
THIS CIRCULAR 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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dongguan Rural Commercial Bank Co., Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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DRC Bank

Dongguan Rural Commercial Bank Co., Ltd.*
東莞農村商業銀行股份有限公司*

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

(Stock code: 9889)

- (1) PROPOSED CHANGE OF THE BANK'S CHINESE SHORT NAME**
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETING**
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS**
- (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS**
- (5) PROPOSED AMENDMENTS TO THE WORKING RULES FOR INDEPENDENT DIRECTORS**
- (6) PROPOSED FORMULATION OF THE MEASURES FOR THE PERFORMANCE EVALUATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT**
- (7) PROPOSED AMENDMENTS TO THE MEASURES FOR EQUITY MANAGEMENT**
- (8) PROPOSED FORMULATION OF THE MEASURES FOR EQUITY INVESTMENT MANAGEMENT**
- (9) PROPOSED REMOVAL OF EXECUTIVE DIRECTOR**
- (10) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (11) PARTICIPATION IN USING SPECIAL BONDS TO REPLENISH CAPITAL OF PUNING RCB AND**
- (12) NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at 3:00 p.m. on December 19, 2022 (Monday) at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng District, Dongguan, Guangdong Province, the PRC (with certain additional satellite venues, Shareholders will be arranged to attend the appointed venue, please refer to note 1 to the notice of the EGM for details) is set out on pages EGM-1 to EGM-4 of this circular. A reply slip and form of proxy for H Shareholders for use at the EGM were enclosed with this circular. Such reply slip and form of proxy can be downloaded from the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Bank at www.drcbank.com.

If you intend to attend the EGM in person or by proxy, you are required to inform the Bank prior to December 9, 2022 (Friday) at 4:30 p.m., and H Shareholders are required to return the reply slip for H Shareholders for use at the EGM were enclosed with this circular to the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

H Shareholders who wish to attend the EGM by proxy are also required to complete and return the accompanying form of proxy for H Shareholders enclosed with this circular in accordance with the instructions printed thereon to the H Share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited (the same address referred to above) not less than 24 hours before the time for the holding of the EGM (i.e. prior to 3:00 p.m. on December 18, 2022 (Sunday)) (or 24 hours before any adjournment thereof, if any). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

In case of any discrepancy between the Chinese and English versions of this circular and the notice of the EGM, the Chinese version shall prevail.

Measures and Special Arrangements for Pandemic Prevention and Control

According to the requirements of pandemic prevention and control, in order to reduce the risks arising from the group gathering, the Bank will additionally arrange certain satellite venues at branches of the Bank in Dongguan, please refer to note 1 to the notice of the EGM for details. The Bank will also adopt a series of disease prevention measures at the EGM venue. The Bank reminds Shareholders and the attendees participating in the on-site meeting to perform personal protective precautions, and actively comply with disease prevention and control requirements by detecting body temperature and wearing surgical masks before entering into the venue.

Due to the pandemic, the EGM will not have an on-site question-and-answer session. If Shareholders have any questions about the Board of the Bank, please send the questions together with personal information and shareholding certificate to the mailbox gddh@drcbank.com before December 5, 2022 (Monday). The Board of the Bank will try its best to answer the questions at the EGM according to the actual situation.

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

November 28, 2022

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DEFINITIONS

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

“Articles” or “Articles of Association”	the articles of association of the Bank (as amended from time to time)
“Bank” or “Dongguan Rural Commercial Bank”	Dongguan Rural Commercial Bank Co., Ltd. (東莞農村商業銀行股份有限公司)*, a joint stock company established on December 22, 2009 through restructuring in the PRC with limited liability and its H Shares listed on the Hong Kong Stock Exchange, and if the context requires, including its predecessor, branches and sub-branches but excluding its subsidiaries
“Board” or “Board of Directors”	the board of Directors of the Bank
“CBIRC”	the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會), a regulatory agency formed by merging the former China Banking Regulatory Commission and the former China Insurance Regulatory Commission in accordance with the Notice of the State Council on the Setup of Institutions (Guo Fa [2018] No.6) (國務院關於機構設置的通知(國發[2018]6號)) issued by the State Council on March 24, 2018, and if the context requires, including its predecessor, i.e., the China Banking Regulatory Commission (中國銀行業監督管理委員會) and the China Insurance Regulatory Commission (中國保險監督管理委員會)
“CBIRC Dongguan Office”	Dongguan Branch of the CBIRC
“CBIRC Guangdong Office”	Guangdong Office of the CBIRC
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	ordinary share(s) with a par value of RMB1.00 per share issued by the Bank in the PRC, which shall be subscribed in RMB

DEFINITIONS

“Domestic Shareholder(s)”	holder(s) of Domestic Share(s)
“EGM”	the 2022 first extraordinary general meeting of the Bank to be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng District, Dongguan, Guangdong Province, the PRC on December 19, 2022 (Monday) at 3:00 p.m., or if the context requires, including the adjournment thereof (if any)
“Group” or “we” or “us”	the Bank and its subsidiaries
“H Share(s)”	ordinary share(s) with a par value of RMB1.00 per share of the Bank, which shall be subscribed in currency other than RMB and are listed on the main board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Share(s)
“HK\$” or “HKD” or “Hong Kong Dollars”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	November 23, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Measures for Equity Investment Management”	the proposed “Measures for Equity Investment Management of Dongguan Rural Commercial Bank”
“Measures for Equity Management”	the “Measures for Equity Management of Dongguan Rural Commercial Bank” (as amended from time to time)

DEFINITIONS

“Measures for the Performance Evaluation of Directors, Supervisors and Senior Management”	the proposed “Measures for the Performance Evaluation of Directors, Supervisors and Senior Management of Dongguan Rural Commercial Bank”
“PRC”	the People’s Republic of China
“Rules of Procedure of the Board of Directors”	the “Rules of Procedure of the Board of Directors of Dongguan Rural Commercial Bank” (as amended from time to time)
“Rules of Procedure of the Board of Supervisors”	the “Rules of Procedure of the Board of Supervisors of Dongguan Rural Commercial Bank” (as amended from time to time)
“Rules of Procedure for Shareholders’ General Meeting”	the “Rules of Procedure for Shareholders’ General Meeting of Dongguan Rural Commercial Bank” (as amended from time to time)
“Share(s)”	ordinary share(s) of the Bank, including Domestic Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of Share(s), including Domestic Shareholder(s) and H Shareholder(s)
“Working Rules for Independent Directors”	the “Working Rules for Independent Directors of Dongguan Rural Commercial Bank” (as amended from time to time)

LETTER FROM THE BOARD



DRC Bank

Dongguan Rural Commercial Bank Co., Ltd.*
東莞農村商業銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 9889)

Executive Directors:

Mr. WANG Yaoqiu (*Chairman*)
Mr. FU Qiang (*President*)
Mr. YE Jianguang
Mr. CHEN Wei

*Registered address and
headquarters address:*

No. 2, Hongfu East Road,
Dongcheng District, Dongguan City,
Guangdong Province, the PRC

Non-executive Directors:

Mr. LAI Chun Tung
Mr. WANG Junyang
Mr. CAI Guowei
Mr. YE Jinqun
Mr. CHEN Haitao
Mr. ZHANG Qingxiang
Mr. CHEN Weiliang
Mr. TANG Wencheng

Principal place of business in Hong Kong:

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

Independent Non-executive Directors:

Mr. ZENG Jianhua
Mr. YIP Tai Him
Mr. XU Zhi
Mr. TAN Fulong
Ms. LIU Yuou
Ms. XU Tingting

November 28, 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF THE BANK'S CHINESE SHORT NAME
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETING
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS
- (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS
- (5) PROPOSED AMENDMENTS TO THE WORKING RULES FOR INDEPENDENT DIRECTORS
- (6) PROPOSED FORMULATION OF THE MEASURES FOR THE PERFORMANCE EVALUATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT
- (7) PROPOSED AMENDMENTS TO THE MEASURES FOR EQUITY MANAGEMENT
- (8) PROPOSED FORMULATION OF THE MEASURES FOR EQUITY INVESTMENT MANAGEMENT
- (9) PROPOSED REMOVAL OF EXECUTIVE DIRECTOR
- (10) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
- (11) PARTICIPATION IN USING SPECIAL BONDS TO REPLENISH CAPITAL OF PUNING RCB AND
- (12) NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The EGM will be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng District, Dongguan, Guangdong Province, the PRC (with certain additional satellite venues) at 3:00 p.m. on December 19, 2022 (Monday). The resolutions to be proposed at the meeting to the Shareholders for consideration and approval, including ordinary resolutions: (1) proposed change of the Bank's Chinese short name, (2) proposed amendments to the Rules of Procedure for Shareholders' General Meeting, (3) proposed amendments to the Rules of Procedure of the Board of Directors, (4) proposed amendments to the Rules of Procedure of the Board of Supervisors, (5) proposed amendments to the Working Rules for Independent Directors, (6) proposed formulation of the Measures for the Performance Evaluation of Directors, Supervisors and Senior Management, (7) proposed amendments to the Measures for Equity Management, (8) proposed formulation of the Measures for Equity Investment Management, (9) proposed removal of executive Director, and special resolutions: (10) proposed amendments to the Articles of Association and (11) participation in using Special Bonds (as defined below) to replenish the capital of Guangdong Puning Rural Commercial Bank Co., Ltd.[#] (廣東普寧農村商業銀行股份有限公司).

The notice of EGM is set out on pages EGM-1 to EGM-4 of this circular. The purpose of this circular is to provide you with further details of proposed resolutions at the meeting to enable you to make an informed voting decision on the resolutions at the EGM.

I. MATTERS TO BE RESOLVED AT THE EGM

1. Proposed Change of the Bank's Chinese Short Name

Based on the practical needs of the Bank, the Bank proposes to change its Chinese short name of the Bank from “東莞農村商業銀行” to “東莞農商銀行”.

According to the Implementation Measures for Administrative Licencing Matters for Rural Small and Medium-sized Banking Institutions of the CBIRC (《中國銀保監會農村中小銀行機構行政許可事項實施辦法》) and other regulatory requirements, the Bank proposes to change its Chinese short name, and will propose an ordinary resolution regarding the same at the EGM for Shareholders' consideration.

Upon obtaining the approval of the Shareholders at the EGM, the Bank will submit the above resolution to the CBIRC Dongguan Office and the CBIRC Guangdong Office for approval, and shall be subsequently reported to the CBIRC. As the Bank's Chinese short name is included in the relevant articles of the Articles of Association, the Board also proposes to, subject to the approval of the regulatory authorities on the Chinese short name of the Bank, authorize the Board of

LETTER FROM THE BOARD

Directors Office, the General Office or the designated representative to make corresponding adjustments to the Articles of Association, the Financial Permit and other contents including the Bank's Chinese short name, and to publish the relevant announcements as and when appropriate and handle the filing procedures in accordance with the relevant domestic and overseas laws, regulations and regulatory documents.

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

Reference is made to the announcement of the Bank dated November 4, 2022 in relation to, among other things, the proposed amendments to the Rules of Procedure for Shareholders' General Meeting.

According to the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》) and the proposed amendments to the Articles of Association, and taking into account the actual circumstances of the Bank, the Bank proposes to make corresponding amendments to the Rules of Procedure for Shareholders' General Meeting, and will propose an ordinary resolution regarding the same at the EGM for Shareholders' consideration, details of which are set out in Appendix I to this circular for reference.

The proposed amendments to the Rules of Procedure for Shareholders' General Meeting if approved by the Shareholders by way of an ordinary resolution at the EGM shall take effect from the date of approval of the proposed amendments to the Articles of Association by CBIRC Dongguan Office.

3. Proposed Amendments to the Rules of Procedure of the Board of Directors

Reference is made to the announcement of the Bank dated November 4, 2022 in relation to, among other things, the proposed amendments to the Rules of Procedure of the Board of Directors.

According to the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》) and the proposed amendments to the Articles of Association, and taking into account the actual circumstances of the Bank, the Bank proposes to make corresponding amendments to the Rules of Procedure of the Board of Directors, and will propose an ordinary resolution regarding the same at the EGM for Shareholders' consideration, details of which are set out in Appendix II to this circular for reference.

The proposed amendments to the Rules of Procedure of the Board of Directors if approved by the Shareholders by way of an ordinary resolution at the EGM shall take effect from the date of approval of the proposed amendments to the Articles of Association by CBIRC Dongguan Office.

LETTER FROM THE BOARD

4. Proposed Amendments to the Rules of Procedure of the Board of Supervisors

Reference is made to the announcement of the Bank dated November 4, 2022 in relation to, among other things, the proposed amendments to the Rules of Procedure of the Board of Supervisors.

According to the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》) and the proposed amendments to the Articles of Association, and taking into account the actual circumstances of the Bank, the Bank proposes to make corresponding amendments to the Rules of Procedure of the Board of Supervisors, and will propose an ordinary resolution regarding the same at the EGM for Shareholders' consideration, details of which are set out in Appendix III to this circular for reference.

The proposed amendments to the Rules of Procedure of the Board of Supervisors if approved by the Shareholders by way of an ordinary resolution at the EGM shall take effect from the date of approval of the proposed amendments to the Articles of Association by CBIRC Dongguan Office.

5. Proposed Amendments to the Working Rules for Independent Directors

According to the regulatory requirements such as the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》) and the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) (《銀行保險機構董事監事履職評價辦法(試行)》), the Bank proposes to amend the Working Rules for Independent Directors, and will propose an ordinary resolution regarding the same at the EGM for Shareholders' consideration, details of which are set out in Appendix IV to this circular for reference.

6. Proposed Formulation of the Measures for the Performance Evaluation of Directors, Supervisors and Senior Management

In order to further improve the Bank's corporate governance mechanism and regulate the performance of Directors, supervisors and senior management of the Bank, according to the Measures for the Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) (《銀行保險機構董事監事履職評價辦法(試行)》), the Bank proposes to formulate the Measures for the Performance Evaluation of Directors, Supervisors and Senior Management, and will propose an ordinary resolution regarding the same at the EGM for Shareholders' consideration, details of which are set out in Appendix V to this circular for reference.

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7. Proposed Amendments to the Measures for Equity Management

In order to effectively strengthen the equity management of Shareholders, implement the work requirements of domestic and overseas regulatory authorities, safeguard the stability of the Bank's equity and protect the legitimate rights and interests of the Bank and Shareholders, the Bank proposes to amend the Measures for Equity Management, and will propose an ordinary resolution regarding the same at the EGM for Shareholders' consideration, details of which are set out in Appendix VI to this circular for reference.

8. Proposed Formulation of the Measures for Equity Investment Management

In order to regulate the equity investment of the Bank, prevent external investment risks and safeguard the interests of the Bank, the Bank proposes to formulate the Measures for Equity Investment Management, and will propose an ordinary resolution regarding the same at the EGM for Shareholders' consideration, details of which are set out in Appendix VII to this circular for reference.

9. Proposed Removal of Executive Director

Reference is made to the announcement of the Bank dated September 5, 2022 in relation to, among other things, the proposed removal of Mr. Chen Wei as executive Director.

According to the requirements of the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Corporate Governance Standards for Banking and Insurance Institutions 《銀行保險機構公司治理準則》 and the Articles of Association, given Mr. Chen Wei has not been able to contacted with for a while, he was unable to discharge his responsibilities as a director, as such, the Bank proposed to be removed from his position as an executive Director. The Bank will propose an ordinary resolution regarding the same at the EGM for Shareholders' consideration.

10. Proposed Amendments to the Articles of Association

Reference is made to the announcement of the Bank dated November 4, 2022 in relation to, among other things, the proposed amendments to the Articles of Association.

In order to further improve the corporate governance mechanism, improve the quality and efficiency of corporate governance and promote the steady and sustainable development of the Bank, the Bank proposes to amend the Articles of Association according to the regulatory requirements such as Corporate Governance Standards for Banking and Insurance Institutions (《銀

LETTER FROM THE BOARD

行保險機構公司治理準則》), and taking into account the actual circumstances of the Bank, and will propose an special resolution regarding the same at the EGM for Shareholders' consideration, details of which are set out in Appendix VIII to this circular for reference.

The proposed amendments to the Articles of Association if approved by the Shareholders by way of a special resolution at the EGM shall take effect from the date of approval by the CBIRC Dongguan Office.

11. Participation in Using Special Bonds to Replenish the Capital of Puning RCB

Reference is made to the announcement of the Bank dated November 4, 2022 in relation to, among other things, the Bank's participation in the use of the Special Bonds (as defined below) to replenish the capital of Guangdong Puning Rural Commercial Bank Co., Ltd.[#] (廣東普寧農村商業銀行股份有限公司) ("**Puning RCB**") in a disclosable transaction.

In order to implement the Overall Arrangement for Deepening Reformation of Rural Cooperative Financial Institutions in Guangdong Province (the "**Overall Arrangement for Reformation**"), the Bank proposes to work with Guangdong Utrust Investment Holdings Co., Ltd.[#] (廣東粵財投資控股有限公司) ("**Utrust Holdings**") on replenishment of capital of Puning RCB through joint participation in using the Small and Medium Banks Development Supporting Special Bonds issued by Guangdong Provincial Government ("**Capital Replenishment**") and to enter into a cooperation framework agreement (the "**Cooperation Framework Agreement**") with Utrust Holdings to acquire the Subject Shares (as defined below) and the Subject Beneficial Interest (as defined below) held by Utrust Holdings.

BACKGROUND

At the end of 2020, Guangdong Provincial Government has issued the Small and Medium Banks Development Supporting Special Bonds (the "**Special Bonds**") with a principal amount of RMB10 billion for a term of 10 years and supported the replenishment of capital of small and medium rural banks in the province through Utrust Holdings (as funding entity), of which RMB3,700 million has been allocated to Puning RCB (as funding target) (the "**Special Bonds Fund**") with a 10-year interest in aggregate amounting to approximately RMB1,042 million (the "**Special Bonds Interest**", together with the Special Bonds Fund, collectively the "**Special Bonds Principal and Interest**"). During the terms of Special Bonds, the Special Bonds Interest shall be paid semi-annually, and the Special Bonds Fund shall be repaid in equal amount at each year end of the sixth to tenth year (hereinafter collectively referred to as the "**Repayment Schedule**").

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At the end of September 2022, pursuant to the Overall Arrangement for Reformation, Utrust Holdings has utilised the aforesaid Special Bonds Fund, of which RMB312,236,286 was used to subscribe 312,236,286 shares newly issued by Puning RCB (the “**Subject Shares**”) and RMB3,387,763,714 was used to purchase 3,387,763,714 units of beneficial interest (the “**Subject Beneficial Interest**”) in the property trust (the “**Subject Trust**”) comprised of certain credit assets of Puning RCB (the “**Puning Credit Assets**”). Subject Shares has been accounted for 29.81% of the total share capital of Puning RCB upon the new issuance to Utrust Holdings and other corporate shareholders.

Upon the subscription of Subject Shares and Subject Beneficial Interest, Utrust Holdings shall repay the Special Bonds Principal and Interest according to the abovementioned Repayment Schedule (i.e. to repay the Special Bonds Interest semi-annually, and to repay the Special Bonds Fund in equal amount at each year end of the sixth to tenth year) (the “**Repayment Obligation**”) by means of (i) dividends of the Subject Shares prior to their transferral to the Bank; (ii) proceeds from recovery and disposal of Puning Credit Assets; (iii) proceeds from the transfer of Subject Shares and Subject Beneficial Interest; and (iv) other funding resources (collectively, the “**Disposal Proceeds**”).

The Bank shall, in accordance with the requirements of the Overall Arrangement for Reformation, work with Utrust Holdings on the Capital Replenishment and to enter into the Cooperation Framework Agreement (the “**Cooperation Framework Agreement**”) to support Utrust Holdings in ensuring full repayment of the Special Bonds Principal and Interest in each installment in accordance with the aforesaid Repayment Schedule by acquiring the Subject Shares and the Subject Beneficial Interest held by Utrust Holdings in installments.

Pursuant to the Overall Arrangement for Reformation, Jieyang Municipal Government shall also execute its jurisdictional responsibility over Puning RCB’s disposal of non-performing assets by severely crack down on debt evasion and to improve local financial eco-systems. Puning RCB shall perform the main responsibility for the recovery and conversion mechanism of Puning Credit Assets through recovery and disposal of Puning Credit Assets and improving the operating conditions at its best effort, in order to raise the amount of Disposal Proceeds and increase Utrust Holdings’ funding resources for repayment of Special Bonds Principal and Interest. Reference is made to the announcement of the Bank dated February 16, 2022 in relation to the entrustment of the Bank by the Dongguan Municipal Government to assist in the management of Puning RCB. The Bank has commenced assisting in the day-to-day governance and operation management of Puning RCB, guiding and supervising Puning RCB to continuously improve its corporate governance mechanism and promoting its sustainability and sound development.

LETTER FROM THE BOARD

PRINCIPAL TERMS OF THE COOPERATION FRAMEWORK AGREEMENT

The Bank and Utrust Holdings have jointly discussed the participation in the implementation scheme and Cooperation Framework Agreement for capital replenishment of Puning RCB through Special Bonds and the relevant agreements prescribing specific arrangements based on the principle of fairness and reasonableness to implement the Overall Arrangement for Reformation. The principal terms of the Cooperation Framework Agreement are as follows:

- Parties:
- (1) The Bank
 - (2) Utrust Holdings

- Acquisition subjects:
- (1) Subject Beneficial Interest

From the effective date of the Subject Trust (inclusive) to the end of the term of Special Bonds, Utrust Holdings shall transfer all of its 3,387,763,714 units of the Subject Beneficial Interest to the Bank by tranches in accordance with the progress of repayment of the Special Bonds Principal and Interest.

- (2) Subject Shares

After 5 years from the date of completion of the industrial and commercial registration for Subject Shares held by Utrust Holdings to the end of term of Special Bonds, Utrust Holdings shall transfer all of its 312,236,286 Subject Shares to the Bank in tranches in accordance with the progress of repayment of the Special Bonds Principal and Interest.

LETTER FROM THE BOARD

Transfer considerations
and time point:

Pursuant to the Repayment Obligations as described in the paragraph headed “Background”, Utrust Holdings shall use the Disposal Proceeds (i.e. Utrust Holdings shall repay by means of (i) dividends of the Subject Shares prior to their transferral to the Bank; (ii) proceeds from recovery and disposal of Puning Credit Assets; (iii) proceeds from the transfer of Subject Shares and Subject Beneficial Interest; and (iv) other funding resources) to repay the Special Bonds Principal and Interest in accordance with the abovementioned Special Bonds Repayment Schedule (i.e. to repay the Special Bonds Interest semi-annually, and to repay the Special Bonds Fund in equal amount at each year end of the sixth to tenth year).

Under the Cooperation Framework Agreement, the Bank will, during the 10 years term of the Special Bonds, acquire the Subject Shares and the Subject Beneficial Interest held by Utrust Holdings by installments in order to support Utrust Holdings in ensuring full repayment of the Special Bonds Principal and Interest in each installment in accordance with the aforesaid Repayment Schedule.

The specific quantity, amount and time of each transfer for the Subject Beneficial Interest and the Subject Shares shall, subject to the agreements between the parties in the Cooperation Framework Agreement, be determined in accordance with the progress of repayment of the Special Bonds Principal and Interest for each period (semi-annually). The amount of each transfer shall be calculated in the following manner :

Amount of each transfer	=	Special Bonds Principal and Interest amount payable by Utrust Holdings during the corresponding period
	Plus:	Corresponding taxes and fees
	Less:	Disposal Proceeds received by Utrust Holdings during the corresponding period (Excluding the transfer proceeds of the Subject Shares and the Subject Beneficial Interest)

The amount of each transfer shall be paid in cash. And each transaction arrangement will be notified to the Bank by Utrust Holdings through notice letter.

LETTER FROM THE BOARD

However, under the Cooperation Framework Agreement, the total consideration payable by the Bank to Utrust Holdings for the acquisition of the Subject Beneficial Interest and the Subject Shares shall in any event be capped at:

Total consideration cap	=	Special Bonds Principal and Interest (i.e. approximately RMB4.742 billion)
	Plus:	Corresponding taxes and fees
	Less:	Disposal Proceeds received by Utrust Holdings during the terms of Special Bonds (Excluding the transfer proceeds of the Subject Shares and the Subject Beneficial Interest)

After officially entering into the Cooperation Framework Agreement, the equity transfer agreement in relation to the transfer of the Subject Shares, and the trust beneficial interest transfer agreement in relation to the transfer of the Subject Beneficial Interest, the Bank will also publish announcement(s) to update the progress of the relevant transaction as required by the Listing Rules as and when appropriate.

Other terms: Both parties will carry out this cooperation in compliance with laws, administrative regulations and regulatory requirements and subject to obtaining necessary internal and external approvals and authorizations.

REASONS AND BENEFITS OF PARTICIPATION IN CAPITAL REPLENISHMENT

The State now attaches great importance to the financial reform of small and medium-sized banks, innovatively supporting small and medium-sized banks with sustainable market-oriented operations to replenish capital using special bonds issued by local governments, reinforcing the capital strength and risk resilience among small and medium-sized banks. In this regard, the Guangdong Provincial Government has effectively implemented the state policy on financial reform in small and medium-sized banks, developed the general strategy to enhance the reform of rural cooperative financial institutions, issued special bonds by local governments which replenished the capital of Puning RCB, coordinated the joint participation of Utrust Holdings and

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the Bank in Capital Replenishment. As such, the participation in Capital Replenishment by the Bank is an essential mission to implement the overall strategy of financial reform in the State and Guangdong province.

Based on the above reasons and the benefits set out below, the Board of the Bank considers that the participation in Capital Replenishment and the transaction are in line with long-term benefits to the Bank and our shareholders as a whole:

- As a relatively large-scale local bank in Guangdong Province, the participation of the Bank in capital replenishment indicates its practice of the ESG initiatives, fulfillment of social obligations, supports to local financial reform and contributions to a stable financial ecosystem and healthy development of the financial market.
- Puning RCB operates in Puning, a county located in the Shantou-Chaozhou-Jieyang metropolitan region in the southeast of Guangdong Province, a prominent commerce and trade city and the base for Big Health and garment-textile industries in eastern Guangdong Province. Puning has an active commerce and trade market, a sound industrial infrastructure, a congregation of domestic and foreign talents with a population among the biggest in all county-level cities, which is ideal for economic and financial development. Puning RCB is a banking financial institution with the largest asset scale in Puning county. As of the end of 2021, its deposits and loans amounted to RMB24.1 billion and RMB13.4 billion, respectively, and the number of branches reached 105, which accounted for over 25%, 30% and 50% market shares among all banking financial institutions in Puning county respectively, making it a long-time leading banking financial institution in Puning county. Puning county's geographical proximity to Dongguan city forms close personal and commercial ties, industries complement and cooperate with each other, and the clientele is highly interconnected. The above arrangement is beneficial in exploring more business opportunities with Puning RCB, and further expanding the Bank's business development.
- Reference is made to the announcement of the Bank dated February 16, 2022 in relation to the appointment of the Bank by the Dongguan Municipal Government to assist in the management of Puning RCB. The Bank will assist Puning RCB in enhancing its capital strength, resolving potential risks, improving its operational conditions and raising its market competitiveness through the Bank's assistance in the management of Puning RCB by "intelligence injection" and "system injection" as well as "capital injection" in Puning RCB through the Special Bonds Fund. This will help the Bank and Puning RCB to support local economic development and grasp the opportunities arising from industrial and urban transformation and advancement of Puning county, and effectively enhance the image of the Bank and regional influence.

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BACKGROUND OF PUNING RCB

The predecessor of Puning RCB is Puning Rural Credit Union[#] (普寧市農村信用合作聯社), which was restructured into Puning RCB in 2016. It mainly engages in the banking business in Puning county, Jieyang city, Guangdong province. The shareholding structure of Puning RCB is relatively fragmented. After reasonable inquiries made by the Bank, there is no single shareholder holding more than 30% of its shares. Influenced by multiple internal and external factors in recent years, the quality of credit assets of Puning RCB has declined and the profitability has been affected to a certain extent. In 2020, its audited net profit (before and after tax) was RMB-168 million. In 2021, its audited net profit (before and after tax) was RMB-261 million. Its unaudited net assets as of October 31, 2022 was RMB-4,787 million.

In accordance with the Overall Arrangement for Reformation and under the support of various parties, through comprehensive initiatives such as replenishment of capital through subscription of shares by Utrust Holdings, disposal of non-performing assets, oversight by the Bank, Puning RCB expects to improve its financial situation, optimize operational and regulatory indicators and strives to resume profitability as soon as possible and enhance quality and efficiency in operational management. As disclosed in the announcement of the Bank dated February 16, 2022, the Bank was also entrusted by the Dongguan Municipal Government to assist in overseeing Puning RCB, help Puning RCB to improve its daily governance and operation management, and guide and supervise Puning RCB to improve its corporate governance mechanism continuously so as to promote its sustainable and sound development.

As of the Latest Practicable Date, after reasonable inquiries made by the Bank, Puning RCB and its substantial shareholders are third parties independent of the Bank and its connected persons.

IMPACT OF TRANSACTIONS ON THE BANK

The consideration for the acquisition of the Subject Beneficial Interest and the Subject Shares is expected to be funded by the Bank's internal resources. According to the value analysis conducted by an independent asset appraisal company on February 28, 2022 and March 30, 2022 respectively, the Puning Credit Assets corresponding to the Subject Beneficial Interest and the 100% equity interest during the continue existence of Puning RCB were appraised by the Factors Analysis Approach (which considered factors including the background of creditor's right and debtor, structure of the debt, value of collaterals, etc.) and the Income Approach (with free discounted cash flow to equity model), and the assessed value of the Subject Beneficial Interest and the Subject Shares were approximately RMB2.7 billion and RMB100 million, respectively. During the year when the Bank entered into the Cooperation Framework Agreement, if there is any shortfall in the discounted value of the future cash flows of Special Bonds Fund that shall be

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obliged to pay under the Cooperation Framework Agreement less the corresponding asset values of Subject Beneficial Interest and the value of Subject Shares, a current loss shall be recognized as required by relevant accounting standards. The Bank will track and analyse predicted changes for the above-mentioned values of Subject Beneficial Interest and Subject Shares, and process the analysis results in accordance with relevant regulations.

Reference is made to the announcement of the Bank dated February 16, 2022 in relation to the entrustment of the Bank by the Dongguan Municipal Government to assist in the management of Puning RCB. The Bank will deploy a monitoring team to guide and supervise Puning RCB in its daily governance and operation management for the purpose of continuously improving its corporate governance mechanism, resolving potential risks, improving its operational status and enhancing its market competitiveness.

In addition, for the recovery and disposal of credit assets of Puning RCB, the Bank sets up a joint task force with the local government and relevant departments, and coordinates with the public security bureau, the prosecutor's office, the court and other institutions of Puning county for combating debt evasion. All these efforts help to recover and dispose the credit assets of Puning RCB.

The above measures will help Puning RCB to fulfill its primary responsibility of the credit asset recovery and conversion mechanism in Puning, assist Puning RCB in clearing and disposing of trust beneficial interest subject assets and improve its operation and management efficiency, in order to increase the amount of Disposal Proceeds, increase the funding resources for repayment of Special Bonds Principal and Interest, and reduce the consideration obliged to pay by the Bank under the Cooperation Framework Agreement.

Pursuant to the Cooperation Framework Agreement, the Subject Shares to be acquired are expected to account for 29.81% of the total share capital of Puning RCB (subject to the total share capital of Puning RCB at relevant time and the actual percentage of shares to be held at relevant time shall prevail), whereas Puning RCB will not become a subsidiary of the Bank as a result of the arrangement of the Cooperation Framework Agreement. If there are other circumstances that would result in the inclusion of Puning RCB as a subsidiary of the Bank, further disclosure will be made by the Bank in accordance with the requirements of the Listing Rules in due course.

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BACKGROUND OF THE PARTIES

The Bank

The Bank, as an independent legal entity, is a headquarter-level local joint-stock commercial bank. The Bank's development history can be traced back to 1952. The Bank completed the reformation as unified legal person was completed in 2005, reformed as joint-stock company in 2009, and was listed on The Stock Exchange of Hong Kong Limited on September 29, 2021. The headquarter of the Bank is located in Dongguan City, Guangdong Province. We established four branches outside Dongguan City, including Nansha branch in Guangdong Pilot Free Trade Zone, Hengqin branch in Guangdong Pilot Free Trade Zone, Huizhou sub-branch and Qingxin sub-branch, as well as four county bank subsidiaries in Huizhou City, Yunfu City, Dongguan City, Guangdong Province and Hezhou City, Guangxi Zhuang Autonomous Region, and strategically became the controlling shareholder of Zhanjiang Rural Commercial Bank and Chaoyang Rural Commercial Bank. The Bank is mainly engaged in taking public deposits, offering short-term, medium-term and long-term loans, providing banking services such as domestic settlements, bill acceptance and discounting, etc.

Utrust Holdings

Guangdong Utrust Investment Holdings Co., Ltd. is a leading state-owned financial holding company managed by the State-owned Assets Supervision and Administration Commission of the People's Government of Guangdong Province[#] (廣東省人民政府國有資產監督管理委員會), mainly engaged in managing state-owned assets management, capital operation management, asset trustee management, and investment project management. To the best knowledge and belief of the Directors, and after making all reasonable inquiries, as of the Latest Practicable Date, Utrust Holdings and its ultimate beneficial owners are independent third parties of the Bank and its connected persons.

LISTING RULES IMPLICATIONS AND VOTING REQUIREMENTS AT GENERAL MEETINGS UNDER THE ARTICLES OF ASSOCIATION

Based on the estimation of the upper limit of the total consideration to be paid to Utrust Holdings under the Cooperation Framework Agreement, one or more applicable percentages of the Cooperation Framework Agreement exceed 5% but all are less than 25%, therefore the Cooperation Framework Agreement and the transactions contemplated thereunder constitute a disclosable transaction of the Bank under the Listing Rules and are subject to only the reporting and announcement requirements under Chapter 14 of the Listing Rules.

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According to the requirements of the Articles of Association, entering into the Cooperation Framework Agreement is subject to the approval of the Shareholders by way of a special resolution at the EGM. Therefore, the Bank will submit a special resolution regarding the same at the EGM for Shareholder's consideration.

II. EGM

The EGM will be held at 3:00 p.m. on December 19, 2022 at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng District, Dongguan, Guangdong Province, the PRC (with certain additional satellite venues), to consider and approve the resolutions relating to the matters set out in the notice of the EGM. The notice of the EGM is set out on pages EGM-1 to EGM-4 of this circular.

If you intend to attend the EGM in person or by proxy, you are required to inform the Bank prior to December 9, 2022 (Friday) at 4:30 p.m., and H Shareholders are required to return the reply slip for H Shareholders for use at the EGM enclosed with this circular to the Bank's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

H Shareholders who wish to attend the EGM by proxy are also required to complete and return the accompanying form of proxy for H Shareholders enclosed with this circular in accordance with the instructions printed thereon and deposit the same to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited (the same address referred to above) not less than 24 hours before the time for the holding of the EGM (i.e. prior to December 18, 2022 (Sunday) at 3:00 p.m.) (or 24 hours before any adjournment thereof, if any). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, in which case, instrument appointing a proxy shall be deemed to be revoked.

Such reply slip and form of proxy for H Shareholders can be downloaded from the websites of the Hong Kong Stock Exchange at www.hkexnews.hk and the Bank at www.drcbank.com.

According to the requirements of pandemic prevention and control, in order to reduce the risks arising from the group gathering, the Bank will additionally arrange certain satellite venues at branches of the Bank in Dongguan, all H Shareholders who wish to attend the meeting in person or by proxy shall be tentatively arranged at the venue of Dongcheng Branch at the conference room, 3rd floor, 7 Dongcheng East Road, Dongcheng District, Dongguan for attendance at the EGM, and the arrangement of attendance for Domestic Shareholders will be otherwise informed once receipt of his/her reply slip. At the same time, the Bank also recommends H Shareholders to appoint the chairman of the meeting as their proxy to vote on their behalf. For those H

LETTER FROM THE BOARD

Shareholders who will attend the EGM, subject to the situation of pandemic, limitation of the anti-pandemic regulations and returning of reply slip, the Bank may adjust the arrangement and make further announcement for these measures, when necessary.

III. OPINIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

According to the requirements of the Articles of Association of the Bank, the independent non-executive Directors of the Bank shall express independent opinions on the proposed removal of executive Director and participation in using special bonds to replenish the capital of Puning RCB. The opinions are set out in Appendix IX of this circular.

IV. RECOMMENDATIONS

The Board is of the opinion that the resolutions in relation to matters referred to in this circular and the notice of the EGM enclosed with this circular are in the long-term development interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed in relation to matters set out in the notice of the EGM.

V. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices I to IX to this circular.

