
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Harbin Bank Co., Ltd., you should at once hand this circular and the proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Harbin Bank Co., Ltd.
哈爾濱銀行股份有限公司*

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

(Stock Code: 6138)

- (1) 2021 WORK REPORT OF THE BOARD OF DIRECTORS**
 - (2) 2021 WORK REPORT OF THE BOARD OF SUPERVISORS**
 - (3) 2021 FINAL ACCOUNT REPORT**
 - (4) 2022 FINANCIAL BUDGETS**
 - (5) 2021 PROFIT DISTRIBUTION PLAN**
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- AND**
- NOTICE OF 2021 ANNUAL GENERAL MEETING**

The Bank will convene the AGM at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang, China on Friday, 20 May 2022, at 9:00 a.m. The notices of the AGM are set out on pages 238 to 240 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the proxy forms in accordance with the instructions printed thereon as soon as possible. For H Shareholders, the proxy forms should be returned to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, Tel: 852-2862 8555), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the AGM. For Domestic Shareholders, the proxy forms should be returned to the Bank's Board of Directors' Office (No. 888 Shangjiang Street, Daoli District, Harbin 150010, Heilongjiang Province, China, Tel: 86-451-86779933), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the AGM. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM if you so wish.

* *Harbin Bank Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of 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

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

“AGM” or “Annual General Meeting” or “2021 Annual General Meeting”	the 2021 annual general meeting or any adjourned meeting of the Bank to be held at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang, China on Friday, 20 May 2022 at 9:00 a.m.
“Articles of Association”	the articles of association of the Bank, as amended, supplemented or otherwise revised from time to time
“Equity Management Measures”	the Equity Management Measures of Harbin Bank Co., Ltd.
“Bank” or “Company”	Harbin Bank Co., Ltd. (哈爾濱銀行股份有限公司), a joint stock company established in the PRC on 25 July 1997 with limited liability in accordance with the Company Law of the PRC (中華人民共和國公司法), and the H Shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 6138)
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“CBIRC”	China Banking and Insurance Regulatory Commission
“Company Law”	the Company Law of the PRC (中華人民共和國公司法), as enacted and adopted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise revised from time to time
“Director(s)”	the director(s) of the Bank
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Domestic Shares”	ordinary shares of a nominal value of RMB1.00 each issued by the Bank, which are subscribed for or credited as paid in RMB
“Group”	the Bank and its subsidiaries

DEFINITIONS

“H Shareholder(s)”	holder(s) of H Shares
“H Shares”	overseas listed foreign shares of RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange (Stock Code: 6138) and subscribed and traded in Hong Kong dollars
“HB Leasing”	Harbin Bank Financial Leasing Co., Ltd.
“HBCF”	Harbin Bank Consumer Finance Co., Ltd.
“HK\$” or “HK Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“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
“PRC” or “China”	the People’s Republic of China, for the purposes of this circular only, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for the Board of Directors”	the Rules of Procedure for the Board of Directors of Harbin Bank Co., Ltd.
“Rules of Procedure for the Shareholders’ General Meeting”	the Rules of Procedure for the Shareholders’ General Meeting of Harbin Bank Co., Ltd.
“Rules of Procedure for the Board of Supervisors”	the Rules of Procedure for the Board of Supervisors of Harbin Bank Co., Ltd.
“Securities Law”	the Securities Laws of the PRC, as amended, supplemented or otherwise revised from time to time
“Share(s)”	Domestic Shares and/or H Shares of the Bank

DEFINITIONS

“Shareholder(s)”	holder(s) of Shares
“Supervisor(s)”	the supervisor(s) of the Bank

* *In this circular, unless otherwise stated, the amounts shall be presented in RMB.*

LETTER FROM THE BOARD



Harbin Bank Co., Ltd.
哈爾濱銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6138)

Members of the Board:

Executive Director:

Mr. Deng Xinquan

Non-executive Directors:

Mr. Zhao Hongbo

Mr. Zhang Xianjun

Mr. Yu Hong

Mr. Lang Shufeng

Independent Non-executive Directors:

Mr. Sun Yan

Mr. Zhang Zheng

Mr. Hou Bojian

Mr. Jin Qinglu

Registered Address:

No. 160 Shangzhi Street

Daoli District

Harbin

Heilongjiang Province

PRC

Principal Place of Business in

Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

29 April 2022

To the Shareholders

Dear Sir/Madam,

1. INTRODUCTION

The purpose of this circular is to provide you with all the information of the AGM reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. BUSINESS TO BE TRANSACTED AT THE AGM

The business to be transacted at the AGM is specified in the respective notice of the AGM set out on pages 238 to 240 of this circular. Resolutions to be proposed at the AGM by way of ordinary resolutions include: (1) 2021 work report of the Board of Directors; (2) 2021 work report of the Board of Supervisors; (3) 2021 final account report; (4) 2022 financial budgets; (5) 2021 profit distribution plan; (6) 2021 annual report; (7) proposed appointment of auditors for 2022; (8) report on the management of related party transactions in 2021; (9) the

LETTER FROM THE BOARD

remuneration distribution plan for the Directors for 2021; (10) the remuneration distribution plan for the Supervisors for 2021; (11) proposed amendments to the Equity Management Measures; and (12) plan on absorption and merger of Bayan Rongxing Township Bank and Yanshou Rongxing Township Bank for conversion into branches. Resolutions to be proposed at the AGM by way of special resolutions include: (13) proposed amendments to the Articles of Association; (14) proposed amendments to the Rules of Procedure for the Shareholders' General Meeting; (15) proposed amendments to the Rules of Procedure of the Board of Directors; and (16) proposed amendments to the Rules of Procedure for the Board of Supervisors.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM, and to make informed decisions upon obtaining sufficient and necessary information, the Bank has provided detailed information in Appendix I to this circular, including explanatory information on the resolutions to be proposed at the AGM.

In addition, the *Report on the Assessment of Major Shareholders (Substantial Shareholders) of Harbin Bank for 2021* and the *2021 Appraisal of the Directors, Supervisors and Senior Management by the Board of Supervisors* will be presented to the Shareholders at the AGM.

3. THE AGM

The Bank will convene the AGM at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang, China on Friday, 20 May 2022, at 9:00 a.m. The notice of the AGM is set out on pages 238 to 240 of this circular. The proxy form for use at the AGM is also enclosed herewith.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the proxy forms in accordance with the instructions printed thereon as soon as possible. For H Shareholders, the proxy forms should be returned to Computershare Hong Kong Investor Services Limited (17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, Tel: 852-2862 8555), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the AGM. For Domestic Shareholders, the proxy forms should be returned to the Bank's Board of Directors' Office (No. 888 Shangjiang Street, Daoli District, Harbin 150010, Heilongjiang Province, China, Tel: 86-451-86779933), in any event served by hand, by post or by fax not less than 24 hours before the time stipulated for convening the AGM. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM if you so wish.

4. VOTING BY POLL

According to the Hong Kong Listing Rules, any vote of Shareholders at a Shareholders' general meeting must be taken by poll. Results of the poll voting will be published on the Bank's website at www.hrbb.com.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Board of Directors considers that all resolutions to be proposed at the AGM are in the interests of the Bank and its Shareholders as a whole. Accordingly, the Board of Directors recommends that the Shareholders vote in favour of all the aforesaid proposed resolutions.

By order of the Board of Directors
Harbin Bank Co., Ltd.
Deng Xinquan
Chairman

I. 2021 WORK REPORT OF THE BOARD OF DIRECTORS

The 2021 Work Report of the Board of Directors has been considered and approved at a meeting of the Board held on 31 March 2022 in accordance with the relevant provisions of the laws and regulations and the Articles of Association, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

Details of the 2021 Work Report of the Board of Directors are set out in Annex A to this circular.

II. 2021 WORK REPORT OF THE BOARD OF SUPERVISORS

The 2021 Work Report of the Board of Supervisors has been considered and approved at a meeting of the Board of Supervisors held on 30 March 2022 in accordance with the relevant provisions of the laws and regulations and the Articles of Association, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

Details of the 2021 Work Report of the Board of Supervisors are set out in Annex B to this circular.

III. 2021 FINAL ACCOUNT REPORT

The 2021 Final Account Report of the Bank has been considered and approved at a meeting of the Board held on 31 March 2022, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

Details of the 2021 Final Account Report are set out in Annex C to this circular.

IV. 2022 FINANCIAL BUDGETS**(1) Principal directions**

In accordance with the fundamental principles of “refined management, strict cost control, and sustaining certain expenses while reducing certain other expenses”, insisting on the idea of “tightening our belts”, to make reasonable allocation of financial resources, optimise the expenditure structure, enhance efforts in sustaining key areas and rigid expenses, reduce non-essential expenses, further promote technological empowerment, and promote the sustainable and healthy development of various businesses with reasonable allocation of financial resources.

(2) Proposed financial budgets**(a) Operating expenses budget.**

The 2022 budget for operating expenses (in accordance with China Accounting Standards for Business Enterprises) of the Group will be RMB5,126 million, representing an increase of RMB547 million or 12% compared with the amount incurred in last year, of which RMB4,205 million, RMB544 million, RMB250 million and RMB127 million will be allotted to the Bank, the village and township banks, HBCF and HB Leasing, respectively.

Table 1 Budget of 2022 operating expenses of the Group*Unit: RMB100 million, %*

Organisation	Amount incurred in 2021	2022 budget	Increase as compared to 2021	Percentage of change
The Bank	38.05	42.05	3.99	10%
Village and township banks	5.12	5.44	0.32	6%
HBCF	1.64	2.50	0.85	52%
HB Leasing	0.97	1.27	0.30	31%
Total	45.79	51.26	5.47	12%

First, the budget for staff costs amount to RMB2,561 million, representing an increase of RMB227 million or 10% compared with the amount incurred in last year. Among which, the budget for staff costs of the Bank amount to RMB2,030 million, representing an increase of RMB161 million or 9% compared with the amount incurred in 2021. The increase is mainly due to the significant expansion on the scale of scientific and technological R&D talents of the Bank, the promotion of the salary level of staff and the increase in the contribution base of “Five Insurances and Two Pensions” in 2022. At the same time, 2022 is the first full year of the Bank’s implementation of enterprise annuity system (which began in the fourth quarter of 2021), resulting in an increase in staff costs compared to the last year. The Bank offsets the increase in staff costs by reducing expenses, which mainly includes performance bonuses and employee benefit expenses. The budget for staff costs of the subsidiaries amount to RMB531 million, representing an increase of RMB66 million or 14% compared with the amount incurred in 2021, which is mainly due to the increase of staff in Internet, operation, technology, product and risk lines of subsidiaries and the increase in the contribution base of “Five Insurances and Two Pensions”.

Second, the budget for operating expenses amount to RMB1,734 million, representing an increase of RMB231 million or 15% compared with the amount incurred in 2021. Among which, the budget for operating expenses of the Bank amount to RMB1,424 million, representing an increase of RMB162 million or 13% compared with the amount incurred in 2021. The increase is mainly due to the intensified collection of non-performing asset and marketing of credit card and the third generation social security card, and the increase in attorney agency expenses, litigation expenses, card marketing and consumables expenses compared to the previous year. In order to cope with the pressure of increasing rigid expenses, the Bank vigorously promoted strict economy, starting from saving water and electricity, saving conference fees and entertainment expenses, and compressing basic management cost expenditure. The budget for operating expenses of the subsidiaries amount to RMB310 million, representing an increase of RMB69 million or 29% compared with the amount incurred in 2021, which is mainly due to the increase in litigation expenses, attorney consultation expenses, property fees, leasing fees, repair fees and other expenses by each subsidiary, increased investment in the construction of self-operated business system and marketing expenses, and increased investment expenses for risk control.

Third, the budget for depreciation and amortisation amount to RMB831 million, representing an increase of RMB88 million or 12% compared with the amount incurred in 2021. Among which, the budget for depreciation and amortisation of the Bank amount to RMB751 million, representing an increase of RMB76 million or 11% compared with the amount incurred in 2021, which is mainly due to the conversion of construction in progress into fixed assets, and increased application system development and hardware equipment procurement, which results in a corresponding increase in depreciation and amortisation. The budget for depreciation and amortisation of the subsidiaries amount to RMB80 million, representing an increase of RMB12 million or 18% compared with the amount incurred in 2021, which is mainly due to the implementation of the accounting requirements of the new leasing standards, which results in an increase of RMB4 million in depreciation and amortisation, as well as an increase of RMB6 million in amortisation for the purchase and inventory portion of new technological software.

Table 2 Budget of 2022 operating expenses of the Group by categories

Unit: RMB100 million

Categories	The Group		Rate of year-on-year change
	2021 (incurred)	2022 (budget)	
Staff costs	23.34	25.61	2.27
Depreciation and amortisation	7.43	8.31	0.88
Operating expenses	<u>15.03</u>	<u>17.34</u>	<u>2.31</u>
Total	<u><u>45.79</u></u>	<u><u>51.26</u></u>	<u><u>5.47</u></u>

Categories	The Bank		Rate of year-on-year change
	2021 (incurred)	2022 (budget)	
Staff costs	18.69	20.30	1.61
Depreciation and amortisation	6.75	7.51	0.76
Operating expenses	<u>12.61</u>	<u>14.24</u>	<u>1.62</u>
Total	<u><u>38.05</u></u>	<u><u>42.05</u></u>	<u><u>3.99</u></u>

(b) Capital expenditure budget.

In 2022, the Group's capital expenditure budget amount to RMB712 million (RMB463 million for the Bank and RMB249 million for the subsidiaries), which includes fixed asset budget of RMB190 million (primarily including procurement of technological and operation hardware equipment, transportation and office furniture procurement expenditures); intangible asset budget of RMB337 million (primarily including investment in application system development); long-term prepaid expenses of RMB44 million (primarily including renovation expenses of leased properties) and construction in progress of RMB141 million, (primarily including property acquisition and renovation expenses).

In the execution of the budget for 2022, the Group will adopt total control over budgeted expenditures, strengthen refined management and process control, and strictly control all expenditures.

The above 2022 financial budgets have been considered and passed at a meeting of the Board held on 31 March 2022, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

V. 2021 PROFIT DISTRIBUTION PLAN

In accordance with the audit results for 2021 and provisions of the relevant laws and regulations, the proposed distribution is as follows:

- (1) Allocation to the statutory surplus reserve: RMB16 million.
- (2) Allocation to the provision for general risks: RMB209 million.
- (3) No cash dividend.
- (4) Undistributed profit balance of the parent company will be carried forward to the next year.

The above profit distribution plan has been considered and passed at a meeting of the Board held on 31 March 2022, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

VI. 2021 ANNUAL REPORT

For details, please refer to the 2021 Annual Report published by the Bank.

The 2021 Annual Report has been considered and approved at a meeting of the Board held on 31 March 2022, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

VII. PROPOSED APPOINTMENT OF AUDITORS FOR 2022

In 2021, as approved by the Board and the Shareholders' general meeting, the Company appointed BDO Limited and BDO China Shu Lun Pan Certified Public Accountants LLP (collectively, "BDO") as the international and domestic auditors of the Company for 2021 to be responsible for the audit of the consolidated and parent company financial statements for 2021, respectively, which were prepared by the Bank in accordance with the International Financial Reporting Standards and China Accounting Standards for Business Enterprises.

In accordance with relevant laws and regulations of China, the Company organised and carried out the selection and appointment of the auditors for 2022. In order to maintain the consistency, continuity and stability of the audit, ensure the quality of auditing work, and continuously improve the quality of financial report disclosure and the social recognition of our audit reports, it is proposed that the Company continue to appoint BDO as the international and domestic auditors of the Company for 2022 to provide annual audit and interim review in respect of the consolidated and parent company financial statements of the Company in 2022, and to provide other professional services in accordance with regulatory requirements and needs arising from the Company's actual business development.

The aggregate fee for the audit of consolidated and parent company financial statements of the Company in 2022 (in accordance with the International Financial Reporting Standards and China Accounting Standards for Business Enterprises) and the review of the interim financial statements in 2022 (in accordance with the International Financial Reporting Standards) is expected to be RMB4.85 million (VAT and surcharges inclusive, including miscellaneous expenses), which is the same as the previous year.

The above proposal has been considered and approved at a meeting of the Board held on 31 March 2022, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

VIII. REPORT ON THE MANAGEMENT OF RELATED PARTY TRANSACTIONS IN 2021

The Report on the Management of Related Party Transactions in 2021 has been considered and approved at a meeting of the Board held on 31 March 2022, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

Details of the Report on the Management of Related Party Transactions in 2021 are set out in Annex D to this circular.

IX. THE REMUNERATION DISTRIBUTION PLAN FOR THE DIRECTORS FOR 2021

As of the end of 2021, the Board of the Company comprised of 11 members, including 3 executive Directors, 4 independent non-executive Directors and 4 non-executive Directors. In accordance with the relevant requirements of relevant laws and regulations, regulatory requirements and the Articles of Association, and based on the performance of the Directors of the Company in 2021, the remuneration distribution plan for the Directors for 2021 is reported as follows:

Unit: RMB (before tax)

Name	Position	Fee	Remuneration and allowances	Discretionary bonuses	Amount paid by the Company of social insurance, housing fund and enterprise annuity	Total emoluments before tax	Of which: deferred payment	Actual amount paid
Deng Xinquan	Executive Director and Chairman	0.00	726,000.00	2,142,000.00	96,848.66	2,964,848.66	1,285,200.00	1,679,648.66
Zhang Zheng	Independent Non-Executive Director	290,500.00	0.00	0.00	0.00	290,500.00	0.00	290,500.00
Sun Yan	Independent Non-Executive Director	303,000.00	0.00	0.00	0.00	303,000.00	0.00	303,000.00

Name	Position	Fee	Remuneration and allowances	Discretionary bonuses	Amount paid by the Company of social insurance, housing fund and enterprise annuity	Total emoluments before tax	Of which: deferred payment	Actual amount paid
Hou Bojian	Independent Non-Executive Director	366,500.00	0.00	0.00	0.00	366,500.00	0.00	366,500.00
Jin Qinglu	Independent Non-Executive Director	200,500.00	0.00	0.00	0.00	200,500.00	0.00	200,500.00
Zhao Hongbo	Non-Executive Director	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Zhang Xianjun	Non-Executive Director	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Yu Hong	Non-Executive Director	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Lang Shufeng	Non-Executive Director	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Lyu Tianjun	Executive Director and President	0.00	588,000.00	697,497.43	164,484.47	1,449,981.90	0.00	1,449,981.90
Sun Feixia	Executive Director, Vice Chairman and Secretary of the Board	0.00	497,796.00	540,600.00	150,741.42	1,189,137.42	0.00	1,189,137.42

Note: Lyu Tianjun and Sun Feixia have resigned from all their positions held in the Group and the Company on 31 March 2022. Their total emoluments before tax for 2021 contain remuneration and allowances for 2021, discretionary bonuses for the first half of 2021 and amount paid by the Company of social insurance, housing fund and enterprise annuity but exclude discretionary bonuses for 2021.

In accordance with the Management Measures of Performance Review of Senior Management of Harbin Bank, the Remuneration Management Measures of Harbin Bank and the Management Measures for Deferred Payment of Performance-based Remuneration and Recovery of Remuneration of Harbin Bank, the executive Directors of the Company determine the standard for remuneration distribution. In the case that the executive Director is a member of the Party Committee, the standard for remuneration distribution shall be determined with reference to the Guidelines on Supervising the Stable Remuneration of Commercial Banks of CBIRC and the relevant measures for remuneration review by the officers in charge of state-owned financial enterprises.

In accordance with the Directors' Subsidies Management Measures of Harbin Bank, the independent non-executive Directors and non-executive Directors of the Company determine the standard for subsidies distribution. Zhao Hongbo, Zhang Xianjun, Yu Hong and Lang Shufeng, being four non-executive Directors of the Company, have signed a statement to waive Directors' subsidies voluntarily when acting as the Directors of the Eighth Session of the Board of the Company. Meanwhile, they have confirmed that waiving Directors' subsidies shall not affect their normal performance as the Directors of the Company.

The remuneration distribution plan for the Directors for 2021 has been considered and approved at a meeting of the Board held on 31 March 2022, and will be put forward at the AGM for approval by way of an ordinary resolution.

X. THE REMUNERATION DISTRIBUTION PLAN FOR THE SUPERVISORS FOR 2021

In accordance with the relevant requirements of the Articles of Association, the Management Measures of Performance Review of Senior Management, the Remuneration Management Measures, the Management Measures for Deferred Payment of Performance-based Remuneration and Recovery of Remuneration and the Supervisors' Subsidies Management Measures, and based on the performance of the Supervisors of the Company in 2021, the remuneration distribution plan for the Supervisors for 2021 is proposed as follows:

Unit: RMB (before tax)

Name	Position	Fee	Remuneration and allowances	Discretionary bonuses	Amount paid by the Company of social insurance, housing fund and enterprise annuity	Total emoluments before tax	Of which: deferred payment	Actual amount paid
Wang Haibin	Chairman of the Board of Supervisors and Employee Representative Supervisor	0.00	510,000.00	1,494,000.00	153,513.06	2,157,513.06	896,400.00	1,261,113.06
Luo Zhonglin	Employee Representative Supervisor	0.00	497,796.00	1,206,000.00	145,798.50	1,849,594.50	603,000.00	1,246,594.50
Fang Shang	Employee Representative Supervisor	0.00	532,233.00	544,368.84	182,770.56	1,259,372.40	217,747.54	1,041,624.86
Yang Xuemei	Shareholder Representative Supervisor	60,000.00	-	-	-	60,000.00	-	60,000.00
Li Dong	External Supervisor	144,000.00	-	-	-	144,000.00	-	144,000.00
Li Zhaohua	External Supervisor	144,000.00	-	-	-	144,000.00	-	144,000.00
Sun Yi	External Supervisor	120,000.00	-	-	-	120,000.00	-	120,000.00

The remuneration distribution plan for the Supervisors for 2021 has been considered and approved at a meeting of the Board of Supervisors held on 30 March 2022, and will be put forward at the AGM for approval by way of an ordinary resolution.

XI. PROPOSED AMENDMENTS TO THE EQUITY MANAGEMENT MEASURES

Pursuant to the Company Law, Law for Commercial Banks of the People's Republic of China (《中華人民共和國商業銀行法》) and other relevant laws and regulations, the Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the Code of Corporate Governance for Banking and Insurance Institutions 《銀行保險機構公司治理準則》, the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) (《銀行保險機構大股東行為監管辦法(試行)》) and other regulatory documents as well as the relevant requirements of the Articles of Association, the Company made certain amendments to existing Equity Management Measures currently in force.

The Proposed Amendments to the Equity Management Measures has been considered and approved at a meeting of the Board held on 31 March 2022, and will be put forward at the AGM for approval by way of an ordinary resolution.

Details of the Proposed Amendments to the Equity Management Measures are set out in Annex E to this circular.

XII. PLAN ON ABSORPTION AND MERGER OF BAYAN RONGXING TOWNSHIP BANK AND YANSHOU RONGXING TOWNSHIP BANK FOR CONVERSION INTO BRANCHES

In order to further integrate the operating resources of the Company and its subsidiaries, prevent and mitigate the operational risks of the establishment of rural banks initiated by the Company, and optimize the layout of the Company's institutions and outlets, the Company intends to merge its wholly-owned subsidiary Bayan Rongxing Village and Township Bank Co., Ltd. ("**Bayan Village Bank**") and Yanshou Rongxing Village and Township Bank Co., Ltd. ("**Yanshou Village Bank**"), and convert them to the Bayan Sub-branch and Yanshou Sub-branch at their original locations. The "Plan on Absorbing and Merging Bayan Rongxing Village and Township Bank and Yanshou Rongxing Village and Township Bank and Conversion to Sub-branches" (the "**Plan**") is hereby formulated, and the details are as follows:

- (1) **Purpose and significance of the absorption and merger and the conversion to sub-branches**
 - (a) **It is beneficial to the prevention and mitigation of the risks of the two village and township banks.** The absorption and merger of Bayan Village Bank and Yanshou Village Bank and the conversion to sub-branches are effective measures to mitigate the risks of the two village and township banks, which are in line with the policies of the regulatory authorities and the overall interests of the Company. It can effectively reduce the cost of mitigating the risks of the two village and township banks by the Company as the main initiating bank and avoid any collective negative impact on the Company's market reputation.
 - (b) **It is conducive to enhancing the county-level financial service capacity.** The absorption and merger and the conversion to sub-branches will help to enrich the Company's financial services to Bayan and Yanshou counties, provide customers with more high-quality and convenient financial services, enhance credit supply capacity, optimize the Company's institutional network layout, expand market channels and strengthen regional market competitiveness.
 - (c) **It can facilitate the optimal allocation of the Company's resources.** The absorption and merger and the conversion to sub-branches will be conducive to fully utilizing the Company's advantages in human resources, technology and products, stimulating the endogenous power of the newly established institutions, tapping the development potential and effectively reducing the Company's management costs.

(2) Basic information of the parties to the absorption and merger***(a) Absorbing and merging party – the Company***

The Company was established in February 1997 and is headquartered in Harbin City and listed on the Hong Kong Stock Exchange in March 2014. The unified social credit code is 912301001275921118, the enterprise type is a joint-stock company with limited liability, the registered capital is RMB10,995,599,553, the legal representative is Deng Xinquan, the operation period is long term, and the registered address is No. 160, Shangzhi Street, Daoli District, Harbin City. Scope of business: To engage in financial business within the scope of the financial license.

The Company has established 17 branches in and beyond the province, and initiated the establishment of 32 village and township banks, one financial leasing company and one consumer finance company. As at 31 December 2021, the Company had total assets of RMB614.866 billion, total deposits of RMB481.1536 billion and total loans of RMB268,727,294.359 billion.

(b) Absorbed and merged party-Bayan Village Bank

Bayan Village Bank was established in December 2008 with a registered capital of RMB50 million. It is the first village and township bank wholly-owned by the Company, and the Company holds 100% of the shares. Unified social credit code: 91230126680286611H; Enterprise type: a limited liability company; Legal representative: Wang Gang; Business period: long-term; Registered address: No. 139, Beizhi Road, Bayan Town, Bayan County. Scope of business: Absorb public deposits; grant short-term, medium-term and long-term loans; handle domestic settlement; handle bill acceptance and discount; get engaged in interbank lending; participate in bank card business; act to issue, redeem and underwrite government bonds; act for receipt and payment of money and insurance business; other businesses approved by the banking regulatory department.

Bayan Village Bank has 7 departments, 2 branches and 52 employees. As at 31 December 2021, Bayan Village Bank had total assets of RMB1,079,248,600, total liabilities of RMB1,170,223,500, and total owner's equity of -RMB90,974,900. In 2021, it achieved operating income of -RMB1,929,900 and net profit of -RMB75,827,100 (the above data are unaudited).

(c) Absorbed and merged party-Yanshou Village Bank

Yanshou Village Bank was established in August 2010 with a registered capital of RMB30 million, and the Company holds 100% of the shares. Unified social credit code: 91230129558259847C; Enterprise type: a limited liability company; Legal representative: Tian Yimin; Business period: long-term; Registered address: No. 40, Gonggan Street, Eastern Yanshou Town. Scope of business: Engage in financial business within the scope of financial license.

Yanshou Village Bank has set up 6 departments and one branch with 35 employees. As at 31 December 2021, Yanshou Village Bank had total assets of RMB842,657,700 million, total liabilities of RMB836,957,100 million, and total owners' equity of RMB5,700,600 million. In 2021, Yanshou Village Bank had revenue of RMB9,056,700 million and net profit of -RMB10,612,700 million (the above data are unaudited).

(3) Method, scope and arrangements of the merger and the conversion into branches

(a) Method and scope of the absorption and merger and conversion into branches. For the purpose of this absorption and merger of Bayan Village Bank and Yanshou Village Bank, all the assets, liabilities, equities, businesses, employees and all other rights and obligations of Bayan Village Bank and Yanshou Village Bank shall be merged by way of full absorption and merger. The Company is the sole shareholder of Bayan Village Bank and Yanshou Village Bank, and this absorption and merger did not involve the acquisition of shares of other shareholders of such two banks. After obtaining the approval of the banking and insurance regulatory authorities (collectively referred to as the “**Regulatory Authorities**”), new branches of the Company will be set up at the original locations.

(b) Arrangements of the absorption and merger and conversion into branches.

1. The base date of the absorption and merger is 31 December 2021, and the audited financial information of the Company, Bayan Village Bank and Yanshou Village Bank as of the base date shall prevail. All profit and loss incurred between the basis date of the absorption and merger and the completion date of the absorption and merger (i.e. the date of these two township banks completing deregistration with the industrial and commercial administration authorities) by way of absorption will be borne by the Company.
2. The Company will engage asset valuation firms, accounting firms and law firms in accordance with regulatory requirements and actual needs. In case of matters that should be reported to the institutions performing the responsibilities of the investor, the Company will handle the relevant procedures for the institutions performing the responsibilities of the investor.
3. After consideration and approved of this proposal at the Board meeting and the general meeting, relevant matters of absorption and merger and conversion into branches shall be implemented, including but not limited to entering into the relevant agreements regarding to the absorption and merger, performing the formalities for examination and approval of the competent department of state-owned assets and the Regulatory

Authorities, notifying the creditors and making announcements, handling the merger of the assets and liabilities as well as personnel arrangement, assisting in handling deregistration procedures of relevant township banks, handling change registration, and setting up new institutions, etc as necessary. The specific procedures and requirements shall be subject to the final opinions of the Regulatory Authorities

4. The specific operation and procedures of the absorption and merger and conversion into branches shall be implemented in accordance with the opinions of the Regulatory Authorities. In the event of significant changes or deviations from the proposal as determined by the Board, or even termination of the absorption and merger in the interests of the Company and all Shareholders, an adjusted proposal would be further put forward to the general meeting for consideration.

(4) Effects of the absorption and merger on the Company

- (a) This absorption and merger will be an absorption and merger of a wholly-owned subsidiary by the Company and there will be no change in the registered capital of the Company;
- (b) This absorption and merger will not involve changes in the Company's substantial Shareholders, major Shareholders and Shareholder structure;
- (c) Both Bayan Village Bank and Yanshou Village Bank are wholly-owned subsidiaries of the Company, the financial statements of which have been included in the Company's consolidated financial statements. There will be no material effect on the Group's current profit or loss brought about from the absorption and merger, nor a significant impact on the assets and liabilities within the scope of the Company's consolidated financial statements. It also will be no detrimental to the interests of the Company and its Shareholders.

To ensure smooth implementation of the absorption and merger, a proposal is presented to the general meeting to authorize the Board and give consent to the Board to further authorize the chairman and the president, to jointly or individually handle all matters related to the absorption and merger, under the framework of the absorption and merger proposal approved at the general meeting, which includes but not limit to entering into the agreements, handling relevant assets transfer, performing the formalities for examination and approval of the competent departments, going through business and tax registration and etc. The authorization is valid until the completion of the implementation of the absorption and merger.

The proposal on absorption and merger of Bayan Village Bank and Yanshou Village Bank has been approved at the Meeting of the Board held on 31 March 2022, and will be put forward at the AGM for Shareholders' consideration and approval by way of an ordinary resolution.

XIII. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with relevant regulations and regulatory requirements such as the Notice of the China Banking and Insurance Regulatory Commission on Issuing the Corporate Governance Guidelines for Banking and Insurance Institutions (Yin Bao Jian Fa [2021] No. 14) (銀保監發[2021]14號), the Notice of the China Banking and Insurance Regulatory Commission on Issuing the Measures for the Supervision of the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial) (Yin Bao Jian Fa [2021] No. 43) (銀保監發[2021]43號), the Measures for the Administration of the Related Transactions of Banking and Insurance Institutions, and the Measures on Assessment of the Performance of Duties of Directors and Supervisors of Banking and Insurance Institutions (Trial), the Board resolved on 31 March 2022 to propose to amend the Articles of Association currently in effect.

The Board also proposed to the AGM to authorise the Board to make relevant adjustments and revisions to the Articles of Association (Draft) approved at the AGM in accordance with the requirements and opinions of the relevant government departments and regulatory authorities (including but not limited to adjustments and revisions to characters, chapters and articles). The proposed amendments to the Articles of Association shall take effect on the date of approval by the banking and insurance regulatory authority of the State Council.

The proposed amendments to the Articles of Association have been considered and approved at a meeting of the Board held on 31 March 2022, and is currently proposed to the AGM by way of special resolution for Shareholders' consideration and approval.

Details on the proposed amendments to the Articles of Association are set out in Annex F to this circular.

XIV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETING

In accordance with the regulatory requirements such as the Corporate Governance Guidelines for Banking and Insurance Institutions, and the Articles of Association (Draft), and the management requirements of the Company, the Board resolved on 31 March 2022 to propose to amend the Rules of Procedure for the Shareholders' General Meeting currently in effect.

The Board also proposed to the AGM to authorize the Board to make relevant adjustments and revisions to the Rules of Procedure for the Shareholders' General Meeting (Draft) approved at the AGM in accordance with the requirements and opinions of the relevant government departments and regulatory authorities (including but not limited to adjustments and revisions to characters, chapters and articles). Upon consideration and approval at the AGM, the proposed amendments to the Rules of Procedure for the Shareholders' General Meeting shall come into effect upon the coming into effect of the Articles of Association (Draft).

The proposed amendments to the Rules of Procedure for the Shareholders' General Meeting have been considered and approved at a meeting of the Board held on 31 March 2022, and is currently proposed to the AGM by way of special resolution for Shareholders' consideration and approval.

Details on the proposed amendments to the Rules of Procedure for the Shareholders' General Meeting are set out in Annex G to this circular.

XV. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

In accordance with the regulatory requirements such as the Corporate Governance Guidelines for Banking and Insurance Institutions, and the Articles of Association (Draft), and the management requirements of the Company, the Board resolved on 31 March 2022 to propose to amend the Rules of Procedure for the Board of Directors currently in effect.

The Board also proposed to the AGM to authorize the Board to make relevant adjustments and revisions to the Rules of Procedure for the Board of Directors (Draft) approved at the AGM in accordance with the requirements and opinions of the relevant government departments and regulatory authorities (including but not limited to adjustments and revisions to characters, chapters and articles). Upon consideration and approval at the AGM, the proposed amendments to the Rules of Procedure for the Board of Directors shall come into effect upon the coming into effect of the Articles of Association (Draft).

The proposed amendments to the Rules of Procedure for the Board of Directors have been considered and approved at a meeting of the Board held on 31 March 2022, and is currently proposed to the AGM by way of special resolution for Shareholders' consideration and approval.

Details on the proposed amendments to the Rules of Procedure for the Board of Directors are set out in Annex H to this circular.

XVI. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF SUPERVISORS

In accordance with the regulatory requirements such as the Corporate Governance Guidelines for Banking and Insurance Institutions, and the Articles of Association (Draft), and the management requirements of the Company, the Board of Supervisors resolved on 11 April 2022 to propose to amend the Rules of Procedure for the Board of Supervisors currently in effect.

The Board of Supervisors also proposed to the AGM to authorize the Board of Supervisors to make relevant adjustments and revisions to the Rules of Procedure for the Board of Supervisors (Draft) approved at the AGM in accordance with the requirements and opinions of the relevant government departments and regulatory authorities (including but not limited

to adjustments and revisions to characters, chapters and articles). Upon consideration and approval at the AGM, the proposed amendments to the Rules of Procedure for the Board of Supervisors shall come into effect upon the coming into effect of the Articles of Association (Draft).

The proposed amendments to the Rules of Procedure for the Board of Supervisors have been considered and approved at a meeting of the Board of Supervisors held on 11 April 2022, and is currently proposed to the AGM by way of special resolution for Shareholders' consideration and approval.

Details on the proposed amendments to the Rules of Procedure for the Board of Supervisors are set out in Annex I to this circular.

In 2021, the Board of Directors of the Harbin Bank Co., Ltd. (哈爾濱銀行股份有限公司) (the “**Company**”) faithfully, diligently and prudently performed its duties in strict accordance with laws, regulations, regulatory requirements and the Articles of Association, carried out the national strategic plan, strictly implemented the resolutions of the Shareholders’ general meetings and continued to improve corporate governance. The Company adhered to the general principle of pursuing progress while ensuring stability, accurately grasped the macroeconomic situation, actively responded to the changes in the market environment, prevented and mitigated business risks, maintained steady operation, continued to optimise business structure to provide financial support for the development of real economy, strived to create value for customers and Shareholders and effectively fulfilled its corporate social responsibilities.

The Company’s operation results declined in 2021 due to internal and external factors such as downward pressure on the macro economy, the impact of the COVID-19 pandemic and the increasingly fierce market competition. In 2021, the Group (based on the International Accounting Standards) recorded a net profit of RMB399 million, representing a year-on-year decrease of RMB397 million or 49.9%. The net profit attributable to shareholders of the parent company amounted to RMB274 million, representing a year-on-year decrease of RMB472 million or 63.3%. The earnings per share were RMB0.02. The return on average total assets was 0.06% and the return on average equity was 0.55%. The NPL ratio amounted to 2.88%, and the provision coverage ratio amounted to 162.45%. The Group had a capital adequacy ratio of 12.54%. As of 31 December 2021, the Group’s total assets amounted to RMB645.046 billion, representing an increase of RMB46.442 billion or 7.8% as compared to the end of last year.

I. THE BOARD OPERATED EFFICIENTLY IN COMPLIANCE WITH RULES AND REGULATIONS AND CONSTANTLY IMPROVED CORPORATE GOVERNANCE

In 2021, the Company successfully completed the re-election of the Board of Directors. The new session of Board of Directors strictly complied with domestic and overseas regulatory laws and regulations and guidelines for listed companies, performed various duties assigned to the Board of Directors by the Articles of Association and strictly implemented the resolutions of the Shareholders’ general meetings. All Directors diligently ensured efficient operation and scientific decision-making of the Board of Directors. During the Reporting Period, the Board of Directors of the Company convened a total of 2 general meetings and 2 class meetings, during which 17 resolutions and reports were presented and considered. The Board of Directors of the Company convened a total of 8 regular board meetings and 5 extraordinary board meetings, during which an aggregate of 129 resolutions and reports were presented and considered. The special committees under the Board of Directors convened 30 meetings, during which an aggregate of 128 resolutions and reports were presented and considered. The Company effectively strengthened the organic integration of the Party leadership and corporate governance, further leveraged the role of the Party Committee in “setting the right direction, keeping in mind the big picture, ensuring the implementation of Party policies and principles”, and promoted the effective convergence of the Party Committee’s pre-check and the scientific decision-making of the Board of Directors. The Board of Directors of the Company improved the basic system of corporate governance, revised and improved the working rules of the special committees under the Board of Directors, formulated internal control evaluation management methods, and revised consolidated management methods.

II. PLAYED THE ROLE OF STRATEGIC LEADERSHIP AND CONSTANTLY SERVED THE REAL ECONOMY TO BOOST QUALITY AND EFFICIENCY

2021 was the opening of the Company's new three-year strategic plan. The Board of Directors of the Company actively adapted to changes in the domestic and international economic and financial position, played the role of strategic leadership, closely followed the national development strategies, scientifically formulated the 2021-2023 Strategic Development Plan and continued to promote the implementation of the strategies. The Company took the initiative to integrate into the overall development of the province, followed the policy direction of "staying true to the original aspiration by focusing on the principal businesses", provided better support for the development of the regional real economy, directed more credit resources to the strategic emerging industries, and increased the financing support for state-owned enterprises in the province and municipality. The Company adhered to characteristic and differentiated development, continued to consolidate the basis of areas of featured businesses such as small and micro finance, agriculture-benefiting finance and Sino-Russia finance. During the Reporting Period, the Company continued to promote the establishment of an "online + offline" operation service system for small and micro financial business, and the Company's loans to small enterprises amounted to RMB64,025.6 million. The Company established an effective financial service system centered the groups of "agriculture, rural areas and farmers" to satisfy their various financing needs, which will continuously provide internal driving force for the agricultural modernization and new rural construction. The Company achieved breakthroughs in various indicators of its cross-border business with Russia and the international settlement volume exceeded RMB20.0 billion. The Cross-border Interbank Payment System (CIPS) was successfully put into operation, with 12 additional Russian indirect participant banks. HB Leasing took "agriculture-related leasing + green leasing" as its dual core and integrated into the dual-cycle pattern, so as to build a characteristic agricultural machinery leasing ecosystem. Based on the construction of Internet consumer finance platform, HBCF used cutting-edge technology to expand the national market. Besides, village and township banks focused on the main business, adhered to the positioning of supporting agriculture and small enterprises and served the rural revitalization strategy.

III. INCREASED RISK MANAGEMENT AND CONTROL EFFORTS TO EFFECTIVELY PREVENT AND MITIGATE OPERATIONAL RISKS

The Board of Directors of the Company effectively performed its risk management and control responsibilities. In addition to reviewing the reports of the Company such as risk management reports, risk management policies, large risk exposure management reports, anti-money laundering reports, information technology risk overall assessment reports and case investigation reports, the Board of Directors of the Company reviewed and formulated the Company's recovery plan, disposal plan and phased indicator improvement plan for the first time to reasonably determine the risk appetite and risk management policies of the Company. In accordance with the national macro-control policies and regulatory policies, the Board of Directors has promoted the Company to formulate the management policies on key businesses, such as real estate industry and implicit debts of local governments, based on its actual operating conditions and market changes. The Board of Directors also promoted the Company

to further improve its overall risk management, effectively prevent and mitigate operational risks, increase efforts to settle and dispose of non-performing assets, effectively prevent reputation risks and liquidity risks, enhance the prevention and control of case risks, supervise the management to carry out case risk investigation, and conduct warning education on typical cases. Besides, the Board of Directors improved its risk asset management system by establishing the debt management department of the Company to strengthen its professional team, so as to enhance the professionalism and efficiency in the settlement and disposal of non-performing assets.

IV. ENHANCED INTERNAL CONTROL AND COMPLIANCE DEVELOPMENT AND GAVE FULL PLAY TO THE ROLE OF INTERNAL AND EXTERNAL AUDITS

The Board of Directors of the Company highly values the internal control and compliance development. It carried out the “Internal Control and Compliance Management” activity, strictly implemented regulatory requirements, consolidated the construction of internal control and compliance management system, and improved the dynamic optimization mechanism, so as to effectively enhance the independence, synergy and effectiveness of three defense lines. The Board of Directors of the Company reported regulatory opinions in a timely manner, listened to the regulatory opinions rectification plan and progress, continually rectified the problems found in the regulatory inspection and self-inspection, and consolidated the rectification results. The Board of Directors of the Company also urged the Company’s management to strengthen the awareness of internal control and compliance, enhance the ability of risk identification, monitoring and analysis, strengthen the management of weak links, strictly prevent and control the case risks, and strengthen warning education. The Board of Directors of the Company continued to optimize the quality and efficiency of the remuneration assessment management by focusing on reviewing the remuneration allocation plan, deferred payment and recovery deduction, senior management performance assessment and others proposals, regulating the senior management appraisal procedures, clarifying the remuneration management process and improving the construction of the system. The Board of Directors of the Company attached more importance on protection of consumers’ rights and interests by defining the department for protection of consumers’ rights and interests as head office level 1 department to effectively resolve key issues on consumer complaints and strengthen customer information protection. The Board of Directors of the Company urged internal and external auditors to carry out high-quality work with a focus on reviewing special audit reports on remuneration evaluation, market risk, liquidity risk, wealth management business and business continuity. The Board of Directors of the Company also strengthened the communication with external auditors by carefully learning from the external audit report and management suggestions, and pushed the Company to further improve its internal audit effectiveness and broaden the scope of audit, so as to keep abreast of the comprehensive and accurate operation and management issues of the Company in a timely manner and promote the rectification of problems identified in audit inspections.

V. TIMELY COMPLETION OF CAPITAL REPLENISHMENT TO ENHANCE THE REFINEMENT LEVEL OF CAPITAL MANAGEMENT

The Board of Directors of the Company formulated the Capital Management Plan for 2021-2023 and the Capital Adequacy Management Plan for 2021 to continuously improve the refinement level of the Company's capital management and conduct the internal capital adequacy assessment for 2020. The Board of Directors of the Company vigorously promoted multi-channel capital replenishment. During the reporting period, the Company successfully issued RMB11 billion capital replenishment bonds with indefinite term, making it become the only bank in Northeast China that successfully issued the capital replenishment bonds with indefinite term, creating the largest bond issue scale among urban commercial banks of same size in China and significantly enhancing the Company's capital adequacy level. The Board of Directors of the Company scientifically formulated the external investment plan for 2021, reasonably managed the pace of external investment, and supplemented capital to certain township branches to help them effectively prevent and mitigate risks and contribute to their healthy development. Based on the Company's operation and capital adequacy as well as the relevant opinions of the regulatory authorities, the Board of Directors of the Company reasonably proposed the profit distribution plan for 2020, pursuant to which no cash dividends were distributed to increase retained profits for capital replenishment. In addition, the Company conducted a special audit on capital management and proactively rectified the problems found in audit.

VI. REGULATED THE MANAGEMENT OF SHAREHOLDERS' EQUITY AND STRENGTHENED THE CONTROL OF RELATED PARTY TRANSACTIONS

The Board of Directors of the Company actively performed its duties in the management of equity-related affairs, intensified equity management comprehensively and formulated a shareholder commitment system. The Company conducted strict shareholder qualification review, including the approval and filing for shareholder qualification in accordance with the regulatory requirements, and regularly assessed the shareholder qualification of substantial Shareholders. The Company promoted the issuance of shareholder undertakings by substantial Shareholders to exercise their rights and fulfill their obligations in accordance with the law. For Shareholders yet to obtain approval for their shareholder qualifications, yet to complete the filing of their shareholder qualifications or otherwise in violation of the equity management regulations, the Company restricted the relevant Shareholders' rights in accordance with the law. The Company strengthened the dynamic monitoring of H Shareholders, enhanced the frequency of identifying H Shareholders, urged overseas shareholders to comply with domestic regulatory requirements and regulated the equity pledge of Shareholders. The Board of Directors of the Company further strengthened the examination and management of its related party transactions, by strengthening the awareness of related party transaction compliance management of the relevant business departments of the Company, improving the joint mechanism of related party management and credit business, and building an information system for related party transaction management. The Company strictly adhered to the internal approval process for related party transactions, and timely reported major related party transactions to the regulatory departments and the Board of Supervisors of the Company in

compliance with regulations. The Company continued to improve the management of related parties, updated the list of related parties in a timely manner, actively expanded the means of initiative related party identification and effectively enhanced the related party penetration management in line with the principle of substance over form, thus intensifying the efforts in the verification of related parties of the substantial Shareholders.

