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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Bank.

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### Bank of Guizhou Co., Ltd.\* 贵州银行股份有限公司\*

(A joint stock company incorporated in the People's Republic of China with limited liability)  
(Stock Code: 6199)

- (1) 2022 WORK REPORT OF THE BOARD OF DIRECTORS
  - (2) 2022 WORK REPORT OF THE BOARD OF SUPERVISORS
  - (3) 2022 FINANCIAL STATEMENTS REPORT
  - (4) 2022 PROFIT DISTRIBUTION PLAN
  - (5) 2023 FINANCIAL BUDGET PLAN
  - (6) APPOINTMENT OF ACCOUNTING FIRMS FOR 2023
  - (7) AMENDMENTS TO THE ADMINISTRATIVE MEASURES ON RELATED PARTY/CONNECTED TRANSACTIONS OF BANK OF GUIZHOU CO., LTD.
  - (8) APPOINTMENT OF MR. WU ZHIJUN AS A NON-EXECUTIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE BANK
  - (9) APPOINTMENT OF MR. SUN JUNWEI AS A NON-EXECUTIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE BANK
  - (10) APPOINTMENT OF MS. YE JIANGMEI AS A NON-EXECUTIVE DIRECTOR OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE BANK
  - (11) PLAN ON REDEMPTION AND NEW ISSUANCE OF TIER-TWO CAPITAL BONDS
- AND  
NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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The Letter from the Board is set out on pages 3 to 10 of this circular.

The AGM will be held at 2:30 p.m. on Thursday, 18 May 2023 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC. The notice of the AGM is set out on pages 57 to 60 of this circular and was despatched on 19 April 2023.

Whether or not you intend to attend and vote at the AGM, you are required to complete the form of proxy in accordance with the instructions printed thereon and deliver the form of proxy to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board of the Bank at the 43rd floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the Domestic Shareholders) as soon as possible and in any event not less than 24 hours before the scheduled time for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending in person or voting at the AGM or any adjournment thereof should you so wish. The form of proxy for the AGM was despatched on 19 April 2023.

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

19 April 2023

\* Bank of Guizhou 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.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following terms shall have the meanings set out below:*

“AGM”	the 2022 annual general meeting of the Bank to be held at 2:30 p.m. on Thursday, 18 May 2023 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC
“Articles of Association”	the articles of association of the Bank, which may be amended, supplemented or otherwise amended from time to time
“Bank”, “Our Bank” or “Bank of Guizhou”	Bank of Guizhou Co., Ltd. (貴州銀行股份有限公司), a joint stock company incorporated on 28 September 2012 in Guizhou Province, PRC with limited liability in accordance with PRC laws and regulations and, if the context requires, includes its predecessors, branches and sub-branches
“Board” or “Board of Directors”	the board of directors of the Bank
“Board of Supervisors”	the board of supervisors of the Bank
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan region
“CBIRC”	China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會), and, if the context requires, includes its predecessor, China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CBIRC Guizhou Office”	China Banking and Insurance Regulatory Commission Guizhou Office (中國銀保監會貴州監管局)
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary Share(s) issued by the Bank in the PRC with a par value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Shares
“H Shares(s)”	the overseas listed foreign Share(s) of par value RMB1.00 each in the share capital of the Bank, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	the holder(s) of the H Shares

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## DEFINITIONS

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“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“independent Director(s)” or “independent non-executive Director(s)”	the independent director(s) within the meaning of the Articles of Association and the independent non-executive director(s) under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Share(s)”	shares of the Bank, including Domestic Shares and H Shares
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Shares
“Supervisor(s)”	the supervisor(s) of the Bank
“%”	per cent

*Certain amounts and percentage figures in this circular have been subject to rounding adjustments. Accordingly, figures shown as currency conversion or percentage equivalents may not be an arithmetic sum of such figures.*

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LETTER FROM THE BOARD

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**Bank of Guizhou Co., Ltd. \***  
**貴州銀行股份有限公司 \***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 6199)

*Executive Directors:*

Mr. YANG Mingshang (*Chairman*)  
Mr. XU An  
Mr. CAI Dong

*Registered office in the PRC:*

No. 9 Yongchang Road  
Guanshanhu District, Guiyang,  
Guizhou Province, the PRC

*Non-executive Directors:*

Mr. CHEN Jingde  
Mr. CHEN Hanqing  
Ms. GONG Taotao  
Mr. ZHAO Yong

*Principal place of business in Hong Kong:*

40/F, Dah Sing Financial Centre  
No. 248, Queen's Road East  
Wanchai, Hong Kong