Board of Directors
Dongguan Rural Commercial Bank Co., Ltd.*

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

for identification purposes only

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 5 Annual general meeting shall be convened by the Board of Directors. Shareholders' general meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months from the end of the previous financial year. The decision to convene an extraordinary general meeting shall be reported in writing to the banking regulatory authority for the record.</p> <p>An extraordinary general meeting shall be convened by the Board of Directors within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the number required by the Company Law or less than 2/3 of the number required by the Articles of Association of the Bank;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the contributed total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares have requested in writing to convene such meeting;</p> <p>(IV) when the Board of Directors deems it necessary to convene such meeting;</p>	<p>Article 5 A shareholders' general meeting shall be convened by the Board of Directors. Shareholders' general meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months from the end of the previous financial year. If the Bank is unable to convene the annual general meeting or extraordinary general meeting within a required period, it shall report in writing to the banking regulatory authority under the State Council and provide reasons of postponement.</p> <p>An extraordinary general meeting shall be convened by the Board of Directors within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association of the Bank;</p> <p>(II) the outstanding losses of the Bank has reached one-third of the contributed total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares have requested in writing to convene such meeting;</p> <p>(IV) when the Board of Directors deems it necessary to convene such meeting;</p>

Item Change	Before amendment	After amendment
	Content	Content
	<p>(V) when the Board of Supervisors suggests to convene such meeting;</p> <p>(VI) other circumstances as provided for in the laws, regulations, regulatory provisions or the Articles of Association of the Bank.</p> <p>For item (II) above, the time limit for convening an extraordinary general meeting shall be calculated from the date on which the Bank becomes aware of the occurrence of the event.</p> <p>For item (III) above, the number of shares held shall be calculated as of the date of request in writing made by the shareholders.</p>	<p>(V) when the Board of Supervisors suggests to convene such meeting;</p> <p>(VI) when more than half of independent Directors (no less than two) proposed to convene the extraordinary general meeting;</p> <p>(VII) other circumstances as provided for in the laws and regulations, regulatory provisions or the Articles of Association of the Bank.</p> <p>For item (II) above, the time limit for convening an extraordinary general meeting shall be calculated from the date on which the Bank becomes aware of the occurrence of the event.</p> <p>For item (III) above, the number of shares held shall be calculated as of the date of request in writing made by the shareholders.</p>
Amendment	Article 7 The Bank shall appoint lawyers for attestation at the shareholders’ general meeting and provide legal opinions in respect of the following matters: ……	Article 7 The Bank may appoint lawyers for attestation at the shareholders’ general meeting and provide legal opinions in respect of the following matters: ……

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 9 No less than half of the independent directors shall be entitled to propose the convening of an extraordinary general meeting to the Board of Directors. If there are only 2 independent directors, the proposal for the convening of the extraordinary general meeting shall be approved by both of them. In relation to the aforesaid proposal of the convening of the extraordinary general meeting, the Board of Directors shall provide a written response as to whether or not it agrees to convene the extraordinary general meeting within 10 days in accordance with the requirements of the laws, regulations, regulatory requirements and the Articles of Association of the Bank.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall provide reasons.</p>	<p>Article 9 More than half and no less than two of the independent directors shall be entitled to propose the convening of an extraordinary general meeting to the Board of Directors. If there are only two independent directors, the proposal for the convening of the extraordinary general meeting shall be approved by both of them. In relation to the aforesaid proposal of the convening of the extraordinary general meeting, the Board of Directors shall provide a written response as to whether or not it agrees to convene the extraordinary general meeting within ten days in accordance with the requirements of the laws, regulations, regulatory requirements and the Articles of Association of the Bank.</p> <p>If the Board of Directors agrees to convene the extraordinary general meeting, a notice convening such meeting shall be issued within five days after the resolution of the Board of Directors is passed. If the Board of Directors does not agree to convene the extraordinary general meeting, it shall provide reasons.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 11 The shareholders shall provide a written proposal to the Board of Directors when they make a request to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures:</p> <p>(I) Two or more shareholders holding in aggregate 10% or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the objectives of the meeting. The above-mentioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association of the Bank, make a written response as to whether or not it agrees to convene an extraordinary general meeting or class meeting within 10 days of receiving the proposal.</p>	<p>Article 11 The shareholders shall provide a written proposal to the Board of Directors when they make a request to convene an extraordinary general meeting or class meeting and shall act in compliance with the following procedures:</p> <p>(I) Two or more shareholders holding in aggregate 10% or more of the shares carrying the right to vote at the meeting sought to be held shall sign one or more counterpart requisitions in writing requiring the Board of Directors to convene an extraordinary general meeting or a class meeting and stating the objectives of the meeting. The above-mentioned number of shares held shall be calculated as of the date of requisitions in writing made by the shareholders. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association of the Bank, make a written response as to whether or not it agrees to convene an extraordinary general meeting or class meeting within ten days of receiving the proposal.</p>

Item Change	Before amendment	After amendment
	Content	Content
	<p>(II) If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such meeting shall be issued within 5 days after the resolution of the Board of Directors is passed. In the event of any changes of the original proposal set out in the notice, approval of the related shareholders shall be sought.</p> <p>(III) If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within 10 days of receiving the proposal, the shareholders who individually or jointly hold 10% or more of the shares carrying the right to vote shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>(IV) If the Board of Supervisors agrees to convene an extraordinary general meeting or a class meeting, a notice for convening such meeting shall be issued within 5 days upon receiving the proposal. In case of any change to the original proposal contained in the notice, approval of the related shareholders shall be sought.</p>	<p>(II) If the Board of Directors agrees to convene the extraordinary general meeting or class meeting, a notice convening such meeting shall be issued within five days after the resolution of the Board of Directors is passed. In the event of any changes of the original proposal set out in the notice, approval of the related shareholders shall be sought.</p> <p>(III) If the Board of Directors does not agree to convene the extraordinary general meeting or class meeting, or fails to give its response within ten days of receiving the proposal, the shareholders who individually or jointly hold 10% or more of the shares carrying the right to vote shall have the right to propose to the Board of Supervisors to convene an extraordinary general meeting or class meeting and this proposal shall be made to the Board of Supervisors in writing.</p> <p>(IV) If the Board of Supervisors agrees to convene an extraordinary general meeting or a class meeting, a notice for convening such meeting shall be issued within five days upon receiving the proposal. In case of any change to the original proposal contained in the notice, approval of the related shareholders shall be sought.</p>

Item Change	Before amendment	After amendment
	Content	Content
	<p>(V) If the Board of Supervisors fails to issue notice of the shareholders’ general meeting or class meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the shareholders’ general meeting. Shareholders individually or jointly holding 10% or more of the shares carrying the right to vote at the meeting to be held for 90 days or more consecutively may unilaterally convene and preside over such meeting.</p> <p>Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders’ general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.</p>	<p>(V) If the Board of Supervisors fails to issue notice of the shareholders’ general meeting or class meeting within the prescribed period, it shall be deemed to have failed to convene and preside over the shareholders’ general meeting. Shareholders individually or jointly holding 10% or more of the shares carrying the right to vote at the meeting to be held for ninety days or more consecutively may unilaterally convene and preside over such meeting.</p>
Amendment	<p>Article 18 Where the Bank convenes a shareholders’ general meeting, a written notice shall be given 20 business days prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting.</p>	<p>Article 18 Where the Bank convenes an annual general meeting, a written notice shall be given twenty-one days prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 19 When the Bank is to convene an extraordinary general meeting, a written notice shall be given 10 business days or 15 days (whichever is longer) prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting. Matters not included in the notice shall not be deliberated at the general meeting.</p>	<p>Article 19 When the Bank is to convene an extraordinary general meeting, a written notice shall be given fifteen days prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting.</p> <p>Matters not included in the notice shall not be deliberated at the extraordinary general meeting.</p>
Amendment	<p>Article 20 The notice of a shareholders' general meeting shall:</p> <p>The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank are listed. Once the equity registration date is determined, it shall not be amended. The notice and supplementary notice in relation to the shareholders' general meeting shall fully and completely disclose all specific details of each proposal. In the event that the opinions of the independent directors are sought for the matters to be discussed at the shareholders' general meeting, the opinions and reasons of the independent directors shall also be disclosed in the shareholders' general meeting notice and supplementary notice.</p>	<p>Article 20 The notice of a shareholders' general meeting or the corresponding circular shall:</p> <p>The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank are listed. Once the equity registration date is determined, it shall not be amended.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 27 An individual shareholder attending the meeting in person shall present his/her identification documents or other valid certificate bearing evidence of his/her identity or share certificate; a proxy attending the meeting on behalf of an individual shareholder shall present his/her valid identification documents, copy of shareholder's identification documents, power of attorney of the shareholder and share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. The legal representative attending the meeting shall present his/her own identification documents, valid certificate bearing evidence of his/her qualifications as a legal representative and share certificate; a proxy attending the meeting on behalf of the legal representative shall present his/her identification documents, power of attorney lawfully issued by the legal representative of the corporate shareholder and share certificate.</p> <p>.....</p>	<p>Article 27 An individual shareholder attending the meeting in person shall present his/her identification documents or other valid certificate bearing evidence of his/her identity or share certificate; a proxy attending the meeting on behalf of an individual shareholder shall present his/her valid identification documents, copy of shareholder's identification documents, power of attorney of the shareholder and share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. The legal representative attending the meeting shall present his/her own identification documents, valid certificate bearing evidence of his/her qualifications as a legal representative and share certificate; a proxy attending the meeting on behalf of the legal representative shall present his/her identification documents, power of attorney lawfully issued by the legal representative of the corporate shareholder and share certificate (other than recognized clearing houses or agents thereof).</p> <p>.....</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 30 The power of attorney for voting shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting.</p>	<p>Article 30 The power of attorney for voting shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least forty-eight hours prior to the meeting at which the proxy is authorized to vote or forty-eight hours before the scheduled voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting.</p>

Item Change	Before amendment	After amendment
	Content	Content
Addition	—	<p>Article 31 The shareholders (especially the substantial shareholders) of the Bank shall be restricted from voting in shareholders' general meetings and Directors he/she nominated or appointed shall be restricted from voting in meetings of the Board of Directors when the Bank's credit facilities are overdue.</p> <p>Where a shareholder pledges 50% or more of his/her equity interests in the Bank, the voting rights of such shareholder at the shareholders' general meetings shall be subject to restrictions. The aforementioned situation shall be recorded in minutes of shareholders' general meetings and meetings of the Board of Directors.</p> <p>Shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 32 The shareholders' general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the shareholders' general meeting.</p> <p>The shareholders' general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate the participation of shareholders in shareholders' general meetings by various means and channels on condition that the meetings shall be held legally and validly. A shareholder who participated in a shareholders' general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>	<p>Article 33 The shareholders' general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the shareholders' general meeting.</p> <p>The shareholders' general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate a safe, economical and convenient network or adopt other means to provide convenience for shareholders to attend the general meeting on condition that the meetings shall be held legally and validly. A shareholder who participated in a shareholders' general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 40 The following matters shall be approved by ordinary resolutions at the shareholders' general meeting:</p> <p>(I) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) the profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) election and replacement of members of the Board of Directors and non-employee representative supervisors, remunerations of all directors and supervisors and the payment thereof;</p> <p>(IV) the annual financial budgets, final accounts, balance sheets, income statements and other financial reports of the Bank;</p> <p>(V) the annual reports of the Bank;</p> <p>(VI) other matters than those that should be passed by special resolutions pursuant to the laws, regulations and the Articles of Association.</p>	<p>Article 41 The following matters shall be approved by ordinary resolutions at the shareholders' general meeting:</p> <p>(I) the work reports of the Board of Directors and the Board of Supervisors;</p> <p>(II) the profit distribution plans and loss recovery plans prepared by the Board of Directors;</p> <p>(III) election and replacement of members of the Board of Directors and non-employee representative supervisors, remunerations of all directors and supervisors and the payment thereof;</p> <p>(IV) the annual financial budgets, final accounts, balance sheets, income statements and other financial reports of the Bank;</p> <p>(V) the annual reports of the Bank;</p> <p>(VI) other matters than those that should be passed by special resolutions pursuant to the laws, regulations and the Articles of Association of the Bank.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 41 The following matters shall be approved by special resolutions of shareholders' general meeting:</p> <p>(I) an increase or reduction in the registered capital and the issue of any class of shares, warrants and other securities of the Bank;</p> <p>(II) the issue and listing of bonds or other securities of the Bank;</p> <p>(III) the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;</p> <p>(IV) the purchase or sale of single material asset that exceed 10% of the latest audited net assets of the Bank;</p> <p>(V) amendments to the Articles of Association;</p> <p>(VI) equity incentive plans; and</p> <p>(VII) other matters required to be approved by special resolution in accordance with the laws, regulations, regulatory requirements or the Articles of Association, or by ordinary resolution of shareholders' general meeting as the matters are significantly important to the Bank.</p>	<p>Article 42 The following matters shall be approved by special resolutions of shareholders' general meeting:</p> <p>(I) an increase or reduction in the registered capital and the issue of any class of shares, warrants and other securities of the Bank;</p> <p>(II) the issue and listing of bonds or other securities of the Bank;</p> <p>(III) the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;</p> <p>(IV) the purchase or sale of single material asset that exceed 10% of the latest audited net assets of the Bank;</p> <p>(V) amendments to the Articles of Association of the Bank;</p> <p>(VI) the dismissal of independent directors;</p> <p>(VII) the consideration and approval of equity incentive plans; and</p> <p>(VIII) other matters required to be approved by special resolution in accordance with the laws, regulations, regulatory requirements or the Articles of Association, or by ordinary resolution of shareholders' general meeting as the matters are significantly important to the Bank.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 51 Before a proposal is put to vote at a shareholders' general meeting, 2 shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and his proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Listing Rules, and carried out together by lawyers, representatives of shareholders, representatives of supervisors and other relevant persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article 52 Before a proposal is put to vote at a shareholders' general meeting, two shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and his proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Listing Rules, and carried out together by representatives of shareholders, representatives of supervisors and other relevant persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The Bank can appoint lawyers for attestation. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>
Amendment	<p>Article 52 Written resolutions shall be adopted at a general meeting. The chairman of a meeting shall announce the voting results of each resolution and announce whether the resolution is approved according to the voting results, which shall be recorded into the minutes.</p> <p>Prior to the formal announcement of the voting results, all parties involved in the voting at the shareholders' general meeting, including the Bank, the vote counter, the scrutineer and substantial shareholders, have an obligation to keep the voting results confidential.</p>	<p>Article 53 Written resolutions shall be adopted at a general meeting. The chairman of a meeting shall determine whether the resolutions are approved at a shareholders' general meeting or not. His/her decision shall be final. The decision shall be announced at the meeting and recorded into the minutes.</p> <p>Prior to the formal announcement of the voting results, all parties involved in the voting at the shareholders' general meeting, including the Bank, the vote counter, the scrutineer and substantial shareholders, have an obligation to keep the voting results confidential.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 55 ……</p> <p>Shares held by the Bank shall have no voting rights and shall not be counted in the total number of the voting shares represented by the shareholders attending the meeting.</p> <p>The Board of Directors, independent directors and shareholders who meet the relevant requirements may solicit votes from shareholders publicly. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Bank shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.</p>	<p>Article 56 ……</p> <p>The Board of Directors, independent directors and shareholders who meet the relevant requirements may solicit votes from shareholders publicly. While soliciting votes of shareholders, sufficient disclosure of information such as the specific voting preference shall be made to the shareholders from whom voting rights are being solicited. No consideration or other form of de facto consideration shall be involved in the solicitation of voting rights from shareholders. The Bank shall not impose any limitation related to the minimum shareholding ratio on the solicitation of voting rights.</p>
Amendment	<p>Article 57 The meeting minutes, the signature list of shareholders attending the meeting and the power of attorney for attendance by proxy shall be kept by the Bank for at least ten years.</p>	<p>Article 58 The meeting minutes, the signature list of shareholders attending the meeting and the power of attorney for attendance by proxy, the valid information relating to the voting shall be kept by the Bank perpetually.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 67 The Rules of Procedure shall become effective on the date on which the H shares publicly issued by the Bank were listed and traded on the Hong Kong Stock Exchange (29 September 2021) after being considered and approved at the shareholders' general meeting, and the Rules of Procedure for Shareholders' General Meeting of Dongguan Rural Commercial Bank Co., Ltd. (Dongnong Yinfa [2019] No. 20) shall be repealed at the same time.</p>	<p>Article 68 The Rules of Procedure shall become effective from [•][•] 202[•], and the Rules of Procedure for Shareholders' General Meeting of Dongguan Rural Commercial Bank Co., Ltd. (2021 version) (Dongnong Yinfa [2021] No.446) shall be repealed at the same time.</p>

Notes:

1. The amendments to the Rules of Procedure for Shareholders' General Meeting shall come into effect upon the approval of the Articles of Association by the regulatory authorities.
2. The serial numbers involved in the relevant sections and articles shall also be adjusted accordingly.

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 1 For the purpose of further clarifying the terms of reference of the board of directors of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”) and its members, improving and regulating the method of the discussion and decision-making procedure of the board of directors, procuring the directors and the board of directors to effectively perform their duties and raising the standard of the regulated operation and the scientific decision-making of the Board of Directors, the Rules are hereby formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws and regulations and the relevant provisions of the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Articles of Association of the Bank”).</p>	<p>Article 1 For the purpose of further clarifying the terms of reference of the board of directors of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”) and its members, improving and regulating the method of the discussion and decision-making procedure of the board of directors, procuring the directors and the board of directors to effectively perform their duties and raising the standard of the regulated operation and the scientific decision-making of the Board of Directors, the Rules are hereby formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions, the Implementation Measures for Administrative Licencing Matters for Rural Small and Medium-sized Banking Institutions of the CBIRC (hereinafter referred to as the “Implementation Rules”), the Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as the “Special Regulations”), the Mandatory Provisions for the Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”) and other relevant laws and regulations and the relevant provisions of the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Articles of Association of the Bank”).</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 3 The Board of Directors of the Bank shall be consisted of 18 members. The president or other senior management may concurrently serve as directors, but the total number of directors who concurrently serve as senior management personnel shall not exceed 1/2 of the total number of directors of the Bank, and the number of senior management personnel in the Board of Directors of the Bank shall not be less than two.</p> <p>The Bank shall have independent directors, and the number of independent directors shall not be less than one-third of all directors.</p>	<p>Article 3 The Board of Directors of the Bank shall be consisted of eighteen members. The president or other senior management may concurrently serve as directors, but the total number of directors who concurrently serve as senior management personnel shall not exceed one half of the total number of directors of the Bank, and the number of senior management personnel in the Board of Directors of the Bank shall not be less than two. The number of non-executive directors shall not be less than one-half of the total number of directors of the Bank.</p> <p>The Bank shall have independent directors, and the number of independent directors shall not be less than one-third of all directors and there shall be at least one independent director with accounting expertise.</p>

Item Change	Before amendment	After amendment
	Content	Content
Deletion	<p>Article 4 An independent director of the Bank shall attain a high professional level and have good reputation, and he/she shall meet the following criteria:</p> <p>(I) have a bachelor's degree or above, or at least intermediate vocational titles of relevant professions;</p> <p>(II) have no less than 5 years of work experience in law, economics, finance, accounting or other experiences conducive to performing the duties and responsibilities of an independent director;</p> <p>(III) be capable of analysing operation, management and risk condition of commercial banks based on their financial statements and credit analysis reports;</p> <p>(IV) understand the corporate structure of the Bank, the Articles of Association and duties and responsibilities of the Board of Directors, possess fundamental knowledge on the operation of listed companies and commercial banks, and be familiar with relevant laws, administrative regulations, provisions and rules;</p> <p>(V) fulfil other criteria required by the laws, regulations, regulatory requirements, provisions of the stock exchange on which securities of the Bank are listed and the Articles of Association of the Bank.</p>	—

Item Change	Before amendment	After amendment
	Content	Content
Deletion	<p>Article 5 The following persons shall not serve as independent directors:</p> <p>(I) shareholders directly or indirectly holding 1% or above of the shares of the Bank or persons working in the top 10 corporate shareholders of the Bank and their immediate family members;</p> <p>(II) persons who hold positions in the Bank or its branches and sub-branches and their immediate family members and major social connections; the aforesaid immediate family members refer to spouses, parents, children, grandparents, maternal grandparents and siblings; the major social connections refer to parents-in-law, daughter-in-law, son-in-law, spouse of siblings and siblings of spouses;</p> <p>(III) persons who fall under the above two circumstances in the recent year;</p> <p>(IV) persons who have served in the Bank in the past three years (inclusive);</p> <p>(V) persons who provide legal, financial, auditing, management consulting and other business connections to the Bank or its branches and sub-branches;</p> <p>(VI) persons who are able to be controlled or be exercised significant influence over by the Bank;</p> <p>(VII) a staff member from a government authority shall not concurrently serve as an independent director of the Bank;</p> <p>(VIII) other persons who are not allowed to act as independent directors by laws, administrative regulations, relevant regulatory authority, and the Articles of Association of the Bank.</p>	—

Item Change	Before amendment	After amendment
	Content	Content
Deletion	<p>Article 6 No person shall hold the position of director of the Bank in one of the following circumstances:</p> <ul style="list-style-type: none">(I) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or disruption of the market economy, or deprivation of political rights for the crimes committed was carried out;(II) a director, general manager or manager of bankrupt and liquidated companies or enterprises whereby such person was personally liable for the bankruptcy;(III) a legal representative of a company or a firm which has had its business license revoked or ordered to close down due to a violation of laws in which such person was personally liable;(IV) person with a relatively large amount of past-due and outstanding debts;(V) person who has been dismissed by the original employer for failure to perform duties diligently;(VI) person who used to be key personnel in high-risk financial institutions and there is no proof proving that such person was not responsible for the cancellation or loss of assets of such institutions.	—

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 9 The Board of Directors has established the Decision and Strategy Committee, Comprehensive Risk Management Committee, Related Party Transaction Control Committee, Audit Committee, Nomination and Remuneration Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers.</p> <p>The Board shall formulate the rules of procedures and job responsibilities of each committee according to the actual circumstances. Each committee shall formulate annual work plans and conduct regular meetings.</p>	<p>Article 6 The Board of Directors has established the Strategic Decision and Sannong Committee, Comprehensive Risk Management Committee, Related Party Transaction Control Committee, Audit Committee, Nomination and Remuneration Committee, Consumer Rights Protection Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers.</p> <p>The Board shall formulate the rules of procedures and job responsibilities of each committee according to the actual circumstances. Each committee can formulate annual work plans and conduct regular meetings.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 10 The special committees of the Board shall consist of directors, and the members of the committees shall be no less than 3.</p> <p>In principle, the chairmen of each special committee shall not concurrently serve. The chairmen of the Audit Committee, the Related Party Transaction Control Committee, and the Nomination and Remuneration Committee shall, in principle, be independent directors.</p> <p>Audit Committee members shall have the appropriate financial, auditing and accounting expertise and experience. The chairman of the Risk Management Committee shall be experienced in identification and management of all risks.</p> <p>The members of each committee of the Board of Directors shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or more than one third of the directors, and shall be elected by the Board of Directors by ordinary resolutions.</p>	<p>Article 7 The special committees of the Board shall consist of directors, and the members of the committees shall be no less than three.</p> <p>In principle, the chairmen of each special committee shall not concurrently serve. The proportion of independent directors in the Audit Committee, the Nomination and Remuneration Committee, the Comprehensive Risk Management Committee and the Related Party Transaction Control Committee shall not be less than one-third in principle, of which the proportion of independent directors in the Audit Committee, the Nomination and Remuneration Committee shall not be less than one-half. The chairmen of the Audit Committee, the Related Party Transaction Control Committee, and the Nomination and Remuneration Committee shall, in principle, be independent directors.</p> <p>Audit Committee members shall have the appropriate financial, auditing, accounting or legal expertise and experience. The chairman of the Comprehensive Risk Management Committee shall be experienced in identification and management of all risks.</p> <p>The members of each committee of the Board of Directors shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or more than one third of the directors, and shall be elected by the Board of Directors by ordinary resolutions.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 12 The Bank shall have secretary to the Board of Directors who shall be appointed and removed by the Board of Directors.</p>	<p>Article 9 The Bank shall have secretary to the Board of Directors who shall be nominated by the chairman and appointed or removed by the Board of Directors.</p>
Amendment	<p>Article 15 The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws:</p> <ul style="list-style-type: none"> (I) to convene shareholders’ general meetings and report its work to the shareholders’ general meetings; (II) to implement the resolutions of the shareholders’ general meetings; (III) to formulate the development strategy of the Bank, and its specific development strategies in green credit, financial innovation and protection of consumers’ interests and supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank; (IV) to prepare the annual financial budgets and final accounts of the Bank; (V) to prepare the profit distribution plan and the plan for making up the losses of the Bank; (VI) to formulate the capital planning and take ultimate responsibility for capital management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank; 	<p>Article 12 The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws:</p> <ul style="list-style-type: none"> (I) to convene shareholders’ general meetings and report its work to the shareholders’ general meetings; (II) to implement the resolutions of the shareholders’ general meetings; (III) to formulate the development strategy of the Bank, and its specific development strategies in green credit, financial innovation and protection of consumers’ interests and supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank; (IV) to prepare the annual financial budgets and final accounts of the Bank; (V) to prepare the profit distribution plan and the plan for making up the losses of the Bank; (VI) to formulate the capital planning and take ultimate responsibility for capital or solvency management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank;

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>(VII) to prepare plans for the material acquisitions of the Bank, acquisitions of shares of the Bank, merger, division, dissolution or liquidation or alteration of corporate form of the Bank;</p> <p>(VIII) to approve, other than daily operation of the Bank, external investments, purchase, disposal and pledge of assets, external guarantees, and entrustments of others to manage the funds or other assets of the Bank, except for material matters regulated in the Articles of Association which shall be decided by the shareholders' general meeting;</p> <p>(IX) to approve material related-party transactions of the Bank, unless otherwise regulated in the Articles of Association;</p> <p>(X) to decide on the establishment of internal management structure of the Bank;</p>	<p>(VII) to prepare plans for the material acquisitions of the Bank, acquisitions of shares of the Bank, merger, division, dissolution or liquidation or alteration of corporate form of the Bank;</p> <p>(VIII) to approve, other than daily operation of the Bank, external investments, purchase, disposal and write-off and pledge of assets, external guarantees, related-party transactions, data governance and entrustments of others to manage the funds or other assets of the Bank according to the laws and regulations, regulatory requirements and Articles of Association of the bank, except for material matters regulated in the Articles of Association which shall be decided by the shareholders' general meeting;</p> <p>(IX) to approve material related-party transactions of the Bank, unless otherwise regulated in the Articles of Association of the Bank or regulatory authorities;</p> <p>(X) to decide on the establishment of internal management structure of the Bank;</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>(XI) to decide on the appointment or removal of the president and the secretary to the Board of Directors of the Bank and the remuneration thereof based on the recommendations of the Nomination and Remuneration Committee and the proposals of the chairman of the Board of Directors; to decide on the appointment or removal of the vice president, the assistant to the president and other senior management of the Bank based on the proposals of the president and the remuneration thereof;</p> <p>(XII) to formulate the basic management system of the Bank;</p> <p>(XIII) to take the ultimate responsibility for specific risk management of the Bank such as the comprehensive risk management and operation compliance, liquidity risk management, reputation risk management and management of consolidated financial statements as well as the key tasks such as protection of consumers' interests;</p>	<p>(XI) to decide on the appointment or removal of the president and the secretary to the Board of Directors of the Bank and the remuneration, rewards and punishments thereof based on the recommendations of the Nomination and Remuneration Committee and the proposals of the chairman of the Board of Directors; to decide on the appointment or removal of the vice president, the assistant to the president and other senior management of the Bank based on the proposals of the president and the remuneration, rewards and punishments thereof; and to supervise senior management in performing their duties;</p> <p>(XII) to formulate the basic management system of the Bank;</p> <p>(XIII) to take the ultimate responsibility for specific risk management of the Bank such as the comprehensive risk management and operation compliance, liquidity risk management, reputation risk management, management of consolidated financial statements and anti-money laundering and anti-terrorist financing as well as the key tasks such as protection of consumers' interests;</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>(XIV) to develop risk management culture, formulate the comprehensive risk management policy of the Bank, and establish risk management systems for risk tolerance, risk preference, internal control, reputation risk, financial innovation risk and fraud risk, which shall be taken as the important parts of the risk management of the Bank;</p> <p>(XV) to prepare any amendment proposals to the Articles of Association;</p> <p>(XVI) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank;</p> <p>(XVII) to determine the job responsibilities for any manager, including the president, the vice president, the assistant to president and the secretary to the Board of Directors;</p> <p>(XVIII) to monitor the performance of senior management and ensure their effective performance;</p>	<p>(XIV) to develop risk management culture, formulate the comprehensive risk management policy of the Bank, and establish risk management systems for risk tolerance, risk preference, internal control, reputation risk, financial innovation risk and fraud risk, which shall be taken as the important parts of the risk management of the Bank;</p> <p>(XV) to prepare any amendment proposals to the Articles of Association of the Bank; and to formulate the rules of procedure for shareholders’ general meeting and the rules of procedure of the Board, and to consider and approve the terms of reference of the specialized committees of the Board;</p> <p>(XVI) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank;</p> <p>(XVII) to take responsibility for the management of the affairs of the shareholders;</p> <p>(XVIII) to determine the job responsibilities for any manager, including the president, the vice president, the assistant to president and the secretary to the Board of Directors;</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>(XIX) to receive the work report from the president and inspect the work of the president;</p> <p>(XX) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms;</p> <p>(XXI) the Board of Directors shall establish a reporting system and require the senior management to report to the Board of Directors and directors the operation and management issues of the Bank, and the reporting system shall cover provisions for the following issues:</p> <ol style="list-style-type: none"> 1. the content of the information reported to the Board of Directors and directors and the minimum reporting standards; 2. the reporting frequency; 3. the reporting method; 4. the responsible body and liabilities arising from postponed or incomplete reporting; 5. the confidentiality obligations. <p>(XXII) to evaluate and refine the corporate governance of the Bank on a regular basis;</p> <p>(XXIII) to protect the legitimate interests of depositors and other interested parties;</p> <p>(XXIV) to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular the substantial shareholders;</p> <p>(XXV) to exercise any other duties and power conferred by laws, regulations, regulatory provisions and the Articles of Association.</p> <p>The Board of Directors shall listen to the opinions of the party committee before making decisions on material matters of the Bank.</p>	<p>(XIX) to receive the work report from the president and inspect the work of the president;</p> <p>(XX) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms;</p> <p>(XXI) to propose to the shareholders’ general meeting the appointment or dismissal of accounting firms that conduct regular statutory audits of the Bank’s financial reports;</p> <p>(XXII) to evaluate and refine the corporate governance of the Bank on a regular basis;</p> <p>(XXIII) to protect the legitimate interests of financial consumers and other interested parties;</p> <p>(XXIV) to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular the substantial shareholders;</p> <p>(XXV) to exercise any other duties and power conferred by laws and regulations, regulatory provisions and the Articles of Association.</p> <p>The Board of Directors shall listen to the opinions of the party committee before making decisions on material matters of the Bank.</p> <p>The powers of the Board shall be exercised collectively by the Board. The powers of the Board prescribed by the Company Law shall not, in principle, be delegated to the chairman, directors, other institutions or individuals. If it is necessary to authorize certain specific decision-making matters, such matters shall be carried out by way of resolution of the Board in accordance with the law. The authorization shall be granted on a case-by-case basis and shall not be granted to other institutions or individuals on a permanent basis.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 17 The authority of the Board of Directors to use the Bank’s assets for equity investment or purchase or disposal of the Bank’s assets shall be decided by the shareholders’ general meeting. The Board of Directors shall establish strict examination, resolution procedures and authorization system for the exercise of the above authority and report to the shareholders’ general meeting for approval, and assessment and examination by relevant experts and professionals shall be arranged when necessary.</p>	<p>Article 14 The authority of the Board of Directors to use the Bank’s assets for external investment or purchase, disposal and write-off of assets, asset pledge, external guarantees, related party transactions, data governance, entrustment of others to manage the funds or other assets of the Bank, etc. shall be decided by the shareholders’ general meeting. The Board of Directors shall establish strict examination, resolution procedures and authorization system for the exercise of the above authority and report to the shareholders’ general meeting for approval, and assessment and examination by relevant experts and professionals shall be arranged when necessary.</p>
Amendment	<p>Article 20 The meetings of the Board of Directors shall be classified into regular board meetings and extraordinary board meetings. The Board of Directors shall hold at least four regular meetings each year and one regular meeting on a quarterly basis. These regular meetings shall be convened by the chairman of the Board of Directors.</p>	<p>Article 17 The meetings of the Board of Directors shall be classified into regular meetings and extraordinary meetings. Regular meetings are held at least four times a year at approximately quarterly intervals. These regular meetings shall be convened by the chairman of the Board of Directors and the notice in written form thereof shall be sent to all directors and supervisors at least fourteen days before the convening of the meetings.</p>
Amendment	<p>Article 21 Before issuing the notice of a regular board meeting, the Company Board Office shall sufficiently seek the opinion of all directors. The preliminary agenda shall be formed and passed to the Chairman for drafting.</p> <p>The chairman, if necessary, shall consult the president or other senior management before finalizing the proposal.</p>	<p>Article 18 Before issuing the notice of a regular meeting, the Company Board Office shall sufficiently seek the opinion of all directors. The preliminary agenda shall be formed and passed to the Chairman for drafting.</p> <p>The chairman, if necessary, shall consult the president or other senior management before finalizing the proposal.</p>

APPENDIX II

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 22 The chairman of the Board of Directors shall convene and preside over an extraordinary board meeting within 10 days of receiving such proposal when:</p> <p>(I) such a meeting is proposed by shareholders representing more than 10% of the voting rights.</p> <p>(II) the chairman believes it is necessary.</p> <p>(III) such a meeting is proposed by more than one-third of the directors.</p> <p>(IV) such a meeting is proposed by more than half of the independent directors.</p> <p>(V) such a meeting is proposed by the Board of Supervisors.</p> <p>(VI) such a meeting is proposed by the president.</p> <p>(VII) such a meeting is required by the regulatory authority.</p>	<p>Article 19 The chairman of the Board of Directors shall convene and preside over an extraordinary board meeting within 10 days of receiving such proposal when:</p> <p>(I) such a meeting is proposed by shareholders representing more than 10% of the voting rights.</p> <p>(II) the chairman believes it is necessary.</p> <p>(III) such a meeting is proposed by more than one-third of the directors.</p> <p>(IV) such a meeting is proposed by more than two independent directors.</p> <p>(V) such a meeting is proposed by the Board of Supervisors.</p>
Deletion	<p>Article 25 The regular board meetings shall be convened by the chairman of the Board of Directors and the notice in written form thereof shall be sent to all directors and supervisors at least 14 days before the convening of the meetings.</p>	<p>To be combined to the Article 17.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 26 Notice in written form of an extraordinary board meeting shall be sent to all directors at least 3 days before the convening of the meeting by hand, fax, email or other means.</p> <p>.....</p>	<p>Article 22 Notice in written form of an extraordinary meeting shall be sent to all directors at least three days before the convening of the meeting by hand, fax, email or other means.</p> <p>.....</p>
Amendment	<p>Article 30 After the written notice of a regular board meeting is issued, if there is a need to change the time, venue, etc. of the meeting or add, change or cancel the matters to be considered at the meeting, a written notice of change shall be issued 3 days before the original date of the meeting to explain the situation and the relevant content of the new matters to be considered. If the period is less than 3 days, the date of the meeting shall be postponed accordingly or be convened as scheduled with the approval of all the attending directors.</p>	<p>Article 26 After the written notice of a regular meeting is issued, if there is a need to change the time, venue, etc. of the meeting or add, change or cancel the matters to be considered at the meeting, a written notice of change shall be issued three days before the original date of the meeting to explain the situation and the relevant content of the new matters to be considered. If the period is less than three days, the date of the meeting shall be postponed accordingly or be convened as scheduled with the approval of all the attending directors.</p>
Amendment	<p>Article 32 Unless otherwise provided in these Articles, a board meeting shall be held only if more than half of the directors are present.</p>	<p>Article 28 Unless otherwise provided in these Articles, a board meeting shall be held only if more than half of the directors are present.</p> <p>Board meetings may be convened by way of on-site meetings and written circular.</p> <p>“On-site meeting” refers to the meeting held by means of on-site, video, telephone, etc. to ensure that participants can communicate and discuss in real time. “Written circular” refers to the meeting method of resolving a proposal being served separately or by circulation.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 34 Directors shall perform their duties diligently. A director shall be deemed incapable of carrying out their duties if they fail to attend two consecutive board meetings either personally or by appointing other directors to attend on his/her behalf, and the Board of Directors shall make a proposal to the shareholders’ general meeting to remove such director.</p>	<p>Article 30 Directors shall perform their duties diligently. A director shall be deemed incapable of carrying out their duties if they fail to attend two consecutive board meetings either personally or by appointing other directors to attend on his/her behalf, and the Board of Directors shall make a proposal to the shareholders’ general meeting to remove such director. If an independent director fails to attend the board meetings in person for three consecutive times, he/she shall be deemed as not performing his/her duties. The Bank shall convene a shareholders’ general meeting within three months to remove him/her and elect a new independent director.</p>
Amendment	<p>Article 35 A director shall attend the meetings of the Board of Directors in person. A director shall attend at least two thirds of the board meetings each year. Where a director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another director of that same class in writing to attend the meeting on his/her behalf.</p> <p>The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization, and the validity period, and shall be signed by the appointer or a chop shall be affixed.</p> <p>.....</p>	<p>Article 31 A director shall attend the meetings of the Board of Directors in person. A director shall attend at least two thirds of the board onsite meetings each year. Where a director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another director in writing to attend the meeting on his/her behalf.</p> <p>The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization, the validity period and personal opinions and voting intentions of the directors on the resolutions, and shall be signed by the appointer or a chop shall be affixed.</p> <p>.....</p>

Item Change	Before amendment	After amendment
	Content	Content
Deletion	<p>Article 37 Board meetings shall be convened on-site. If necessary, the meeting may also be held by means of video, telephone, facsimile or email voting with the consent of the convener (presider) and the proposer, provided that the directors can fully express their opinions. Board meetings may also be convened on-site and by other means simultaneously.</p> <p>If the meeting is not held on-site, the number of directors attending the meeting shall be calculated based on the directors present in the video, the directors expressing opinions in the conference call, the valid votes by faxes or emails received within the prescribed period, or the written confirmation letters submitted by the directors after the meeting that they have attended the meeting.</p>	The relevant content has been refined and integrated into Article 28.

Item Change	Before amendment	After amendment
	Content	Content
Addition	—	<p>Article 34 Independent directors shall give objective, impartial and independent opinions on the matters considered at the board meetings, and in particular shall express their opinions to the Board of Directors on the following matters:</p> <ul style="list-style-type: none">(I) major related-party transactions;(II) profit distribution plans;(III) nomination, appointment and dismissal of directors and appointment and dismissal of senior management;(IV) remuneration of directors and senior management;(V) matters that may cause significant losses to the Bank;(VI) other matters that may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers;(VII) engagement or dismissal of accounting firms which conduct regular statutory audits of the Bank’s financial reports;(VIII) other matters required by laws, regulations, regulatory requirements or the Articles of Association of the Bank.

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 41 The resolution of the Board of Directors shall be voted in form of poll, by a show of hands or in form of communication.</p> <p>All directors shall be provided with matters on voting in form of communication and relevant background information at least 3 days prior to the voting.</p>	<p>Article 37 Where voting at a Board meeting is conducted by way of an onsite meeting voting, voting may be cast by open ballot or by show of hands.</p> <p>All directors shall be provided with matters on voting in form of written circular voting and relevant background information at least three days prior to the voting.</p>
Amendment	<p>Article 42 An extraordinary board meeting may be held and the resolution(s) thereof may be voted in form of communication provided that all directors can fully express their opinions. Directors attending the meeting shall sign their names on such resolution(s).</p>	<p>Article 38 An extraordinary meeting may be held and the resolution(s) thereof may be voted in form of written circular voting provided that all directors can fully express their opinions. Directors attending the meeting shall sign their names on such resolution(s).</p>
Amendment	<p>Article 43 Each director shall have one vote.</p> <p>The voting intentions of the directors are divided into vote for, or against or abstain from voting. The attending directors shall choose one of the aforesaid options. If any director fails to choose or chooses two or more options at the same time, the chairman of the meeting shall require the relevant director to choose again. If any director refuses to choose, he/she shall be deemed as having abstained from voting. If any director leaves the meeting midway without coming back and fails to choose, he/she shall be deemed as having abstained from voting.</p>	<p>Article 39 Each director shall have one vote.</p> <p>The voting intentions of the directors are divided into vote for, or against or abstain from voting. The attending directors shall choose one of the aforesaid options. If any director fails to choose or chooses two or more options at the same time, the chairman of the meeting shall require the relevant director to choose again. If any director refuses to choose, he/she shall be deemed as having abstained from voting. If any director leaves the meeting midway without coming back and fails to choose, he/she shall be deemed as having abstained from voting.</p> <p>When the votes against and for a resolution are equal, the chairman of the Board of Directors is entitled to one more vote.</p>

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 45 All resolutions of the board meeting shall be passed by a majority of the directors, but the following resolutions shall be passed by no less than two-thirds of the directors and shall not be voted in form of communication:</p> <p>(I) to review and consider the material events, such as profit distribution plan, capital replenishment plan, material investment plan, material asset disposal plan, appointment or dismissal of senior management, material change in equity and financial reorganization of the Bank etc.;</p> <p>(II) to formulate the plan for the increase or reduction of registered capital and the issue of corporate bonds of the Bank;</p> <p>(III) to formulate the plan for offering of new shares or initial public offering;</p> <p>(IV) to formulate the plan for the acquisition of shares of the Bank or merger, division or dissolution of the Bank and change of corporate form of the Bank;</p> <p>(V) to formulate the plan for making up losses;</p> <p>(VI) to formulate the plan for amendments to the Articles of Association of the Bank;</p> <p>(VII) other matters that shall be passed by no less than two-thirds of directors as stipulated by laws, regulations, regulatory provisions and the Articles of Association of the Bank, and as considered by the majority of directors to have a material impact on the Bank.</p>	<p>Article 41 All resolutions of the board meeting shall be passed by a majority of the directors, but the following resolutions shall be passed by no less than two-thirds of the directors and shall not be voted in form of written circular voting:</p> <p>(I) to review and consider the material events, such as profit distribution plan, remuneration proposals, capital replenishment plan, material investment plan, material asset disposal plan, appointment or dismissal of senior management, material change in equity and financial reorganization of the Bank etc.;</p> <p>(II) to formulate the plan for the increase or reduction of registered capital and the issue of corporate bonds of the Bank;</p> <p>(III) to formulate the plan for offering of new shares or initial public offering;</p> <p>(IV) to formulate the plan for the acquisition of shares of the Bank or merger, division or dissolution of the Bank and change of corporate form of the Bank;</p> <p>(V) to formulate the plan for making up losses;</p> <p>(VI) to formulate the plan for amendments to the Articles of Association of the Bank;</p> <p>(VII) other matters that shall be passed by no less than two-thirds of directors as stipulated by laws, regulations, regulatory provisions and the Articles of Association of the Bank, and as considered by the majority of directors to have a material impact on the Bank.</p>
Amendment	<p>Article 50 A board meeting held on site and those held by video or telephone may be recorded by means of audio recording in full as necessary.</p>	<p>Article 46 The onsite meetings of the Board of Directors shall be recorded by means of audio and video recording.</p>

APPENDIX II

PROPOSED AMENDMENTS TO THE RULES
OF PROCEDURE OF THE BOARD OF DIRECTORS

Item Change	Before amendment	After amendment
	Content	Content
Amendment	<p>Article 51 The Board of Directors shall keep minutes of its decisions on the matters discussed at the onsite meeting. Directors attending the meeting shall sign their names on the minutes of the meeting.</p> <p>As the Bank's files, the board meeting minutes shall be kept for not less than 10 years.</p>	<p>Article 47 The Board of Directors shall keep minutes of its decisions on the matters discussed at the onsite meeting. Directors attending the meeting shall sign their names on the minutes of the meeting.</p> <p>As the Bank's files, the board meeting minutes shall be kept for permanent.</p>
Amendment	<p>Article 55 During the period where a shareholders has not repaid the Bank overdue monies, or where a shareholder pledges his/her equity interests in the Bank or the equity interests in the Bank frozen by him/her reaches or exceeds 50% of his/her equity interests in the Bank, the Bank shall limit the voting rights of the appointed directors at the board meeting, that is, the directors appointed by the shareholders may participate in the meetings of the Board of Directors, but shall not participate in the voting.</p>	<p>Article 51 During the period where a shareholders has not repaid the Bank overdue monies, or where a shareholder pledges his/her equity interests in the Bank or the equity interests in the Bank frozen by him/her reaches or exceeds 50% of his/her equity interests in the Bank, the Bank shall limit the voting rights of the appointed directors at the board meeting, that is, the directors appointed by the shareholders may participate in the meetings of the Board of Directors, but shall not participate in the voting, and the above situations shall be recorded in the minutes of the Board meeting.</p>
Amendment	<p>Article 63 These Rules shall be formulated by the Board of Directors of the Bank and approved by the shareholders' general meeting and shall become effective from the date of listing of the H Shares publicly offered by the Bank on the Hong Kong Stock Exchange (29 September 2021), and the Rules of Procedure of the Board of Directors of Dongguan Rural Commercial Bank Co., Ltd. * (《東莞農村商業銀行股份有限公司董事會議事規則》) (Dongnong Yinfa [2020] No. 548) shall be repealed at the same time.</p>	<p>Article 59 These Rules shall become effective from [•], 202[•], and the Rules of Procedure of the Board of Directors of Dongguan Rural Commercial Bank Co., Ltd. (2021) * (《東莞農村商業銀行股份有限公司董事會議事規則(2021年版)》) (Dongnong Yinfa [2021] No. 448) shall be repealed at the same time.</p>

Notes:

1. The amendments to the Rules of Procedure of the Board of Directors shall come into effect upon the approval of the Articles of Association by the regulatory authorities.
2. The full text of “communication ” is amended to “written circular voting”.
3. The serial numbers involved in the relevant sections and articles shall also be adjusted accordingly.