VII. CARRIED OUT INFORMATION DISCLOSURE IN ACCORDANCE WITH THE LAWS AND REGULATIONS TO PROTECT THE IMAGE IN CAPITAL MARKET

The Board of Directors of the Company strictly followed the Listing Rules of the Hong Kong Stock Exchange, conducted prior legal consultation with the Hong Kong Stock Exchange on the disclosure of information on material matters, and carried out information disclosure in a standardized manner to ensure that the disclosure of information complied with legal and regulatory requirements. During the reporting period, the Company made the announcements on annual results and changes in Directors and Supervisors. In aggregate, the Company issued 38 interim announcements in Chinese and/or English, 16 regular reports in Chinese and/or English. The Company further improved the quality of information disclosure, comprehensively implemented domestic and overseas regulatory requirements, and improved and enriched the content of its annual reports. The Company disclosed its 2020 Environment, Society and Governance Report on the Hong Kong Stock Exchange, focusing on material issues such as Inclusive Finance, Internal Control, Employee Safety and Growth, Green Bank, and Charity. The Board of Directors of the Company attached great importance to investor relations management and formulated the “Regulations on Investor Relations Management of Harbin Bank Co., Ltd.” (《哈爾濱銀行股份有限公司投資者關係管理辦法》) to strengthen investor relations management. The Company held online press conferences for the 2020 annual results, during which it actively demonstrated the Company’s operation and development and investment value to domestic and overseas investors and analyzers, actively protecting its image in the capital market. The Company timely responded to concerns raised by domestic and overseas investors and media in relation to the results announcements and equity changes.

VIII. STRENGTHENED THE CONSTRUCTION OF THE BOARD OF DIRECTORS AND ENHANCED THE ABILITY OF DIRECTORS TO PERFORM THEIR DUTIES

The Board of Directors of the Company has strengthened the management of the performance of Directors and actively cooperated with the Board of Supervisors and the third-party institutions engaged by the Board of Supervisors to evaluate the performance of Directors. The Directors have carried out their duties in various ways, conducted online research and studies on the Company’s subsidiaries and key branches, enhanced communication with the management, actively participated in special training organized by the Company, and conducted special lectures to the management and relevant business management departments of the Company in accordance with their professional fields. The independent Directors of the Company gave full play to their roles by providing independent opinions on matters such as major related party transactions, nomination of Directors and

appointment of executives, and performance of Directors and executives, organizing in-camera meetings of all independent Directors and actively participating in special seminars with the Chairman of the Company, which provided a lot of constructive opinions and suggestions for the healthy development of the Company. The equity Directors of the Company organically unified the leadership of the Party with the protection of the rights and interests of the contributors of state-owned financial capital, and performed their duties independently, objectively and prudently in compliance with the law and under the framework of market-oriented corporate governance by fully expressing their opinions and recommendations on strategic planning, related party transactions, risk management, assessment and evaluation, internal audit and consumer rights protection, providing strong support for the Company's operation and development, reform and innovation. The Company has further strengthened the implementation of the management reporting system to ensure that the Directors have obtained timely, comprehensive and accurate information on the Company's operations and to provide support to the Directors in their scientific decision-making.

In 2022, the Board of Directors of the Company will adhere to the general keynote of stability and seeking progress in the midst of stability, implement the new development concept and proactively adapt to the changes in the domestic and international economic and financial situation by closely focusing on the "three major tasks" of financial work, aiming at high-quality development, taking reform and innovation as the driving force, and improving corporate governance capabilities as the guarantee, thus continuously enhance the Company's market competitiveness and create greater value for customers and Shareholders.

In 2021, under the guidance of Heilongjiang Branch of the CBIRC and with the close support and cooperation from the Board of Directors and the senior management of the Company, the Board of Supervisors of the Company performed its duties mandated by the Company Law and the Articles of Association and centred around the Group's strategies, operating decisions and key management issues, diligently and faithfully fulfilled its duties, earnestly safeguarded the interests of the Company, Shareholders, employees and related parties, independently and effectively exercised its powers according to the law, continuously improved the level of corporate governance, and successfully completed all tasks. We hereby report our work for 2021 as follows:

I. MAJOR WORK OF THE BOARD OF SUPERVISORS

(I) Convening the meetings in a standardized way and reviewing and supervising major issues.

The Board of Supervisors adhered to standardized operation in accordance with the law, effectively implemented the resolution consideration system, and timely convened meetings of the Board of Supervisors and its special committees. During the reporting period, the Board of Supervisors convened 10 meetings and considered 26 proposals at the meetings; the special committees convened 11 meetings and considered 19 proposals. The proposals being considered included the Nomination of Supervisor Candidate for the Eighth Session of the Board of Supervisors, the Election of Chairman for the Board of Supervisors, the Measures for Internal Control and Risk Supervision of the Board of Supervisors, the annual and interim report of the Company, the Work Report of the Board of Supervisors, the report of profit distribution, the performance evaluation reports of the directors, supervisors and senior management, the audit report of the resignation of executive officers, the evaluation report of strategy execution, the assessment report of internal control, the measures for the evaluation of directors' duties, the measures for the evaluation for supervisors' duties, the evaluation work of the engagement of Deloitte for duty performance, the work plans for the evaluation of duty performance. All Supervisors attended the meetings in time according to the requirements of their duties. At the meetings, they actively contributed to the discussions and expressed their independent and objective opinions. The number of meetings and procedures for the meetings were in accordance with the requirements of the regulations.

(II) Attending meetings according to the law and supervising operation decision-making in a timely manner.

The Supervisors attended the 17 Shareholders' general meeting and the Board meetings and attended 2 annual and quarterly working meetings during the year. At the meetings, the Supervisors supervised the legality and compliance of the procedures and proposals in accordance with the regulations, learned the operations, financial management, risk management, internal control and various major issues of the Bank, and supervised the participation of the Directors and the senior management in decision-making and operation.

(III) Focusing on implementation of interviews and conducting in-depth supervision of operation management

During the reporting period, the Board of Supervisors interviewed two senior management, two institutions, four branches, 12 village and township banks and five departments, paid special attention to their operation management, risks, internal control, implementation of regulatory opinions and rectification measures adopted, as well as the difficulties and problems encountered in the work, and formed 16 meeting minutes, with 95 suggestions in the areas of risk prevention, compliance operation, team building, group development, corporate governance, and construction of honest and clean Party conduct, which were highly valued by the Board of Directors and the senior management, and subsequently carried out and implemented in a timely manner.

(IV) Carrying out objective evaluations and promoting the performance effectiveness

During the reporting period, the Board of Supervisors supervised and evaluated the performance of the Board of Directors, the senior management and their members in accordance with the requirements of the Articles of Association and the systems relating to the evaluation of performance. Through attending relevant meetings, investigations and interviews, carrying out responsibility audit, reviewing documents and other methods, the Board of Supervisors monitored the performance of the Board of Directors, the senior management and their members in terms of material strategic decision-makings and their implementation, operation management, risk and internal control management and other aspects. At the end of the year, Deloitte Consulting was engaged to cooperate in the evaluation of the performance of Directors, Supervisors and senior management in 2021 to motivate them to perform their duties and responsibilities efficiently.

(V) Strengthening self-construction and continuously improving its own capabilities

Firstly, the Board of Supervisors successfully completed the re-election of the Board of Supervisors. During the reporting period, the Board of Supervisors successfully completed the re-election of the 8th Board of Supervisors by electing the Chairman of the Board of Supervisors and determining the composition of the committees of the 8th Board of Supervisors. Secondly, the Board of Supervisor organized special investigation and research. During the reporting period, the Supervisors of the Company completed the Investigation and Research Report on the Litigation Cases of Harbin Bank, so as to ensure the effectiveness of supervisory works while providing suggestions for the development of the Group. Thirdly, the Board of Supervisors improved the system. During the reporting period, the Board of Supervisors revised the Evaluation of the Performance of Directors of Harbin Bank Co., Ltd. (for Trial Implementation) and the Evaluation of the Performance of Supervisors of Harbin Bank Co., Ltd. (for Trial Implementation) in accordance with the management requirements of the Evaluation of the Performance of Directors and Supervisors of Banking and Insurance Institutions issued by the CBIRC, to regulate supervision and evaluation of performance and enhance supervision efficiency. Fourthly, the Board of Supervisors strengthened the training of Supervisors. During the reporting period, the Board of Supervisors invited internal control

experts from Deloitte to conduct the special training on the Policy and Practice Analysis of Directors and Supervisors' Performance Evaluation, and arranged Supervisors to participate in the special training on The Hong Kong Chartered Governance Institute 58th Joint Members' Seminar on Enhancing Continuous Professional Development organized by the Board of Directors of the Company to continuously improve the theoretical level of Supervisors and their ability to perform duties. Fifthly, the Board of Supervisors carried out a research and discussion on the improvement of supervision efficiency, which rationalized the work ideas, proposed good suggestions and gradually implemented and improved them.

II. INDEPENDENT OPINION PROVIDED BY THE BOARD OF SUPERVISORS ON RELATED MATTERS

(I) Legal compliance of operations

During the reporting period, the Board and senior management of the Company executed the resolutions of general meeting prudently and operated business according to the requirements of the Company Law, the Commercial Bank Law, the Articles of Association and other relevant laws, regulations and rules, and the major decision-making processes of the Company were legal and valid.

(II) Truthfulness of the financial reports

During the reporting period, the annual financial report of the Company was audited by BDO China SHU LUN PAN Certified Public Accountants LLP and BDO Limited (collectively as "BDO") in accordance with the PRC and international auditing standards, respectively, who issued standard unqualified audit reports in respect thereof. The Board of Supervisors was of the opinion that the Company's annual financial report was a true, accurate and complete representation of the Company's financial position and operation results.

(III) Related party transactions

During the reporting period, the Risk Management and Related Party Transactions Control Committee under the Board of Directors and other relevant departments of the Company identified, reviewed and disclosed related party transactions in accordance with relevant provisions of the Administrative Measures for Related Party Transactions of the Company. The administration of related party transactions was in compliance with the relevant provisions of the national laws, regulations and the Articles of Association, and no act to the prejudice of the interests of the Company and the Shareholders was identified.

During the reporting period, the Board of Supervisors of the Company, in accordance with its duties, performed its supervisory duties and safeguarded the interests of the Shareholders, the Company, the employees and the public in compliance with laws and regulations, playing a positive role in the business development and continuous improvement of corporate governance structure of the Group. In 2022, the Board of Supervisors will continue to maintain effective communication with the Board of Directors and the senior management, strengthen

self-construction, enhance its supervision in the Company's major decision-making, operation activities, financial management, risk management and internal control management, make greater efforts to carry out supervision, inspection and investigation, and promote the stable and healthy development of the Company.

I. OPERATION OVERVIEW

In 2021, facing the challenges brought by COVID-19 pandemic and the increasingly complicated and challenging economic environment, the Bank, under the strategic guidance of the Board and the strong supervision of the Board of Supervisors, earnestly put the national economic and financial policies into practice, and upheld the business positioning of serving the real economy, serving small and medium-sized enterprises and serving local development with a focus on the theme of “high quality development”. Adhering to the working principal of “returning to the basics, focusing on key areas, optimising the structure and innovative development”, the Bank focused on pandemic prevention and control, and performance enhancement. The Bank achieved the goals of its strategic plan at the highest standards while the development continued to optimize.

The Group (based on the International Financial Reporting Standards, the same below) recorded net profit of RMB399 million, representing a year-on-year decrease of RMB397 million or 49.9%. The net profit attributable to shareholders of the parent company amounted to RMB274 million, representing a year-on-year decrease of RMB472 million or 63.3%. The basic earnings per share were RMB0.02, representing a year-on-year decrease of RMB0.05. The return on average equity was 0.55%. The return on average total assets was 0.06%.

As at the end of 2021, the Company had NPL balance of RMB8,483 million, representing an increase of RMB150 million as compared to the end of last year. The NPL ratio amounted to 2.88%, representing a decrease of 0.09 percentage point as compared to the end of last year. The rise in NPLs was mainly affected by changes in the external operating environment, the pressure of economic downturn and declined solvency of credit customers. The impairment coverage ratio amounted to 162.45%, representing an increase of 29.19 percentage points as compared to the end of last year. The impairment losses on loans ratio was 4.68%, representing an increase of 0.72 percentage point as compared to the end of last year.

Table 1 Key accounting data and financial indicators

Item	<i>Unit: RMB100 million, %</i>	
	2021	2020
1. Profitability		
1.1 Net profit	3.99	7.96
Of which: Net profit attributable to		
Shareholders of the parent company	2.74	7.46
1.2 Return on average equity	0.55%	1.51%
1.3 Return on average total assets	0.06%	0.13%
1.4 Basic earnings per share (RMB)	0.02	0.07
1.5 Net interest margin (NIM)	1.78%	2.20%

Item	2021	2020
2. Income structure		
2.1 Net fee and commission income to operating income ratio	5.66%	6.02%
2.2 Cost-to-income ratio	38.28%	32.06%
3. Asset quality		
3.1 Balance of NPLs	84.83	83.33
3.2 NPL ratio	2.88%	2.97%
3.3 Impairment coverage ratio	162.45%	133.26%
3.4 Impairment losses on loans ratio	4.68%	3.96%
4. Capital adequacy ratios		
4.1 Core tier 1 capital adequacy ratio	9.28%	10.18%
4.2 Tier 1 capital adequacy ratio	11.33%	10.20%
4.3 Capital adequacy ratio	12.54%	12.59%

II. MAJOR INCOME AND EXPENSES

(I) **Operating income.** The Bank recorded operating income of RMB12,320 million, representing a year-on-year decrease of RMB2,286 million or 15.7%.

1. Net interest income. In 2021, the Bank recorded net interest income of RMB10,061 million, representing a year-on-year decrease of RMB2,248 million or 18.3%.

The Bank had interest income of RMB26,448 million, representing a year-on-year decrease of RMB2,556 million or 8.8%, mainly due to the decrease in yield ratio of loans and advances to customers, investment in securities and long-term receivables in 2021, resulting in the average yield ratio of total interest-earning assets decreasing from 5.18% in previous year to 4.68% in 2021.

The Bank's interest expense decreased by RMB308 million or 1.8% to RMB16,387 million as compared to the same period of last year. The decrease in interest expense was mainly due to the decrease in the average cost ratios of customer deposits, due to and placements from banks and borrowings from the Central Bank in 2021, and the total interest-bearing liabilities decreased from 2.99% last year to 2.94% in 2021.

2. Net fee and commission income. In 2021, the Bank's net fee and commission income decreased by RMB183 million or 20.8% year on year to RMB697 million, primarily attributable to the decrease in the Bank's agency and custodian fee income.

3. Other non-interest Income. In 2021, other non-interest income increased by RMB145 million or 10.2% year on year to RMB1,562 million, which was mainly due to the increase in net other operating income or loss and net gains on financial investments.

(II) Operating Expenses. In 2021, operating expenses increased by RMB61 million or 1.2% year on year to RMB4,957 million. Under the principles of practicing strict economy and running the Bank by thrift and hard work, the Bank strengthened the delicacy management on finance, optimised the fee and expense structure, and strictly controlled the administrative and operating expenses. The cost-to-income ratio (tax and surcharge exclusive) was 38.28%, representing an increase of 6.22 percentage point year on year.

The business and administrative expenses increased by RMB34 million or 0.7% year on year to RMB4,716 million. The staff costs were RMB2,334 million, representing a decrease of RMB93 million or 3.8% year on year, mainly attributable to the fact that the Bank further enhanced the efficiency of compensation utilization, and established compensation and performance realization methods that are more suitable for the new normal of banking operations, effectively controlling the compensation costs with a steady decline through measures such as strengthening assessment efforts and optimizing performance realization methods. Depreciation and amortisation were RMB743 million, representing a decrease of RMB38 million or 4.9% year on year. Other operating expenses were RMB1,639 million, representing an increase of RMB165 million or 11.2% year on year, primarily attributable to the increased investment in collection, lawyer consultation and marketing by the Bank. Tax and surcharges amounted to RMB241 million, representing an increase of RMB27 million or 12.6% year on year, primarily attributable to the increase in relevant taxes as a result of the development of the Bank's business.

Table 2 Increase in operating expenses

Unit: RMB100 million, %

Item	2021 Balance	2021 Year-on- year change	Year-on- year increase	2020
Operating expenses	49.57	0.61	1.2%	48.96
1. Business & administrative expenses	47.16	0.34	0.7%	46.82
(1) Staff costs	23.34	-0.93	-3.8%	24.27

Item	2021			2020
	Balance	Year-on-year change	Year-on-year increase	
Of which: Salaries, bonuses and allowances	16.26	-2.52	-13.4%	18.78
(2) Depreciation and amortisation	7.43	-0.38	-4.9%	7.81
(3) Other operating expenses	16.39	1.65	11.2%	14.74
2. Tax and surcharges	2.41	0.27	12.6%	2.14

(III) **Credit impairment losses.** The provision of credit impairment losses decreased by RMB1,600 million or 19.3% year on year to RMB6,701 million.

(IV) **Other asset impairment losses.** The provision of other asset impairment losses increased by RMB101 million year on year to RMB101 million.

(V) **Income tax expenses.** Income tax expenses decreased by RMB451 million or 73.6% year on year to RMB162 million.

Table 3. Major income and expenses

Unit: RMB100 million, %

Item	2021			2020
	Balance	Year-on-year change	Year-on-year increase	
Operating income	123.20	-22.86	-15.7%	146.06
Net interest income	100.61	-22.48	-18.3%	123.09
Of which: Interest income	264.48	-25.56	-8.8%	290.04
Interest expense	163.87	-3.08	-1.8%	166.95
Net fee and commission income	6.97	-1.83	-20.8%	8.80
Other non-interest income	15.62	1.45	10.2%	14.17
Less: Operating expenses	49.57	0.61	1.2%	48.96
Less: Credit impairment losses	67.01	-16.00	-19.3%	83.01

Item	2021		2020	
	Balance	Year-on-year change	Year-on-year increase	
Less: Other asset impairment losses	1.01	1.01	–	–
Profit before tax	5.61	-8.48	-60.2%	14.09
Less: Income tax expense	1.62	-4.51	-73.6%	6.13
Net profit	3.99	-3.97	-49.9%	7.96
Attributable to:				
Shareholders of the parent company	2.74	-4.72	-63.3%	7.46
Minority shareholders	1.25	0.75	150.0%	0.50

III. MAIN ASSETS AND LIABILITIES

- (I) **Loans.** The Bank enhanced the credit scale management and optimised the credit structure by resolutely executing the macro control policies and regulatory requirements, and insisted on supporting and serving the real economy. As at the end of 2021, the Bank's loan balances increased by RMB13,792 million or 4.9% from the end of last year to RMB294,359 million, of which, the Bank's corporate loan balances increased by 1.9% to RMB161,599 million. The balance of personal loans increased by 10.5% to RMB132,750 million.
- (II) **Due from and placement with banks.** The balance of our due from and placement with banks was RMB7,127 million, representing an increase of RMB916 million or 14.7% as compared to the end of last year, which was mainly because the Bank adjusted the weight of such non-credit assets based on the capital condition and changes in liquidity in the market.
- (III) **Investments in securities and other financial assets.** The total investments in securities and other financial assets amounted to RMB247,610 million, representing an increase of RMB28,846 million or 13.2% as compared to the end of last year, which was mainly attributable to that the Bank improved its capital utilization rate by upscaling its various investments and continuously expanding channels of capital utilization.
- (IV) **Customer deposits.** As at the end of 2021, the balances of customer deposits were RMB501,751 million, representing an increase of RMB32,471 million or 6.9% as compared to the end of last year.

- (V) **Due to and placement from banks (including assets sold under reverse repurchase agreements).** The Bank's due to and placement from banks was RMB43,575 million, representing an increase of RMB16,623 million or 61.7% as compared to the end of last year.

Table 4. Major assets and liabilities

Unit: RMB100 million

Item	2021		Rate of year-on- year change	2020
	Balance	Year-on- year change in amount		
1. Total assets	6,450.46	464.42	7.8%	5,986.04
Of which: (1) Total loans	2,943.59	137.92	4.9%	2,805.67
(2) Due from and placement with banks	71.27	9.16	14.7%	62.11
(3) Investment securities and other financial assets	2,476.10	288.46	13.2%	2,187.64
2. Total liabilities	5,822.66	347.71	6.4%	5,474.95
Including: (1) Customer deposits	5,017.51	324.71	6.9%	4,692.80
(2) Due to and placement from banks (including assets sold under reverse repurchase agreements)	435.75	166.23	61.7%	269.52
3. Shareholders' equity	627.80	116.71	22.8%	511.09

In 2021, Harbin Bank Co., Ltd. (the “**Bank**”) strictly adhered to the related party transaction requirements of the China Banking and Insurance Regulatory Commission (“**CBIRC**”) and the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), conducted various of related party transactions in compliance with laws and regulations, continued to strengthen its daily monitoring, statistics and analysis capabilities of related party transactions, refined the management and control process of related party transactions and improved the management system of related party transactions, so as to ensure the compliance and effective operation, review and information disclosure of related party transactions. Details of related party transactions in 2021 and their management are reported as follows:

I. MANAGEMENT OF RELATED PARTY TRANSACTIONS

- (I) **The Board of Directors conducted review of related party transactions in compliance with laws and regulations.** The Board of Directors of the Bank, and the Risk Management and Related Transactions Control Committee under the Board of Directors (the “**RMRTCC**”) strictly adhered to the related requirements of the CBIRC and the Hong Kong Listing Rules and reviewed related party transactions of the Bank. The Bank’s RMRTCC comprised a majority of independent non-executive directors and was chaired by an independent director, which was compliance with the relevant regulatory requirements. During the Reporting Period, the RMRTCC held a total of nine meetings and considered a total of seven resolutions related to the management of related party transactions, such as the report on the management of related party transactions, the estimated daily amount of related party transactions, substantial related party transactions and the list of related parties; the Board of Directors considered a total of five resolutions relating to the report on the management of related party transactions, the estimated daily amount of related party transactions and substantial related party transactions. The directors of the Bank strictly implemented the regulatory requirements and in the course of considering the resolutions on related party transactions, the related directors have abstained from voting and the independent directors have fully expressed their independent opinions.
- (II) **The Bank optimised the management and control system of related party transaction.** During the Reporting Period, the Bank enhanced the related party management and promptly supplemented, adjusted and verified the list of related parties in strict accordance with the relevant requirements of the CBIRC and the Stock Exchange. The Bank conducted internal review for related party transactions to identify the weaknesses on the management of related party transactions in all aspects and continuously promoted the identification of issues through review as well as supervised the rectification of identified issues. The Bank gave full play to the “three lines of defense” to reinforce the management and control of related party transactions.

(III) The Bank followed the disclosure procedures of related party transactions. During the Reporting Period, the Bank followed the disclosure procedures of related party transactions in line with laws and regulations. The Bank issued announcements on the related party transactions as defined by the Stock Exchange. For the related party transactions defined by the CBIRC, the Bank disclosed general and substantial related party transactions in its interim and annual reports.

(IV) Construction of related party transaction management system. During the Reporting Period, the Bank gave full play to the advanced experience and practices from the related party transaction systems of peer financial institutions, together with the related party transaction management system of the regulatory authorities and the Bank's daily related party transaction management practices, to formulate the construction plan of related party transaction management system of the Bank, and started the system application verification test.

II. RELATED PARTIES AND RELATED PARTY TRANSACTIONS

In 2021, the Bank strictly complied with the relevant requirements of the CBIRC and the Stock Exchange. The Bank determined the scope of related parties in a reasonable and prudent manner and updated the list of related parties in a timely manner. The related party transactions between the Bank and its related parties were all conducted on normal commercial terms and conditions that are not superior to similar transactions with non-related parties, and the transaction terms were fair and reasonable and in the interests of the Bank and its Shareholders as a whole. The specific details are as follows:

(I) Identification of related parties.

As at the end of the reporting period, the Bank had a total of 2,161 related parties.

1. Related legal persons. The Bank identified a total of 215 related legal persons or other organisations, decreasing by 27 as compared to the end of 2020. The decrease of the number of related legal persons was mainly due to the certain members of the seventh session of the Board of Directors (Zhang Taoxuan, Ma Pao-Lin, Chen Danyang and Peng Xiaodong) were resigned on 28 August 2020. According the relevant requirements of the Stock Exchange, such related party relationships will continue for 12 months, relevant related legal persons will not be included into the management of related parties of the Bank upon expiry.
2. Related natural persons. The Bank identified a total of 1,946 related natural persons, decreasing by 3,362 as compared to the end of 2020. The decrease of the number of related natural persons was mainly due to the reasons that Bank's credit authority was transferred to the Head Office and relevant sub-branches credit persons and their close relatives ceased to be included into the management of related parties.

(II) Execution of related party transactions relating to credit.

During the reporting period, the Bank's credit for related legal persons mainly included loans and guarantees and other businesses, all of which followed the principle of market-oriented pricing, carried out on conditions not superior to similar transactions with non-related parties, met the principle of fairness required by the management of related party transactions, did not affect the independence of the Bank, and would not have an adverse impact on the going concern, profitability and asset of the Bank. As at the end of the reporting period, the balance of related party transactions relating to credit was RMB8,712 million, all of which were normal transactions of excellent quality, and no related party transaction relating to credit were detrimental to the interests of the Bank and its Shareholders was identified.

1. Credit for related legal persons.

As at the end of the reporting period, Harbin Economic Development and its controlling shareholders, actual controllers and related parties ("**Harbin Economic Development and its related parties**"), and Heilongjiang Financial Holdings and its controlling shareholders, actual controllers and related parties ("**Heilongjiang Financial Holdings and its related parties**"), Heli and its controlling shareholders, actual controllers and related parties ("**Heli and its related parties**") conducted related party transactions or had outstanding business balances with the Bank.

- (1) Harbin Economic Development and its related parties. During the reporting period, 18 corporate enterprises included in Harbin Economic Development and its related parties had 23 on-balance sheet and off-balance sheet credit transactions with the Bank, with an interest rate ranging from 4.98% to 6.00%. As at the end of the reporting period, the business balance of Harbin Economic Development and its related parties in the Bank was RMB5,376 million, and the total credit business balance accounted for 9.18% of the Bank's net capital, which were major related party transactions. The aforesaid major related party transactions have been considered and approved by the Board, filed with the board of supervisors of the Bank, and submitted to Heilongjiang Branch of the CBIRC for filing.
- (2) Heilongjiang Financial Holdings and its related parties. During the Reporting Period, the Bank's major shareholder, Heilongjiang Financial Holdings, had no loan transaction with the Bank. As at the end of the Reporting Period, Heilongjiang University Student Startup Financing Guarantee Co., Ltd. and Heilongjiang Xinzheng Financing Guarantee Group Co., Ltd., the related parties of Heilongjiang Financial Holdings, conducted guarantee transactions with the Bank with a total guarantee balance of RMB162 million. During the Reporting Period, the related party transactions conducted between Heilongjiang Financial Holdings and its related parties and the Bank were ordinary related party transactions.

- (3) Heli and its related parties. During the Reporting Period, Heli and its related parties had 1 related party transaction. The aggregate credit balance of Heli and its related parties in the Bank was RMB3,174 million, accounting for 5.42% of the net capital. The transaction was a major related party transaction. The aforesaid major related party transaction has been considered and approved by the Board, filed with the board of supervisors of the Bank, and submitted to Heilongjiang Branch of the CBIRC.

2. Credit for related natural persons.

As at the end of 2021, the balance of credit granted to related natural persons amounted to RMB130 million, representing less than 1% of the net capital of the Bank, all of which were ordinary related party transactions.

As at the end of the Reporting Period, the total balance of credit granted to the related legal persons and related natural persons amounted to RMB8.842 billion, representing not more than 50% of the net capital of the Bank, and complying with the regulatory requirements.

(III) Execution of Non-credit extension related party transactions.

During the Reporting Period, the Bank and Shanghai Tonglian Financial Services Co., a related entity of Hou Bojian, an independent non-executive Director of the Bank, conducted service and related party transactions, with a transaction amount totaling RMB6.4261 million; the Bank and Beijing Zhongwen Law Firm, a related entity of Gong Tiemin, an executive officer of the Bank, conducted service and related party transactions, with a transaction amount totaling RMB141,500; All transactions above are ordinary related party transactions and have been considered and approved by the Board of the Bank, and have been reported to the Supervisory Committee of the Bank.

The Equity Management Measures are prepared in Chinese without a formal English version. Therefore, any English version can only be used for reference. In case of any divergence, the Chinese version shall prevail.

It is recommended that the Equity Management Measures should be set out as follows:

Original Equity Management Measures	Amended Equity Management Measures
<p>Article 1 The Measures are formulated in accordance with relevant laws including the Company Law of the People’s Republic of China and the Commercial Bank Law of the People’s Republic of China, regulatory regulations such as the Guidelines on the Corporate Governance of Commercial Banks and Interim Measures for Equity Management of Commercial Banks, as well as the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of Association of the Company”), with the purpose of further standardizing the equity management of Harbin Bank Co., Ltd. (the “Company”), and protecting the legitimate interests of shareholders.</p>	<p>Article 1 The Measures are formulated in accordance with relevant laws including the Company Law of the People’s Republic of China and the Commercial Bank Law of the People’s Republic of China, regulatory regulations such as the Guidelines on the Corporate Governance of Commercial Banks and Interim Measures for Equity Management of Commercial Banks, <u>the Guidelines on Corporate Governance of Banking and Insurance Institutions, the Measures for Supervising the Behavior of Major Shareholders of Banking and Insurance Institutions (Trial)</u>, as well as the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of Association of the Company”), with the purpose of further standardizing the equity management of Harbin Bank Co., Ltd. (the “Company”), and protecting the legitimate interests of shareholders, <u>and promoting the Company’s steady operation and sustainable and healthy development.</u></p>
<p>Article 2 The Measures are applicable to all shareholders holding shares of the Company.</p>	<p>Article 2 The Measures are applicable to all shareholders holding <u>ordinary</u> shares of the Company (<u>“Shares”</u>) <u>and the management of ordinary shares of the Company.</u></p>
<p>(New Section)</p>	<p>Article 3 <u>Shareholders holding shares of the Company shall have the shareholder qualification stipulated in the Interim Measures for Equity Management of Commercial Banks and other laws and regulations, regulatory requirements and the Articles of Association of the Company, and shall abide by the provisions of laws and regulations, regulatory requirements and the the Articles of Association of the Company, exercise shareholder rights and fulfill legal obligations according to laws.</u></p>

Original Equity Management Measures	Amended Equity Management Measures
<p>Article 4 All the domestic shares of the Company have been registered with China Securities Depository & Clearing Co., Ltd. (“CSDC”).</p> <p>All the behavior related to the registration and change of shares whose securities account holder has been confirmed shall be subject to relevant provisions of CSDC.</p> <p>The Company has opened a “special securities account for unconfirmed holder of Harbin Bank Co., Ltd.” with CSDC to register the shares whose securities account holder hasn’t been confirmed. The shares registered under the account are under the unified management including confirmation of holder, registration of holder of securities account with CSDC, allocation of undistributed cash dividends of relevant shares before confirmation of holder, and judicial assistance for relevant shares.</p> <p>All the H shares of the Company have been registered in the register of holders of H shares. The original register of holders of H shares shall be maintained in Hong Kong under the management of Computershare Hong Kong Investor Services Limited. The duplicate of the register of holders of H shares shall be kept at the Company’s domicile, which is consistent with the original. It is stipulated in the Articles of Association that, the registration or change of the register of holders of H shares shall be conducted according to the Articles of Association and relevant Hong Kong laws.</p>	<p>Article 4 Article 5 All the domestic shares of the Company have been registered with China Securities Depository & Clearing Co., Ltd. (“CSDC”). All the behavior related to the registration and change of shares whose securities account holder has been confirmed shall be subject to relevant provisions of CSDC. The Company has opened a “special securities account for unconfirmed holder of Harbin Bank Co., Ltd.” with CSDC to register the shares whose securities account holder hasn’t been confirmed. The shares registered under the account are under the unified management including confirmation of holder, registration of holder of securities account with CSDC, allocation of undistributed cash dividends of relevant shares before confirmation of holder, and judicial assistance for relevant shares.</p> <p>All the The H shares of the Company have been registered in the register of holders of H shares. The original register of holders of H shares shall be maintained in Hong Kong under the management of by Computershare Hong Kong Investor Services Limited for registration of the transfer. The duplicate of the register of holders of H shares shall be kept at the Company’s domicile, which is consistent with the original. <u>The shareholding information of the duplicate of the register of holders of H shares shall be updated in accordance with the periodic shareholder identification results.</u> It is stipulated in the Articles of Association that, the registration or change of the register of holders of H shares shall be conducted according to the Articles of Association and relevant Hong Kong laws.</p>

Original Equity Management Measures	Amended Equity Management Measures
Chapter Two Shareholders' Responsibilities	Chapter Two Shareholders' Responsibilities Rights and Obligations
(New Section)	<u>Article 11 Where a shareholder of the Company pledges its equity of the Company, he/she/it shall abide by laws and regulations and relevant provisions of China Banking and Insurance Regulatory Commission on equity pledge of commercial banks, and shall not damage the interests of other shareholders and the Company.</u>
Article 13 A shareholder and its related parties and persons acting in concert that hold, either separately or jointly, more than 1% but less than 5% of the total capital or total shares of the Company shall, within ten working days of the date of obtaining corresponding equities, report to China Banking and Insurance Regulatory Commission or its dispatched offices. The specific requirements and procedures for reporting shall be subject to relevant provisions of CBIRC.	Article 13 <u>Article 15</u> A shareholder An investor and its related parties and persons acting in concert that hold, either separately or jointly, more than 1% but less than 5% of the total capital or total shares of the Company shall <u>notify the Company in advance and obtain approval from the Board of the Company, then</u> within ten working days of the date of obtaining corresponding equities, report to China Banking and Insurance Regulatory Commission or its dispatched offices <u>within ten working days of the date of obtaining corresponding equities.</u> The specific requirements and procedures for reporting shall be subject to relevant provisions of CBIRC.
(New Section)	<u>Article 16 Domestic corporate investors who individually or collectively hold less than 1% of the Company's total capital or total shares and its related parties and persons acting in concert shall notify the Company in advance and complete the change of equity registration upon approval by the Risk Management and Related Party Transaction Control Committee of the Board of the Company.</u>

Original Equity Management Measures	Amended Equity Management Measures
<p>Article 17 If the Company is subject to risk disposal, takeover or other measures taken by CBIRC or its dispatched offices due to the occurrence of a major risk event or major violation of laws or regulations, shareholders shall actively cooperate with CBIRC or its dispatched offices to conduct risk disposal or other work.</p>	<p>Article 17 Article 19 If the Company is subject to risk disposal, takeover or other measures taken by CBIRC or its dispatched offices due to the occurrence of a major risk event or major violation of laws or regulations, shareholders shall actively cooperate with CBIRC or its dispatched offices to conduct risk disposal or other work. <u>Major shareholders shall strictly implement the relevant regulatory measures and requirements, take the initiative to maintain the stable operation of the Company, and undertake shareholders' responsibilities and obligations in accordance with the laws.</u></p>
<p>Chapter Three Special Provisions on Major Shareholders</p>	<p>Chapter Three Special Provisions on Major Shareholders' <u>Rights and Obligations</u></p>
<p>Article 20 Major shareholders of the Company shall state its shareholding structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder.</p>	<p>Article 20 Article 22 Major shareholders <u>and large shareholders</u> of the Company shall state its shareholding structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder, <u>to ensure the authenticity and transparency of equity relations. It is strictly prohibited to hide the actual controller, conceal the association relationship, equity entrustment, private agreement and other illegal acts.</u></p>
<p>(New Section)</p>	<p><u>Article 32 When major shareholders subscribe shares of the Company, they shall provide the formal written commitments deliberated and adopted by the shareholders' general meeting or the Board of Directors. The contents of commitments shall refer to the Administrative Measures for the Shareholders' Commitments of Harbin Bank Co., Ltd.</u></p>
<p>(New Section)</p>	<p><u>Chapter Four Rights and Obligations of Large Shareholders</u></p>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<p><u>Article 33 Large shareholders of the Company refer to those who satisfy any of the following conditions:</u></p> <p><u>(1) holding 10% or more of the shares of the Company;</u></p> <p><u>(2) actually holding the most shares of the Company with the shareholding ratio no less than 5% (including shareholders with the same number of shares of the Company they hold);</u></p> <p><u>(3) nominating more than two directors;</u></p> <p><u>(4) having controlling influence on the operation and management of the Company in the opinion of the Board of Directors;</u></p> <p><u>(5) other circumstances recognized by CBIRC or its dispatched offices.</u></p> <p><u>The shareholding ratio of a shareholder and its related party and person acting in concert shall be calculated on a consolidated basis. Relevant shareholders with the total shareholding ratio satisfying the above requirements will be under management as large shareholders.</u></p>
(New Section)	<p><u>Article 34 Large shareholders shall fully understand the industry attributes, risk features and prudent operation rules of the banking industry, as well as the rights and obligations of large shareholders, proactively maintain the stable operation of the Company and stability of the financial market, protect consumers' rights and interests, support the Company to provide better service for the real economy, prevent and control financial risks.</u></p>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<u>Article 35 Large shareholders of the Company shall strengthen the capital restriction, maintain moderate level of leverage, and make scientific layout on the investment in banking and insurance institutions, in order to guarantee that the investment behavior matches its capital scale, continuous capital contribution capability and operation and management level. The amount of investment in banking and insurance institutions shall comply with relevant regulatory requirements.</u>
(New Section)	<u>Article 36 Where large shareholders obtain the equity and report to CBIRC or its dispatched offices for approval and filing, they shall specify sources of their funds in detail, and provide active cooperation in the examination of sources of funds by CBIRC or its dispatched offices.</u>
(New Section)	<u>Article 37 Direct or indirect cross-shareholding between large shareholders and the Company is prohibited, unless otherwise stipulated by the State Council.</u>
(New Section)	<p><u>Article 38 Where the number of shares of the Company pledged by a large shareholder reaches or exceeds 50% of the shares held by such shareholder in the Company, such large shareholder and the director nominated thereby shall not exercise the voting right at the general meeting of shareholders and board meetings.</u></p> <p><u>Large shareholders shall not provide their shares of the Company to people other than themselves and related parties for guarantee, hold the shares on a commission basis in the form of equity pledge, hold shares through connected relationship in violation of regulations or transfer shares in a disguised form.</u></p> <p><u>Large shareholders shall notify the Company of the information of their shares of the Company that is pledged or the pledge being released in a prompt, accurate and complete manner, which shall be disclosed in the annual report by the Company.</u></p>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<u>Article 39 Large shareholders shall focus on long-term investment and value investment rather than speculation or cashing; they shall maintain the relevant stability of the Company's equity structure, and shall not transfer the shares of the Company held by them actually or in any disguised form within the period when equity transfer is limited, unless such transfer is required by judicial decision and administrative appropriation or ordered to be transferred by CBIRC or its dispatched offices.</u>
(New Section)	<u>Article 40 Large shareholders of the Company shall participate in the corporate governance in a diligent, legal and effective manner in accordance with laws, rules, regulatory regulations and the Articles of Association, and shall not abuse shareholders' rights.</u>
(New Section)	<u>Article 41 Large shareholders shall support the establishment of an independent and sound corporate governance structure with effective balance in the Company, and encourage the organic integration of the Party leadership and corporate governance.</u>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<p data-bbox="809 280 1351 649"><u>Article 42 Large shareholders of the Company shall properly exercise their shareholders' rights through corporate governance procedures, and maintain the independent operation of the Company. Improper intervention or limitation on the Company is strictly prohibited unless otherwise stipulated by laws and regulations or recognized by CBIRC. Specific requirements are as follows:</u></p> <p data-bbox="809 691 1351 840"><u>(1) not establish prior approval procedures for the resolutions of the shareholders' general meeting and board meeting;</u></p> <p data-bbox="809 883 1351 1095"><u>(2) not intervene in the normal election and employment procedures of the employees of the Company, or directly appoint or dismiss employees without the consent of the shareholders' general meeting or board meeting;</u></p> <p data-bbox="809 1138 1351 1244"><u>(3) not intervene in the performance evaluation on the directors, supervisors and other staff of the Company;</u></p> <p data-bbox="809 1287 1351 1351"><u>(4) not intervene in the normal operation decision-making procedures;</u></p> <p data-bbox="809 1393 1351 1585"><u>(5) not interfere in the financial and accounting activities of the Company such as financial accounting, funds allocation, asset management and expense management;</u></p> <p data-bbox="809 1627 1351 1691"><u>(6) not issue operation plans or orders to the Company;</u></p> <p data-bbox="809 1734 1351 1840"><u>(7) not ask the Company to grant loans or provide guarantee in violation of requirements;</u></p> <p data-bbox="809 1883 1351 1962"><u>(8) Not intervene in the Company's independent operation by other means.</u></p>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<u>Article 43 Large shareholders may entrust the proxy to attend the shareholders' general meeting, and such proxy can only be a shareholder and his related party, person acting in concert, nominated director and supervisor. Large shareholders shall not attend the shareholders' general meeting as entrusted by non-related parties or persons acting in concert.</u>
(New Section)	<u>Article 44 Where large shareholders invest in institutions such as private equity, they shall disclose their corporate governance and voting policies of the Company to the ultimate beneficiary of the shares of the Company held by them and the Company, including relevant procedures for deciding upon the use of voting right.</u>
(New Section)	<u>Article 45 Large shareholders shall prudently exercise the right to nominate the Company's directors, in order to guarantee the nominated candidate complies with relevant regulatory requirements. Large shareholders are encouraged to select the candidates for directors in marketized ways to constantly enhance the professional level of directors.</u>
(New Section)	<u>Article 46 Directors nominated by large shareholders shall perform the duties on basis of professional judgment, fairly treat all the shareholders, make independent, professional and objective decisions following the principle of maintaining the maximum benefits of the Company, and bear liabilities for the decisions made without impairing the legitimate rights and interests of the Company and other stakeholders.</u>
(New Section)	<u>Article 47 Large shareholders and staff of the enterprise group shall not concurrently serve as the senior management personnel of the Company in principle.</u>
(New Section)	<u>Article 48 Large shareholders shall strengthen supervision on the performance of directors and supervisors nominated by them, and make prompt adjustments on the staff who fail to perform their duties effectively in accordance with laws, regulations, provisions of the Articles of Association and regulatory requirements.</u>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<p>Article 49 <u>Large shareholders shall abide by laws, regulations and relevant provisions of the CBIRC on related party transactions to guarantee the transparency and fairness of transactions with the Company.</u></p>
(New Section)	<p>Article 50 <u>Large shareholders are prohibited to conduct improper related party transactions with the Company by following means, or utilize their influence on the Company to obtain improper benefits:</u></p> <p><u>(1) obtain credit granted by banks including loans, bill acceptance and discounts, bond investments, investments by specific purpose vehicles under such terms as better than the similar transactions with non-related parties;</u></p> <p><u>(2) illegally occupy or allocate the Company's funds or other rights and interests by means of borrowings or guarantee;</u></p> <p><u>(3) the Company bears the unreasonable expenses or relevant expenses that shall be borne by large shareholders or its related parties;</u></p> <p><u>(4) purchase or rent the Company's assets under terms better than the similar transactions with non-related parties, or sell or lease bad assets to the Company;</u></p> <p><u>(5) use the Company's intangible assets for free or under terms better than the similar transactions with non-related parties, or charge high royalties of intangible assets against the Company;</u></p> <p><u>(6) seek for business opportunities for the Company by making use of the status as a large shareholder;</u></p> <p><u>(7) seek for benefits by making use of information or business secrets of the Company that are not made public;</u></p> <p><u>(8) conduct improper related party transactions or obtain improper benefits in other ways.</u></p>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<u>Article 51 Large shareholders shall fully evaluate the necessity and rationality of the related party transactions with the Company, and shall not evade the review of related transactions by concealing the connected relationship, splitting transactions and extending the financing chain by nested transactions. Large shareholders are encouraged to reduce the quantity and scale of related party transactions with the Company, in order to enhance the independence of the Company, and improve the market competitiveness.</u>
(New Section)	<u>Article 52 When conducting major related transactions with the Company, large shareholders and its related parties shall provide relevant materials in accordance with relevant regulations and regulatory requirements, which shall be reported and disclosed by the Company in accordance with relevant regulations.</u>
(New Section)	<u>Article 53 Large shareholders shall provide cooperation for the Company in the dynamic management of related party transactions, promptly summarize the accumulative amount of related party transactions, monitor whether relevant provisions on the concentration ratio of related transactions are satisfied, reflect the overall situation of the related party transactions with the Company on a regular basis, and promptly take measures according to the early warning of the Company.</u>
(New Section)	<u>Article 54 In case large shareholders make private placement of bonds, the Company shall not provide guarantee therefor or make purchase directly or via financial products.</u>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<u>Article 55 Large shareholders shall carefully study and implement relevant regulations and policies of CBIRC, conduct strict self-discipline, practice the principle of integrity, exercise the rights of large shareholders faithfully and shall not impair the legitimate rights and interests of the Company and other stakeholders by making use of the status as a large shareholder.</u>
(New Section)	<u>Article 56 Where CBIRC and its dispatched offices conduct on-site inspection and investigation according to the law, the large shareholder shall provide active cooperation for relevant measures adopted by the regulatory department, and strictly implement the relevant regulatory requirements.</u>
(New Section)	<u>Article 57 Large shareholders shall strictly fulfill the obligation of information submission, formulate and improve internal work procedures, specify the scope, content, approval procedures and department in charge of information submission, and guarantee the submission of prompt, authentic, accurate and complete information without any false records, misleading statements or major omissions.</u>
(New Section)	<u>Article 58 Large shareholders shall provide active cooperation in the reputation risk management of the Company, guide the positive public opinions of the society, and maintain the brand image of the Company.</u> <u>Where large shareholders find any relevant news or information that may have severe impacts on the Company, they shall forthwith notify the Company of relevant items.</u>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<p><u>Article 59 Large shareholders shall strengthen the risk isolation between the Company in which they hold shares and non-licensed financial institutions such as other small-amount loan companies and guarantee companies, and shall not make improper publicity under the name of the Company, confuse products and services of licensed financial institutions with those of non-licensed financial institutions, or enlarge the credit of non-licensed financial institutions for illegal profits.</u></p>
(New Section)	<p><u>Article 60 Large shareholders shall support the formulation and implementation of the medium and long-term capital planning by the Company according to the Company's development strategy, business planning and risk status, promote the consistency between Company's capital demands and capital replenishment capability, and guarantee the Company's capital can continuously satisfy the regulatory requirements.</u></p>
(New Section)	<p><u>Article 61 Large shareholders shall support the continuous capital replenishment via various channels by the Company, optimize the capital structure, and enhance the capability to serve the real economy and resist risks.</u></p> <p><u>Should the Company fail to replenish the capital through other means than capital increase when ordered to do so by CBIRC and its dispatched offices, large shareholders shall fulfill the obligation of capital replenishment, and when they are not capable of capital replenishment or fail to participate in the capital increase, they shall not obstruct other shareholders or investors in capital increase with reasonable schemes.</u></p>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<p data-bbox="809 280 1351 712"><u>Article 62 Large shareholders shall provide support for the Company to adjust the profit distribution policies according to their operation conditions, risk status, capital planning and market environment, and balance the relationship between cash dividends and capital supplement. Under any of the following circumstances, large shareholders shall support the Company to reduce or stop cash dividends:</u></p> <p data-bbox="809 761 1351 836"><u>(1) capital adequacy ratio fails to satisfy the regulatory requirements;</u></p> <p data-bbox="809 885 1351 991"><u>(2) corporate governance evaluation result falls below Grade C or the regulatory rating falls below Level 3;</u></p> <p data-bbox="809 1040 1351 1193"><u>(3) loan loss reserves fall below the regulatory requirements or the non-performing loan ratio is obviously higher than the average industrial standards;</u></p> <p data-bbox="809 1242 1351 1317"><u>(4) the Company has major risk events or severe violations of laws and regulations;</u></p> <p data-bbox="809 1366 1351 1472"><u>(5) other circumstances under which CBIRC and its dispatched offices deem that it is unnecessary to issue dividends.</u></p>
(New Section)	<p data-bbox="809 1493 1351 1964"><u>Article 63 Large shareholders shall make written commitments on relevant responsibilities and obligations in accordance with regulatory regulations, and actively fulfil commitments. Should large shareholders make false commitments or fail to fulfil commitments, CBIRC may arrange talks with the Company, large shareholders and other relevant personnel, and take down records in the equity management misconduct records of the Company.</u></p>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<u>Article 64 Large shareholders shall encourage and support all the shareholders, especially medium and minor shareholders, to carry out proper communication and negotiation on exercising shareholders' rights, and coordinate and cooperate with medium and minor shareholders to exercise legitimate rights such as right of information or right of inquiry in accordance with the law.</u>
(New Section)	<u>Article 65 Large shareholders shall support medium and minor shareholders to obtain effective opportunities to attend and vote at the shareholders' general meetings, and shall not obstruct or instigate the Company to obstruct medium and minor shareholders to attend the shareholders' general meetings, or set up other barriers to medium and minor shareholders to attend shareholders' general meetings.</u>
(New Section)	<u>Article 66 Large shareholders shall focus on the exercise of rights and fulfilment of obligations by other shareholders, and forthwith notify the Company of any impairment of the Company's interests or the legitimate rights and interests of other stakeholders if any. The Company shall promptly take corresponding measures in accordance with laws, rules and provisions of the Articles of Association, and report to CBIRC or its dispatched offices.</u>
Chapter Four Equity Management Responsibilities of the Company	Chapter Four <u>Chapter Five</u> Equity Management Responsibilities of the Company