*Independent non-executive Directors:*

Mr. WANG Gefan  
Mr. TANG Xin  
Mr. SONG Ke  
Mr. LEE Hoey Simon  
Ms. SUN Li

To the Shareholders:

Dear Sir or Madam,

- (1) 2022 WORK REPORT OF THE BOARD OF DIRECTORS
- (2) 2022 WORK REPORT OF THE BOARD OF SUPERVISORS
- (3) 2022 FINANCIAL STATEMENTS REPORT
- (4) 2022 PROFIT DISTRIBUTION PLAN
- (5) 2023 FINANCIAL BUDGET PLAN
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THIRD SESSION OF THE BOARD OF DIRECTORS OF THE BANK
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- (10) APPOINTMENT OF MS. YE JIANGMEI AS A NON-EXECUTIVE DIRECTOR OF THE  
THIRD SESSION OF THE BOARD OF DIRECTORS OF THE BANK
- (11) PLAN ON REDEMPTION AND NEW ISSUANCE OF TIER-TWO CAPITAL BONDS  
AND  
NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The AGM of the Bank will be held at 2:30 p.m. on Thursday, 18 May 2023. 10 ordinary resolutions and 1 special resolution will be proposed at the AGM for the consideration and approval, as appropriate, of the Shareholders:

#### ORDINARY RESOLUTIONS

1. To consider and approve the 2022 Work Report of the Board of Directors of the Bank
2. To consider and approve the 2022 Work Report of the Board of Supervisors of the Bank
3. To consider and approve the 2022 Financial Statements Report of the Bank
4. To consider and approve the 2022 Profit Distribution Plan of the Bank
5. To consider and approve the 2023 Financial Budget Plan of the Bank
6. To consider and approve the appointment of accounting firms for 2023
7. To consider and approve the amendments to the Administrative Measures on Related Party/ Connected Transactions of Bank of Guizhou Co., Ltd.
8. To consider and approve the appointment of Mr. WU Zhijun as a non-executive Director of the third session of the Board of Directors of the Bank
9. To consider and approve the appointment of Mr. SUN Junwei as a non-executive Director of the third session of the Board of Directors of the Bank
10. To consider and approve the appointment of Ms. YE Jiangmei as a non-executive Director of the third session of the Board of Directors of the Bank

#### SPECIAL RESOLUTION

11. To consider and approve the plan on redemption and new issuance of tier-two capital bonds by the Bank

The purpose of this circular is to provide you with details of the aforementioned resolution(s) to be considered at the AGM. The notice of the AGM is set out on pages 57 to 60 of this circular and was despatched on 19 April 2023.

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## LETTER FROM THE BOARD

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### II. PROPOSED MATTERS FOR THE AGM

#### 1. 2022 Work Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Work Report of the Board of Directors of the Bank. For the detailed content of the 2022 Work Report of the Board of Directors of the Bank, please refer to Appendix I in this circular.

The above resolution has been considered and approved by the Board on 17 April 2023 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

#### 2. 2022 Work Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Work Report of the Board of Supervisors of the Bank. For the detailed content of the 2022 Work Report of the Board of Supervisors of the Bank, please refer to Appendix II in this circular.

The above resolution has been considered and approved by the Board of Supervisors on 30 March 2023 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

#### 3. 2022 Financial Statements Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Financial Statements Report of the Bank. Details are as follows:

As of the end of 2022, the Bank's total assets amounted to RMB533,781 million, representing an increase of RMB29,901 million or 5.93% as compared with the beginning of the year; total liabilities amounted to RMB489,811 million, representing an increase of RMB24,918 million or 5.36% as compared with the beginning of the year; owner's equity amounted to RMB43,971 million, representing an increase of RMB4,983 million or 12.78% as compared with the beginning of the year.

In 2022, the Bank's operating income amounted to RMB11,990 million, representing a year-on-year increase of RMB253 million or 2.15%; net interest income amounted to RMB10,094 million, representing a year-on-year increase of RMB580 million or 6.09%; net fee and commission income amounted to RMB363 million, representing a year-on-year decrease of RMB65 million or 15.13%; profit before tax was RMB4,299 million, representing a year-on-year increase of RMB109 million or 2.60%; net profit amounted to RMB3,829 million, representing a year-on-year increase of RMB124 million or 3.34%; cost-to-income ratio was 30.68%, representing a year-on-year decrease of 0.41%.