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Addition	—	—	Article 4	The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors. Supervisors attending meetings of the Board of Supervisors as required is the basic way to perform their duties. Under the leadership of the Party, the Board of Supervisors actively explored and improved the supervision mechanism of modern banking financial institutions with Chinese characteristics.
Amendment	Article 4	Supervisors who violate laws, administrative regulations or the Articles of Association in performing his/her duties and cause losses to the Bank shall be liable for compensation.	Article 5	Supervisors shall not interfere with the normal operation of the corporate governance mechanism of the Company or damage the interests of the Company by means of interfering with the normal convening of general meetings, Board meetings and meetings of Board of Supervisors. Supervisors who violate laws, administrative regulations or the Articles of Association in performing his/her duties and cause losses to the Bank shall be liable for compensation.
Amendment	Article 5	<p>The Bank shall establish a board of supervisors which shall be comprised of 9 to 13 supervisors. The members of the Board of Supervisors include shareholder supervisors, employee supervisors and external supervisors, and the proportion of employee supervisors and external supervisors shall not be less than one-third. The Board of Supervisors shall have one chairman, who shall be elected by more than two-thirds of all the supervisors. After the election, the supervisors shall report to the banking regulatory authorities as to whether they meet the regulatory requirements. The chairman of the Board of Supervisors shall be a full-time member with a term of three years and is eligible for re-election. The appointment and removal of the chairman of the Board of Supervisors shall be approved by more than two-thirds of the members of the Board of Supervisors.</p> <p>The chairman of the Board of Supervisors shall convene and preside over meetings of the Board of Supervisors; where the chairman of the Board of Supervisors is incapable of performing or not performing his duties, a supervisor jointly elected by more than half of the supervisors shall convene and preside over meetings of the Board of Supervisors.</p> <p>The employee representatives of the Board of Supervisors shall be democratically elected by the Bank's employees at the employee representative assembly, employee meeting or otherwise.</p>	Article 6	<p>The Bank shall establish a board of supervisors which shall be comprised of 12 supervisors. The members of the Board of Supervisors include shareholder supervisors, employee supervisors and external supervisors, and the proportion of employee supervisors and external supervisors shall not be less than one-third.</p> <p>Supervisors shall be natural persons and shall be elected or removed democratically at the shareholders' general meeting or by employees. Directors and senior management shall not act concurrently as supervisors.</p> <p>The term of office of Supervisors shall be three years, renewable upon re-election. The term of office of an external supervisor in the Bank shall not exceed six years in total, and shall not concurrently serve in more than two financial institutions, and shall not concurrently serve as an external supervisor in financial institutions that may have conflict of interests.</p> <p>The Board of Supervisors shall have one chairman (chairman of the Board of Supervisors), who shall be elected by more than two-thirds of all the supervisors. After the election, the chairman shall report to the banking regulatory authority as required.</p>

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 6	<p>The Board of Supervisors shall set up a nomination committee, a supervision committee and committees deemed appropriate by the Board of Supervisors as appropriate. The Board of Supervisors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers. Each committee shall be consisted of supervisors elected by the Board of Supervisors. A supervisor may concurrently serve on several committees.</p> <p>Each committee shall consist of at least 3 members, including one chairman who shall be served by an external supervisor. The chairman shall be responsible for convening and presiding over the meetings of the committee. In the event that the chairman is incapable of performing or is not performing his duties, a member nominated by more than half of the members shall convene and preside over the meeting. The rules of procedure and terms of reference of the committees shall be formulated by the Board of Supervisors based on actual circumstances. Each committee shall formulate annual work plans and conduct regular meetings.</p>	Article 8	<p>The Board of Supervisors shall set up a nomination committee, a supervision committee and committees deemed appropriate by the Board of Supervisors. The Board of Supervisors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers. Each committee shall be consisted of supervisors elected by the Board of Supervisors. A supervisor may concurrently serve on several committees.</p> <p>Each committee shall consist of at least 3 members, including one chairman who shall be served by an external supervisor. The chairman shall be responsible for convening and presiding over the meetings of the committee. In the event that the chairman is incapable of performing or is not performing his duties, a member nominated by more than half of the members shall convene and preside over the meeting. The rules of procedure and terms of reference of the committees shall be formulated by the Board of Supervisors based on actual circumstances. Each committee shall formulate annual work plans and conduct regular meetings.</p>
Amendment	Article 7	<p>The term of office of a Supervisor shall be three years.</p> <p>A supervisor may serve consecutive terms if re-elected upon the expiry of his/her term of office and may resign before the expiry of his/her term of office. Before taking office, external supervisors shall issue a statement to the Board of Supervisors to ensure that they have sufficient time and energy to perform their duties. The term of office of an external supervisor in the Bank shall not exceed six years in total, and shall not concurrently serve in more than two financial institutions, and shall not concurrently serve as an external supervisor in financial institutions that may have conflict of interests.</p>	Article 7	<p>A supervisor may resign before his term of office expires. A supervisor shall continue to perform his duties in accordance with the laws, regulations and the Articles of Association of the Bank until a duly re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his term of office or if the resignation of supervisors results in the number of supervisors being less than the quorum.</p>
Deletion	Article 8	<p>The Board of Supervisors shall formulate the rules of procedure and work duties of each committee according to the actual situation.</p>	—	—

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 10	<p>The Board of Supervisors shall exercise the following powers:</p> <p>(I) to examine and provide comments in writing on the periodical reports of the Bank prepared by the Board of Directors;</p> <p>(II) to examine and supervise the Bank’s financial activities;</p> <p>(III) to monitor the behaviors of directors and senior management members when performing their duties and the duty performance of the Board of Directors and senior management; to propose to remove the directors or senior management who is in breach of the laws, regulations, the Articles of Association of the Bank or the resolutions of the shareholders’ general meeting;</p> <p>(IV) In addition to the functions and powers provided by laws and regulations, the board of supervisors shall focus on supervising the performance of duties by the board of directors and senior management of commercial banks and their members;</p> <p>(V) The key points of supervision on the performance of duties by the Board and its members include:</p> <ol style="list-style-type: none"> 1. compliance with laws, regulations, rules and other regulatory documents; 2. to abide by the Articles of Association, the Rules of Procedure of the Shareholders’ General Meeting and the Rules of Procedure of the Board of Directors of the Bank, implement relevant resolutions of the Shareholders’ General Meeting and the Board of Supervisors, and exercise their powers and perform their obligations in accordance with the law in major decisions on operation and management; 	Article 10	<p>The Board of Supervisors shall exercise the following powers:</p> <p>(I) to supervise and examine the financial activities of the Bank; to review the periodical reports and put forth written review opinions on the truthfulness, accuracy and completeness of reports; to review the Bank’s profit distribution plan and give opinions on the compliance and rationality of the profit distribution plan;</p> <p>(II) to monitor the behaviours of directors and senior management members when performing their duties; to propose to remove the directors or senior management who is in breach of the laws, administrative regulations, the Articles of Association or the resolutions of the shareholders’ general meeting;</p> <p>(III) to demand rectification from a director or senior management when the acts of such person injure the interests of the Bank;</p> <p>(IV) to propose the convening of extraordinary general meetings; to convene and preside over the shareholders’ general meetings under the circumstances that the Board of Directors cannot perform its duties of convening and presiding over the shareholders’ general meeting as provided for in the Company Law;</p> <p>(V) to make proposals to the shareholders’ general meetings;</p> <p>(VI) to bring lawsuits against directors or senior management according to Article 151 of the Company Law;</p>

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
		<p>3. Continuously improving corporate governance, development strategies, business philosophy, capital management, remuneration management and information disclosure, and safeguarding the interests of depositors and other stakeholders;</p> <p>4. The effective operation of the special committees under the Board; Board meetings, opinions and suggestions; Independent directors' independent opinions on major related party transactions, profit distribution plans, matters that may damage the rights and interests of depositors and minority shareholders or cause significant losses to the Bank;</p> <p>5. other important matters that require supervision.</p> <p>(VI) Supervision on the performance of duties by the senior management and its members:</p> <p>1. compliance with laws, regulations, rules and other regulatory documents;</p> <p>2. to implement the resolutions of the shareholders' general meetings, the Board of Directors and the Board of Supervisors in accordance with the Articles of Association and the authorization of the Board of Directors, and to perform the duties of operation and management within the scope of authority;</p> <p>3. Continuously improve the operation management, risk management and internal control;</p> <p>4. other important matters that require supervision.</p>		<p>(VII) the Board of Supervisors may, as needed, make recommendations, conduct reminders, interviews, address inquiries and request responses in writing or orally to the Board of Directors and senior management and their members or other personnel;</p> <p>(VIII) Supervisors may attend the meetings of the Board of Directors, special committee meetings of the Board of Directors and meetings of senior management, and have right to raise queries or make advice on the matters to be resolved;</p> <p>(IX) if the Board of Supervisors find any abnormality in operations of the Bank, it may conduct investigations; and when necessary, it may engage such professionals as accountants or solicitors to assist the work for the account of the Bank at the expense of the Bank;</p> <p>(X) other functions and rights that shall be exercised by the Board of Supervisors as stipulated by laws, regulations and the Articles of Association.</p> <p>In addition to performing its duties in accordance with the Company Law and the Articles of Association, the Board of Supervisors shall focus on the following matters:</p> <p>(I) to supervise the Board of Directors on the establishment of stable business ideas, value criteria and formulation of development strategies in line with the current situation of the Bank;</p> <p>(II) to evaluate the scientificity, reasonableness and soundness of the Bank's development strategy and form an evaluation report;</p> <p>(III) to supervise and inspect the Bank's business decisions, risk management and internal controls and supervise their rectification, and to direct the work of the Bank's internal audit department;</p>

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
		<p>(VII) Supervision on consolidated management of the Bank includes:</p> <ol style="list-style-type: none"> 1. to supervise the construction and operation effectiveness of the Bank's consolidated management mechanism; 2. to supervise the performance of the Board of Directors and senior management of their duties in relation to consolidated management, and to reflect such performance in a comprehensive evaluation; 3. supervise the Board of Directors to supervise the corporate governance and operation management of the Bank and its subsidiaries, and supervise the rectification. <p>(VIII) when the acts of directors and senior management personnel are detrimental to the interests of the Bank, to require the directors and senior management to make corrections; the board of supervisors shall order the Board of Directors and senior management personnel to make corrections if they fail to implement prudent accounting principles and fail to strictly calculate the interest receivable and make adequate provision for doubtful debts.</p> <p>(IX) to propose the convening of extraordinary general meetings; to convene and preside over the shareholders' general meetings under the circumstances that the Board of Directors cannot perform its duties of convening and presiding over the shareholders' general meeting as provided for in the Company Law;</p> <p>(X) to make proposals to the shareholders' general meetings;</p> <p>(XI) to bring lawsuits against directors or senior management according to Article 152 of the Company Law;</p>		<p>(IV) to supervise the selection and appointment procedures of directors;</p> <p>(V) to supervise the implementation of the remuneration management measures and the scientific and rational nature of the remuneration plan of senior management;</p> <p>(VI) other matters as provided by laws, regulations, regulatory provisions and the Articles of Association.</p> <p>The Board of Supervisors may, in the performance of its duties, adopt a variety of methods of supervision, such as offsite monitoring, inspections, attending meetings, interviews, reviewing reports, research, surveys, audits and engagement of third-party professional organizations for assistance.</p>

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
		(XII) if any abnormality is found in operations of the Bank, to conduct investigations; and when necessary, to engage such professionals as accountants or solicitors to assist the work for the account of the Bank at the expense of the Bank;		
		(XIII) to address inquiries to any directors and senior management;		
		(XIV) to conduct off-office audit in respect to any directors and senior management;		
		(XV) to inspect and audit the operating decision, risk management and internal control of the Bank, and to provide guidance on the operation of the internal audit department of the Bank;		
		(XVI) to exercise any other functions and powers of the board of supervisors prescribed by laws, regulations and the Articles of Association.		

APPENDIX III

**PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE OF THE BOARD OF SUPERVISORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Deletion	Article 15	<p>The scope of procedures of the Board of Supervisors includes:</p> <p>(I) to effectively evaluate the scientificity, rationality and effectiveness of the development strategy formulated by the board of directors;</p> <p>(II) to supervise and inspect the operation decisions, risk management and internal control of the Bank and supervise the rectification;</p> <p>(III) to supervise material related party transactions as required;</p> <p>(IV) to effectively supervise the selection and appointment procedures of directors;</p> <p>(V) to conduct comprehensive evaluation on the performance of duties by directors, supervisors and senior management;</p> <p>(VI) to effectively supervise the scientificity and rationality of the remuneration management systems and policies of the Bank and the remuneration plan for senior management;</p> <p>(VII) other matters required by relevant laws, regulations and the Articles of Association of the Bank to be considered and reviewed by the Board of Supervisors.</p>	—	—
Amendment	Article 17	<p>The Board of Supervisors shall convene regular meetings at least 4 times annually and at least once on a quarterly basis. The Board of Supervisors shall convene a meeting if such a written proposal is made by all external supervisors.</p>	Article 16	<p>The Board of Supervisors shall convene regular meetings at least 4 times annually and the supervisors may propose to convene an extraordinary meeting of the Board of Supervisors.</p>

APPENDIX III

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Addition	—	—	Article 17	Resolutions of the Board of Supervisors can be made in two ways: by on-site meeting vote and by written circulation vote. “On site meetings” are meetings held through on-site, video, telephone, etc., which can guarantee the participants to exchange and discuss in real time. “A written circulation” is a meeting method of resolving a proposal being served separately or by circulation.
Addition	—	—	Article 25	The Bank shall notify the regulatory authorities at least three working days in advance for convening meetings of the Board of Supervisors. If the above time requirement cannot be met due to special circumstances, the regulatory authorities shall be notified and the reasons shall be explained in a timely manner.
Amendment	Article 25	Supervisors shall attend meetings of the Board of Supervisors in person. Where a supervisor fails to attend a meeting in person for any reasons, he/she may appoint another supervisor in writing to attend the meeting on his/her behalf in the same manner as the appointment of directors. No meeting of the Board of Supervisors shall be held unless more than half of supervisors are present at the meeting.	Article 28	Meetings of the Board of Supervisors shall be held only if more than half of the supervisors are present.

APPENDIX III

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 26	<p>A supervisor shall attend at least two-thirds of the meetings of the Board of Supervisors in person each year. If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf.</p> <p>The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authorization and validity period, and shall be signed by the principal or affixed with a seal. The principal entrusts other supervisors to attend the meetings of the Board of Supervisors on his/her behalf, and the principal independently assumes legal responsibilities for the decisions made by the proxy within the scope of its authorization.</p> <p>A supervisor shall not be engaged in supervisory work for less than 15 working days each year at the Bank. The employee supervisors shall also accept the supervision of the employee representative meeting, employee meetings or in other democratic manners, and they shall report to the employee representative meeting regularly.</p>	Article 29	<p>A supervisor shall attend at least two-thirds of the onsite meetings of the Board of Supervisors in person each year. If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf.</p> <p>The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authorization and validity period, and the personal opinions and voting intentions of the supervisors on the resolutions, and shall be signed by the appointer or affixed with a seal. The principal entrusts other supervisors to attend the meetings of the Board of Supervisors on his/her behalf, and the principal independently assumes legal responsibilities for the decisions made by the proxy within the scope of its authorization.</p>
Amendment	Article 27	<p>If a supervisor fails to attend the meeting of the Board of Supervisors either in person or appoint other supervisors to attend on his/her behalf two times consecutively, or fails to attend at least two-thirds of the meetings in person every year, the supervisor shall be deemed incapable of performing his/her duty, and the Board of Supervisors may make a proposal either to the shareholders' general meeting or employee representative meeting to remove such supervisor.</p>	Article 30	<p>If a supervisor fails to attend the meeting of the Board of Supervisors either in person or appoint other supervisors to attend on his/her behalf two times consecutively, the supervisor shall be deemed incapable of performing his/her duty, and the Board of Supervisors may make a proposal either to the shareholders' general meeting or employee representative meeting to remove such supervisor. A supervisor shall not be rated as competent for the year if such supervisor fails to attend at least two-thirds of the onsite meetings in person every year.</p>
Amendment	Article 29	<p>Meetings of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is unable or fails to perform his/her duties, a supervisor selected by more than half of all the supervisors shall perform such duties.</p>	Article 26	<p>Meetings of the Board of Supervisors shall be convened and presided over by the chairman of the Board of Supervisors (the chairman of the Board of Supervisors). If the chairman of the Board of Supervisors (the chairman of the Board of Supervisors) is unable or fails to perform his/her responsibilities, a supervisor selected by more than half of all the supervisors shall perform such duties.</p>

APPENDIX III

PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF THE BOARD OF SUPERVISORS

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 30	<p>Meetings of the Board of Supervisors shall be held at: the office premises of the Bank or such other place as specified in the notice of the meetings of the Board of Supervisors.</p> <p>In principle, meetings of the Board of Supervisors shall be convened in the form of on-site meetings and the relevant resolutions shall be considered at the meeting venue. Under special circumstances, the meeting may also be held by means of video, telephone, facsimile or email voting with the consent of the convener (presider) and the proposer, provided that the supervisors can fully express their opinions.</p> <p>If the meeting is held off-site, the actual number of participants shall be counted.</p> <p>For those material, complicated and special issues which shall be discussed collectively and thoroughly, the Board of Supervisors shall discuss them in the way of on-site meetings.</p>	Article 27	<p>In principle, meetings of the Board of Supervisors shall be convened in the form of on-site meetings. Under special circumstances, written resolutions may also be adopted with the consent of the convener (presider) and the proposer, provided that the supervisors can fully express their opinions. For those material, complicated and special issues which shall be discussed collectively and thoroughly, the Board of Supervisors shall discuss them in the way of on-site meetings.</p>
Amendment	Article 36	Resolutions of the Board of Supervisors shall be voted by open ballot, show of hands and communication.	Article 37	Resolutions of the Board of Supervisors shall be voted by on-site meeting vote (including open ballot and show of hands) and by written circulation vote.
Additions	—	—	Article 44	The Board of Supervisors shall submit the meeting minutes, resolutions and other documents to the regulatory authorities in a timely manner.
Amendment	Article 50	The Rules shall be interpreted by the Board of Supervisors of the Bank. On the effective date of the Rules, the original the Rules of Procedure of the Board of Supervisors of Dongguan Rural Commercial Bank Co., Ltd. (Dong Nong Yin Fa [2018] No. 153) shall be simultaneously abolished.	Article 52	The Rules shall be interpreted by the Board of Supervisors of the Bank and shall become effective from [•], 202[•]. The original the Rules of Procedure of the Board of Supervisors of Dongguan Rural Commercial Bank Co., Ltd. (2021 Version) (Dong Nong Yin Fa [2018] No. 153) shall be simultaneously abolished.

Notes:

1. The amendments to the Rules of Procedure of the Board of Supervisor shall come into effect upon the approval of the Articles of Association by the regulatory authorities.
2. The serial numbers involved in the relevant sections and articles shall also be adjusted accordingly.

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 1	In order to further improve the corporate governance structure of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”), strengthen the restrictions and supervision on non-independent directors and management , safeguard the interests of all shareholders, especially minority shareholders, and promote the healthy and sustainable development of the Bank, the Bank has complied with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Implementation Measures for Administrative Licencing Matters for Rural Small and Medium-sized Banking Institutions of the CBIRC (hereinafter referred to as the “Implementation Measures”), Corporate Governance Standards for Banking and Insurance Institutions, Guidelines for Independent Directors and External Supervisors System of Joint-stock Commercial Banks , Administrative Measures for Qualifications of Directors (Council Members) and Senior Management of Banking Financial Institutions, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the Listing Rules) and other laws and regulations, and the relevant provisions of the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Articles of Association of the Bank”) to formulate the rules.	Article 1	In order to further improve the corporate governance structure of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”), safeguard the interests of all shareholders, especially minority shareholders, and promote the healthy and sustainable development of the Bank, the Bank has complied with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Implementation Measures for Administrative Licencing Matters for Rural Small and Medium-sized Banking Institutions of the CBIRC (hereinafter referred to as the “Implementation Measures”), Corporate Governance Standards for Banking and Insurance Institutions, Administrative Measures for Qualifications of Directors (Council Members) and Senior Management of Banking Financial Institutions, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the Listing Rules) and other laws and regulations, and the relevant provisions of the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Articles of Association of the Bank”) to formulate the rules.
Amendment	Article 2	Independent directors in the rules refer to directors who do not hold other positions in the Bank other than a directorship and who have no relationship with the Bank, its substantial shareholders that may affect their independent and objective judgment. The number of independent directors shall not be less than three and not less than one third of the total number of directors.	Article 2	Independent directors in the rules refer to directors who do not hold other positions in the Bank other than a directorship and who have no relationship with the Bank, shareholders and de facto controllers of the Bank that may affect their independent and objective judgment on the Bank’s affairs . The number of independent directors shall not be less than three and not less than one third of the total number of directors, and shall include at least one accounting professional. At least one independent director shall ordinarily reside in Hong Kong.
Amendment	Article 3	Independent directors shall bear the obligations of good faith and diligence towards the Bank and all shareholders.	Article 3	Independent directors shall bear the obligations of good faith and diligence towards the Bank and all shareholders, and shall perform their duties conscientiously in accordance with the requirements of relevant laws, regulations and the Articles of Association of the Bank, safeguard the overall interests of the Bank, and focus on protecting the legitimate rights and interests of minority shareholders.
	Article 4	Independent directors shall perform their duties conscientiously in accordance with the requirements of relevant laws, regulations and the Articles of Association of the Bank, safeguard the overall interests of the Bank, and focus on protecting the legitimate rights and interests of minority shareholders.		

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 5	Independent directors shall not concurrently hold positions in more than two commercial banks.	Article 4	<p>An independent director may serve as an independent director in at most five domestic or foreign enterprises concurrently. For banking or insurance institutions with a common independent director, the relevant institutions shall neither be affiliated with each other nor have conflicting interest.</p> <p>Independent directors of the Bank shall not serve as independent directors in more than two commercial banks at the same time.</p>
Amendment	Article 6	Independent directors shall perform their duties independently from being affected by substantial shareholders of the Bank, de facto controllers, or other entities or individuals with material interests in banking.	Article 5	<p>Independent directors shall perform their duties independently from being affected by substantial shareholders of the Bank, de facto controllers, or other entities or individuals with material interests in banking. In the event of a material defect in the corporate governance mechanism or failure of the corporate governance mechanism of the Bank, the independent directors shall report the relevant information to the regulatory authorities in a timely manner. Independent directors shall keep the Bank's secrets confidential except reporting relevant information to the regulatory authorities in accordance with regulations.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 7	<p>An independent director of the Bank shall attain a high professional level and have good reputation and shall be a professional in law, economics, finance or accounting. He/she shall meet the following criteria:</p> <p>(I) have a bachelor's degree or above, or at least intermediate vocational titles of relevant professions.</p> <p>(II) have no less than 5 years of work experience in law, economics, finance, accounting or other experiences conducive to performing the duties and responsibilities of an independent director.</p> <p>(III) be capable of analysing operation, management and risk condition of commercial banks based on their financial statements and credit analysis reports.</p> <p>(IV) understand the corporate structure of the Bank, the Articles of Association and duties and responsibilities of the Board of Directors, possess fundamental knowledge on the operation of listed companies and commercial banks, and be familiar with relevant laws, administrative regulations, provisions and rules.</p> <p>(V) fulfil other criteria required by the laws, regulations, regulatory requirements, provisions of the stock exchange on which securities of the Bank are listed and the Articles of Association.</p>	Article 6	<p>An independent director of the Bank shall have good compliance record, attain a high professional level and have good conduct and reputation and shall be a professional in law, economics, finance or accounting. He/she shall meet the following criteria:</p> <p>(I) be with full civil capacity;</p> <p>(II) possess knowledge, experience and abilities required to hold the designated position;</p> <p>(III) have a bachelor's degree or above, or at least intermediate vocational titles of relevant professions;</p> <p>(IV) have no less than 5 years of work experience in law, economics, finance, accounting or other experiences conducive to performing the duties and responsibilities of an independent director;</p> <p>(V) be capable of analysing operation, management and risk condition of commercial banks based on their financial statements and credit analysis reports;</p> <p>(VI) understand the corporate structure of the Bank, the Articles of Association and duties and responsibilities of the Board of Directors, possess fundamental knowledge on the operation of listed companies and commercial banks, and be familiar with relevant laws, administrative regulations, provisions and rules;</p> <p>(VII) have good records in economic and financial practices;</p> <p>(VIII) have sound personal and family financial position;</p> <p>(IX) have the independence required to hold the designated position;</p> <p>(X) perform the duty of loyalty and diligence to the Bank;</p> <p>(XI) fulfil other criteria required by the laws and regulations, regulatory requirements, provisions of the stock exchange on which securities of the Bank are listed and the Articles of Association of the Bank.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 8	<p>Independent directors shall be independent. The following persons shall not act as independent directors of the Bank:</p> <p>.....</p> <p>(VII) persons who or whose close relatives may be controlled or materially influenced by the major shareholder(s) and senior management of the Bank, resulting in the situations where the independency of their performance of duties would be hindered;</p> <p>.....</p> <p>The term “close relatives” in this Article means spouses, parents, children, grandparents, siblings.</p> <p>The term “core connected persons ” in this Article means the directors, supervisors, president or substantial shareholders holding more than 10% of the shares of the Bank or its subsidiaries, or the spouses, children under the age of 18 of any of the foregoing persons, and the companies in which the spouses and children under the age of 18 hold more than 30% of the voting rights.</p>	Article 7	<p>Independent directors shall be independent. The following persons shall not act as independent directors of the Bank:</p> <p>.....</p> <p>(VII) persons who or whose close relatives may be controlled or materially influenced by the substantial shareholders and senior management of the Bank, resulting in the situations where the independency of their performance of duties would be hindered;</p> <p>.....</p> <p>(XVII) any other circumstance under which an office held by the person has an obvious conflict of interest with the office held or to be held in the Bank or obviously has distracted or will distract the person in terms of the time or energy for performing duties in the Bank.</p> <p>The term “close relatives” in this Article include spouses, parents, children, siblings, grandparents, and grandchildren.</p> <p>The term “core connected persons ” in this Article means the directors, supervisors, president or substantial shareholders holding more than 10% of the shares of the Bank or its subsidiaries, or the spouses, children under the age of 18 of any of the foregoing persons, and the companies in which the spouses and children under the age of 18 hold more than 30% of the voting rights.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 9	<p>No person shall hold the position of independent director of the Bank in one of the following circumstances:</p> <p>(I) a person without or with limited capacity for civil conduct;</p> <p>(II) person who has been penalized due to corruption, bribery, embezzlement and appropriation of property or disruption of order of the social economy, or subject to deprivation of political rights for the crimes committed;</p> <p>(III) director, factory director or manager of any company or enterprise which was bankrupted due to bad operation and was responsible for the bankruptcy of such company or enterprise;</p> <p>(IV) legal representative of companies or enterprises which have had their business licenses revoked and their business compulsorily closed down due to a violation of laws, for which such person was personally liable;</p> <p>(V) person with a relatively large amount of past-due and outstanding debts;</p> <p>(VI) person who has been dismissed by the original employer for failure to perform duties diligently;</p> <p>(VII) person who used to be key personnel in high-risk financial institutions and there is no proof proving that such person was not responsible for the cancellation or loss of assets of such institutions;</p>	Article 8	<p>No person shall hold the position of independent director of the Bank in one of the following circumstances:</p> <p>(I) a person without or with limited capacity for civil conduct;</p> <p>(II) person who has been penalized due to corruption, bribery, embezzlement and appropriation of property or disruption of order of the social economy, or subject to deprivation of political rights for the crimes committed;</p> <p>(III) legal representative, director, factory director or senior management of an institution which has been taken over, revoked, declared bankrupt or had their business licenses revoked and their business compulsorily closed down, unless it can be proved that he/she is not personally liable for the takeover, revocation, declaration of bankruptcy or revocation of business licence, or order to close the business of the institution that served;</p> <p>(IV) person (or his/her spouse) with a relatively large amount of past-due and outstanding debts;</p> <p>(V) person who has been dismissed by the original employer for failure to perform duties diligently;</p> <p>(VI) person who used to be key personnel in high-risk financial institutions and there is no proof proving that such person was not responsible for the cancellation or loss of assets of such institutions;</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment		<p>Continue:</p> <p>(VIII) any other persons prohibited from acting as director, supervisor, president or senior management of the Bank by the laws, regulations, regulatory rules and the Articles of Association of the Bank.</p>		<p>Continue:</p> <p>(VII) a person having criminal records of deliberate or material misconduct;</p> <p>(VIII) a person who acts against public morality resulting in serious consequences;</p> <p>(IX) a person who had violated professional ethics or conducts or had major default causing serious loss or consequences;</p> <p>(X) a person who had served in a leading position in a company or a firm which was involved in illegal activities or had suffered material loss for which such person had personal or direct responsibility;</p> <p>(XI) a person who had instructed or participated in the resistance of a firm being served to regulatory supervision or investigation;</p> <p>(XII) a person banned from holding the position of director or senior management or had been punished by regulatory authorities or financial management department for more than twice;</p> <p>(XIII) a person who is not qualified for his position according to the regulatory rules or seeking approval for qualification through irregular means;</p> <p>(XIV) any other persons prohibited from acting as director, supervisor, president or senior management of the Bank by the laws and regulations, regulatory rules and the Articles of Association of the Bank.</p>
Amendment	Article 12	The same shareholder and its associates shall only nominate one candidate for independent director. Shareholders who have nominated candidates for directors shall no longer nominate candidates for independent directors, and shall not nominate candidates for independent director and non-employee supervisor at the same time.	Article 11	The same shareholder and its associates shall only nominate one candidate for independent director. Shareholders and its associates who have nominated candidates for non-independent directors shall no longer nominate candidates for independent directors, and shall not nominate candidates for independent director and non-employee supervisor at the same time.

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Deletion	Article 18	The Board's evaluation report on independent directors shall be submitted to the general meeting for consideration. The evaluation report of an independent director to be considered at the general meeting shall at least include the number of board meetings attended by the independent director, the main particulars of all board meetings attended, the objections proposed by the independent director and the handling of the matters by the board of directors.	—	—
Amendment	Article 19	The Board of Directors or the Board of Supervisors shall propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances: (I) serious dereliction of duty; (II) failure to resign from the position when he/she is no longer qualified to be an independent director due to a change in his/her position; (III) attendance in person of less than two-thirds of the total number of board meetings held within one year ; (IV) other circumstances where an independent director is no longer suitable for holding such position as stipulated by the laws, regulations , regulatory requirements and the stock exchanges where the securities of the Bank are listed.	Article 17	The Board of Directors or the Board of Supervisors shall propose at a shareholders' general meeting to dismiss an independent director in any of the following circumstances: (I) serious dereliction of duty; (II) failure to resign from the position when he/she is no longer qualified to be an independent director due to a change in his/her position; (III) attendance in person annually of on-site board meetings less than two-thirds of the total number of on-site board meetings held within one year; (IV) other circumstances where an independent director is no longer suitable for holding such position as stipulated by the laws and regulations , regulatory requirements and the stock exchanges where the securities of the Bank are listed.
Amendment	Article 20	If an independent director fails to attend the board meetings in person for three consecutive times, the Board shall make a proposal to the shareholders' general meeting to remove such director.	Article 18	If an independent director fails to attend the board meetings in person for three consecutive times, he/she shall be deemed as not performing his/her duties. The Bank shall convene a shareholders' general meeting within three months to remove him/her and elect a new independent director.
Amendment	Article 26	If the number of independent directors in the Board of Directors of the Bank falls below the minimum number required by laws, regulations and the Articles of Association of the Bank upon the resignation of an independent director, the resignation of such independent director shall take effect when a new independent director is elected at the shareholders' general meeting of the Bank to fill his/her vacancy. Before that, the independent director shall continue to perform his/her duties.	Article 24	If the number of independent directors in the Board of Directors falls below one-third of the Board of Directors after the resignation of an independent director, the independent director shall continue to perform his/her duties until the new independent director takes office, except for the resignation and removal due to loss of independence.

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 28	<p>Independent directors shall give objective, impartial and independent opinions on the matters discussed at board meetings, and shall give opinions on the following matters:</p> <p>(I) the legitimacy and fairness of major related-party transactions of the Bank;</p> <p>(II) annual profit distribution plan of the Bank;</p> <p>(III) appointment and dismissal of senior management;</p> <p>(IV) matters that may cause significant losses to the Bank;</p> <p>(V) matters that may impair the legitimate rights and interests of the depositors, minority shareholders and other stakeholders;</p> <p>(VI) engagement of external auditor;</p> <p>(VII) completeness and truthfulness of information disclosure of the Bank;</p> <p>(VIII) matters required by the Listing Rules for independent directors to express their opinions;</p> <p>(IX) other matters required by laws, regulations, regulatory requirements or the Articles of Association of the company.</p> <p>Independent directors shall give opinions on the matters above in one of the following manners: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.</p>	Article 26	<p>Independent directors shall give objective, impartial and independent opinions on the matters considered at the shareholders' general meetings or the board meetings, and in particular shall express their opinions to the shareholders' general meeting or the Board of Directors on the following matters:</p> <p>(I) major related-party transactions;</p> <p>(II) profit distribution plans;</p> <p>(III) nomination, appointment and dismissal of directors and appointment and dismissal of senior management;</p> <p>(IV) remuneration of directors and senior management;</p> <p>(V) matters that may cause significant losses to the Bank;</p> <p>(VI) other matters that may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</p> <p>(VII) engagement or dismissal of accounting firms which conduct regular statutory audits of the Bank's financial reports;</p> <p>(VIII) other matters required by laws and regulations, regulatory requirements or the Articles of Association of the Bank.</p> <p>Independent directors shall give opinions on the matters above in one of the following manners: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.</p> <p>Independent directors may elect one independent director, who shall be responsible for convening special meetings attended by the independent directors and studying issues related to performance of duties.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 31	The Related Party Transactions Control Committee, the Nomination and Remuneration Committee and the Audit Committee under the Board of Directors mainly consist of independent directors , with independent directors acting as the person in charge.	Article 29	In principle, the proportion of independent directors in the Comprehensive Risk Management Committee, Related Party Transaction Control Committee, Nomination and Remuneration Committee, and Audit Committee under the Board of Directors shall not be less than one-third, of which the proportion of independent directors in the Audit Committee, the Nomination and Remuneration Committee shall not be less than one-half. Independent directors shall serve as the chairman or person in charge of the Related Party Transaction Control Committee, Nomination And Remuneration Committee, and Audit Committee.
Amendment	Article 32	Independent directors shall work for the Bank for no less than 15 working days each year, of which directors or independent directors who serve as the persons in charge of the Audit Committee, the Related Party Transactions Control Committee and the Risk Management Committee shall work for the Bank for no less than 25 working days each year.	Article 30	Independent directors shall work for the Bank for no less than 15 working days each year, of which directors or independent directors who serve as the persons in charge of the Audit Committee, the Related Party Transactions Control Committee and the Comprehensive Risk Management Committee shall work for the Bank for no less than 20 working days each year.
Amendment	Article 33	If an independent director fails to attend the board meetings due to certain reasons, he/she may appoint another independent director to attend the board meetings on his/her behalf, but he/she shall attend in person at least two thirds of the total number of board meetings each year.	Article 31	If an independent director fails to attend the board meetings due to certain reasons, he/she may appoint another independent director to attend the board meetings on his/her behalf, but he/she shall attend at least two thirds of the total number of on-site board meetings in person each year.
Amendment	Article 37	Independent directors shall submit a written confirmation of their independence to the Hong Kong Stock Exchange upon acceptance of their appointment, and shall confirm their independence to the Bank annually. If there is any change in circumstances that may affect his/her independence, the independent director shall notify the Hong Kong Stock Exchange as soon as practicable.	Article 35	Independent directors shall submit a written confirmation of their independence to the Hong Kong Stock Exchange upon acceptance of their appointment, and shall confirm their independence to the Bank annually. If there is any change in circumstances that may affect his/her independence, the independent director shall notify the Bank and the Hong Kong Stock Exchange as soon as practicable.