Original Equity Management Measures	Amended Equity Management Measures
<p>Article 30 The Board of Directors shall assume ultimate responsibility for the equity management affairs. The chairman of the Board of Directors is the first responsible person for handling the equity affairs of the Company. The board secretary shall assist the chairman of the Board of Directors with his/her works, and is directly responsible for handling the equity affairs.</p> <p>The office of the Board of Directors of the Company is the working body for handling the equity affairs of the Company.</p>	<p>Article 30<u>Article 67</u> The Board of Directors <u>shall exercise diligence and</u> assume ultimate responsibility for the equity management affairs. The chairman of the Board of Directors is the first responsible person for handling the equity affairs of the Company. The board secretary shall assist the chairman of the Board of Directors with his/her works, and is directly responsible for handling the equity affairs.</p> <p><u>The chairman of the Board of Directors and the secretary of the Board of Directors of the Company shall perform their duties faithfully, honestly and diligently. Those who fail to fulfill their duties shall bear legal responsibility in accordance with the law.</u></p> <p>The office of the Board of Directors of the Company is the working body for handling the equity affairs of the Company.</p>
<p>Article 31 The Company shall strengthen communication with its shareholders and investors, and be responsible for work including applying for administrative approval relating to equity affairs, reporting of shareholders' information and relevant matters, and submission of materials.</p>	<p>Article 31<u>Article 68</u> <u>The Company shall establish and improve the equity information management system and equity management system, and maintain good records relating to equity information registration, related transaction management, information disclosure and so on.</u></p> <p>The Company shall strengthen communication with its shareholders and investors, and be responsible for work including applying for administrative approval relating to equity affairs, reporting of shareholders' information and relevant matters, and submission of materials.</p>

Original Equity Management Measures	Amended Equity Management Measures
(New Section)	<u>Article 74 The Company shall strengthen the management of equity pledge and release, record the relevant information of the pledge in the member register, and assist shareholders in registering the pledge with the relevant authorities in a timely manner. For further details, please refer to Administrative Measures for the Equity Pledge (Release) of Harbin Bank Co., Ltd.(《哈爾濱銀行股份有限公司股權質押(解押)管理辦法》).</u>
Article 42 The equity may be frozen for three years at the most. In case of any need for extension of the freezing period, the applicant shall renew the freezing prior to the expiry of the freezing period. Each extension shall not exceed three years. In the event of failure to handle renewal procedures within the stipulated period, the freezing will be automatically relieved.	(Delete)
Article 46 The Company conducts profit distribution according to the resolution adopted at the shareholders' general meeting. The profit distribution can be made in the form of stock dividend or cash dividend. After the shareholders' general meeting adopts the resolution of profit distribution, the Company will make an announcement to shareholders via designated media.	(Delete)

Original Equity Management Measures	Amended Equity Management Measures
<p>Article 47 Where the Company distributes the stock dividends, the stock dividends of the natural person shareholder will be directly remitted to the stock account of the natural person shareholder. Institutional shareholders shall go through the stock dividend registration and confirmation procedures at the equity registration and trusteeship institution with the presence of the stock account certificate, valid business license or other registration materials, identity certificate of the legal representative, identity certificate of the agent and official letter of the Company within the period stipulated in the announcement.</p>	<p>Article 47<u>Article 80</u> Where the Company distributes the stock dividends, the stock dividends of the natural person shareholder will be directly remitted to the stock account of the natural person shareholder. Institutional shareholders shall go through the stock dividend registration and confirmation procedures at the equity registration and trusteeship institution with the presence of the stock account certificate, valid business license or other registration materials, identity certificate of the legal representative, identity certificate of the agent and official letter of the Company within the period stipulated in the announcement.</p>
<p>Article 48 Where the Company distributes the cash dividends, natural person shareholders shall go through the stock dividend registration and confirmation procedures at the equity registration and trusteeship institution with the presence of the stock account certificate and valid identity certificate, and institutional shareholders shall go through such procedures with the presence of the stock account certificate, valid business license or other registration materials, identity certificate of the representative, identity certificate of the agent, and bank account within the period stipulated in the announcement.</p>	<p>Article 48 Where the Company distributes the cash dividends, natural person shareholders shall <u>go through the stock dividend collection procedures at the equity registration and trusteeship institution</u> with the presence of the stock account certificate and valid identity certificate, and institutional shareholders shall go through such procedures with the presence of the stock account certificate, valid business license or other registration materials, identity certificate of the representative, identity certificate of the agent, and bank account within the period stipulated in the announcement.</p>
<p>(New Section)</p>	<p><u>Article 88 The Company and its shareholders shall fully disclose relevant information and accept social supervision in accordance with laws, regulations and regulatory requirements.</u></p>

Note: Changes in the numbering of articles due to the amendments to the Equity Management Measures of Harbin Bank Co., Ltd. in this explanatory statement of amendments would not be listed separately as they do not involve any changes in the substantial contents. Meanwhile, “banking and insurance regulatory authority of the State Council” was amended as “banking and insurance regulatory authority of the State Council” herein.

Before the Amendment	After the Amendment
Article 1 Harbin Bank Co., Ltd. (hereinafter referred to as the “Company”) is a joint-stock limited liability company established in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “ <i>Company Law</i> ”) and other relevant laws and administrative regulations of the PRC.	Article 1 Harbin Bank Co., Ltd. (hereinafter referred to as the “Company”) is a joint-stock limited liability company established in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “ <i>Company Law</i> ”) and other relevant laws and administrative regulations of the PRC.
Article 6 The domicile of the Company: No. 160 Shangzhi Street, Daoli District, Harbin City; postal code: 150010; Tel: (86) 0451-86779933; Fax number: (86)0451-86779829.	Article 6 The domicile of the Company: No. 160 Shangzhi Street No. 888 Shangjiang Street , Daoli District, Harbin City; postal code: 150010; Tel: (86) 0451-86779933; Fax number: (86)0451-86779829.
Article 11 The Articles of Association shall be binding upon the Company, its shareholders, directors, supervisors, president and other senior management personnel, all of whom are entitled to claim their rights in relation to the Company’s affairs in accordance with the Articles of Association. 	Article 11 The Articles of Association shall be binding upon the Company, its shareholders, directors, supervisors, president and other senior management personnel, all of whom are entitled to claim their rights in relation to the Company’s affairs in accordance with the Articles of Association.
(New Section)	<u>Article 13 The governing subjects such as shareholders, directors, supervisors and senior management personnel, or relevant personnel of the Company shall not obstruct the normal operation of the corporate governance mechanism by such means as interfering in the normal convening of shareholders’ general meetings, board meetings or supervisor meetings, or impair the Company’s interests.</u>

Before the Amendment	After the Amendment
(New Section)	<u>Article 18</u> When proposing decisions on wages, welfares, safety and labor protection and labor insurance, non-reappointment (or dismissal) of the employees of the Company and other issues involving the vital interests of employees, the Company should listen to the views of the labor union in advance.
<p>Article 30 The Company may, based on its demands of operation and business development and in accordance with the relevant laws and regulations and subject to the resolutions approved by the general meeting as well as approval by the banking and insurance regulatory authority of the State Council, approve an increase of capital in the following ways:</p> <p>.....</p>	<p><u>Article 32</u> Article 30 The Company may, based on its demands of operation and business development and in accordance with the laws, regulations or <u>listing rules of the stock exchanges on which the Company's shares are listed</u> and subject to the resolutions approved by the general meeting as well as approval by the banking and insurance regulatory authority of the State Council, approve an increase of capital in the following ways:</p> <p>.....</p>
<p>Article 31 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital. The Company's reduction of its registered capital shall be approved by the banking and insurance regulatory authority of the State Council and shall follow procedures set out in the <i>Company Law</i>, the <i>Commercial Banking Law</i> and the Articles of Association and other relevant regulations.</p>	<p><u>Article 33</u> Article 31 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital. The Company's reduction of its registered capital shall be approved by the banking and insurance regulatory authority of the State Council and shall follow procedures set out in the <i>Company Law</i>, the <i>Commercial Banking Law</i>, <u>the listing rules of the stock exchanges on which the Company's shares are listed</u>, the Articles of Association and other relevant regulations.</p>

Before the Amendment	After the Amendment
<p>Article 39 Foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange which was fully paid can be transferred freely pursuant to the Articles of Association. However, unless the transfer complies with the following conditions, the Board may refuse to recognise any transfer documents without stating any reasons therefor:</p> <p>(1) any transfer documents and other documents relating to or affecting the title to any shares shall be registered and the fee levied pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited shall be paid to the Company;</p> <p>.....</p>	<p>Article 41 Article 39 Foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange which was fully paid can be transferred freely pursuant to the Articles of Association. However, unless the transfer complies with the following conditions, the Board may refuse to recognise any transfer documents without stating any reasons therefor:</p> <p>(1) any transfer documents and other documents relating to or affecting the title to any shares shall be registered and the fee levied pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited <u>the Listing Rules of the Hong Kong Stock Exchange</u> shall be paid to the Company</p> <p>.....</p>
<p>Article 42 The total capital of the Company held by the transferee and related parties in the share transfer of the Company shall not exceed the maximum statutory limit stipulated by the banking and insurance regulatory authority of the State Council. Acquisition and change of stock rights of the Company shall be implemented in accordance with the banking and insurance regulatory authority of the State Council.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 46 Shares of the Company shall be in registered form.</p> <p>The items specified on the share certificates of the Company shall, in addition to those provided in the <i>Company Law</i>, contain the following items required to be specified by the stock exchange(s) on which the shares of the Company are listed:</p> <p>.....</p> <p>If the share capital of the Company includes shares with no voting right, words of “no voting right” shall be added to the name of such shares. If the equity capital includes shares with different voting rights, words of “restricted voting right” or “limited voting right” shall be added to the name of each category of shares (except for shares with the most preferential voting rights).</p>	<p>Article 47 Article 46 Shares of the Company shall be in registered form.</p> <p>The items specified on the share certificates of the Company shall, in addition to those provided in the <i>Company Law</i>, contain the following items required to be specified by the stock exchange(s) on which the shares of the Company are listed:</p> <p>.....</p> <p>If the share capital of the Company includes shares with no voting right, words of “no voting right” shall be added to the name of such shares. If the equity capital includes shares with different voting rights, words of “restricted voting right” or “limited voting right” shall be added to the name of each category of shares (except for shares with the most preferential voting rights).</p>
<p>Article 49 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of shareholders of overseas-listed foreign shares outside the PRC and appoint overseas agent(s) to manage such register. The original register of holders of H shares shall be maintained in Hong Kong.</p> <p>The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at the Company’s domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of holders of foreign shares listed overseas, the original shall prevail.</p>	<p>Article 50 Article 49 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of shareholders of overseas-listed foreign shares outside the PRC <u>for shareholders’ inspection</u> and appoint overseas agent(s) to manage such register. The original register of holders of H shares shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at the Company’s domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed foreign shares at all times.</p> <p>If there is any inconsistency between the original and the duplicate of the register of holders of foreign shares listed overseas, the original shall prevail.</p>

Before the Amendment	After the Amendment
<p>Article 52 If the relevant laws, administrative regulations, department rules and the listing rules of the stock exchange where the Company’s shares are listed stipulate that registration of change in the H share register of members due to shares transfer prior to the date of a general meeting or the record date set by the Company for the purpose of distribution of dividends shall not be allowed, such provisions shall prevail.</p>	<p><u>Article 53</u> Article 52 If the relevant laws, administrative regulations, department rules and the listing rules of the stock exchange where the Company’s shares are listed stipulate that registration of change in the H share register of members due to shares transfer prior to the date of a general meeting or the record date set by the Company for the purpose of distribution of dividends shall not be allowed, such provisions shall prevail. <u>The aforesaid period when registration of change of the register of shareholders is suspended shall not amount to over 30 days within a year, but another 30 days may be extended upon approval by the shareholders’ general meeting through deliberation. Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the secretary of the Company to the applicant to specify the approval authority and duration of the abovementioned suspension.</u></p>
<p>Article 55 Any shareholder who is registered in, or any person who requests to have his name registered in, the register of shareholders may, if his share certificates (the “original certificates”) are lost, stolen or ruined, apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”).</p> <p>.....</p>	<p><u>Article 56</u> Article 55 Any shareholder who is registered in, or any person who requests to have his name registered in, the register of shareholders may, if his share certificates (the “original certificates”) are lost, stolen or ruined, apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”).</p> <p>.....</p>

Before the Amendment	After the Amendment
Chapter XIII Party Organization (Party Committee)	Chapter V Chapter XIII Party Organization (Party Committee)
<p>Article 306 The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors of the Bank shall be the same person, and a member of the Party Committee shall be designated to assist the secretary to the Party Committee in carrying out Party-building work. By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</p>	<p>Article 59 Article 306 The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors of the Bank shall be the same person, and a deputy secretary or a member of the Party Committee may be designated to assist the secretary to the Party Committee in carrying out Party-building work. <u>The deputy secretary is generally assumed by the president who is a Party member.</u> By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.</p>

Before the Amendment	After the Amendment
<p>Article 308 Significant operation and management matters of the Company shall be decided by the Board of Directors or senior management after study and discussion of the Party Committee; members of the Party committee who also serve as members of the Board of Directors and senior management shall implement the opinions or decisions of the Party organization. Matters that are subject to the study and discussion of the Party committee mainly include:</p> <p>(1) thorough implementation of the decisions and deployments of the Party Central Committee and important measures of national development strategies;</p> <p>(2) the development strategies, medium and long term development plans and important reform proposals of the Company;</p> <p>(3) the establishment of and adjustment to the Company's organizational structure and the formulation and amendment of the Company's important rules and systems;</p> <p>(4) important matters regarding the Company's safe production, maintenance of stability, interests of employees and social responsibilities;</p> <p>.....</p>	<p>Article 61 Article 308 Significant operation and management matters of the Company shall be decided by the Board of Directors or senior management after study and discussion of the Party Committee; members of the Party committee who also serve as members of the Board of Directors and senior management shall implement the opinions or decisions of the Party organization. Matters that are subject to the study and discussion of the Party committee mainly include:</p> <p>(1) thorough implementation of the decisions and deployments of the Party Central Committee and important measures of national development strategies;</p> <p>(2) the development strategies, medium and long term development plans and important reform proposals of the Company;</p> <p>(3) the establishment of and adjustment to the Company's organizational structure and the formulation and amendment of the Company's important rules and systems;</p> <p>(4) important matters regarding the Company's safe production, maintenance of stability, interests of employees and social responsibilities;</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 309 The Party Committee shall fully undertake the responsibility to strengthen Party self-discipline and governance, adhere to govern the Party with strict discipline, build the Party with thoughts and regulate the Party with systems, strength the ideology of regulating the Party, build and improve the accountability system in Party construction, focus on Party building to achieve a responsible and accountable end; the Party committee shall strengthen the building of grassroots Party organization and Party member team, enhance the guarantee basis of grassroots Party building, and fully implement the role of grassroots Party organization as militant bastions and to the role of Party members as vanguard and exemplary.</p>	<p><u>Article 62</u> Article 309 The Party Committee shall <u>focus on the political direction, leading team, basic system, major decisions and Party building,</u> fully undertake the responsibility to strengthen Party self-discipline and governance, adhere to govern the Party with strict discipline, build the Party with thoughts and regulate the Party with systems, strength the ideology of regulating the Party, build and improve the accountability system in Party construction, focus on Party building to achieve a responsible and accountable end; the Party committee shall strengthen the building of grassroots Party organization and Party member team, enhance the guarantee basis of grassroots Party building, and fully implement the role of grassroots Party organization as militant bastions and to the role of Party members as vanguard and exemplary.</p>
<p>Article 311 The Party Committee shall support the Company to abide by laws and regulations of the State, supervision and management system of banking and insurance regulatory authority of the State Council, support and promote the lawful operation of the Company.</p>	<p><u>Article 64</u> Article 311 The Party Committee shall abide by the Articles of Association and safeguard the interests of investors, customers, the Company and employee's legitimate rights and interests.</p> <p><u>The Company shall constantly improve the democratic management system in the basic form of the staff representatives assembly under the leadership of the Party Committee, and listen to employees' opinions when making major decisions. Major issues concerning immediate interests of the employees must be deliberated by the staff representatives assembly to guarantee that staff representatives can participate in the corporate governance in a legal and orderly manner.</u></p>

Before the Amendment	After the Amendment
<p>Article 59 The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(1) the right to receive dividends and benefit distributions in other forms in proportion to the number of shares held;</p> <p>(2) the right to attend or entrust proxy to attend general meetings and to exercise the corresponding voting right thereat;</p> <p>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer shares held by them in accordance with the laws, administrative regulations, rules, the relevant requirements of the securities regulatory authority in the place of listing of the shares of the Company and the provisions of the Articles of Association;</p> <p>(5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>.....</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p>	<p>Article 66 Article 59 The ordinary shareholders of the Company shall be entitled to the following rights:</p> <p>(1) the right to receive dividends and benefit distributions in other forms in proportion to the number of shares held;</p> <p>(2) the right to request, convene, preside over, attend or entrust proxy to attend general meetings in accordance with the law and to deliver speeches and exercise the corresponding voting right thereat;</p> <p>(3) the right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries;</p> <p>(4) the right to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, rules, the relevant requirements of the securities regulatory authority in the place of listing of the shares of the Company and the provisions of the Articles of Association;</p> <p>(5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including:</p> <p>.....</p> <p>(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held;</p>

Before the Amendment	After the Amendment
<p>(7) with respect to shareholders who vote against any resolution on the merger or division of the Company proposed at the general meeting, the right to demand the Company to repurchase the shares held by them; and</p> <p>(8) other rights conferred by laws, administrative regulations, department rules and the Articles of Association.</p> <p>The Company shall not exercise any right against any person who fails to disclose any of his direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.</p>	<p>(7) with respect to shareholders who vote against any resolution on the merger or division of the Company proposed at the general meeting, the right to demand the Company to repurchase the shares held by them; and</p> <p><u>(8) The right to maintain their legitimate rights and interests through civil proceedings or other legal means in accordance with laws and regulations, and report relevant situations to the regulatory authority; and</u></p> <p>(9) (8) other rights conferred by laws, administrative regulations, department rules and the Articles of Association.</p> <p>The Company shall not exercise any right against any person who fails to disclose any of his direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.</p>
<p>Article 63 If Board members and senior management personnel violate laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company and thereby cause damage to the Company, shareholders who independently or jointly hold one percent (1%) or more of the shares of the Company for more than one hundred and eighty (180) days are entitled to apply in writing to the Board of Supervisors to file a suit to the People’s Court; if the Board of Supervisors violates laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company thereby causing damage to the Company, shareholders are entitled to apply in writing to the Board of Directors to file a suit to the People’s Court.</p> <p>.....</p>	<p>Article 70 Article 63 If Board members and senior management personnel violate laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company and thereby cause damage to the Company, shareholders who independently or jointly hold one percent (1%) or more of the shares of the Company for more than one hundred and eighty (180) days are entitled to apply in writing to the Board of Supervisors to file a suit to the People’s Court; if the Board of Supervisors violates laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company thereby causing damage to the Company, the <u>abovementioned</u> shareholders are entitled to apply in writing to the Board of Directors to file a suit to the People’s Court.</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 65 Shareholders of the Company shall perform the following obligations:</p> <p>(1) to abide by laws, administrative regulations, regulatory authorities and the provisions under the Articles of Association;</p> <p>(2) to pay share capital according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to withdraw the shares unless required by the laws and regulations;</p> <p>(4) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company;</p> <p>(5) shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for indemnity according to the law;</p> <p>(6) where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly liable for the debts owed by the Company;</p>	<p><u>Article 72</u> Article 65 Shareholders of the Company shall perform the following obligations:</p> <p>(1) to abide by laws, administrative regulations, regulatory authorities and the provisions under the Articles of Association;</p> <p>(2) to pay share capital according to the number of shares subscribed and the method of subscription;</p> <p>(3) not to withdraw the shares unless required by the laws and regulations;</p> <p>(4) not to abuse their shareholders' rights to harm the interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the interests of any creditor of the Company;</p> <p>(5) shareholders of the Company who abuse their shareholder's rights and thereby cause loss on the Company or other shareholders shall be liable for indemnity according to the law;</p>

Before the Amendment	After the Amendment
<p>(7) the Company, in strict accordance with relevant regulations of the <i>Core Indicators for the Risk Regulation of Commercial Banks, Guidance for the Stress Test of Commercial Banks and Measures on Liquidity Risk Management of Commercial Bank</i> formulated by the banking and insurance regulatory authority of the State Council, defines and determines the state of “liquidity problem” of the Company and carries out the stress test. When liquidity problem of the Company may occur, shareholders who bear loans to the Company shall repay the due or undue loans immediately;</p>	<p>(4) (7) the Company, in strict accordance with relevant regulations of the <i>Core Indicators for the Risk Regulation of Commercial Banks (Trial), Guidance for the Stress Test of Commercial Banks and Measures on Liquidity Risk Management of Commercial Bank</i> formulated by the banking and insurance regulatory authority of the State Council, defines and determines the state of “liquidity problem” of the Company and carries out the stress test. When liquidity problem of the Company may occur, shareholders who bear loans to the Company shall repay the due or undue loans immediately; <u>when the capital adequacy ratio of the Company is lower than the mandatory standard and the supervision requirement of the banking and insurance regulatory authority of the State Council, shareholders shall support measures put forward by the Board of Director to improve the capital adequacy ratio;</u></p> <p>(5) (6) where shareholders of the Company abuse the Company’s position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly liable for the debts owed by the Company;</p> <p>(7) the Company, in strict accordance with relevant regulations of the <i>Core Indicators for the Risk Regulation of Commercial Banks, Guidance for the Stress Test of Commercial Banks and Measures on Liquidity Risk Management of Commercial Bank</i> formulated by the banking and insurance regulatory authority of the State Council, defines and determines the state of “liquidity problem” of the Company and carries out the stress test. When liquidity problem of the Company may occur, shareholders who bear loans to the Company shall repay the due or undue loans immediately;</p>

Before the Amendment	After the Amendment
<p>(8) shareholders shall safeguard interests of the Company. Conditions for credit extension to the shareholders by the company shall not be superior to those for other money lenders of the same kind. If shareholders make use of its status as a shareholder to maliciously hinder the legal business activities of the Company or impair interests of the Company, the Company shall be entitled to file a suit to the People's Court to stop such unlawful acts;</p>	<p>(8) (6) shareholders shall safeguard interests of the Company. Conditions for credit extension to the shareholders by the company shall not be superior to those for other money lenders of the same kind. If shareholders make use of its status as a shareholder to maliciously hinder the legal business activities of the Company or impair interests of the Company, the Company shall be entitled to file a suit to the People's Court to stop such unlawful acts;</p>
<p>(9) when the capital adequacy ratio of the Company is lower than the mandatory standard and the supervision requirement of the banking and insurance regulatory authority of the State Council, shareholders shall support measures put forward by the Board of Director to improve the capital adequacy ratio;</p>	<p>(9) when the capital adequacy ratio of the Company is lower than the mandatory standard and the supervision requirement of the banking and insurance regulatory authority of the State Council, shareholders shall support measures put forward by the Board of Director to improve the capital adequacy ratio;</p>
<p>(10) the relationships between a shareholder and its controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary and other parties shall be clear and transparent; and that of the shareholding ratio of a shareholder and its related party and person acting in concert shall be calculated on a consolidated basis;</p>	<p>(10) the relationships between a shareholder and its controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary and other parties shall be clear and transparent; and that of the shareholding ratio of a shareholder and its related party and person acting in concert shall be calculated on a consolidated basis;</p>

Before the Amendment	After the Amendment
<p>(11) shareholders shall lawfully fulfil the fiduciary duty to the Company, and shall ensure the truthfulness, completeness and validity of the submitted information on shareholder qualification; shareholders shall report to the Board of Directors timely, truly and completely the situations of connected enterprises, the connected relationship with other shareholders, situations of other commercial banks which they hold shares and situations of its related transaction with the Company and other information, and shall timely report to the Board of Directors in case of any changes in the aforesaid information. Material changes in matters such as the legal representatives, name of the Company, registered address and related parties by the legal person shareholder shall be reported to the Board of Director of the Company timely; shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(12) shareholders shall comply with laws and regulations and relevant provisions issued by the banking and insurance regulatory authority of the State Council in respect of related party transactions, and shall not be allowed to conduct inappropriate related party transactions with the Company, or exert its influence on the operation and management of the Company to gain illegitimate benefits;</p>	<p>(7) (H) shareholders shall lawfully fulfil the fiduciary duty to the Company, and shall ensure the truthfulness, completeness and validity of the submitted information on shareholder qualification; shareholders shall report to the Board of Directors <u>the Company</u> timely, truly and completely the situations of connected enterprises, the connected relationship with other shareholders, situations of other commercial banks which they hold shares <u>financial information, shareholding structure, source of contributed funds, controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary, investment in other financial institutions</u>, and situations of its related transaction with the Company and other information, and shall timely report to the Board of Directors in case of any changes in the aforesaid information. Material changes in matters such as the legal representatives, name of the Company, registered address and related parties by the legal person shareholder shall be reported to the Board of Director of the Company timely; shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.; <u>shareholders shall promptly notify the Company of any changes in writing in accordance with laws, regulations and regulatory requirements;</u></p>

Before the Amendment	After the Amendment
<p>(13) for a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of the Company, the banking and insurance regulatory authority of the State Council may restrict or prohibit related party transactions between the Company and the shareholder, restrict the limit of equity held in the Company, and equity pledge ratio, etc., and restrict its right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(14) the shareholders shall fulfill the obligation of capital contribution in strict accordance with the laws and regulations and the provisions issued by the banking and insurance regulatory authority of the State Council; shall not entrust or be entrusted by others to hold the Company's equity. Shareholders shall subscribe shares of the Company with their own funds and ensure the funds are obtained from legal sources, and shall not subscribe shares with entrusted funds, debt funds and other funds not owned by themselves, unless otherwise provided by laws and regulations;</p> <p>(15) if the Company is subject to risk disposal, takeover or other measures taken by the banking and insurance regulatory authority of the State Council or its dispatched offices due to the occurrence of a major risk event or major violation of laws or regulations, shareholders shall actively cooperate with the banking and insurance regulatory authority of the State Council or its dispatched offices to conduct risk disposal or other work;</p>	<p><u>(8) shareholders shall forthwith notify the Company of relevant situations in writing in accordance with laws, regulations and regulatory requirements where they are merged, divided, ordered to suspend business for rectification, have custodians appointed, taken over, revoked or have other measures imposed, or enter into dissolution, bankruptcy or liquidation procedures, or have material changes in the legal representative, name of the Company, premises, business scope and other important matters; shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</u></p> <p><u>(9) shareholders shall abide by laws, regulations and regulatory requirements, and shall not impair the interests of other shareholders and the Company when they transfer or pledge their shares of the Company, or have related party transactions with the Company; shareholders shall forthwith notify the Company of relevant situations in writing in accordance with laws, regulations and regulatory requirements where their shares of the Company are involved in litigations, arbitrations or legal compulsory measures by judicial organs, pledged or the pledge is released;</u></p>

Before the Amendment	After the Amendment
<p>(16) other obligations imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>	<p><u>(10) shareholders and their controlling shareholders and actual controllers shall not abuse shareholders' rights or make use of their connected relationship to impair the legitimate interests of the Company, other shareholders and stakeholders, interfere with the decision making power and the rights of management enjoyed by the Board of Directors and the senior management pursuant to the Articles of Association, bypass the Board of Directors and senior management to interfere directly with the operation and management of the Company; shareholders of the Company who abuse their shareholder's rights and thereby cause losses on the Company or other shareholders shall be liable for indemnity according to the law; should shareholders fail to do so, the Company will take relevant measures to maintain its rights and interests, and report relevant situations to the banking and insurance regulatory authority of the State Council;</u></p> <p><u>(11)</u> (+2) shareholders shall comply with laws and regulations and relevant provisions issued by the banking and insurance regulatory authority of the State Council in respect of related party transactions, and shall not be allowed to conduct inappropriate related party transactions with the Company, or exert its influence on the operation and management of the Company to gain illegitimate benefits;</p> <p><u>(12)</u> (+3) for a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of the Company, the banking and insurance regulatory authority of the State Council may restrict or prohibit related party transactions between the Company and the shareholder, restrict the limit of equity held in the Company, and equity pledge ratio, etc., and restrict its right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p>

Before the Amendment	After the Amendment
	<p>(13) (14) the shareholders shall fulfill the obligation of capital contribution in strict accordance with the laws and regulations and the provisions issued by the banking and insurance regulatory authority of the State Council; <u>the relationships between a shareholder and its controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary and other parties shall be clear and transparent, the shareholding ratio shall be calculated on a consolidated basis, and the shareholding ratio and number of shareholding institutions shall comply with regulatory requirements; shareholders shall not entrust or be entrusted by others to hold the Company's equity shares. Shareholders shall fulfill the obligation of capital contribution in strict accordance with the laws and regulations and the provisions issued by the banking and insurance regulatory authority of the State Council,</u> and subscribe shares of the Company with their own funds and ensure the funds are obtained from legal sources, and shall not subscribe shares with entrusted funds, debt funds and other funds not owned by themselves, unless otherwise provided by laws, regulations <u>or regulatory requirements;</u></p> <p>(14) (15) if the Company is subject to risk disposal, takeover or other measures taken by the banking and insurance regulatory authority of the State Council or its dispatched offices due to the occurrence of a major risk event or major violation of laws or regulations, shareholders shall actively cooperate with the banking and insurance regulatory authority of the State Council or its dispatched offices to conduct <u>on-site inspection, investigation,</u> risk disposal or other work, <u>strictly implement relevant regulatory measures and requirements, proactively maintain the stable operation of the Company, and bear the shareholders' responsibilities and obligations in accordance with the law;</u></p>

Before the Amendment	After the Amendment
	<p>(15) (16)–other obligations of shareholders imposed by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.</p>
<p>Article 66 Where a shareholder pledges his equity interests in the Company, he shall comply with the following provisions:</p> <p>.....</p> <p>(5) Where the number of shares of the Company pledged by a shareholder reaches or exceeds 50% of the shares held by such shareholder in the Company, its voting rights at the general meeting of shareholders and the voting rights of its dispatched directors at the meetings of the board of directors will be restricted.</p>	<p>Article 73 Article 66–Where a shareholder pledges his equity interests in the Company, he shall comply with the following provisions:</p> <p>.....</p> <p>(5) Where the number of shares of the Company pledged by a shareholder reaches or exceeds 50% of the shares held by such shareholder in the Company, its voting rights at the general meeting of shareholders and the voting rights of its dispatched/nominated directors at the meetings of the board of directors will be restricted.</p>

Before the Amendment	After the Amendment
<p>Article 67 The controlling shareholder and the actual controller shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated this provision and caused damage to the Company, they shall bear the liability for such damages.</p> <p>.....</p>	<p><u>Article 74</u> Article 67—The controlling shareholder and the actual controller shall not use their connected relationship to act in detriment to the interests of the Company. If they have violated this provision and caused damage to the Company, they shall bear the liability for such damages.</p> <p><u>The controlling shareholders, the actual controllers and related parties of the Company shall not interfere with the normal appointment procedures of the senior management, or bypass the Board of Directors to directly appoint or dismiss the senior management.</u></p> <p>The controlling shareholder and the actual controller of the Company shall have fiduciary duties towards the Company and public shareholders of the company. The controlling shareholder shall exercise its rights as a contributor in strict compliance with the laws. The controlling shareholder shall not do harm to the legitimate interests of the Company and public shareholders of the company through means such as profit distribution, asset restructuring, overseas investment, possession of capital and lending guarantees and shall not make use of its controlling status against the interests of the Company and public shareholders of the company.</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 69 The term “controlling shareholder” referred to in the preceding Article means a person who satisfies any one of the following conditions:</p> <p>(1) a person who, acting alone or in concert with others, has the right to elect more than half of the Board members;</p> <p>(2) a person who, acting alone or in concert with others, has the right to exercise or to control the exercise of 30% or more of the voting rights in the Company;</p> <p>(3) a person who, acting alone or in concert with others, holds 30% or more of the issued and outstanding shares of the Company; and</p> <p>(4) a person who, acting alone or in concert with others, has real control of the Company in any other way.</p>	<p>(Delete)</p>
<p>(New Section)</p>	<p><u>Article 76 The Company supports the establishment of the communication and negotiation mechanism between shareholders, and encourages the proper communication and negotiation between shareholders on exercising rights.</u></p> <p><u>The Company shall establish a smooth and effective communication mechanism with shareholders, fairly treat all the shareholders, and guarantee the right of information, participation in decision-making and supervision of shareholders, especially medium and minor shareholders, concerning major issues of the Company.</u></p> <p><u>Large shareholders shall encourage and support all the shareholders, especially medium and minor shareholders, to carry out proper communication and negotiation on exercising shareholders’ rights, and coordinate and cooperate with medium and minor shareholders to exercise legitimate rights such as right of information or right of inquiry in accordance with the law.</u></p>

Before the Amendment	After the Amendment
Section II Major Shareholder	Section II Major Shareholder <u>Management of Large Shareholders and Major Shareholders</u>
<p>Article 70 Major shareholders of the Company are those who hold or control 5% or more of the shares or voting rights of the Company, or hold less than 5% of the total capital or total shares of the Company but have a significant impact on the operation and management of the Company.</p> <p>The aforementioned “significant impact” shall include, but is not limited to, dispatching directors, supervisors or senior management personnel to the Company, exerting an impact on the financial and operation management decision-making of the Company by way of agreement or through other means, and other circumstances as determined by banking and insurance regulatory of the State Council or its dispatched offices.</p>	<p><u>Article 77</u> Article 70 Major shareholders of the Company are those who hold or control 5% or more of the shares or voting rights of the Company, or hold less than 5% of the total capital or total shares of the Company but have a significant impact on the operation and management of the Company.</p> <p>The aforementioned “significant impact” shall include, but is not limited to, <u>nominating or</u> dispatching directors, supervisors or senior management personnel to the Company, exerting an impact on the financial and operation management decision-making of the Company by way of agreement or through other means, and other circumstances as determined by banking and insurance regulatory of the State Council or its dispatched offices.</p>
(New Section)	<p><u>Article 79 Large shareholders of the Company refer to those who satisfy any of the following conditions:</u></p> <p>(1) holding 10% or more of the shares of the Company;</p> <p>(2) actually holding the most shares of the Company with the shareholding ratio no less than 5% (including shareholders with the same number of shares of the Company they hold);</p> <p>(3) nominating more than two directors;</p> <p>(4) having controlling influence on the operation and management of the Company in the opinion of the Board of Directors;</p>

Before the Amendment	After the Amendment
	<p>(5) other circumstances recognized by the banking and insurance regulatory authority of the State Council.</p> <p><u>The shareholding ratio of a shareholder and its related party and person acting in concert shall be calculated on a consolidated basis. Relevant shareholders with the total shareholding ratio satisfying the above requirements will be under management as large shareholders.</u></p>
(New Section)	<p><u>Article 80 Large shareholders shall support the establishment of an independent and sound corporate governance structure with effective balance in the Company, and encourage the organic integration of the Party leadership and corporate governance.</u></p>
(New Section)	<p><u>Article 81 Large shareholders shall fully understand the industry attributes, risk features and prudent operation rules of the banking industry, as well as the rights and obligations of large shareholders, proactively maintain the stable operation of the Company and stability of the financial market, protect consumers' rights and interests, support the Company to provide better service for the real economy, prevent and control financial risks.</u></p>

Before the Amendment	After the Amendment
<p>Article 72 When major shareholders subscribe shares of the Company, they shall make a written commitment to comply with laws and regulations, regulatory requirements and the Articles of Association, and shall explain their purpose of subscribing shares of the Company. Major shareholders shall report the following information to the Company in a timely, accurate and complete manner:</p> <p>(1) Their own operating status, financial information and shareholding structure;</p> <p>(2) The sources of their funds used to subscribe shares of the Company;</p> <p>(3) Their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries and any changes therein;</p> <p>(4) Litigation preservation measures taken against, or enforcement carried out on, the shares of the Company held by them;</p> <p>(5) Any of their shares of the Company that is pledged or the pledge being released;</p> <p>(6) Any change in their names;</p> <p>(7) Any mergers and spin-offs;</p> <p>(8) They are ordered to suspend business for rectification, have had custodians appointed, were taken over or revoked or have other regulatory measures imposed, or enter into dissolution, bankruptcy or liquidation procedures;</p>	<p>Article 82 Article 72 When large shareholders and major shareholders subscribe shares of the Company, they shall make a written commitment to comply with laws and regulations, regulatory requirements and the Articles of Association, explain their purpose of subscribing shares of the Company and proactively fulfill their commitments.</p> <p>Large shareholders and major shareholders shall report the following information to the Company in a timely, authenticate, accurate and complete manner:</p> <p>(1) Their own operating status, financial information and shareholding structure;</p> <p>(2) The sources of their funds used to subscribe shares of the Company; large shareholders shall also provide active cooperation in the examination of sources of funds by the banking and insurance regulatory authority of the State Council and the Company;</p> <p>(3) Their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries and any changes therein;</p> <p>(4) Information related to investments in other financial institutions;</p> <p>(5) (4) Litigation, arbitration or preservation measures taken against, or enforcement compulsory measures carried out by judicial organs on, the shares of the Company held by them;</p>

Before the Amendment	After the Amendment
<p>(9) Any other circumstances that may affect changes in the qualifications of shareholders or cause changes in the shares of the Company held by them.</p>	<p>(6) (5) Any information of their shares of the Company that is pledged or the pledge being released;</p> <p>(7) (6) Any change in their names;</p> <p>(8) (7) Any mergers and spin-offs;</p> <p>(9) (8) They are ordered to suspend business for rectification, have had custodians appointed, were taken over or revoked or have other regulatory measures imposed, or enter into dissolution, bankruptcy or liquidation procedures;</p> <p>(10) Changes in the legal representative, name of company, premises, business scope and other materials changes;</p> <p>(11) (9) Any other circumstances that may affect changes in the qualifications of shareholders or cause changes in the shares of the Company held by them.</p>
<p>(New Section)</p>	<p><u>Article 83 Large shareholders of the Company shall strengthen the capital restriction, maintain moderate level of leverage, and make scientific layout on the investment in banking and insurance institutions, in order to guarantee that the investment behavior matches its capital scale, continuous capital contribution capability and operation and management level. The amount of investment in banking and insurance institutions shall comply with relevant regulatory requirements.</u></p>

Before the Amendment	After the Amendment
<p>Article 73 Major shareholders shall make a long-term commitment of capital replenishment to the Company in written form, which shall be treated as a part of the capital planning of the Company; major shareholders shall supply additional capital to the Company when necessary, and shall make report on their capacity of capital replenishment annually through the Company to the banking and insurance regulatory authority of the State Council or its dispatched offices.</p>	<p><u>Article 84</u> Article 73 <u>Large shareholders</u> and major shareholders shall make a long-term commitment of capital replenishment to the Company in written form, which shall be treated as a part of the capital planning of the Company; major shareholders shall supply additional capital to the Company when necessary, and shall make report on their capacity of capital replenishment annually through the Company to the banking and insurance regulatory authority of the State Council or its dispatched offices.</p>
<p>Article 74 A major shareholder shall state its shareholding structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder.</p> <p>A major shareholder shall disclose the information on its related parties to the Board of Directors in a complete, timely and accurate manner, and undertake to report any changes in such related relationship to the Board of Directors.</p>	<p><u>Article 85</u> Article 74 <u>Large shareholders</u> and A major shareholders shall state its shareholding structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder, <u>in order to guarantee that the equity relationship is authentic and transparent, and prohibit any illegal behavior such as hiding actual controllers, concealing connected relationship, holding equity on a commission basis and making agreements in private.</u></p> <p><u>Large shareholders and</u> A—major shareholders shall disclose the information on its related parties to the Board of Directors in a complete, timely and accurate manner, and undertake to report any changes in such related relationship to the Board of Directors.</p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 86 Director indirect cross-shareholding between large shareholders and the Company is prohibited, unless otherwise stipulated by the State Council.</u></p> <p><u>Where large shareholders invest in institutions such as private equity, they shall disclose their corporate governance and voting policies of the Company to the ultimate beneficiary of the shares of the Company held by them and the Company, including relevant procedures for deciding upon the use of voting right.</u></p>
<p>Article 75 Major shareholders shall not transfer any equity they hold within five years from the date of obtaining the equity of the Company.</p> <p>As to equity transfer as a result of risk disposal measures approved by the banking and insurance regulatory authority of the State Council or its dispatched offices, or ordered by the banking and insurance regulatory authority of the State Council or its dispatched offices, or involving judicial enforcement, or made between different entities controlled by the same investor, or under any other particular circumstance, the provisions of the preceding paragraph shall not apply.</p>	<p><u>Article 87</u> Article 75 <u>Large shareholders and</u> major shareholders shall not transfer any equity they hold within five years from the date of obtaining the equity of the Company.</p> <p><u>Large shareholders shall focus on long-term investment and value investment rather than speculation or cashing; they shall maintain the relevant stability of the Company's equity structure, and shall not transfer the shares of the Company held by them actually or in any disguised form within the period when equity transfer is limited.</u></p> <p>As to equity transfer as a result of risk disposal measures approved by the banking and insurance regulatory authority of the State Council or its dispatched offices, or ordered by the banking and insurance regulatory authority of the State Council or its dispatched offices, or involving judicial enforcement, or made between different entities controlled by the same investor, or under any other particular circumstance, the provisions of the preceding paragraph shall not apply.</p>

