her annual allowance shall be deducted. This deduction shall be made in a lump sum from the fourth quarter's allowance payment.
Article 8 Directors and supervisors of the Company shall comply with national laws and regulations, as well as the provisions of the Articles of Association of Bank of Tianjin Co., Ltd., the Rules of Procedure of the Board of Directors of Bank of Tianjin Co., Ltd., and the Rules of Procedure of the Board of Supervisors of Bank of Tianjin Co., Ltd. They shall perform their duties diligently and dutifully, strive to enhance the Bank's decision-making and oversight capabilities, and contribute to the development of the Company.	Article 8 Directors <del>and supervisors</del> of the Company shall comply with national laws and regulations, as well as the provisions of the Articles of Association of Bank of Tianjin Co., Ltd., <u>and</u> the Rules of Procedure of the Board of Directors of Bank of Tianjin Co., Ltd.; <del>and the Rules of Procedure of the Board of Supervisors of Bank of Tianjin Co., Ltd.</del> They shall perform their duties diligently and dutifully, strive to enhance the Bank's decision-making <del>and oversight capabilities</del> , and contribute to the development of the Company.
Addition	<u>Article 9 Except for directors who are not eligible for allowances due to the management regulations of their respective units, the receipt of allowances shall comply with the provisions of the party discipline regulations of their respective units.</u>
Article 9 These Measures shall be interpreted by the Board of Directors and the Board of Supervisors of the Company, and shall be submitted to the shareholders' general meeting for approval.	Article <del>9</del> <u>10</u> These Measures shall be interpreted by the Board of Directors <del>and the Board of Supervisors</del> of the Company, and shall be submitted to the <del>shareholders'</del> <sup>2</sup> general meeting for approval.

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**APPENDIX IV:      COMPARISON TABLE OF AMENDMENTS TO THE MEASURES  
FOR THE ADMINISTRATION OF WORK ALLOWANCE  
OF DIRECTORS OF BANK OF TIANJIN CO., LTD.**

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Existing Articles	Amended Articles
Article 10 These Measures shall become effective upon approval by the shareholders' general meeting and shall be implemented from 1 January 2018.	Article <del>10</del> <u>1</u> These Measures shall become effective upon approval by the <del>shareholders</del> <sup>2</sup> general meeting <del>and shall be implemented from 1 January 2018. The original "Measures for the Administration of Work Allowance of Directors and Supervisors of Bank of Tianjin Co., Ltd. (Tianyin Dong [2018] No. 14)" was repealed on the same day.</del>

# NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1578)**

## NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 first extraordinary general meeting (the “EGM”) of Bank of Tianjin Co., Ltd.\* (天津银行股份有限公司) (the “Bank”) will be held at the East Building Office Area of Bank of Tianjin (No. 15 Youyi Road, Hexi District, Tianjin, the PRC) at 10:00 a.m. on Thursday, 25 September 2025.

The following resolutions will be considered and, if thought fit, approved by the Shareholders of the Bank at the EGM:

### **SPECIAL RESOLUTIONS**

1. To consider and approve resolution on dissolution the Board of Supervisors and related matters.
2. To consider and approve proposed amendments to the Articles of Association.

### **ORDINARY RESOLUTIONS**

3. To consider and approve proposed amendments to the rules of procedure of the General Meeting.
4. To consider and approve proposed amendments to the rules of procedure of the Board of Directors.
5. To consider and approve proposed amendments to the Measures for the Administration of Work Allowance of Directors.

### **REPORT**

1. To listen to the Appraisal Report on the Performance of Duties and Performance of Obligations by Substantial Shareholders of the Bank for 2024.

By Order of the Board  
**Bank of Tianjin Co., Ltd.\***  
**YU Jianzhong**  
*Chairman*

Tianjin, China  
3 September 2025

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# NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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*As at the date of this notice, the Board of the Bank comprises Mr. YU Jianzhong, Mr. WU Hongtao, Mr. ZHENG Ke and Ms. DONG Xiaodong as executive Directors; Ms. DONG Guangpei, Mr. PENG Chong, Mr. Alistair Marshall BULLOCH, Mr. XING Jianhua, Mr. WANG Shunlong and Mr. WANG Shanjun as non-executive Directors; Mr. ZENG Jianhua, Mr. LU Jianzhong, Mr. GU Zhaoyang, Mr. FENG Jinghua and Mr. PENG Bing as independent non-executive Directors.*

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

*Notes:*

## **1. Registration procedures for attending the EGM**

Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity. Proxies of individual Shareholders shall produce their effective proof of identity and proxy form. A corporate Shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorisation instrument duly signed by the legal representative of the corporate Shareholder.

## **2. Proxy**

Any Shareholder entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf.

The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing.

The proxy form (together with a notarially certified copy of the power of attorney or other authority (if any) if this proxy form is signed by a person on behalf of the appointor) must be delivered by the holders of H shares to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 10:00 a.m. on Wednesday, 24 September 2025 (Hong Kong time). If no direction is given, the proxy will be entitled to vote or abstain as he/she thinks fit. The proxy will also be entitled to vote at his/her discretion on any resolution properly put forward at the extraordinary general meeting other than those referred to in the notice convening the extraordinary general meeting.

Where there are joint holders of any Shares, any one of such persons may vote at the extraordinary general meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the extraordinary general meeting, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.

Completion and return of a proxy form will not preclude a Shareholder from attending in person and voting at the EGM or at any adjournment thereof if he/she so wishes. However, in this case, the paperwork for appointing the appointed representative shall be deemed to have been revoked.

## **3. Closure of register of members**

In order to determine the list of shareholders who are entitled to attend and vote at the extraordinary general meeting to be held on Thursday, 25 September 2025, the register of members of the Bank will be closed from Thursday, 18 September 2025 to Thursday, 25 September 2025 (both days inclusive). The holders of H shares of the Bank who intend to attend and vote at the extraordinary general meeting must lodge all the transfer documents accompanied by the relevant H share certificates with the H Share Registrar of the Bank,



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## NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong to process the registration not later than 4:30 p.m. on Wednesday, 17 September 2025. The Shareholders whose names appear in the Bank's register of members at the close of business on Wednesday, 17 September 2025 shall be entitled to attend and vote at the extraordinary general meeting.

#### **4. Publication of poll results**

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, each of the resolutions set out in the Notice of the extraordinary general meeting will be voted by poll. Results of the poll voting will be published on the Bank's website at [www.bankoftianjin.com](http://www.bankoftianjin.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the EGM.

#### **5. Others**

The extraordinary general meeting is estimated to last no longer than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own traveling, dining and accommodation expenses.