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 39	<p>Independent directors shall have committed a serious dereliction of duty in any of the following circumstances:</p> <p>(I) divulgence of business secrets and impairment of the legitimate interests of the Bank;</p> <p>(II) acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the status of independent director;</p> <p>(III) failure to raise an opposing opinion despite being fully aware that a resolution of the Board of Directors violates laws, regulations or the Articles of Association;</p> <p>(IV) failure to exercise the veto power to related party transactions which have caused significant loss to the Bank;</p> <p>(V) other serious dereliction of duty identified by the banking regulatory authority, the securities regulatory authority of the State Council and the securities regulatory authorities of the place in which the Bank's securities are listed.</p> <p>The independent director who has been disqualified by the banking regulatory authority due to serious dereliction of duty shall be automatically dismissed from his/her position from the date when he/she is disqualified.</p>	Article 37	<p>Independent directors shall have committed a serious dereliction of duty in any of the following circumstances:</p> <p>(I) divulgence of business secrets and impairment of the legitimate interests of the Bank;</p> <p>(II) acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the status of independent director;</p> <p>(III) failure to raise an opposing opinion despite being fully aware that a resolution of the Board of Directors violates laws, regulations or Articles of Association of the Bank;</p> <p>(IV) failure to exercise the veto power to related party transactions which have caused significant loss to the Bank;</p> <p>(V) participation in or assistance to a shareholder to improperly interfere with the Bank, resulting in significant risk and loss to the Bank;</p> <p>(VI) concealment of important facts, provision of false materials or participating in the Bank's fabrication of false materials;</p> <p>(VII) concealment of major violations of laws and regulations by the Bank and related personnel;</p> <p>(VIII) other serious dereliction of duty identified by the banking and insurance regulatory authority, the securities regulatory authority of the State Council and the securities regulatory authorities of the place in which the Bank's securities are listed.</p> <p>The independent director who has been disqualified by the banking and insurance regulatory authority due to serious dereliction of duty shall be automatically dismissed from his/her position from the date when he/she is disqualified.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORKING RULES
FOR INDEPENDENT DIRECTORS**

Item Change	Before Amendment		After Amendment	
	Article	Content	Article	Content
Amendment	Article 41	Matters not covered herein shall be implemented in accordance with the relevant laws, regulations and requirements of the banking regulatory authorities.	Article 39	Matters not covered herein shall be implemented in accordance with the relevant laws, regulations and requirements of the banking and insurance regulatory authorities. In the event of any conflict between the Rules and the laws and regulations promulgated by the State in the future, the regulations of the banking and insurance regulatory authorities or the Articles of Association of the Bank as amended by legal procedures, the relevant laws and regulations of the State, the regulations of the banking and insurance regulatory authorities and the Articles of Association of the Bank shall prevail and the Rules shall be amended immediately.
Amendment	Article 43	The Rules shall become effective from the date on which the H shares publicly issued by the Bank were listed and traded on the Hong Kong Stock Exchange (September 29, 2021) after being considered and approved at the shareholders' general meeting, and the Working Rules for Independent Directors of Dongguan Rural Commercial Bank Co., Ltd. (Dongnong Yinfa [2016] No. 366) shall be repealed at the same time.	Article 41	The Rules shall become effective from [•][•], 2022, and the Working Rules for Independent Directors of Dongguan Rural Commercial Bank Co., Ltd. (2021 version) (Dongnong Yinfa [2021] No.445) shall be repealed at the same time.

Notes:

1. The full text of “banking regulatory authority(ies)” is amended to “banking and insurance regulatory authority(ies)”.
2. The serial numbers involved in the relevant sections and articles shall also be adjusted accordingly.

CHAPTER 1 GENERAL PROVISIONS

Article 1 For the purpose of further improving the governance mechanism of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “**Bank**”), of regulating the performance of duties by directors, supervisors and senior management, and of protecting the legitimate rights and interests of shareholders, the Bank and financial consumers, the Measures are hereby formulated in accordance with the Company Law of the People’s Republic of China, the Corporate Governance Standards for Banking and Insurance Institutions, the Measures for Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial), the Guidelines on the Work of the Board of Supervisors of Commercial Banks and other laws, regulations and regulatory provisions, as well as the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “**Articles of Association**”), taking into account the realities of the Bank.

Article 2 The performance evaluation of directors, supervisors and senior management mentioned in the Measures refers to the evaluation of the performance of directors, supervisors and senior management by the Bank in accordance with laws, regulations and relevant provisions.

Article 3 The performance evaluation of directors, supervisors and senior management shall follow the principles of compliance with laws and regulations, objectivity and impartiality, unified standards, scientificity and effectiveness, and strict accountability.

Article 4 The Board of Supervisors of the Bank take ultimate responsibilities for the performance evaluation of directors, supervisors and senior management. The Bank shall be subject to the supervision of the banking regulatory authorities on the performance evaluation of directors, supervisors and senior management in accordance with the regulations.

The Board of Directors and senior management shall provide support for and cooperate with the related work of the performance evaluation of directors, supervisors and senior management, and shall be responsible for the truthfulness, accuracy, completeness and timeliness of the materials provided.

CHAPTER 2 EVALUATION CONTENT**Section 1 Basic Responsibilities**

Article 5 Directors, supervisors and senior management shall fully understand their rights, obligations and responsibilities, faithfully and diligently perform their fiduciary duties and commitments in strict accordance with laws, regulations, regulatory provisions and the Articles of Association, serve the best interests of the Bank and all shareholders, and safeguard the legitimate rights and interests of stakeholders.

Article 6 Directors, supervisors and senior management shall have a good track record of conduct, reputation and compliance with laws and regulations, comply with high standards of professional ethics, and have the knowledge, experience, ability and energy that match their positions, and maintain the independence, personal and family financial soundness required for the performance of their duties.

Directors, supervisors and senior management shall not accept illegitimate benefits in the course of performing their duties, use their titles and positions for personal gain or embezzlement of the property of the Bank, damage the interests of the Bank for the benefit of shareholders, and damage the legitimate rights and interests of stakeholders.

Article 7 Directors, supervisors and senior management shall sign a due diligence undertaking in writing before assuming office to ensure that they will strictly keep the secrets of the Bank and have sufficient time and energy to perform their duties. Directors, supervisors and senior management shall abide by the undertaking.

Article 8 Directors, supervisors and senior management shall inform the Bank truthfully of their own positions and part-time positions to ensure that their positions are in compliance with regulatory requirements and there is no conflict of interest with the Bank.

Article 9 Directors, supervisors and senior management shall report to the Board of Directors and the Board of Supervisors on the related party relationship, concerted action relationship and changes in a timely manner in accordance with relevant regulations. Directors, supervisors and senior management shall strictly comply with the relevant regulations on related party transactions and recusal from performance of duties.

**APPENDIX V PROPOSED FORMULATION OF THE MEASURES FOR
THE PERFORMANCE EVALUATION OF DIRECTORS,
SUPERVISORS AND SENIOR MANAGEMENT**

Article 10 Directors, supervisors and senior management shall adhere to the principle of fairness when performing their duties, especially when making decisions on matters that may have diverse impacts on different shareholders. Where directors, supervisors and senior management discover any improper intervention or restriction on the Bank by shareholders, other entities or individuals, they shall report to the Board of Directors and the Board of Supervisors or reflect to the regulatory authorities.

Article 11 Directors, supervisors and senior management shall follow the Bank's corporate governance, strategic management, business investment, risk management, internal control and compliance, finance and accounting, etc. Meanwhile, they shall attend meetings and deliberate on issues, put forward opinions and suggestions, and exercise voting rights in compliance with laws and regulations, and make independent, professional and objective judgments on matters within their scope of duties, thus improving the quality and efficiency of the decisions made by the Board of Directors, the supervision carried out by the Board of Supervisors and the operation of the senior management, and promoting and supervising the implementation of resolutions of the shareholders' general meeting, the Board of Directors and the Board of Supervisors.

Directors, supervisors and senior management shall pay close attention to the evaluation of the Bank by the regulatory authorities, market intermediaries, the media and the public, and follow up on and implement the rectification and accountability of problems identified by the regulatory authorities.

Article 12 Directors, supervisors and senior management shall continuously improve the professional knowledge and basic quality required for performing their duties, understand and master the laws, regulations and regulatory provisions related to the Bank's operation and management, actively participate in trainings organized by the regulatory authorities, industry associations and the Bank, and continuously improve their ability and level of performance.

Article 13 An independent director or external supervisor shall work in the Bank for at least 15 workdays every year.

The chairman of the Comprehensive Risk Management Committee, the Audit Committee, Related Party Transaction Control Committee of the Board of Directors shall work at the Bank for at least 20 working days each year.

Article 14 Directors and supervisors shall attend at least two-thirds of the onsite meetings of the Board of Directors and the Board of Supervisors in person each year. If a director or supervisor cannot attend the meeting due to certain reasons, he/she may appoint another director or

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supervisor in writing to attend on his/her behalf. The proxy letter shall state the personal opinions and voting intentions of the directors or supervisors on the resolutions. An independent director shall not appoint a non-independent director to attend on his/her behalf.

On-site meetings are meetings held onsite or through video, telephone, etc., which can guarantee the participants to exchange and discuss in real time.

Article 15 A director or a supervisor shall continue to perform his/her duties as a director or supervisor in accordance with the laws, regulations, regulatory provisions and the Articles of Association until a re-elected director or supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of director's results in the number of directors being less than the quorum or two-thirds of the number specified in the Articles of Association, the resignation of supervisor's results in the number of supervisors being less than the quorum. If the number of independent directors in the Board of Directors falls below one-third of the Board of Directors after the resignation of an independent director, the independent director shall continue to perform his duties until the new independent director takes office, except for the resignation and removal due to loss of independence.

Article 16 The senior management shall be accountable to the Board of Directors and supervised by the Board of Supervisors, shall report the operation and management of the Company and provide relevant information in a timely, accurate and complete manner as required by the Board of Directors and the Board of Supervisors.

The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board of Directors and actively implement the resolutions of the shareholders' general meeting and the Board.

The operation and management activities of the senior management within their terms of reference shall not be unduly interfered by the shareholders and the Board.

Article 17 Members of the Board of Directors, the Board of Supervisors and the special committees of the senior management shall pay ongoing attention to relevant matters within the scope of responsibilities of special committees, submit professional advices in a timely manner to the attention or consideration of the special committees. The directors or supervisors who serve as the chairmen of the special committees shall organize and convene a meeting of the special committees in a timely manner and form a collective opinion and submit it to the Board of Directors and the Board of Supervisors.

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Article 18 The Bank shall actively integrate the leadership of the Communist Party of China into all aspects of corporate governance. Directors, supervisors and senior management serving as members of the Party Committee shall strictly implement the Party Committee’s decisions in the process of decision-making, supervision and operation management, promote information communication between the Party Committee meeting, the Board of Directors, the Board of Supervisors and senior management, thus ensuring that the role of leadership core of the Party Committee is brought into play.

Article 19 The chairman of the Board of Directors, the chairman of the Board of Supervisors (Chairman of the Board of Supervisors) and the president shall lead the Bank to strengthen the construction of the Board of Directors, the Board of Supervisors and the senior management, and effectively improve the operation quality and efficiency of the Board of Directors, the Board of Supervisors and the senior management.

The chairman of the Board of Directors, the chairman of the Board of Supervisors (Chairman of the Board of Supervisors) and the president shall perform other duties as required by laws, regulations, regulatory provisions and the Articles of Association in addition to performing the general duties of directors, supervisors and senior management.

Article 20 Executive Directors shall give full play to their own characteristics and advantages, maintain the core position of the Board of Directors in strategic decision-making, support and cooperate with the supervision of the Board of Supervisors, ensure that matters within the scope of the Board of Directors’ duties are submitted to the Board of Directors for review in a timely manner, implement the reporting system of the senior management to the Board of Directors, support other members of the Board of Directors to fully understand the Bank’s operation and management and risk information, and promote the effective implementation and timely feedback of the Board of Directors’ resolutions.

Article 21 In the course of decision-making and supervision, the independent directors and external supervisors shall stay immune to the influence of major shareholders, senior management and other entities and individuals with a stake in the Bank, and effectively safeguard the legitimate rights and interests of minority shareholders and other stakeholders.

Independent directors shall give objective, impartial and independent opinions on the matters discussed at the shareholders’ general meetings or the board meetings, in particular, matters related major related-party transactions, profit distribution, nomination, appointment and dismissal of directors, appointment, dismissal and remuneration of senior management and other matters that may have conflict of interests.

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Article 22 The employee directors and employee supervisors shall proactively give play to their superiority in operation and management, and promote the better work of the Board of Directors and the Board of Supervisors for the long-term interests of the Bank. Employee directors and 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 meetings of the Board of Directors and Board of Supervisors, and protect the legitimate rights and interests of employees.

Employee directors and employee supervisors shall report their work to the employee representative meeting on a regular basis, and accept the supervision of the majority of employees. At the meetings of the Board of Directors and Board of Supervisors, the employee directors and employee supervisors shall express their opinions on the matters resolved at the employee representative meeting in accordance with the relevant resolutions of the employee representative meeting and exercise their voting rights.

Section 2 Evaluate Dimensions and Focuses

Article 23 The performance evaluation of directors, supervisors and senior management shall at least include five dimensions, namely, performance of the duty of loyalty, performance of the duty of diligence, professionalism in performing duties, independence and ethical standards in performing duties, and compliance in performing duties.

Performance of the duty of loyalty includes, but is not limited to, that the directors, supervisors and senior management are able to act in the best interests of the Bank, strictly keep the Bank's secrets confidential, pay close attention to matters that might harm the Bank's interests, report to the Board of Directors and the Board of Supervisor in a timely manner and promote the correction of problems.

Performance of the duty of diligence includes, but is not limited to, that the directors, supervisors and senior management are able to devote enough time and energy to participate in the Bank's affairs, so as to know the Bank's operation, management and risk situation in a timely manner. They are able to attend the meetings of the Board of Directors and its special committees, the Board of Supervisors and its special committees, senior management and its special committees as required, and carefully study and make prudent judgments on the matters submitted to the Board of Directors, the Board of Supervisors and senior management for deliberation.

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Professionalism in performing duties includes, but is not limited to, that the directors, supervisors and senior management are able to continuously improve their professional levels, and based on the responsibilities of the Board of Directors, the Board of Supervisors and senior management, study and put forward scientific and reasonable professional opinions in combination with their own professional knowledge and working experience, to promote the scientific decision-making of the Board of Directors, the effective supervision of the Board of Supervisors, and the efficient implementation of the senior management.

Independence and ethical standards in performing duties include, but are not limited to, that the directors, supervisors and senior management are able to adhere to high standards of professional ethics, not controlled or interfered by major shareholders and internal personnel, able to independently perform their duties, and promote the Bank to treat all shareholders fairly, safeguard the legitimate rights and interests of stakeholders, and actively fulfill social responsibilities.

Compliance in performing duties, includes, but is not limited to, that the directors, supervisors and senior management comply with laws, regulations, regulatory provisions and the Articles of Association, continuously regulate their own performance of duties, perform their corresponding duties in accordance with laws and regulations, and promote and supervise the Bank's operations in compliance with laws and regulations.

Article 24 Taking into account the characteristics of different directors and their positions in the special committees of the Board of Directors, the Bank focuses on the performance of directors in the following matters from different dimensions:

- (I) to formulate and promote the implementation of strategic plans and annual business plans;
- (II) to formulate and promote the implementation of risk management strategies, risk appetite, risk limits and risk management systems;
- (III) to review major investment and financing and asset disposal projects, especially those not within the plans, such as investment, lease, asset trading and guarantee;
- (IV) to promote and strengthen capital management and capital replenishment;
- (V) to formulate and promote the implementation of profit distribution plans;

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- (VI) to promote the implementation of the resolutions of the shareholders' general meeting and the Board;
- (VII) to promote the improvement of the Bank's shareholding structure and internal governance structure, strengthen shareholding management and enhance the effectiveness of corporate governance;
- (VIII) to improve the effectiveness of internal control, compliance management and internal audit, and implement relevant requirements on anti-money laundering and anti-terrorism financing;
- (IX) to improve the standardization and transparency of the process of nomination and election of directors;
- (X) to elect, supervise and replace the senior management and strengthen communication with them;
- (XI) to evaluate and improve the principles, scope of authorization and management mechanism of the Board of Directors for the senior management;
- (XII) to promote the alignment of the remuneration of directors and senior management with the long-term interests of the Bank and its shareholders, and comply with regulatory requirements;
- (XIII) to promote and coordinate the operation of various governance bodies, strengthen communication with shareholders and other stakeholders, and balance the interests of all parties;
- (XIV) to promote the legal compliance of related party transactions and the standardization of management of related party transactions;
- (XV) to improve the authenticity, accuracy and completeness of financial and accounting information;
- (XVI) to improve the truthfulness, accuracy, completeness and timeliness of information disclosure;

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- (XVII) to ensure the timeliness, authenticity and completeness of the data submitted to the regulatory authorities;
- (XVIII) to promote and improve the decision-making mechanism for consumer rights protection, and plan and guide consumer rights protection;
- (XIX) to promote the implementation of regulatory opinions and the rectification and accountability of relevant issues;
- (XX) to pay attention to and handle matters that may cause or have caused significant risks and losses, especially those have a significant impact on the legitimate rights and interests of depositors, policyholders, insureds, beneficiaries and minority shareholders;
- (XXI) to perform other important duties required by laws, regulations, regulatory provisions and the Articles of Association.

In accordance with the special provisions of the regulatory system on the duties of independent directors, the Bank examines and evaluates the performance of independent directors in respect of matters that independent directors should focus on and express independent opinions.

Article 25 Taking into account the characteristics of different types of supervisors and their positions in the special committees of the Board of Supervisors, the Bank focuses on the performance of directors in the following matters from different dimensions:

- (I) to supervise the performance of duties by the directors, including but not limited to the directors' compliance with laws, regulations, regulatory requirements and the internal system of the Bank, the improvement of the Bank's shareholding structure and organizational structure, the formulation and promotion of the implementation of development strategies, the improvement of relevant mechanisms such as risk management, consumer rights protection, internal control compliance, remuneration assessment, internal and external audit and information disclosure, the effective operation of the special committees under the Board, the directors' attendance at meetings, opinions and suggestions;
- (II) to supervise the performance of duties by senior management, including but not limited to the senior management's compliance with laws, regulations, regulatory provisions and the Bank's internal systems, the implementation of resolutions of the shareholders' general meetings, the Board of Directors and the Board of Supervisors, the

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implementation of development strategies and business plans, and the strengthening of risk management, internal control and compliance management, consumer rights protection, case prevention and control, and performance evaluation management;

- (III) to supervise and evaluate the scientificity, effectiveness, reasonableness and implementation of the development strategy and business philosophy;
- (IV) to supervise the financial position, including but not limited to significant financial decisions and implementation; the compliance and rationality of the profit distribution plan; the truthfulness, accuracy and completeness of the periodical reports of the Bank; the management of external audit work;
- (V) to supervise the internal control and compliance, especially the implementation of anti-money laundering, anti-terrorist financing, management systems for new businesses and new products, operational procedures, key risk links and relevant information systems;
- (VI) to supervise the overall risk management structure and major risk management and control measures;
- (VII) to supervise the scientificity and soundness of the incentive and restraint mechanism and the effectiveness of its implementation;
- (VIII) to supervise the timeliness, truthfulness and completeness of data reported for supervision;
- (IX) to supervise the implementation of regulatory opinions and accountability for rectification of problems;
- (X) to supervise the implementation of resolutions passed at the shareholders' general meeting, and the resolutions of the Board of Directors and the Board of Supervisors;
- (XI) to pay attention to and supervise other key issues which affect the Bank's legal and sound operation and sustainable development;
- (XII) to perform other important duties imposed on supervisors by laws, regulations, regulatory provisions and the Articles of Association.

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Article 26 The Bank focuses on the work performance of senior management in the following matters from different dimensions taking into account their employment status:

- (I) compliance with relevant national laws, regulations, rules and other regulatory documents;
- (II) the effective operation of each special committee of senior management; compliance with the Articles of Association and the authorization of the Board of Directors, implementation of the resolutions of the shareholders' general meeting, the Board of Directors and the Board of Supervisors, and the performance of business management duties within the scope of authority;
- (III) continuous improvement of business management, risk management and internal control, implementation of anti-money laundering, anti-terrorist financing, protection of consumers' interests and other related requirements;
- (IV) performance of other important duties imposed on the senior management by laws, regulations, regulatory provisions and the Articles of Association.

CHAPTER 3 EVALUATION METHOD AND PROCESS

Article 27 The Bank evaluates the performance of directors, supervisors and senior management on an annual basis. For directors, supervisors and senior management whose positions have changed during the evaluation year but who have served for more than half a year, the evaluation should be conducted based on their performance during their tenure.

Article 28 The office of the Board of Directors is responsible for establishing and improving the performance files of directors and senior management, and the office of the Board of Supervisors is responsible for establishing and improving the performance files of supervisors as well as the performance evaluation files of directors, supervisors and senior management.

Article 29 The Bank continues to optimize the working environment for directors, supervisors and senior management, especially independent directors and external supervisors, and to protect the information and other necessary conditions for directors, supervisors and senior management to perform their duties.

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If directors, supervisors and senior management consider that the information necessary for the performance of their duties cannot be basically guaranteed, or the independent performance of their duties is threatened, obstructed and improperly interfered, they shall submit written opinions to the Board of Supervisors in a timely manner. The Board of Supervisors shall take relevant opinions as an important consideration for determining the performance evaluation results of directors, supervisors and senior management, and include them in the performance evaluation files.

Article 30 The performance evaluation of directors includes directors' self-evaluation, mutual evaluation between directors, evaluation by the Board of Directors and final evaluation by the Board of Supervisors. The performance evaluation of supervisors includes supervisors' self-evaluation, mutual evaluation between supervisors and final evaluation by the Board of Supervisors. The performance evaluation of senior management includes senior management's self-evaluation, mutual evaluation between senior management, evaluation by the Board of Directors and final evaluation by the Board of Supervisors. According to work needs, the Bank may engage independent third parties such as external experts or market intermediaries to assist in the performance evaluation of directors, supervisors and senior management, which will be used as reference for the final evaluation of the Board of Supervisors.

Article 31 The Board of Directors is responsible for organizing the self-evaluation, mutual evaluation and evaluation by the Board of Directors of the performance evaluation of directors and senior management, and the specific work is organized and implemented by the office of the Board of Directors. The Board of Supervisors is responsible for organizing the self-evaluation, mutual evaluation of the performance evaluation of supervisors and final evaluation of the performance evaluation of directors, supervisors and senior management, and the specific work is organized and implemented by the office of the Board of Supervisors.

Article 32 The evaluation methods may include data analysis, behavior observation, questionnaire survey, performance evaluation, conversation and interview, etc. Data analysis refers to the analysis of the performance records and performance files of directors, supervisors and senior management, and the static evaluation of the performance of directors, supervisors and senior management. Behavior observation refers to the evaluation based on the observation of the daily performance behavior of directors, supervisors and senior management by the relevant assessors. The questionnaire and performance evaluation form are designed according to the actual situation of the Bank, and the questionnaire can have a relatively wider range of respondents. Directors, supervisors and senior management can rate the performance of themselves or other directors, supervisors and senior management through the performance evaluation form.

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Conversation and interviews refer to a more specific and in-depth understanding of the details of the performance of directors, supervisors and senior management through direct conversations with directors, supervisors, senior management and related personnel.

Article 33 The Bank rated the annual performance of directors, supervisors and senior management as excellent, competent, basically competent and incompetent based on the performance evaluation, among which excellent is the senior performance form of competent and the percentage of rating with excellent shall not exceed 30% of all personnel.

The “democratic centralism” method is adopted as the assessment mode. Directors, supervisors and senior management shall be rated independently (one of the four levels of excellent, competent, basically competent and incompetent is selected), and the Board of Directors and the Board of Supervisors shall confirm the results according to the prescribed procedures.

The “three-dimension” evaluation method is adopted in the process, namely the principle of “scientificity, fairness and authority”. Among them, any failure to provide the corresponding results on time shall be deemed as abstention, and shall not be included in the calculation scope.

- (I) Scientificity: To achieve the digitalization of the rating, quantify each evaluation level into a score as the basis for the calculation of the overall score, and scientifically and accurately quantify and calculate the overall scores of each evaluation object.
- (II) Fairness: The “95% acceptance rate” is established as the conversion standard for the overall score corresponding to the rating of the performance evaluation results to improve the fairness of the performance evaluation results.
- (III) Authority: In terms of the ratio of the overall score, the leading department accounted for 70%, highlighting the authority of the evaluation subject.

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List of Levels of Overall Scores

Rating	Excellent	Competent	Basically Competent	Incompetent
Individual Digital Scores	100	85	65	50
Overall Scores (calculated at a 95% acceptance rate)	95 (including) or more	80.8 (including) -95 (excluding)	61.8 (including) -80.8 (excluding)	61.8 (excluding) or less

1. Self-evaluation and mutual evaluation scores of directors and senior management:

Self-evaluation and mutual evaluation score of directors = Σ Self-evaluation and mutual evaluation scores of directors \div Number of the directors

Self-evaluation and mutual evaluation score of senior management = Σ Self-evaluation and mutual evaluation scores of senior management \div Number of senior management \times 30% + Σ Evaluation scores of senior management by directors \div Number of directors \times 70%

2. Evaluation of the Board of Directors is formed after the Board of Directors confirms the self-evaluation and mutual evaluation scores of directors and senior management.

3. Overall scores are formed after the Board of Supervisors summarizes the scores of each segment.

Overall score of directors' performance evaluation = Score of evaluation by the Board of Directors \times 30% + Σ Directors' evaluation scores by supervisors \div Number of the supervisors \times 70%

Overall score of supervisors' performance evaluation = Σ Self-evaluation and mutual evaluation scores of supervisors \div Number of the supervisors

Overall score of senior management's performance evaluation = Score of evaluation by the Board of Directors \times 30% + Σ Senior management's evaluation scores by supervisors \div Number of the supervisors \times 70%

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The Board of Directors shall timely report the evaluation results and corresponding scores of directors and senior management to the Board of Supervisors. And the Board of Supervisors shall summarize them, calculate the overall scores, and carefully determine the performance evaluation levels of directors, supervisors and senior management based on the regulatory evaluation of the Company's governance and the regulatory rating of the Bank.

Article 34 Directors and supervisors shall not be rated as competent for the year if any of the following occasions occurs:

- (I) failure to attend in person more than two-thirds of the on-site meetings of the Board of Directors and the Board of Supervisors during the year;
- (II) the Board of Directors considers and approves matters in violation of laws and regulations or directors vote in favour of such matters that seriously violate regulatory provisions or the Articles of Association; decisions made by the Board of Directors or senior management are in violation of laws and regulations, or in serious violation of regulatory requirements and the Articles of Association, supervisors are aware of or should be aware of which, but fail to make inquiries or timely request the Board of Supervisors to pay attention to them and make corrections;
- (III) the Board of Directors has violated the Articles of Association, rules of procedures and decision-making procedures to consider material matters, and the directors have not raised any objection; the Board of Directors and senior management have violated the Articles of Association, rules of procedures and decision-making procedures to decide on material matters, or failed to implement the resolutions of the general meeting, the Board of Directors or the Board of Supervisors in a proper manner, the supervisors are aware of or should be aware of which, but fail to make inquiries or promptly request the Board of Supervisors to pay attention to them and make corrections;
- (IV) the inefficient operation of the Board of Directors, the occurrence of corporate governance issues such as long-term non-election and failure to convene meetings normally for a long time, and the failure of the directors to timely reflect the situation and promote rectification; ineffective operation of the Board of Supervisors, serious weakening of supervision over the performance of the Board of Directors, senior management and their members, and failure of supervisors to make timely suggestions and promote effective rectification;

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- (V) material non-compliance in equity and related party transaction management, material deviation in business strategies, material failure in risk management policies, obvious loopholes in the internal control system, and the failure of directors to make timely suggestions or rectification requests; the failure of Board of Supervisors to effectively perform its supervisory duties in respect of business strategies, risk management, internal control, financial accounting, incentive and restraint mechanism and other aspects as required, and the failure of supervisors to provide opinions in a timely manner and promote effective rectification;
- (VI) the major regulatory indicators such as capital adequacy ratio, asset quality and solvency fail to meet the regulatory requirements, and the directors and supervisors fail to provide comments and suggestions in a timely manner and promote effective rectification in accordance with their responsibilities;
- (VII) they are aware of or should be aware of the circumstances under which they are required to abstain from performing their duties but have not implemented as required;
- (VIII) directors and supervisors fail to promote effective rectifications towards major violations of laws and regulations identified and pointed out by supervisors in accordance with their responsibilities;
- (IX) directors and supervisors are personally administratively punished or disciplined by regulatory authorities;
- (X) other improper performance of duties as determined by the CBIRC.

Article 35 Directors and supervisors shall be rated as incompetent for the year if any of the following occasions occurs:

- (I) divulging secrets and damaging the legitimate rights and interests of the Bank;
- (II) accepting illegitimate benefits in the course of performing their duties or seeking personal gains by taking advantage of the positions of directors and supervisors;
- (III) participating in or assisting shareholders in improper intervention of the Bank and resulting in significant risks and losses of the Bank;

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- (IV) concealing important facts, providing false materials or participating in the compilation of false materials;
- (V) concealing the Bank's and relevant personnel's major violations of laws, regulations and disciplines;
- (VI) resolutions of the Board of Directors and the Board of Supervisors that violate laws, regulations, regulatory provisions and the Articles of Association resulting in significant risks and serious losses of the Bank, and no objections were raised by directors and supervisors;
- (VII) refusing to rectify serious problems found in the performance evaluation;
- (VIII) other serious dereliction of duty identified by the CBIRC.

Article 36 Senior management shall be rated as incompetent for the year if any of the following occasions occurs:

- (I) serious violation of the implementation procedures and methods, material business objectives not in the interests of the Bank, causing significant losses, waste, risks or adverse effects, or seriously affecting the healthy development of the business;
- (II) significant business activities that violate national laws and regulations, economic policies and requirements of regulatory and decision-making bodies, and seriously damage the Bank's reputation or cause significant economic losses and asset risks;
- (III) losing control of operation and management activities such as cost control, asset quality, compliance risk and case prevention resulting in significant losses or material adverse effects;
- (IV) violation of management decision-making procedures and decisions on material matters such as large-sum credit grants, large-sum capital transactions, large-sum financial expenses, large-sum procurement, infrastructure construction and personnel management in the course of operation and management made by an individual or a small number of individuals, with serious circumstances or serious consequences;

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- (V) serious dereliction of duty, major problems or hidden risks which shall be discovered yet not discovered and the failure to investigate into and rectify them after discovery, and falsification in rectification resulting in loss or serious expansion of hidden risks;
- (VI) serious violations of regulations and disciplines for several times with serious circumstances or serious consequences;
- (VII) persons who are subject to criminal liabilities by judicial authorities due to material violation of laws;
- (VIII) ceasing to meet the qualification requirements for senior management;
- (IX) other decision-making behavior violating regulations with serious circumstances or serious consequences.

Article 37 Directors, supervisors and senior management who disagree with the performance evaluation procedures or results may apply to the Board of Supervisors of the Bank for appeal in the form of written opinions within five days in accordance with the Bank's procedures for handling major matters.

Article 38 Directors and senior management shall submit the performance information for the previous year to the Board of Directors upon the end of each fiscal year within one month and cooperate in completing the self-evaluation and mutual evaluation; the office of the Board of Directors shall submit the performance files and other performance materials of directors and senior management to the Board of Supervisors in a timely manner within the required time.

Supervisors shall submit the performance information for the previous year to the Board of Supervisors upon the end of each fiscal year within one month and cooperate in completing the self-evaluation and mutual evaluation; the office of the Board of Supervisors shall submit the performance files and other performance materials of the supervisors to the Board of Supervisors in a timely manner within the required time.

CHAPTER 4 APPLICATION OF EVALUATION

Article 39 The Board of Supervisors shall make work suggestions or treatment opinions based on the evaluation results, promptly report the evaluation results and relevant opinions and suggestions of directors, supervisors and senior management to the general meeting, promptly feedback the evaluation results and relevant opinions and suggestions of the directors and senior management to the Board of Directors, and formally notify directors, supervisors and senior management in person in writing.

The Board of Directors and the Board of Supervisors shall organize interviews with the directors, supervisors and senior management whose performance evaluation results are “basically competent”, and propose the improvement requirements with a time limit to them. The Board of Directors and the Board of Supervisors shall provide necessary assistance and support for relevant directors, supervisors and senior management to improve their performance.

The Board of Directors and the Board of Supervisors of the Bank shall hold directors, supervisors and senior management accountable for their “incompetent” ratings. Directors, supervisors and senior management who are rated as “incompetent” in accordance with the relevant provisions of the Measures may resign voluntarily, or be removed or dismissed by the Bank in accordance with relevant procedures and be reported to the regulatory authorities, and part or all of their remuneration as directors, supervisors and senior management shall be deducted accordingly. The Bank shall recover any losses incurred by directors, supervisors and senior management arising from their performance in violation of laws and regulations. Where a director, supervisor or senior management is suspected of committing a crime, the Bank shall promptly transfer the case to the judicial authority.

Article 40 The Board of Supervisors shall report the performance and the evaluation results of directors, supervisors and senior management to the CBIRC or its agencies before April 30 of each year.

Article 41 The Board of Supervisors of the Bank shall be responsible for the interpretation of the Measures.

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Article 42 The Measures shall be considered and approved by the general meeting and shall be implemented from [•], 2022. The former System for Evaluating the Performance of Directors of Dongguan Rural Commercial Bank Co., Ltd. (Provisional) (Dong Nong Yin Fa [2013] No. 304) (《東莞農村商業銀行股份有限公司董事履職評價制度(試行)》(東農銀發[2013]304號)), the Method for the Board of Supervisors' Annual Performance Evaluation of Dongguan Rural Commercial Bank Co., Ltd. (Dong Nong Yin Fa [2015] No. 522) (《東莞農村商業銀行股份有限公司監事會成員年度履職評價辦法》(東農銀發[2015]522號)) and the Method for the Senior Management's Annual Performance Evaluation of Dongguan Rural Commercial Bank Co., Ltd. (Dong Nong Yin Fa [2015] No. 479) (《東莞農村商業銀行股份有限公司高級管理人員年度履職評價辦法》(東農銀發[2015]479號)) are simultaneously abolished.

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Amendment	Article 1	In order to effectively strengthen the equity management of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”) strengthen the management of shareholders’ behavior, maintain the stability of the Bank’s equity structure, and protect the legitimate rights and interests of the Bank and its shareholders, these measures are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Commercial Banking Law of the People’s Republic of China (《中華人民共和國商業銀行法》) (hereinafter referred to as the “Commercial Bank Law”), the Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the Implementation Measures for Administrative Licencing Matters for Rural Small and Medium-sized Financial Institutions (《農村中小金融機構行政許可事項實施辦法》), the Notice of the MOF, the PBOC, the CBRC, the CSRC, the CIRC on Regulating the Shareholding of Internal Staff in Financial Enterprises (Cai Jin [2010] No. 97) (《財政部 人民銀行 銀監會 證監會 保監會關於規範金融企業內部職工持股的通知》(財金[2010] 97號)), the Opinions of the General Office of the China Banking Regulatory Commission on Relevant Matters Concerning Strengthening the Equity Management and Corporate Governance of Rural Commercial Banks (Yin Jian Ban Fa [2017] No. 99) (《中國銀監會辦公廳關於加強農村商業銀行股東股權管理和公司治理有關事項的意見》(銀監辦發[2017] 99號)) and the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”) and relevant laws.	Article 1	In order to effectively strengthen the equity management of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Bank”), strengthen the management of shareholders’ behavior, optimize the equity structure system , maintain the stability of the equity structure, and protect the legitimate rights and interests of the Bank and its shareholders, these measures are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), the Commercial Banking Law of the People’s Republic of China (《中華人民共和國商業銀行法》), the Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the Implementation Measures for Administrative Licencing Matters for Rural Small and Medium-sized Banking Institutions of the CBIRC (《中國銀保監會農村中小銀行機構行政許可事項實施辦法》), the Notice of the MOF, the PBOC, the CBRC, the CSRC, the CIRC on Regulating the Shareholding of Internal Staff in Financial Enterprises, the Opinions of the General Office of the China Banking Regulatory Commission on Relevant Matters Concerning Strengthening the Equity Management and Corporate Governance of Rural Commercial Banks, Measures for the Supervision of the Conduct 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)》), Measures for the Administration of Anti-Money Laundering and Anti-Terrorism Financing of Banking Financial Institutions (《銀行業金融機構反洗錢和反恐怖融資管理辦法》), and the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “Articles of Association”) and relevant laws and regulations .
Addition	—	—	Article 2	Our Shares are classified into Domestic Shares and H Shares. Shares issued by the Bank to domestic investors for subscription in Renminbi shall be referred to as domestic shares, which are centrally deposited with the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited (“CSDC”). The overseas listed shares of the Bank issued with the approval of the department authorized by the State Council and listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) are referred to as H shares. H Shares are shares which have been approved for listing on the Stock Exchange and are denominated in Renminbi and subscribed for and traded in Hong Kong dollars. Our H Shares are mainly deposited with the securities depository and clearing corporation in Hong Kong and may also be held by our shareholders in their own names.

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Addition	—	—	Article 3	Unless otherwise specified, shareholders mentioned in these Measures refer to ordinary shareholders of the Bank, and equity or shares mentioned in these Measures refer to ordinary shares held by ordinary shareholders of the Bank.
Addition	—	—	Article 4	Equity management mentioned in these Measures refers to the management of shareholders' holdings of domestic shares and H shares of the Bank, including but not limited to shareholders' qualifications and obligations, equity transfer, equity pledge and other matters. Equity management matters to be considered and approved by the shareholders' general meeting or the Board of Directors of the Bank shall be implemented in accordance with relevant laws and regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association. The implementation of these Measures shall not result in or lead to any violation of the laws and regulations of the place where the Bank is listed. Matters which the Bank cannot actually implement management due to the differences in the jurisdictions in which H Shares are located shall be handled in accordance with the relevant provisions or practices of relevant jurisdictions.
Addition	—	—	Article 6	The Bank adheres to independent and autonomous operation, adopts prudent measures such as isolation of equity, assets, debts, management, finance, business and personnel, achieves independent accounting and risk bearing with major shareholders, effectively prevents conflicts of interest and risk contagion, and establishes an effective risk isolation mechanism.
Deletion	Article 3	The "shares" mentioned in these Measures refer to the investment shares converted by the members of the former Dongguan Rural Credit Cooperatives Union (東莞市農村信用合作聯社) during the restructuring and establishment of the Bank in accordance with the voluntary principle and the requirements of the Bank's share capital structure, and the "shareholders" refer to the legal holders of the Bank's registered shares.	—	—
Deletion	Article 4	The shares of the Bank shall be in the form of share certificates. Share certificates issued by the Bank are evidence of the shareholders' shareholdings in the Bank.	—	—
Amendment	Chapter II	Shareholders Management	Chapter II	Qualification and Obligations of Shareholders
Addition	—	—	Section 1	General

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Amendment	Article 6	<p>Shareholders of the Bank must comply with laws, regulations, regulatory requirements and the Articles of Association, exercise their rights as shareholders and fulfill their statutory obligations.</p> <p>When a substantial shareholder participates in the share capital of the Bank, he/she shall undertake in writing to comply with laws, regulations, regulatory requirements and the Articles of Association, and make explanations for the purpose of the investment in the share capital of the Bank.</p>	Article 10	<p>Shareholders of the Bank shall have good social reputation, integrity record, tax payment record and financial status, and comply with laws, regulations, regulatory requirements and the Articles of Association, exercise their rights as shareholders and fulfill their statutory obligations.</p>
Amendment	Article 7	<p>Shareholders of the Bank may be natural persons, domestic non-financial institutions, domestic banking financial institutions, domestic non-banking financial institutions, overseas banks and other shareholders recognized by regulatory authorities.</p> <p>Individual business owners of the Bank are deemed as individual shareholders.</p>	Article 9	<p>Shareholders of the Bank may be natural persons, domestic non-financial institutions, domestic banking financial institutions, domestic non-banking financial institutions, overseas banks and other shareholders recognized by regulatory authorities.</p>
Amendment	Article 8	<p>Natural person shareholders can be classified as employee natural persons and non-employee natural persons. Employees refer to employees who have entered into labor contracts with the Bank, and the shares held by employees are employee shares.</p>	Article 11	<p>Natural person shareholders can be classified into employee natural person shareholders and non-employee natural person shareholders.</p>
Amendment	Article 9	<p>The Bank shall keep a register of shareholders for confirmation of registration of shareholdings. The register of shareholders shall contain the following particulars:</p> <p>(I) the name, domicile of each shareholder, identity card number of natural person shareholders, certificate number of corporate shareholder and name of legal representative;</p> <p>.....</p>	Article 46	<p>The Bank shall keep a register of Domestic Shares shareholders for confirmation of registration of shareholdings. The register of shareholders shall contain the following particulars:</p> <p>(I) the name, domicile of each shareholder, identity card number of natural person shareholders, unified social credit code of corporate shareholder and name of legal representative;</p> <p>.....</p>
Amendment	Article 10	<p>Shareholders of the Bank shall be the actual holders of the Bank's shares and shall not entrust others or accept others' entrustment to hold the Bank's equity.</p> <p>The substantial shareholders of the Bank shall state their shareholding structure level by level up to the actual controller and ultimate beneficiary, as well as their related relationship or acting-in-concert relationship with other shareholders.</p>	Article 12	<p>Shareholders of the Bank shall be the actual holders of the Bank's shares and shall not entrust others or accept others' entrustment to hold the Bank's equity.</p>

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Amendment	Article 12	Domestic non-financial institutions, as corporate shareholders of the Bank, shall meet the following conditions: (I) registered with the Administration Department for Industry and Commerce and have legal personality; (IX) Having the ability to replenish the capital of a rural commercial bank , the balance of equity investment shall not, in principle, exceed 50% of the net assets of the enterprise (including the amount of this investment, on the basis of the consolidated financial statements), except for investment companies and holding companies specified by the State Council; 	Article 14	Domestic non-financial institutions, as corporate shareholders of the Bank, shall meet the following conditions: (I) registered with the Administration Department for Industry and Commerce and have legal personality; (IX) Having the ability to replenish the capital of the Bank , the balance of equity investment shall not, in principle, exceed 50% of the net assets of the enterprise (including the amount of this investment, on the basis of the consolidated financial statements), except for investment companies and holding companies specified by the State Council;
Amendment	Article 13	Investment in the Bank's share capital by domestic financial institutions and overseas financial institutions must obtain the approval of the regulatory authorities and comply with the relevant requirements of the regulatory authorities. Rural Credit Union (農村信用社聯合社) and Rural Credit Cooperatives Union (農村信用合作聯社) shall not be allowed to acquire shares in the Bank.	Article 15	Investment in the Bank's share capital by domestic and overseas financial institutions must obtain the approval of the regulatory authorities and comply with the relevant requirements of the regulatory authorities.
Addition	—	—	Article 25	Shareholders of the Bank shall perform their capital contribution obligations in strict compliance with laws and regulations and the requirements of the CBIRC. Shareholders of the Bank shall use their own funds to invest in the Bank's share capital and ensure that the sources of funds are legitimate, and shall not use non self-owned funds such as entrusted funds and debt funds to subscribe for shares, unless otherwise provided by laws and regulations.
Addition	—	—	Section 2	Special provisions for Substantial Shareholders
Addition	—	—	Article 26	When a substantial shareholder invests in the share capital of the Bank, he/she shall undertake in writing to comply with laws, regulations, regulatory requirements and the Articles of Association, and make explanations for the purpose of the investment in the share capital of the Bank.
Addition	—	—	Article 27	The substantial shareholders of the Bank shall state their shareholding structure level by level to the de facto controller, ultimate beneficiary, as well as their related relationship or acting-in-concert relationship with other shareholders.