Before the Amendment	After the Amendment
<p>Article 76 Shareholders, especially the major shareholders of the Company, shall exercise their rights and fulfill their obligations as capital contributors in strict accordance with laws, regulations, regulatory requirements and the Articles of Association, and shall not make improper gains, abuse shareholders' rights or utilize their influence to interfere with the decision making power and the rights of management enjoyed by the Board of Directors and the senior management pursuant to the Articles of Association, bypass the Board of Directors and senior management to interfere directly with or utilize their influence to interfere with the operation and management of the Company, conduct tunneling, or damage the legitimate rights and interests of any depositor, the Company or any other shareholder in any other forms.</p>	<p><u>Article 88</u> Article 76 Shareholders, especially the major shareholders of the Company, shall <u>Large shareholders, major shareholders and the controlling shareholders and actual controllers of the aforesaid entities shall properly exercise their shareholders' rights through corporate governance procedures, maintain the independent operation of the Company, fulfill shareholders' obligations stipulated in the Article 72 of the Articles of Association. Improper intervention or limitation on the Company is strictly prohibited unless otherwise stipulated by laws and regulations or recognized by CBIRC. Specific requirements are as follows:</u></p> <p>(1) exercise their rights and fulfill their obligations as capital contributors in strict accordance with laws, regulations, regulatory requirements and the Articles of Association, <u>participate in the corporate governance in a diligent, legal and effective manner;</u> and shall not make improper gains, abuse shareholders' rights or utilize their influence to interfere with the decision making power and the rights of management enjoyed by the Board of Directors and the senior management pursuant to the Articles of Association, bypass the Board of Directors and senior management to interfere directly with or utilize their influence to interfere with the operation and management of the Company, conduct tunneling, or damage the legitimate rights and interests of any depositor, the Company or any other shareholder in any other forms;</p>

Before the Amendment	After the Amendment
	<p><u>(2) support the formulation and implementation of the medium and long-term capital planning by the Company according to the Company's development strategy, business planning and risk status, promote the consistency between Company's capital demands and capital replenishment capability, and guarantee the Company's capital can continuously satisfy the regulatory requirements;</u></p> <p><u>(3) support the continuous capital replenishment via various channels by the Company, optimize the capital structure, and enhance the capability to serve the real economy and resist risks; should the Company fail to replenish the capital through other means than capital increase when ordered to do so by CBIRC and its dispatched offices, large shareholders shall fulfill the obligation of capital replenishment, and when they are not capable of capital replenishment or fail to participate in the capital increase, they shall not obstruct other shareholders or investors in capital increase with reasonable schemes;</u></p> <p><u>(4) not establish prior approval procedures of resolutions of the shareholders' general meetings and board meetings;</u></p> <p><u>(5) not intervene in the performance evaluation on the directors, supervisors and other staff of the Company;</u></p>

Before the Amendment	After the Amendment
	<p><u>(6) not interfere in the financial and accounting activities of the Company such as financial accounting, funds allocation, asset management and expense management;</u></p> <p><u>(7) not issue operation plans or orders to the Company;</u></p> <p><u>(8) not ask the Company to grant loans or provide guarantee in violation of requirements;</u></p> <p><u>(9) not impair the legitimate rights and interests of financial consumers, the Company and other shareholders by any other means, or intervene in the Company's independent operation by other means.</u></p>
(New Section)	<p><u>Article 89 Large shareholders shall prudently exercise the right to nominate the Company's directors, in order to guarantee the nominated candidate complies with relevant regulatory requirements. Large shareholders are encouraged to select the candidates for directors in marketized ways to constantly enhance the professional level of directors.</u></p> <p><u>Large shareholders shall strengthen supervision on the performance of directors and supervisors nominated by them, and make prompt adjustments on the staff who fail to perform their duties effectively in accordance with laws, regulations, provisions of the Articles of Association and regulatory requirements.</u></p>

Before the Amendment	After the Amendment
<p>Article 77 A major shareholder shall establish an effective risk isolation mechanism to prevent risk contagion and transfer among shareholders, the Company and other related parties.</p>	<p>Article 90 Article 77 A major shareholder shall establish an effective risk isolation mechanism to prevent risk contagion and transfer among shareholders, the Company and other related parties.</p> <p><u>Large shareholders shall not provide their shares of the Company to people other than themselves and related parties for guarantee, hold the shares on a commission basis in the form of equity pledge, hold shares through connected relationship in violation of regulations or transfer shares in a disguised form.</u></p> <p><u>The Company shall persist in independent operation, establish an effective risk isolation mechanism, and take prudent measures on equity isolation, assets, debts, management, finance, business and personnel, in order to realize respective and independent accounting and risk bearing with large shareholders, and effectively prevent interest conflicts and risk infection. The provisions of the banking and insurance regulatory authority of the State Council if any shall prevail.</u></p>
<p>Article 79 The credit balance granted by the Company to a major shareholder or its controlling shareholder, actual controller, related party, person acting in concert, or ultimate beneficiary as a single entity and a related party of the Company shall not exceed 10% of the net capital of the Company. The total credit balance granted by the Company to a single major shareholder and its controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 15% of the net capital of the Company. The total credit balance granted by the Company to a single group client, to whom a related party legal person or any other organization belongs, shall not exceed 15% of the net capital of the Company. The credit balance granted to all related parties shall not exceed 50% of the net capital of the Company.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>The credit granted as mentioned in the preceding paragraph includes loans (including trade financing), bill acceptance and discounts, overdrafts, bond investments, investments by specific purpose vehicles, issuance of letters of credit, factoring, guarantees, loan commitments, and other services of which credit risks are substantially borne by the Company or wealth management products issued by the Company. The Company shall confirm the identity of ultimate debtor according to the penetration principle. When calculating the credit balance in the preceding paragraph, the Company may deduct the amount of the deposits as security and the certificates of bank deposits and treasury bonds as pledge provided by the related parties at the time of granting credit.</p> <p>Where the Company's major shareholder or its controlling shareholder, actual controller, related party, person acting in concert, or ultimate beneficiary, among others, is a financial institution, the Company shall, when conducting interbank business with it, comply with laws and regulations and the relevant requirements of relevant regulatory departments on the interbank business. The Company shall regard the major shareholders and its controlling shareholders, actual controllers, related parties, persons acting in concert, and ultimate beneficiaries as its own related parties for management according to the penetration principle.</p>	

Before the Amendment	After the Amendment
<p>Article 82 The Company shall establish and improve an equity information management system and equity management rules, and effectively conduct equity information registration, management of related party transactions, information disclosure and other works.</p> <p>The Company shall strengthen communication with its shareholders and investors, and be responsible for work including applying for administrative approval relating to equity affairs, reporting of shareholders' information and relevant matters, and submission of materials.</p>	<p>Article 93 Article 82 The Company shall establish and improve an equity information management system and equity management rules, and effectively conduct equity information registration, management of related party transactions, information disclosure and other works.</p> <p>The Company shall strengthen communication with its shareholders and investors, and be responsible for work including applying for administrative approval relating to equity affairs, reporting of shareholders' information and relevant matters, and submission of materials.</p> <p><u>The Company shall strengthen the management of equity and related party transactions, focus on the behavior of large shareholders, take prompt measures to prevent the further aggravation where large shareholders and their actual controllers are found to have illegal behavior related to the Company, and forthwith report to the CBIRC or its dispatched offices.</u></p>

Before the Amendment	After the Amendment
<p>Article 85 Where the Company's shareholder or its controlling shareholder, actual controller, related party, person acting in concert or ultimate beneficiary, among others, falls under any of the following circumstances, and causes the Company's violation of the rules for prudential operations, the CBIRC or its dispatched offices may, in accordance with the provision of Article 37 of the Banking Supervision Law of the People's Republic of China, order the controlling shareholder of the Company to transfer equity, and restrict the relevant rights of the said shareholder of the Company to participate in the operation management, including the right to request convening of a general meeting of shareholders, voting right, right of nomination, right of submitting proposals, and right of disposition, etc.:</p>	<p>Article 96 Article 85 Where the Company's shareholder or its controlling shareholder, actual controller, related party, person acting in concert or ultimate beneficiary, among others, falls under any of the following circumstances, and causes the Company's violation of the rules for prudential operations, the CBIRC or its dispatched offices may, in accordance with the provision of Article 37 of the Banking Supervision Law of the People's Republic of China, order the controlling shareholder of the Company to transfer equity, and restrict the relevant rights of the said shareholder of the Company to participate in the operation management, including the right to request convening of a general meeting of shareholders, voting right, right of nomination, right of submitting proposals, and right of disposition, etc.:</p>
<p>(New Section)</p>	<p>Article 98 <u>The Board of Directors shall evaluate the qualification, financial status, shares held, related party transactions of previous year, exercise of shareholders' rights, fulfillment of responsibilities, obligations and commitments, implementation of the Articles of Association and agreements, and observation of laws, regulations and regulatory requirements at least once a year, make notifications at the shareholders' general meeting or in writing, and copy to the banking and insurance regulatory authority of the State Council.</u></p> <p><u>During the aforesaid evaluation, the Company may carry out simultaneous evaluation on other shareholders that shall be evaluated in accordance with relevant regulatory requirements, and relevant evaluation reports may be submitted to the banking and insurance regulatory authority of the State Council together.</u></p>

Before the Amendment	After the Amendment
<p>Article 88 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers according to law:</p> <p>(1) determining the Company's business policies and investment plans;</p> <p>(2) electing and replacing directors, and determining matters concerning remunerations to directors;</p> <p>(3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors;</p> <p>(4) examining and approving reports of the Board of directors;</p> <p>(5) examining and approving reports of the Board of supervisors;</p> <p>(6) examining and approving the Company's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Company's profit distribution plans and losses making up plans;</p> <p>(8) adopting resolutions concerning the increase or decrease of the Company's registered capital;</p> <p>(9) adopting resolutions on issuing bonds of the Company;</p>	<p><u>Article 99</u> Article 88 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers according to law <u>within the scope stipulated by laws, regulations and the provisions of the Articles of Association:</u></p> <p>(1) determining the Company's business policies and investment plans;</p> <p>(2) electing and replacing directors, and determining matters concerning remunerations to directors;</p> <p>(3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors;</p> <p>(4) examining and approving reports of the Board of directors;</p> <p>(5) examining and approving reports of the Board of supervisors;</p> <p>(6) examining and approving the Company's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Company's profit distribution plans and losses making up plans;</p> <p>(8) adopting resolutions concerning the increase or decrease of the Company's registered capital;</p>

Before the Amendment	After the Amendment
<p>(10) make resolution on merger, division, dissolution and liquidation or form change of the Company;</p> <p>(11) modifying the Articles of Association;</p> <p>(12) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm;</p> <p>(13) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Company's stocks are listed for trading as well as the Company's Articles of Association and other internal system rules;(14) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Company individually or jointly;</p> <p>(15) examining and approving changes in use of the raised capital;</p> <p>(16) examining and approving equity incentive plans; and</p>	<p>(9) adopting resolutions on issuing bonds of the Company;</p> <p><u>(10) adopting resolutions on the listing of the Company;</u></p> <p><u>(11) (10)—adopting resolutions on merger, division, dissolution and liquidation or form change of the Company;</u></p> <p><u>(12) adopting resolutions on the acquisition of the Company's shares that shall be submitted to the shareholders' general meeting in accordance with the law and provisions of the securities regulatory authority of the place in which the Company's shares are listed;</u></p> <p><u>(13) (11)—modifying the Articles of Association;</u></p> <p><u>(14) (12) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm <u>which offers regular legal audits on the financial reports of the Company;</u></u></p> <p><u>(15) (13) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Company's stocks are listed for trading as well as the Company's Articles of Association and other internal system rules;</u></p>

Before the Amendment	After the Amendment
<p>(17) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Company's stocks are listed for trading, the Articles of Association, and the Company's other internal rules.</p>	<p>(16) (14) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Company individually or jointly;</p> <p>(17) (15) examining and approving changes in use of the raised capital;</p> <p>(18) (16) examining and approving equity incentive plans and schemes; and</p> <p><u>(19) examining and approving the rules of procedures of the shareholders' general meetings, board meetings and supervisors' meetings;</u></p> <p>(20) (17) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Company's stocks are listed for trading, the Articles of Association, and the Company's other internal rules.</p> <p><u>The powers of the shareholders' general meeting stipulated in the Articles of Association shall not be granted to the Board of Directors, other institutions or individuals.</u></p>
<p>Article 90 The shareholders' general meeting consists of the annual meeting and temporary meetings. The annual meeting shall be held once every year within six (6) months upon conclusion of the previous fiscal year.</p>	<p>Article 101 Article 90 The shareholders' general meeting consists of the annual meeting and temporary meetings. The annual meeting shall be held once every year within six (6) months upon conclusion of the previous every fiscal year.</p>

Before the Amendment	After the Amendment
<p>Article 91 The Company shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:</p> <p>(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;</p> <p>(2) The Company's loss not made up reaches one third (1/3) of the total paid-in equity;</p> <p>(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Company individually or jointly held;</p> <p>(4) The Board of directors deems it as necessary;</p> <p>(5) The Board of supervisors proposes to convene; and</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association.</p> <p>The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.</p>	<p>Article 102 Article 91 The Company shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:</p> <p>(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;</p> <p>(2) The Company's loss not made up reaches one third (1/3) of the total paid-in equity;</p> <p>(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Company individually or jointly held;</p> <p>(4) The Board of directors deems it as necessary;</p> <p>(5) The Board of supervisors proposes to convene; and</p> <p><u>(6) More than half (1/2) and no less than two independent directors propose to convene; and</u></p> <p>(7) (6) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association.</p> <p>The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.</p>

Before the Amendment	After the Amendment
(New Section)	<u>Article 103 Should the annual general meeting or extraordinary general meeting fail to be convened within the period stipulated by laws, regulations, regulatory requirements and the provisions of the Articles of Association, the Company shall make a report and explain reasons to the banking and insurance regulatory authority of the State Council.</u>
<p>Article 92 The location for the Company to convene a shareholders' general meeting shall be the Company's domicile or other places specified in the notice of the shareholders' general meeting.</p> <p>The shareholders' general meeting will set up an assembly room and be held in the form of live meeting. The Company may also provide network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p>	<p><u>Article 104</u> Article 92 The location for the Company to convene a shareholders' general meeting shall be the Company's domicile or other places specified in the notice of the shareholders' general meeting.</p> <p>The shareholders' general meeting will set up an assembly room and be held in the form of <u>by way of</u> live meeting. The Company may also provide <u>safe, economical and convenient</u> network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p>

Before the Amendment	After the Amendment
<p>Article 93 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders.</p> <p>The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene a shareholders' general meeting, it shall explain the reasons and make a public notice.</p>	<p>Article 105 Article 93 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders.</p> <p>The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene a shareholders' general meeting, it shall explain the reasons and make a public notice.</p>

Before the Amendment	After the Amendment
<p>Article 95 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting of shareholders or a classified shareholder meeting:</p> <p>.....</p> <p>(3) Where the board of directors does not agree to hold an extraordinary general meeting of shareholders or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the board of supervisors to hold an extraordinary general meeting of shareholders, and shall put forward the request to the board of supervisors in written form;</p> <p>.....</p>	<p>Article 108 Article 95 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting of shareholders or a classified shareholder meeting:</p> <p>.....</p> <p>(3) Where the board of directors does not agree to hold an extraordinary general meeting of shareholders or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the board of supervisors to hold an extraordinary general meeting of shareholders <u>or classified shareholders' meeting</u>, and shall put forward the request to the board of supervisors in written form;</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 96 Where the board of supervisors or shareholders decide to convene the shareholders' general meeting on its/their own initiative, it/they shall send out a written notice to the board of directors, and shall put on the records of the dispatched office of the securities regulatory authority of the State Council at the locality of the Company, the banking and insurance regulatory authority of the State Council and the Stock Exchange where the Company's stocks are listed for trading.</p> <p>Before the resolution of the shareholders' general meeting is announced, the proportion of shares held by the summoning shareholders shall be no less than ten percent (10%).</p> <p>The shareholders that convene the meeting shall, when sending out a notice on meeting and circulating an announcement on the resolution of the shareholders' general meeting, submit the relevant certification materials to the securities regulatory authority of the State Council at the locality of the Company and the Stock Exchange where the Company's stocks are listed for trading.</p>	(Delete)
<p>Article 99 The contents of a proposal shall be within the duty of the shareholders' general meeting, have definite topics and specific matters for resolution, and shall be in line with the laws, administrative regulations and the Articles of Association. The proposal shall be submitted or delivered to the board of directors by written form.</p>	(Delete)

Before the Amendment	After the Amendment
<p>Article 100 Where the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward a proposal to the Company.</p> <p>The shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward an interim proposal and submit it to the convener in written form within ten (10) days before the meeting is held. The convener shall issue a supplementary notice on the meeting and announce the contents of the interim proposal within two (2) days upon receipt of the aforesaid proposal. If the listing rules state otherwise where the Company's stocks are listed, the contents shall meet the rules as well.</p> <p>Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.</p> <p>The shareholders' general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting of shareholders or that is inconsistent with Article 99 of the Articles of Association.</p>	<p>Article 111 Article 100 Where the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward a proposal to the Company.</p> <p>The shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward an interim proposal and submit it to the convener Board of Directors in written form within ten (10) days before the meeting is held. The convener Board of Directors shall issue a supplementary notice on the meeting and announce the contents of the interim proposal notify other shareholders and submit the proposal to the shareholders' general meeting for deliberation within two (2) days upon receipt of the aforesaid proposal. The contents of a proposal shall be within the duty of the shareholders' general meeting, have definite topics and specific matters for resolution. If the listing rules state otherwise where the Company's stocks are listed, the contents shall meet the rules as well.</p> <p>Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.</p> <p>The shareholders' general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting of shareholders or that is inconsistent with Article 99 of the Articles of Association.</p>

Before the Amendment	After the Amendment
<p>Article 101 Where the Company shall convene a shareholders' general meeting, the convener shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location twenty (20) days before the annual general meeting (excluding the date of the meeting), or fifteen (15) days before the extraordinary general meeting (excluding the date of the meeting). If the listing rules of the stock exchange where the Company's shares are listed have other provisions, the longer notice period shall prevail.</p>	<p>Article 112 Article 101 Where the Company shall convene a shareholders' general meeting, the convener shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location twenty (20) days before the annual general meeting (excluding the date of the meeting), or fifteen (15) days before the extraordinary general meeting (excluding the date of the meeting). If the listing rules of the stock exchange where the Company's shares are listed have other provisions, the longer notice period shall prevail.</p> <p><u>The Company shall notify the banking and insurance regulatory authority of the State Council at least three working days before the shareholders' general meeting is convened. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.</u></p>
<p>Article 110 A shareholder shall entrust the proxy in writing, which shall be signed by the entrusting party or by the proxy entrusted by the entrusting party in writing; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by its directors or the proxy officially appointed by the shareholder.</p>	<p>Article 121 Article 110 A shareholder shall entrust the proxy in writing, which shall be signed by the entrusting party or by the proxy entrusted by the entrusting party in writing; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by its directors or the proxy officially appointed by the shareholder.</p> <p><u>Large shareholders may entrust the proxy to attend the shareholders' general meeting, and such proxy can only be a shareholder and his related party, person acting in concert, nominated director and supervisor. Large shareholders shall not attend the shareholders' general meeting as entrusted by non-related parties or persons acting in concert.</u></p>

Before the Amendment	After the Amendment
<p>Article 111 A shareholder shall attend the meeting upon the strength of his/her ID card or other valid certificates or proof or stock account certificate that can prove his/her identity; a proxy who attends the meeting entrusted by a shareholder shall show his/her valid ID card and the letter of attorney issued by the shareholder.</p> <p>Institutional shareholders should assign his/her legal representative or a proxy authorised by the legal representative to attend the meeting. Where a legal representative attends the meeting, he/she should show the ID card, and a valid certification to prove the qualification of the legal representative; where an entrusted proxy attends the meeting, the proxy should show his/her ID card, a written letter of attorney issued by the legal representative of the institutional shareholder unit in accordance with the laws.</p>	<p>Article 122 Article 111 A shareholder shall attend the meeting upon the strength of his/her ID card or other valid certificates or proof or støek stock account certificate that can prove his/her identity; a proxy who attends the meeting entrusted by a shareholder shall show his/her valid ID card and the letter of attorney issued by the shareholder.</p> <p>Institutional shareholders should assign his/her legal representative or a proxy authorised by the legal representative to attend the meeting. Where a legal representative attends the meeting, he/she should show the ID card, and a valid certification to prove the qualification of the legal representative; where an entrusted proxy attends the meeting, the proxy should show his/her ID card, a written letter of attorney issued by the legal representative of the institutional shareholder unit in accordance with the laws.</p>
(New Section)	<p><u>Article 126 Large shareholders shall support medium and minor shareholders to obtain effective opportunities to attend and vote at the shareholders' general meetings, and shall not obstruct or instigate the Company to obstruct medium and minor shareholders to attend the shareholders' general meetings, or set up other barriers to medium and minor shareholders to attend shareholders' general meetings.</u></p>
<p>Article 115 When a shareholders' general meeting is held, all the directors and supervisors and the secretary of the Board of Directors shall attend the meeting, and the president and other senior management personnel shall attend the meeting as nonvoting delegates.</p>	<p>Article 127 Article 115 When a shareholders' general meeting is held, all the directors and supervisors and the secretary of the Board of Directors shall attend the meeting, and the president and other senior management personnel shall attend the meeting as nonvoting delegates.</p> <p><u>The banking and insurance regulatory authority of the State Council and its dispatched offices may dispatch staff to be present at the shareholders' general meetings of the Company.</u></p>

Before the Amendment	After the Amendment
<p>Article 122 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting:</p> <p>(1) Increase or reduction of the Company's share capital and issuance of any category of shares, warrants or other similar securities;</p> <p>(2) Issuance of the Company's bonds or listing;</p> <p>(3) Division, merger, dissolution and liquidation or form change of the Company;</p> <p>(4) Amendment of the Articles of Association of the Company;</p> <p>(5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Company's stocks are listed as well as the provisions of the Company's Articles of Association and other internal system;</p> <p>(6) Equity incentive plan; and</p> <p>(7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Company shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Company and require adoption by way of a special resolution.</p>	<p>Article 134 Article 122 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting:</p> <p>(1) Increase or reduction of the Company's share capital registered capital and issuance of any category of shares, warrants or other similar securities;</p> <p>(2) Issuance of the Company's bonds or listing;</p> <p>(3) Division, merger, dissolution and liquidation or form change of the Company;</p> <p>(4) Amendment of the Articles of Association of the Company;</p> <p>(5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Company's stocks are listed as well as the provisions of the Company's Articles of Association and other internal system;</p> <p>(6) Examining and approving the equity incentive plans and schemes; and</p> <p>(7) Dismissing independent directors;</p> <p>(8) (7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Company shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Company and require adoption by way of a special resolution.</p>

Before the Amendment	After the Amendment
<p>Article 129 Votes of the shareholders' general meeting shall be taken by raising hands for resolutions, unless relevant regulations of the securities regulatory authority of the locality where the shares of the Company are listed require voting by poll, or the following persons require voting by ballot before or after voting by raising hands:</p> <p>(1) The meeting presider;</p> <p>(2) At least two (2) shareholders having voting rights or proxies of shareholders having voting rights; and</p> <p>(3) One or several shareholders (including their proxies) holding individually or jointly ten percent (10%) or more of the voting shares at the meeting.</p> <p>.....</p>	<p>Article 141 Article—129 Votes of the shareholders' general meeting shall be taken by raising hands for resolutionsvoting, unless relevant regulations of the securities regulatory authority of the locality where the shares of the Company are listed require voting by poll, or the following persons require voting by ballot before or after voting by raising hands:</p> <p>(1) The meeting presider;</p> <p>(2) At least two (2) shareholders having voting rights or proxies of shareholders having voting rights; and</p> <p>(3) One or several shareholders (including their proxies) holding individually or jointly ten percent (10%) (inclusive) or more of the voting shares at the meeting.</p> <p>.....</p>
<p>Article 133 Before the shareholders' general meeting votes on proposals, it shall recommend two (2) shareholders to take part in the calculation and monitoring of the cast of ballots. In case any matter for deliberation concerns the interest of any shareholder, such shareholder and his/her proxy shall not take part in the calculation and monitoring of the cast of ballots.</p> <p>When the shareholders' general meeting is voting on the proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the calculation and monitoring of ballots, the voting results shall be announced on the site and shall be recorded in the minute of the meeting.</p>	<p>Article 145 Article—133 Before the shareholders' general meeting votes on proposals, it shall recommend two (2) shareholders to take part in the calculation and monitoring of the cast of ballots. In case any matter for deliberation concerns the interest of is associated/connected with any shareholder, such shareholder and his/her proxy shall not take part in the calculation and monitoring of the cast of ballots.</p> <p>When the shareholders' general meeting is voting on the proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the calculation and monitoring of ballots, the voting results shall be announced on the site and shall be recorded in the minute of the meeting.</p>

Before the Amendment	After the Amendment
<p>The shareholders or their proxies that vote through network or by any other means shall have the right to check their voting results through the corresponding voting system.</p>	<p>The shareholders or their proxies that vote through network or by any other means shall have the right to check their voting results through the corresponding voting system.</p>
<p>Article 138 Where counting of votes is held at a shareholders' general meeting, the result of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies' power of attorneys shall be kept at the Company's domicile.</p>	<p>Article 150 Article 138 Where counting of votes is held at a shareholders' general meeting, the result of the counting shall be recorded in the minutes of the meeting.</p> <p>The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies' power of attorneys shall be permanently kept at the Company's domicile.</p> <p><u>The Company shall forthwith submit documents such as the minutes and resolutions of shareholders' general meetings to the banking and insurance regulatory authority of the State Council.</u></p>
<p>Article 142 Where the shareholders' general meeting adopts the proposal on the election of relevant directors or supervisors, the post-taking time of the newly appointed directors or supervisors shall be calculated from the date when the resolution of the shareholders' general meeting is adopted.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 147 Shareholders of the affected class, whether or not having the right to vote at the general meetings, shall nevertheless have the right to vote at class meetings on matters referred to in clauses (2) to (8) and (11) to (12) of Article 146, but interested shareholders shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of a repurchase of its own shares by the Company by making repurchase offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 34 of the Articles of Association, “interested shareholder” shall refer to the controlling shareholder as defined in Article 69 of the Articles of Association;</p> <p>.....</p>	<p><u>Article 158</u> Article 147 Shareholders of the affected class, whether or not having the right to vote at the general meetings, shall nevertheless have the right to vote at class meetings on matters referred to in clauses (2) to (8) and (11) to (12) of Article 146 <u>Article 157</u>, but interested shareholders shall not be entitled to vote at class meetings.</p> <p>The interested shareholders referred to in the preceding paragraph have the following meanings:</p> <p>(1) In the case of a repurchase of its own shares by the Company by making repurchase offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange in accordance with Article 34 of the Articles of Association <u>Article 36</u>, “interested shareholder” shall refer to the controlling shareholder as defined in Article 69 of the Articles of Association;</p> <p>.....</p>
<p>Article 152 The directors of the Company are natural persons. The directors of the Company must have the service qualifications serving as directors required by the banking and insurance regulatory authority of the State Council, and only serve as directors of the Company after their service qualifications are examined and approved by the banking and insurance regulatory authority of the State Council.</p>	<p><u>Article 163</u> Article 152 The directors of the Company are natural persons, <u>who shall be elected and dismissed by the shareholders’ general meeting.</u> The directors of the Company must have the service qualifications serving as directors required by the banking and insurance regulatory authority of the State Council, <u>who shall be elected by the shareholders’ general meeting,</u> and only serve as directors of the Company after their service qualifications are examined and approved by the banking and insurance regulatory authority of the State Council.</p>

Before the Amendment	After the Amendment
<p>Article 153 The directors are elected or replaced by the shareholders' general meeting for a term of three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting cannot remove a director from his/her post without cause. The directors of the Company need not hold shares of the Company.</p> <p>The term of office of directors is from the date of the resolution passed by the shareholders' general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half (1/2) of directors of the Company.</p> <p>After elected by the shareholders' general meeting, the service qualifications of the directors shall be examined and approved by the banking and insurance regulatory authority of the State Council.</p> <p>Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders' general meeting may remove any director before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).</p>	<p>Article 164 Article 153 The directors are elected or replaced by the shareholders' general meeting for has a term of no more than three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting cannot remove a director from his/her post without cause. The directors of the Company need not hold shares of the Company.</p> <p>The term of office of directors is from the date of the resolution passed by the shareholders' general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half (1/2) of directors of the Company.</p> <p>After elected by the shareholders' general meeting, the service qualifications of the directors shall be examined and approved by the banking and insurance regulatory authority of the State Council.</p> <p>Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders' general meeting may remove any non-independent director before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).</p>

Before the Amendment	After the Amendment
<p>Article 154 The way and procedures for the nomination and election of directors are as follows:</p> <p>(1) The shareholders that individually or jointly hold more than 3 percent (3%) of the voting shares of the Company are entitled to nominate director candidate to the shareholders' general meeting, and the directors are elected by the shareholders' general meeting of the Company;</p> <p>.....</p> <p>(6) A shareholder and its related parties shall not simultaneously nominate directors and supervisors; if a director (supervisor) nominated by a shareholder and its related parties has been appointed as a director, and before the expiration or replacement of the term of office of the director (supervisor), the shareholder is not allowed to nominate any supervisor (director) candidate;</p> <p>The number of directors nominated by the same shareholder and its associates, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Directors, unless otherwise prescribed by the State;</p> <p>.....</p>	<p>Article 165 Article 154—The way and procedures for the nomination, approval and election of non-independent directors are as follows:</p> <p>(1) The Board of Directors, or the Nomination and Remuneration Evaluation Committee and shareholders that individually or jointly hold more than 3 percent (3%) of the total voting shares of the Company are entitled to nominate director candidate to the shareholders' general meeting candidates for non-independent directors, and such directors are elected by the shareholders' general meeting of the Company;</p> <p>.....</p> <p>(6) A shareholder and its related parties shall not simultaneously nominate directors and supervisors; if a director (supervisor) nominated by a shareholder and its related parties has been appointed as a director, and before the expiration or replacement of the term of office of the director (supervisor), the shareholder is not allowed to nominate any supervisor (director) candidate;</p> <p>The number of directors nominated by the same shareholder and its associates, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Directors, unless otherwise prescribed by the State;</p> <p>.....</p>

Before the Amendment	After the Amendment
<p>Article 156 The directors shall comply with the laws, administrative regulations and the Articles of Association, and bear the following diligence obligations to the Company:</p> <p>(1) shall cautiously, carefully and diligently exercise the rights conferred by laws and the Articles of Association, in order to ensure the Company's business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license;</p> <p>(2) shall be fair to all shareholders;</p> <p>(3) shall carefully read the business, financial reports of the Company, timely understand the business operations and management of the Company;</p> <p>(4) shall sign a written confirmation to the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete;</p> <p>(5) personally exercise the legally conferred disposal right of the Company, shall not be manipulated by others; without the permit of laws, regulations or without the approval of shareholders' general meeting upon informed circumstances, shall not grant the disposal right to others for exercise;</p>	<p><u>Article 167</u> Article 156 The directors shall comply with the laws, administrative regulations and the Articles of Association, and <u>bear the following responsibilities or obligations in addition to</u> the following diligence obligations to the Company <u>the obligation of fidelity specified in the Article 166 of the Articles of Association:</u></p> <p>(1) shall cautiously, carefully and diligently exercise the rights conferred by laws and the Articles of Association, in order to ensure the Company's business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license;</p> <p>(2) shall be fair to all shareholders;</p> <p><u>(2) (3) shall carefully read the business, financial reports of the Company, timely understand constantly focus on the business operations and management of the Company, and be entitled to ask the senior management to provide materials related to the Company's operation and management and make explanations on relevant issues in a comprehensive, prompt and accurate manner;</u></p> <p><u>(3) (4) shall sign a written confirmation to the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete;</u></p>

Before the Amendment	After the Amendment
<p>(6) Directors being the chairmen of the Audit Committee of the Board of Directors and Risk Management and Related Transactions Control Committee of the Board of Directors shall not work less than twenty-five (25) working days per year for the Company;</p> <p>(7) shall truthfully provide relevant information and data to the Board of Supervisors, and shall not prevent the exercise of functions and powers of the Board of Supervisors or the supervisors;</p> <p>(8) actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws and regulations, and grasp relevant knowledge that shall be possessed as a director;</p> <p>(9) be diligent and fulfil duties, and maintain the financial security of the Company; and</p> <p>(10) other diligence obligations stipulated by laws, administrative regulations, and departmental rules and the Articles of Association.</p>	<p>(4) (5) personally exercise the legally conferred disposal right of the Company, shall not be manipulated by others; without the permit of laws, regulations or without the approval of shareholders' general meeting upon informed circumstances, shall not grant the disposal right to others for exercise;</p> <p><u>(5) shall attend the board meetings on time, fully examine the items deliberated at the board meetings, issue independent, professional and objective opinions, and vote independently on the basis of prudent judgement;</u></p> <p><u>(6) shall bear liabilities for resolutions of the board meetings;</u></p> <p><u>(7) shall supervise the implementation of resolutions of the shareholders' general meetings and the Board of Directors by the senior management;</u></p> <p>(6) Directors being the chairmen of the Audit Committee of the Board of Directors and Risk Management and Related Transactions Control Committee of the Board of Directors shall not work less than twenty-five (25) working days per year for the Company;</p> <p><u>(8)</u> (7) shall truthfully provide relevant information and data to the Board of Supervisors, and shall not prevent the exercise of functions and powers of the Board of Supervisors or the supervisors;</p>

Before the Amendment	After the Amendment
	<p><u>(9)</u> (8) actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws, regulations and regulatory requirements, and constantly have the grasp relevant professional knowledge and capabilities required for the fulfillment of responsibilities that shall be possessed as a director;</p> <p><u>(10)</u> (9) be diligent and fulfil duties, and maintain the financial security of the Company; and</p> <p><u>(11)</u> shall be liable for the Company and all the shareholders and fairly treat all the shareholders during the fulfillment of responsibilities;</p> <p><u>(12)</u> shall implement high-standard code of professional ethics, and consider the legitimate rights and interests of stakeholders;</p> <p><u>(13)</u> shall bear the faithful and diligence obligations to the Company, fulfil the responsibilities in a prudent manner, and guarantee sufficient time and energy for performance of duties; and</p> <p><u>(14)</u> (10) shall abide by other diligence obligations stipulated by laws, administrative regulations, and departmental rules and the Articles of Association.</p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 168 Directors nominated by large shareholders shall perform the duties on basis of professional judgment, fairly treat all the shareholders, make independent, professional and objective decisions following the principle of maintaining the maximum benefits of the Company, and bear liabilities for the decisions made without impairing the legitimate rights and interests of the Company and other stakeholders.</u></p>
<p>Article 157 Where a director neither personally attends the board meeting for two (2) consecutive times, nor engages another director to attend the board meeting, he/she shall be deemed not to perform the duties, and the Board of Directors shall recommend the shareholders' general meeting to dismiss and replace him.</p>	<p><u>Article 169</u> Article 157 <u>Directors shall attend at least more than 2/3 of the on-site board meetings in person every year. The director unable to attend can entrust another director to attend the meeting in a written form, and the power of attorney shall state the directors' individual opinions and voting intentions on the proposal.</u> Where a director neither personally attends the board meeting for two (2) consecutive times, nor engages another director to attend the board meeting, he/she shall be deemed not to perform the duties, and the Board of Directors shall recommend the shareholders' general meeting to dismiss and replace him.</p> <p><u>Independent directors shall not entrust non-independent directors to attend the meeting. In principle, one director can only accept the entrustment of two directors at the most that fail to attend the meeting in person. When matters related to related party transactions are deliberated, non-related directors shall not entrust the related directors to attend the meeting.</u></p>

Before the Amendment	After the Amendment
<p>Article 159 Where the number of the directors in the Board of Directors of the Company is less than the statutory number due to the resignation of a director within his term of office, such director shall, until a new director is elected, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p> <p>Except as provided in the preceding clauses, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.</p>	<p><u>Article 171</u> Article 159 Where the number of the directors in the Board of Directors of the Company is less than the statutory number <u>or 2/3 of the number stipulated in the Articles of Association due to the failure of election in time before the expiration of the term of office of a director</u> or resignation of a director within his term of office, <u>the Company will promptly launch the director election procedures</u>; the resigning director shall, until a new director is elected, continue to perform his duty <u>responsibilities</u> as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association. <u>Where the Company is currently disposing of major risks, the directors of the Company shall not resign without the approval of the regulatory authority.</u></p> <p>Except as provided in the preceding clauses, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.</p>
<p>(New Section)</p>	<p><u>Article 172</u> <u>Where directors fail to perform their duties due to dismissal by the shareholders' general meeting, death, loss of independence by independent directors or other circumstances, leading to the number of directors in the Board of Directors less than the statutory number or the minimum number required for the voting by the Board of Directors, the powers and functions of the Board of Directors shall be exercised by the shareholders' general meeting till the number of directors in the Board of Directors complies with requirements.</u></p>

Before the Amendment	After the Amendment
<p>Article 166 Independent directors of the Company refer to the directors that do not hold any position other than the directors and the members of the special committee of the Board of Directors, and have no relationship with the Company and major shareholders which possibly impedes his independent and objective judgment. Independent directors shall meet the following basic requirements:</p> <p>(1) in accordance with the laws, regulations and other relevant regulations, have the qualifications to be serving as directors of the Company;</p> <p>(2) perform the duties independently, not affected by the main shareholders, actual controllers, or other units or individuals that have interests with the Company;</p> <p>(3) have a basic knowledge for the operation of listed companies, familiar with relevant laws, administrative regulations, departmental rules and regulations;</p> <p>(4) have more than five (5) years of legal, economic, financial or other working experiences beneficial for performing duties of independent directors;</p> <p>(5) have a university degree or related intermediate professional titles;</p> <p>(6) ensure sufficient time and effort to effectively perform the duties of independent directors, and work no less than fifteen (15) days for the Company in each year;</p>	<p>Article 179 Article 166 Independent directors of the Company refer to the directors that do not hold any position other than the directors and the members of the special committee of the Board of Directors, and have no relationship with the Company and major shareholders or actual controllers which possibly impedes impedes his independent and objective judgment on affairs of the Company. Independent directors shall meet the following basic requirements:</p> <p>(1) in accordance with the laws, regulations and other relevant regulations, have the qualifications to be serving as directors of the Company;</p> <p>(2) perform the duties independently, not affected by the main shareholders, actual controllers, or other units or individuals that have interests with the Company;</p> <p>(3) have a basic knowledge for the operation of listed companies, familiar with relevant laws, administrative regulations, departmental rules and regulations;</p> <p>(4) have more than five (5) years of legal, economic, financial or other working experiences beneficial for performing duties of independent directors;</p> <p>(5) have a university degree or related intermediate professional titles;</p> <p>(6) ensure sufficient time and effort to effectively perform the duties of independent directors, and work no less than fifteen (15) days for the Company in each year;</p>

Before the Amendment	After the Amendment
<p>(7) familiar with laws and regulations related to commercial bank management;</p> <p>(8) able to read, understand and analyse the credit statistics reports and financial statements of commercial banks;</p> <p>(9) meet the relevant requirements on independent directors stipulated in the Listing Rules of the Hong Kong Stock Exchange; and</p> <p>(10) meet other requirements stipulated by laws, administrative regulations, departmental rules or regulatory authority.</p>	<p><u>(7) serve as an independent director (including employment with the Company) in more than five domestic and foreign enterprises at the same time, and such enterprises or institutions don't have any connected relationship or interest conflicts;</u></p> <p><u>(8) not take office as an independent director in more than two commercial banks at the same time (including employment with the Company);</u></p> <p><u>(9)</u> (7) familiar with laws and regulations related to commercial bank management;</p> <p><u>(10)</u> (8) able to read, understand and analyse the credit statistics reports and financial statements of commercial banks;</p> <p><u>(11)</u> (9) meet the relevant requirements on independent directors stipulated in the Listing Rules of the Hong Kong Stock Exchange; and</p> <p><u>(12)</u> (10) meet other requirements stipulated by laws, administrative regulations, departmental rules or regulatory authority.</p>
<p>Article 168 The members of the Company's Board of Directors shall have one third (1/3) or more independent directors, including at least 1 accounting professional.</p>	<p><u>Article 181</u> Article 168 <u>The number of independent directors of the Company shall be no less than 1/3 of total members of the Company's Board of Directors shall have one third (1/3) or more independent directors, including at least 1 accounting professional.</u></p>

Before the Amendment	After the Amendment
<p>Article 169 The way and procedures for nomination of independent directors:</p> <p>(1) the Nomination and Remuneration Committee of the Board of Directors and a shareholder(s) individually or jointly hold(s) more than 1% of the total number of voting shares of the Company may propose candidates qualified for independent directors to the Board of Directors;</p> <p>(2) The same shareholder may only nominate one independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time; the shareholder who has nominated directors shall not be allowed to nominate the independent director;</p> <p>(3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director, and the nominee shall make a public statement that no relationship exists between him/her and the Company which may affect his/her independence and objective judgment;</p> <p>(4) The shareholders that individually or jointly hold more than 1% of the issued shares of the Company are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting; and</p>	<p>Article 182 Article 169—The way and procedures for nomination of independent directors:</p> <p>(1) the Nomination and Remuneration Evaluation Committee of the Board of Directors, a shareholder(s) individually or jointly hold(s) more than 1%1% of the total number of voting shares of the Company and the Board of Supervisors may propose candidates qualified for independent directors to the Board of DirectorsBoard of Directors, and <u>independent directors shall be elected by the shareholders' general meeting;</u></p> <p>(2) The same shareholder may only nominate one independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time; the shareholder who has nominated <u>non-independent</u> directors and his related parties shall not be allowed to nominate the independent director;</p> <p>(3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director, and the nominee shall make a public statement that no relationship exists between him/her and the Company which may affect his/her independence and objective judgment;</p>

Before the Amendment	After the Amendment
<p>(5) The term of office of the independent directors is the same as the term of office of the directors of the Company. The term of independent directors in the Company shall comply with the provisions of laws and regulatory authority, and an independent director may, if re-elected upon expiration of the term of office, serve consecutive terms, and the terms served shall not exceed six years cumulatively.</p>	<p>(4) The shareholders that individually or jointly hold more than 1% of the issued shares of the Company are entitled to nominate independent director candidate to the shareholders' general meeting, and independent directors are elected by the shareholders' general meeting; and</p> <p>(4) (5) The term of office of the independent directors is the same as the term of office of the directors of the Company. The term of independent directors in the Company shall comply with the provisions of laws and regulatory authority, and an independent director may, if re-elected upon expiration of the term of office, serve consecutive terms, and the terms served shall not exceed six years cumulatively.</p>
<p>Article 170 An independent director may resign before the expiration of the term of office. Before the shareholders' general meeting or the Board of Directors approves the resignation of an independent director, the independent director shall continue to perform his/her duties. The independent director shall submit a written resignation report to the Board of Directors for resignation, and explain any circumstance related to the resignation or which he/she considers necessary to be noticed by shareholders and creditors of the Company. Where the resignation of the independent director results in that the proportion of independent directors of the Board of Directors of the Company is below the minimum requirement of the laws and regulations, the resignation report of the independent director shall take effect after the new independent director fills his/her vacancy.</p>	<p>Article 183 Article 170 An independent director may resign before the expiration of the term of office. Before the shareholders' general meeting or the Board of Directors approves the resignation of an independent director, the independent director shall continue to perform his/her duties. The independent director shall submit a written resignation report to the Board of Directors for resignation, and explain any circumstance related to the resignation or which he/she considers necessary to be noticed by shareholders and creditors of the Company. Where the resignation of the independent director results in that the proportion of independent directors of the Board of Directors of the Company is below the minimum requirement of the laws and regulations, the resignation report of the independent director shall take effect after the new independent director fills his/her vacancy.</p>

Before the Amendment	After the Amendment
	<p><u>Where the resignation of the independent director during his term of office results in that the number of independent directors of the Board of Directors of the Company is below 1/3 of the total members of the Board of Directors, the resigning independent director shall continue to perform his duties before a new independent director takes office, except the resignation due to losing independence or dismissal.</u></p>
<p>Article 171 An independent director in one of the following circumstances shall be removed by the shareholders' general meeting proposed by the Board of Directors:</p> <p>(1) not meets the service qualifications for an independent director due to position change and not resign personally;</p> <p>(2) the number of board meetings attended in person in one year is less than two thirds (2/3) of the total number of board meetings;</p> <p>(3) neither attends in person the board meeting nor engages another independent director to attend the board meeting for two (2) consecutive times; or not attend in person the board meeting for three (3) consecutive times; and</p> <p>(4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.</p>	<p><u>Article 184</u> Article—171 <u>Where</u> an independent director is in one of the following circumstances, <u>the Board of Directors</u> of the Company shall apply to the shareholders' general meeting for dismissal <u>within three months, and elect a new independent director</u>: shall be removed by the shareholders' general meeting proposed by the Board of Directors:</p> <p>(1) not meets the service qualifications for an independent director due to position change and not resign personally;</p> <p>(2) the number of board meetings attended in person in one year is less than two thirds (2/3) of the total number of board meetings;</p> <p>(3) neither attends in person the board meeting nor engages another independent director to attend the board meeting for two (2) three (3) consecutive times; or not attend in person the board meeting for three (3) consecutive times <u>fail to perform the duties as an independent director</u>; and</p> <p>(4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.</p>

Before the Amendment	After the Amendment
<p>Article 173 Independent directors bear fiduciary obligations and shall be diligent and fulfil duties. In addition to the functions and powers conferred to directors by the Company Law and other relevant laws, regulations and the Articles of Association, the independent directors of the Company also enjoy the following special functions and powers:</p> <p>(1) the associated/connected transactions shall be submitted to the Board of Directors for discussion after the approval of independent directors in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal rules; before making judgments, independent directors can hire an intermediary to issue independent financial adviser reports, as the basis for the judgments;</p> <p>(2) propose to the Board of Directors for the employment or dismissal of the accounting firm;</p> <p>(3) submit proposal for the convening of an extraordinary general meeting of shareholders to the Board of Directors;</p> <p>(4) propose the convening of the board meeting;</p> <p>(5) independently hire an accounting firm and advisory institution; and</p>	<p>Article 186 Article 173 Independent directors bear fiduciary obligations and shall be diligent and fulfil duties. In addition to the functions and powers conferred to directors by the Company Law and other relevant laws, regulations and the Articles of Association, the independent directors of the Company also enjoy the following special functions and powers: <u>and shall fulfill duties in a credible, independent and diligent manner, and protect the legitimate rights and interests of the Company, medium and minor shareholders and financial consumers without being influenced by shareholders, actual controllers, senior management or other units or individuals that have interests with the Company.</u></p> <p><u>In case of major defects or dysfunction of the corporate governance mechanism of the Company, independent directors shall promptly report relevant situations to the banking and insurance regulatory authority of the State Council, and keep the circumstance confidential. The dysfunction of the corporate governance mechanism of the Company includes but is not limited to:</u></p>