The above resolution has been considered and approved by the Board on 31 March 2023 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

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## LETTER FROM THE BOARD

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### 4. 2022 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2022 Profit Distribution Plan of the Bank. Details are as follows:

- I. RMB382.9457 million will be appropriated to the statutory surplus reserve based on 10% of the net profit.
- II. RMB520.00 million will be appropriated to the general risk reserve.
- III. Based on the share capital of 14,588,046,700 shares as at the end of 2022, the Bank distributed the dividend to all Shareholders at 6% of the share capital, totaling RMB875,282,800 (tax inclusive) in cash. The Bank will withhold and pay the income tax in accordance with the relevant provisions of the national tax law.
- IV. The remaining profit, being RMB9,505.7183 million, will be retained and undistributed.

The above resolution has been considered and approved by the Board on 31 March 2023 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution. Upon the above profit distribution plan being approved, the Bank expects to pay cash dividends for the year ended 31 December 2022 to the Shareholders on 13 July 2023. Dividends to Domestic Shareholders will be paid in RMB, and dividends to H Shareholders will be paid in equivalent Hong Kong dollars. RMB will be converted into Hong Kong dollars at the exchange central parity rate announced by the People's Bank of China on Thursday, 18 May 2023 (i.e. the date of the AGM of the Bank). The register of members in respect of the H Shares of the Bank will be closed from Friday, 9 June 2023 to Thursday, 15 June 2023 (both days inclusive). In order to be entitled to the final dividend, H Shareholders of the Bank who have not registered the relevant transfer documents are required to deliver all transfer documents together with the relevant share certificates and other appropriate documents to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 8 June 2023. H Shareholders whose names appear on the register of members of the H Shares on Thursday, 15 June 2023 are entitled to receive the final dividend. The Bank will further announce detailed cash dividends arrangement after the convening of the AGM.

### 5. 2023 Financial Budget Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Financial Budget Plan of the Bank. Details are as follows:

In 2023, the Bank's major financial budget expenses are expected to be RMB4,050 million, representing a year-on-year increase of RMB213 million or 5.56%. Details are as follows:



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## LETTER FROM THE BOARD

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### *I. Taxes and surcharges and other expenses*

The taxes and surcharges and other expenses are estimated to be RMB200 million, representing a year-on-year increase of RMB6 million or 3.09%.

### *II. Operating and administrative expenses*

The operating and administrative expenses (including the depreciation charge of right-of-use assets) are estimated to be RMB3,850 million, representing a year-on-year increase of RMB207 million or 5.68%.

The above resolution has been considered and approved by the Board on 31 March 2023 and is hereby presented at the AGM for consideration and approval by way of an ordinary resolution.

### **6. Appointment of Accounting Firms for 2023**

An ordinary resolution will be proposed at the AGM to consider and approve the appointment of accounting firms for 2023. Details are as follows:

The Bank proposes to the AGM to consider and approve the appointment of BDO China Shu Lun Pan Certified Public Accountants LLP and BDO Limited as the domestic auditor and international auditor of the Bank respectively for the year 2023, and their remuneration for the year 2023 shall be RMB3.3 million (including tax).

The above resolution has been considered and approved by the Board on 17 April 2023, and is hereby presented at the AGM for the consideration and approval by way of an ordinary resolution.

### **7. Amendments to the Administrative Measures on Related Party/Connected Transactions of Bank of Guizhou Co., Ltd.**

An ordinary resolution will be proposed at the AGM to consider and approve the amendments to the Administrative Measures on Related Party/Connected Transactions of Bank of Guizhou Co., Ltd. Details are as follows:

In accordance with the requirements of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions, it is proposed to amend the Administrative Measures on Related Party/Connected Transactions of Bank of Guizhou Co., Ltd. Please refer to Appendix III for the comparison table of amendments to the Administrative Measures on Related Party/Connected Transactions of Bank of Guizhou Co., Ltd. The above resolution has been considered and approved by the Board on 9 November 2022 and is hereby presented at the AGM for the consideration and approval by way of an ordinary resolution.

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## LETTER FROM THE BOARD

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### **8. Appointments of Mr. WU Zhijun, Mr. SUN Junwei and Ms. YE Jiangmei as Non-Executive Directors of the Third Session of the Board of Directors**

Reference is made to the announcement of the Bank dated 17 April 2023 in relation to the proposed appointments of non-executive Directors. Three ordinary resolutions will be proposed at the AGM to consider and approve the appointments of Mr. WU Zhijun, Mr. SUN Junwei and Ms. YE Jiangmei as non-executive Directors of the third session of the Board of Directors of the Bank, with the term of office commencing from the date of consideration and approval of their appointments by the Shareholders' general meeting and the approval of their directorship qualifications by the CBIRC Guizhou Office until the expiry of the term of the third session of the Board of Directors of the Bank. The biographies of Mr. WU Zhijun, Mr. SUN Junwei and Ms. YE Jiangmei are set out in Appendix IV to this circular. The candidates for non-executive Directors have been selected by the Bank after considering the Board members diversity in multiple aspects, including but not limited to age, cultural and educational background, professional skills and knowledge as well as their experience and contribution to be provided to the Board of Directors. The above resolutions have been considered and approved by the Board of Directors on 17 April 2023 and are hereby presented at the AGM for consideration and approval by way of ordinary resolutions.