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Addition	—	—	Article 28	<p>The shareholders of the Bank and their related parties and persons acting-in-concert can be substantial shareholders of not more than two commercial banks, or control not more than one commercial bank.</p> <p>Investment entities which are authorized by the State Council to hold equity interests in commercial banks, banking financial institutions, entities which are otherwise stipulated by laws and regulations to invest in commercial banks, and investors who are approved by the CBIRC to merge with or restructure high-risk commercial banks shall not be subject to the preceding paragraph of this Article.</p>
Amendment	Article 16	<p>The Bank's substantial shareholders and their controlling shareholders and de facto controllers shall not:</p> <p>(I) Being listed as a joint disciplinary object for dishonesty by relevant departments;</p> <p>.....</p> <p>(IV) to assume significant responsibilities for the Bank's business failure or major violations of laws and regulations;</p> <p>.....</p> <p>(VII) other circumstances that may adversely affect the operation and management of the Bank.</p>	Article 29	<p>The Bank's substantial shareholders and their controlling shareholders and de facto controllers shall not:</p> <p>(I) Being listed as a joint disciplinary object for dishonesty by relevant departments;</p> <p>.....</p> <p>(IV) to assume significant responsibilities for the failure of commercial banks' operations or major violations of laws and regulations;</p> <p>.....</p> <p>(VII) other circumstances that may adversely affect the operation and management of the Bank.</p> <p>In the event of the above circumstances, the Bank may, in accordance with laws and regulations, identify it as a shareholder whose qualification fails to meet the regulatory requirements continuously.</p>
Addition	—	—	Article 31	<p>The substantial shareholders of the Bank shall, in accordance with relevant laws and regulations, regulatory requirements and the provisions of the Measures, truthfully make undertakings to the Bank, earnestly fulfill the undertakings, and cooperate with the regulatory authorities and the Bank to carry out the evaluation of shareholders' undertakings.</p> <p>The undertakings of the Bank's substantial shareholders shall be accurate, standardized and enforceable, and the undertakings that can be clarified within the time limit shall be made as much as possible, and no ambiguous words such as "when the time is right" shall be used.</p>

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Amendment	Article 18	The substantial shareholders of the Bank shall, in accordance with the regulatory requirements, undertake in writing to replenish the capital of the Bank when necessary, and report the capital replenishment capability of the year to the regulatory authorities through the Bank on a regular basis.	Article 32	The substantial shareholders of the Bank shall, in accordance with the regulatory requirements, undertake in writing to replenish the capital of the Bank when necessary, and report the capital replenishment capability of the year to the regulatory authorities through the Bank on a regular basis. The substantial shareholders of the Bank shall actively fulfill their due diligence commitments such as capital replenishment and liquidity support, and cooperate with the Bank to deal with risks in accordance with regulatory requirements. If it is unable to perform its due diligence commitments, it shall notify the Bank in a timely manner and explain the specific circumstances and reasons, and shall not prevent other investors from investing in the Bank with reasonable plans.
Addition	—	—	Article 36	For major shareholders who meet the regulatory requirements, their responsibilities, obligations and behavior management shall be implemented in accordance with the relevant provisions of the Measures for the Supervision of the Conduct of Major Shareholders of Banking or Insurance Institutions (Trial). (《銀行保險機構大股東行為監管辦法(試行)》)
Amendment	Article 24	The Bank's shareholders shall, in accordance with laws, regulations and regulatory requirements, fully disclose relevant information and accept social supervision.	Article 8	The Bank and the Bank's shareholders shall, in accordance with laws, regulations and regulatory requirements, fully disclose relevant information and accept social supervision.
Deletion	Article 31	The minimum limit for a single natural person to hold shares of the Bank is 1,000 shares, and the minimum limit a single legal person to hold shares of the Bank is 1,000 shares.	—	—
Amendment	Article 32	The aggregate shareholding proportion of a single natural person and his/her close relatives shall not exceed 2% of the total share capital of the Bank, and the aggregate shareholding proportion of a single domestic non-financial institution and its related parties shall not exceed 10% of the total share capital of the Bank.	Article 38	The shareholding in aggregate of a single natural person and his/her close relatives shall not exceed 2% of the total share capital of the Bank, and the aggregate shareholding of a single domestic non-financial institution and its related parties, and persons acting in concert shall not exceed 10% of the total share capital of the Bank.

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Deletion	Article 34	<p>In order to regulate shareholding of employees, the Bank's employee shares can only be transferred to active employees, except in cases of legal succession. Active employees cannot receive non-employee shares. Prospective employees shall declare their holdings of non-employee shares to the Bank prior to completing the entry formalities, and if they do not agree to change the nature of their shares, they shall transfer them prior to joining the Bank.</p> <p>The employee shares held by the resigned and retired employees of the Bank and the employee shares inherited by their successors in accordance with the law after the death of the employees of the Bank shall be included in the calculation of employee shares.</p>	—	—
Amendment	Article 35	<p>Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, severally or jointly, more than 5% of total capital or total shares of the Bank, shall, after initial review by the Bank, report to the regulatory authorities for prior approval.</p> <p>Investors, together with their related parties and persons acting in concert, who hold, severally or jointly, more than 1% but less than 5% of total capital or total shares of the Bank, shall report to the regulatory authorities within 10 working days after obtaining their equities. The specific requirements and procedures for reporting shall be in accordance with the relevant regulations of the regulatory authorities.</p>	Article 40	<p>Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, severally or jointly, more than 5% of total capital or total shares of the Bank, shall, after initial review by the Bank, report to the regulatory authorities for prior approval.</p> <p>Investors, together with their related parties and persons acting in concert, who hold, severally or jointly, more than 1% but less than 5% of total capital or total shares of the Bank, shall report to the regulatory authorities within 10 working days after obtaining their equities. The specific requirements and procedures for reporting shall be in accordance with the relevant regulations of the regulatory authorities.</p> <p>Shareholders who are subject to but fail to be approved by the regulatory authority or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p>
Amendment	Article 37	<p>If the Bank's shareholders or investors and their related parties or persons acting in concert, severally or jointly, do not meet the above requirements when reviewing the information on share transfer, the Bank has the right to refuse to process the share transfer for them.</p> <p>Except in the event of a change in shareholding due to liquidation of a legal entity or judicial enforcement, the legal shareholders of the Bank shall not transfer their shares of the Bank to a natural person if the total shareholding of the legal shareholders of the Bank is less than 50% of the total share capital of the Bank.</p>	Article 42	<p>If the Bank's shareholders or investors and their related parties or persons acting in concert, severally or jointly, do not meet the requirements when reviewing the information on share transfer, the Bank has the right to refuse to process the share transfer for them.</p>

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Amendment	Article 38	<p>If the Bank's shareholders, their related parties or persons acting in concert, severally or jointly, hold shares in proportions that do not comply with the regulatory requirements, the Bank has the right to require the shareholders to liquidate the excess proportions in accordance with the regulatory requirements.</p> <p>The Bank has the right to require the shareholders to liquidate the employee shares held in violation of the regulations and in excess of the proportion in a timely manner. If the shareholder fails to do so, the Bank may repurchase the shares and reduce the registered capital in accordance with the regulations. In case of repurchase, the repurchase price shall be determined based on the actual amount of capital contribution plus the interest for the same period (the interest shall be based on the benchmark interest rate for the same period stipulated by the People's Bank of China).</p>	Article 43	<p>If the Bank's shareholders, their related parties or persons acting in concert, severally or jointly, hold shares in proportions that do not comply with the regulatory requirements, the Bank has the right to require the shareholders to liquidate the excess proportions in accordance with the regulatory requirements.</p>
Addition	—	—	Article 48	<p>The Bank shall strengthen the anti-money laundering risk management of shareholders' capital injection, and conduct adequate background investigation on whether they are involved in criminal offences, whether they have other criminal records and their past performance experience before introducing strategic investors or before major shareholders and controlling shareholders take up shares to assess the possible money laundering risks.</p>
Amendment	Article 41	<p>The Bank shall strengthen its review of the qualifications of shareholders, verify information on major shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries and keep abreast of their changes, make judgments on the influence of shareholders on the Bank's operation and management, and report or disclose relevant information in a timely, accurate and complete manner in accordance with the laws.</p>	Article 49	<p>The Bank shall strengthen its review of the qualifications of shareholders, verify information on major shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries and keep abreast of their changes, make judgments on the influence of shareholders on the Bank's operation and management, and report or disclose relevant information in a timely, accurate and complete manner in accordance with the laws. The Bank shall strengthen anti-money laundering and anti-terrorist financing reviews, strictly vet the background of the promoters, shareholders, de facto controllers and ultimate beneficiaries, and review the sources and channels of funds to prevent criminals from conducting money laundering and terrorist financing activities through the establishment of institutions from the source.</p>

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Amendment	Article 42	The Board of Directors of the Bank shall, in accordance with the regulatory requirements, assess at least annually the qualification of major shareholders, the fulfillment of commitments, the implementation of the Articles of Association or the terms of agreements, as well as the compliance with laws, regulations and regulatory requirements, and submit the assessment report to the regulatory authorities in a timely manner.	Article 50	The Board of Directors of the Bank shall, in accordance with regulatory requirements, at least once a year, make an assessment of the major shareholders' qualifications, financial position, equity interests held, related party transactions in the previous year, exercise of shareholders' rights, performance of obligations and commitments, implementation of the provisions of the Articles of Association and terms of agreements, compliance with laws, regulations and regulatory requirements, and inform it at a shareholders' general meeting or through a written document, with a copy to the regulatory authorities. The Board shall assess at least annually the qualification of major shareholders, the fulfillment of commitments, the implementation of the Articles of Association or of the terms agreements, as well as the compliance with laws, regulations and regulatory requirements, and submit the assessment report to the regulatory authorities in a timely manner. The Bank's major shareholders undertake that file management shall be implemented in accordance with the requirements of the Bank's important file management system.
Amendment	Article 44	The Bank's related party transactions with major shareholders and their controlling shareholders, de facto owners, related parties, persons acting in concert and ultimate beneficiaries shall be carried out in accordance with the Bank's relevant rules of related party transactions.	Article 52	The Bank's related party transactions with major shareholders and their controlling shareholders, de facto owners, related parties, persons acting in concert and ultimate beneficiaries shall be carried out in accordance with the regulatory requirements and the Bank's relevant rules of related party transactions.
Amendment	Article 45	Except for the cases stipulated by laws and regulations, shares held by the Bank's shareholders may not be surrendered but may be transferred in accordance with the laws, including share transactions, inheritance, bequests and gifts , as well as transfers of shareholdings arising from property division, liquidation of legal entities and judicial enforcement.	Article 53	Except for the cases stipulated by laws and regulations, shares held by the Bank's shareholders may not be surrendered but may be transferred in accordance with the laws, including share transactions, inheritance, bequests, as well as transfers of shareholdings arising from property division, liquidation of legal entities and judicial enforcement. In the event of equity transfer, the transferee shall ensure that the source of funds is legitimate and shall not subscribe for shares with funds not in compliance with laws, administrative regulations and regulatory requirements such as funds obtained from crime. The Bank shall be aware of the source of the shareholders' funds for capital injection and shall report to the banking supervisory and regulatory authorities for approval or reporting in accordance with the requirements in the event of a change in equity or a change in registered capital.

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Deletion	Article 47	In order to strengthen equity management, if the total number of shares held by shareholders after the transfer does not exceed 5,000,000 shares, the Decision and Strategy Committee will authorize the Equity Management Centre to review the relevant application; If the total number of shares held by the shareholders after the transfer exceeds 5,000,000 shares, the Board of Directors shall authorize the Decision and Strategy Committee to review the relevant application.	—	—
Amendment	Article 48	<p>After the occurrence of shareholding change, the shareholder qualification and shareholding percentage of the transferee must comply with the relevant requirements of laws and regulations, regulatory requirements and the Articles of Association.</p> <p>If a shareholder does not qualify as a shareholder of the Bank due to emigration or other reasons after he/she has joined the Bank, the Bank shall have the right to require the shareholder to transfer the full amount of the shares held by him/her and to restrict the transferee's actions.</p> <p>After the transfer of shares, the shareholder cannot hold shares in the Bank in violation of the shareholding provisions of Chapter 3, otherwise the current transfer of shares shall be deemed null and void.</p>	Article 54	<p>After the occurrence of shareholding change, the shareholder qualification and shareholding percentage of the transferee must comply with the relevant requirements of laws and regulations, regulatory requirements and the Articles of Association.</p> <p>After the transfer of shares, the shareholder cannot hold shares in the Bank in violation of the shareholding provisions of Chapter 3, otherwise the current transfer of shares shall be null and void in accordance with the provisions.</p>
Amendment	Article 49	Except in case of legal succession, natural person shareholders of the Bank must complete the procedures for share change in person.	Article 55	Except in case of legal succession, bequest , natural person shareholders of the Bank must complete the procedures for share change in person.
Deletion	Article 50	Shares may be transferred in part or in full, provided that after the partial transfer, the shares held by the transferor shall not be less than 1,000 shares.	—	—

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Deletion	Article 51	<p>A shareholder of the Bank shall comply with the following rules when conducting a share transfer:</p> <p>(I) where the transferee is a shareholder of the Bank, the transferor may transfer all or part of the shares of the Bank held by it to the transferee;</p> <p>(II) where the transferee is not a shareholder of the Bank, the transferor shall transfer all the shares of the Bank held by it to the transferee, and the transferee shall only be one person;</p> <p>(III) Where the transferee has both existing shareholders of the Bank and non-shareholders of the Bank, the transferor shall transfer the shares of the Bank held by it to the shareholders of the Bank or non-shareholders of the Bank on the premise of paragraphs 1 and 2 of this Article.</p>	—	—
Deletion	Article 52	In case of full transfer, the transferor shall return the share certificate to the Bank; in case of partial transfer, the Bank shall complete the change of registration on the share certificate of the transferor.	—	—
Deletion	Article 53	If the transferee is a shareholder of the Bank, the Bank shall complete the change of registration on its share certificate, and if the transferee is not a shareholder of the Bank, the Bank shall issue a new share certificate to it.	—	—
Deletion	Article 54	Subject to shareholding requirements, the Bank encourages multiple shareholders to transfer all of their shares in the Bank to a single transferee.	—	—
Amendment	Article 55	Shares of the Bank held by the promoter shall not be transferred within one year from the date of incorporation of the Bank.	Article 56	Shares of the Bank held by the promoter shall not be transferred within one year from the date of incorporation of the Bank. Shares of the Bank that have been issued before the issuance of new shares shall not be transferred within one year from the listing date of the Bank's initial public offering of new shares (lock-up period for listing/black-out period).
Addition	—	—	Article 57	Directors, Supervisors and other relevant persons of the Bank and their close associates shall not proceed with the update of the register of shareholders as a result of share transfer within 30 days prior to the publication of the quarterly and interim results of the Bank and within 60 days before the publication of the annual results.
Amendment	Article 56	No transfer of shares may be made within 20 days prior to a shareholders' general meeting of the Bank or within 5 days prior to the benchmark date set by the Bank for the purpose of distribution of dividends.	Article 58	No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting of the Bank or within 5 days prior to the benchmark date set by the Bank for the purpose of distribution of dividends.

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Amendment	Article 57	<p>The directors, supervisors and senior management of the Bank shall declare to the Bank their shareholdings and any changes therein and shall not transfer more than 25% of the total number of shares held in the Bank in each year during their tenure.</p> <p>The aforesaid person(s) shall not transfer the shares of the Bank held by them within six months commencing from the termination of their employment.</p>	Article 59	<p>The directors, supervisors, senior management and other individuals holding more than 50,000 shares held by employees of the Bank shall not be transferred within three years from the listing date of the Bank. After the expiration of the three-year period, the shares that can be sold each year shall not exceed 15% of the total shares of the Bank held by each of them, and the shares that can be sold within five years shall not exceed 50% of the total shares of the Bank held by each of them.</p> <p>The directors, supervisors and senior management of the Bank shall not transfer the shares of the Bank held by them within six months commencing from the termination of their employment. The directors, supervisors and senior management of the Bank shall declare to the Bank their shareholdings and any changes therein.</p>
Amendment	Article 61	Where shares of the Bank are acquired due to inheritance, bequest, gift , property division, legal entity liquidation and judicial enforcement, the transferee shall comply with the shareholder qualifications required by laws, regulations, regulatory requirements and the Articles of Association.	Article 63	Where the domestic shares of the Bank are acquired due to inheritance, bequest, property division, legal entity liquidation and judicial enforcement, the transferee shall comply with the shareholder qualifications required by laws, regulations, regulatory requirements and the Articles of Association.
Addition	—	—	Article 64	The transfer of the domestic shares of the Bank shall be subject to the internal review of the Bank and registration. Both parties to the transaction shall, upon the consent of the Bank, visit CSDC and the Bank in sequence to complete the transfer registration. Any failure to complete the above procedures shall be deemed as a failure to transfer the shares, and the relevant consequences shall be borne by both parties, and the Bank and CSDC shall not be liable.
Addition	—	—	Article 65	The equity change shall be subject to the completion of equity change registration by the equity registration and custodian organizations of the Bank.

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Addition	—	—	Article 66	<p>Where there is any change in the shareholding of the domestic shares of the Bank due to the separation of property, inheritance and bequest as a result of the dissolution of the marriage relationship, both parties to the dissolution of the marriage relationship, legal successors and donees may apply to the Bank for change, and then proceed with the procedures for change of shareholding in CSDC and the Bank in turn. Failure to complete the above procedures shall be deemed as unsuccessful changes in shares, and the relevant consequences shall be borne by the applicant itself, and the Bank and CSDC shall not be liable.</p> <p>The changes in the H shares of the Bank due to dissolution of the marriage relationship, inheritance and bequest shall be subject to the relevant laws and regulations of Hong Kong.</p>
Addition	—	—	Article 67	<p>After the corporate shareholder who holds domestic shares of the Bank has deducted its corporate qualification or the corporate qualification is reduced or lost due to other statutory circumstances, the corporate shareholder who has the right to inherit the property of the corporate shareholder may handle the procedures for change of shares at the Bank and CSDC with relevant supporting materials.</p>
Addition	—	—	Article 68	<p>Shareholders who obtain shares of the Bank through legal ruling or auction by the People's Court shall also comply with the requirements of relevant laws, regulations and regulatory requirements on qualification of shareholders, number of shares held, shareholding percentage and shareholding method, etc.</p>
Addition	—	—	Article 69	<p>The shareholders of the Bank may pledge their equity interests in the Bank in accordance with relevant laws and regulations, regulatory requirements and the Articles of Association, in which, the pledge of H Shares held by holders of H Shares shall be handled in accordance with the relevant provisions of the Stock Exchange, and the pledge of domestic shares held by holders of domestic shares shall be handled in accordance with the relevant laws and regulations, regulatory requirements, the Articles of Association and the relevant provisions of these measures.</p>
Amendment	Article 62	The Bank shall not accept its shares as security. The Bank cannot grant pledged loans with the Bank's shares as the collateral subject.	Article 70	The Bank shall not accept its shares as security under a pledge . The Bank cannot grant pledged loans with the Bank's shares as the collateral subject under a pledge .

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Amendment	Article 64	Shareholders shall not pledge the shares of the Bank to any entity if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year and if such shareholders fail to provide any certificate of deposit or treasury bonds as pledge.	Article 72	Shareholders shall not pledge the shares of the Bank to any entity if the outstanding balance of the loans they have borrowed from the Bank exceeds the audited net equity value held by them in the Bank in the previous year.
Amendment	Article 65	The Bank will not accept share pledge registration within one year from the date of incorporation.	Article 73	The Bank will not accept share pledge registration within one year from the date of listing of new shares in the initial public offering.
Addition	—	—	Article 75	<p>The establishment or change of the pledge of the Bank's domestic shares shall be subject to the review of the Bank and be registered in the CSDC. Where the holders of domestic shares of the Bank provide external pledge guarantee for themselves or others with their rights to the domestic shares of the Bank, and the registration of establishment or change of pledge has not been reviewed by the Bank and completed by CSDC in accordance with the relevant provisions, the disputes between the shareholders, the pledgee and the third parties arising therefrom shall not be related to the Bank and CSDC.</p> <p>Where the pledge of domestic shares of the Bank is released, both parties of the pledge shall register the release of the pledge in accordance with the requirements of CSDC and notify the Bank in a timely manner.</p>
Deletion	Chapter 8	Increase and Reduction of Share Capital and Share Repurchase	—	—
Deletion	Article 69	<p>Subject to approval by shareholders' general meeting and the regulatory authority, the Bank may increase its capital as follows in the light of its business and development needs, in accordance with the relevant laws, regulations, and the Articles of Association:</p> <p>(I) open offer of shares to the public;</p> <p>(II) bonus issue of shares to existing shareholders;</p> <p>(III) capitalization of reserve;</p> <p>(IV) other methods stipulated by laws, regulations and approved by the regulatory authority.</p>	—	—
Deletion	Article 70	The Bank may reduce its registered capital. Any reduction of registered capital of the Bank shall be handled in compliance with the procedures stipulated by the Company Law, the Commercial Bank Law and other relevant laws, regulations. The registered capital of the Bank after reduction shall not be lower than the legal minimum amount.	—	—

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Deletion	Article 71	<p>The Bank may, in accordance with the laws, regulations, and the Articles of Association and with the approval of the competent authorities, purchase its own shares in the following circumstances:</p> <p>(I) to repurchase shares held by employees held illegally and in excess thereof to reduce the registered capital of the Bank;</p> <p>(II) to merge with another company that holds its shares;</p> <p>(III) a shareholder requests the Bank to purchase the shares held by him/her since he/she objects to a resolution of shareholders' general meeting on the merger or division of the Bank;</p> <p>(IV) any other circumstances as permitted by laws and regulations.</p> <p>Except for the circumstances set out above, the Bank shall not be engaged in sale and purchase of its shares.</p>	—	—
Deletion	Article 72	The Bank purchases its own shares under any of the circumstances set forth from items (I) to (II) of Article 71 under these management measures may be approved by a resolution of the shareholders' general meeting.	—	—
Deletion	Article 73	After purchasing its shares pursuant to the provisions of Article 71 under these management measures, the Bank shall, under the circumstance set forth in item (I), cancel the shares within 10 days after the purchase; while under the circumstance set forth in either item (II) and (III), transfer or cancel the shares within six months.	—	—
Amendment	Article 79	The Bank shall withhold and pay the individual income tax for the cash dividends distributed by natural person shareholders (including individual business shareholders) in accordance with the relevant regulations of the tax authorities.	Article 83	The Bank shall withhold and pay the individual income tax for the cash dividends distributed by natural person shareholders in accordance with the relevant regulations of the tax authorities.
Amendment	Article 80	The Bank uses registered share certificates as share certificate. A share certificate is a certificate issued by the Bank to the shareholders who subscribe for shares to record the number of shares held and the changes thereof, and is the evidence of the shareholders' ownership of the shares and the basis for participating in the distribution of interests.	Article 84	The Bank's domestic shares use registered share certificates as share certificate. A share certificate is a certificate issued by the Bank to the shareholders who subscribe for shares to record the number of shares held and the changes thereof, and is the evidence of the shareholders' ownership of the shares and the basis for participating in the distribution of interests.
Amendment	Article 85	In the event of any inconsistency with the shares recorded by the Bank due to failure to register the share certificates or other reasons for such modification, the shares recorded by the Bank shall prevail.	Article 89	In the event of any inconsistency with the shares recorded by the Bank or CSDC due to failure to register the share certificates or other reasons for such modification, the shares recorded by the Bank or CSDC shall prevail.

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
Amendment	Article 88	The Bank shall disclose its shareholding information in a truthful, accurate and complete manner through half-year reports or annual reports on its official website and other channels, including: (I) Total number of shares and shareholders at the end of the reporting period and changes in shares during the reporting period; 	Article 92	The Bank shall disclose its shareholding information in a truthful, accurate and complete manner through half-year reports (interim reports) or annual reports on its official website and other channels, including: (I) Total number of shares and shareholders at the end of the reporting period and changes in shares during the reporting period;
Amendment	Article 92	Definitions (I) Substantial shareholders, (VI) Ultimate beneficiary,	Article 96	Definitions (I) Major shareholders refer to shareholders who meet one of the following conditions in accordance with Article 3 of the Measures for the Supervision and Administration of the Behaviour of Major Shareholders of Banking and Insurance Institutions (Trial): 1. holding more than 10% equity interest in the Bank; 2. the shareholder who actually holds the largest number of shares in the Bank and the shareholding percentage is no less than 5% (including shareholders with the same shareholding); 3. to nominate more than two directors; 4. the Board considers that it has a controlling impact on the operation and management of the Bank; 5. other circumstances as determined by the regulatory authorities.

Item Change	Before amendment		After amendment	
	Article	Content	Article	Content
				<p>The shareholding of shareholders, their related parties and parties acting in concert is calculated on an aggregate basis. If the shareholding meets the above requirements in aggregate, it shall be deemed as the management of major shareholders.</p> <p>(II) Substantial shareholders, ……;</p> <p>……</p> <p>(VII) Ultimate beneficiary, ……;</p> <p>(VIII) Relevant persons refer to the directors, supervisors of the Bank and any employees of the Bank, directors and employees of the Bank's subsidiaries and holding companies who, because of their office or employment, are likely to be in possession of inside information in relation to the Group, the Bank and its securities.</p>
Amendment	Article 93	The interpretation of these measures shall be vested in the Board of Directors of the Bank.	Article 97	These measures shall be interpreted and amended by the Board.
Deletion	Article 95	Matters not specified in these measures or in conflict with the Articles of Association, the contents listed in the articles of association shall prevail.	—	—
Amendment	Article 96	In case of any conflict between the relevant provisions of these measures and any future laws, regulations, regulatory requirements or the Articles of Association, the latest laws, regulations, regulatory requirements or the Articles of Association shall prevail.	Article 99	Matters not covered by these measures or matters in conflict with laws, regulations, regulatory requirements, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association promulgated or amended after these measures come into effect, the laws, regulations, regulatory requirements, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association shall prevail.

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the equity investment activities of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “**Bank**”), prevent external investment risks, and protect the rights and interests of the Bank, these Measures are formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Implementation Rules on the Administrative Licensing of Rural Small and Medium-sized Banking Institutions and other laws and regulations, as well as the relevant provisions of the Articles of Association of Dongguan Rural Commercial Bank Co., Ltd. (hereinafter referred to as the “**Articles of Association**”) and taking into account the actual situation of the Bank.

Article 2 Equity investment in these Measures refers to the equity investment of the Bank through the Equity Investment Law, including the establishment of new institutions and equity investment in existing institutions within the scope permitted by policies.

Article 3 Equity disposal in these Measures refers to the transfer of all or part of the equity held by the Bank in an equity investment institution through legal means, including change or withdrawal of equity.

Article 4 The Bank’s equity investment shall be subject to the following principles:

- (I) Legality and compliance principle. The equity investment shall comply with national laws and regulations and the Bank’s Articles of Association, clarify the scope of equity investment, and standardize the decision-making and approval procedures for the Bank’s equity investment;
- (II) Strategy-oriented principle. The equity investment shall comply with national strategic and regulatory policies and be in line with the Bank’s development strategy and planning requirements;
- (III) Risk bottom line principle. The Bank shall rationally allocate its resources, strictly select investment targets, carefully determine investment methods, and effectively protect the rights and interests of its shareholders and creditors in accordance with the requirements of asset-liability matching management.

CHAPTER 2 DIVISION OF DUTIES

Article 5 The Bank's shareholders' general meeting and Board of Directors shall be the decision-making bodies of the Bank's external investments and shall deliberate and approve the Bank's equity investment plan or equity disposal plan and the systems related to equity investment in accordance with the Articles of Association and the extend of competence determined by the Bank's shareholders' general meeting based on the mandated program of the Board of Directors.

Article 6 The Board of Directors' Strategic Decision and Sannong Committee shall perform the following duties:

- (I) to study and make suggestions on the material equity investment proposal that should be approved by the Board of Directors according to the requirements of the Bank;
- (II) to supervise and inspect the implementation of the Bank's equity investment proposal.

Article 7 The Comprehensive Risk Management Committee of the Board of Directors is responsible for conducting risk assessment and review of the Bank's equity investment matters, and making deliberations and providing recommendations for the Board of Directors' decision-making.

Article 8 The Bank's Board of Supervisors shall perform the following duties:

- (I) to supervise the status and operation effectiveness of equity investment;
- (II) to supervise the performance of the Board of Directors and senior management of their duties in equity investment management.

Article 9 The Bank's senior management shall perform the following duties:

- (I) to organize and implement the equity investment proposal approved by the decision-making bodies;
- (II) other duties related to equity investment management that should be undertaken by senior management as stipulated by laws and regulations or the Articles of Association or authorization program, etc.

Article 10 The Assets and Liabilities Management Department is the functional department of the Bank's equity investment management. Its main responsibilities include:

- (I) to take charge of developing and revising the management systems related to equity investment;
- (II) to coordinate and implement the Bank's equity investment-related work as the host department of the Bank's equity investment work, including coordinating the writing of feasibility study reports, selecting and hiring intermediaries, sorting out investment schedules, designing investment proposals, communicating and coordinating with regulatory departments, organizing the writing of investment application materials, completing the decision-making and approval process, organizing the implementation of investment proposals, conducting post-investment evaluations, implementing investment disposal-related work, and managing archives, etc.;
- (III) to be responsible for the account management and income management of the Bank's external equity investment;
- (IV) to be responsible for coordinating other work of the Bank's equity investment.

When the new institution launched is a professional company (e.g., finance company, consumer finance company, etc.), the Bank's corresponding professional department will coordinate the investment work as the host department.

Article 11 The main duties of the Board of Directors office include:

- (I) to be responsible for reviewing whether the equity investment or disposal is in compliance with the requirements of Articles of Association;
- (II) to be responsible for organizing the Board of Directors' Comprehensive Risk Management Committee, the Board of Directors' Strategic Decision and Sannong Committee, the Board of Directors and the shareholders' general meeting to consider equity investment matters in conjunction with the decision-making authority on equity investment matters;
- (III) to be responsible for the work of equity investment involving the shareholders' general meeting, the operation of the Board of Directors, shareholders' equity, related party transactions, information disclosure of other work.

Article 12 The main responsibilities of the Comprehensive Risk Management Department include:

- (I) to be responsible for leading to set up a risk assessment team in accordance with the Risk Assessment Management Measures for External Equity Investment and Establishment of New Institutions of Dongguan Rural Commercial Bank Co., Ltd., conduct risk analysis and assessment of the proposed investment projects jointly with relevant functional departments, and put forward risk assessment opinions;
- (II) to be responsible for coordinating other work involving comprehensive risk management and legal affairs in the Bank's equity investment work.

Article 13 The main responsibilities of the Finance Department include:

- (I) to be responsible for the financial management involved in the Bank's equity investment work, including being responsible for the forecast of costs, indicators, taxation and other relevant calculations related to the Bank's finance in the investment proposal, and assess the impact of the investment proposal on the main financial indicators of the Bank's group and corporate caliber;
- (II) to be responsible for the determination of the accounting and audit plan involved in the Bank's equity investment work;
- (III) to be responsible for designating special personnel to keep the share certificates of investment institutions;
- (IV) to be responsible for other tasks related to financial management in the work of equity investment.

Article 14 The Human Resources Department shall be responsible for appointing or nominating directors, supervisors, senior management and key personnel to the investment institution in accordance with the management needs of the Bank.

Article 15 Other departments or branches of the Bank shall participate in the management of equity investment depending on the investment projects or work necessity.

CHAPTER 3 DECISION-MAKING AUTHORITY OF EQUITY INVESTMENT

Article 16 The decision-making authority of equity investment is as follows:

- (I) If the amount of a single external equity investment does not exceed 5% of the net capital of the Bank and the balance of equity investment after such equity investment does not exceed 20% of the net capital of the Bank, it shall be approved by the Board of Directors and subject to a vote of at least two-thirds of the members of the Board of Directors;
- (II) If the amount of a single external equity investment exceeds 5% of the net capital of the Bank or the balance of equity investment after such equity investment exceeds 20% of the net capital of the Bank, it shall be approved at the shareholders' general meeting and subject to votes of shareholders representing at least two-thirds of the voting rights;
- (III) External equity investment of the Bank that meet the condition for major transactions and very substantial acquisitions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited shall be approved at the shareholders' general meeting and subject to votes of shareholders representing at least two-thirds of the voting rights.

If the authority of the Board of Directors is adjusted at the shareholders' general meeting, the new authority standard will be applied.

CHAPTER 4 WORKFLOW OF EQUITY INVESTMENT

Article 17 Establishment of the leading working group.

- (I) The Bank shall establish a leading group for equity investment (hereinafter referred to as the "**Leading Group**"). The group leader and deputy group leader are the leaders of the Bank, and the heads of the host department, the Assets and Liabilities Management Department, the Office of the Board of Directors, the Comprehensive Risk Management Department and the Finance Department are the members of the Leading Group. The Leading Group is mainly responsible for leading and organizing the implementation of equity investment and equity disposal.
- (II) The equity investment working group (hereinafter referred to as the "**Working Group**") is established under the Leading Group for equity investment, led by the head of the host department, with the key personnel of the host department, the Assets and

Liabilities Management Department, the Office of the Board of Directors, the Comprehensive Risk Management Department and the Finance Department as members. The Working Group is mainly responsible for implementing the works of equity investment in accordance with the requirements of the Leading Group, including preparing feasibility study reports of investment projects; completing the design, approval and implementation of investment proposals; and carrying out post-investment evaluation, etc.

- (III) The Leading Group and Working Group of equity investment may increase the personnel of other departments and branches as members of the groups according to the work needs.

Article 18 Feasibility study of the project.

The Working Group will assess and analyze the proposed investment institution, study the feasibility of investment, and write a feasibility study report. The feasibility study report shall include but not limited to the project background, feasibility and necessity of the investment project, project risk assessment opinions, etc.

Intermediaries may be engaged if necessary to conduct feasibility analysis or due diligence, assist in designing and improving the investment plan, etc. to provide reference for the Bank's equity investment decision making.

Article 19 Design for Investment Proposals.

Based on the full research, evaluation and analysis of the proposed investment projects, the Working Group will design the investment plan taking into account the proposed investment projects.

Article 20 Approval for Investment Proposals.

- (I) Strengthen communication with the regulatory authorities to obtain their support for the equity investment work.
- (II) The Working Group will submit the investment plan to the Party Committee of the Bank for consideration.

- (III) After consideration and approval by the Party Committee of the Bank, it will be submitted to the Comprehensive Risk Management Committee of the Board of Directors, the Strategic Decision and Sannong Committee of the Board of Directors, the Board of Directors and the shareholders' general meeting for consideration in conjunction with the decision-making authority.
- (IV) After the equity investment project has been approved by the Bank's decision-making bodies, it shall be resubmitted for consideration in accordance with the decision-making authority if the investment proposal needs to be adjusted and the adjustment is beyond the scope of the original decision.
- (V) If the investment matters need to be approved by regulatory agencies or relevant government departments, the Working Group shall implement the relevant request for approval in accordance with relevant laws and regulations.

Article 21 Implementation of Investment proposals.

- (I) Shareholders' qualification examination: in accordance with the regulatory requirements and investment institutions' requirements, organizing and submitting investment information, and obtaining approval from regulatory authorities.
- (II) Arrangement of contract signing: finalising the content of the contract or agreement, seeking legal advice and organizing signing.
- (III) Payment of investment: processing the payment of investment money according to the equity investment contract and the resolutions of the decision-making meeting.
- (IV) Receipt of share certificates: organizing the receipt of share certificates and handing them over to a specific person for safekeeping.
- (V) Implementation of accounting and audit: performing accounting and audit for equity investment and recording comprehensive and complete account information according to the accounting systems and standards.
- (VI) Opening of interbank accounts: setting up interbank accounts according to the actual situation and the management requirements of investment institutions.

(VII) Appointment of personnel of the Bank: The Human Resources Department shall, taking into account the management needs, recommend suitable candidates to serve as directors, supervisors, senior management and key personnel of the investment institutions after consideration by the Party Committee to maintain the effectiveness of investment decisions.

Article 22 Report of major events and information disclosure. The Bank shall, in accordance with the requirements of the regulatory authorities and the relevant systems of the Bank, implement the reporting of major events and perform the corresponding information disclosure obligations for equity investment or disposal.

Article 23 Post-investment Evaluation. The host department shall organize and carry out post-evaluation of investment projects to summarize the implementation of the projects and analyze the impact of investment projects on the Bank.

Article 24 Post-investment management.

The Bank manages investment institutions in the following manners:

- (I) For subsidiaries, the Bank shall implement vertical management in accordance with the requirements of the consolidated management and relevant systems for the management of subsidiaries.
- (2) For non-subsidiary, the Assets and Liabilities Management Department shall regularly collect and report on the financial performance and operation management of the investment institution, and strengthen the communication with the dispatched directors and supervisors, and master the major decisions of investment institutions.

CHAPTER 5 EQUITY DISPOSAL

Article 25 The host department, the Assets and Liabilities Management Department and the Finance Department shall pay attention to the operation and management of investment institutions, and may propose equity disposals when necessary to improve investment management and decision-making.