Before the Amendment	After the Amendment
<p>(6) publicly call for voting rights to shareholders prior to the shareholders' general meeting.</p> <p>The performance of above-mentioned functions and powers of independent directors shall obtain the consent of more than half (1/2) of all the independent directors. If the above-mentioned proposal is not adopted or the above-mentioned functions and powers cannot be properly exercised, the Company shall disclose the related situation.</p>	<p>(1) the associated/connected transactions shall be submitted to the Board of Directors for discussion after the approval of independent directors in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal rules; before making judgments, independent directors can hire an intermediary to issue independent financial adviser reports, as the basis for the judgments;</p> <p>(2) propose to the Board of Directors for the employment or dismissal of the accounting firm;</p> <p>(3) submit proposal for the convening of an extraordinary general meeting of shareholders to the Board of Directors;</p> <p>(4) propose the convening of the board meeting;</p> <p>(5) independently hire an accounting firm and advisory institution; and</p> <p>(6) publicly call for voting rights to shareholders prior to the shareholders' general meeting.</p> <p>The performance of above-mentioned functions and powers of independent directors shall obtain the consent of more than half (1/2) of all the independent directors. If the above-mentioned proposal is not adopted or the above-mentioned functions and powers cannot be properly exercised, the Company shall disclose the related situation.</p>

Before the Amendment	After the Amendment
	<p><u>(1) Failure to elect the Board of Directors for over one consecutive year;</u></p> <p><u>(2) Failure to make effective resolutions by the Board of Directors due to long-term conflict between directors, and such conflict cannot be solved at the shareholders' general meeting;</u></p> <p><u>(3) Failure to convene the shareholders' general meeting for over one consecutive year;</u></p> <p><u>(4) Failure to reach the proportion stipulated by the law or the Articles of Association for the voting by the shareholders' general meeting, and failure to make effective resolutions of the shareholders' general meeting for over one consecutive year;</u></p> <p><u>(5) Failure to adopt the proposal on capital increase due to insufficient capital adequacy ratio;</u></p> <p><u>(6) Serious difficulty in the Company's operation and management due to failure of normal operation of the existing governance mechanism;</u></p> <p><u>(7) Other circumstances recognized by the regulatory authority.</u></p>
(New Section)	<p><u>Article 187 Independent directors may choose one independent director to convene special meetings of independent directors and study relevant issues of performance of duties.</u></p>

Before the Amendment	After the Amendment
<p>Article 174 Independent directors may express objective and impartial independent opinions on the matters discussed on the Board of Directors, and independent directors shall be particularly concerned about the following issues when expressing their opinions:</p> <p>(1) the associated/connected transactions that shall be submitted to the Board of Directors or the shareholders' general meeting for deliberation in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal systems of the Company;</p> <p>(2) profit distribution programmes;</p> <p>(3) engagement and dismissal of senior management personnel;</p> <p>(4) matters that may result in significant losses to the Company;</p> <p>(5) matters that may harm the interests of depositor or medium and minor shareholders; and</p> <p>(6) the employment of external auditor, etc.</p>	<p>Article 188 Article 174 Independent directors may express objective and impartial independent opinions on the matters discussed—<u>deliberated</u> on the <u>shareholders' general meetings or</u> the Board of Directors, and independent directors shall be particularly concerned about the following issues when expressing their opinions <u>independent opinions shall be particularly issued on following issues to the shareholders' general meetings or the Board of Directors:</u></p> <p>(1) the associated/connected transactions that shall be submitted to the Board of Directors or the shareholders' general meeting for deliberation in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal systems of the Company;</p> <p><u>(2) Nomination, engagement and dismissal of directors, and appointment and dismissal of the senior management;</u></p> <p><u>(3) Remuneration of directors and the senior management;</u></p> <p>(4) (2) profit distribution programmes;</p> <p>(3) engagement and dismissal of senior management personnel;</p> <p>(4) matters that may result in significant losses to the Company;</p>

Before the Amendment	After the Amendment
	<p>(5) matters that may harm the interests of depositor or medium and minor shareholders; and</p> <p>(6) the employment of external auditor, etc.</p> <p><u>(5) engagement or dismissal of an accounting firm providing regular legal audits on the financial reports of the Company;</u></p> <p><u>(6) other matters that may have important impacts on the legitimate rights and interests of the Company, medium and minor shareholders, financial consumers or medium and minor shareholders;</u></p> <p><u>(7) matters that may result in significant losses to the Company;</u></p> <p><u>(8) Other matters stipulated in laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, and the Articles of Association.</u></p> <p><u>Independent directors shall express one of the following categories of opinions on the abovementioned matters: consent; reserved opinions and the reasons; objections and the reasons; inability to issue opinions and the obstacles.</u></p>
<p>Article 175 In addition to the fulfilment of above-mentioned responsibilities, independent directors shall also form an independent opinion on the following matters to the Board of Directors or the shareholders' general meeting:</p> <p>(1) nomination, engagement and removal of directors;</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>(2) engagement or dismissal of senior management personnel;</p> <p>(3) remuneration of directors, and senior management personnel of the Company;</p> <p>(4) existing or new associated/connected transactions of shareholders, actual controllers and other associated enterprises of the Company that shall be submitted to the Board of Directors for deliberation in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal rules of the Company and whether the Company is taking effective measures to recover arrears;</p> <p>(5) matters considered by independent directors that could possibly harm the interests of medium and minor shareholders; and</p> <p>(6) other matters stipulated by laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, and the Articles of Association.</p> <p>Independent directors shall express one of the following categories of opinions on the abovementioned matters: consent; reserved opinions and the reasons; objections and the reasons; inability to issue opinions and the obstacles. If relevant matters are required to be disclosed, the Company shall announce the opinions of independent directors, where the opinions of independent directors differs and an agreement cannot be reached, the Board of Directors shall separately disclose the opinions of each independent director.</p>	

Before the Amendment	After the Amendment
<p>Article 177 In order to ensure the effective functioning of independent directors, the Company shall provide the necessary conditions for independent directors:</p> <p>(1) the Company shall ensure that the independent directors are entitled to the same right of information as other directors;</p> <p>.....</p>	<p>Article 190 Article 177 In order to ensure the effective functioning of independent directors, the Company shall provide the necessary conditions for independent directors:</p> <p>(1) the Company shall ensure that the independent directors are entitled to the same right of information as other directors, <u>and promptly and completely provide necessary information for the independent directors to participate in the decision-making;</u></p> <p>.....</p>
<p>Article 179 The Board of Directors consists of eleven (11) to fifteen (15) directors, including 1 chairman of Board of Directors and one (1) vice chairman of Board of Directors, and the number of independent director shall be not less than one third (1/3) of all directors.</p>	<p>Article 192 Article 179 The Board of Directors consists of eleven (11) to fifteen (15) directors, including 1 chairman of Board of Directors and one (1) vice chairman of Board of Directors, and the number of <u>including three (3) executive directors and eight (8) non-executive directors (including independent director,</u></p> <p><u>In addition to directors, executive directors also serve as the senior management; non-executive directors don't serve as other positions than directors or the senior management.</u></p> <p><u>The Board of Directors shall have no less than four independent directors, no less than one independent director stationed in Hong Kong, China, and the total number of independent directors shall be no less than one third (1/3) of the total members</u> of the Board of Directors.</p>

Before the Amendment	After the Amendment
<p>Article 180 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convene the shareholders' general meeting and to report to the shareholders' general meeting;</p> <p>(2) implement the resolutions of the shareholders' general meeting;</p> <p>(3) decide the development plan of the Company and formulate business development strategy of the Company and supervise the implementation of the strategy;</p> <p>(4) decide the operation plan, investment plan, and major assets disposal plan of the Company;</p> <p>(5) formulate the risk tolerance level, risk management and internal control policies of the Company;</p> <p>(6) formulate the annual financial budget plan and final account plan of the Company;</p> <p>(7) formulate the profit distribution plan and loss make-up plan of the Company;</p> <p>(8) formulate the plans for the increase or decrease of the registered capitals, the issuance of bonds or other securities and the listing of the Company;</p> <p>(9) formulate capital plan and bear the ultimate responsibility of capital management;</p>	<p>Article 193 Article 180 The Board of Directors shall exercise the following functions and powers:</p> <p>(1) convene the shareholders' general meeting and to report to the shareholders' general meeting;</p> <p>(2) implement the resolutions of the shareholders' general meeting; <u>deliberate and approve the external investment, asset acquisition, asset disposal and cancellation, asset mortgage, related party/connected transaction and data governance of the Company within the scope authorized by the shareholders' general meeting of the Company in accordance with laws, regulations and regulatory requirements;</u></p> <p>(3) decide the development plan of the Company and formulate business development strategy of the Company and supervise the implementation of the strategy;</p> <p><u>(3) (4) decide the operation plan, investment plan, and major assets disposal plan of the Company, formulate scientific, reasonable and stable development strategy of the Company and supervise the implementation thereof, determine the market positioning and development objective, and reflect the differentiation and specialization;</u></p> <p>(4) (5) formulate the risk tolerance level, risk management and internal control policies of the Company, and bear the ultimate liability for the comprehensive risk management;</p>

Before the Amendment	After the Amendment
<p>(10) make the plans for major acquisitions of the Company, the acquisitions of the stock of the Company or merger, division, dissolution and form change of the Company;</p> <p>(11) regularly evaluate and improve the Company's corporate governance;</p> <p>(12) within the authorised range of the shareholders' general meeting, decide the Company's external investment, acquisition and selling of assets, pledged assets, external guarantee matters, associated/connected transactions, external donations and other matters;</p> <p>(13) determine arrangement plans for the Company's internal management agencies, branches and capacity, and the number of management personnel;</p> <p>(14) according to the nomination of the chairman of Board of Directors, engage or dismiss the president and secretary of the Board of the Company; upon the nomination of the president, engage or dismiss the vice president, assistant president, financial director and other senior management personnel;</p> <p>(15) decide the remuneration matters and disciplinary matters of senior management personnel and supervise and ensure that senior management effectively fulfil management responsibilities;</p> <p>(16) formulate the basic management system, validate work rules for the president;</p>	<p><u>(5) continue to focus on the internal control of the Company, formulate good internal control culture and carry out regular research and evaluation on the robustness, rationality and effectiveness of the internal control;</u></p> <p><u>(6) bear ultimate liability for the establishment, operation and maintenance of the internal audit system, and the independence and effectiveness of internal audit;</u></p> <p>(67) formulate the annual financial budget plan and final account plan of the Company;</p> <p>(78) formulate the profit distribution plan and loss make-up plan of the Company;</p> <p>(89) formulate the plans for the increase or decrease of the registered capitals, the issuance of bonds or other securities and the listing of the Company;</p> <p>(910) formulate capital plan and bear the ultimate responsibility of capital management;</p> <p>(1011) make <u>formulate</u> the plans for major acquisitions of the Company, the acquisitions of the stock <u>shares</u> of the Company or merger, division, dissolution and form change of the Company;</p> <p><u>(112) regularly evaluate and improve the Company's corporate governance, and protect the legitimate rights and interests of financial consumers and other stakeholders;</u></p>

Before the Amendment	After the Amendment
<p>(17) formulate the amendment plan for the Articles of Association;</p> <p>(18) manage the information disclosure matters of the Company and bear the ultimate liability of authenticity, accuracy, completeness and promptness of the Company's accounting and financial report;</p> <p>(19) propose on the engagement or replacement of the accounting firm that audits the Company to the shareholders' general meeting;</p> <p>(20) establish the mechanism of the identification, investigation and management of the conflict of interests between the Company and shareholders, especially major shareholders;</p> <p>(21) listen to the work report of the president of the Company and check the work of the president;</p> <p>(22) protect the legitimate rights and interests of depositors and other stakeholders;</p> <p>(23) verify the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report; and</p>	<p>(12) within the authorised range of the shareholders' general meeting, decide the Company's external investment, acquisition and selling of assets, pledged assets, external guarantee matters, associated/connected transactions, external donations and other matters;</p> <p>(13) determine arrangement plans for the Company's internal management agencies; branches and capacity, and the number of management personnel;</p> <p>(14) according to the nomination of the chairman of Board of Directors, engage or dismiss the president and secretary of the Board of the Company; upon the nomination of the president, engage or dismiss the vice president, assistant president, financial director and other senior management personnel;</p> <p>(15) <u>establish and implement the responsibility performance accountability system of the senior management, supervise the effective performance of responsibilities by the senior management,</u> decide the remuneration matters and disciplinary matters of senior management personnel and supervise and ensure that senior management effectively fulfil management responsibilities <u>specify the specific way for accountability of malfunction and improper performance of responsibilities;</u></p>

Before the Amendment	After the Amendment
<p>(24) in charge of determining green credit development strategies, examining and approving the green credit objectives determined and the green credit reports submitted by senior management, and supervising and appraising the Company's implementation of green credit development strategies; and</p> <p>(25) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p>	<p>(16) formulate the basic management system; validate work rules for the president, listen to the work reports by the president of the Company, and inspect the work of the president;</p> <p>(17) formulate the amendment plan for the Articles of Association;</p> <p>(18) manage the information disclosure matters of the Company and bear the ultimate liability of authenticity, accuracy, completeness and promptness of the Company's accounting and financial report;</p> <p>(19) propose on the engagement or replacement of the accounting firm that audits the Company to the shareholders' general meeting;</p> <p>(20) establish the mechanism of the identification, investigation and management of the conflict of interests between the Company and shareholders, especially major shareholders;</p> <p>(21) listen to the work report of the president of the Company and check the work of the president;</p> <p>(22) protect the legitimate rights and interests of depositors and other stakeholders;</p> <p>(23) verify the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report; and</p>

Before the Amendment	After the Amendment
	<p><u>(17) formulate the amendment plan for the Articles of Association, formulate the rules of procedures of the shareholders' general meetings and the Board of Directors, and deliberate and approve the working rules of the Special Committee of the Board of Directors;</u></p> <p><u>(18) propose the appointment or dismissal of an accounting firm which will provide regular and legal audits on the financial reports of the Company to the shareholders' general meeting;</u></p> <p><u>(19) (24) in charge of determining green credit development strategies, examining and approving the green credit objectives determined and the green credit reports submitted by senior management, and supervising and appraising the Company's implementation of green credit development strategies; and</u></p> <p><u>(20) establish the mechanism of the identification, investigation and management of the conflict of interests between the Company and shareholders, especially major shareholders; bear the ultimate liability for the management of shareholders' affairs;</u></p> <p><u>(21) verify the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;</u></p>

Before the Amendment	After the Amendment
	<p><u>(22) in charge of the information disclosure matters of the Company and bear the ultimate liability of authenticity, accuracy, completeness and promptness of the Company's accounting and financial report;</u></p> <p>(23)—(25) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association.</p> <p><u>The powers and functions of the Board of Directors shall be collectively exercised by the Board of Directors. The powers and functions of the Board of Directors stipulated in the Company Law shall not be authorized to be exercised by the chairman of Board of Directors, directors, other institutions or individuals in principle. When necessary, some specific decision-making matters shall be authorized with resolutions of the Board of Directors in accordance with the law. One authorization shall be respectively given to one matter. It is prohibited to authorize the functions and powers of the Board of Directors generally or permanently to other institutions or individuals.</u></p>
Article 183 The Board of Directors shall regularly or irregularly report work to the Board of Supervisors, to accept the supervision from the Board of Supervisors.	(Delete)
Article 184 The Board of Directors lifting duties of the president within the engagement period shall promptly inform the Board of Supervisors and make a written statement to the Board of Supervisors.	(Delete)

Before the Amendment	After the Amendment
<p>Article 188 The regular board meeting shall be convened at least at quarterly intervals, convened by the chairman of Board of Directors, and noticed all directors and supervisors in a written form before fourteen (14) days prior to the meeting.</p>	<p>Article 198 Article 188 The board <u>meetings can be divided into</u> regular meetings <u>and extraordinary meetings</u>. <u>The regular board meeting</u> shall be convened at least at quarterly intervals <u>four times per year</u>, convened by the chairman of Board of Directors, and noticed all directors and supervisors in a written form before fourteen (14) days prior to the meeting.</p>
<p>Article 190 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth (1/10) of the voting rights;</p> <p>(2) proposed by more than one third (1/3) of directors;</p> <p>(3) proposed by the Board of Supervisors;</p> <p>(4) the chairman of Board of Directors considers necessary;</p> <p>(5) proposed by more than half (1/2) of independent directors;</p> <p>(6) proposed by the president;</p> <p>(7) the regulatory department requires to hold the meeting; and</p> <p>(8) other circumstances stipulated in the Articles of Association.</p>	<p>Article 200 Article 190 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth (1/10) of the voting rights;</p> <p>(2) proposed by more than one third (1/3) of directors;</p> <p>(3) proposed by the Board of Supervisors;</p> <p>(4) the chairman of Board of Directors considers necessary;</p> <p>(5) proposed by more than half (1/2) of <u>two</u> independent directors;</p> <p>(6) proposed by the president;</p> <p><u>(6)</u> (7) the regulatory department requires to hold the meeting; and</p> <p><u>(7)</u> (8) other circumstances stipulated in the Articles of Association.</p>

Before the Amendment	After the Amendment
<p>Article 191 The ways of notice for an interim board meeting are: issue the notice to each director in the form of fax, express mail, hand delivery, or e-mail; the notice period is: three (3) working days before the meeting. Where the interim board meeting is needed to be held as soon as possible under emergency situation, the meeting notice may be issued by telephone or other oral ways, but the convener shall give an explanation at the meeting.</p>	<p>Article 201 Article 191 The ways of notice for an interim board meeting are: issue the notice to each director in the form of fax, express mail, hand delivery, or e-mail or other electronic media; the notice period is: three (3) working days before the meeting. Where the interim board meeting is needed to be held as soon as possible under emergency situation, the meeting notice may be issued by telephone or other oral ways, but the convener shall give an explanation at the meeting.</p>
<p>Article 192 The meeting notice of the board meeting includes the following:</p> <p>(1) the time and place of the meeting;</p> <p>(2) duration of the meeting;</p> <p>(3) the subject and issues; and</p> <p>(4) the date of the notice.</p>	<p>Article 202 Article 192 The meeting notice of the board meeting includes the following:</p> <p>(1) the time and place of the meeting;</p> <p>(2) duration of the meeting;</p> <p>(3) the subject and issues; and</p> <p>(4) the date of the notice.</p> <p><u>The banking and insurance regulatory authority of the State Council and its dispatched offices may dispatch staff to be present at the board meetings of the Company. The Company shall notify the banking and insurance regulatory authority of the State Council at least 3 working days before the board meeting is convened. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.</u></p>

Before the Amendment	After the Amendment
<p>Article 193 The board meeting shall be held upon the attendance of more than half of directors. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, and the major investment, the major fixed asset disposal plans, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item (7), (8), (10), (14) and (17) in Article 180 of the Articles of Association and the provisions of the internal systems of the Company must be passed upon the approval of more than two thirds (2/3) of directors.</p>	<p>Article 203 Article 193 The board meeting shall be held upon the attendance of more than half of directors. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, and the major investment, the major fixed asset disposal plans, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item (7), (8), (10), (14) and (17) in Article 180 of the Articles of Association and the provisions of the internal systems of the Company must be passed upon the approval of more than two thirds (2/3) of directors.</p>
<p>Article 195 The voting method for the resolution of the Board of Directors is to vote by disclosed ballot. Each director shall have one vote.</p> <p>Under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors.</p>	<p>Article 205 Article 195 The voting method for the resolution of the Board of Directors is to vote <u>may be voted at on-site meetings or via written signature. Each director shall have one vote at the board meeting, and vote by disclosed ballot.</u> Each director shall have one vote.</p> <p>Under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors.</p>

Before the Amendment	After the Amendment
<p>The profit distribution plans, major external investment, the major asset disposal plans, engagement and dismissal of senior management personnel, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item (7), (8), (10), (14) and (17) in Article 180 of the Articles of Association and the provisions of the internal systems of the Company shall not be voted in a communication way and shall be passed by the affirmative votes of more than two thirds (2/3) of directors in the Board of Directors.</p>	<p>The profit distribution plans, remuneration plans, major external investment, the major asset disposal plans, engagement and dismissal of senior management personnel, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item (7), (8), (10), (14) (13) and (17)-(16) in Article 180 Article 193 of the Articles of Association and the provisions of the internal systems of the Company shall not be voted in a communication written signature way and shall be passed by the affirmative votes of more than two thirds (2/3) of directors in the Board of Directors.</p>
<p>Article 196 The board meeting shall be attended by directors personally. Regular or interim board meeting may be held by telephone or similar communications equipment, as long as the participating directors can hear speech of other directors and make normal communication, all the participating directors shall be deemed to have personally attended the meeting. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal.</p>	<p>Article 206 Article 196 The board meeting shall be attended by directors personally. Regular or interim Board meeting may be held by telephone or similar communications equipment, as long as the participating directors can hear speech of other directors and make normal communication attend the meeting via telephone or video and fully express their opinions and suggestions, all the participating directors shall be deemed to have personally attended the meeting. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal.</p>

Before the Amendment	After the Amendment
<p>The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.</p> <p>Except as otherwise required by the Articles of Association of the Company and the Listing Rules of the Stock Exchange in which the shares are listed, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.</p>	<p>The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.</p> <p>Except as otherwise required by the Articles of Association of the Company and the Listing Rules of the Stock Exchange in which the shares are listed, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.</p>

Before the Amendment	After the Amendment
<p>Article 197 The Board of Directors shall make meeting minutes for all decisions of matters discussed at the meeting, and the attending directors and the recorder shall sign on the meeting minutes. The attending directors shall have the rights to require making explanatory notes on their speech at the meeting.</p>	<p><u>Article 207</u> Article 197 The Board of Directors shall make meeting minutes for all decisions of matters discussed at the <u>on-site</u> meeting, and the attending directors and the recorder shall sign on the meeting minutes. The attending directors <u>with different opinions on the meeting minutes may</u> have the rights to require making make additional remarks explanatory notes on their speech at the meeting <u>when affixing signatures. The Company shall record the situations of the on-site board meetings in the audio and video form. The meeting minutes shall be permanently kept.</u></p> <p><u>The Company shall promptly submit the minutes and resolutions of the board meetings to the banking and insurance regulatory authority of the State Council.</u></p>
<p>Article 199 The office of Board of Directors is a working body established by the Board of Directors of the Company and is mainly responsible for the preparation and information disclosure of the shareholders' general meeting, the board meeting, and the meetings of the special committees of the Board of Directors, and other daily affairs of the Board of Directors and the special committees of the Board of Directors.</p>	<p><u>Article 209</u> Article 199 The office of Board of Directors is a working body established by the Board of Directors of the Company, <u>with 1(one) office chief set up</u> and is mainly responsible for the preparation and information disclosure of the shareholders' general meeting, the board meeting, and the meetings of the special committees of the Board of Directors, and other daily affairs of the Board of Directors and the special committees of the Board of Directors.</p>
<p>(New Section)</p>	<p><u>Article 210</u> <u>The Company shall forthwith report the governance regulation and evaluation results and regulatory opinions issued by the banking and insurance regulatory authority of the State Council and its dispatched offices, as well as the rectifications of the Company to directors, the Board of Directors, supervisors and the Board of Supervisors, and make prompt rectifications according to the regulatory requirements.</u></p>

Before the Amendment	After the Amendment
<p>Article 200 The Board of Directors shall have 1 chairman of Board of Directors and 1 vice chairman of Board of Directors. The chairman of Board of Directors and vice chairman of Board of Directors shall be elected by more than half of all the directors on the board meeting, and have a term of office for three (3) years and may be re-elected.</p>	<p>Article 211—Article 200 The Board of Directors shall have 1 chairman of Board of Directors and 1 vice chairman of Board of Directors. The chairman of Board of Directors and vice chairman of Board of Directors shall be elected by more than half of all the directors on the board meeting, and have a term of office for three (3) years and may be re-elected.</p>
<p>Article 202 The chairman of the Board of Directors shall exercise the following functions and powers:</p> <p>(1) preside over the shareholders' general meeting and convene and preside over board meetings;</p> <p>(2) supervise and inspect the implementation of resolutions of board meetings;</p> <p>(3) sign the corporate bonds and other negotiable securities;</p> <p>(4) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the Board of Directors proposed by the chairman of Board of Directors;</p> <p>(5) propose member candidates of the special committees of the Board of Directors;</p> <p>(6) sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company;</p>	<p>Article 213 Article 202 The chairman of the Board of Directors <u>leads the Company to strengthen the development of the Board of Directors, and enhance the operation quality and efficiency of the Board of Directors. In addition to general responsibilities as a director, the chairman shall also fulfill other responsibilities in accordance with laws, regulations, regulatory requirements and the Articles of Association,</u> and exercise the following functions and powers:</p> <p>(1) preside over the shareholders' general meeting and convene and preside over board meetings;</p> <p>(2) supervise and inspect the implementation of resolutions of board meetings;</p> <p>(3) sign the corporate bonds and other negotiable securities;</p> <p>(4) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the Board of Directors proposed by the chairman of Board of Directors;</p>

Before the Amendment	After the Amendment
<p>(7) in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the Board of Directors or shareholders' general meeting afterwards;</p> <p>(8) exercise the functions and powers of the Company's legal representative; and</p> <p>(9) other matters authorised by the Board of Directors.</p>	<p>(5) propose member candidates of the special committees of the Board of Directors;</p> <p>(6) sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company;</p> <p>(7) in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the Board of Directors or shareholders' general meeting afterwards;</p> <p>(8) exercise the functions and powers of the Company's legal representative; and</p> <p>(9) other matters authorised by the Board of Directors.</p>

Before the Amendment	After the Amendment
<p>Article 205 In order to fully perform duties, the Board of Directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transaction Control Committee, Board Development Strategy Committee, Board Audit Committee and Board Consumer Rights and Interests Protection Committee,, may also set up other special committees as needed. The special committees of the Board of Directors are responsible for the Board of Directors, the members are nominated by the chairman of Board of Directors and elected by the Board of Directors, and the number of people is not less than three (3). According to the actual circumstances, the Board of Directors may decide the merge and establishment of the relevant committees. The term of office of committees is the same as the Board of Directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.</p>	<p><u>Article 216</u> Article 205 In order to fully perform duties, the Board of Directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transaction Control Committee, Board Development Strategy Committee, Board Audit Committee and Board Consumer Rights and Interests Protection Committee, may also set up other special committees as needed <u>according to laws, regulations, regulatory requirements and the needs of the Company. The Board of Directors may decide the merge and establishment of relevant committees according to the actual circumstances.</u></p> <p>The special committees of the Board of Directors are responsible for the Board of Directors. <u>The special committees of the Board of Directors shall be composed of directors with professional knowledge or working experience matching the responsibilities of the special committees.</u> The members are nominated by the chairman of Board of Directors and elected by the Board of Directors, and the number of people is not less than three (3). According to the actual circumstances, the Board of Directors may decide the merge and establishment of the relevant committees. The term of office of committees is the same as the Board of Directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.</p>

Before the Amendment	After the Amendment
<p>The chiefs of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee and Board Audit Committee are undertaken by independent directors. Independent directors occupy the majority of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee and Board Audit Committee. The directors nominated by controlling shareholders shall not be the members of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee. The special committees of the Board of Directors shall each have one (1) secretary, responsible for the daily work contact of committees and the meeting preparation of committees.</p> <p>Members of the Audit Committee of the Board of Directors shall have professional knowledge and work experience in such areas as finance, audit and accounting. Members of the Risk Management and Related Transactions Control Committee of the Board of Directors shall have the experience of making judgment and management to all kinds of risks.</p>	<p>The chiefs <u>chairman</u> of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee and Board Audit Committee are undertaken by independent directors. <u>The chairmen of the Board Risk Management and Related Transaction Control Committee and Board Audit Committee shall work for no less than 20 working days per year for the Company.</u></p> <p><u>In principle, independent directors shall account for no less than 1/3 in the Board Risk Management and Related Transaction Control Committee,</u> and occupy the majority of Board Nomination and Remuneration Evaluation Committee and Board Audit Committee. The directors nominated by controlling shareholders shall not be the members of Board Risk Management and Related Transaction Control Committee, Board Nomination and Remuneration Evaluation Committee. The special committees of the Board of Directors shall each have one (1) secretary, responsible for the daily work contact of committees and the meeting preparation of committees.</p> <p>Members of the Audit Committee of the Board of Directors shall have professional knowledge and work experience in such areas as finance, audit, and <u>accounting or law.</u> Members of the Risk Management and Related Transactions Control Committee of the Board of Directors shall have the experience of making judgment and management to all kinds of risks.</p> <p><u>The special committees of the Board of Directors shall each have one (1) secretary, responsible for the daily work contact of committees and the meeting preparation of committees.</u></p>

Before the Amendment	After the Amendment
<p>Article 206 The Board Nomination and Remuneration Evaluation Committee are primarily responsible for:</p> <p>(1) formulating the conditions of service, criteria and selection procedures for directors and senior management personnel;</p> <p>(2) performing preliminary assessment on the service qualifications and conditions of directors and senior management personnel, and make recommendations to the Board of Directors;</p> <p>(3) putting forward qualified candidates of independent directors to the Board of Directors;</p> <p>(4) formulating, implementing remuneration and incentive measures and schemes of senior management personnel of the Company;</p> <p>(5) developing performance review standards of the Company's senior management personnel, and report assessment results to the Board of Directors;</p> <p>(6) checking and deciding the amount of annual incentive salaries distributed to the Company's senior management personnel, operating and management personnel and employees; and(7) other matters authorised by the Board of Directors.</p>	<p>Article 217 Article—206 The Board Nomination and Remuneration Evaluation Committee are primarily responsible for:</p> <p>(1) formulating the conditions of service, criteria and selection procedures for directors and senior management personnel, <u>and putting forward suggestions to the Board of Directors;</u></p> <p>(2) performing preliminary assessment on the service qualifications and conditions of directors and senior management personnel, and make recommendations to the Board of Directors;</p> <p>(3) putting forward qualified candidates of independent directors to the Board of Directors;</p> <p>(4) formulating, implementing remuneration and incentive measures and schemes of <u>directors</u> and senior management personnel of the Company, <u>and putting forward suggestions to the Board of Directors;</u></p> <p>(5) developing performance review standards of the Company's senior management personnel, and report assessment results to the Board of Directors;</p> <p>(6) checking and deciding the amount of annual incentive salaries distributed to the Company's senior management personnel, operating and management personnel and employees; and</p>

Before the Amendment	After the Amendment
	<p><u>(7) reviewing and approving the compensation paid to the executive directors and the senior management for their loss or termination of duties or entrustment, and raising suggestions to the Board of Directors;</u></p> <p><u>(8) reviewing and approving the compensation paid due to the dismissal of relevant directors due to their improper acts, and raising suggestions to the Board of Directors;</u></p> <p><u>(9) (7) other matters authorised by relevant laws, administrative regulations, departmental rules, the securities regulatory authority in the place of listing of the shares of the Company and the Board of Directors.</u></p> <p><u>The Board Nomination and Remuneration Evaluation Committee shall exercise the right of nomination of directors in an independent and prudent manner without being affected by shareholders.</u></p>

Before the Amendment	After the Amendment
<p>Article 207 Board Risk Management and Related Transaction Control Committee are primarily responsible for:</p> <p>(1) supervising the risk control in terms of the credit, market, and operations of the Company's senior management personnel;</p> <p>(2) making regular assessment of the risk status of the Company;(3) reviewing the asset and liability management policies of the Company;</p> <p>(4) putting forward a sound advice on risk management and internal control;</p> <p>(5) collecting, compiling lists and information of related parties of the Company;</p> <p>(6) inspecting and supervising the control of the Company's related party transactions, and the implementation of related party transactions control system by the Company's directors, senior management personnel, the related parties, and report to the Board of Directors;</p> <p>(7) approving or making preliminary review on matters that shall be approved or preliminary reviewed by Board Risk Management and Related Transaction Control Committee in accordance with the Articles of Association and other internal rules of the Company, keeping records of the relevant matters, and submitting to the Board of Directors for approval as required; and</p> <p>(8) other matters authorised by the Board of Directors.</p>	<p>Article 218 Article 207 Board Risk Management and Related Transaction Control Committee are primarily responsible for:</p> <p>(1) supervising the risk control in terms of the credit, market, and operations of the Company's senior management personnel;</p> <p>(2) making regular assessment of the risk status of the Company;</p> <p>(3) reviewing the asset and liability management policies of the Company;</p> <p>(3) (4) putting forward a sound advice on risk management and internal control;</p> <p>(4) (5) collecting, compiling lists and information of related parties of the Company;</p> <p>(5) (6) inspecting and supervising the control of the Company's related party transactions, and the implementation of related party transactions control system by the Company's directors, senior management personnel, the related parties, and report to the Board of Directors;</p> <p>(6) (7) approving or making preliminary review on matters that shall be approved or preliminary reviewed by Board Risk Management and Related Transaction Control Committee in accordance with the Articles of Association and other internal rules of the Company, keeping records of the relevant matters, and submitting to the Board of Directors for approval as required; and</p> <p>(7) (8) other matters authorised by the Board of Directors.</p>

Before the Amendment	After the Amendment
<p>Article 211 The Board of Directors formulates the rules of procedure and working duties of all committees, and all committees formulate the annual working plan and regularly hold meetings.</p>	<p>Article 222 Article 211 The Board of Directors formulates the rules of procedure and working duties procedures of all the special committees, and all the special committees formulate the annual working plan and regularly hold meetings.</p>
<p>Article 217 The primary duties of the board secretary are:</p> <p>(1) ensuring that the Company has complete organizational documents and records;</p> <p>.....</p> <p>(6) responsible for drafting board documents and related rules and regulations;</p> <p>(7) responsible for information disclosure of the Company, and taking effective measures to ensure that the information disclosure is timely, accurate, legitimate, true and complete;</p> <p>.....</p>	<p>Article 228 Article 217 The primary duties of the board secretary are:</p> <p>(1) ensuring that the Company has complete organizational documents and records;</p> <p>.....</p> <p>(6) responsible for drafting board documents and related rules and regulations;</p> <p>(7) responsible for organizing and coordinating information disclosure of the Company, and taking effective measures to ensure that the information disclosure is timely, accurate, legitimate, true and complete;</p> <p>.....</p>
<p>Article 219 The board secretary could concurrently serve as the chief of the office of Board of Directors, responsible for the work of the office of Board of Directors and the daily management work of each committee secretary.</p>	<p>Article 230 Article 219 The board secretary could concurrently serve as the chief of the office of Board of Directors, responsible for the work of the office of Board of Directors and the daily management work of each committee secretary.</p>
<p>(New Section)</p>	<p>Article 232 <u>The senior management shall be accountable to the Board of Directors, and accept the supervision by the Board of Supervisors. They shall report the Company's operation and management situations in a prompt, accurate and complete manner and provide relevant materials as required by the Board of Directors and the Board of Supervisors.</u></p>

Before the Amendment	After the Amendment
<p>Article 221 The Company shall have one (1) president, nominated by the chairman of Board of Directors, and appointed or dismissed by the Board of Directors.</p> <p>The Company shall have a number of vice presidents, nominated by the president, appointed or dismissed by the Board of Directors.</p> <p>The president, vice president, assistant to the president, financial officer, board secretary and other persons determined by the Board of Directors are the senior management personnel of the Company.</p> <p>The service qualifications of senior management personnel should be reported to the banking and insurance regulatory authority of the State Council for approval.</p>	<p><u>Article 233</u> Article 221The Company shall have one (1) president, nominated by the chairman of Board of Directors, and appointed or dismissed by the Board of Directors. <u>The chairman of the Board of Directors shall not serve concurrently as the president.</u></p> <p>The Company shall have a number of vice presidents, nominated by the president, appointed or dismissed by the Board of Directors.</p> <p>The president, vice president, assistant to the president, financial officer, board secretary and other persons determined by the Board of Directors are the senior management personnel of the Company.</p> <p><u>The Company shall have one (1) chief risk officer or appoint one (1) senior management personnel as the person in charge of risks, nominated by the president, and appointed or dismissed by the Board of Directors. The chief risk officer or person in charge of risks shall maintain sufficient independence, and shall not concurrently take charge of any work having interest conflicts with risk management.</u></p> <p>The service qualifications of senior management personnel should be reported to the banking and insurance regulatory authority of the State Council for approval.</p>

Before the Amendment	After the Amendment
<p>Article 222 The faithful obligations stipulated in the Article 155 and the diligence obligations stipulated in the Item (4), (6), (9) of Article 156 of the Articles of Association shall also apply to senior management personnel.</p>	<p><u>Article 234</u> Article 222 <u>The senior management personnel shall abide by laws, regulations, regulatory requirements and the Articles of Association, have good professional virtues, follow high-standard code of professional ethics, bear faithful and diligence obligations to the Company, perform duties in a faithful, diligent and prudent manner, guarantee sufficient time and energy for performance of duties, and shall not be remiss in performance of duties or go beyond the scope of authority.</u></p> <p>The faithful obligations stipulated in the Article 155 <u>Article 166</u> and the diligence obligations stipulated in the Item (4), (6), (9), (14) of Article 156 <u>Article 167</u> of the Articles of Association shall also apply to senior management personnel.</p>
<p>Article 223 The persons who assume the office of other positions except for directors in the companies of the Company's controlling shareholders and actual controllers shall not serve as the senior management personnel of the Company.</p>	<p>(Delete)</p>
<p>(New Section)</p>	<p><u>Article 235 Large shareholders, controlling shareholders and actual controllers of the Company and staff of the enterprise group shall not concurrently serve as the senior management personnel of the Company in principle.</u></p>

Before the Amendment	After the Amendment
<p>Article 226 The senior management personnel should establish a system to report the information to the Board of Directors and its special committees and Board of Supervisors and its special committees, to promptly, accurately and completely report the signing and implementation of material contracts of the Company, and the use of funds, financial status, risk condition, operation performance, business prospects, as well as material litigation, and guarantee matters and clarify the category, content, time and manner of the reporting information in order to ensure the directors and supervisors can acquire all kinds of information timely and accurately. The president must ensure the authenticity of the reports.</p> <p>When proposing decisions on wages, welfares, safety and labour protection and labour insurance, non-reappointment (or dismissal) of the employees of the Company and other issues involving the vital interests of employees, the president should listen to the views of the labour union in advance.</p>	<p>Article 238 Article 226 The senior management personnel should establish a system to report the information to the Board of Directors and its special committees and Board of Supervisors and its special committees, to promptly, accurately and completely report the signing and implementation of material contracts of the Company, and the use of funds, financial status, risk condition, operation performance, business prospects, as well as material litigation, and guarantee matters and clarify the category, content, time and manner of the reporting information in order to ensure the directors and supervisors can acquire all kinds of information timely and accurately. The president must ensure the authenticity of the reports.</p> <p>When proposing decisions on wages, welfares, safety and labour protection and labour insurance, non-reappointment (or dismissal) of the employees of the Company and other issues involving the vital interests of employees, the president should listen to the views of the labour union in advance.</p> <p><u>Senior management personnel shall carry out operation and management activities in accordance with the Article of Association and the authorization of the Board of Directors, and shall proactively implement the resolutions of the shareholders' general meeting and the Board of Directors. The operation and management activities conducted by the senior management personnel within the scope of authority shall not be improperly interfered in by shareholders and the Board of Directors.</u></p>

Before the Amendment	After the Amendment
<p>Article 231 The senior management of the Company should establish and improve the internal control mechanisms with internal rules and regulations, operational risk control system, credit approval system as the main contents based on the needs of the business activities of the Company.</p> <p>The president of the Company shall not be a member of the Credit Review Committee, but has the veto power on the credit decision passed by the Credit Review Committee.</p>	<p>(Delete)</p>
<p>Article 235 The supervisors are assumed by shareholder representatives, the staff representatives of the Company and the external supervisors elected by the shareholders' general meeting. The shareholder supervisors and external supervisors are elected, removed from office or replaced from the shareholders' general meeting; staff representatives assuming the office of supervisors are elected, removed from office or replaced by the staff representatives assembly, the general staff meeting or other forms of democratic elections.</p>	<p><u>Article 246</u> Article 235 The supervisors are assumed by shareholder representatives, the staff representatives of the Company and the external supervisors elected by the shareholders' general meeting. <u>The supervisors of the Company shall be natural persons.</u> The shareholder supervisors and external supervisors are elected, removed from office or replaced from the shareholders' general meeting; staff representatives assuming the office of staff supervisors are elected, removed from office or replaced by the staff representatives assembly, the general staff meeting or other forms of democratic elections. <u>The directors and senior management personnel shall not concurrently serve as supervisors.</u></p> <p><u>Supervisors should have expertise or work experience in law, accounting and other aspects. The personnel and structure of Board of Supervisors should be able to ensure the Board of Supervisors' independent and effective exercise of the supervision and inspection on directors and senior management personnel and the finance personnel of the Company.</u></p>

Before the Amendment	After the Amendment
<p>Article 236 The way and procedures for nomination of supervisions are as follows:</p> <p>(1) The shareholder supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than three percent (3%) voting shares of the Company, external supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than one percent (1%) voting shares of the Company, and staff supervisor candidates are nominated by the Board of Supervisor or the labour union of the Company;</p> <p>(2) The supervisor candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided are true and complete, and ensure that he/she will earnestly discharge his duties as a supervisor upon the appointment; and</p> <p>(3) A shareholder and its related parties shall not simultaneously nominate directors and supervisors to the shareholders' general meeting; if a supervisor (director) candidate nominated by one shareholder and its related parties has held the office as a supervisor (director), before the expiration of his/her term of office or replacement, the shareholder shall not nominate any director (supervisor) candidate.</p>	<p>Article 247 Article 236 The way and procedures <u>way and procedures</u> for nomination, <u>approval and election</u> of supervisions are as follows:</p> <p>(1) The shareholder supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than three percent (3%) voting shares of the Company, external supervisor candidates are nominated by the Board of Supervisor or the shareholders that individually or jointly hold more than one percent (1%) voting shares of the Company, and staff supervisor candidates are nominated by the Board of Supervisor or <u>and</u> the labour union of the Company;</p> <p><u>(2) The Nomination Committee of Board of Supervisors shall conduct preliminary assessment on the qualifications of candidates of shareholder supervisors and external supervisors, and submit qualified candidates to the Board of Supervisors for deliberation; propose the candidates of supervisors to the shareholders' general meeting in the form of written proposal upon approval by the Board of Supervisors through deliberation;</u></p> <p><u>(3)</u> (2) The supervisor candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided are true and complete, and ensure that he/she will earnestly discharge his duties as a supervisor upon the appointment; and</p>

Before the Amendment	After the Amendment
<p>The number of supervisors nominated by the same shareholders and their related parties, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Supervisors, and if exemption is needed due to special ownership structure, such application should be submitted to the banking and insurance regulatory authority of the State Council and explain the reasons.</p>	<p>(4) (3)–A shareholder and its related parties shall not simultaneously nominate directors and supervisors to the shareholders’ general meeting; if a supervisor (director) candidate nominated by one shareholder and its related parties has held the office as a supervisor (director), before the expiration of his/her term of office or replacement, the shareholder shall not nominate any director (supervisor) candidate;</p> <p>The number of supervisors nominated by the same shareholders and their related parties, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Supervisors, and if exemption is needed due to special ownership structure, such application should be submitted to the banking and insurance regulatory authority of the State Council and explain the reasons;</p> <p><u>(5) The shareholders’ general meeting shall vote for each candidate of director individually;</u></p> <p><u>(6) The temporary supplement of supervisors shall be proposed by the Nomination Committee of the Board of Supervisors or shareholders qualified for nomination and submitted to the Board of Supervisors for deliberation, and then elected or replaced at the shareholders’ general meeting.</u></p>
<p>Article 237 Supervisors should have expertise or work experience in law, accounting and other aspects. The personnel and structure of Board of Supervisors should be able to ensure the Board of Supervisors’ independent and effective exercise of the supervision and inspection on directors and senior management personnel and the finance personnel of the Company.</p> <p>The directors, president, and senior management personnel shall not concurrently serve as supervisors.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
(New Section)	<p data-bbox="810 283 1359 346"><u>Article 248 Supervisors shall perform following responsibilities or obligations:</u></p> <p data-bbox="810 385 1359 517"><u>(1) attend board meetings, and inquire about or put forth proposals on resolutions adopted by the Board of Directors;</u></p> <p data-bbox="810 555 1359 757"><u>(2) attend supervisor meetings on time, fully review the resolutions adopted by the Board of Supervisors, issue independent, professional and objective opinions, and make independent voting on the basis of prudent judgement;</u></p> <p data-bbox="810 795 1359 859"><u>(3) bear liability for the resolutions adopted by the Board of Supervisors;</u></p> <p data-bbox="810 898 1359 1232"><u>(4) actively participate in trainings organized by the Company and the banking and insurance regulatory authority of the State Council and its dispatched offices, understand the rights and obligations of supervisors, be familiar with relevant laws and regulations, and grasp professional knowledge and capability required for the performance of duties;</u></p> <p data-bbox="810 1270 1359 1440"><u>(5) bear the faithful and diligence obligations to the Company, fulfil the responsibilities in a diligent and prudent manner, and guarantee sufficient time and energy for performance of duties;</u></p> <p data-bbox="810 1478 1359 1576"><u>(6) take illegitimate benefits by making use of the position, and not seize the properties of the Company;</u></p> <p data-bbox="810 1615 1359 1817"><u>(7) actively participate in the supervision and inspection organized by the Board of Supervisors, conduct independent investigation and evidence collection, and put forward questions and supervision opinions realistically;</u></p> <p data-bbox="810 1855 1359 1953"><u>(8) abide by laws, regulations, regulatory requirements and the Articles of Association.</u></p>