To the knowledge of the Board, save as disclosed in this circular (a) each Director candidate has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (b) each Director candidate does not have other relationship with any Directors, Supervisors, senior management or substantial Shareholders of the Bank; (c) each Director candidate does not have any interest in the shares of the Bank or its associated entities within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (d) there is no other information in relation to the appointment of each Director candidate which is required to be disclosed pursuant to the requirements set out in Rules 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor are there any other matters which need to be brought to the attention of the Shareholders of the Bank. The Bank will enter into a service contract with each of the appointed Directors (if appointed). Mr. WU, Mr. SUN and Ms. YE, if appointed, will not receive any remuneration from the Bank during their tenure as non-executive Directors of the Bank.

### **9. Plan on Redemption and New Issuance of Tier-Two Capital Bonds**

A special resolution will be proposed at the AGM to consider and approve the plan on redemption and new issuance of tier-two capital bonds by the Bank. Details are as follows:

The Bank's RMB2.8 billion of tier-two capital bonds issued in 2018 will mature in 2023 (RMB1.8 billion due in June and RMB1 billion due in December). In order to ensure the smooth transition upon the maturity of capital instruments and safeguard the sound development of the Bank's business, according to the Rules on Capital Management for Commercial Banks (Provisional) (CBRC 2012 Order No. 1) (《商業銀行資本管理辦法(試行)》(中國銀行業監督管理委員會令2012年第1號)), the Opinions on Further Support for Innovation of Capital Instruments of Commercial Banks (Yin Jian Fa [2018] No.5) (《關於進一步支持商業銀行資本工具創新的意見》(銀監發[2018]5號)) and the Decision on Amending Some Administrative License Regulations of the China Banking and Insurance Regulatory Commission (CBIRC 2022 Order No. 5) (《中國銀保監會關於修改部分行政許

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## LETTER FROM THE BOARD

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可規章的決定》(中國銀行保險監督管理委員會令2022年第5號)) issued by CBRC, the Announcement on Matters concerning Issuance of Capital Supplementary Bonds by Banking Financial Institutions (Announcement of the People's Bank of China [2018] No. 3) (《關於銀行業金融機構發行資本補充債券有關事宜的公告》(中國人民銀行公告[2018]第3號)) issued by the People's Bank of China and other relevant documents, the Bank intends to fully redeem RMB2.8 billion of tier-two capital bonds due in 2023 and issue new tier-two capital bonds of no more than RMB5 billion (including RMB5 billion) (the “**Redemption and New Issuance of Tier-two Capital Bonds Plan**”). Please refer to Appendix V for details of the Redemption and New Issuance of Tier-two Capital Bonds Plan.

The above resolution has been considered and approved by the Board on 17 April 2023 and is hereby presented at the AGM for the consideration and approval by way of a special resolution.

### III. REPORTING MATTERS FOR THE AGM

In addition, Shareholders will hear the 2022 Report on the Assessment of Major Shareholders, the 2022 Performance Evaluation Report on Board of Directors and Board of Supervisors and Senior Management and Their Members, the 2022 Performance Report of Independent Non-executive Directors, the 2022 Report on Related-Party Transactions and the 2022 Report on Implementation of Resolutions of Shareholders' General Meeting of the Bank.

### IV. AGM

The AGM will be held at 2:30 p.m. on Thursday, 18 May 2023 at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC, to consider and, if thought fit, to approve the proposed matters as set out in the notice. The notice of the AGM is set out on pages 57 to 60 of this circular and was despatched on 19 April 2023.

Whether or not you intend to attend and vote at the AGM in person, you should complete the form of proxy in accordance with the instructions printed thereon. Completion and return of the form(s) of proxy will not preclude you from attending in person or voting at the AGM or any adjournment thereof should you so wish. The respective forms of proxy for the AGM were despatched on 19 April 2023.