Article 26 The Bank may dispose of the investment institution's equity interests through equity change or withdrawal upon the occurrence of any of the following circumstances:

- (I) the development strategy or business direction of the Bank has been adjusted, or the investment institution does not conform to the future development strategy or business direction;
- (II) to withdraw according to relevant laws or requirements of the Bank's withdrawal according to the regulatory authorities;
- (III) the term of operation of the investment institution expires in accordance with the articles of association, contract provisions or operating agreement of the investment institution;
- (IV) the investment institutions are unable to continue their operation due to force majeure;
- (V) other circumstances under which the investment is terminated as stipulated in the contract or agreement occur or happen;
- (VI) the investment institutions have been loss-making continuously and there is no prospect of turning around;
- (VII) any other circumstances deemed necessary by the Bank.

Article 27 The host department (or relevant functional departments) shall organize relevant departments of the head office to analyze and verify the operation and management of investment institutions, form an equity disposal plan for investment institutions, explain the reasons for disposal and the impact on the Bank, and report to the decision-making body of the Bank for approval before implementation.

Article 28 The decision-making authority for the disposal of equity is as follows:

The transaction amount of a single equity asset to be disposed of shall not exceed 5% of the net capital of the Bank, which shall be approved by the Board of Directors and subject to a vote of at least two-thirds of the members of the Board of Directors.

If the authorization authority of the Board of Directors is adjusted by the shareholders' general meeting, the new authorization authority standard will be applied. If the decision-making process of equity disposal is otherwise specified in the regulatory documents, the regulatory documents shall prevail.

Article 29 If the equity disposal is subject to the approval of regulatory authorities or relevant government departments, the department in charge shall organize and implement in accordance with relevant laws and regulations and the Bank's system.

CHAPTER 6 ACCOUNTABILITY

Article 30 If the Bank's business secrets are involved in the process of the equity investment or equity disposal, the relevant informed personnel of the Bank shall comply with the relevant laws and regulations of the country to keep confidential and shall not disclose any unrelated personnel.

Article 31 In the process of the equity investment or equity disposal, if the relevant personnel fail to conscientiously perform the collective approval process, or violate the laws, regulations and requirements of the Bank's systems, the Bank will investigate the responsibilities of the relevant personnel in combination with the Bank's relevant system for violation of regulations and disciplines.

CHAPTER 7 EQUITY INVESTMENT AND DISPOSAL OF SUBSIDIARIES

Article 32 The Assets and Liabilities Management Department is the host department for the equity investment and disposal of subsidiaries, which is responsible for receiving, organizing and analyzing the feasibility and necessity of equity investment or disposal projects of subsidiaries, and reporting to the Party Committee of the Bank.

Article 33 Reporting procedures for equity investment or disposal of subsidiaries:

- (I) the subsidiary submits the feasibility study report of the equity investment or disposal project;
- (II) the Assets and Liabilities Management Department shall organize relevant departments of the head office to analyze the impact of equity investment or disposal projects of subsidiaries on the Bank's financial indicators and risk assessment, and report to the Party Committee of the Bank;

(III) subsidiaries shall implement the internal decision-making process for equity investment or disposal based on the filing opinions of the Party Committee of the Bank.

CHAPTER 8 SUPPLEMENTARY PROVISIONS

Article 34 These Measures are not applicable to debt for equity swap investments.

Article 35 Matters not covered in these Measures shall be implemented in accordance with relevant laws and regulations of the State. If, after the implementation of these Measures, the relevant national laws and regulations or the Articles of Association have new provisions on equity investment or disposal, the new provisions shall prevail.

Article 36 These Measures shall be amended and interpreted by the Assets and Liabilities Management Department of Dongguan Rural Commercial Bank Co., Ltd.

Article 37 The Measures shall come into effect from [•] [•]2022.

Current Articles of Association	Amended Articles of Association
Chapter 1 General Provisions	
<p>Article 4 Domicile of the Bank: No.2, East Hongfu Road, Dongcheng District, Dongguan, Guangdong Province Postal code: 523123 Telephone number: (0769) 21383108 Facsimile number: (0769) 21383108</p>	<p>Article 4 Domicile of the Bank: No.2, East Hongfu Road, Dongcheng Street, Dongguan, Guangdong Province Postal code: 523123 Telephone number: (0769) 21383108 Facsimile number: (0769) 21383108</p>
<p>Article 11 The senior management referred to in the Articles of Association shall mean the president, vice presidents, assistants to president, secretary to the Board of Directors, financial officers of the Bank and other personnel as designated by the Board of Directors. Members of the Board of Directors, senior management of the Bank and other management personnel whose qualifications are subject to the approval of relevant regulatory departments shall have the qualifications as required by such regulatory departments. Their qualifications shall be approved by or filed with the regulatory departments.</p>	<p>Article 11 The senior management referred to in the Articles of Association shall mean the personnel in the head office subject to the approval of the regulatory system for qualifications of senior management of banking and insurance institutions, including but not limited to the president, vice presidents, assistants to president, secretary to the Board of Directors, financial officers of the Bank and other personnel as designated by the Board of Directors or qualified by regulatory departments. Members of the Board of Directors, senior management of the Bank and other management personnel whose qualifications are subject to the approval of relevant regulatory departments shall have the qualifications as required by such regulatory departments. Their qualifications shall be approved by or filed with the regulatory departments.</p>
Chapter 3 Registered Capital and Shares	
Section 1 Issuance of Shares	
<p>Article 24 The domestic shares issued by the Bank shall be held in central custody at China Securities Depository and Clearing Corporation Limited. The overseas listed shares of the Bank shall be held in custody mainly at the authorized depository companies under Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their names. The custodian organizations shall, in accordance with the agreements signed with the Bank, provide the Bank with safe and efficient equity custody services, and report the equity custody information of the Bank to the banking regulatory authority of the State Council in accordance with relevant regulations.</p>	<p>Article 24 The domestic shares issued by the Bank shall be held in central custody at China Securities Depository and Clearing Corporation Limited. The overseas listed shares of the Bank shall be held in custody mainly at the authorized depository companies under Hong Kong Securities Clearing Company Limited and may also be held by shareholders in their names. The custodian organizations of the domestic shares shall, in accordance with the agreements signed with the Bank, provide the Bank with safe and efficient equity custody services, and report the equity custody information of the Bank to the banking regulatory authority of the State Council in accordance with relevant regulations. Aforementioned requirements shall not be applicable to the authorized depository companies for overseas listed shares.</p>

Current Articles of Association	Amended Articles of Association
Section 3 Transfer and Pledge of Shares	
<p>Article 40 The shares held by the shareholders of the Bank shall not be surrendered, but may be transferred, inherited and gifted in accordance with the relevant management rules of the Bank. The qualification and shareholding percentage of the holders (transferee) of the transferred shares of the Bank shall comply with the requirements of the banking regulatory authorities under the State Council regarding the investment in rural commercial banks, and the total shares held by them and the percentage and manner of their shareholding must comply with the relevant provisions of the Articles of Association. Substantial shareholders who intend to transfer the shares of the Bank shall inform the Board of Directors of the Bank in advance. Where a shareholder who has materially violated his/her fiduciary duties and caused imprudent operations in the Bank and its investees or subsidiaries, or directly or indirectly violated the regulations on the maximum shareholding, or whose qualification do not meet regulatory requirements, the Board of Directors shall be entitled to impose restriction on the rights of the shareholder or demand the shareholder to transfer his/her shares.</p>	<p>Article 40 The shares held by the shareholders of the Bank shall not be surrendered, but may be transferred, inherited and gifted in accordance with the relevant management rules of the Bank. The qualification and shareholding percentage of the holders (transferee) of the transferred shares of the Bank shall comply with the requirements of the banking regulatory authorities under the State Council regarding the investment in rural commercial banks, and the total shares held by them and the percentage and manner of their shareholding must comply with the relevant provisions of the Articles of Association. Substantial shareholders who intend to transfer the shares of the Bank shall inform the Board of Directors of the Bank in advance. Where a shareholder who has materially violated his/her fiduciary duties and caused imprudent operations in the Bank and its investees or subsidiaries, or directly or indirectly violated the regulations on the maximum shareholding, or whose qualification do not meet regulatory requirements, the Board of Directors shall be entitled to impose restriction on the rights of the shareholder or demand the shareholder to transfer his/her shares.</p>
<p>Domestic shareholders intending to transfer their domestic shares shall report to the Board of Directors or the equity management institution for approval beforehand, and the relevant matters shall be approved by the regulatory authorities before formalizing with the transferee. The relevant matters shall be reported to the regulatory authorities in accordance with relevant requirements.</p> <p>When the people’s court orders the mandatory transfer of shares by shareholders of the Bank, the shareholders (including the successors of such shareholders) shall notify the Bank 30 days before the transfer or possible transfer, and the Bank will verify the transfer in accordance with the above regulations.</p>	<p>The Bank has established substantial shareholders commitment management system and substantial shareholders commitment file, regularly evaluates the performance of substantial shareholders’ commitments, and reports the results to the banking regulatory authority under the State Council or its local offices. The substantial shareholders shall, in accordance with the relevant laws, regulations and regulatory requirements, truthfully make undertakings, earnestly fulfill the undertakings, and actively cooperate with the Bank, the banking regulatory authority under the State Council or its local offices to carry out the management and evaluation of shareholders’ undertakings.</p> <p>The Board of Directors of the Bank is responsible for the management of the commitments made by substantial shareholders, and for determining the performance of the commitments made by substantial shareholders. For shareholders who breach their undertakings, the Board may take corresponding restrictive measures, which shall be implemented after being considered and approved at the general meeting, and the relevant shareholders or shareholder representatives shall abstain from voting. The restrictive measures include but not limited to the exercise of the right to request the convening of the general meeting, the right to vote, nominate, propose and dispose of by the relevant shareholders.</p>

Current Articles of Association	Amended Articles of Association
	<p>Domestic shareholders intending to transfer their domestic shares shall report to the Board of Directors or the equity management institution for approval beforehand, and the relevant matters shall be approved by the regulatory authorities before formalizing with the transferee. The relevant matters shall be reported to the regulatory authorities in accordance with relevant requirements.</p> <p>When the people’s court orders the mandatory transfer of shares by shareholders of the Bank, the shareholders (including the successors of such shareholders) shall notify the Bank 30 days before the transfer or possible transfer, and the Bank will verify the transfer in accordance with the above regulations.</p>
<p>Chapter 5 Shares Certificate and Share Register</p>	
<p>Article 65 A shareholder of the Bank shall have the following obligations:</p> <p>(I) to abide by the laws, regulations, regulatory provisions and the Articles of Association;</p> <p>(II) to pay the share capital as determined by the number of shares subscribed for and by the method of capital contribution;</p> <p>(III) not to return the shares to the Bank except for the purpose of abiding by the requirements of the laws, regulations or regulatory provisions;</p> <p>(IV) to maintain the interests and reputation of the Bank and support the Bank to carry out various business activities according to the laws;</p> <p>(V) to comply with and implement any resolutions of a general meeting;</p> <p>(VI) in the case of a corporate shareholder of the Bank, to report in writing to the Board in a timely, truthful and complete manner information about its related party relationship with other shareholders and its shareholdings in other commercial banks;</p> <p>(VII) in the case of a corporate shareholder of the Bank, if there have been any material changes with respect to the legal representative, company name, registered address, business scope or affiliation of such company or if the company is dissolved, deregistered, consolidated with or merged into another company, such corporate shareholder shall inform the Bank in writing within 30 days;</p>	<p>Article 65 A shareholder of the Bank shall have the following obligations:</p> <p>(I) to abide by the laws, regulations, regulatory provisions and the Articles of Association;</p> <p>(II) to pay the share capital as determined by the number of shares subscribed for and by the method of capital contribution;</p> <p>(III) not to return the shares to the Bank except for the purpose of abiding by the requirements of the laws, regulations or regulatory provisions;</p> <p>(IV) to maintain the interests and reputation of the Bank and support the Bank to carry out various business activities according to the laws;</p> <p>(V) to comply with and implement any resolutions of a general meeting;</p> <p>(VI) to invest in the Bank with legitimate self-owned funds other than the non-self-owned funds such as entrusted funds and debt funds, unless otherwise provided by laws, regulations or regulatory systems;</p> <p>(VII) to truthfully inform the Bank of the information of financial information, shareholding structure, source of capital contribution, controlling shareholders, de facto controllers, related parties, parties acting in concert, ultimate beneficiaries and investment in other financial institutions in accordance with laws, regulations and regulatory provisions. The proportion of shareholding and the number of shareholding institutions shall comply with the regulatory requirements, and shall not entrust others or accept entrust to hold the shares of the Bank, unless otherwise provided by laws, regulations or regulatory systems;</p>

Current Articles of Association	Amended Articles of Association
<p>(VIII) in the event that the capital adequacy ratio of the Bank is lower than the legal requirements or the lowest standard as required by the banking regulatory and administrative authorities under the State Council, the shareholder shall support the measures of increasing the capital adequacy ratio proposed by the Board of Directors;</p> <p>(IX) in case of liquidity difficulties encountered by the Banks, the shareholders who have borrowings from the Banks should immediately repay the borrowings which fall due and the outstanding borrowings in advance;</p> <p>(X) not to harm the interests of the Bank or its shareholders by abusing its rights as a shareholder; not to harm the interests of the creditors of the Bank by abusing the independence status of the legal entity of the Bank and the limited liabilities of the shareholders;</p>	<p>(VIII) if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders, the relevant shareholders shall promptly notify the Bank in writing of such changes in accordance with the laws, regulations and regulatory requirements;</p> <p>(IX) in the event of a merger or division of shareholders, being ordered to suspend business for rectification, designated custody, takeover or cancellation, or the shareholders are in the process of dissolution, liquidation or bankruptcy, or there are changes in their legal representatives, company name, business premises, business scope and other material matters, they shall notify the Bank in writing in a timely manner in accordance with laws, regulations and regulatory requirements;</p> <p>(X) in the event that the capital adequacy ratio of the Bank is lower than the legal requirements or the lowest standard as required by the banking regulatory and administrative authorities under the State Council, the shareholder shall support the measures of increasing the capital adequacy ratio proposed by the Board of Directors;</p>
<p>(XI) the major shareholders shall support the Board of Directors of the Bank to formulate reasonable capital planning, make long-term commitments of the capital replenishment to the Bank in writing, replenish capital for the Bank when necessary, and that commitments shall become a part of the capital planning of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, a capital replenishment plan shall be formulated, including increasing core capital, to meet the regulatory capital adequacy ratio within the time limit. Under such circumstances, substantial shareholders shall not obstruct the capital injection by other shareholders or the participation of new qualified shareholders;</p> <p>(XII) shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders' general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p>	<p>(XI) in case of liquidity difficulties encountered by the Banks, the shareholders who have borrowings from the Banks should immediately repay the borrowings which fall due and the outstanding borrowings in advance;</p> <p>(XII) the shareholders and their controlling shareholder and de facto controllers shall not harm the legitimate rights and interests of the Bank, other shareholders and stakeholders by abusing their rights or taking advantage of its affiliate relationship; shall not interfere with the decision-making power and management rights of the Board of Directors and senior management according to the Articles of Association, and shall not bypass the Board of Directors and senior management to directly interfere with the operation and management of the Bank;</p>

Current Articles of Association	Amended Articles of Association
<p>(XIII) for a shareholder that makes any false statement, abuses shareholders’ rights or otherwise damages the interests of the Bank, the banking regulatory authority of the State Council may restrict or prohibit connected transactions between the Bank and the shareholder, restrict the limit of equity held in Bank, and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders’ general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(XIV) other obligations as required by the laws, regulations and the Articles of Association. Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription. Liquidity difficulties mentioned in item (IX) of this Article shall be determined according to laws and regulations. In the event of the absence of relevant provisions in laws and regulations, it shall be determined by the Board of Directors.</p>	<p>(XIII) where the shares of the Bank held by shareholders are involved in litigation, arbitration, or subject to legal enforcement measures, pledges or pledges release, the shareholders shall inform the Bank in writing of the relevant information in a timely manner in accordance with the laws, regulations and regulatory requirements;</p> <p>(XIV) where shareholders who transfer or pledge their shares in the Bank or conduct related party transactions with the Bank, they shall comply with laws, regulations and regulatory requirements, and shall not prejudice the interests of other shareholders and the Bank;</p> <p>(XV) in case of risk events or major violations of the Bank, shareholders shall cooperate with the regulatory authorities to carry out investigation and risk disposal;</p> <p>(XVI) the major shareholders shall support the Board of Directors of the Bank to formulate reasonable capital planning, make long-term commitments of the capital replenishment to the Bank in writing, replenish capital for the Bank when necessary, and that commitments shall become a part of the capital planning of the Bank, so that the capital of the Bank can meet the regulatory requirements on an on-going basis. If the capital of the Bank fails to meet the regulatory requirements, a capital replenishment plan shall be formulated, including increasing core capital, to meet the regulatory capital adequacy ratio within the time limit. Under such circumstances, substantial shareholders shall not obstruct the capital injection by other shareholders or the participation of new qualified shareholders;</p>

Current Articles of Association	Amended Articles of Association
	<p>(XVII) shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a shareholders’ general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(XVIII) for a shareholder that makes any false statement, abuses shareholders’ rights or otherwise damages the interests of the Bank, the banking regulatory authority of the State Council may restrict or prohibit connected transactions between the Bank and the shareholder, restrict the limit of equity held in Bank, and equity pledge ratio, etc., and restrict his/her right to request convening of a shareholders’ general meeting, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;</p> <p>(XIX) other obligations as required by the laws and regulations, regulatory requirements and the Articles of Association.</p> <p>Shareholders shall not be liable for making any additional contribution to the share capital of the Bank other than according to the terms agreed by the subscriber of the share at the time of subscription. Liquidity difficulties mentioned in item (XI) of this Article shall be determined according to laws and regulations. In the event of the absence of relevant provisions in laws and regulations, it shall be determined by the Board of Directors.</p> <p>In the event of a major risk event of the Bank, the Bank will adopt an appropriate loss absorption and risk resistance mechanism in accordance with the provisions of relevant laws and regulations and the recovery and disposal plans formulated by the Bank, and shareholders shall actively support it.</p>
<p>Article 66 The shareholders (especially the substantial shareholders) shall be restricted from voting in shareholders’ general meetings and meetings of the Board of Directors, respectively, if the credit extended by the Bank to the shareholders is overdue. The aforementioned situation shall be recorded in minutes of shareholders’ general meetings and meetings of the Board of Directors.</p> <p>Where shareholders fail to repay the Bank any loans overdue, the Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the liquidation process of the Bank shall also be used in priority for the repayment of the outstanding loans of the Bank.</p>	<p>Article 66 The shareholders (especially the substantial shareholders) shall be restricted from voting in shareholders’ general meetings and Directors he/she nominated or appointed shall be restricted from voting in meetings of the Board of Directors when the Bank’s credit facilities are overdue. The aforementioned situation shall be recorded in minutes of shareholders’ general meetings and meetings of the Board of Directors.</p> <p>Where shareholders fail to repay the Bank any loans overdue, the Bank shall have the right to withhold the dividends of such shareholders as the repayment of their overdue loans. Any assets to be distributed to such shareholders in the liquidation process of the Bank shall also be used in priority for the repayment of the outstanding loans of the Bank.</p>

Current Articles of Association	Amended Articles of Association
Chapter 6 Shareholders and Shareholders' General Meetings	
Section 2 General Provisions of the Shareholders' General Meetings	
<p>Article 72 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(I) to decide on business policies and investment plans of the Bank;</p> <p>(II) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors;</p> <p>(III) to consider and approve reports prepared by the Board of Directors;</p> <p>(IV) to consider and approve reports prepared by the Board of Supervisors;</p> <p>(V) to consider and approve annual budgets and final accounts;</p> <p>(VI) to consider and approve profit distribution plans and plans for making up for losses of the Bank;</p> <p>(VII) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p>(VIII) to adopt resolutions on the issuance of corporate bonds or other securities of the Bank and the listing thereof;</p> <p>(IX) to adopt resolutions on the merger, division, dissolution, liquidation or change of the form of the Bank;</p> <p>(X) to amend the Articles of Association;</p>	<p>Article 72 The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:</p> <p>(I) to decide on business policies and investment plans of the Bank;</p> <p>(II) to elect and replace non-employee directors and supervisors and decide the remuneration of relevant directors and supervisors;</p> <p>(III) to consider and approve reports prepared by the Board of Directors;</p> <p>(IV) to consider and approve reports prepared by the Board of Supervisors;</p> <p>(V) to consider and approve annual budgets and final accounts;</p> <p>(VI) to consider and approve profit distribution plans and plans for making up for losses of the Bank;</p> <p>(VII) to adopt resolutions concerning the increase and reduction of the registered capital of the Bank;</p> <p>(VIII) to adopt resolutions on the issuance of corporate bonds or other securities of the Bank and the listing thereof;</p> <p>(IX) to adopt resolutions on the merger, division, dissolution, liquidation or change of the form of the Bank;</p> <p>(X) to amend the Articles of Association;</p>

Current Articles of Association	Amended Articles of Association
<p>(XI) to resolve the appointment, removal and non-reappointment of accounting firm of the Bank;</p> <p>(XII) to consider and approve the annual report of the Bank;</p> <p>(XIII) to consider the issues of fixed asset investment, guarantees, investment, acquisition or disposal of assets, asset mortgage, entrusting other bodies to manage capital or other assets of the Bank as required by the laws, regulations, regulatory provisions, the Article of Association and other internal regulations to be approved by a shareholders’ general meeting, including a single purchase or sale of material assets in an amount exceeding 10% of the latest audited net asset value of the Bank, a single equity investment in an amount exceeding 5% of the net capital of the Bank, or any equity investment that would result in the balance of equity investment exceeding 20% of the net capital of the Bank;</p> <p>(XIV) to consider any proposals submitted by any shareholders who individually or jointly hold 3% or more of the total voting rights shares of the Bank;</p> <p>(XV) to consider and approve any other matters that have significant impacts on the Bank; and</p> <p>(XVI) to consider other matters required by the laws, regulations, regulatory provisions or the Articles of Association to be approved by a shareholders’ general meeting.</p> <p>The matters mentioned above are within the scope of authority of the shareholders’ general meeting and shall be considered and approved by the shareholders’ general meeting. If it is necessary, reasonable and legal, the decision making for these issues can be delegated to the Board of Directors. If the shareholders delegate their decision making to the Board of Directors, the authorization given shall be clear and specific.</p> <p>If the Articles of Association require that matters to be delegated to the Board of Directors are to be adopted by the shareholders’ general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the shareholders’ general meeting. If the Articles of Association requires that matters to be delegated to the Board of Directors are to be adopted by the shareholders’ general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the shareholders’ general meeting.</p>	<p>(XI) to resolve the appointment, removal and non-reappointment of accounting firm that conducts regular statutory audits of the Bank’s financial reports;</p> <p>(XII) to consider and approve the annual report of the Bank;</p> <p>(XIII) to consider and approve the procedural rules of shareholders’ general meetings, the meetings of Board of Directors and Board of Supervisors;</p> <p>(XIV) to consider and approve the share option incentive plan;</p> <p>(XV) to adopt resolutions on the acquisition of shares of the Bank in accordance with laws;</p> <p>(XVI) to consider the issues of fixed asset investment, guarantees, investment, acquisition, disposal or write-off of assets, asset mortgage, entrusting other bodies to manage capital or other assets of the Bank as required by the laws and regulations, regulatory provisions, the Article of Association and other internal regulations to be approved by a shareholders’ general meeting, including a single purchase or sale of material assets in an amount exceeding 10% of the latest audited net asset value of the Bank, a single equity investment in an amount exceeding 5% of the net capital of the Bank, or any equity investment that would result in the balance of equity investment exceeding 20% of the net capital of the Bank;</p> <p>(XVII) to consider any proposals submitted by any shareholders who individually or jointly hold 3% or more of the total voting rights shares of the Bank;</p> <p>(XVIII) to consider and approve any other matters that have significant impacts on the Bank; and</p> <p>(XIX) to consider and approve other matters required by the laws and regulations, regulatory provisions or the Articles of Association to be approved by a shareholders’ general meeting.</p> <p>The functions and powers of the general meeting prescribed by the Company Law and Article 18 of the Corporate Governance Standards for Banking and Insurance Institutions shall not be delegated to the Board, other institutions or individuals.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 73 A shareholders’ general meeting shall be convened by the Board of Directors. Shareholders’ general meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months from the end of the previous financial year. The decision to convene an extraordinary general meeting shall be reported in writing to the banking regulatory authority under the State Council for the record.</p> <p>An extraordinary general meeting shall be convened by the Board of Directors within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the number required by the Company Law or less than 2/3 of the number required by the Articles of Association;</p> <p>(II) the outstanding losses of the Bank has reached 1/3 of the contributed total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares have requested in writing to convene such meeting;</p> <p>(IV) when the Board of Directors deems it necessary to convene such meeting;</p> <p>(V) when the Board of Supervisors suggests to convene such meeting;</p> <p>(VI) in other circumstances as provided for in the laws, regulations, regulatory provisions or the Articles of Association.</p> <p>For item (II) above, the time limit for convening an extraordinary general meeting shall be calculated from the date on which the Bank becomes aware of the occurrence of the event.</p> <p>For item (III) above, the number of shares held shall be calculated as of the date of request in writing made by the shareholders.</p>	<p>Article 73 A shareholders’ general meeting shall be convened by the Board of Directors. Shareholders’ general meetings consist of annual general meetings and extraordinary general meetings. Annual general meeting shall be held once a year and shall be held within six months from the end of the previous financial year. The decision to convene an extraordinary general meeting shall be reported in writing to the banking regulatory authority under the State Council for the record.</p> <p>An extraordinary general meeting shall be convened by the Board of Directors within two months of the date of the occurrence of any of the following events:</p> <p>(I) the number of directors is less than the number required by the Company Law or less than two-thirds of the number required by the Articles of Association;</p> <p>(II) the outstanding losses of the Bank has reached one-third of the contributed total amount of the share capital of the Bank;</p> <p>(III) the shareholders who individually or jointly hold more than 10% of the total voting rights shares have requested in writing to convene such meeting;</p> <p>(IV) when the Board of Directors deems it necessary to convene such meeting;</p> <p>(V) when the Board of Supervisors suggests to convene such meeting;</p> <p>(VI) when more than half and not less than two of independent Directors proposed; and</p> <p>(VII) in other circumstances as provided for in the laws and regulations, regulatory provisions or the Articles of Association.</p> <p>For item (II) above, the time limit for convening an extraordinary general meeting shall be calculated from the date on which the Bank becomes aware of the occurrence of the event.</p> <p>For item (III) above, the number of shares held shall be calculated as of the date of request in writing made by the shareholders.</p>
<p>Article 74 If the Bank is unable to convene the annual general meeting within a required period, it shall report to the banking regulatory authority under the State Council and provide reasons of postponement.</p>	<p>Article 74 If the Bank is unable to convene the annual general meeting or extraordinary general meeting within a required period, it shall report in writing to the banking regulatory authority under the State Council and provide reasons of postponement.</p>
<p>Article 75 The shareholders’ general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate the participation of shareholders in shareholders’ general meetings by various means and channels on condition that the meetings shall be held legally and validly. A shareholder who participated in a shareholders’ general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>	<p>Article 75 The shareholders’ general meeting shall be held at the domicile of the Bank or such other place as specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting of the Bank shall have a meeting place for convening the onsite meetings. The Bank shall facilitate a safe, economical and convenient network or adopt other means to provide convenience for minority shareholders to attend the general meeting on condition that the meetings shall be held legally and validly. A shareholder who participated in a shareholders’ general meeting in the aforesaid manners shall be deemed to have been present at the meeting.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 76 The Bank shall appoint lawyers for attestation at the shareholders’ general meeting and provide legal opinions and issue announcements in respect of the following matters:</p> <p>(I) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and the Articles of Association;</p> <p>(II) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(III) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</p> <p>(IV) legal opinions on other relevant issues as requested by the Bank.</p>	<p>Article 76 The Bank can appoint lawyers for attestation at the shareholders’ general meeting and provide legal opinions and issue announcements in respect of the following matters:</p> <p>(I) whether the procedures for convening and holding the meeting are in compliance with the laws, administrative rules and the Articles of Association;</p> <p>(II) whether the qualifications of the attendees and convener are legal and valid;</p> <p>(III) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</p> <p>(IV) legal opinions on other relevant issues as requested by the Bank.</p>
<p>Section 4 Proposals and Notices of Shareholders’ General Meetings</p>	
<p>Article 87 Where the Bank convenes a shareholders’ general meeting, a written notice shall be given 20 business days prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting. When the Bank is to convene an extraordinary general meeting, a written notice shall be given 10 business days or 15 days (whichever is longer) prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting.</p>	<p>Article 87 Where the Bank convenes an annual general meeting, a written notice shall be given twenty-one days prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting. When the Bank is to convene an extraordinary general meeting, a written notice shall be given fifteen days prior to the date of the meeting to notify all the shareholders whose names appear on the register of shareholders of the issues to be considered at the meeting, and the date and venue of the meeting.</p>
<p>Article 88 In accordance with relevant regulations, the Bank may convene a shareholders’ general meeting after issuing a notice of shareholders’ general meeting. Such notice shall be published in a newspaper in compliance with the relevant requirements. Matters not included in the notice shall not be deliberated at the extraordinary general meeting.</p>	<p>Article 88 In accordance with relevant regulations, the Bank may convene a shareholders’ general meeting after issuing a notice of shareholders’ general meeting. Such notice shall be published in a newspaper in compliance with the relevant requirements. Matters not included in the notice shall not be deliberated at the shareholders’ general meeting.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 89 The notice of a shareholders’ general meeting shall:</p> <p>(I) be in writing;</p> <p>(II) specify the venue, date, time and duration of the meeting;</p> <p>(III) set out the matters for deliberation at the meeting;</p> <p>(IV) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided;</p> <p>(V) if any directors, supervisors, or other senior management have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, and senior management in their capacity as shareholders different from the effect on other shareholders of the same class, an explanation shall be made in respect of such difference;</p> <p>(VI) contain the full text of any special resolutions intended to be adopted at the meeting;</p> <p>(VII) contain a clear statement that all shareholders are entitled to attend the shareholders’ general meeting or appoint a proxy to attend and vote at such a meeting in writing and that such proxy needs not to be a shareholder;</p> <p>(VIII) specify the time and venue for delivering the proxy form for the voting proxy for the meeting;</p> <p>(IX) specify the equity registration date of the shareholders entitled to attend the shareholders’ general meeting;</p> <p>(X) contain the name and telephone number of the contact person for the meeting;</p> <p>(XI) other requirements stipulated by laws, regulations, regulatory provisions and the Articles of Association.</p> <p>The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank are listed. Once the equity registration date is determined, it shall not be amended. The notice and supplementary notice in relation to the shareholders’ general meeting shall fully and completely disclose all specific details of each proposal. In the event that the opinions of the independent directors are sought for the matters to be discussed at the shareholders’ general meeting, the opinions and reasons of the independent directors shall also be disclosed in the shareholders’ general meeting notice and supplementary notice.</p>	<p>Article 89 The notice of a shareholders’ general meeting shall:</p> <p>(I) be in writing;</p> <p>(II) specify the venue, date, time and duration of the meeting;</p> <p>(III) set out the matters for deliberation at the meeting;</p> <p>(IV) provide shareholders with such information and explanation as necessary for them to make informed decisions in respect of the matters to be discussed; this means (but not limited to): when any merger, share repurchase, share capital restructuring or other restructuring proposals raised by the Bank is involved, the detailed conditions and contract (if any) for the contemplated transactions and any explanations as to the cause and effect of such contemplated transactions shall be provided;</p> <p>(V) if any directors, supervisors, or other senior management have any material interest in the matters to be discussed, the nature and extent of such interest shall be disclosed; if the matters to be discussed have an effect on such directors, supervisors, and senior management in their capacity as shareholders different from the effect on other shareholders of the same class, an explanation shall be made in respect of such difference;</p> <p>(VI) contain the full text of any special resolutions intended to be adopted at the meeting;</p> <p>(VII) contain a clear statement that all shareholders are entitled to attend the shareholders’ general meeting or appoint a proxy to attend and vote at such a meeting in writing and that such proxy needs not to be a shareholder;</p> <p>(VIII) specify the time and venue for delivering the proxy form for the voting proxy for the meeting;</p> <p>(IX) specify the equity registration date of the shareholders entitled to attend the shareholders’ general meeting;</p> <p>(X) contain the name and telephone number of the contact person for the meeting;</p> <p>(XI) other requirements stipulated by laws, regulations, regulatory provisions and the Articles of Association.</p> <p>The interval between the equity registration date and the meeting shall comply with the requirements of the regulatory authority of the place where the securities of the Bank are listed. Once the equity registration date is determined, it shall not be amended.</p>

Current Articles of Association	Amended Articles of Association
Section 5 Holding of Shareholders' General Meetings	
<p>Article 92 The general procedures for nomination and election of directors are as follows: (I) subject to the size of the Board of Directors prescribed by the Articles of Association, a list of candidates for directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors in accordance with the number of Directors required to be elected. Shareholders individually or jointly holding 3% or more of the total issued voting shares of the Bank may also nominate candidates for directors to the Board of Directors; </p>	<p>Article 92 The general procedures for nomination and election of directors are as follows: (I) subject to the size of the Board of Directors prescribed by the Articles of Association, shareholders individually or jointly holding 3% or more of the total voting shares of the Bank and Nomination and Remuneration Committee of the Board of Directors shall have the right to propose candidates for non-independent directors in accordance with the number of Directors required to be elected; The Nomination and Remuneration Committee of the Board of Directors shall avoid being affected by shareholders and exercise the right to nominate directors independently and prudently.</p>
<p>Article 93 The nomination and election procedures of supervisors are as follows: (IV) the Board of non-employee representative Supervisors shall disclose, in accordance with the laws, regulations and the Articles of Association, detailed information of the candidates for supervisors to shareholders before the shareholders' general meeting is convened to ensure shareholders will have a sufficient understanding of the candidates before voting; </p>	<p>Article 93 The nomination and election procedures of supervisors are as follows: (IV) the Board of Supervisors shall disclose, in accordance with the laws, regulations and the Articles of Association, detailed information of the candidates for non-employee representative supervisors to shareholders before the shareholders' general meeting is convened to ensure shareholders will have a sufficient understanding of the candidates before voting; </p>
<p>Article 97 The shareholders' general meeting of the Bank shall be convened in the form of a physical meeting. Votes may be cast at an extraordinary general meeting by ways of correspondence, telephone conference or online poll when necessary.</p>	<p>Combining with Article 75</p>

Current Articles of Association	Amended Articles of Association
<p>Article 98 An individual shareholder attending the meeting in person shall present his/her identification documents or other valid certificate bearing evidence of his/her identity or share certificate; a proxy attending the meeting on behalf of an individual shareholder shall present his/her valid identification documents, copy of shareholder’s identification documents, power of attorney of the shareholder and share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. The legal representative attending the meeting shall present his/her own identification documents, valid certificate bearing evidence of his/her qualifications as a legal representative and share certificate; a proxy attending the meeting on behalf of the legal representative shall present his/her identification documents, power of attorney lawfully issued by the legal representative of the corporate shareholder and share certificate. Shareholders, who are recognized clearing houses or agents thereof, may authorize one or more persons as their proxies as they deem appropriate to act on their behalf at any shareholders’ general meeting or class meeting. However, in the event that more than one person is authorized, the power of attorney shall specify the number and class of shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its agent) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were a shareholder of the Bank.</p>	<p>Article 97 An individual shareholder attending the meeting in person shall present his/her identification documents or other valid certificate bearing evidence of his/her identity or share certificate; a proxy attending the meeting on behalf of an individual shareholder shall present his/her valid identification documents, copy of shareholder’s identification documents, power of attorney of the shareholder and share certificate.</p> <p>A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. The legal representative attending the meeting shall present his/her own identification documents, valid certificate bearing evidence of his/her qualifications as a legal representative and share certificate; a proxy attending the meeting on behalf of the legal representative shall present his/her identification documents, power of attorney lawfully issued by the legal representative of the corporate shareholder and share certificate (other than recognized clearing houses or agents thereof). Shareholders, who are recognized clearing houses or agents thereof, may authorize one or more persons as their proxies as they deem appropriate to act on their behalf at any shareholders’ general meeting or class meeting. However, in the event that more than one person is authorized, the power of attorney shall specify the number and class of shares with respect to such persons so authorized. The power of attorney shall be executed by a person authorized by such recognized clearing house. The person so authorized may attend the meeting and exercise any rights on behalf of such recognized clearing house (or its agent) (without producing any share certificate, notarized power of attorney and/or further evidence to prove that the person has been so authorized) as if such person were a shareholder of the Bank.</p>
<p>Article 100 The power of attorney for voting shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting. Where the principal is a legal person, its legal representative or a person authorized by its Board of Directors or other decision-making body shall attend the shareholders’ general meeting of the Bank.</p>	<p>Article 99 The power of attorney for voting shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least forty-eight hours prior to the meeting at which the proxy is authorized to vote or forty-eight hours before the scheduled voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the domicile of the Bank or such other place as specified in the notice of the meeting. Where the principal is a legal person, its legal representative or a person authorized by its Board of Directors or other decision-making body shall attend the shareholders’ general meeting of the Bank.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 111 The convener shall ensure the meeting minutes are true, accurate and complete. The attending directors and supervisors, secretary of the Board of Directors, the convener or representative thereof and the presider of the meeting shall sign the meeting minutes. The meeting minutes, the signature list of shareholders attending the meeting and the power of attorney for attendance by proxy, the valid information relating to the voting shall be kept by the Bank for at least ten years.</p>	<p>Article 110 The convener shall ensure the meeting minutes are true, accurate and complete. The attending directors and supervisors, secretary of the Board of Directors, the convener or representative thereof and the presider of the meeting shall sign the meeting minutes. The meeting minutes, the signature list of shareholders attending the meeting and the power of attorney for attendance by proxy, the valid information relating to the voting shall be kept by the Bank perpetually.</p>
Section 6 Voting Procedures and Resolutions of Shareholders' General Meetings	
<p>Article 117 The following matters shall be approved by special resolutions of shareholders' general meeting:</p> <p>(I) an increase or reduction in the registered capital and the issue of any class of shares, warrants and other securities of the Bank;</p> <p>(II) the issue and listing of bonds or other securities of the Bank;</p> <p>(III) the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;</p> <p>(IV) the purchase or sale of single material asset that exceed 10% of the latest audited net assets of the Bank;</p> <p>(V) amendment to the Articles of Association;</p> <p>(VI) equity incentive plans; and</p> <p>(VII) other matters required to be approved by special resolution in accordance with the laws, regulations, regulatory requirements or the Articles of Association, or by ordinary resolution of shareholders' general meeting as the matters are significantly important to the Bank.</p>	<p>Article 116 The following matters shall be approved by special resolutions of shareholders' general meeting:</p> <p>(I) an increase or reduction in the registered capital and the issue of any class of shares, warrants and other securities of the Bank;</p> <p>(II) the issue and listing of bonds or other securities of the Bank;</p> <p>(III) the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;</p> <p>(IV) the purchase or sale of single material asset that exceed 10% of the latest audited net assets of the Bank;</p> <p>(V) amendment to the Articles of Association of the Bank;</p> <p>(VI) the dismissal of independent directors;</p> <p>(VII) the consideration and approval of equity incentive plans; and</p> <p>(VIII) other matters required to be approved by special resolution in accordance with the laws and regulations, regulatory requirements or the Articles of Association, or by ordinary resolution of shareholders' general meeting as the matters are significantly important to the Bank.</p>
<p>Article 126 Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and his proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by lawyers, representatives of shareholders, representatives of supervisors and other relevant persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>	<p>Article 125 Before a proposal is put to vote at a shareholders' general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder has a material interest in the matter to be considered, the shareholder and his proxy shall neither count the votes nor act as the scrutineer.</p> <p>During the voting process of a shareholders' general meeting, the vote count and examination of the poll shall be conducted according to the Hong Kong Listing Rules, and carried out together by representatives of shareholders, representatives of supervisors and other relevant persons appointed according to the Hong Kong Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.</p>