Before the Amendment	After the Amendment
<p>Article 238 The supervisors shall comply with the laws, administrative regulations and the Articles of Association, and bear the faithful obligations and diligence obligations to the Company, and shall not take illegitimate benefits by making use of the position, and not seize the properties of the Company.</p> <p>Where supervisors have the following serious misconducts, the Board of Supervisors should recommend the shareholders' general meeting, the staff representatives assembly for removal:</p> <p>(1) deliberately disclosing the trade secrets of the Company, and impair the legal interests of the Company;</p> <p>(2) accepting illegitimate benefits in the course of the performance of duties, or use the position of supervisors for personal gain;</p> <p>(3) should find problems but be unable to find in supervision or hidden problems that are found, resulting in significant losses to the Company; and</p> <p>(4) other serious misconducts stipulated in laws and the Articles of Association of the Company.</p>	<p>Article 249 Article 238 The supervisors shall comply with the laws, administrative regulations and the Articles of Association, and bear the faithful obligations and diligence obligations to the Company, and shall not take illegitimate benefits by making use of the position, and not seize the properties of the Company. Where supervisors have the following serious misconducts, the Board of Supervisors should recommend the shareholders' general meeting and the staff representatives assembly for removal:</p> <p>(1) deliberately disclosing the trade secrets of the Company, and impair the legal interests of the Company;</p> <p>(2) accepting illegitimate benefits in the course of the performance of duties, or use the position of supervisors for personal gain;</p> <p>(3) should find problems but be unable to find in supervision or hidden problems that are found, resulting in significant losses to the Company; and</p> <p>(4) other serious misconducts stipulated in laws and the Articles of Association of the Company.</p>
<p>Article 239 The term of office of supervisors is three (3) years. A supervisor may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting and the staff representatives assembly cannot dismiss the supervisor from his post without cause.</p>	<p>Article 250 Article 239 The term of office of supervisors is <u>shall not exceed</u> three (3) years. A supervisor may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting and the staff representatives assembly cannot dismiss the supervisor from his post without cause.</p>

Before the Amendment	After the Amendment
<p>Article 240 Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, he/she shall be deemed not to perform the duties, and the shareholders' general meeting or the staff representatives assembly, the general staff meeting or other bodies democratically electing staff supervisors shall replace him. A shareholder supervisor shall not work for the Company less than 15 working days per year.</p> <p>Employee supervisors shall enjoy the right to be involved in formulating rules and regulations concerning the vital interests of the employees and shall be actively involved in the supervision and inspection of the implementation of such rules and regulations.</p>	<p><u>Article 251</u> Article 240 <u>Supervisors shall attend at least more than 2/3 of the on-site supervisor meetings in person every year. The supervisor unable to attend can entrust another supervisor to attend the meeting in a written form, and the power of attorney shall state the supervisor's individual opinions and voting intentions on the proposal.</u> Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, he/she shall be deemed not to perform the duties, and the shareholders' general meeting or the staff representatives assembly, the general staff meeting or other bodies democratically electing staff supervisors shall replace him. A shareholder supervisor shall not work for the Company less than 15 working days per year.</p> <p>Employee supervisors shall enjoy the right to be involved in formulating rules and regulations concerning the vital interests of the employees and shall be actively involved in the supervision and inspection of the implementation of such rules and regulations.</p>

Before the Amendment	After the Amendment
<p>Article 242 Where no election is conducted in time before the expiration of the term of office of a supervisor, or the number of the supervisors in the Board of Supervisors of the Company is less than the statutory number due to the resignation of a supervisor within his/her term of office, the existing supervisor shall, before the supervisor elected takes office, continue to perform his/her duty as a supervisor in accordance with laws, administrative regulations, and departmental rules and the Articles of Association.</p>	<p><u>Article 253</u> Article 242 Where no election is conducted in time before the expiration of the term of office of a supervisor, or the number of the supervisors in the Board of Supervisors of the Company is less than the statutory number due to the resignation of a supervisor within his/her term of office, the existing supervisor shall, before the supervisor elected takes office, continue to perform his/her duty as a supervisor in accordance with laws, administrative regulations, <u>regulatory requirements</u> and departmental rules and the Articles of Association.</p>
<p>Article 244 A supervisor may attend board meetings, and may inquire about or put forth proposals on matters on which resolutions have been or are to be adopted by the Board of Directors.</p>	<p>(Delete)</p>
<p>(New Section)</p>	<p><u>Article 259 External supervisors shall not be affected by shareholders, senior management personnel, or other interested units or individuals of the Company during the decision-making and supervision, and protect the legitimate rights and interests of the medium and minor shareholders and other stakeholders.</u></p>

Before the Amendment	After the Amendment
<p>Article 253 The Board of Supervisors consists of five (5) to nine (9) supervisors, including the supervisors as shareholder representatives, and external supervisors and the supervisors as the staff representatives. The Board of Supervisors has one (1) chairman, one (1) vice chairman, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors.</p> <p>The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Company, and the proportion of staff representatives shall not be less than one third (1/3) of the total number of supervisors.</p>	<p><u>Article 264</u> Article 253 The Board of Supervisors consists of five (5) to nine (9) <u>seven (7)</u> supervisors, including the <u>one (1)</u> shareholder supervisor supervisors—as shareholder representatives, and <u>three (3)</u> external supervisors and the <u>three (3) staff</u> supervisors—as the staff representatives. The Board of Supervisors has one (1) chairman, one (1) vice chairman, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors.</p> <p><u>External supervisors shall not serve as other posts than supervisors in the Company, and shall not have such relationship as may probably affect their independent and objective judgements with the Company and its shareholders and actual controllers.</u> The Board of Supervisors has one (1) chairman, one (1) vice chairman, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors, The Board of Supervisors shall include shareholder representatives and a certain proportion of staff representatives of the Company, and the proportion of staff representative <u>supervisors</u> shall not be less than one third (1/3) of the total number of supervisors.</p>

Before the Amendment	After the Amendment
<p>Article 254 The Board of Supervisors shall exercise the following functions and powers:</p> <p>(1) reviewing the regular reports formulated by the Board of Directors of the Company and putting forth written review opinions on the truth, accuracy and completeness of reports;</p> <p>(2) supervising the Board of Directors to establish steady business philosophy and value criterion, formulate the scientific strategy of development which conform to the practical situations of the Company; regularly evaluating the scientificity, rationality and validity of the strategy of development formulated by the Board of Directors and submitting the assessment reports;</p> <p>(3) supervising and evaluating the performance of directors and senior management personnel of the Company on their duties, reporting the assessment results and reasons for the performance of duties of the directors and senior management personnel to the banking and insurance regulatory authority of the State Council within four (4) months after the end of each year, and reporting the assessment results for the performance of duties of the directors and senior management personnel to the shareholders' general meeting; the performance assessment work is carried out at least once a year; proposing dismissal advice for the directors and senior management personnel that violate laws, administrative regulations, the Articles of Association or resolutions of shareholders' general meeting;</p>	<p>Article 265 Article 254—The Board of Supervisors shall <u>perform duties</u> and exercise the following functions and powers <u>in accordance with laws and regulations such as the Company Law and the Articles of Association:</u></p> <p><u>(1) formulating the rules of procedures of the supervisor meeting;</u></p> <p><u>(2)</u> (1) reviewing the regular reports formulated by the Board of Directors of the Company and putting forth written review opinions on the truth, accuracy and completeness of reports;</p> <p><u>(3)</u> (2) supervising the Board of Directors to establish steady business philosophy and value criterion, formulate the scientific strategy of development which conform to the practical situations of the Company; regularly evaluating the scientificity, rationality and validity <u>stability</u> of the strategy of development formulated by the Board of Directors and submitting the assessment reports;</p> <p><u>(4) the Board of Supervisors shall bear the ultimate liability for the performance appraisal of the directors and supervisors of the Company;</u></p>

Before the Amendment	After the Amendment
<p>(4) when the acts of directors and senior management personnel impair the interests of the Company, requiring the directors and senior management personnel to rectify, and entitled to report to the shareholders' general meeting or the relevant regulatory authority according to laws;</p>	<p><u>(5)</u> (3)—supervising and evaluating the performance of directors and senior management personnel of the Company on their duties, reporting the assessment results and reasons for the performance of duties of the directors and senior management personnel to the banking and insurance regulatory authority of the State Council within four (4) months after the end of each year, and reporting the assessment results for the performance of duties of the directors and senior management personnel to the shareholders' general meeting; the performance assessment work is carried out at least once a year; proposing dismissal advice for the directors and senior management personnel that violate laws, administrative regulations, the Articles of Association or resolutions of shareholders' general meeting;</p>
<p>(5) making self-assessment on the work of the supervisors and the Board of Supervisors and make assessment on the performance of duties of supervisors, reporting the results and reasons for self-assessment of the Board of Supervisors and the assessment of the performance of duties of the supervisors to the banking and insurance regulatory authority of the State Council within four (4) months after the end of each year, and report the assessment results to the shareholders' general meeting;</p>	<p><u>(6)</u> (4) when the acts of directors and senior management personnel impair the interests of the Company, requiring the directors and senior management personnel to rectify, and entitled to report to the shareholders' general meeting or the relevant regulatory authority according to laws;</p>
<p>(6) propose to hold an extraordinary general meeting of shareholders, and convene and preside over shareholders' general meeting when the Board of Directors doesn't perform its duties to convene and preside over the shareholders' general meeting in accordance with the <i>Company Law</i>;</p>	<p><u>(7)</u> (5) making self-assessment on the work of the supervisors and the Board of Supervisors and make assessment on the performance of duties of supervisors, reporting the results and reasons for self-assessment of the Board of Supervisors and the assessment of the performance of duties of the supervisors to the banking and insurance regulatory authority of the State Council within four (4) months after the end of each year, and report the assessment results to the shareholders' general meeting;</p>
<p>(7) putting forth proposals to shareholders' general meeting;</p>	<p><u>(6)</u> (4) when the acts of directors and senior management personnel impair the interests of the Company, requiring the directors and senior management personnel to rectify, and entitled to report to the shareholders' general meeting or the relevant regulatory authority according to laws;</p>
<p>(8) attending the board meetings and the meetings of special committees of the Board of Directors, and may inquire about or put forth proposals on matters on resolutions of the meetings;</p>	<p><u>(7)</u> (5) making self-assessment on the work of the supervisors and the Board of Supervisors and make assessment on the performance of duties of supervisors, reporting the results and reasons for self-assessment of the Board of Supervisors and the assessment of the performance of duties of the supervisors to the banking and insurance regulatory authority of the State Council within four (4) months after the end of each year, and report the assessment results to the shareholders' general meeting;</p>

Before the Amendment	After the Amendment
<p>(9) conducting off-office auditing on senior management personnel;</p> <p>(10) inquiring into the directors, Board of Directors, and senior management personnel;</p> <p>(1 1) reviewing the Company's profit distribution programme, and putting forth written review opinions on the compliance and rationality of the profit distribution programme;</p> <p>(12) supervising the compliance, engagement terms of the appointment, dismissal, reappointment of the accounting firm and the fairness of remunerations as well as the independence and effectiveness of the external audit work;</p> <p>(13) supervising and inspecting the Company's financial activities, business decisions, risk management and internal control and urging for modifications;</p> <p>(14) supervising the election and employment procedure of the directors of the Company;</p> <p>(15) supervising the scientificity and rationality of the remuneration rules and policies of the Company and the remuneration solution for the senior management personnel;</p> <p>(16) taking legal proceedings against directors and senior management personnel in accordance with Article 152 of the <i>Company Law</i>;</p>	<p><u>(8)</u> (6)—propose to hold an extraordinary general meeting of shareholders, and convene and preside over shareholders' general meeting when the Board of Directors doesn't perform its duties to convene and preside over the shareholders' general meeting in accordance with the <i>Company Law</i>;</p> <p><u>(9)</u> (7) putting forth proposals to shareholders' general meeting;</p> <p><u>(10)</u> (8) attending the board meetings and the meetings of special committees of the Board of Directors, and may inquire about or put forth proposals on matters on resolutions of the meetings;</p> <p><u>(11)</u> (9)—conducting off-office auditing on senior management personnel;</p> <p><u>(12)</u> (10)—inquiring into the directors, Board of Directors, and senior management personnel;</p> <p><u>(13)</u> (11)—reviewing the Company's profit distribution programme, and putting forth written review opinions on the compliance and rationality of the profit distribution programme;</p> <p><u>(14)</u> (12)—supervising the compliance, engagement terms of the appointment, dismissal, reappointment of the accounting firm and the fairness of remunerations as well as the independence and effectiveness of the external audit work;</p>

Before the Amendment	After the Amendment
<p>(17) investigating any irregularities in the operations of the Company; when necessary, may engage accounting firms, law firms and other professional firms to assist the work;</p> <p>(18) regularly communicating with the banking and insurance regulatory authority about the circumstances of the Company; and</p> <p>(19) other functions and powers conferred by the Articles of Association and the shareholders' general meeting.</p>	<p>(15) (13)—supervising and inspecting the Company's financial activities, business decisions, risk management and internal control and urging for modifications;</p> <p><u>(16) providing guidance and supervision on the internal audit, and entitled to ask the Board of Directors and the senior management to provide relevant audit information;</u></p> <p>(17) (14)—supervising the election and employment procedure of the directors of the Company;</p> <p>(18) (15)—supervising the scientificity and rationality of <u>the implementation of</u> the remuneration rules and policies of the Company and the remuneration solution for the senior management personnel;</p> <p>(19) (16)—taking legal proceedings against directors and senior management personnel in accordance with Article 152 of the <i>Company Law</i>;</p> <p>(20) (17) investigating any irregularities in the operations of the Company; when necessary, may engage accounting firms, law firms and other professional firms to assist the work;</p> <p>(21) (18) regularly communicating with the banking and insurance regulatory authority about the circumstances of the Company; and</p> <p>(22) (19) other functions and powers conferred <u>matters stipulated by laws, regulations, regulatory requirements and</u> the Articles of Association and the shareholders' general meeting.</p>

Before the Amendment	After the Amendment
<p>Article 258 The Board of Supervisors discusses matters in the form of the meeting of Board of Supervisors. The Board of Supervisors shall hold a meeting at least at quarterly intervals. The meeting notice shall be delivered to all supervisors ten (10) days before the meeting. Supervisors may propose to hold an interim meeting of Board of Supervisors.</p> <p>The motions on the meeting of Board of Supervisors is discussed and voted by Board of Supervisors term by term. The resolutions of the Board of Supervisors shall be passed by more than two thirds (2/3) of supervisors through voting.</p> <p>When all external supervisors of the Company consider the motion materials on the meeting of Board of Supervisors are insufficient or unclear, they may jointly request to postpone to convene the meeting of Board of Supervisors or postpone the deliberation on relevant motions, and the Board of Supervisors shall adopt it.</p>	<p><u>Article 269</u> Article 258—The Board of Supervisors discusses matters in the form of the meeting of Board of Supervisors. The Board of Supervisors shall hold a meeting at least <u>four times per year</u> at quarterly intervals. The meeting notice shall be delivered to all supervisors ten (10) days before the meeting. Supervisors may propose to hold an interim meeting of Board of Supervisors.</p> <p>The motions on the meeting of Board of Supervisors is discussed and voted by Board of Supervisors term by term. The resolutions of the Board of Supervisors shall<u>may be voted at on-site meetings or via written signature. The resolutions of the Board of Supervisors shall</u> be passed by more than two thirds (2/3)<u>a majority of all</u> the supervisors through voting, <u>unless otherwise required by the place where the Company's stocks are listed.</u></p> <p>When all external supervisors of the Company consider the motion materials on the meeting of Board of Supervisors are insufficient or unclear, they may jointly request to postpone to convene the meeting of Board of Supervisors or postpone the deliberation on relevant motions, and the Board of Supervisors shall adopt it.</p> <p><u>The supervisor meeting shall be attended by supervisors personally. Supervisor meeting may be held by communications equipment, as long as the participating supervisors can attend the meeting via telephone or video and fully express their opinions and suggestions, all the participating supervisors shall be deemed to have personally attended the meeting.</u></p>

Before the Amendment	After the Amendment
<p>Article 260 When the regular meeting and interim meeting of the Board of Supervisors are to be held, the office of the Board of Supervisors shall submit the written meeting notice ten (10) and five (5) days in advance before the meeting, respectively, by direct delivery, fax, email or other means to all the supervisors. If not delivered directly, it shall be confirmed by phone calls and the corresponding records shall be made.</p> <p>In any event of urgency, which an interim meeting of Board of Supervisors is required to be convened as soon as possible, the notice of the meeting can be made at any time by verbal or telephone, but the convener shall make statements to explain it at the meeting.</p>	<p><u>Article 271</u> Article 260 When the regular meeting and interim meeting of the Board of Supervisors are to be held, the office of the Board of Supervisors shall submit the written meeting notice ten (10) and five (5) days in advance before the meeting, respectively, by direct delivery, fax, email or other means to all the supervisors. If not delivered directly, it shall be confirmed by phone calls and the corresponding records shall be made.</p> <p>In any event of urgency, which an interim meeting of Board of Supervisors is required to be convened as soon as possible, the notice of the meeting can be made at any time by verbal or telephone, but the convener shall make statements to explain it at the meeting.</p> <p><u>The banking and insurance regulatory authority of the State Council and its dispatched offices may dispatch staff to be present at the supervisor meeting of the Company. The Company shall notify the banking and insurance regulatory authority of the State Council at least three (3) working days before the supervisor meeting is convened. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.</u></p>

Before the Amendment	After the Amendment
<p>Article 263 Meetings of the Board of Supervisors shall be physically held on-site. In any event of urgency, a meeting of the Board of Supervisors can be voted by way of correspondence, but the convener of the meeting (chairman of the meeting) shall make a statement of the specific urgency matters to the Board of Supervisors. Supervisors shall deliver the written opinions and voting intentions towards the matters considered with their signatures as confirmations to the office of the Board of Supervisors when voting by correspondence.</p>	<p>(Delete)</p>
<p>Article 265 The Board of Supervisors shall make meeting minutes for all decisions of matters discussed at the meeting, and the attending supervisors and the recorder shall sign on the minutes.</p> <p>The supervisors shall have the rights to require making explanatory notes on the minutes on their speech at the meeting.</p>	<p>Article 275 Article 265—The Board of Supervisors shall make meeting minutes for all decisions of matters discussed at the meeting, and the attending supervisors and the recorder shall sign on the minutes. <u>The meeting minutes shall be permanently kept.</u></p> <p>The supervisors shall have the rights to require making explanatory notes on the minutes on their speech at the meeting.</p> <p><u>The Company shall promptly submit documents such as the minutes and resolutions of the supervisor meeting to the banking and insurance regulatory authority of the State Council and its dispatched offices.</u></p>
<p>Article 268 The Board of Supervisors has one (1) office chief, nominated by the chairman of Board of Supervisors and appointed by Board of Supervisors, responsible for the daily management work of the office of Board of Supervisors and secretaries of all special committees.</p>	<p>Article 278 Article 268 The Board of Supervisors has one (1) office chief, nominated by the chairman of Board of Supervisors and appointed by Board of Supervisors, responsible for the daily management work of the office of Board of Supervisors and secretaries of all special committees.</p>

Before the Amendment	After the Amendment
<p>Article 271 The staff supervisors also shall accept the supervision from the staff representatives assembly, the general staff meeting or other democratic form, and regularly report work to the staff representatives assembly.</p>	<p><u>Article 281</u> Article 271 The staff supervisors also shall accept the supervision from the staff representatives assembly, the general staff meeting or other democratic form, and regularly report work to the staff representatives assembly.</p> <p><u>The staff supervisors shall proactively give play to their superiority in operation and management, and promote the better work of the Board of Supervisors for the long-term interests of the Company. Employee supervisors shall listen to employees' opinions and suggestions on rules, regulations or major issues involving the vital interests of employees, make authentic, accurate and comprehensive reflection at the supervisor meeting, and protect the legitimate rights and interests of employees.</u></p> <p><u>The staff supervisors shall regularly report on their work to the staff representatives assembly and actively accept the supervision by employees. They shall issue opinions on relevant resolutions adopted by the staff representatives assembly and exercise the right of voting at the supervisor meeting.</u></p>

Before the Amendment	After the Amendment
<p>Article 272 The appointment and dismissal of the chairman of Board of Supervisors shall passed by two thirds (2/3) of the members of the Board of Supervisors through voting. The vice chairman of the Board of Supervisors shall be elected by more than half (1/2) of all the supervisors. The chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the chairman of the Board of Supervisors cannot perform such functions or fails to do so, the vice chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the vice chairman of the Board of Supervisors cannot perform such functions or fails to do so, a supervisor jointly elected by more than half (1/2) of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>	<p>Article 282 Article 272 The appointment and dismissal of the chairman <u>and</u> vice chairman of Board of Supervisors shall passed by two thirds (2/3) of the members of the Board of Supervisors through voting. The vice chairman of the Board of Supervisors shall be elected by more than half (1/2) of all the supervisors, <u>unless otherwise required by the place where the Company's stocks are listed.</u> The chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the chairman of the Board of Supervisors cannot perform such functions or fails to do so, the vice chairman of the Board of Supervisors shall convene and preside over the meeting of the Board of Supervisors; and where the vice chairman of the Board of Supervisors cannot perform such functions or fails to do so, a supervisor jointly elected by more than half (1/2) of the supervisors shall convene and preside over the meeting of the Board of Supervisors.</p>

Before the Amendment	After the Amendment
<p>Article 274 The chairman of Board of Supervisors exercise the following functions and powers:</p> <p>(1) convening and presiding over the meeting of Board of Supervisors;</p> <p>(2) supervising and inspecting the implementation of resolutions of Board of Supervisors;</p> <p>(3) examining and signing documents related to the Board of Supervisors;</p> <p>(4) reporting the work of Board of Supervisors to shareholders' general meeting on behalf of the Board of Supervisors;</p> <p>(5) organizing the performance of duties of Board of Supervisors, and organizing the formulation of work plan of Board of Supervisors and the implementation of decisions of Board of Supervisors;</p> <p>(6) other functions and powers conferred by the Board of Supervisors; and</p> <p>(7) other duties stipulated in laws, regulations, and the Articles of Association.</p>	<p><u>Article 284</u> Article 274 The chairman of Board of Supervisors <u>shall lead the Company to strengthen the development of the Board of Supervisors, and enhance the operation quality and efficiency of the Board of Supervisors. In addition to general responsibilities as a supervisor, the chairman shall also fulfill other responsibilities in accordance with laws, regulations, regulatory requirements and the Articles of Association,</u> and exercise the following functions and powers:</p> <p>(1) convening and presiding over the meeting of Board of Supervisors;</p> <p>(2) supervising and inspecting the implementation of resolutions of Board of Supervisors;</p> <p>(3) examining and signing documents related to the Board of Supervisors;</p> <p>(4) reporting the work of Board of Supervisors to shareholders' general meeting on behalf of the Board of Supervisors;</p> <p>(5) organizing the performance of duties of Board of Supervisors, and organizing the formulation of work plan of Board of Supervisors and the implementation of decisions of Board of Supervisors;</p> <p>(6) other functions and powers conferred by the Board of Supervisors; and</p> <p>(7) other duties stipulated in laws, regulations, and the Articles of Association.</p>

Before the Amendment	After the Amendment
<p>Article 283 The views of the external audit institutions should be fully taken into consideration in the event of evaluating the performance of the directors and supervisors.</p>	<p>(Delete)</p>
<p>Article 295 The Company shall, with the prior approval of shareholders in shareholders' general meeting, enter into a contract in writing with a director or supervisor wherein his/her remunerations are stipulated, including:</p> <p>(1) remunerations in respect of his/her service as director, supervisor and other senior management personnel of the Company;</p> <p>(2) remunerations in respect of his/her service as director, supervisor and other senior management personnel of any subsidiary of the Company;</p> <p>(3) remunerations in respect of the provision of other services in connection with the management of the Company or any of its subsidiaries; and</p> <p>(4) compensation for loss of the position or retirement from office.</p> <p>Article 296 Except under a contract entered into in accordance with the foregoing, no proceedings may be brought to a court by a director or supervisor against the Company for any benefits in respect of the matters abovementioned.</p>	<p>Article 304 Article 295 The Company shall, with the prior approval of shareholders in shareholders' general meeting, enter into a contract in writing with a director or supervisor wherein his/her remunerations are stipulated, including:</p> <p>(1) remunerations in respect of his/her service as director, supervisor and other senior management personnel of the Company;</p> <p>(2) remunerations in respect of his/her service as director, supervisor and other senior management personnel of any subsidiary of the Company;</p> <p>(3) remunerations in respect of the provision of other services in connection with the management of the Company or any of its subsidiaries; and</p> <p>(4) compensation for loss of the position or retirement from office.</p> <p>Article 296 Except under a contract entered into in accordance with the foregoing, no proceedings may be brought to a court by a director or supervisor against the Company for any benefits in respect of the matters abovementioned.</p>

Before the Amendment	After the Amendment
<p>Article 297 The contract for remunerations entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the directors and supervisors shall, subject to the prior approval of the shareholders in shareholders' general meeting, have the right to receive compensation or other payment for loss of the position or retirement. A takeover of the Company as referred to above means:</p> <p>(1) Takeover offer made by any person to all shareholders; and</p> <p>(2) An offer made by any person with a view to rendering the offer or a "controlling shareholder" as well as the meaning of Article 69 of the Articles of Association.</p> <p>If the relevant director or supervisor does not comply with this Article 297 of the Articles of Association, any sum so received by him/her shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>	<p>Article 305 Article 297 The contract for remunerations entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the directors and supervisors shall, subject to the prior approval of the shareholders in shareholders' general meeting, have the right to receive compensation or other payment for loss of the position or retirement. A takeover of the Company as referred to above means:</p> <p>(1) Takeover offer made by any person to all shareholders; and</p> <p>(2) An offer made by any person with a view to rendering the offer or to a "controlling shareholder". as well as the meaning of Article 69 of the Articles of Association.</p> <p>If the relevant director or supervisor does not comply with this Article 297 of the Articles of Association, any sum so received by him/her shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.</p>

Before the Amendment	After the Amendment
<p>Article 298 Job qualifications for directors, supervisors, and senior management personnel of the Company shall comply with the laws, administrative regulations, departmental rules, normative documents, and the provisions of the Articles of Association and the requirements of the regulatory authority. The job qualifications of directors, senior management personnel shall be reviewed by the banking and insurance regulatory authority of the State Council in accordance with the above provisions.</p>	<p>(Delete)</p>
<p>Article 299 The legal persons or any other organizations shall, within 10 working days from the day of becoming non-natural person shareholders of the Company, report the following information related to their related parties to the Risk Management and Related Transactions Control Committee of the Company:</p> <p>(1) The controlling natural person shareholders, directors and key management personnel;</p> <p>(2) The controlling non-natural person shareholders;</p> <p>(3) The legal persons or other organizations directly, indirectly or jointly controlled by them, and their directors and key management personnel.</p> <p>If any of the reporting matters as listed in the first paragraph of this Article has changed, it shall be submitted to the Risk Management and Related Transactions Control Committee of the Board of Directors of the Company within 10 working days upon the occurrence of such change.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 306 Where the Company's major shareholder or its controlling shareholder, actual controller, related party, person acting in concert, or ultimate beneficiary, among others, is a financial institution, the Company shall, when conducting interbank business with it, comply with laws and regulations and the relevant requirements of relevant regulatory departments on the interbank business. The Company shall regard the major shareholders and its controlling shareholders, actual controllers, related parties, persons acting in concert, and ultimate beneficiaries as its own related parties for management according to the penetration principle.</u></p>
(New Section)	<p><u>Article 307 The Company shall not evade the approval or regulatory requirements of major related party transactions in hidden ways such as concealing connected relationship and splitting transactions. The Company shall not extend the financing chain, obscure the business nature or evade regulatory requirements by making use of nested transaction, or finance, transfer assets, make arbitrage or conceal risks for shareholders and the related parties in violation of relevant regulations.</u></p>

Before the Amendment	After the Amendment
<p>Article 300 The directors and senior management personnel of the Company shall, within 10 working days from commencing their terms of office, and the natural persons shall, within 10 working days from becoming major natural person shareholders of the Company, report their close relatives and related party legal persons or other organizations as listed in Articles 299 (3) to the Related Transactions Control Committee of the Company. If any of the reported matters is changed, a report shall be made within 10 working days upon the occurrence of such change.</p> <p>Directors and senior management personnel of the Head Office, branches and subsidiaries of the Company as well as personnel entitled to decide on or participate in the credit extension and transfer of assets shall report their close relatives and related party legal persons or other organizations as listed in Articles 299 (3) in accordance with Administrative Measures for Related Party Transactions of Harbin Bank Co., Ltd. 《哈爾濱銀行股份有限公司關聯交易管理辦法》).</p>	<p>Article 300 Article 300 The directors and senior management personnel of the Company shall, within 10 working days from commencing their terms of office, and the natural persons shall, within 10 working days from becoming major natural person shareholders of the Company, report their close relatives and related party legal persons or other organizations as listed in Articles 299 (3) to the Related Transactions Control Committee of the Company. If any of the reported matters is changed, a report shall be made within 10 working days upon the occurrence of such change.</p> <p>Directors and senior management personnel of the Head Office, branches and subsidiaries of the Company as well as personnel entitled to decide on or participate in the credit extension and transfer of assets shall report their close relatives and related party legal persons or other organizations as listed in Articles 299 (3) in accordance with Administrative Measures for Related Party Transactions of Harbin Bank Co., Ltd. 《哈爾濱銀行股份有限公司關聯交易管理辦法》). <u>Supervisors, senior management and personnel with the right to approve or make decisions on the core business such as large-amount credit granting, asset transfer and utilization of insurance funds, shall report their related parties to the Company according to relevant provisions of the Articles of Association within 15 working days from commencing their terms of office.</u></p>

Before the Amendment	After the Amendment
	<p><u>Natural persons, legal persons or non-legal-person organizations who hold more than 5% of the shares of the Company or hold less than 5% of the shares of the Company but have a significant impact on the operation and management of the Company, shall report the related parties to the Company according to relevant provisions of the Articles of Association within 15 working days from the day when the shareholding ratio reaches 5% or they can exert significant impacts.</u></p> <p><u>In case of changes in any of the reporting matters as listed in the first paragraph of this Article has changed, it shall be reported to the Company within 15 working days upon the occurrence of such change, and the situation of the related parties shall be updated.</u></p>
<p>Article 301 With regard to a natural person, legal person or any other organization who is obliged to report in accordance with Articles 299 and 300, he/she/it shall give a written statement to the Company besides a report so as to ensure the reported information is true, accurate and complete and undertake that he/she/it is liable for corresponding compensations if any false information or serious omission in the report results in any loss to the Company.</p>	<p>(Delete)</p>
<p>(New Section)</p>	<p><u>Article 309 Related party transactions shall conclude written agreements, and be conducted under terms no better than similar transactions with non-related parties according to the business principle. Where necessary, the Risk Management and Related Transactions Control Committee of the Board of Directors may appoint independent third parties such as financial consultants to issue reports as the basis for judgment.</u></p>

Before the Amendment	After the Amendment
<p>Article 302 The ordinary related party transactions shall be subject to examination and approval according to the internal authorization procedure of the Company, and shall report to the Risk Management and Related Transaction Control Committee of the Board of Directors for records. The ordinary related party transactions may be subject to examination and approval according to the procedure for major related party transactions.</p> <p>The Risk Management and Related Transactions Control Committee shall give an opinion on each major related party transaction, which, subject to examination and approval, shall be submitted to the Board of Directors for approval.</p> <p>Major related party transactions as determined under the Administrative Measures for the Related Party transactions between the Commercial Banks and their Insiders or Shareholders shall be reported to the Board of Supervisors within 10 working days from the date of obtaining approval as well as to the banking and insurance regulatory authority of the State Council.</p> <p>Related party transactions involving related relationship with the directors and senior management personnel shall be reported to the Board of Supervisors within 10 working days from the date of obtaining approval.</p>	<p><u>Article 310</u> Article 302 <u>The Company shall improve the internal control mechanism of related party transactions, optimize the management procedures of related party transactions, and clearly document the review opinions of key links, resolutions and minutes of the meetings of the Risk Management and Related Transactions Control Committee of the Board of Directors.</u></p> <p>The ordinary related party transactions shall be subject to <u>examination</u> and approval according to the internal <u>management system and</u> authorization procedure of the Company, and shall report to the Risk Management and Related Transaction Control Committee of the Board of Directors for records. The ordinary related party transactions may be subject to examination and approval according to the procedure for major related party transactions. The Risk Management and Related Transactions Control Committee <u>of the Board of Directors</u> shall give an opinion on examine each major related party transaction, which, subject to examination and approval, shall be then submitted to the Board of Directors for approval.</p> <p>Major related party transactions as determined under the Administrative Measures for the Related Party transactions between the Commercial Banks and their Insiders or Shareholders shall be reported to the Board of Supervisors within 10 working days from the date of obtaining approval as well as to the banking and insurance regulatory authority of the State Council.</p>

Before the Amendment	After the Amendment
	<p>Related party transactions involving related relationship with the directors and senior management personnel shall be reported to the Board of Supervisors within 10 working days from the date of obtaining approval.</p> <p><u>The resolutions deliberated at the board meeting shall be passed upon the approval of more than two thirds (2/3) of the directors without associated relationship. In the event of less than three (3) attending directors without associated relationship, the matter shall be submitted to the shareholders' general meeting for deliberation.</u></p>
<p>Article 303 In case the Board of Directors or the Risk Management and Related Transactions Control Committee votes or makes decisions on any related party transaction, the person related to such related party transaction shall abstain from voting.</p>	<p><u>Article 311</u> Article 303 In case <u>the Risk Management</u> and Related Transactions Control Committee of the Board of Directors <u>of the Company, the Board of Directors and shareholders' general meeting</u> votes or makes decisions on any related party transaction, the <u>interested</u> person related to <u>of</u> such related party transaction shall abstain from voting.</p> <p><u>Where the Company is unable to convene the shareholders' general meeting due to avoiding principle, the Board of Directors shall be responsible for deliberation and it shall not be applicable to provisions on avoiding in the first paragraph hereof. However, the related directors shall issue a statement for non-existence of tunneling.</u></p>

Before the Amendment	After the Amendment
<p>Article 304 The independent directors of the Company shall issue written opinions on the fairness of the major related party transactions and the performance of the internal examination and approval procedure.</p>	<p><u>Article 312</u> Article 304 The independent directors of the Company shall issue written opinions on the fairness and compliance of the major related party transactions one by one and the performance of the internal examination and approval procedure. <u>Where the independent director deems it necessary, he may appoint an independent third party such as an intermediary organ to provide opinions at the expense of the Company.</u></p>
(New Section)	<p><u>Article 313 In case of failure to report related parties as stipulated or engagement of related party transactions in violation of regulations, the Company shall investigate the responsibility of relevant personnel according to the internal accountability system, and report the investigation situation to the Risk Management and Related Transactions Control Committee of the Board of Directors.</u></p>
(New Section)	<p><u>Article 314 The credit balance granted by the Company to a single related party shall not exceed 10% of the net capital of the Company at the end of last quarter; the total credit balance granted by the Company to a single group, to whom a related legal person or non-legal-person organization belongs, shall not exceed 15% of the net capital of the Company at the end of last quarter; the credit balance granted to all related parties shall not exceed 50% of the net capital of the Company at the end of last quarter.</u></p> <p><u>When calculating the credit balance, the Company may deduct the amount of the deposits as security and the certificates of bank deposits and treasury bonds as pledge provided by the related parties at the time of granting credit.</u></p>

Before the Amendment	After the Amendment
(New Section)	<p><u>Article 317 Where the Company's directors, supervisors, senior management or other relevant employees violate the provisions hereof on the related party transaction, the CBIRC or its dispatched offices may take following measures for relevant persons in charge:</u></p> <p><u>(1) order to make corrections;</u></p> <p><u>(2) record into the performance record and make an announcement in the industry;</u></p> <p><u>(3) order the Company to investigate;</u></p> <p><u>(4) other measures that may be taken by the CBIRC or its dispatched offices in accordance with the law.</u></p> <p><u>Should the related parties of the Company violate the relevant provisions on related party transactions hereof, the CBIRC or its dispatched offices may make public censure or take other measures.</u></p>
(New Section)	<p><u>Article 318 Where the Company's shareholders and its controlling shareholders or actual controllers force the Company to engage in following acts through exerting influence on the Company, the CBIRC or its dispatched offices may order them to make corrections within the stipulated period; in case of failure to do so, the shareholder's right may be restricted; the controlling shareholder with severe circumstances may be ordered to transfer shares.</u></p> <p><u>(1) conducted related party transactions in violation of Article 307 of the Articles of Association;</u></p>

Before the Amendment	After the Amendment
	<p data-bbox="810 283 1353 431"><u>(2) did not conduct related party transactions in accordance with the business principle stipulated in Article 309 of the Articles of Association;</u></p> <p data-bbox="810 480 1353 591"><u>(3) did not review the related party transactions in accordance with Article 310 of the Articles of Association;</u></p> <p data-bbox="810 640 1353 789"><u>(4) provided guarantee for the financing activities of related parties in violation of the provisions of the Articles of Association;</u></p> <p data-bbox="810 838 1353 910"><u>(5) provided credit with the pledged shares of the Company;</u></p> <p data-bbox="810 959 1353 1070"><u>(6) appointed an accounting firm controlled by related parties to provide service therefor;</u></p> <p data-bbox="810 1119 1353 1229"><u>(7) the balance of credit or financing to the related parties exceeding the proportion stipulated herein;</u></p> <p data-bbox="810 1278 1353 1389"><u>(8) did not disclose information in accordance with the provisions of the Articles of Association.</u></p>

Before the Amendment	After the Amendment
<p>Article 305 The banking and insurance regulatory authority of the State Council may order the directors and senior management personnel in any one of the following circumstances to make corrections within a prescribed period of time; if they fail to make corrections within the prescribed period of time or in serious cases, the banking and insurance regulatory authority of the State Council may order the Company to change its directors and senior management personnel:</p> <p>(1) did not report according to Article 300 of the Articles of Association;</p> <p>(2) did not undertake according to Article 301 of the Articles of Association;</p> <p>(3) made false reports or reports with major omissions;</p> <p>(4) did not abstain from voting according to Article 303 of the Articles of Association;</p> <p>(5) in case of independent directors, did not issue written opinions according to Article 304 of the Articles of Association.</p>	<p>Article 319 Article 305—The banking and insurance regulatory authority of the State Council CBIRC or its dispatched offices may order the directors and senior management personnel of the Company in any one of the following circumstances to make corrections within a prescribed period of time; if they fail to make corrections within the prescribed period of time or in serious cases, the banking and insurance regulatory authority of the State Council CBIRC or its dispatched offices may order the Company to change its directors and senior management personnel: or restrict their rights.</p> <p>(1) did not report according to Article 300308 of the Articles of Association;</p> <p>(2) did not undertake according to Article 301 of the Articles of Association;</p> <p>(2) (3) made false reports or reports with major omissions;</p> <p>(3) (4) did not abstain from voting according to Article 303—311 of the Articles of Association;</p> <p>(4) (5) in case of independent directors, did not issue written opinions according to Article 304—312 of the Articles of Association.</p>

Before the Amendment	After the Amendment
(New Section)	<p data-bbox="810 283 1359 715"><u>Article 320 Large shareholders shall abide by laws, regulations and relevant provisions of the CBIRC on related party transactions to guarantee the transparency and fairness of transactions with the Company. Large shareholders are prohibited to conduct improper related party transactions with the Company by following means, or utilize their influence on the Company to obtain improper benefits:</u></p> <p data-bbox="810 761 1359 995"><u>(1) obtain credit granted by banks including loans, bill acceptance and discounts, bond investments, investments by specific purpose vehicles under such terms as better than the similar transactions with non-related parties;</u></p> <p data-bbox="810 1042 1359 1193"><u>(2) illegally occupy or allocate the Company's funds or other rights and interests by means of borrowings or guarantee;</u></p> <p data-bbox="810 1240 1359 1391"><u>(3) the Company bears the unreasonable expenses or relevant expenses that shall be borne by large shareholders or its related parties;</u></p> <p data-bbox="810 1438 1359 1589"><u>(4) purchase or rent the Company's assets under terms better than the similar transactions with non-related parties, or sell or lease bad assets to the Company;</u></p> <p data-bbox="810 1636 1359 1830"><u>(5) use the Company's intangible assets for free or under terms better than the similar transactions with non-related parties, or charge high royalties of intangible assets against the Company;</u></p>

Before the Amendment	After the Amendment
	<p><u>(6) seek for business opportunities for the Company by making use of the status as a large shareholder;</u></p> <p><u>(7) seek for benefits by making use of information or business secrets of the Company that are not made public;</u></p> <p><u>(8) conduct improper related party transactions or obtain improper benefits in other ways.</u></p>
(New Section)	<p><u>Article 321 Large shareholders shall fully evaluate the necessity and rationality of the related party transactions with the Company, and shall not evade the review of related transactions by concealing the connected relationship, splitting transactions and extending the financing chain by nested transactions.</u></p>
(New Section)	<p><u>Article 322 When conducting major related transactions with the Company, large shareholders and its related parties shall provide relevant materials in accordance with relevant regulations and regulatory requirements, which shall be reported and disclosed by the Company in accordance with relevant regulations.</u></p> <p><u>Large shareholders shall provide cooperation for the Company in the dynamic management of related party transactions, promptly summarize the accumulative amount of related party transactions, monitor whether relevant provisions on the concentration ratio of related transactions are satisfied, reflect the overall situation of the related party transactions with the Company on a regular basis, and promptly take measures according to the early warning of the Company.</u></p> <p><u>In case large shareholders make private placement of bonds, the Company shall not provide guarantee therefor or make purchase directly or via financial products.</u></p>

Before the Amendment	After the Amendment
<p>Article 321 Dividends shall be distributed in the following forms:</p> <p>(1) Cash; and</p> <p>(2) Shares.</p> <p>The profit distribution of the Company attaches the emphasis on the reasonable return on the investment of investors. The Company's profit distribution policy should maintain a certain continuity and stability, and the Company shall distribute dividends in the profitable year. The profits distributed by the Company in the form of cash shall not be less than ten percent (10%) of the achieved profits available for distribution in each year.</p> <p>Any amount paid upon any shares before a call is made on shares shall bear interest thereon, and however, the shareholder is not entitled to any dividends of such pre-paid share capital declared subsequently. The Company may exercise the power to cease sending dividend warrants to holders of overseas-listed foreign shares by post if such warrants have been left uncashed on two consecutive occasions, provided that the Company may do so on the first occasion on which such undelivered warrants are returned.</p>	<p>Article 332 Article 321 Dividends shall be distributed in the following forms:</p> <p>(1) Cash; and</p> <p>(2) Shares.</p> <p>The profit distribution of the Company attaches the emphasis on the reasonable return on the investment of investors. The Company's profit distribution policy should maintain a certain continuity and stability, and the Company shall distribute dividends in the profitable year. The profits distributed by the Company in the form of cash shall not be less than ten percent (10%) of the achieved profits available for distribution in each year <u>in conformity with regulatory requirements.</u></p> <p>Any amount paid upon any shares before a call is made on shares shall bear interest thereon, and however, the shareholder is not entitled to any dividends of such pre-paid share capital declared subsequently. The Company may exercise the power to cease sending dividend warrants to holders of overseas-listed foreign shares by post if such warrants have been left uncashed on two consecutive occasions, provided that the Company may do so on the first occasion on which such undelivered warrants are returned.</p>

Before the Amendment	After the Amendment
<p>The Company may exercise the power to sell the shares of a holder of overseas-listed foreign shares who is unreachable in the way the Board of Directors considers appropriate only upon fulfilling the following requirements:</p> <p>(1) During a period of twelve (12) years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the shareholder; and</p> <p>(2) On expiry of twelve (12) years, the Company gives notice of its intention to sell the shares by way of an advertisement published in one or more newspapers published in the place where the shares of the Company are listed, and notifies the securities regulatory body of the place in which the shares of the Company are listed.</p> <p>When power is granted to forfeit unclaimed dividends, the power may be exercised only in six (6) years after the date of declaring dividend date or six (6) years later.</p> <p>The Company shall pay cash dividends and other amounts to holders of domestic shares in Renminbi. The Company shall calculate and declare cash dividends and other payments which are payable to holders of H shares in Renminbi, and shall pay such amounts in Hong Kong dollar. The Company shall pay cash dividends and other amounts to holders of overseas listed foreign shares in foreign currency in accordance with the relevant foreign exchange control regulations of the State.</p> <p>Dividends distributed in shares shall be upon resolutions of the shareholders' general meeting and reported to the banking and insurance regulatory authority for approval.</p>	<p>The Company may exercise the power to sell the shares of a holder of overseas-listed foreign shares who is unreachable in the way the Board of Directors considers appropriate only upon fulfilling the following requirements:</p> <p>(1) During a period of twelve (12) years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the shareholder; and</p> <p>(2) On expiry of twelve (12) years, the Company gives notice of its intention to sell the shares by way of an advertisement published in one or more newspapers published in the place where the shares of the Company are listed, and notifies the securities regulatory body of the place in which the shares of the Company are listed.</p> <p>When power is granted to forfeit unclaimed dividends, the power may be exercised only in six (6) years after the date of declaring dividend date or six (6) years later.</p> <p>The Company shall pay cash dividends and other amounts to holders of domestic shares in Renminbi. The Company shall calculate and declare cash dividends and other payments which are payable to holders of H shares in Renminbi, and shall pay such amounts in Hong Kong dollar. The Company shall pay cash dividends and other amounts to holders of overseas listed foreign shares in foreign currency in accordance with the relevant foreign exchange control regulations of the State.</p> <p>Dividends distributed in shares shall be upon resolutions of the shareholders' general meeting and reported to the banking and insurance regulatory authority for approval.</p>

Before the Amendment	After the Amendment
<p>Article 323 The Company shall implement an internal audit system, establish an independent and vertical audit management system, and the internal audit department is responsible for the Board of Directors. The internal audit department shall engage full-time auditors to conduct internal audit of income and expenditure of its finances and economic activities.</p>	<p><u>Article 334</u> Article 323 The Company shall implement an internal audit system, establish an independent and vertical audit management system, and the internal audit department is responsible for the Board of Directors <u>chief auditor or person in charge of audit, and reports thereto.</u> The internal audit department shall engage full-time auditors to conduct internal audit of income and expenditure of its finances and economic activities.</p> <p><u>The Company has a chief auditor or person in charge of audit, who is responsible for the Board of Directors. The chief auditor or person in charge of audit shall be appointed and dismissed by the Board of Directors, and shall report work to the Board of Directors and the Audit Committee of the Board of Directors on a regular basis.</u></p>
<p>Article 324 Performance assessment and remuneration mechanism and its implementation should subject to special audit annually conducted by the internal audit department, the audit results shall be reported to the Board of Directors and Board of Supervisors, and be submitted to the banking and insurance regulatory authority. The design and implementation of the Company's remuneration system shall be incorporated into the scope of internal audit.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 326 The Company shall engage an independent accounting firm the relevant regulations of the State to audit the Company's annual financial statements and review the Company's other financial reports. The external audit institutions shall incorporate the design and implementation of the Company's remuneration system into the audit scope.</p> <p>The Company's engagement of an accounting firm shall be decided by shareholders' general meeting.</p>	<p><u>Article 336</u> Article 326The Company shall engage an independent, <u>professional and qualified</u> accounting firm the relevant regulations of the State to audit the Company's annual financial statements, review the Company's other financial reports, and <u>conduct regular evaluation</u> on the <u>internal control</u> of the Company. The external audit institutions shall incorporate the design and implementation of the Company's remuneration system into the audit scope.</p> <p>The Company's engagement of an accounting firm shall be decided by shareholders' general meeting.</p> <p><u>The Company shall promptly submit external audit reports and the audit opinions of the audit institutions on the validity of the internal control of the Company to the banking and insurance regulatory authority of the State Council and/or its dispatched offices. Where external audit institutions issue non-standard audit reports to financial reports, the Board of Directors of the Company shall make special explanations and public disclosure of the audit opinions and involved matters.</u></p>

Before the Amendment	After the Amendment
<p>Article 328 The accounting firm engaged by the Company shall have the following rights:</p> <p>(1) To inspect at any time the accounting books, records and vouchers of the Company, and to require the directors, president and other senior management personnel of the Company to provide any relevant information and explanation thereof;</p> <p>(2) To require the Company to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries; and</p> <p>(3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Company.</p>	<p><u>Article 338</u> Article 328 <u>External audit institutions shall perform audit responsibilities in an independent, objective, impartial and prudent manner;</u></p> <p>the accounting firm engaged by the Company shall have the following rights:</p> <p>(1) To inspect at any time the accounting books, records and vouchers of the Company, and to require the directors, president and other senior management personnel of the Company to provide any relevant information and explanation thereof;</p> <p>(2) To require the Company to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries; and</p> <p>(3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Company.</p>

Before the Amendment	After the Amendment
<p>Article 332 The Company's engagement, removal and non-reengagement of an accounting firm shall be resolved by shareholders' general meeting and filed with the securities regulatory authority and the banking and insurance regulatory authority of the State Council.</p> <p>Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the engagement of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants' firm, or to reengage an accounting firm which was engaged by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>.....</p>	<p>Article 342 Article 332 The Company's engagement, removal and non-reengagement of an accounting firm shall be resolved by shareholders' general meeting and filed with the securities regulatory authority and the banking and insurance regulatory authority of the State Council. Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the engagement of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants' firm, or to reengage an accounting firm which was engaged by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>.....</p>
<p>Article 344 In the event of merger or division of the Company, the Board of Directors of the Company shall take necessary measures to protect the legal interests of shareholders that object to the merger or division of the Company.</p>	<p>(Delete)</p>

Before the Amendment	After the Amendment
<p>Article 363 Definitions</p> <p>(1) The “actual controller” shall refer to the persons who, not being a shareholder of the Company, is able to exercise control over the acts of the Company through an investment relationship, any agreement or other arrangement.</p> <p>(2) The “connected relationship” shall refer to the relationship between the Company’s controlling shareholders, actual controllers, directors, supervisors, senior management personnel and the enterprises under their direct or indirect control, as well as other relationships that may result in the transfer of the interests of the Company. However, state-owned enterprises shall not have the relationship aforementioned due to jointly being controlled by the State.</p>	<p>Article 363 <u>Article 372</u> Articles 363 Definitions</p> <p><u>(1) The “controlling shareholders” shall refer to those who hold 50% or more of the total shares of the Company, or hold less than 50% of the total shares of the Company but have a significant impact on the resolution of the shareholders’ general meeting based on its voting right in proportion to shares of the Company.</u></p> <p>(2) (1) The “actual controller” shall refer to the persons who, not being a shareholder of the Company, is able to exercise control over the acts of the Company through an investment relationship, any agreement or other arrangement.</p> <p><u>(3) The “person acting in concert” shall refer to relevant investors who make concerted actions with such investor through agreements or other arrangements to expand the number of shares or voting rights of the Company.</u></p> <p><u>(4) The “ultimate beneficiary” shall refer to the person who is entitled to the return on equity of the Company.</u></p> <p><u>(5) The “related party” shall refer to the legal person or natural person recognized to have connected relationship according to the regulatory requirements of the regulatory authority on related party transactions. However, state-owned enterprises shall not have the relationship aforementioned due to jointly being controlled by the State.</u></p>

Before the Amendment	After the Amendment
	<p><u>(6) (2)</u>—The “connected relationship” shall refer to the relationship between the Company’s controlling shareholders, actual controllers, directors, supervisors, senior management personnel and the enterprises under their direct or indirect control, as well as other relationships that may result in the transfer of the interests of the Company. However, state-owned enterprises shall not have the relationship aforementioned due to jointly being controlled by the State.</p> <p><u>(7) The “on-site meeting” refers to the meeting held on site or via video or telephone, which can guarantee the instant exchange and discussion between the participants.</u></p> <p><u>(8) The “written signature” shall refer to the mode of meeting which adopts resolutions on the motions through respective delivery or circulation delivery for deliberation.</u></p> <p><u>(9) The “banking and insurance regulatory authority of the State Council” or “regulatory authority” shall refer to the CBIRC and its dispatched offices.</u></p>
<p><u>The Proposed Amendments to the Articles of Association include amendments to the name of regulatory authority, i.e. “banking and insurance regulatory authority of the State Council” was amended as “banking and insurance regulatory authority of the State Council”.</u></p>	

Note: Changes in the numbering of articles due to the amendments to the Articles of Association would not be listed separately as they do not involve any changes in the substantial contents of the Articles of Association.