Current Articles of Association	Amended Articles of Association
Chapter 7 Special Procedures for Voting by a Certain Class of Shareholders	
<p>Article 132 The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a shareholders' general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with Articles 134 to 138.</p>	<p>Article 131 The Bank's proposal to amend or abrogate the rights of class shareholders shall be subject to approval by way of a special resolution at a shareholders' general meeting and approval by the shareholders of the class so affected at a class meeting convened in accordance with Articles 133 to 137.</p>
<p>Article 134 In relation to the matters mentioned in (II) to (VIII), (XI) and (XII) of Article 133, affected class shareholder, no matter if he has voting right at a shareholders' general meeting or not, shall be entitled to vote at the class meeting. However, interested shareholders shall not be entitled to vote at class meeting.</p> <p>Interested shareholders mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) in case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 34 of the Articles of Association, a controlling shareholder within the meaning defined in Article 325 of the Articles of Association;</p> <p>(II) in case of a repurchase by the Bank of shares by an off-market agreement outside of the stock exchange under Article 34 of the Articles of Association, a shareholder to whom the proposed agreement relates;</p> <p>(III) in case of a restructuring of the Bank, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of other shareholders of that class.</p>	<p>Article 133 In relation to the matters mentioned in (II) to (VIII), (XI) and (XII) of Article 132, affected class shareholder, no matter if he has voting right at a shareholders' general meeting or not, shall be entitled to vote at the class meeting. However, interested shareholders shall not be entitled to vote at class meeting.</p> <p>Interested shareholders mentioned in the preceding paragraph shall have the meaning as follows:</p> <p>(I) in case of a repurchase by the Bank of shares by pro rata offers to all shareholders or public dealing on the stock exchange according to Article 34 of the Articles of Association, a controlling shareholder within the meaning defined in Article 322 of the Articles of Association;</p> <p>(II) in case of a repurchase by the Bank of shares by an off-market agreement outside of the stock exchange under Article 34 of the Articles of Association, a shareholder to whom the proposed agreement relates;</p> <p>(III) in case of a restructuring of the Bank, a shareholder within a class who bears less than a proportionate burden imposed on that class under the proposed restructuring or who has an interest in the proposed restructuring different from the interest of other shareholders of that class.</p>
<p>Article 135 Resolutions of a class meeting shall be passed by votes representing 2/3 or more of the voting rights of shareholders of that class attending the class meeting in accordance with Article 134.</p>	<p>Article 134 Resolutions of a class meeting shall be passed by votes representing two-thirds or more of the voting rights of shareholders of that class attending the class meeting in accordance with Article 133.</p>
Chapter 9 Board of Directors	
Section 1 Directors	
<p>Article 141 Directors of the Bank are natural persons and shall not be required to hold shares of the Bank. The directors shall possess the requisite qualifications stipulated by laws, regulations and requirements of the banking regulatory authority of the State Council.</p> <p>Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). An executive director means a director holding other senior operation and management positions in addition to holding directorship of the Bank. A non-executive director means a director of the Bank who does not hold an operation and management position.</p>	<p>Article 140 Directors of the Bank are natural persons and shall not be required to hold shares of the Bank. The directors shall possess the requisite qualifications stipulated by laws, regulations and requirements of the banking regulatory authority of the State Council.</p> <p>Directors of the Bank are composed of executive directors and non-executive directors (including independent directors). An executive director means a director assuming the responsibilities of senior management in addition to holding directorship of the Bank. A non-executive director means a director of the Bank who does not hold any position in the Bank other than that of a director and does not assume the responsibilities of senior management.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 143 Directors shall be elected or replaced at a shareholders’ general meeting. The term of office of the directors shall be 3 years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of the director’s term of office, the shareholders’ general meeting shall not dismiss any director without any reason.</p> <p>The term of office of a director shall commence from the date on which directorship of the said director was confirmed by the banking regulatory authority of the State Council to the expiry of the current term of the Board of Directors.</p> <p>A director shall work in the Bank for at least 15 workdays every year.</p> <p>A written notice of intent to nominate a candidate to become a director of the Bank, together with the candidate’s consent to such nomination and relevant written materials of the candidate’s information, shall be given to the Bank no earlier than the day after the issue of the notice of the shareholders’ general meeting, but no later than 7 days before such meeting. The time period given by the Bank for the submission of the aforesaid notices and documents by the nominators and candidates shall not be less than 7 days (from the next day after the issue of the notice of the shareholders’ general meeting).</p> <p>Subject to the relevant laws, regulations and regulatory requirements, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). Where re-election is not carried out promptly after a director’s term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations, regulatory requirements and the Articles of Association.</p>	<p>Article 142 Directors shall be elected or replaced at a shareholders’ general meeting. The term of office of the directors shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office. Before the expiry of the director’s term of office, the shareholders’ general meeting shall not dismiss any director without any reason.</p> <p>The term of office of a director shall commence from the date on which directorship of the said director was confirmed by the banking regulatory authority of the State Council to the expiry of the current term of the Board of Directors.</p> <p>A director shall work in the Bank for at least 15 workdays every year.</p> <p>A written notice of intent to nominate a candidate to become a director of the Bank, together with the candidate’s consent to such nomination and relevant written materials of the candidate’s information, shall be given to the Bank no earlier than the day after the issue of the notice of the shareholders’ general meeting, but no later than seven days before such meeting. The time period given by the Bank for the submission of the aforesaid notices and documents by the nominators and candidates shall not be less than seven days (from the next day after the issue of the notice of the shareholders’ general meeting).</p> <p>Subject to the relevant laws, regulations and regulatory requirements, a director whose term of office has not expired may be removed by an ordinary resolution (but such removal shall not cause prejudice to any claim which may be instituted by the director under any contract). Where re-election is not carried out promptly after a director’s term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations, regulatory requirements and the Articles of Association.</p>

Current Articles of Association	Amended Articles of Association
<p>The president or other senior management may concurrently serve as a director, provided that the aggregate number of the directors who concurrently serve as senior management shall not exceed one half of the total number of directors of the Bank and the number of the directors in the Board of Directors who serve as senior management shall be no less than 2.</p> <p>The Board of Directors may comprise employee representative(s) of the Bank. Employee representatives who serve as directors shall become members of the Board of Directors after elected by employee representatives at the staff representative assembly of the Bank, which shall be reported by the Board of Directors to the shareholders' general meeting.</p> <p>The members of the Board of Directors shall have professional knowledge in areas such as finance, accounting, risk management, financial management and financial technology, and the proportion of directors and independent directors with international exposure and management experience may be duly increased.</p> <p>After a director is elected and his/her directorship is approved by the banking regulatory authority of the State Council, the Bank shall enter into an employment contract with such director in a timely manner, which shall specify, among others, rights and duties between the Bank and the director, the term of office of the director, liability of the director due to violation of laws, regulations and his/her responsibilities stipulated by the Articles of Association and compensation on early termination of the said employment contract for any reason by the Bank, in compliance with the laws, regulations and the Articles of Association.</p>	<p>The Board of Directors may comprise employee representative(s) of the Bank. Employee representatives who serve as directors shall become members of the Board of Directors after elected by employee representatives at the staff representative assembly of the Bank, which shall be reported by the Board of Directors to the shareholders' general meeting.</p> <p>The members of the Board of Directors shall have professional knowledge in areas such as finance, accounting, risk management, financial management and financial technology, and the proportion of directors and independent directors with international exposure and management experience may be duly increased.</p> <p>After a director is elected and his/her directorship is approved by the banking regulatory authority of the State Council, the Bank shall enter into an employment contract with such director in a timely manner, which shall specify, among others, rights and duties between the Bank and the director, the term of office of the director, liability of the director due to violation of laws, regulations and his/her responsibilities stipulated by the Articles of Association and compensation on early termination of the said employment contract for any reason by the Bank, in compliance with the laws, regulations and the Articles of Association.</p>

Current Articles of Association	Amended Articles of Association
<p>Addition</p>	<p>Article 143 The directors shall perform the following duties or obligations: (I) to pay continuous attention to the Bank’s business operation and management and to request senior management to provide comprehensive, timely and accurate information on the Bank’s business operation and management or to provide explanations on relevant issues; (II) to attend board meetings on a regular basis, fully examine matters under consideration by the Board of Directors, express their views independently, professionally and objectively, and vote independently on the basis of prudent judgment; (III) to assume responsibilities for resolutions of the Board of Directors; (IV) to supervise the implementation of resolutions of shareholders’ general meetings and the Board of Directors by senior management; (V) to actively participate in trainings organized by the Bank and regulatory authorities understand the rights and obligations of directors, get familiarised with relevant laws and regulations and regulatory provisions, and continue to have the necessary professional knowledge and capabilities required for performing their duties; (VI) to be accountable to the Bank and all shareholders in the performance of their duties and treat all shareholders fairly; (VII) to apply high standards of professional ethics and consider the legitimate interests of stakeholders; (VIII) to be faithful and diligent to the Bank, exercise due diligence and care in the performance of duties and to ensure sufficient time and attention to discharge duties; and (IX) to comply with laws and regulations, regulatory provisions and the Articles of Association of the Bank.</p>
<p>Article 146 A director shall be deemed incapable of carrying out their duties if they fail to attend two consecutive board meetings either personally or by appointing other directors to attend on his/her behalf, and the Board of Directors shall make a proposal to the shareholders’ general meeting to remove such director.</p>	<p>Article 146 A director shall be deemed incapable of carrying out their duties if they fail to attend two consecutive board meetings either personally or by appointing other directors to attend on his/her behalf, and the Board of Directors shall make a proposal to the shareholders’ general meeting to remove such director. Failure to attend more than two-thirds of the physical board meetings in person every year shall not be rated as competent for the year.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 147 A director may resign before his/her term of office expires. He/she shall submit a written resignation to the Board of Directors. The Board of Directors shall disclose such resignation within two days.</p> <p>In the event that a candidate for a director nominated by a shareholder is elected but the shareholder (being the nominator) transfers all of the shares held by him/her before the term of office of such director expires, the director so nominated shall resign.</p> <p>Where the resignation of a director during his/her term of office affects the Bank’s normal operation or causes the number of directors of the Bank’s Board of Directors to fall below the minimum quorum, such director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations and the Articles of Association.</p> <p>The resignation of a director becomes effective when the resignation is submitted to the Board of Directors, unless the circumstances stated above apply.</p>	<p>Article 147 A director may resign before his/her term of office expires. He/she shall submit a written resignation to the Board of Directors. The Board of Directors shall disclose such resignation within two days.</p> <p>In the event that a candidate for a director nominated by a shareholder is elected but the shareholder (being the nominator) transfers all of the shares held by him/her before the term of office of such director expires, the director so nominated shall resign.</p> <p>Where the resignation of a director during his/her term of office affects the Bank’s normal operation or causes the number of directors of the Bank’s Board of Directors to fall below the minimum quorum or two-thirds of the number specified in the Articles of Association, such director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, administrative regulations and the Articles of Association. When the Bank is dealing with the disposal of major risks, directors shall not resign without the approval of the regulatory authorities.</p> <p>The resignation of a director becomes effective when the resignation is submitted to the Board of Directors, unless the circumstances stated above apply.</p> <p>When the number of the directors on the Board of Directors falls below the minimum number stipulated in the Company Law or the minimum number required for voting by the Board of Directors due to the removal of directors by the shareholders’ general meeting or death, the loss of independence and resignation of independent directors, or other circumstances under which directors cannot perform their duties, the powers of the Board of Directors shall be exercised by the shareholders’ general meeting until the number of members of the Board of Directors meets the minimum requirement.</p>
<p>Section 2 Independent Directors</p>	
<p>Article 152 The Bank shall have independent directors. Independent directors refer to directors who do not hold other positions in the Bank other than a directorship and who have no relationship with the Bank or its substantial shareholders that may affect their independent and objective judgment. The number of independent directors shall not be less than one third of the total number of directors.</p>	<p>Article 152 The Bank shall have independent directors. Independent directors refer to directors who do not hold other positions in the Bank other than a directorship and who have no relationship with the Bank, its shareholders or de facto controllers that may affect their independent and objective judgment on the Bank’s affairs. The number of independent directors shall not be less than one third of the total number of directors.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 155 The procedures of nomination and election for independent directors shall follow the principles below: (I) The Nomination and Remuneration Committee of the Board of Directors, shareholders of the Bank who hold more than 1% of the total voting shares of the Bank in issue individually or jointly, and the Board of Supervisors of the Bank may nominate candidates for independent directors to the Board of Directors who shall be elected by the shareholders' general meeting. Shareholders who have nominated candidates for independent directors shall no longer nominate candidates for independent directors; (II) The consent of the nominees shall be obtained prior to the nomination of candidates for independent directors. Qualification of candidates of independent directors, including the independence, expertise, experience and capability, shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors; (III) The appointment of an independent director shall mainly follow the market principle.</p>	<p>Article 155 The procedures of nomination and election for independent directors shall follow the principles below: (I) The Nomination and Remuneration Committee of the Board of Directors, shareholders of the Bank who hold more than 1% of the total voting shares of the Bank in issue individually or jointly, and the Board of Supervisors of the Bank may nominate candidates for independent directors to the Board of Directors who shall be elected by the shareholders' general meeting. Shareholders and their related parties who have nominated candidates for non-independent directors shall no longer nominate candidates for independent directors; (II) The consent of the nominees shall be obtained prior to the nomination of candidates for independent directors. Qualification of candidates of independent directors, including the independence, expertise, experience and capability, shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors; (III) The appointment of an independent director shall mainly follow the market principle.</p>
<p>Article 158 Independent directors shall give statements to the Board of Directors before taking up the office, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence.</p>	<p>Article 158 Independent directors shall give statements to the Board of Directors before taking up the office, ensuring that they have enough time and energy to perform their duties and undertaking that they will perform duties of diligence. An independent director may serve as an independent director in at most five domestic or foreign enterprises concurrently. For banking or insurance institutions with a common independent director, the relevant institutions shall neither be affiliated with each other nor have conflicting interest. Independent directors of the Bank shall not serve in more than two commercial banks at the same time.</p>
<p>Article 159 An independent director shall work for the Bank for no less than 15 working days each year. An independent director may appoint another independent director to attend the board meetings on his/her behalf but shall attend in person at least two thirds of the total number of board meetings each year.</p>	<p>Article 159 An independent director shall work for the Bank for no less than fifteen working days each year. An independent director may appoint another independent director to attend the board meetings on his/her behalf but shall attend in person more than two-thirds of the physical board meetings each year.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 161 The Board of Directors or the Board of Supervisors shall propose at a shareholders’ general meeting to dismiss an independent director in any of the following circumstances:</p> <p>(I) serious dereliction of duty;</p> <p>(II) failure to resign from the position when he/she is no longer qualified to be an independent director due to a change in his/her position;</p> <p>(III) attendance in person of less than two-thirds of the total number of board meetings held within one year;</p> <p>(IV) other circumstances where an independent director is no longer suitable for holding such position as stipulated by the laws, regulations, regulatory requirements and the stock exchanges where the securities of the Bank are listed.</p>	<p>Article 161 The Board of Directors or the Board of Supervisors shall propose at a shareholders’ general meeting to dismiss an independent director in any of the following circumstances:</p> <p>(I) serious dereliction of duty;</p> <p>(II) failure to resign from the position when he/she is no longer qualified to be an independent director due to a change in his/her position;</p> <p>(III) failure to attend in person at least two-thirds of the physical board meetings held within one year;</p> <p>(IV) other circumstances where an independent director is no longer suitable for holding such position as stipulated by the laws and regulations, regulatory requirements and the stock exchanges where the securities of the Bank are listed.</p> <p>If an independent director fails to attend the board meetings in person for three consecutive times, he/she shall be deemed as not performing his/her duties. The Bank shall convene a shareholders’ general meeting within three months to remove him/her and elect a new independent director.</p>
<p>Article 163 An independent director may resign before the expiry of his/her term of office.</p> <p>An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the latest shareholders’ general meetings specifying any circumstances related to the resignation or any facts that he/she believes require the attention of the Bank’s shareholders and creditors.</p> <p>If the number of independent directors in the Board of Directors falls below the quorum after the resignation of an independent director, the resignation of such independent director shall only become effective when a successor has been elected to fill his/her vacancy.</p>	<p>Article 163 An independent director may resign before the expiry of his/her term of office.</p> <p>An independent director who intends to resign shall submit a written resignation to the Board of Directors and shall submit a written declaration at the latest shareholders’ general meetings specifying any circumstances related to the resignation or any facts that he/she believes require the attention of the Bank’s shareholders and creditors.</p> <p>If the number of independent directors in the Board of Directors falls below one-third of the Board of Directors after the resignation of an independent director, the independent director shall continue to perform his duties until the new independent director takes office, except for the resignation and removal due to loss of independence.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 165 Independent directors shall give objective, impartial and independent opinions on the matters discussed at board meetings, and shall give opinions on the following matters:</p> <p>(I) the legitimacy and fairness of major related-party transactions;</p> <p>(II) profit distribution plans;</p> <p>(III) appointment and dismissal of senior management;</p> <p>(IV) matters that may cause significant losses to the Bank;</p> <p>(V) matters that may impair the legitimate rights and interests of the depositors, minority shareholders and other stakeholders;</p> <p>(VI) engagement of external auditor.</p> <p>Independent directors shall give opinions on the matters above in one of the following manners: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.</p>	<p>Article 165 Independent directors shall give objective, impartial and independent opinions on the matters considered at the shareholders' general meeting or the board meetings, and in particular shall express their opinions at the shareholders' general meeting or to the Board of Directors on the following matters:</p> <p>(I) major related-party transactions;</p> <p>(II) profit distribution plans;</p> <p>(III) nomination, appointment and dismissal of directors and appointment and dismissal of senior management;</p> <p>(IV) remuneration of directors and senior management;</p> <p>(V) matters that may cause significant losses to the Bank;</p> <p>(VI) other matters that may materially affect the legitimate rights and interests of the Bank, minority shareholders and financial consumers;</p> <p>(VII) engagement or dismissal of accounting firms which conduct regular statutory audits of the Bank's financial reports;</p> <p>(VIII) other matters required by laws, regulations, regulatory requirements or the Articles of Association of the Bank.</p> <p>Independent directors shall give opinions on the matters above in one of the following manners: agree; qualified opinions and the reasons thereof; disagree and the reasons thereof; unable to give opinion and the obstacles thereof.</p> <p>Independent directors may elect one independent director, who shall be responsible for convening special meetings attended by the independent directors and studying issues related to performance of duties.</p>
<p>Article 167 Independent directors shall faithfully carry out their duties in accordance with laws, regulations, regulatory requirements and the Articles of Association to safeguard interests of the Bank as a whole, and particularly pay attention to protecting the legal rights and interests of minority shareholders from being undermined.</p>	<p>Article 167 Independent directors shall honestly, independently and diligently carry out their duties in accordance with laws and regulations, regulatory requirements and the Articles of Association to conscientiously safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers from being affected by shareholders, de facto controllers, senior management or other entities or individuals having material interests with the Bank.</p> <p>In the event of a material defect in the corporate governance mechanism or failure of the corporate governance mechanism of the Bank, the independent directors shall report the relevant information to the regulatory authorities in a timely manner. Independent directors shall keep the Bank's secrets confidential except reporting relevant information to the regulatory authorities in accordance with regulations.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 169 Independent directors shall carry out their duties in accordance with laws, regulations, the Articles of Association and the relevant provisions of the Bank’s independent director system. In particular, a shareholder who has already nominated a director may not nominate another independent director. Independent directors of the Bank shall not serve in more than two commercial banks at the same time.</p>	<p>Article 169 Independent directors shall carry out their duties in accordance with laws and regulations, regulatory requirements, the Articles of Association and the relevant provisions of the Bank’s independent director system.</p>
<p>Section 3 Board of Directors</p>	
<p>Article 172 The Board of Directors of the Bank shall be consisted of eighteen members with one chairman and may appoint vice chairman. The number of independent directors shall not be less than one-third and there shall be at least one independent director with accounting expertise. The size and composition of the Board of Directors shall comply with the relevant laws and regulations and the relevant requirements for corporate governance to ensure the performance of duties of the Board of Directors in a professional and effective manner.</p>	<p>Article 172 The Board of Directors of the Bank shall be consisted of eighteen members with one chairman and may appoint vice chairman. The president or other senior management may concurrently serve as directors, but the total number of directors who concurrently serve as senior management personnel shall not exceed one half of the total number of directors of the Bank, and the number of senior management personnel in the Board of Directors of the Bank shall not be less than two. The number of non-executive directors shall not be less than one-half of the total number of directors of the Bank, of which the number of independent directors shall not be less than one-third and there shall be at least one independent director with accounting expertise. The size and composition of the Board of Directors shall comply with the relevant laws and regulations and the relevant requirements for corporate governance to ensure the performance of duties of the Board of Directors in a professional and effective manner.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 173 The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws:</p> <p>(I) to convene shareholders’ general meetings and report its work to the shareholders’ general meetings;</p> <p>(II) to implement the resolutions of the shareholders’ general meetings;</p> <p>(III) to formulate the development strategy of the Bank, and its specific development strategies in green credit, financial innovation and protection of consumers’ interests and supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank;</p> <p>(IV) to prepare the annual financial budgets and final accounts of the Bank;</p> <p>(V) to prepare the profit distribution plan and the plan for making up the losses of the Bank;</p> <p>(VI) to formulate the capital planning and take ultimate responsibility for capital management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank;</p> <p>(VII) to prepare plans for the material acquisitions of the Bank, acquisitions of shares of the Bank, merger, division, dissolution or liquidation or alteration of corporate form of the Bank;</p> <p>(VIII) to approve, other than daily operation of the Bank, external investments, purchase, disposal, and pledge of assets, external guarantees, and entrustments of others to manage the funds or other assets of the Bank, except for material matters regulated in the Articles of Association which shall be decided by the shareholders’ general meeting;</p>	<p>Article 173 The Board of Directors shall take the ultimate responsibility for operation and management of the Bank. The Board of Directors shall exercise the following powers according to the laws:</p> <p>(I) to convene shareholders’ general meetings and report its work to the shareholders’ general meetings;</p> <p>(II) to implement the resolutions of the shareholders’ general meetings;</p> <p>(III) to formulate the development strategy of the Bank, and its specific development strategies in green credit, financial innovation and protection of consumers’ interests and supervise the implementation of the said strategies, and to decide on the business plans and investment plans of the Bank;</p> <p>(IV) to prepare the annual financial budgets and final accounts of the Bank;</p> <p>(V) to prepare the profit distribution plan and the plan for making up the losses of the Bank;</p> <p>(VI) to formulate the capital planning and take ultimate responsibility for capital or solvency management, to prepare plans for increase or reduction of the registered capital of the Bank, and to prepare plans for issue and listing of corporate bonds or other securities of the Bank;</p> <p>(VII) to prepare plans for the material acquisitions of the Bank, acquisitions of shares of the Bank, merger, division, dissolution or liquidation or alteration of corporate form of the Bank;</p> <p>(VIII) to approve, other than daily operation of the Bank, external investments, purchase, disposal and write-off and pledge of assets, external guarantees, related party transactions and data governance and entrustments of others to manage the funds or other assets of the Bank according to the laws and regulations, regulatory requirements and Articles of Association of the bank, except for material matters regulated in the Articles of Association which shall be decided by the shareholders’ general meeting;</p>

Current Articles of Association	Amended Articles of Association
<p>(IX) to approve material related-party transactions of the Bank, unless otherwise regulated in the Articles of Association;</p> <p>(X) to decide on the establishment of internal management structure of the Bank;</p> <p>(XI) to decide on the appointment or removal of the president and the secretary to the Board of Directors of the Bank and the remuneration thereof based on the recommendations of the Nomination and Remuneration Committee and the proposals of the chairman of the Board of Directors; to decide on the appointment or removal of the vice president, the assistant to the president and other senior management of the Bank based on the proposals of the president and the remuneration thereof;</p> <p>(XII) to formulate the basic management system of the Bank;</p> <p>(XIII) to take the ultimate responsibility for specific risk management of the Bank such as the comprehensive risk management and operation compliance, liquidity risk management, reputation risk management and management of consolidated financial statements as well as the key tasks such as protection of consumers’ interests;</p> <p>(XIV) to develop risk management culture, formulate the comprehensive risk management policy of the Bank, and establish risk management systems for risk tolerance, risk preference, internal control, reputation risk, financial innovation risk and fraud risk, which shall be taken as the important parts of the risk management of the Bank;</p> <p>(XV) to prepare any amendment proposals to the Articles of Association;</p>	<p>(IX) to approve material related-party transactions of the Bank, unless otherwise regulated in the Articles of Association or regulatory authorities;</p> <p>(X) to decide on the establishment of internal management structure of the Bank;</p> <p>(XI) to decide on the appointment or removal of the president and the secretary to the Board of Directors of the Bank and the remuneration, rewards and punishments thereof based on the recommendations of the Nomination and Remuneration Committee and the proposals of the chairman of the Board of Directors; to decide on the appointment or removal of the vice president, the assistant to the president and other senior management of the Bank based on the proposals of the president and the remuneration, rewards and punishments thereof; and to supervise senior management in performing their duties;</p> <p>(XII) to formulate the basic management system of the Bank;</p> <p>(XIII) to take the ultimate responsibility for specific risk management of the Bank such as the comprehensive risk management and operation compliance, liquidity risk management, reputation risk management, management of consolidated financial statements and anti-money laundering and anti-terrorist financing as well as the key tasks such as protection of consumers’ interests;</p> <p>(XIV) to develop risk management culture, formulate the comprehensive risk management policy of the Bank, and establish risk management systems for risk tolerance, risk preference, internal control, reputation risk, financial innovation risk and fraud risk, which shall be taken as the important parts of the risk management of the Bank;</p> <p>(XV) to prepare any amendment proposals to the Articles of Association of the Bank; and to formulate the rules of procedure for shareholders’ general meeting and the rules of procedure of the Board, and to consider and approve the terms of reference of the specialized committees of the Board;</p>

Current Articles of Association	Amended Articles of Association
<p>(XVI) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank;</p> <p>(XVII) to determine the job responsibilities for any manager, including the president, the vice president, the assistant to president and the secretary to the Board of Directors;</p> <p>(XVIII) to monitor the performance of senior management and ensure their effective performance;</p> <p>(XIX) to receive the work report from the president and inspect the work of the president;</p> <p>(XX) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms;</p> <p>(XXI) the Board of Directors shall establish a reporting system and require the senior management to report to the Board of Directors and directors the operation and management issues of the Bank, and the reporting system shall cover provisions for the following issues:</p> <ol style="list-style-type: none">1. the content of the information reported to the Board of Directors and directors and the minimum reporting standards;2. the reporting frequency;3. the reporting method;4. the responsible body and liabilities arising from postponed or incomplete reporting;5. the confidentiality obligations.	<p>(XVI) to formulate information disclosure system of the Bank and take the ultimate responsibilities for the truthfulness, accuracy, completeness and timeliness of financial statements and accounting reports of the Bank;</p> <p>(XVII) to take responsibility for the management of the affairs of the shareholders;</p> <p>(XVIII) to determine the job responsibilities for any manager, including the president, the vice president, the assistant to president and the secretary to the Board of Directors;</p> <p>(XIX) to receive the work report from the president and inspect the work of the president;</p> <p>(XX) the Board of Directors shall establish a supervisory system for the management to formulate the code of conduct and terms of reference for management and business officers and that the normative documents shall specifically require employees at all levels to report any potential conflict of interests in a timely manner, provide particular rules and establish corresponding mechanisms;</p>

Current Articles of Association	Amended Articles of Association
<p>(XXII) to evaluate and refine the corporate governance of the Bank on a regular basis; (XXIII) to protect the legitimate interests of depositors and other interested parties; (XXIV) to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular the substantial shareholders; (XXV) to exercise any other duties and power conferred by laws, regulations, regulatory provisions and the Articles of Association.</p>	<p>(XXI) to propose to the shareholders’ general meeting the appointment or dismissal of accounting firms that conduct regular statutory audits of the Bank’s financial reports; (XXII) to evaluate and refine the corporate governance of the Bank on a regular basis; (XXIII) to protect the legitimate interests of financial consumers and other interested parties; (XXIV) to establish the mechanism for identification, verification and management of the conflict of interest between the Bank and shareholders, in particular the substantial shareholders; (XXV) to exercise any other duties and power conferred by laws and regulations, regulatory provisions and the Articles of Association. The powers of the Board shall be exercised collectively by the Board. The powers of the Board prescribed by the Company Law shall not, in principle, be delegated to the chairman, directors, other institutions or individuals. If it is necessary to authorize certain specific decision-making matters, such matters shall be carried out by way of resolution of the Board in accordance with the law. The authorization shall be granted on a case-by-case basis and shall not be granted to other institutions or individuals on a permanent basis.</p>
<p>Article 176 The Board of Directors shall define its authority in relation to external investment, acquisition and disposal of assets, asset pledge, external guarantees, entrustment of others to manage the funds or other assets of the Bank, and related party transactions, and shall establish strict examination and policy-making procedures. Material matters shall be submitted to the shareholders’ general meeting for approval in accordance with the Articles of Association, and assessment and examination by relevant experts and professionals shall be arranged when necessary. </p>	<p>Article 176 The Board of Directors shall define its authority in relation to external investment, purchase, disposal and write-off of assets, asset pledge, external guarantees, related party transactions and data governance, entrustment of others to manage the funds or other assets of the Bank, and shall establish strict examination and policy-making procedures. Material matters shall be submitted to the shareholders’ general meeting for approval in accordance with the Articles of Association, and assessment and examination by relevant experts and professionals shall be arranged when necessary. </p>
<p>Article 177 The meetings of the Board of Directors shall be classified into regular board meetings and extraordinary board meetings and shall be convened and chaired by the chairman of the Board of Directors. The Board of Directors shall hold at least four regular meetings each year and one regular meeting on a quarterly basis. These regular meetings shall be convened by the chairman of the Board of Directors and the notice in written form thereof shall be sent to all directors and supervisors at least 14 days before the convening of the meetings.</p>	<p>Article 177 The meetings of the Board of Directors shall be classified into regular meetings and extraordinary meetings and shall be convened and chaired by the chairman of the Board of Directors. Regular meetings are held at least four times a year at approximately quarterly intervals. These regular meetings shall be convened by the chairman of the Board of Directors and the notice thereof shall be sent to all directors and supervisors at least fourteen days before the convening of the meetings.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 178 The chairman of the Board of Directors shall convene and preside over an extraordinary board meeting within 10 days of receiving such proposal when:</p> <p>(I) such a meeting is proposed by shareholders representing more than 10% of the voting rights;</p> <p>(II) the chairman believes it is necessary;</p> <p>(III) such a meeting is proposed by more than one-third of the directors;</p> <p>(IV) such a meeting is proposed by the Board of Supervisors.</p>	<p>Article 178 The chairman of the Board of Directors shall convene and preside over an extraordinary board meeting within ten days of receiving such proposal when:</p> <p>(I) such a meeting is proposed by shareholders representing more than 10% of the voting rights;</p> <p>(II) the chairman believes it is necessary;</p> <p>(III) such a meeting is proposed by more than one-third of the directors;</p> <p>(IV) such a meeting is proposed by more than two independent directors;</p> <p>(V) such a meeting is proposed by the Board of Supervisors.</p>
<p>Article 181 The quorum of a board meeting shall be more than half of directors.</p> <p>Each director shall have one vote for each resolution proposed to the Board of Directors. When the votes against and for a resolution are equal, the chairman of the Board of Directors is entitled to one more vote. All resolutions of the board meeting shall be passed by a majority of the directors, but the following resolutions shall be passed by no less than two-thirds of the directors and shall not be voted in form of communication:</p> <p>(I) to review and consider the profit distribution plan, material investment plan, material asset disposal plan, appointment or dismissal of senior management, capital replenishment plan, material change in equity and financial reorganization of the Bank;</p> <p>(II) to formulate the plan for the increase or reduction of registered capital and the issue of corporate bonds of the Bank;</p> <p>(III) to formulate the plan for offering of new shares or initial public offering;</p> <p>(IV) to formulate the plan for the acquisition of shares of the Bank or merger, division or dissolution of the Bank and change of corporate form of the Bank;</p> <p>(V) to formulate the plan for making up losses;</p> <p>(VI) to develop the plan for amendments to the Articles of Association;</p> <p>(VII) other matters that shall be passed by no less than two-thirds of directors as stipulated by laws, regulations, regulatory provisions and the Articles of Association, and as considered by the majority of directors to have a material impact on the Bank.</p>	<p>Article 181 The quorum of a board meeting shall be more than half of directors.</p> <p>The meetings of the Board may be held by way of onsite meeting and written circular. Each director shall have one vote for the resolutions of the Board of Directors. When the votes against and for a resolution are equal, the chairman of the Board of Directors is entitled to one more vote.</p> <p>All resolutions of the board meeting shall be passed by a majority of the directors, but the following resolutions shall be passed by no less than two-thirds of the directors and shall not be voted in form of written circular voting:</p> <p>(I) to review and consider the material events, such as profit distribution plan, remuneration proposals, material investment plan, material asset disposal plan, appointment or dismissal of senior management, capital replenishment plan, material change in equity and financial reorganization of the Bank etc.;</p> <p>(II) to formulate the plan for the increase or reduction of registered capital and the issue of corporate bonds of the Bank;</p> <p>(III) to formulate the plan for offering of new shares or initial public offering;</p> <p>(IV) to formulate the plan for the acquisition of shares of the Bank or merger, division or dissolution of the Bank and change of corporate form of the Bank;</p> <p>(V) to formulate the plan for making up losses;</p> <p>(VI) to formulate the plan for amendments to the Articles of Association;</p> <p>(VII) other matters that shall be passed by no less than two-thirds of directors as stipulated by laws and regulations, regulatory provisions and the Articles of Association, and as considered by the majority of directors to have a material impact on the Bank.</p>
<p>Article 183 The resolution of the Board of Directors shall be voted in form of poll, by a show of hands or in form of communication.</p> <p>All directors shall be provided with matters on voting in form of communication and relevant background information at least 3 days prior to the voting.</p>	<p>Article 183 Where voting at a Board meeting is conducted by way of an onsite meeting, voting may be cast by open ballot or by show of hands.</p> <p>All directors shall be provided with matters on voting in form of written circular voting and relevant background information at least three days prior to the voting.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 185 A director shall attend at least two thirds of the board meetings each year. Where a director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another director of that same class in writing to attend the meeting on his/her behalf. The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization, and the validity period, and shall be signed by the appointer or a chop shall be affixed.</p> <p>A director attending a meeting on behalf of another director shall exercise the right of director within the scope of authorization. If a director does not attend the board meeting in person and also fails to appoint a proxy to attend the meeting, it shall be deemed as a waiver of his/her voting right at such meeting.</p> <p>Directors shall provide independent, professional and objective opinions at the board meetings.</p>	<p>Article 185 A director shall attend at least two thirds of the board onsite meetings each year. Where a director is unable to attend a meeting for any reason, he/she shall peruse the meeting documents in advance, form definite opinions, and appoint another director in writing to attend the meeting on his/her behalf.</p> <p>However, independent directors shall not appoint non-independent directors as proxy to attend the meeting on his/her behalf. The proxy letter shall state the name of the proxy, the relevant matters, the scope of authorization, the validity period and personal opinions and voting intentions of the directors on the resolutions, and shall be signed by the appointer or a chop shall be affixed</p> <p>In principle, a director may accept the appointment as proxy of up to two directors who did not attend the meeting in person. When considering related party transactions, non-related directors shall not appoint related directors to attend the meeting on their behalf.</p> <p>A director attending a meeting on behalf of another director shall exercise the right of director within the scope of authorization. If a director does not attend the board meeting in person and also fails to appoint a proxy to attend the meeting, it shall be deemed as a waiver of his/her voting right at such meeting.</p> <p>Directors shall provide independent, professional and objective opinions at the board meetings.</p>
<p>Article 186 The Board of Directors shall keep minutes of its decisions on the matters discussed at the meeting. Directors attending the meeting shall sign their names on the minutes of the meeting.</p> <p>As the Bank’s files, the board meeting minutes shall be kept for a period of no less than 10 years.</p>	<p>Article 186 The Board of Directors shall keep minutes of its decisions on the matters discussed at the onsite meeting. Directors attending the meeting shall sign their names on the minutes of the meeting.</p> <p>If any director has different opinions on the minutes of the meeting, he/she may add explanations when signing the minutes.</p> <p>As the Bank’s files, the board meeting minutes shall be kept for permanent.</p> <p>The Bank shall record the onsite meetings of the Board of Directors by means of audio and video recording.</p>