The Rules of Procedures of the Shareholders' General Meeting are prepared in Chinese without a formal English version. Therefore, any English version can only be used for reference. In case of any divergence, the Chinese version shall prevail.

It is recommended that the Rules of Procedures of the Shareholders' General Meeting should be set out as follows:

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 1 The Rules of Procedures are formulated in combination with the actual situations of the Company and in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Commercial Bank Law of the People's Republic of China, the Articles of Association of Harbin Bank Co., Ltd. (the "Articles of Association of the Company") and relevant provisions in relevant laws, administrative regulations, department rules and the securities regulatory authority in the place of listing of the shares of the Company, with the purpose of further specifying the right of Harbin Bank Co., Ltd. (the "Company") to license duties, standardizing the organization and behavior of the shareholders' general meeting of the Company, and giving full play to the role of the shareholders' general meeting.</p>	<p>Article 1 The Rules of Procedures are formulated in combination with the actual situations of the Company and in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China, the Commercial Bank Law of the People's Republic of China, <u>the Corporate Governance Standards for Banking or Insurance Institutions (the "Governance Standards")</u>, the Articles of Association of Harbin Bank Co., Ltd. (the "Articles of Association of the Company") and relevant provisions in relevant laws, administrative regulations, department rules and the securities regulatory authority in the place of listing of the shares of the Company, with the purpose of further specifying the right of Harbin Bank Co., Ltd. (the "Company") to license duties, standardizing the organization and behavior of the shareholders' general meeting of the Company, and giving full play to the role of the shareholders' general meeting.</p>
<p>Article 3 Shareholders' general meetings shall exercise their functions and powers within the scope stipulated by the Company Law and the Articles of Association. The Rules will come into effect after the Articles of Association deliberated and adopted at the 2019 shareholders' general meeting obtain the approval from China's banking and insurance regulatory authority.</p>	<p>Article 3 Shareholders' general meetings shall exercise their functions and powers within the scope stipulated by the Company Law and the Articles of Association. The Rules will come into effect after the Articles of Association deliberated and adopted at the 2019 shareholders' general meeting obtain the approval from China's banking and insurance regulatory authority.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 5 The annual shareholders' general meeting shall be held once every year within six (6) months upon conclusion of the previous fiscal year. Where it is necessary to postpone the meeting under special circumstances, the Company shall promptly specify the reasons or submit reports to the dispatched office of China Securities Regulatory Commission at the locality of the Company and the stock exchange on which its shares are listed in accordance with the law, and fulfill the obligation of disclosure as required by the stock exchange on which its shares are listed.</p>	<p>Article 14 The annual shareholders' general meeting shall be held once every year within six (6) months upon conclusion of the previous fiscal year. Where it is necessary to postpone the meeting under special circumstances, the Company shall promptly specify the reasons or submit reports to the dispatched office of China Securities Regulatory Commission at the locality of the Company and the stock exchange on which its shares are listed in accordance with the law, and fulfill the obligation of disclosure as required by the stock exchange on which its shares are listed.</p>
<p>Article 6 The Company shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:</p> <p>(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;</p> <p>(2) The Company's loss not made up reaches one third (1/3) of the total paid-in equity;</p> <p>(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Company individually or jointly held;</p> <p>(4) The Board of Directors deems it as necessary;</p> <p>(5) The Board of supervisors proposes to convene; and</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, department rules or the Articles of Association. The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.</p>	<p>Article 15 The Company shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances:</p> <p>(1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association;</p> <p>(2) The Company's loss not made up reaches one third (1/3) of the total paid-in equity;</p> <p>(3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Company individually or jointly held;</p> <p>(4) The Board of Directors deems it as necessary;</p> <p>(5) The Board of supervisors proposes to convene; and</p> <p><u>(6) More than half (1/2) and no less than two independent directors propose to convene; and</u></p> <p>(7) Other circumstances stipulated by laws, administrative regulations, department rules or the Articles of Association. The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 9 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers according to law:</p> <p>(1) determining the Company's business policies and investment plans;</p> <p>(2) electing and replacing directors, and determining matters concerning remunerations to directors;</p> <p>(3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors;</p> <p>(4) examining and approving reports of the Board of Directors;</p> <p>(5) examining and approving reports of the Board of supervisors;</p> <p>(6) examining and approving the Company's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Company's profit distribution plans and losses making up plans;</p> <p>(8) adopting resolutions concerning the increase or decrease of the Company's registered capital;</p> <p>(9) adopting resolutions on issuing bonds of the Company;</p>	<p>Article 7 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers <u>within the scope stipulated by laws, regulations and the provisions of the Articles of Association</u> according to law:</p> <p>(1) determining the Company's business policies and investment plans;</p> <p>(2) electing and replacing directors, and determining matters concerning remunerations to directors;</p> <p>(3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors;</p> <p>(4) examining and approving reports of the Board of Directors;</p> <p>(5) examining and approving reports of the Board of supervisors;</p> <p>(6) examining and approving the Company's annual financial budget and final account proposals;</p> <p>(7) examining and approving the Company's profit distribution plans and losses making up plans;</p> <p>(8) adopting resolutions concerning the increase or decrease of the Company's registered capital;</p> <p>(9) adopting resolutions on issuing bonds of the Company;</p> <p><u>(10) adopting resolutions on the listing of the Company;</u></p>

Original Rules of Procedures	Amended Rules of Procedures
<p>(10) make resolution on merger, division, dissolution and liquidation or form change of the Company;</p> <p>(11) modifying the Articles of Association;</p> <p>(12) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm;</p> <p>(13) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, department rules, provisions of the securities regulatory authority of the locality where the Company as well as the Company's Articles of Association and other internal system rules;</p> <p>(14) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Company individually or jointly;</p> <p>(15) examining and approving changes in use of the raised capital;</p> <p>(16) examining and approving equity incentive plans; and</p> <p>(17) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, department rules, provisions of the securities regulatory authority of the locality where the Company, the Articles of Association, and the Company's other internal rules.</p>	<p>(11) make resolution on merger, division, dissolution and liquidation or form change of the Company;</p> <p><u>(12) adopting resolutions on the acquisition of the Company's shares that shall be submitted to the shareholders' general meeting in accordance with the law and provisions of the securities regulatory authority of the place in which the Company's shares are listed;</u></p> <p>(13) modifying the Articles of Association;</p> <p><u>(14) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm which offers regular legal audits on the financial reports of the Company;</u></p> <p>(15) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, department rules, provisions of the securities regulatory authority of the locality where the Company as well as the Company's Articles of Association and other internal system rules;</p> <p>(16) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Company individually or jointly;</p> <p>(17) examining and approving changes in use of the raised capital;</p> <p>(18) examining and approving equity incentive plans; and</p> <p><u>(19) examining and approving the rules of procedures of the shareholders' general meetings, board meetings and supervisors' meetings; and</u></p> <p>(20) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, department rules, provisions of the securities regulatory authority of the locality where the Company, the Articles of Association, and the Company's other internal rules.</p>

Original Rules of Procedures	Amended Rules of Procedures
(New Section)	<u>Article 8 The powers of the shareholders' general meeting stipulated in the Articles of Association shall not be granted to the Board of Directors, other institutions or individuals.</u>
Article 9 Specific proposals shall be made on the matters that shall be discussed at the shareholders' general meeting, and resolutions shall be made at the shareholders' general meeting.	Article 9 Specific proposals shall be made on the matters that shall be discussed at the shareholders' general meeting, and resolutions shall be made at the shareholders' general meeting.
<p>Article 11 Proposals of the shareholders' general meeting shall satisfy following conditions:</p> <p>(1) comply with relevant provisions in laws, regulations and the Articles of Association, and the contents of the proposal shall be within the duty of the shareholders' general meeting;</p> <p>(2) have definite topics and specific matters for resolution, and be submitted or delivered to the Board of Directors by written form.</p>	<p>Article 10 Proposals of the shareholders' general meeting shall satisfy following conditions:</p> <p>(1) comply with relevant provisions in laws, regulations and the Articles of Association, and the contents of the proposal shall be within the duty of the shareholders' general meeting;</p> <p>(2) have definite topics and specific matters for resolution, and be submitted or delivered to the Board of Directors by written form.</p>
<p>Article 13 The shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward an interim proposal and submit it to the Board of Directors in written form within ten (10) days before the meeting is held. The Board of Directors shall issue supplementary notice on the meeting and announce the contents of the interim proposal within two (2) days upon receipt of the aforesaid proposal. If the listing rules state otherwise where the Company's stocks are listed, the contents shall meet the rules as well.</p> <p>Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.</p>	<p>Article 12 The shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward an interim proposal and submit it to the Board of Directors in written form within ten (10) days before the meeting is held. The Board of Directors shall issue supplementary notice on the meeting and announce the contents of the interim proposal <u>notify other shareholders and submit the proposal to the shareholders' general meeting for deliberation</u> within two (2) days upon receipt of the aforesaid proposal. <u>The contents of a proposal shall be within the duty of the shareholders' general meeting, have definite topics and specific matters for resolution.</u> If the listing rules state otherwise where the Company's stocks are listed, the contents shall meet the rules as well.</p> <p>Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 15 The Board of Directors shall convene the shareholders' general meeting within the period stipulated by the Articles of Association and the Rules of Procedures of the Company.</p>	<p>Article 16 The Board of Directors shall convene the shareholders' general meeting within the period stipulated by the Articles of Association and the Rules of Procedures of the Company. <u>Should the annual general meeting or extraordinary general meeting fail to be convened within the period stipulated by laws, regulations, regulatory requirements and the provisions of the Articles of Association, the Company shall make a report and explain reasons to the banking and insurance regulatory authority of the State Council.</u></p>
<p>Article 17 The Board of Supervisors has the right to request the Board of Directors in writing to convene an extraordinary general meeting of shareholders. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal.</p> <p>The Board of Directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; any change of the former proposal in the notice shall be consented by the Board of Supervisors.</p> <p>Where the Board of Directors does not agree to hold an extraordinary general meeting of shareholders or fails to give a written reply within ten (10) days upon receipt of the proposal, the Board of Directors will be deemed to be unable to or fail to perform the duty of convening the shareholders' general meeting, and the Board of Supervisors may convene and preside over the meeting on its own initiative.</p>	<p>Article 18 The Board of Supervisors has the right to request propose the Board of Directors in writing to convene an extraordinary general meeting of shareholders. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal.</p> <p>The Board of Directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; any change of the former proposal in the notice shall be consented by the Board of Supervisors.</p> <p>Where the Board of Directors does not agree to hold an extraordinary general meeting of shareholders or fails to give a written reply within ten (10) days upon receipt of the proposal, the Board of Directors will be deemed to be unable to or fail to perform the duty of convening the shareholders' general meeting, and the Board of Supervisors may convene and preside over the meeting on its own initiative.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 18 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting of shareholders or a classified shareholder meeting:</p> <p>(1) The shareholders that solely or collectively hold ten percent (10%) or more shares of the Company can sign one or several written requests in the same form and contents to submit to the Board of Directors to require the latter to convene an extraordinary general meeting of shareholders or a classified shareholders' meeting and explain the subject of the meeting. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders or a classified shareholders' meeting within 10 days upon receipt of the request in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(2) Where the Board of Directors agrees to hold an extraordinary general meeting of shareholders or a classified shareholders meeting, it shall send out a notice within 5 days after the resolution of the Board of Directors is made, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders;</p> <p>(3) Where the Board of Directors does not agree to hold an extraordinary general meeting of shareholders or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the board of supervisors to hold an extraordinary general meeting of shareholders, and shall put forward the request to the Board of Supervisors in written form;</p>	<p>Article 19 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting of shareholders or a classified shareholder meeting:</p> <p>(1) The shareholders that solely or collectively hold ten percent (10%) or more shares of the Company can sign one or several written requests in the same form and contents to submit to the Board of Directors to require the latter to convene an extraordinary general meeting of shareholders or a classified shareholders' meeting and explain the subject of the meeting. The Board of Directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders or a classified shareholders' meeting within 10 days upon receipt of the request in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(2) Where the Board of Directors agrees to hold an extraordinary general meeting of shareholders or a classified shareholders meeting, it shall send out a notice within 5 days after the resolution of the Board of Directors is made, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders;</p> <p>(3) Where the Board of Directors does not agree to hold an extraordinary general meeting of shareholders or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the board of supervisors to hold an extraordinary general meeting of shareholders <u>or classified shareholders' meeting</u>, and shall put forward the request to the Board of Supervisors in written form;</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>(4) Where the Board of Supervisors agrees to hold an extraordinary general meeting of shareholders or a classified shareholders' meeting, it shall send out a notice within 5 days upon receipt of the request, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders; and</p> <p>(5) Where the Board of Supervisors fails to send out a notice on the extraordinary general meeting of shareholders or classified shareholders meeting within the prescribed time limit, it shall be regarded that the Board of Supervisors will not convene or preside over the meeting, and the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company for consecutively ninety (90) or more days may hold or preside over the meeting on their own initiatives.</p>	<p>(4) Where the Board of Supervisors agrees to hold an extraordinary general meeting of shareholders or a classified shareholders' meeting, it shall send out a notice within 5 days upon receipt of the request, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders; and</p> <p>(5) Where the Board of Supervisors fails to send out a notice on the extraordinary general meeting of shareholders or classified shareholders meeting within the prescribed time limit, it shall be regarded that the Board of Supervisors will not convene or preside over the meeting, and the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company for consecutively ninety (90) or more days may hold or preside over the meeting on their own initiatives.</p>
<p>Article 19 Where the Board of Supervisors or shareholders decide to convene the shareholders' general meeting on its/their own initiative, it/they shall send out a written notice to the Board of Directors, and shall put on the records of the dispatched office of the securities regulatory authority of the State Council at the locality of the Company, the banking and insurance regulatory authority of the State Council and the stock exchange on which its shares are listed.</p>	<p>(Delete)</p>
<p>Article 21 The shareholders that convene the meeting shall, when sending out a notice on meeting and circulating an announcement on the resolution of the shareholders' general meeting, submit the relevant certification materials to the securities regulatory authority of the State Council at the locality of the Company and the stock exchange on which its shares are listed.</p>	<p>(Delete)</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 22 In respect to the shareholders' general meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board of Directors and its secretary shall show cooperation. The Board of Directors shall provide the register of shareholders on the date of equity registration. Should the Board of Directors fail to provide the register of shareholders, the convener may apply to the securities depository and clearing institution for the register with the presence of relevant announcement of convening the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for other purposes than convening the shareholders' general meeting.</p>	<p>Article 21 In respect to the shareholders' general meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board of Directors and its secretary shall show cooperation. The Board of Directors shall provide the register of shareholders on the date of equity registration. Should the Board of Directors fail to provide the register of shareholders, the convener may apply to the securities depository and clearing institution for the register with the presence of relevant announcement of convening the shareholders' general meeting. The register of shareholders obtained by the convener shall not be used for other purposes than convening the shareholders' general meeting.</p>
<p>Article 24 Where the Company shall convene a shareholders' general meeting, the convener shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location twenty (20) days before the annual general meeting (excluding the date of the meeting), or fifteen (15) days before the extraordinary general meeting (excluding the date of the meeting).</p>	<p>Article 23 Where the Company shall convene a shareholders' general meeting, the convener shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location twenty (20) days before the annual general meeting (excluding the date of the meeting), or fifteen (15) days before the extraordinary general meeting (excluding the date of the meeting). <u>If the listing rules of the stock exchange where the Company's shares are listed have other provisions, the longer notice period shall prevail.</u></p> <p><u>The Company shall notify the banking and insurance regulatory authority of the State Council at least three working days before the shareholders' general meeting is convened. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.</u></p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 26 A notice of the shareholders' general meeting shall include the following contents:</p> <p>(1) be in writing;</p> <p>(2) state the time, venue, duration and form of the meeting;</p> <p>(3) state the matters to be considered at the meeting and the proposals;</p> <p>(4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Company in any other way;</p> <p>(5) contain a disclosure of the nature and extent of any material interest of a director, supervisor, president or other senior management personnel in the matters for discussion and the effect of interest on his/her capacity as a shareholder insofar as it is different from the interest of the shareholders of the same class;</p> <p>(6) contain the full text of any proposed special resolution to be voted at the meeting;</p>	<p>Article 25 A notice of the shareholders' general meeting shall include the following contents:</p> <p>(1) be in writing;</p> <p>(2) state the time, venue, duration and form of the meeting;</p> <p>(3) state the matters to be considered at the meeting and the proposals;</p> <p>(4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Company in any other way;</p> <p>(5) contain a disclosure of the nature and extent of any material interest of a director, supervisor, president or other senior management personnel in the matters for discussion and the effect of interest on his/her capacity as a shareholder insofar as it is different from the interest of the shareholders of the same class;</p> <p>(6) contain the full text of any proposed special resolution to be voted at the meeting;</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>(7) contain a prominent statement that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that a proxy need not to be a shareholder;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(9) contain a prominent statement that all the shareholders are entitled to attend the shareholders' general meeting, and appoint a proxy in writing to attend and vote on his/her behalf and that a proxy need not to be a shareholder;</p> <p>(10) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and</p> <p>(11) list the name and the phone number of the permanent contact person of the meeting.</p> <p>Where a shareholders' general meeting is held through network or by any other means, the time for voting and voting procedures through network or by any other means shall be specified in the notice of the shareholders' general meeting.</p>	<p>(7) contain a prominent statement that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that a proxy need not to be a shareholder;</p> <p>(8) specify the time and place for lodging proxy forms for the relevant meeting;</p> <p>(9) contain a prominent statement that all the shareholders are entitled to attend the shareholders' general meeting, and appoint a proxy in writing to attend and vote on his/her behalf and that a proxy need not to be a shareholder;</p> <p>(10) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and</p> <p>(11) list the name and the phone number of the permanent contact person of the meeting.</p> <p>Where a shareholders' general meeting is held through network or by any other means, the time for voting and voting procedures through network or by any other means shall be specified in the notice of the shareholders' general meeting.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p data-bbox="240 283 785 512">Article 28 The record date shall be determined in the notice of the shareholders' general meeting. The interval between the record date and the date of meeting shall be less than seven working days. The record date shall not be changed once confirmed.</p> <p data-bbox="240 561 785 953">If the relevant laws, administrative regulations, department rules and the listing rules of the stock exchange where the Company's shares are listed stipulate that registration of change in the H share register of members due to shares transfer prior to the date of a general meeting or the record date set by the Company for the purpose of distribution of dividends shall not be allowed, such provisions shall prevail.</p>	<p data-bbox="809 283 1353 512">Article 27 The record date shall be determined in the notice of the shareholders' general meeting. The interval between the record date and the date of meeting shall be less than seven working days. The record date shall not be changed once confirmed.</p> <p data-bbox="809 561 1353 953">If the relevant laws, administrative regulations, department rules and the listing rules of the stock exchange where the Company's shares are listed stipulate that registration of change in the H share register of members due to shares transfer prior to the date of a general meeting or the record date set by the Company for the purpose of distribution of dividends shall not be allowed, such provisions shall prevail.</p> <p data-bbox="809 1002 1353 1557"><u>The aforesaid period when registration of change of the register of shareholders is suspended shall not amount to over 30 days within a year, but another 30 days may be extended upon approval by the shareholders' general meeting through deliberation. Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the secretary of the Company to the applicant to specify the approval authority and duration of the abovementioned suspension.</u></p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 31 The letter of attorney issued by a shareholder to entrust a proxy to attend the shareholders' general meeting shall be in writing and include the following contents:</p> <p>(1) the name of the proxy;</p> <p>(2) whether have the voting right or not;</p> <p>(3) the instructions which respectively vote consent, objection and abstention over each item to be examined by the shareholders' general meeting;</p> <p>(4) the issuance date and expiry date of the letter of attorney;</p> <p>(5) whether have the voting right over temporary proposal which may be included in the agenda of the shareholders' general meeting or not, and specific instructions shall be given over what voting right shall be exercised if the proxy does have the voting right;</p> <p>(6) the signature (or seal) of entrusting party. Where the entrusting party is an institutional shareholder, the legal entity shall seal on the letter of attorney.</p> <p>(7) The letter of attorney shall indicate that the shareholder proxy can vote according to his/her own opinions if the shareholder does not make specific instructions.</p>	<p>Article 30 The letter of attorney issued by a shareholder to entrust a proxy to attend the shareholders' general meeting shall be in writing and include the following contents:</p> <p>(1) the name of the proxy;</p> <p>(2) whether have the voting right or not;</p> <p>(3) the instructions which respectively vote consent, objection and abstention over each item to be examined by the shareholders' general meeting;</p> <p>(4) the issuance date and expiry date of the letter of attorney;</p> <p>(5) whether have the voting right over temporary proposal which may be included in the agenda of the shareholders' general meeting or not, and specific instructions shall be given over what voting right shall be exercised if the proxy does have the voting right;</p> <p>(6) the signature (or seal) of entrusting party. Where the entrusting party is an institutional shareholder, the legal entity shall seal on the letter of attorney.</p> <p>(7) The letter of attorney shall indicate that the shareholder proxy can vote according to his/her own opinions personal will if the shareholder does not make specific instructions.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 32 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within twenty-four (24) hours prior to the meeting at which the proxy is authorised to vote or within twenty-four (24) hours prior to the specified time for the voting. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the entrusting party is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' general meeting as the representative of such legal person.</p> <p>Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders' general meeting or any category shareholders meeting; however, if more than one person are authorised, the power of attorney shall contain the number and class of shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.</p>	<p>Article 31 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within twenty-four (24) hours prior to the meeting at which the proxy is authorised to vote or within twenty-four (24) hours prior to the specified time for the voting. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the entrusting party is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' general meeting as the representative of such legal person.</p> <p>Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders' general meeting or any category shareholders meeting; however, if more than one person are authorised, the power of attorney shall contain the number and class of shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 34 The location for the Company to convene a shareholders' general meeting shall be the Company's domicile or the places specified in the Articles of Association of the Company.</p> <p>The shareholders' general meeting will set up an assembly room and be held in the form of live meeting. The Company may also provide safe, economical and convenient network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p> <p>Shareholders may personally attend the shareholders' general meeting and deliver speeches and exercise the corresponding voting right thereat, or entrust proxies to attend and exercise the voting right within the authorized scope on behalf.</p>	<p>Article 33 The location for the Company to convene a shareholders' general meeting shall be the Company's domicile or the other places specified in the Articles of Association of the Company <u>notice of the shareholders' general meeting.</u></p> <p>The shareholders' general meeting will set up an assembly room and be held in the form of <u>by way of</u> live meeting. The Company may also provide safe, economical and convenient network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p> <p>Shareholders may personally attend the shareholders' general meeting and deliver speeches and exercise the corresponding voting right thereat, or entrust proxies to attend and exercise the voting right within the authorized scope on behalf.</p>
<p>Article 35 Any shareholder entitled to attend and vote at the shareholders' meeting shall be entitled to appoint one or more other persons (who may not be shareholders) as his/her proxy to attend and vote on his/her behalf. The shareholder proxy can exercise the following rights according to the entrustment of the shareholder:</p> <p>(1) have the same right as the shareholders to speak at the shareholders' general meeting;</p> <p>(2) have authority to demand a poll or join in such a demand; and</p> <p>(3) have the right to vote by hand or on a poll, except that, where a shareholder has appointed more than one proxy, his/her proxies may only exercise the voting rights when a poll is taken.</p>	<p>Article 34 Any shareholder entitled to attend and vote at the shareholders' meeting <u>shareholders' general meeting</u> shall be entitled to appoint one or more other persons (who may not be shareholders) as his/her proxy to attend and vote on his/her behalf. The shareholder proxy can exercise the following rights according to the entrustment of the shareholder:</p> <p>(1) have the same right as the shareholders to speak at the shareholders' general meeting;</p> <p>(2) have authority to demand a poll or join in such a demand; and</p> <p>(3) have the right to vote by hand or on a poll, except that, where a shareholder has appointed more than one proxy, his/her proxies may only exercise the voting rights when a poll is taken.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 55 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting:</p> <p>(1) Increase or reduction of the Company's share capital and issuance of any category of shares, warrants or other similar securities;</p> <p>(2) Issuance of the Company's bonds or listing;</p> <p>(3) Division, merger, dissolution and liquidation or form change of the Company;</p> <p>(4) Equity incentive plan;</p> <p>(5) Amendment of the Articles of Association of the Company;</p> <p>(6) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Company's stocks are listed as well as the provisions of the Company's Articles of Association and other internal system;</p> <p>(7) Other matters prescribed in the laws, administrative regulations, provisions of the Articles of Association of the Company, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Company.</p>	<p>Article 54 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting:</p> <p>(1) Increase or reduction of the Company's share capital <u>registered capital</u> and issuance of any category of shares, warrants or other similar securities;</p> <p>(2) Issuance of the Company's bonds or listing;</p> <p>(3) Division, merger, dissolution and liquidation or form change of the Company;</p> <p>(4) Amendment of the Articles of Association of the Company;</p> <p>(5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Company's stocks are listed as well as the provisions of the Company's Articles of Association and other internal system;</p> <p>(6) <u>Consideration and approval of the proposal on</u> equity incentive plan;</p> <p><u>(7) Removal of independent directors;</u></p> <p>(8) Other matters prescribed in the laws, administrative regulations, <u>departmental rules,</u> provisions of <u>the securities regulatory authority of the locality where the Company's stocks are listed or</u> the Articles of Association of the Company, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Company.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 66 Where the matter requested to be voted upon by ballot is the election of the chairman or the adjournment of the meeting, a ballot shall be taken immediately; where a ballot is requested for any other matter, such ballot shall be taken at the time decided upon by the chairman and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution adopted at that meeting.</p>	<p>Article 65 Where the matter requested to be voted upon by ballot is the election of the chairman chairperson of the meeting or the adjournment of the meeting, a ballot shall be taken immediately; where a ballot is requested for any other matter, such ballot shall be taken at the time decided upon by the chairman chairperson of the meeting and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution adopted at that meeting.</p>
<p>Article 83 The interested shareholders mentioned in the preceding paragraph are defined as follows:</p> <p>(1) when the Company issues a buy-back offer to all shareholders equally pro rata or buys back its own shares by open transaction at stock exchange according to Article 32 of the Articles of Association, the interested shareholders refer to the controlling shareholders defined in Article 70 of the Articles of Association of the Company;</p> <p>.....</p>	<p>Article 81 The interested shareholders mentioned in the preceding paragraph are defined as follows:</p> <p>(1) when the Company issues a buy-back offer to all shareholders equally pro rata or buys back its own shares by open transaction at stock exchange according to Article 36 of the Articles of Association, the interested shareholders refer to the controlling shareholders defined in Article 70 of the Articles of Association of the Company;</p> <p>.....</p>
<p>Article 78 The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies' power of attorneys shall be kept at the Company's domicile.</p>	<p>Article 89 The convener shall guarantee that the minutes of the meeting are authentic, accurate and complete. The attending directors, supervisors, the board secretary, convener or his representative and the meeting presider shall sign on the minutes of the meeting. The minutes of the meeting shall be kept for no less than ten years permanently together with the attendance records signed by the attending shareholders, proxies' power of attorneys and effective materials on the voting through network and by other means.</p>
<p>Article 91 The convener shall guarantee that the minutes of the meeting are authentic, accurate and complete. The attending directors, supervisors, the board secretary, convener or his representative and the meeting presider shall sign on the minutes of the meeting. The minutes of the meeting shall be kept for no less than ten years together with the attendance records signed by the attending shareholders, proxies' power of attorneys and effective materials on the voting through network and by other means.</p>	

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 96 Where it is stipulated in relevant laws, administrative regulations, department rules and relevant provisions of the securities regulatory authority of the locality where the Company and stock exchange that, relevant materials including resolutions and minutes of the shareholders' general meeting shall be provided for or filed with relevant departments, such provisions shall be implemented.</p>	<p>Article 94 <u>The Company shall deliver the meeting minutes and resolutions of the shareholders' general meeting to the banking and insurance regulatory authority of the State Council.</u> Where it is stipulated in relevant laws, administrative regulations, department rules and relevant provisions of the securities regulatory authority of the locality where the Company and stock exchange that, relevant materials including resolutions and minutes of the shareholders' general meeting shall be provided for or filed with relevant departments, such provisions shall be implemented.</p>
<p>Article 103 Any resolution made by the general meeting that violates the laws and administrative regulations are invalid. If the convening procedures and voting ways of the general meeting violate laws, administrative regulations or the Articles of Association, or the content of resolution is in violation of the Articles of Association, shareholders are entitled to apply to the People's Court for revocation of such resolutions within 60 days upon the date of adopting the resolution. Where shareholders file lawsuits in accordance with the provisions of the preceding paragraph, the Company can apply to the People's Court for requiring the shareholders to provide corresponding guarantee. If the change of registration has been made by the Company in accordance with the resolution of the general meeting, after the People's Court announces such a resolution be void or rescinded, the Company shall apply to the Company's registration authority for revocation of the change of registration.</p>	<p>Article 101 Any resolution made by the general meeting that violates the laws and administrative regulations are <u>deemed</u> invalid. If the convening procedures and voting ways of the general meeting violate laws, administrative regulations or the Articles of Association, or the content of resolution is in violation of the Articles of Association, shareholders are entitled to apply to the People's Court for revocation of such resolutions within 60 days upon the date of adopting the resolution. Where shareholders file lawsuits in accordance with the provisions of the preceding paragraph, the Company can apply to the People's Court for requiring the shareholders to provide corresponding guarantee. If the change of registration has been made by the Company in accordance with the resolution of the general meeting, after the People's Court announces such a resolution be void or rescinded, the Company shall apply to the Company's registration authority for revocation of the change of registration.</p>

Original Rules of Procedures	Amended Rules of Procedures
Article 106 Unless otherwise specified, the terms herein have the same meanings as those in the Articles of Association.	Article 104 Unless otherwise specified, the terms definitions herein have the same meanings as those in the Articles of Association.
Article 111 The matters not stipulated herein shall be implemented in accordance with relevant provisions in national laws, administrative regulations, department rules and the Articles of Association. In case of any contradiction between the Rules of Procedures and the relevant national laws, regulations or the Articles of Association revised through legal procedures, the latter shall prevail. Under such circumstances, the Rules of Procedures shall be forthwith revised, and reported to the shareholders' general meeting for deliberation.	Article 110 The matters not stipulated herein shall be implemented in accordance with relevant provisions in national laws, administrative regulations, department rules and the Articles of Association. In case of any contradiction between the Rules of Procedures and the relevant national laws, regulations or the Articles of Association revised through legal procedures, the latter shall prevail. Under such circumstances, the Rules of Procedures shall be forthwith revised, and reported to the shareholders' general meeting for deliberation.

Note: Adjustments to the punctuations and the numbering of chapters and articles quoted, as well as changes in the numbering of articles due to the amendments to the Articles of Association and the Rules of Procedure in this explanatory statement of amendments would not be listed separately as they do not involve any changes in the substantial contents of the Rules of Procedure. Meanwhile, “banking and insurance regulatory authority of the State Council” was amended as “banking and insurance regulatory authority of the State Council” herein.

The Rules of Procedures of the Board of Directors were written in Chinese and there is no official English version. Therefore, any English version is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

Details of the proposed amendments to the Rules of Procedures of the Board of Directors are as follows:

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 1 In order to further regulate the business discussion and decision-making procedures of board of directors of Harbin Bank Co., Ltd. (the “Company”) and to promote effective performance of duties by directors and the board of directors and the compliant operation and scientific decision-making of the board of directors, these Rules of Procedures are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China and the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of the Company”) and other relevant laws, administrative regulations and rules with regard to the actual situations of the Company.</p>	<p>Article 1 In order to further regulate the business discussion and decision-making procedures of board of directors of Harbin Bank Co., Ltd. (the “Company”) and to promote effective performance of duties by directors and the board of directors and the compliant operation and scientific decision-making of the board of directors, these Rules of Procedures are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, <u>the Corporate Governance Guidelines for Banking and Insurance Institutions (the “Governance Guidelines”)</u> and the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of the Company”) and other relevant laws, administrative regulations and rules with regard to the actual situations of the Company.</p>
<p>Article 3 The board of directors shall honestly and diligently perform their duties, ensure compliance of the commercial bank with laws, regulations and rules, protect the legitimate rights and interests of shareholders, and focus on and protect the interests of depositors or other stakeholders.</p>	<p>Article 3 The board of directors shall honestly and diligently perform their duties, ensure compliance of the commercial bank <u>the Company</u> with laws, regulations and rules, protect the legitimate rights and interests of shareholders, and focus on and protect the interests of depositors <u>financial consumers</u> or other stakeholders.</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 4 Directors shall exercise their functions and powers in the form of board meetings, and their basic mode of performance of duties is to attend board meetings as stipulated. The directors shall have fiduciary and diligence duties to the Company and all the shareholders. The directors shall conscientiously fulfill their duties and protect the interests of the Company and all the shareholders as required by the relevant laws, regulations, rules and the Articles of the Company.</p>	<p>Article 4 Directors shall exercise their functions and powers in the form of board meetings, and their basic mode of performance of duties is to attend board meetings as stipulated. The directors shall have fiduciary and diligence duties to the Company and all the shareholders. The directors shall conscientiously fulfill their duties and protect the interests of the Company and all the shareholders as required by the relevant laws, regulations, rules and the Articles of the Company.</p>
<p>Article 5 These Rules are applicable to the board of directors, special committees of the board of directors, directors, as well as relevant departments and personnel involved in these Rules.</p>	<p>Article 5 These Rules are applicable to the <u>Company's</u> board of directors, special committees of the board of directors, directors, as well as relevant departments and personnel involved in these Rules <u>of Procedure.</u></p>
<p>Article 6 The board of directors consists of 11 to 15 directors, including one chairman and one vice chairman, and the number of independent directors shall be not less than one third of all directors.</p>	<p>Article 6 The board of directors consists of 11 to 15 directors, including one chairman and one vice chairman, and the number of <u>three executive directors and eight non-executive directors (including independent directors).</u></p> <p><u>Executive directors, apart from serving as directors of the Company, also undertake the duties of senior management; and non-executive directors do not hold any other office in the Company other than their office as directors and do undertake the duties of senior management.</u></p> <p><u>The Board of Directors shall have no less than four independent directors, with at least one of the independent directors must be ordinarily resident in Hong Kong, China, and the total number of independent directors</u> shall be not less than one third of all directors.</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 7 The board of directors shall exercise the following functions and powers:</p> <p>(1) convene the general meeting and report to the general meeting;</p> <p>(2) implement the resolutions of the general meeting;</p> <p>(3) decide the Company's development plan and formulate and supervise the implementation of the Company's business development strategy;</p> <p>(4) decide the Company's operation plan, investment plan and major assets disposal plan;</p> <p>(5) formulate the Company's risk tolerance level and risk management and internal control policies;</p> <p>(6) formulate the Company's annual financial budget plan and final account plan;</p> <p>(7) formulate the Company's profit distribution plan and plan for recovery of losses;</p> <p>(8) formulate the Company's plans for increase or reduction of the registered capital, issuance of bonds or other securities and listing;</p> <p>(9) formulate capital plan and have the ultimate responsibility for capital management;</p> <p>(10) make the Company's plans for major acquisitions, acquisitions of the Company's stock or merger, division, dissolution and change of corporate form;</p> <p>(11) regularly evaluate and improve the Company's corporate governance;</p> <p>(12) within the scope of authorisation by the general meeting, to decide the Company's external investment, acquisition and disposal of assets, pledge of assets, external guarantees, related-party/connected transactions, external donations and other matters;</p> <p>(13) determine the arrangement of the Company's internal management structure, branches, and the number of staff and management personnel;</p>	<p>Article 7 The board of directors shall exercise the following functions and powers:</p> <p>(1) convene the general meeting and report to the general meeting;</p> <p>(2) implement the resolutions of the general meeting; <u>consider and approve the external investment, acquisition of assets, disposal and write-off of assets, pledge of assets, related-party/connected transactions and data governance of the Company within the scope of authorisation by the general meeting of the Company in accordance with laws, regulations and regulatory requirements;</u></p> <p>(3) decide the Company's development plan and formulate and supervise the implementation of the Company's business development strategy;</p> <p>(3) <u>decide the Company's operation plan, investment plan and major assets disposal plan, formulate scientific, reasonable and stable development strategy of the Company and supervise the implementation thereof, and determine the market positioning and development objective which reflect the differentiation and specialisation;</u></p> <p>(4) formulate the Company's risk tolerance level and risk management and internal control policies, <u>and have the ultimate responsibility for the comprehensive risk management;</u></p> <p><u>(5) continue to focus on the internal control of the Company, establish good internal control culture and carry out regular research and evaluation on the adequacy, reasonableness and effectiveness of the internal control;</u></p> <p><u>(6) have the ultimate responsibility for the establishment, operation and maintenance of internal audit system, and the independence and effectiveness of internal audit;</u></p> <p>(7) formulate the Company's annual financial budget plan and final account plan;</p> <p>(8) formulate the Company's profit distribution plan and plan for recovery of losses;</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>(14) according to the nomination of the chairman of board of directors, appoint or dismiss the Company's president and secretary of the board of directors; and upon the nomination of the president, appoint or dismiss the vice president, assistant president, financial director and other senior management personnel;</p> <p>(15) decide the remuneration matters and disciplinary matters of senior management and supervise and ensure that senior management effectively fulfil management responsibilities;</p> <p>(16) formulate the basic management system and review and approve the work rules for the president;</p> <p>(17) formulate proposed amendments to the Articles of the Company;</p> <p>(18) manage the Company's information disclosure matters of and have the ultimate responsibility for the truthfulness, accuracy, completeness and promptness of the Company's accounting and financial reporting;</p> <p>(19) propose the engagement or replacement of the Company's auditors to the general meeting;</p> <p>(20) establish the mechanism for identification, review and management of the conflict of interests between the Company and shareholders, especially major shareholders;</p> <p>(21) listen to the work report and check the work of the Company's president;</p> <p>(22) protect the legitimate rights and interests of depositors and other stakeholders;</p> <p>(23) review the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report; and</p> <p>(24) to determine the green credit development strategies, review and approve the green credit objectives made and the green credit reports submitted by senior management, and supervise and appraise the Company's implementation of the green credit development strategies; and</p>	<p>(9) formulate the Company's plans for increase or reduction of the registered capital, issuance of bonds or other securities and listing;</p> <p>(10) formulate capital plan and have the ultimate responsibility for capital management;</p> <p>(11) makeformulate the Company's plans for major acquisitions, acquisitions of the Company's støekshares or merger, division, dissolution and change of corporate form;</p> <p>(12) regularly evaluate and improve the Company's corporate governance, <u>and protect the legitimate rights and interests of financial consumers and other stakeholders;</u></p> <p>(12) within the scope of authorisation by the general meeting, to decide the Company's external investment, acquisition and disposal of assets, pledge of assets, external guarantees, related party/connected transactions, external donations and other matters;</p> <p>(13) determine the arrangement of the Company's internal management structure; branches, and the number of staff and management personnel;</p> <p>(14) according to the nomination of the chairman of board of directors, appoint or dismiss the Company's president and secretary of the board of directors; and upon the nomination of the president, appoint or dismiss the vice president, assistant president, financial director and other senior management personnel;</p> <p>(15) <u>establish and implement the responsibility performance accountability system of the senior management, supervise the effective performance of responsibilities by the senior management,</u> decide the remuneration matters and disciplinary matters of senior management and supervise and ensure that senior management effectively fulfil management responsibilities <u>specify the specific way for accountability of malfunction and improper performance of responsibilities;</u></p> <p>(16) formulate the basic management system and review and approve the work rules for the president;</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>(25) other functions and powers conferred by laws, administrative regulations, rules or these Rules.</p>	<p>(17) formulate proposed amendments to these Rules;</p> <p>(18) manage the Company's information disclosure matters of and have the ultimate responsibility for the truthfulness, accuracy, completeness and promptness of the Company's accounting and financial reporting;</p> <p>(19) propose the engagement or replacement of the Company's auditors to the general meeting;</p> <p>(20) establish the mechanism for identification, review and management of the conflict of interests between the Company and shareholders, especially major shareholders;</p> <p>(21), listen to the work report and check the work of the Company's president;</p> <p>(22) protect the legitimate rights and interests of depositors and other stakeholders;</p> <p>(23) review the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report; and</p> <p><u>(17) formulate proposed amendments to the Articles of the Company, formulate the rules of procedures of the general meetings, the rules of procedures of the board of directors; and review and approve the working rules of the special committees of the board of directors;</u></p> <p><u>(18) propose the appointment or dismissal of an accounting firm for providing regular and statutory audits on the Company's financial reports to the general meeting;</u></p> <p>(19) determine the green credit development strategies, review and approve the green credit objectives made and the green credit reports submitted by senior management, and supervise and appraise the Company's implementation of the green credit development strategies; and</p>

Original Rules of Procedures	Amended Rules of Procedure
	<p><u>(20) establish the mechanism for identification, review and management of the conflict of interests between the Company and shareholders, especially major shareholders; and have the ultimate responsibility for the management of shareholders' affairs;</u></p> <p><u>(21) review the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report;</u></p> <p><u>(22) in charge of the Company's information disclosure matters and have the ultimate responsibility for the truthfulness, accuracy, completeness and promptness of the Company's accounting and financial reporting;</u></p> <p>(23) other functions and powers conferred by laws, administrative regulations, rules or these Rules.</p> <p><u>The powers and functions of the board of directors shall be collectively exercised by the board of directors. The powers and functions of the board of directors stipulated in the Company Law shall not be authorised to be exercised by the chairman of board of directors, directors, other institutions or individuals in principle. When necessary, some specific decision-making matters shall be authorised with resolutions of the board of directors in accordance with the law. Separate authorisation shall be given to specific matter and the functions and powers of the board of directors shall not be authorised generally or permanently to certain other institutions or individuals.</u></p>
(New Section)	<p><u>Article 8 The board of directors of the Company shall establish and practice high standards of professional ethics. The standards of professional ethics shall be in the long-term interests of the Company, conducive to enhancing the credibility and social reputation of the Company, and sufficient to provide criterion for judgment when there is a conflict of interest among various governance bodies.</u></p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 8 The Board of Directors of the Company shall determine the licensing right to make investments with and dispose of the Bank's assets, and establish strict review and decision-making procedures; major investment and asset disposal shall be reviewed by relevant experts and specialists, and reported to the shareholders' general meeting for approval. The right to approve and license the asset disposal, external guarantee and external investment is as follows:</p> <p>.....</p> <p>(4) Related-party/connected transactions The right to approve and license the related-party/connected transactions of the Company shall be determined in accordance with the relevant provisions in the Administrative Measures for Related Party Transactions of Harbin Bank Co., Ltd. and its detailed rules for implementation.</p> <p>(5) External donations</p> <p>The external donations with the amount of each single transaction exceeding RMB10 million shall be approved by the Board of Directors, and those with the amount of each single transaction less than RMB10 million shall be approved by the president as authorized by the Board of Directors.</p>	<p>Article 9 The Board of Directors of the Company shall determine the licensing right to make investments with and dispose of the Bank Company's assets, and establish strict review and decision-making procedures; major investment and asset disposal shall be reviewed by relevant experts and specialists, and reported to the shareholders' general meeting for approval. The right to approve and license the asset disposal, external guarantee and external investment is as follows:</p> <p>.....</p> <p>(4) Related-party/connected transactions The right to approve and license the related-party/connected transactions of the Company shall be determined in accordance with <u>the relevant regulations of the CBIRC and the place where the Company's stock is listed regarding related-party/connected transactions and</u> the relevant provisions in the Administrative Measures for Related Party Transactions of Harbin Bank Co., Ltd. and its detailed rules for implementation.</p> <p>(5) External donations</p> <p>The external donations with the amount of each single transaction exceeding RMB10 million shall be approved by the Board of Directors, and those with the amount of each single transaction less than RMB10 million shall be approved by the president as authorized by the Board of Directors.</p> <p><u>Where laws, administrative regulations and rules, the listing rules of the place where the Company's stock is listed, and the Articles of the Company provide otherwise, such provisions shall prevail.</u></p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 10 The chairman of the board of directors shall exercise the following functions and powers:</p> <p>(1) preside over the shareholders' general meeting and convene and preside over board meetings;</p> <p>(2) supervise and inspect the implementation of resolutions of board meetings;</p> <p>(3) sign the corporate bonds and other negotiable securities;</p> <p>(4) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the board of directors proposed by the chairman of Board of Directors;</p> <p>(5) propose member candidates of the special committees of the board of directors;</p> <p>(6) sign important documents of the board of directors and other documents that shall be signed by the legal representative of the Company;</p> <p>(7) in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the board of directors or shareholders' general meeting afterwards;</p> <p>(8) exercise the functions and powers of the Company's legal representative; and</p> <p>(9) other matters authorized by the board of directors.</p>	<p>Article 11 The chairman of the board of directors shall <u>lead the Company to strengthen the development and enhance the operation quality and efficiency of the board of directors. In addition to general responsibilities as a director, the chairman of the board of directors shall also fulfill other responsibilities as required by laws, regulations, regulatory requirements and the Articles of the Company and</u> exercise the following functions and powers:</p> <p>(1) preside over the shareholders' general meeting and convene and preside over board meetings;</p> <p>(2) supervise and inspect the implementation of resolutions of board meetings;</p> <p>(3) sign the corporate bonds and other negotiable securities;</p> <p>(4) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the board of directors proposed by the chairman of Board of Directors;</p> <p>(5) propose member candidates of the special committees of the board of directors;</p> <p>(6) sign important documents of the board of directors and other documents that shall be signed by the legal representative of the Company;</p> <p>(7) in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the board of directors or shareholders' general meeting afterwards;</p> <p>(8) exercise the functions and powers of the Company's legal representative; and</p> <p>(9) other matters authorised by the board of directors.</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 11 In order to fully perform duties, the board of directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transaction Control Committee, Board Development Strategy Committee, Board Audit Committee and Board Consumer Rights and Interests Protection Committee, may also set up other special committees as needed.</p> <p>The special committees of the board of directors are responsible for the board of directors, the members are nominated by the chairman of board of directors and elected by the board of directors, and the number of people is not less than three. According to the actual circumstances, the board of directors may decide the merge and establishment of the relevant committees. The term of office of committees is the same as the board of directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.</p>	<p>Article 12 In order to fully perform duties, the board of directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transaction Control Committee, Board Development Strategy Committee, Board Audit Committee and Board Consumer Rights and Interests Protection Committee, may also set up other special committees as needed <u>according to laws, regulations, regulatory requirements and the needs of the Company. The board of directors may decide the merge and establishment of relevant committees according to the actual circumstances.</u></p> <p>The special committees of the board of directors are responsible for the board of directors, The special committees of the board of directors shall be composed of directors with professional knowledge or working experience matching the responsibilities of the special committees. <u>The special committees of the board of directors shall be composed of directors with professional knowledge or working experience matching the responsibilities of the special committees.</u> The the members are nominated by the chairman of board of directors and elected by the board of directors, and the number of people is not less than three. According to the actual circumstances, the board of directors may decide the merge and establishment of the relevant committees. The term of office of committees is the same as the board of directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 12 The Risk Management and Related Transaction Control Committee of the Board, the Nomination and Remuneration Evaluation Committee of the Board and the Audit Committee of the Board must be chaired by an independent director.</p> <p>Independent directors occupy the majority of the Risk Management and Related Transaction Control Committee of the Board, the Nomination and Remuneration Evaluation Committee of the Board and the Audit Committee of the Board. The directors nominated by controlling shareholders shall not serve as members of the Risk Management and Related Transaction Control Committee of the Board, the Nomination and Remuneration Evaluation Committee of the Board.</p> <p>The special committees of the board of directors shall each have one secretary, responsible for the daily work contact of committees and the meeting preparation of committees.</p>	<p>Article 13 The Risk Management and Related Transaction Control Committee of the Board, the Nomination and Remuneration Evaluation Committee of the Board and the Audit Committee of the Board must be chaired by an independent director.</p> <p><u>, and independent</u> Independent directors <u>shall occupy, in principle, not less than one third</u> the majority of the committee the Risk Management and Related Transaction Control Committee of the Board, the Nomination and Remuneration Evaluation Committee of the Board and the Audit Committee of the Board. The chairman of the committee shall be experienced in identification and management of various types of risks and should work for no less than 20 working days each year for the Company. The directors nominated by controlling shareholders shall not serve as members of the Risk Management and Related Transaction Control Committee of the Board, the Nomination and Remuneration Evaluation Committee of the Board <u>the committee.</u></p> <p><u>The Nomination and Remuneration Evaluation Committee of the Board must be chaired by an independent director. The majority of the committee members must be independent directors. Directors nominated by controlling shareholders shall not serve as members of the committee.</u></p> <p><u>The Audit Committee of the Board must be chaired by an independent director. The chairman should work for no less than 20 working days each year for the Company. The majority of the committee members must be independent directors. Members of the Audit Committee of the Board must have expertise and work experience in any of finance, auditing, accounting or law.</u></p> <p>The special committees of the board of directors shall each have one secretary, responsible for the daily work contact of committees and the meeting preparation of committees.</p>

Original Rules of Procedures	Amended Rules of Procedure
Chapter III Board Meeting System	Chapter III <u>Convention of</u> Board Meetings System
Article 15 The regular board meeting shall be convened at least at quarterly intervals, convened by the chairman of Board of Directors, and notice shall be given to all directors and supervisors in a written form fourteen days prior to the meeting.	Article 16 The regular board meeting shall be convened at least at quarterly intervals four times each year , convened by the chairman of Board of Directors, and notice shall be given to all directors and supervisors in a written form fourteen days prior to the meeting.
<p>Article 16 Before a notice of convening a regular board meeting is issued, the office of Board of Directors shall fully solicit opinions from all directors and initially form a proposal, which shall be then submitted to the chairman of the board of directors for formulation.</p> <p>Article 17 The chairman of the board of directors shall solicit opinions from the president and other senior management personnel when necessary before formulating a proposal.</p>	(Delete)
<p>Article 18 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth of the voting rights;</p> <p>(2) proposed by more than one third of directors;</p> <p>(3) proposed by the Board of Supervisors;</p> <p>(4) the chairman of board of directors considers necessary;</p> <p>(5) proposed by more than half of the independent directors;</p> <p>(6) proposed by the president;</p> <p>(7) the regulatory department requires to hold the meeting; and</p> <p>(8) other circumstances stipulated in the Articles of the Company.</p>	<p>Article 18 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal:</p> <p>(1) proposed by shareholders representing more than one tenth of the voting rights;</p> <p>(2) proposed by more than one third of directors;</p> <p>(3) proposed by the Board of Supervisors;</p> <p>(4) the chairman of board of directors considers necessary;</p> <p>(5) proposed by more than half two of the independent directors;</p> <p>(6) proposed by the president;</p> <p>(7)(6) the regulatory department requires to hold the meeting; and</p> <p>(8)(7) other circumstances stipulated in the Articles of the Company.</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 20 Where an interim board meeting is proposed, the proposer shall set out the following items in the written proposal:</p> <p>(1) the name of the proposer;</p> <p>(2) reasons or objective subjects for the proposal;</p> <p>(3) time, duration, place or mode of meeting proposed;</p> <p>(4) definite and specific proposal; and</p> <p>(5) contact information of the proposer and date of proposing, etc.</p> <p>The contents of a proposal shall be within the duty of the board of directors set forth in the Articles of the Company and these Rules of Procedures, and be submitted together with the relevant materials. Upon receipt of the aforesaid written proposal and relevant materials, the board secretary shall hand over to the chairman of the board of directors. Where the proposal is deemed to have indefinite or unspecific contents or insufficient relevant materials, the chairman may require the proposer to make modification or supplement. The chairman of the board of directors shall convene the board meeting within 10 days upon receipt of the proposal and preside over the meeting.</p>	<p>Article 20 Where an interim board meeting is proposed, the proposer shall a proposal shall be made in written form and set out the following items in the written proposal:</p> <p>(1) the name of the proposer;</p> <p>(2) reasons or objective subjects for the proposal;</p> <p>(3) time, duration, place or mode of meeting proposed;</p> <p>(4) definite and specific proposal; and</p> <p>(5) contact information of the proposer and date of proposing, etc.</p> <p>(6) The contents of a proposal shall be within the duty of the board of directors set forth in the Articles of the Company and these Rules of Procedures, and be submitted together with the relevant materials. Upon receipt of the aforesaid written proposal and relevant materials, the board secretary shall hand over to the chairman of the board of directors. Where the proposal is deemed to have indefinite or unspecific contents or insufficient relevant materials, the chairman may require the proposer to make modification or supplement. The chairman of the board of directors shall convene the board meeting within 10 days upon receipt of the proposal and preside over the meeting.</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 26 The meeting notice of the board meeting includes the following:</p> <p>(1) the time and place of the meeting;</p> <p>(2) duration of the meeting;</p> <p>(3) the subject and issues; and</p> <p>(4) the date of the notice.</p>	<p>Article 21 The meeting notice of the board meeting includes the following:</p> <p>(1) the time and place of the meeting;</p> <p>(2) duration of the meeting;</p> <p>(3) the subject and issues; and</p> <p>(4) the date of the notice.</p> <p><u>The banking and insurance regulatory authority of the State Council and its authorised branches may dispatch staff to be present at the board meeting of the Company. The Company shall notify the banking and insurance regulatory authority of the State Council at least three working days prior to date of the board meeting. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.</u></p>
<p>Article 21 The ways of notice for an interim board meeting are: issue the notice in the form of hand delivery, express mail, e-mail, fax or email; the notice period is: three working days prior to the meeting. Where the interim board meeting is needed to be held as soon as possible under emergency situation, the meeting notice may be issued by telephone or other oral ways, but the convener shall give an explanation at the meeting.</p>	<p>Article 22 The ways of notice for an interim board meeting are: issue the notice <u>to each director</u> in the form of hand delivery, express mail, e-mail, fax or email <u>fax, express mail, hand delivery, e-mail or other electronic media</u>; the notice period is: three working days prior to the meeting. Where the interim board meeting is needed to be held as soon as possible under emergency situation, the meeting notice may be issued by telephone or other oral ways, but the convener shall give an explanation at the meeting.</p>

Original Rules of Procedures	Amended Rules of Procedure
Article 24 The board secretary shall be natural persons with requisite professional knowledge and experience, and shall be entrusted by the board of directors.	Article 26 The board secretary shall be natural persons with requisite professional knowledge and experience, and shall be entrusted appointed by the board of directors.
Chapter IV Convention of Meetings	(Delete)
Chapter V Holding of Meetings	Chapter IV Holding of Board Meetings
Article 28 The board meeting shall be held upon the attendance of more than half of directors. Each director shall have one vote on the resolution of the board of directors.	Article 27 The board meeting shall be held upon the attendance of more than half of directors. Each director shall have one vote on the resolution of the board of directors.
Article 29 Before convening a board meeting, the board of directors shall give a prior notice to the Board of Supervisors to dispatch staff to attend the meeting. The president and the board secretary who don't concurrently serve as a director shall attend the board meeting. Other senior management personnel and relevant staff may be notified to attend the board meeting when necessary. Supervisors may inquire about or put forth proposals on resolutions adopted by the board of directors. The non-director president could attend board meetings, but has no voting right at board meetings.	Article 28 Before convening a board meeting, the board of directors shall give a prior notice to the Board of Supervisors to dispatch staff to attend the meeting. The president and the board secretary who don't concurrently serve as a director shall attend the board meeting. Other senior management personnel and relevant staff may be notified to attend the board meeting when necessary, <u>where the attendees have no voting rights at the board meeting.</u> Supervisors may inquire about or put forth proposals on resolutions adopted by the board of directors. The non-director president could attend board meetings, but has no voting right at board meetings.

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 30 The board meeting shall be attended by directors personally. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal. The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.</p>	<p>Article 29 The board meeting shall be attended by directors personally. <u>A regular or interim board meeting may be held by means of communication facilities and as long as the participating directors can participate the meeting via telephone or video conference and fully express their views and suggestions, the director attending the meeting shall be deemed to have attended the meeting in person.</u> The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal. The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.</p>
<p>Chapter VI Resolutions and Minutes of Meetings</p>	<p><u>Chapter V Resolutions and Minutes of Board Meetings</u></p>
<p>(New Section)</p>	<p>Article 31 <u>A resolution of the board of directors may be by voting at an on-site meeting and voting by written resolutions. Any resolution made by the board of directors shall by passed by a majority vote of all directors.</u></p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 32 The voting method for the resolution of the board of directors is to vote by disclosed ballot. Each director shall have one vote. The board meeting shall be physically held on-site. Under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors.</p> <p>Except as otherwise required by the Articles of Association of the Company and the securities regulatory authority in the place of listing of the shares of the Company, the board of directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax. If the board of directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the board secretary by the above-mentioned ways, the motion shall be the resolution of the board of directors, and the board meeting is not needed to be convened.</p>	<p>Article 32 The voting method for the resolution of the board of directors is to vote by disclosed ballot. Each director shall have one vote. The board meeting shall be physically held on-site. Under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors.</p> <p>Except as otherwise required by the Articles of Association of the Company and the securities regulatory authority in the place of listing of the shares of the Company, the board of directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax. If the board of directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the board secretary by the above-mentioned ways, the motion shall be the resolution of the board of directors, and the board meeting is not needed to be convened.</p>
<p>Article 33 The board meeting can be voted by way of correspondence simultaneously under following circumstances:</p> <p>(1) matters to be considered are urgent;</p> <p>(2) matters to be considered are not listed in Article 38 hereof.</p>	<p>(Delete)</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 34 Where the board of directors consider matters by way of correspondence, the chairman of the board of directors or the board secretary shall review and determine the written motion of the board of directors. Directors shall be given sufficient time to consider the written motion upon issuance of the meeting notices, written motions, voting sheets and relevant background materials of the voting by correspondence. Directors are entitled to put forward opinions to the board of directors in the written form, and the board of directors shall vote based on full consideration of the written opinions put forward by the directors.</p>	<p>Article 33 Where the board of directors consider matters by way of correspondence written resolutions, the chairman of the board of directors or the board secretary shall review and determine the written motion of the board of directors. Directors shall be given sufficient time to consider the written motion upon issuance of the meeting notices, written motions, voting sheets and relevant background materials of the voting by correspondence written resolutions. Directors are entitled to put forward opinions to the board of directors in the written form, and the board of directors shall vote based on full consideration of the written opinions put forward by the directors.</p>
<p>Article 35 The notice of the meeting resolution adopted by way of correspondence shall include following contents:</p> <p>(1) matters to be considered and relevant materials based on which directors can make definite decisions on the matters to be considered;</p> <p>(2) date of convening;</p> <p>(3) contact person and contact information;</p> <p>(4) other matters which the board of directors deems necessary to be explained.</p>	<p>Article 34 The notice of the meeting resolution adopted by way of correspondence written resolutions shall include following contents:</p> <p>(1) matters to be considered and relevant materials based on which directors can make definite decisions on the matters to be considered;</p> <p>(2) date of convening;</p> <p>(3) contact person and contact information;</p> <p>(4) other matters which the board of directors deems necessary to be explained.</p>
<p>Article 37 Directors participating in the voting by correspondence shall deliver the voting sheet and written opinions to the office of the board of directors upon completion of filling by means of express mail, e-mail or fax.</p>	<p>Article 36 Directors participating in the voting by correspondence written resolutions shall deliver the voting sheet and written opinions to the office of the board of directors upon completion of filling by means of express mail, e-mail or fax.</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 38 The major external investment, the major fixed asset disposal plans, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the board of directors for deliberation in Item (7), (8), (10), (14) and (17) in Article 7, Chapter 2 of the Rules of Procedures, the Articles of Association and the provisions of the internal systems of the Company must be passed by more than two thirds of directors rather than voting by correspondence.</p>	<p>Article 37 The profit distribution plans, remuneration, major external investment, the major fixed asset disposal plans, <u>appointment or dismissal of senior management</u>, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the board of directors for deliberation in Item (7), (8), (10), (14) and (17) in Article 7, Chapter 2 of the Rules of Procedures, the Articles of Association and the provisions of the internal systems of the Company must be passed by more than two thirds of directors rather than voting by correspondence <u>written resolutions</u>.</p>
<p>Article 39 The chairman of the meeting shall propose to directors present at the board meeting to issue definite opinions on the proposal.</p> <p>As for the proposal that shall obtain the prior approval from the independent director as stipulated, the meeting presider shall designate an independent director to present the written approval opinions reached by independent directors before the deliberation of such proposal. The meeting presider shall forthwith stop the director who obstructs the normal processes of the meeting or interferes in speeches by other directors.</p> <p>Unless unanimously consented by all the participating directors, the board meeting shall not vote on the proposal excluded in the meeting notice. The director who attends the meeting as entrusted by another director shall not vote on the proposal excluded in the meeting notice on behalf of the principal.</p>	<p>Article 38 The chairman of the meeting shall propose to directors present at the board meeting to issue definite opinions on the proposal.</p> <p>As for the proposal that shall obtain the prior approval from the independent director as stipulated, the meeting presider shall designate an independent director to present the written approval opinions reached by independent directors before the deliberation of such proposal. The meeting presider shall forthwith stop the director who obstructs the normal processes of the meeting or interferes in speeches by other directors.</p> <p>Unless unanimously consented by all the participating directors, the board meeting shall not vote on the proposal excluded in the meeting notice. The director who attends the meeting as entrusted by another director shall not vote on the proposal excluded in the meeting notice on behalf of the principal.</p>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 42 Upon completion of voting by participating directors, the relevant personnel of the office of Board of Directors shall promptly collect the ballots of the board of directors, which shall be submitted to the board secretary for counting under the supervision of one supervisor or independent directors.</p> <p>If the meeting is held on-site, the meeting presider shall announce the statistical result on-site; under other circumstances, the meeting presider shall ask the board secretary to notify the directors of the voting result prior to the ensuing working day after the stipulated voting period.</p> <p>The voting by the director after the meeting presider announces the voting result or upon end of the voting period will not be counted.</p>	<p>Article 41 Upon completion of voting by participating directors, the relevant personnel of the office of Board of Directors shall promptly collect the ballots of the board of directors, which shall be submitted to the board secretary for counting under the supervision of one supervisor or independent directors.</p> <p>If the meeting is held on-site, the meeting presider shall announce the statistical result on-site; under other circumstances, the meeting presider shall ask the board secretary to notify the directors of the voting result prior to the ensuing working day after the stipulated voting period.</p> <p>The voting by the director after the meeting presider announces the voting result or upon end of the voting period will not be counted.</p>
<p>Article 45 The regulatory opinions and rectifications of the Company by the banking regulatory authority shall be reported at the board meeting.</p>	<p>Article 44 The <u>governance regulation and evaluation results</u>, regulatory opinions and rectifications of the Company by the banking <u>and insurance</u> regulatory authority <u>of the State Council and its authorised branches</u> shall be reported at the board meeting.</p>
<p>Article 48 The board of directors shall make meeting minutes for all decisions of matters discussed at the meeting, and the participating directors and the recorder shall sign on the meeting minutes. The participating directors shall have the rights to require making explanatory notes on their speech at the meeting.</p>	<p>Article 47 The board of directors shall make meeting minutes for all decisions of matters discussed at the <u>on-site</u> meeting, and the participating directors and the recorder shall sign on the meeting minutes. <u>The directors with different opinions on the meeting minutes may make additional remarks when affixing signatures.</u> The participating directors shall have the rights to require making explanatory notes on their speech at the meeting.</p>
<p>Article 49 The meeting minutes shall be kept as the files of the Company for no less than ten years.</p>	<p>Article 48 The meeting minutes shall be kept as the files of the Company for no less than ten years <u>permanently</u>.</p>

Original Rules of Procedures	Amended Rules of Procedure
(New Section)	<u>Article 49 The Company shall record the situations of the on-site board meetings in the audio and video form.</u>
(New Section)	<u>Article 55 The Company shall promptly submit the minutes and resolutions of the board meetings to the banking and insurance regulatory authority of the State Council.</u>
Article 58 If the matters on which independent directors issue opinions are required to be disclosed, the opinions of independent directors shall be disclosed. Where the opinions of independent directors differs and an agreement cannot be reached, the board of directors shall separately disclose the opinions of each independent director.	(Delete)
Article 61 In case the resolutions of the board of directors are to be announced, such announcements shall be made by the board secretary in accordance with relevant provisions of Hong Kong Stock Exchange. Prior to the announcement of resolutions, the participating directors and personnel, the recorder and service staff shall keep the contents of resolutions confidential.	Article 61 In case the resolutions of the board of directors are to be announced, such announcements shall be made by the board secretary in accordance with— relevant provisions of Hong Kong Stock Exchange. Prior to the announcement of resolutions, the participating directors and personnel, the recorder and service staff shall keep the contents of resolutions confidential. <u>the relevant requirements of the securities regulatory bodies of the place where the stock of the Company is listed.</u>
Article 62 Unless otherwise specified, the terms herein have the same meanings as those in the Articles of Association.	Article 62 Unless otherwise specified, the <u>defined</u> terms herein have the same meanings as those in these <u>Rules</u> of Procedure.
(New Section)	<u>Article 63 For the purposes of these Rules of Procedure, “on-site meeting” means a meeting held on-site, via video, telephone or any other means that can ensure immediate communication and discussion among attendants; “written resolutions” means a meeting convened by serving the resolutions for separate review or by circulating the resolutions for review.</u>

Original Rules of Procedures	Amended Rules of Procedure
<p>Article 65 The matters not stipulated herein shall be implemented in accordance with relevant provisions in national laws, administrative regulations, department rules and the Articles of Association. In case of any contradiction between the Rules of Procedures and the relevant national laws, regulations or the Articles of Association revised through legal procedures, the latter shall prevail. Under such circumstances, the Rules of Procedures shall be forthwith revised, and reported to the shareholders' general meeting for deliberation.</p>	<p>Article 66 The matters not stipulated herein shall be implemented in accordance with relevant provisions in national laws, administrative regulations, department rules and the Articles of Association. In case of any contradiction between the Rules of Procedures and the relevant national laws, regulations or the Articles of Association revised through legal procedures, the latter shall prevail. Under such circumstances, the Rules of Procedures shall be forthwith revised, and reported to the shareholders' general meeting for deliberation.</p>

Note: Adjustments to the punctuations and the numbering of chapters and articles quoted, as well as changes in the numbering of articles due to the amendments to the Articles of Association and the Rules of Procedure in this explanatory statement of amendments would not be listed separately as they do not involve any changes in the substantial contents of the Rules of Procedure. Meanwhile, “banking and insurance regulatory authority of the State Council” was amended as “banking and insurance regulatory authority of the State Council” herein.

**ANNEX I COMPARISON TABLE OF AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD OF SUPERVISORS**

The Rules of Procedures of the Supervisor Meeting are prepared in Chinese without a formal English version. Therefore, any English version can only be used for reference. In case of any divergence, the Chinese version shall prevail.

It is recommended that the Rules of Procedures of the Supervisor Meeting should be set out as follows:

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 1 The Rules of Procedures are formulated in combination with the actual situations of the Company and in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Bank Law of the People’s Republic of China, the Guidelines on the Corporate Governance of Commercial Banks, Working Guidelines on the Board of Supervisors of Commercial Banks, the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of Association of the Company”) and other relevant laws, regulations and normative documents, in order to ensure that the Board of Supervisors of Harbin Bank Co., Ltd. (the “Company”) can exercise the right of supervision in accordance with the law, standardize the deliberation and decision-making procedures of the Board of Supervisors, and improve the corporate governance mechanism.</p> <p>and the Board of Directors, and enhancing the standardized operation and scientific decision-making by the Board of Directors.</p>	<p>Article 1 The Rules of Procedures are formulated in combination with the actual situations of the Company and in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Commercial Bank Law of the People’s Republic of China, <u>the Corporate Governance Standards for Banking or Insurance Institutions, the Working Guidelines on the Board of Supervisors of Commercial Banks, the Measures for the Evaluation of Performance of Duties by Directors and Supervisors of Banking and Insurance Institutions (For Trial Implementation)</u>, the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of Association of the Company”) and other relevant laws, regulations and normative documents, in order to ensure that the Board of Supervisors of Harbin Bank Co., Ltd. (the “Company”) can exercise the right of supervision in accordance with the law, standardize the deliberation and decision-making procedures of the Board of Supervisors, and improve the corporate governance mechanism.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 2 The Board of Supervisors is the Company's permanent supervision body, responsible for the shareholders' general meeting. The Board of Supervisors shall supervise the corporate finance and the legal compliance of the duty performance by the directors and senior management personnel of the Company, and protect the legitimate rights and interests of the Company and shareholders in accordance with the Company Law, the Articles of Association and other relevant laws and regulations. The supervisor meeting is the main form of the deliberation by the Board of Supervisors, and supervisors' participation in the supervisor meeting is their basic mode of duty performance.</p>	<p>Article 2 The Board of Supervisors is the Company's permanent supervision body, responsible for the shareholders' general meeting. The Board of Supervisors <u>shall supervise the corporate finance, internal control of risks and the legal compliance of the duty performance by the directors and senior management and their members of the Company, promote the Company's legal and compliant operation and protect the legitimate rights and interests of shareholders and stakeholders</u> in accordance with the Company Law, the Articles of Association and other relevant laws and regulations. The supervisor meeting is the main form of the deliberation by the Board of Supervisors, and supervisors' participation in the supervisor meeting is their basic mode of duty performance.</p>
<p>Article 4 The Board of Supervisors consists of five (5) to nine (9) supervisors, including the supervisors as shareholder representatives, and external supervisors and the supervisors as the staff representatives. The Board of Supervisors has one (1) chairman, one (1) vice chairman, and the number of external supervisors shall be not less than one third (1/3) of the total number of supervisors.</p>	<p>Article 4 <u>The Board of Supervisors consists of seven supervisors, including one (1) shareholder supervisor, three (3) external supervisors and three (3) staff supervisors.</u> The Board of Supervisors has one (1) chairman and one (1) vice chairman, <u>who shall be elected by more than half (1/2) of all the supervisors. In case of otherwise stipulations in the place where the Company's stocks are listed, such stipulations shall prevail. Where no election is conducted in time before the expiration of the term of office of a supervisor, or the number of the supervisors in the Board of Supervisors of the Company is less than the statutory number due to the resignation of a supervisor within his/her term of office, the existing supervisor shall, before the supervisor elected takes office, continue to perform his/her duty as a supervisor in accordance with laws, regulations and the Articles of Association.</u></p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 5 External supervisors shall not have such relationship as may affect their independent judgements with the Company and its major shareholders. External supervisors shall focus on the overall interests of the depositor and the Company during the performance of duties. The remuneration of external supervisors shall be consistent with that of independent directors. Article 7 Supervisors as shareholder representatives and external supervisors shall be elected and dismissed by the shareholders' general meeting; staff representatives assuming the office of supervisors shall be elected and removed from office by the employees of the Company through democratic election. The directors and senior management personnel of the Company shall not concurrently work as supervisors.</p>	<p>Article 5 <u>The supervisors of the Company shall be natural persons. Supervisors as shareholder representatives and external supervisors shall be elected, dismissed or replaced by the shareholders' general meeting; staff representatives assuming the office of supervisors are elected, removed from office or replaced by the staff representatives assembly or other forms of democratic elections. The directors and senior management personnel of the Company shall not concurrently work as supervisors. Non-staff supervisors shall be nominated by shareholders or the Board of Supervisors, and staff supervisors shall be nominated by the Board of Supervisors or the trade union. The shareholders nominated as directors and the related parties shall not be renominated as supervisors, unless otherwise stipulated by the State. The term of office of supervisors is shall not exceed three (3) years. A supervisor may, if re-elected upon expiration of the term of office, serve consecutive terms. The terms served by external supervisors shall not exceed six years cumulatively.</u></p>
<p>Article 8 The Board of Supervisors has an office as the daily working body of the Board of Supervisors, responsible for the preparation and file management of the meetings of the Board of Supervisors and specialized committees. The Board of Supervisors has one (1) office chief, nominated by the chairman of Board of Supervisors and appointed by the Board of Supervisors, responsible for the daily management work of the office of the Board of Supervisors and secretaries of all special committees. Staff appointed by the office of the Board of Supervisors shall have relevant professional knowledge to fully guarantee the performance of their duties.</p>	<p>Article 7 The Board of Supervisors has an office as the daily working body of the Board of Supervisors, responsible for the preparation and file management of the meetings of the Board of Supervisors and specialized committees. <u>The Board of Supervisors has one (1) office chief, responsible for the daily management work of the office of the Board of Supervisors and secretaries of all special committees, and may has a deputy to assist the office chief as required by the work.</u> Staff appointed by the office of the Board of Supervisors shall have relevant professional knowledge to fully guarantee the performance of their duties.</p>

**ANNEX I COMPARISON TABLE OF AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD OF SUPERVISORS**

Original Rules of Procedures	Amended Rules of Procedures
Article 10 The Board of Supervisors is the Company's supervision body, and independently exercises supervision functions, responsible for the shareholders' general meeting.	Article 8 <u>The Board of Supervisors independently exercises supervision functions, responsible for the shareholders' general meeting, and shall exercise the following functions and powers:</u>
(New Section)	Article 8 (3) <u>The Board of Supervisors is ultimately responsible for the assessment of the performance of duties of the Directors and Supervisors of the Company;</u>
Article 10 (3) supervising the performance of directors and senior management personnel of the Company on their duties, reporting the assessment results and reasons for the performance of duties of the directors and senior management personnel to China's banking regulatory authority within four (4) months after the end of each year, and reporting the assessment results for the performance of duties of the directors and senior management personnel to the shareholders' general meeting;	Article 8 (4) supervising <u>and assessing</u> the performance of duties of directors and senior management personnel of the Company on their duties, reporting the assessment results and reasons for the performance of duties of the directors and senior management personnel to <u>CBIRC and its dispatched agencies</u> within four (4) months after the end of each year, and reporting the assessment results for the performance of duties of the directors and senior management personnel to the shareholders' general meeting;
Article 10 (5) making self-assessment on the work of the supervisors and the Board of Supervisors and make assessment on the performance of duties of supervisors on an annual basis, reporting the results and reasons for self-assessment of the Board of Supervisors and the assessment of the performance of duties of the supervisors to China's banking regulatory authority of the State Council within four (4) months after the end of each year, and report the assessment results to the shareholders' general meeting;	Article 8 (6) <u>making self-assessment on the work of the Board of Supervisors and making assessment on the performance of duties of supervisors on an annual basis,</u> reporting the results and reasons for self-assessment of the Board of Supervisors and the assessment of the performance of duties of the supervisors to <u>CBIRC and its dispatched agencies</u> within four (4) months after the end of each year, and report the assessment results to the shareholders' general meeting;
Article 10 Inquire into the directors, the Board of Directors, and senior management personnel;	Article 8 (11) <u>making recommendations, prompting, interviewing, questioning and requesting reply in writing or orally to the Board of Directors and senior management, their members or other persons;</u>
Article 10 (13) supervising and inspecting the Company's financial activities, business decisions, risk management and internal control and urging for modifications;	Article 8 (14) supervising and inspecting the <u>Company's business decisions, risk management and internal control</u> and urging for modifications;

**ANNEX I COMPARISON TABLE OF AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD OF SUPERVISORS**

Original Rules of Procedures	Amended Rules of Procedures
(New Section)	Article 8 (15) <u>Providing guidance and oversight of the internal audit process and entitling the right to request relevant information from the Board of Directors and senior management in relation to the audit;</u>
Article 10 (15) supervising the scientificity and remuneration rules and policies of the Company and the remuneration solution for the senior management personnel;	Article 8 (17) supervising the scientificity and the implementation of remuneration <u>management system</u> of the Company and the remuneration solution for the senior management personnel;
Article 10 Other functions and powers authorized by the Articles of Association and shareholders' general meeting.	Article 8 (21) <u>Other matters of functions and powers as stipulated by the laws and regulations, regulatory requirements and the Articles of Association.</u>
<p>Article 11 The chairman of Board of Supervisors exercise the following functions and powers:</p> <p>(1) convening and presiding over the meeting of Board of Supervisors;</p> <p>(2) supervising and inspecting the implementation of resolutions of Board of Supervisors;</p> <p>(3) examining and signing documents related to the Board of Supervisors;</p> <p>(4) reporting the work of the Board of Supervisors to shareholders' general meeting on behalf of the Board of Supervisors;</p> <p>(5) organizing the formulation of work plan of Board of Supervisors and the implementation of decisions of Board of Supervisors;</p> <p>(6) other functions and powers conferred by the Board of Supervisors.</p>	<p>Article 9 The chairman of Board of Supervisors exercise the following functions and powers:</p> <p>(1) convening and presiding over the meeting of Board of Supervisors;</p> <p><u>(2) signing the work report of the Board of Supervisors and other important documents;</u></p> <p><u>(3) organizing the performance of duties of the Board of Supervisors, and the formulation of the work plan of the Board of Supervisors and the implementation of matters decided by the Board of Supervisors;</u></p> <p>(4) supervising and inspecting the implementation of resolutions of Board of Supervisors;</p> <p><u>(5) reporting to the shareholders' general meeting on behalf of the Board of Supervisors;</u></p> <p>(6) other functions and powers conferred by the Board of Supervisors;</p> <p><u>(7) other functions and powers as stipulated by the laws and regulations, and the Articles of Association;</u></p>

**ANNEX I COMPARISON TABLE OF AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD OF SUPERVISORS**

Original Rules of Procedures	Amended Rules of Procedures
Article 14 The meetings of the Board of Supervisors can be divided into regular meetings and extraordinary meetings. The meetings of the Board of Supervisors shall be convened at least once a quarter.	Article 11 The meetings of the Board of Supervisors can be divided into regular meetings and extraordinary meetings. <u>Regular meetings shall be held at least four times a year and the Supervisors may propose to convene special meetings of the Board of Supervisors.</u>
Article 21 The board secretary and securities affairs representative shall be present at the meetings of the Board of Supervisors.	(Delete)
Article 23 Meetings of the Board of Supervisors shall be physically held on-site. In any event of urgency, a meeting of the Board of Supervisors can be voted by way of correspondence, but the convener of the meeting (chairman of the meeting) shall make a statement of the specific urgency matters to the Board of Supervisors. Supervisors shall deliver the written opinions and voting intentions towards the matters considered with their signatures as confirmations to the office of the Board of Supervisors when voting by correspondence.	(Delete)

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 24 Supervisors shall attend the supervisor meetings in person upon receipt of a written notice. The supervisor unable to attend can entrust another supervisor to attend the meeting in a written form. External supervisors can entrust other external supervisors to attend the meeting. One supervisor shall not accept the entrustments from over two supervisors at one supervisor meeting. The power of attorney shall clearly state the agent's name, the agency matters, the scope and validity of authorization, and signed and sealed by the principal. The supervisor who attends the meeting on behalf of another supervisor shall exercise the rights of directors within the authority. The supervisor not attending the supervisor meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote at the meeting.</p>	<p>Article 20 Supervisors shall attend the supervisor meetings in person upon receipt of a written notice. <u>Meetings of the Board of Supervisors may be held with communication equipment and participating Supervisors shall be deemed to have attended the meeting in person as long as they are able to participate in the meeting by telephone or video and can fully express their views and suggestions.</u> The supervisor unable to attend can entrust another supervisor to attend the meeting in a written form. External supervisors can entrust other external supervisors to attend the meeting. One supervisor shall not accept the entrustments from over two supervisors at one supervisor meeting. <u>The power of attorney shall clearly state the substitute supervisor's name, the agency matters, the authorization, the period of validity and the supervisor's own opinion and voting intention on the resolutions,</u> and signed and sealed by the principal. The supervisor who attends the meeting on behalf of another supervisor shall exercise the rights of directors within the authority. The supervisor not attending the supervisor meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote at the meeting.</p>

Original Rules of Procedures	Amended Rules of Procedures
<p>Article 24 Supervisors and external supervisors shall attend at least more than 2/3 of the onsite supervisor meetings in person every year. Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, he/she shall be deemed not to perform the duties, and the shareholders' general meeting or the staff representatives assembly, the general staff meeting or other bodies democratically electing staff supervisors shall replace him.</p>	<p>Supervisors and external supervisors shall attend at least more than 2/3 of the onsite supervisor meetings in person every year. Where a supervisor neither personally attends the supervisor meeting for two (2) consecutive times without special reasons, nor appoints another supervisor to attend the supervisor meeting, he/she shall be deemed not to perform the duties, and the shareholders' general meeting or the general staff meeting or other bodies democratically electing staff supervisors shall replace him.</p>
<p>Article 27 The resolutions of the Board of Supervisors shall be passed by more than two thirds (2/3) of supervisors through voting.</p>	<p>Article 24 The resolutions of the Board of Supervisors <u>shall be passed by half of all supervisors, whereas there are separate provisions by the place where the Company's shares are listed, those provisions shall prevail.</u></p>

NOTICE OF 2021 ANNUAL GENERAL MEETING



Harbin Bank Co., Ltd.
哈爾濱銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6138)

NOTICE OF 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (“**AGM**”) of Harbin Bank Co., Ltd. (the “**Bank**”) will be held at Conference Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, China, at 9:00 a.m. on Friday, 20 May 2022 for the purposes of considering and, if thought fit, passing the following resolutions. Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 29 April 2022 (the “**Circular**”) unless otherwise stated.

ORDINARY RESOLUTIONS

1. To consider and approve the “Proposal on the 2021 Work Report of the Board of Directors”.
2. To consider and approve the “Proposal on the 2021 Work Report of the Board of Supervisors”.
3. To consider and approve the “Proposal on the 2021 Final Account Report”.
4. To consider and approve the “Proposal on the 2022 Financial Budgets”.
5. To consider and approve the “Proposal on the 2021 Profit Distribution Plan”.
6. To consider and approve the “Proposal on the 2021 Annual Report”.
7. To consider and approve the “Proposal on the Appointment of Auditors for 2022”.
8. To consider and approve the “Proposal on the Report on the Management of Related Party Transactions in 2021”.
9. To consider and approve the “Proposal on the Remuneration Distribution Plan for the Directors for 2021”.
10. To consider and approve the “Proposal on the Remuneration Distribution Plan for the Supervisors for 2021”.

NOTICE OF 2021 ANNUAL GENERAL MEETING

11. To consider and approve the “Proposal on the Proposed Amendments to the Equity Management Measures”.
12. To consider and approve the “Proposal on the Plan on Absorption and Merger of Bayan Rongxing Township Bank and Yanshou Rongxing Township Bank for Conversion into a Branch”.

SPECIAL RESOLUTION

13. To consider and approve the “Proposal on the Proposed Amendments to the Articles of Association”.
14. To consider and approve the “Proposal on the Proposed Amendments to the Rules of Procedure for the Shareholders’ General Meeting”.
15. To consider and approve the “Proposal on the Proposed Amendments to the Rules of Procedure for the Board of Directors”.
16. To consider and approve the “Proposal on the Proposed Amendments to the Rules of Procedure for the Board of Supervisors”.

By order of the Board of Directors
Harbin Bank Co., Ltd.
Deng Xinquan
Chairman

Harbin, China, 29 April 2022

* *Harbin Bank Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of 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. Additional information on the 2021 Work Report of the Board of Directors, the 2021 Work Report of the Board of Supervisors, the 2021 Final Account Report, the Report on the Management of Related Party Transactions in 2021, the Proposed Amendments to the Equity Management Measures, the Proposed Amendments to the Articles of Association, the Proposed Amendments to the Rules of Procedure for the Shareholders’ General Meeting, the Proposed Amendments to the Rules of Procedure for the Board of Directors and the Proposed Amendments to the Rules of Procedure for the Board of Supervisors referred to in Resolutions No. 1, 2, 3, 8, 11, 13, 14, 15 and 16 are set out in Annex A, Annex B, Annex C, Annex D, Annex E, Annex F, Annex G, Annex H and Annex I to the Circular, respectively. Details of the other resolutions are set out in Appendix I of the Circular.
2. **Closure of register of members**

In order to determine the shareholders who are entitled to attend and vote at the AGM, the H share register of members of the Bank will be closed from Monday, 16 May 2022 to Friday, 20 May 2022 (both days inclusive), during which period no share transfer will be registered. Any Shareholders whose name appear on the H share register of members and domestic share register of members of the Bank on Monday, 16 May 2022 will be entitled to attend and vote at the AGM. The H Shareholders who intend to attend and vote at the AGM

NOTICE OF 2021 ANNUAL GENERAL MEETING

must lodge all the transfer documents together with the relevant H share certificates with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited (address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) not later than 4:30 p.m. on Friday, 13 May 2022.

3. Registration procedures for attending the AGM

Individual Shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. 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 a proxy 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.

4. Proxy

Any Shareholder entitled to attend and vote at the AGM 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. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other documents of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together with the instrument appointing the proxy at Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Bank's Board of Directors' Office (for Domestic Shareholders).

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) signed by the authorised person or certified by a notary must be delivered to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Bank's Board of Directors' Office (for Domestic Shareholders) not less than 24 hours before the designated time for the holding of the AGM or any adjourned meeting thereof.

Completion and return of a proxy form will not preclude a shareholder from attending in person and voting at the AGM or any adjourned meeting thereof if he/she so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

5. Publication of poll results

Pursuant to the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. As such, each resolution set out in this notice will be voted by poll. Results of the poll voting will be published on the Bank's website at www.hrbb.com.cn and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.

6. Other business

The AGM 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.

As at the date of this notice, the Board of the Bank comprises Deng Xinquan as executive director; Zhao Hongbo, Zhang Xianjun, Yu Hong and Lang Shufeng as non-executive directors; and Sun Yan, Zhang Zheng, Hou Bojian and Jin Qinglu as independent non-executive directors.