Current Articles of Association	Amended Articles of Association
Section 5 Secretary to the Board of Directors and its Specialized Committees	
<p>Article 192 The Bank shall have a secretary to the Board of Directors. A secretary to the Board of Directors is a senior management of the Bank who shall be accountable to the Board of Directors. The secretary to the Board of Directors shall be nominated by the Board of Directors and the Nomination and Remuneration Committee, and appointed by the Board of Directors.</p> <p>A director or senior management of the Bank may concurrently serve as the secretary to the Board of Directors, but he/she must ensure that he/she has sufficient energy and time to undertake the duties as the secretary to the Board of Directors. The Bank’s supervisors and certified public accountants of the accounting firm engaged by the Bank shall not concurrently serve as the secretary to the Board of Directors. Where a director concurrently serves as the secretary to the Board of Directors, if any act needs to be done separately by a director and the secretary to the Board of Directors, the person serving concurrently as director and the secretary to the Board of Directors shall not take such action in both capacities.</p> <p>The secretary to the Board of Directors shall have the necessary professional knowledge and working experience in the banking industry, and his/her qualification must have been verified by the banking regulatory authorities under the State Council. The circumstances in which a person shall not be appointed as a director provided by the Articles of Association shall be applicable to the secretary to the Board of Directors.</p>	<p>Article 192 The Bank shall have a secretary to the Board of Directors. A secretary to the Board of Directors is a senior management of the Bank who shall be accountable to the Board of Directors. The secretary to the Board shall be nominated by the chairman, appointed and dismissed by the Board.</p> <p>A director or senior management of the Bank may concurrently serve as the secretary to the Board of Directors, but he/she must ensure that he/she has sufficient energy and time to undertake the duties as the secretary to the Board of Directors. The Bank’s supervisors and certified public accountants of the accounting firm engaged by the Bank shall not concurrently serve as the secretary to the Board of Directors. Where a director concurrently serves as the secretary to the Board of Directors, if any act needs to be done separately by a director and the secretary to the Board of Directors, the person serving concurrently as director and the secretary to the Board of Directors shall not take such action in both capacities.</p> <p>The secretary to the Board of Directors shall have the necessary professional knowledge and working experience in the banking industry, and his/her qualification must have been verified by the banking regulatory authorities under the State Council. The circumstances in which a person shall not be appointed as a director provided by the Articles of Association shall be applicable to the secretary to the Board of Directors.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 194 The Board of Directors has established the Strategic Decision and Sannong Committee, Comprehensive Risk Management Committee, Related Party Transaction Control Committee, Audit Committee, Nomination and Remuneration Committee, Consumer Rights Protection Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers.</p> <p>Each committee shall be consisted of at least 3 members. In particular, the chairmen of the Related Party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee shall be independent directors. Audit Committee members shall have the appropriate financial, auditing and accounting expertise and experience. The chairman of the Comprehensive Risk Management Committee shall be experienced in identification and management of all risks. The directors acted as chairmen of the Audit Committee, Related Party Transaction Control Committee and Comprehensive Risk Management Committee should work at the Bank for no less than 25 working days each year. Members of the Related Party Transaction Control Committee and Nomination and Remuneration Committee shall not include directors nominated by the controlling shareholders.</p> <p>The members of each committee of the Board of Directors shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or more than one third of the directors, and shall be elected by the Board of Directors by ordinary resolutions.</p>	<p>Article 194 The Board of Directors has established the Strategic Decision and Sannong Committee, Comprehensive Risk Management Committee, Related Party Transaction Control Committee, Audit Committee, Nomination and Remuneration Committee, Consumer Rights Protection Committee and other committees deemed appropriate by the Board of Directors. The Board of Directors may decide on the number and name of the committees based on its own circumstances, but shall not hinder all the committees from exercising their duties and powers.</p> <p>Each committee shall be consisted of at least three members. The proportion of independent directors in the Audit Committee, the Nomination and Remuneration Committee, the Comprehensive Risk Management Committee and the Related Party Transaction Control Committee shall not be less than one-third in principle, the chairmen of the Related Party Transaction Control Committee, Audit Committee and Nomination and Remuneration Committee shall be independent directors. Audit Committee members shall have the appropriate financial, auditing, accounting or laws expertise and experience. The chairman of the Comprehensive Risk Management Committee shall be experienced in identification and management of all risks. The directors acted as chairmen of the Audit Committee, Related Party Transaction Control Committee and Comprehensive Risk Management Committee should work at the Bank for no less than twenty working days each year. Members of the Related Party Transaction Control Committee and Nomination and Remuneration Committee shall not include directors nominated by the controlling shareholders.</p> <p>The members of each committee of the Board of Directors shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or more than one third of the directors, and shall be elected by the Board of Directors by ordinary resolutions.</p>
<p>Article 196 The Comprehensive Risk Management Committee is primarily responsible for monitoring the senior management in exercising control over risks such as credit risk, liquidity risk, market risk, operational risk, compliance risk and reputation risk, conducting evaluations on the risk policy, management conditions and risk tolerance ability of the Bank on a regular basis, and making recommendations to refine the risk management and internal control of the Bank.</p>	<p>Article 196 The Comprehensive Risk Management Committee is primarily responsible for monitoring the senior management in exercising control over risks such as credit risk, liquidity risk, market risk, operational risk, compliance risk and reputation risk, conducting evaluations on the risk policy, management conditions and risk tolerance ability of the Bank on a regular basis, and making recommendations to refine the risk management and internal control of the Bank, and organizing and guiding case prevention work and internal control and compliance work according to the authorization of the Board.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 197 The Related Party Transaction Control Committee is primarily responsible for managing, examining and approving related party transactions of the Bank, and controlling the risks arising from related party transactions.</p> <p>Related party transactions are referred to the following activities involving transfer of resources or obligations between the Bank and related parties:</p> <p>(I) granting credits; (II) transfer of assets; (III) rendering services; (IV) other related-party transactions specified by the banking regulatory authority of the State Council.</p> <p>General related party transactions shall be approved in accordance with the internal authorization procedures of the Bank and reported to the Related Party Transaction Control Committee for filing.</p> <p>Material related party transactions shall be submitted to the Board of Directors for approval after review by the committee. Independent directors shall submit written reports in respect of the fairness and the internal approval procedures of the material related party transactions. Material related party transactions shall be reported to the Board of Supervisors within 10 working days after approval, and to the banking regulatory authority of the State Council simultaneously.</p> <p>A “general related party transaction” shall refer to a transaction with an amount of no more than 1% of the net capital of the Bank and the outstanding balance of all transactions between the Bank and the related party after such transaction representing no more than 5% of the net capital of the Bank.</p> <p>A “material related party transaction” shall refer to a transaction with an amount of more than 1% of the net capital of the Bank or the outstanding balance of all transactions between the Bank and the related party after such transaction representing more than 5% of the net capital of the Bank.</p>	<p>Article 197 The Related Party Transaction Control Committee is primarily responsible for managing, examining and approving related party transactions of the Bank, and controlling the risks arising from related party transactions.</p>
<p>Article 198 The Nomination and Remuneration Committee is mainly responsible for formulating the selection procedures and criteria for directors and senior management, conducting preliminary examination of the qualifications and credentials of directors and senior management and making recommendations to the Board of Directors in respect thereof. The committee shall deliberate the compensation management system and policies of the Bank and formulate proposals on the remuneration of directors and senior management, make recommendations to the Board of Directors on the remuneration proposals and supervise the implementation thereof.</p>	<p>Article 198 The Nomination and Remuneration Committee is mainly responsible for formulating the selection procedures and criteria for directors and senior management, conducting preliminary examination of the qualifications and credentials of directors and senior management and making recommendations to the Board of Directors in respect thereof. The committee shall deliberate the compensation management system and policies of the Bank and formulate proposals on the remuneration of directors and senior management, make recommendations to the Board of Directors on the remuneration proposals and supervise the implementation thereof, and formulate the board diversity policy and measurable objectives.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 199 The Audit Committee is mainly responsible for monitoring the risk profile and compliance of the Bank, formulating accounting policy, financial reporting procedures and monitoring financial position of the Bank. The Audit Committee shall take charge of the commercial Bank’s annual auditing, propose the appointment and replacement of external audit firm, to prepare analytical reports on the authenticity, accuracy, completeness and timeliness of the information set out in audited financial reports and submit the same to the Board of Directors for consideration.</p>	<p>Article 199 The Audit Committee is mainly responsible for formulating accounting policy, financial reporting procedures and monitoring financial position of the Bank. The Audit Committee shall take charge of the Bank’s annual financial auditing, propose the appointment and replacement of external audit firm, to prepare analytical reports on the authenticity, accuracy, completeness and timeliness of the information set out in audited financial reports and submit the same to the Board of Directors for consideration.</p>
<p>Article 201 The rules of procedures and working procedures of each committee shall be formulated by the Board of Directors. The establishment, composition, terms of reference and information disclosure of each committee shall comply with the laws, regulations, regulatory requirements and relevant provisions of the Articles of Association. Each committee shall formulate annual work plans and conduct regular meetings.</p>	<p>Article 201 The rules of procedures and working procedures of each committee shall be formulated by the Board of Directors. The establishment, composition, terms of reference and information disclosure of each committee shall comply with the laws and regulations, regulatory requirements and relevant provisions of the Articles of Association. Each committee could formulate annual work plans and conduct regular meetings.</p>
<p>Chapter 10 Senior Management</p>	<p>Chapter 10 Senior Management</p>
<p>Article 204 The Bank shall have one president, several vice presidents and assistants to the president. The Bank shall have vice president, assistant to the president, secretary to the Board of Directors and other members of the senior management specified by the regulatory authority, who shall be appointed and removed by the Board of Directors. The president shall be nominated by the chairman of the Board of Directors. The vice presidents, assistant to the president and the persons in charge of finance, internal audit and compliance shall be nominated by the president. If necessary, the Bank may have other senior officers or technical positions to assist the president with his work. The senior management shall be accountable to the Board of Directors and supervised by the Board of Supervisors. The operation and management activities of the senior management within their terms of reference shall not be interfered. The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board of Directors to ensure that the operation of the Bank is in line with the development strategies, risk preference and other polices of the Board of Directors.</p>	<p>Article 204 The Bank shall have one president, several vice presidents and assistants to the president. The Bank shall have vice president, assistant to the president, secretary to the Board of Directors and other members of the senior management specified by the regulatory authority, who shall be appointed and removed by the Board of Directors. The president shall be nominated by the chairman of the Board of Directors. The vice presidents, assistant to the president and the persons in charge of finance, internal audit and compliance shall be nominated by the president. If necessary, the Bank may have other senior officers or technical positions to assist the president with his work. The senior management shall be accountable to the Board of Directors and supervised by the Board of Supervisors, shall report the operation and management of the Company and provide relevant information in a timely, accurate and complete manner as required by the Board of Directors and the Board of Supervisors. The operation and management activities of the senior management within their terms of reference shall not be unduly interfered by the shareholders and the Boards. The senior management shall carry out operation and management in accordance with the Articles of Association and the authorization of the Board of Directors and actively implement the resolutions of the general meeting and the Board to ensure that the operation of the Bank is in line with the development strategies, risk preference and other polices of the Board of Directors.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 214 The senior management shall comply with the laws, regulations, regulatory requirements and the provisions of the Articles of Association when discharging their obligations faithfully and diligently. In the course of performing their duties, the senior management shall not modify the resolutions passed at the shareholders’ general meeting and the board meeting or exceed the scope of authorization.</p> <p>The senior management shall establish the system for reporting information to the Board of Directors and its special committees, and the Board of Supervisors and its special committees, which shall specify the type and contents of the information as well as the time and method of reporting to ensure that the directors and supervisors can obtain all kinds of information timely and accurately.</p> <p>The senior management shall establish and improve various conference systems and formulate corresponding rules of procedures.</p>	<p>Article 214 The senior management shall comply with the laws and regulations, regulatory requirements and the provisions of the Articles of Association when discharging their obligations faithfully and diligently.</p> <p>In the course of performing their duties, the senior management shall not modify the resolutions passed at the shareholders’ general meeting and the board meeting or exceed the scope of authorization.</p> <p>The senior management shall establish and improve various conference systems and formulate corresponding rules of procedures.</p>
Chapter 11 Board of Supervisors	
Section 1 Supervisors	
<p>Article 218 Supervisors shall comply with the laws, regulations and the qualifications and conditions required by the banking regulator under the State Council.</p> <p>A person shall not serve as a supervisor of the Bank if he/she falls into any circumstance as prescribed in Article 142 of the Articles of Association.</p>	<p>Article 218 Supervisors shall comply with the laws, regulations and the qualifications and conditions required by the banking regulator under the State Council.</p> <p>A person shall not serve as a supervisor of the Bank if he/she falls into any circumstance as prescribed in Article 141 of the Articles of Association.</p>
<p>Article 219 Supervisors shall abide by the laws, regulations, regulatory requirements and the Articles of Association and perform the obligations and supervisory duties faithfully and diligently. They shall not abuse their authority of office to obtain bribes or other illegal income and shall not misappropriate the property of the Bank.</p>	<p>Article 219 Supervisors shall abide by the laws and regulations, regulatory requirements and the Articles of Association and perform the obligations and supervisory duties faithfully and diligently. They shall not accept illegitimate benefits in the course of performing their duties, use their titles and positions for personal gain or embezzlement of the property of the Bank, damage the interests of the Bank for the benefit of shareholders, and damage the legitimate rights and interests of stakeholders.</p>
<p>Article 220 Each term of office of a supervisor is three years.</p> <p>The term of office is renewable upon re-election and re-appointment. An external supervisor shall serve in the Bank for no more than a cumulative period of six years.</p>	<p>Article 220 Each term of office of a supervisor is three years.</p> <p>The term of office is renewable upon re-election and re-appointment. An external supervisor shall serve in the Bank for no more than a cumulative period of six years.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 221 If a supervisor fails to attend the meeting of the Board of Supervisors either in person or appoint other supervisors to attend on his/her behalf two times consecutively, or fails to attend at least two-thirds of the total number of meetings of the Board of Supervisors in person every year, the supervisor shall be deemed incapable of performing his/her duty, and the Board of Supervisors may make a proposal either to the shareholders’ general meeting or employee representative meeting to remove such supervisor.</p>	<p>Article 221 If a supervisor fails to attend the meeting of the Board of Supervisors either in person or appoint other supervisors to attend on his/her behalf two times consecutively, the supervisor shall be deemed incapable of performing his/her duty, and the Board of Supervisors may make a proposal either to the shareholders’ general meeting or employee representative meeting to remove such supervisor, and shall not be rated as competent for the year if the supervisor fails to attend more than two-thirds of the onsite meetings in person every year.</p>
<p>Article 222 A supervisor shall attend at least two-thirds of the meetings of the Board of Supervisors in person each year. If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf.</p> <p>The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authorization and validity period, and shall be signed by the appointor or affixed with a seal. The supervisor attending the meeting on behalf of another supervisor shall exercise the right of the supervisor within the scope of his/her authorization. If a supervisor does not attend the Board of Supervisors’ meeting and fails to appoint a proxy to attend the meeting on his/her behalf, that supervisor shall be deemed to have waived his/her voting rights at that meeting.</p> <p>A supervisor shall not work for less than 15 working days each year at the Bank.</p> <p>The employee supervisors shall also accept the supervision of the employee representative meeting, employee meetings or in other democratic manners, and they shall report to the employee representative meeting regularly.</p>	<p>Article 222 A supervisor shall attend at least two-thirds of the onsite meetings of the Board of Supervisors in person each year. If a supervisor cannot attend the meeting due to certain reasons, he/she may appoint another supervisor in writing to attend on his/her behalf.</p> <p>The proxy letter shall state the name of the proxy, the matters to be delegated, scope of authorization and validity period, and the personal opinions and voting intentions of the supervisors on the resolutions, and shall be signed by the appointor or affixed with a seal. The supervisor attending the meeting on behalf of another supervisor shall exercise the right of the supervisor within the scope of his/her authorization. If a supervisor does not attend the Board of Supervisors’ meeting and fails to appoint a proxy to attend the meeting on his/her behalf, that supervisor shall be deemed to have waived his/her voting rights at that meeting.</p> <p>A supervisor shall not work for less than 15 working days each year at the Bank.</p> <p>Employee supervisors shall report on their duties and work to the employee (representative) meeting on a regular basis, and accept the supervision of the majority of employees. At the meeting of the Board of Supervisors, the employee supervisors shall express their opinions on the matters to be resolved at the employee representative meeting in accordance with the relevant resolutions of the employee (representative) meeting and exercise their voting rights.</p>
<p>Article 223 A supervisor may resign before the expiry of his/her term. Provisions on resignation of directors in Chapter 9 of the Articles of Association shall apply to supervisors.</p>	<p>Article 223 A supervisor may resign before the expiry of his/her term, and shall submit a written resignation to the Board of Supervisors.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 224 A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws, regulations, regulatory requirements and the Articles of Association until a re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisors results in the number of supervisors being less than the quorum.</p>	<p>Article 224 A supervisor shall continue to perform his/her duties as a supervisor in accordance with the laws and regulations, regulatory requirements and the Articles of Association until a re-elected supervisor takes office, if re-election is not conducted in a timely manner upon the expiry of his/her term of office or if the resignation of supervisor’s results in the number of supervisors being less than the quorum. Except for the circumstances stated above, the resignation of a supervisor shall take effect when the resignation report is delivered to the Board of Supervisors. If the number of supervisors is lower than the minimum number required by the Company Law or the minimum number required for voting by the Board of Supervisors due to the removal, death or other circumstances such as violation of regulations or disciplines, the power of the Board of Supervisors shall be exercised by the shareholders’ general meeting until the number of supervisors meets the requirements.</p>
<p>Article 226 The supervisors may attend the meetings of the Board of Directors, committee meetings of the Board of Directors and meetings of senior management, and may raise queries or proposals on the matters to be resolved but shall not have voting rights. Supervisors attending above meetings should sign the relevant confidentiality undertakings. Supervisors attending a board meeting shall report on the meeting to the Board of Supervisors.</p>	<p>Article 226 The supervisors of the Bank shall perform the following duties or obligations: (I) to attend the meetings of the Board of Directors, committee meetings of the Board of Directors and meetings of senior management, and have right to raise queries or proposals on the matters to be resolved. (II) to attend meetings of the Board of Supervisors on time, to fully examine the resolutions of the Board of Supervisors, to express opinions independently, professionally and objectively, and to vote independently on the basis of prudent judgment; (III) to be responsible for the resolutions of the Board of Supervisors; (IV) to actively participate in trainings organized by the Bank and regulatory authorities to understand the rights and obligations of supervisors, familiarize themselves with relevant laws and regulations, and continuously possess the professional knowledge and capabilities required for performing their duties; (V) to be faithful and diligent to the Bank, perform their duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties; (VI) supervisors shall actively participate in the supervision and inspection activities organized by the Board of Supervisors, and shall have the right to conduct independent investigation and obtain evidence in accordance with the law, and to put forward questions and supervision opinions based on facts. (VII) to abide by laws, regulations, regulatory requirements and the Articles of Association.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 229 The Board of Supervisors shall make proposals to remove a supervisor at the shareholders’ general meeting or employee representative meeting when the supervisor is involved with any of the following serious misconducts:</p> <p>(I) willful divulgence of the trade secrets of the Bank and impairing the legitimate interests of the Bank;</p> <p>(II) acceptance of improper benefits during the performance of his/her duties or the misuse of his/her status as a supervisor to obtain personal gain;</p> <p>(III) failure to discover problems which should have been apparent in the course of supervisory inspection or concealing problems which have been discovered, thus causing material loss to the Bank;</p> <p>(IV) other serious misconduct provided by the laws, regulations, regulatory requirements and the Articles of Association.</p>	<p>Article 229 The Board of Supervisors shall be assessed as incompetent when the supervisor is involved with any of the following serious misconducts, and may resign on their own initiative or be removed by the Bank in accordance with the relevant procedures and reported to the supervisory department:</p> <p>(I) divulgence of the secrets of the Bank and impairing the legitimate interests of the Bank;</p> <p>(II) acceptance of improper benefits during the performance of his/her duties or the misuse of his/her status as a supervisor to obtain personal gain;</p> <p>(III) participation in or assistance to a shareholder to improperly interfere with the Bank, resulting in significant risk and loss to the Bank;</p> <p>(IV) concealment of important facts, provision of false materials or participating in the Bank’s fabrication of false materials;</p> <p>(V) concealment of major violations of laws and regulations by the Bank and related personnel;</p> <p>(VI) failure to raise objection when the resolution of the Board of Supervisors violated laws and regulations, regulatory requirements and the Articles of Association, resulting in significant risks and losses to the Bank;</p> <p>(VII) refusal to correct the serious problems found in the performance evaluation;</p> <p>(VIII) other serious misconduct provided by the laws and regulations regulatory requirements and the Articles of Association.</p>
<p>Section 2 External Supervisors</p>	
<p>Article 230 The Bank shall have external supervisors. Matters including the qualifications, conditions, removal and resignation of the external supervisors of the Bank shall be implemented with reference to the requirements of independent directors as prescribed in the Articles of Association. An external supervisor of the Bank shall not simultaneously hold positions in more than 2 commercial banks, and they shall not concurrently serve as an external supervisor in any financial institution which may lead to potential conflicts of interest with the Bank.</p>	<p>Article 230 The Bank shall have external supervisors. Matters including the qualifications, conditions, removal and resignation of the external supervisors of the Bank shall be implemented with reference to the requirements of independent directors as prescribed in the Articles of Association. An external supervisor of the Bank shall not serve in the Bank for more than six years in aggregate, shall not simultaneously hold positions in more than 2 commercial banks, and they shall not concurrently serve as an external supervisor in any financial institution which may lead to potential conflicts of interest with the Bank. There shall be no relationship between the external supervisors and the Bank, its shareholders or the de facto controller that would influence their independent judgment.</p>

Current Articles of Association	Amended Articles of Association
Section 3 Board of Supervisors	
<p>Article 232 The Bank shall establish a board of supervisors which shall be comprised of 12 supervisors. The Board of Supervisors shall have one chairman whose appointment and removal shall be adopted by more than two-thirds of all the supervisors by voting. Upon election, qualifications of the chairman shall be reported to the banking regulatory authorities under the State council as required. The chairman of the Board of Supervisors shall be served by a professional person who shall at least have professional knowledge and work experience in accounting, auditing, finance or law. The term of office of the chairman shall be 3 years, and a chairman may be re-elected and re-appointed upon expiry of his/her term of office. Appointment and removal of the chairman of the Board of Supervisors shall be adopted by more than two-thirds of the supervisors by voting.</p>	<p>Article 232 The Bank shall establish a board of supervisors which shall be comprised of twelve supervisors, including four shareholder representative supervisors, four employee representative supervisors and four external supervisors. The Board of Supervisors shall have one chairman of the Board of Supervisors (Chairman of the Board of Supervisors) whose appointment and removal shall be adopted by more than two-thirds of all the supervisors by voting. Upon election, qualifications of the chairman shall be reported to the banking regulatory authorities under the State council as required. The chairman of the Board of Supervisors (Chairman of the Board of Supervisors) shall be served by a professional person who shall at least have professional knowledge and work experience in accounting, auditing, finance or law. The term of office of the chairman shall be three years, and a chairman may be re-elected and re-appointed upon expiry of his/her term of office. Appointment and removal of the chairman of the Board of Supervisors (Chairman of the Board of Supervisors) shall be adopted by more than two-thirds of the supervisors by voting.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 233 The Board of Supervisors shall exercise the following powers:</p> <p>(I) to examine and provide comments in writing on the periodical reports of the Bank prepared by the Board of Directors; to review the periodical reports prepared by the Bank and put forth written review opinions on the truthfulness, accuracy and completeness of reports; to review the Bank’s profit distribution plan and offer opinions on the compliance and rationality of the profit distribution plan;</p> <p>(II) to examine and supervise the Bank’s financial activities; to supervise and inspect the Bank’s operation decision, financial activities, risk management and internal control, and supervise the rectification; to provide guidance on the operation of the internal audit department of the Bank;</p> <p>(III) to monitor the behaviours of directors and senior management members when performing their duties and the duty performance of the Board of Directors and senior management; to supervise the Board of Directors on the establishment of stable business ideas; to propose to remove the directors or senior management who is in breach of the laws, regulations, the Articles of Association or the resolutions of the shareholders’ general meeting;</p> <p>(IV) to address inquiries to any directors and senior management; to demand rectification from a director or senior management when the acts of such person injure the interests of the Bank;</p> <p>(V) to propose the convening of extraordinary general meetings; to convene and preside over the shareholders’ general meetings under the circumstances that the Board of Directors cannot perform its duties of convening and presiding over the shareholders’ general meeting as provided for in the Company Law;</p> <p>(VI) to make proposals to the shareholders’ general meetings;</p> <p>(VII) to bring lawsuits against directors or senior management according to Article 151 of the Company Law;</p>	<p>Article 233 The Board of Supervisors shall exercise the following powers:</p> <p>(I) to supervise and examine the financial activities of the Bank; to review the periodical reports and put forth written review opinions on the truthfulness, accuracy and completeness of reports; to review the Bank’s profit distribution plan and offer opinions on the compliance and rationality of the profit distribution plan;</p> <p>(II) to monitor the behaviours of directors and senior management members when performing their duties; to propose to remove the directors or senior management who is in breach of the laws, administrative regulations, the Articles of Association or the resolutions of the shareholders’ general meeting;</p> <p>(III) to demand rectification from a director or senior management when the acts of such person injure the interests of the Bank;</p> <p>(IV) to propose the convening of extraordinary general meetings; to convene and preside over the shareholders’ general meetings under the circumstances that the Board of Directors cannot perform its duties of convening and presiding over the shareholders’ general meeting;</p> <p>(V) to make proposals to the shareholders’ general meetings;</p> <p>(VI) to bring lawsuits against directors or senior management according to Article 151 of the Company Law;</p> <p>(VII) the Board of Supervisors may, as needed, make recommendations, conduct reminders, interviews, address inquiries and request responses in writing or orally to the Board of Directors and senior management and their members or other personnel.</p>

Current Articles of Association	Amended Articles of Association
<p>(VIII) if any abnormality is found in operations of the Bank, to conduct investigations; and when necessary, to engage such professionals as accountants or solicitors to assist the work for the account of the Bank at the expense of the Bank;</p> <p>(IX) to address inquiries to any directors and senior management;</p> <p>(X) to conduct special and off-office audit in respect to any directors and senior officers;</p> <p>(XI) to inspect and audit the operating decision, risk management and internal control of the Bank, and to provide guidance on the operation of the internal audit department of the Bank;</p> <p>(XII) to exercise any other functions and powers of the Board of Supervisors prescribed by the laws, regulations and the Articles of Association or powers delegated by the shareholders' general meetings. The Board of Supervisors may, in the performance of its duties, adopt a variety of methods of supervision, such as offsite monitoring, inspections, attending meetings, interviews, reviewing reports, research, surveys, audits and engagement of third-party professional organizations for assistance.</p>	<p>(VIII) if the Board of Supervisors find any abnormality in operations of the Bank, it may conduct investigations; and when necessary, it may engage such professionals as accountants or solicitors to assist the work for the account of the Bank at the expense of the Bank;</p> <p>(IX) to exercise any other functions and powers of the Board of Supervisors prescribed by the laws and regulations, regulatory requirements and the Articles of Association.</p> <p>In addition to performing its duties in accordance with the Company Law and the Articles of Association, the Board of Supervisors shall focus on the following matters:</p> <p>(I) to supervise the Board of Directors on the establishment of stable business ideas, value criteria and formulation of development strategies in line with the current situation of the Bank;</p> <p>(II) to evaluate the scientificity, reasonableness and soundness of the Bank's development strategy and form an evaluation report;</p> <p>(III) to supervise and inspect the Bank's business decisions, risk management and internal controls and supervise their rectification, and to direct the work of the Bank's internal audit department;</p> <p>(IV) to supervise the selection and appointment procedures of directors;</p> <p>(V) to supervise the implementation of the compensation management systems and the scientific and rational nature of the compensation plan of senior management;</p> <p>(VI) other matters as provided by laws, regulations, regulatory provisions and the Articles of Association.</p> <p>The Board of Supervisors may, in the performance of its duties, adopt a variety of methods of supervision, such as offsite monitoring, inspections, attending meetings, interviews, reviewing reports, research, surveys, audits and engagement of third-party professional organizations for assistance.</p>
<p>Article 239 The Board of Supervisors shall discuss official business through the meetings of the Board of Supervisors. The meetings of Board of Supervisors shall be classified into regular meetings and extraordinary meetings and shall be convened and chaired by the chairman of the Board of Supervisors.</p>	<p>To be combined with the original Article 241 to the amended Article 240.</p>
<p>Article 241 The Board of Supervisors shall convene regular meetings at least 4 times annually and at least once on a quarterly basis. The Board of Supervisors shall convene a meeting if such a written proposal is made by all external supervisors.</p>	<p>Article 240 The Board of Supervisors shall convene regular meetings at least four times annually and the supervisors may propose to convene an ad hoc meeting of the Board of Supervisors. The chairman of the Board of Supervisors (Chairman of the Board of Supervisors) shall convene and chair the meeting.</p> <p>Resolutions of the Board of Supervisors can be made in two ways: by on-site meeting voting and by written circular voting.</p>

Current Articles of Association	Amended Articles of Association
<p>Article 247 Minutes shall be taken by the Board of Supervisors to record the decisions of matters discussed at the meeting and shall be signed by the supervisors attending the meetings. Supervisors attending the meeting shall have the right to request explanatory notes regarding any remarks that have been made during the meeting to be placed in the minutes. The minutes of the Board of Supervisors’ meetings shall be kept by the Bank for a period of not less than 10 years.</p>	<p>Article 246 Minutes shall be taken by the Board of Supervisors to record resolutions on matters to be discussed at the on-site meeting and shall be kept in perpetuity.</p>
Chapter 18 Miscellaneous	
<p>Article 333 Interpretation (I) A “controlling shareholder” shall refer to the person satisfying any of the following conditions: 1. such shareholder acting alone or together with other shareholders may elect more than half of the directors; 2. such shareholder acting alone or together with other shareholders may exercise more than 30% of the voting rights in the Bank or control the exercise of more than 30% of the voting rights in the Bank; 3. such shareholder acting alone or together with other shareholders holds more than 30% of the issued and outstanding shares of the Bank; 4. such shareholder acting alone or together with other shareholders may in fact control the Bank in any other ways. (II) “De facto controller” refers to a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationship, agreement or other arrangements. (III) “Substantial shareholders” refer to shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or hold less than 5% of the total capital or total shares but have a significant impact on the business operations of the Bank.</p>	<p>Article 332 Interpretation (I) A “controlling shareholder” shall refer to the person satisfying any of the following conditions: 1. such shareholder acting alone or together with other shareholders may elect more than half of the directors; 2. such shareholder acting alone or together with other shareholders may exercise more than 30% of the voting rights in the Bank or control the exercise of more than 30% of the voting rights in the Bank; or a shareholder who, although holding less than 30% of the shares, has sufficient voting rights based on his or her shares to exercise significant influence on the resolutions of the shareholders’ general meeting. 3. such shareholder acting alone or together with other shareholders holds more than 30% of the issued and outstanding shares of the Bank; 4. such shareholder acting alone or together with other shareholders may in fact control the Bank in any other ways. (II) “De facto controller” refers to a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationship, agreement or other arrangements. (III) “Substantial shareholders” refer to shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or hold less than 5% of the total capital or total shares but have a significant impact on the business operations of the Bank.</p>

Current Articles of Association	Amended Articles of Association
<p>The “significant impact” in the preceding paragraph includes but not limited to dispatching directors, supervisors or senior management to the Bank, affecting the financial and business operation decisions of the Bank through agreements or other means and other circumstances as determined by the banking regulatory authority of the State Council or its local offices.</p> <p>(IV) “Related party relationship” refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior management of the Bank and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Bank. However, the relationship between fellow state-controlled enterprises shall not be deemed as related party relationship merely because they are under the common control of the State.</p> <p>(V) “Concerted action” refers to the act or fact that an investor jointly enlarges the voting rights of shares of the Bank with other investors through agreements and other arrangements. Investors who act in concert are persons acting in concert.</p> <p>(VI) “Ultimate beneficiary” refers to a person actually entitled to the return on the Bank’s equity.</p>	<p>The “significant impact” in the preceding paragraph includes but not limited to nominating or dispatching directors, supervisors or senior management to the Bank, affecting the financial and business operation decisions of the Bank through agreements or other means and other circumstances as determined by the banking regulatory authority of the State Council or its local offices.</p> <p>(IV) “Related party relationship” refers to the relationship between the controlling shareholders, de facto controller, directors, supervisors, senior management of the Bank and the enterprises under their direct or indirect control, and any other relationship that may lead to the transfer of interests of the Bank. However, the relationship between fellow state-controlled enterprises shall not be deemed as related party relationship merely because they are under the common control of the State.</p> <p>(V) “Concerted action” refers to the act or fact that an investor jointly enlarges the voting rights of shares of the Bank with other investors through agreements and other arrangements. Investors who act in concert are persons acting in concert.</p> <p>(VI) “Ultimate beneficiary” refers to a person actually entitled to the return on the Bank’s equity.</p> <p>(VII) Failure of the corporate governance mechanism includes, but is not limited to: failure to elect the Board of Directors for more than one consecutive year; failure to make effective resolutions on prolonged conflict among the directors of the Bank and to resolve it through a shareholders’ general meeting; failure of the Bank to convene a shareholders’ general meeting for more than one consecutive year; failure of the Bank to meet the statutory or Articles of Association the ratio as stated in when voting at a shareholders’ general meeting and failure to make effective resolutions at a shareholders’ general meeting for more than one consecutive year; failure to pass a proposal to increase capital due to insufficient capital adequacy ratio or solvency; failure of the Bank’s existing governance mechanism to function properly resulting in serious difficulties in the Bank’s operation and management; other circumstances as determined by the regulatory authorities.</p> <p>(VIII) On-site meetings are meetings held through on-site, video, telephone, etc., which can guarantee the participants to exchange and discuss in real time.</p> <p>(IX) A written circular is a meeting method of resolving a proposal being served separately or by circulation.</p>

Notes:

1. In accordance with the requirements of the Corporate Governance Standards for Banking and Insurance Institutions, the “communication voting” in the Articles of Association of the Bank was amended to “written circular voting”.
2. In accordance with the Corporate Governance Standards for Banking and Insurance Institutions, the “Chairman of the Board of Supervisors” in the Articles of Association of the Bank shall be amended to “Chairman of the Board of Supervisors”.
3. As there are new or deleted articles in the amendments, the numbering of other articles will be adjusted accordingly.

**INDEPENDENT OPINIONS OF INDEPENDENT DIRECTORS OF DONGGUAN RURAL
COMMERCIAL BANK CO., LTD. ON MATTERS RELATED TO THE 2022 FIRST
EXTRAORDINARY GENERAL MEETING**

According to the Company Law of the People's Republic of China (the "**Company Law**"), the Corporate Governance Standards for Banking and Insurance Institutions, the articles of association of Dongguan Rural Commercial Bank Co., Ltd. (the "**Articles of Association**") and other provisions, we, as the independent Directors of Dongguan Rural Commercial Bank Co., Ltd. (the "**Company**") and under the principle of openness, fairness and objectivity, expressed our independent opinions on issues related to the 2022 First Extraordinary General Meeting of the Company as follows:

I. Independent Opinions on the Removal of Mr. Chen Wei

The voting procedures of the Board for the the resolution regarding the removal of Mr. Chen Wei are in compliance with the relevant requirements of the Company Law and other laws and regulations as well as the Articles of Association. There is no circumstance affecting the normal operation of the Bank, and relevant resolution was agreed to be submitted to the shareholders' general meeting for consideration.

II. Independent Opinions on the Participation in Using Special Bonds to Replenish the Capital of Puning RCB

The Company's participation in using special bonds to replenish the capital of Puning RCB is an important task for the Company to implement the reform of rural financial cooperative institutions in Guangdong Province. The above work does not violate relevant laws, regulations and regulatory requirements, and relevant resolution was agreed to be submitted to the shareholders' general meeting for consideration.

Dongguan Rural Commercial Bank Co., Ltd.

ZENG Jianhua, YIP Tai Him, XU Zhi, TAN Fulong, LIU Yuou, XU Tingting

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

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DRC Bank

Dongguan Rural Commercial Bank Co., Ltd.*

東莞農村商業銀行股份有限公司*

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

(Stock code: 9889)

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 first extraordinary general meeting (the “**EGM**”) of Dongguan Rural Commercial Bank Co., Ltd. (the “**Bank**”) will be held at the conference room of Dongguan Rural Commercial Bank Building, No. 2, Hongfu East Road, Dongcheng District, Dongguan City, Guangdong Province, the PRC (with certain additional satellite venues, shareholders will be arranged to attend the appointed venue, please refer to note 1 for details) on December 19, 2022 (Monday) at 3:00 p.m. to consider and, if thought fit, to pass the following resolutions as the ordinary resolutions/special resolutions:

Ordinary Resolutions

1. The resolution in relation to the change of chinese short name of Dongguan Rural Commercial Bank Co., Ltd.
2. The resolution in relation to the amendments to the rules of procedure for shareholders’ general meeting of Dongguan Rural Commercial Bank Co., Ltd. (2021 Version)
3. The resolution in relation to the amendments to the rules of procedure of the board of directors of Dongguan Rural Commercial Bank Co., Ltd. (2021 Version)
4. The resolution in relation to the amendments to the rules of procedure of the board of supervisors of Dongguan Rural Commercial Bank Co., Ltd. (2021 Version)

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

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

5. The resolution in relation to the amendments to the working rules for independent directors of Dongguan Rural Commercial Bank Co., Ltd. (2021 Version)
6. The resolution in relation to the formulation of the measures for the performance evaluation of directors, supervisors and senior management of Dongguan Rural Commercial Bank Co., Ltd. (2022 Version)
7. The resolution in relation to the amendments to the measures for equity management of Dongguan Rural Commercial Bank Co., Ltd. (2019 Version)
8. The resolution in relation to the formulation of the measures for equity investment management of Dongguan Rural Commercial Bank Co., Ltd. (2022 Version)
9. The resolution in relation to the removal of Mr. Chen Wei

Special Resolutions

10. The resolution in relation to the amendments to the articles of association of Dongguan Rural Commercial Bank Co., Ltd.
11. The resolution in relation to the participation in using special bonds to replenish the capital of Guangdong Puning Rural Commercial Bank Co., Ltd.# (廣東普寧農村商業銀行股份有限公司)

Board of Directors
Dongguan Rural Commercial Bank Co., Ltd.

Dongguan City, Guangdong Province, the PRC
November 28, 2022

Measures and Special Arrangements for Pandemic Prevention and Control

According to the requirements of pandemic prevention and control, in order to reduce the risks arising from the group gathering, the Bank will additionally arrange certain satellite venues at branches of the Bank in Dongguan for the EGM, please refer to note 1 to the notice of the EGM for details. The Bank will also adopt a series of disease prevention measures at the EGM venue. The Bank reminds Shareholders and the attendees participating in the on-site meeting to perform personal protective precautions, and actively comply with disease prevention and control requirements by detecting body temperature and wearing surgical masks before entering into the venue.

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

Due to the pandemic, the EGM will not have an on-site question-and-answer session. If shareholders have any questions about the Board of the Bank, please send the questions together with personal information and shareholding certificate to the mailbox gddh@drcbank.com before December 5, 2022 (Monday). The Board of the Bank will try its best to answer the questions at the EGM according to the actual situation.

Notes:

1. Arrangement of satellite venues and attendance

According to the requirements of pandemic prevention and control, in order to reduce the risks arising from the group gathering, the Bank will additionally arrange certain satellite venues at branches of the Bank in Dongguan for the EGM, and all H Shareholders who wish to attend the meeting in person or by proxy are tentatively arranged to attend the satellite venue at Dongcheng Branch located at the conference room, 3rd floor, 7 Dongcheng East Road, Dongcheng District, Dongguan to attend the EGM, and the arrangement of attendance for Domestic Shareholders will be informed separately upon receipt of his/her reply slip. At the same time, the Bank also recommends H Shareholders to appoint the chairman of the meeting as their proxy to vote on their behalf. For those H Shareholders who will attend the EGM, subject to the development of pandemic, limitation of the anti-pandemic regulations and number of H Shareholders returning the reply slip, the Bank may adjust the arrangement and make further announcement on these measures, when necessary.

2. For more details on the above resolutions, please refer to the EGM circular of the Bank dated November 28, 2022. In case of any discrepancy between the Chinese and English versions of this circular and the Notice of the EGM, the Chinese version shall prevail.

3. Closure of H share register of members

As announced by the Bank on November 4, 2022, for the purpose of determining the list of H shareholders of the Bank (“**H Shareholders**”) entitled to attend the EGM, the H share register of members of the Bank will be closed from November 19, 2022 (Saturday) to December 19, 2022 (Monday) (both days inclusive), during which period no transfer of H shares will be registered. The holders of H shares whose name appear on the H shares register of members of the Bank on December 19, 2022 (Monday) are entitled to attend and vote at the EGM. In order to be eligible to attend and vote for at the EGM, all transfers of H shares together with relevant share certificates must be delivered to the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on November 18, 2022 (Friday).

4. Reply slip

H Shareholders who wish to attend the meeting in person or by proxy are required to return the reply slip for the EGM to the Bank’s H share registrar, Computershare Hong Kong Investor Services Limited, on or before December 9, 2022 (Friday) at 4:30 p.m. at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. The reply slip for H Shareholders is enclosed with the circular of the EGM dated November 28, 2022, and can be downloaded from the websites of the HKEXnews at www.hkexnews.hk and the Bank at www.drcbank.com.

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

5. Proxy

A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead, subject to the articles of association of the Bank. The form of proxy for H Shareholders is enclosed with the circular of the EGM dated November 28, 2022, and can be downloaded from the websites of the HKEXnews at www.hkexnews.hk and the Bank at www.drcbank.com. A proxy need not be a member, but must attend the EGM in person to represent the shareholder. If more than one proxy is so appointed, a photocopy of proxy form may be used and specify therein the number of shares in respect of which each such proxy is so appointed.

To be valid, the proxy form together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority (if any) must be lodged at the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time fixed for holding the EGM (for H Shareholders) (or 24 hours before any adjournment thereof, if any).

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

Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM (or any adjournment thereof), whether in person or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.

6. Registration procedures for attending the EGM

Individual shareholders who wish to attend the meeting in person shall present their identity cards or other effective document or proof of identity and share certificates. Proxies of individual shareholders shall present their valid identification documents, copy of shareholder identify, power of attorney and share certificates. 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 present his/her identity card or other valid documents evidencing his/her capacity as a legal representative and share certificates. If appointed to attend the meeting, the proxy should present his/her identity card and an authorization instrument duly signed by the legal representative of the corporate shareholder and share certificates.

7. For relevant matters regarding domestic shareholders of the Bank attending the EGM, please refer to the notice of domestic shareholders otherwise issued by the Bank.

As at the date of this announcement, the board of directors of the Bank comprises Mr. WANG Yaoqiu (Chairman), Mr. FU Qiang, Mr. YE Jianguang and Mr. CHEN Wei as executive Directors; Mr. LAI Chun Tung, Mr. WANG Junyang, Mr. CAI Guowei, Mr. YE Jinqun, Mr. CHEN Haitao, Mr. ZHANG Qingxiang, Mr. CHEN Weiliang and Mr. TANG Wencheng as non-executive Directors; Mr. ZENG Jianhua, Mr. YIP Tai Him, Mr. XU Zhi, Mr. TAN Fulong, Ms. LIU Yuou and Ms. XU Tingting as independent non-executive Directors.

for identification purposes only