### V. VOTING BY WAY OF POLL

Pursuant to the requirements of Rule 13.39(4) of the Listing Rules, all voting by the Shareholders at the Shareholders' general meeting shall be taken by the way of poll. As such, the chairman of the meeting will request a poll for each resolution proposed at the AGM.

As far as the Directors are aware, no Shareholder or its associate (as defined in the Listing Rules) is deemed to have a material interest in any of the resolutions to be proposed at the AGM, and accordingly, no Shareholder is required to abstain from voting on any resolutions at the AGM.

The voting results of the AGM will be published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.bgzchina.com](http://www.bgzchina.com)) in accordance with the Listing Rules.

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## LETTER FROM THE BOARD

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### VI. CLOSURE OF THE REGISTER OF MEMBERS

In order to determine the list of Shareholders who are entitled to attend and vote at the AGM, the register of members of the Bank will be closed from Monday, 15 May 2023 to Thursday, 18 May 2023 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the AGM is Thursday, 18 May 2023. In order to be qualified to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712- 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of the H Shares) or the office of the Board of Directors of the Bank at 43rd Floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for the holders of the Domestic Shares) not later than 4:30 p.m. on Friday, 12 May 2023 for registration.

Pursuant to the requirement of the Articles of Association of the Bank, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the AGM.

### VII. RECOMMENDATIONS

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

### VIII. OTHER INFORMATION

Please pay attention to the information as set out in Appendices I to V in this circular.

By Order of the Board  
**Bank of Guizhou Co., Ltd.\***  
**Yang Mingshang**  
*Chairman*

Guiyang, the PRC, 19 April 2023

\* *Bank of Guizhou 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.*

## 2022 WORK REPORT OF THE BOARD OF DIRECTORS OF BANK OF GUIZHOU

The year 2022 is a milestone year in the history of the Party and the country. In this year, the 20th CPC National Congress was held successfully and drew a grand blueprint for achieving the second century goal. This year also marks the tenth anniversary of Bank of Guizhou since its establishment and the Bank has successfully realized the transformation from small to large and weak to strong. In this year, Bank of Guizhou launched a new round of strategic planning, which pointed out the direction for the high-quality development of the whole Bank. Over the past year, the Board of Directors of Bank of Guizhou has always adhered to the requirements of “Two Consistency(兩個一以貫之)”, deeply implemented the decisions and arrangements of the provincial Party committee and the provincial government, actively implemented the regulatory requirements, conscientiously performed the role of “setting strategies, making decisions and preventing risks”, insisted on the overall high-quality development strategy, and led the Bank’s cadres and staffs to forge ahead and make progress, withstanding the impact of factors beyond expectations and achieving initial results of the new round of strategic planning. The 2022 work report of the Board is hereby reported as follows:

### I. MAJOR WORK OF THE BOARD OF DIRECTORS IN 2022

#### (I) Strengthening the role of strategic leadership to promote the high-quality development of the whole Bank.

**1. The Board formulated a new round of strategic planning and effectively played a strategic leading role.** The Board formulated the Strategic Plan for the Development of Bank of Guizhou from 2022 to 2024, which clearly defines the overall strategic framework of “1-2-3-4-8” with high-quality development as the guiding principle, adhering to the service concept of “bank with heart”, further consolidating our urban businesses, expanding our rural market and striving to become the most heartfelt top-notch regional bank in China.

**2. The Board enhanced the supervision on strategy implementation and supported the new round of strategy implementation.** Firstly, the Board continued to strengthen the strategy evaluation mechanism. The Board evaluated the implementation of the strategies in 2021 in a timely manner, and continued to promote the improvement of weak links and enhanced the capacity of key areas. Secondly, the Board continued to improve the strategic management system. It formulated Strategic Risk Management Measures of Bank of Guizhou (Provisional) (《貴州銀行戰略風險管理辦法(試行)》) to further clarify the procedures for strategic risk identification, assessment, monitoring, control and reporting, and to continuously promote the standardized and procedural strategic risk management.

**3. The Board vigorously advanced strategic transformation and improved the quality and efficiency of services for the real economy.** Firstly, the Board promoted the transformation of the Bank's services to support the real economy. Around the main strategy of “Four News” to serve “Four-zations”, the Board focused on the key areas of “Four-zations” as well as the province’s basic energy, industrial industry and other major projects and enterprises to comprehensively enhance the ability and level of financial services for the real economy. Secondly, the Board promoted the transformation of customer services to develop inclusive finance. It further optimized the long-term

mechanism of “dare, willing, able and sure to lend (敢貸、願貸、能貸、會貸)”, innovated and launched financial products such as “Qing Hui Loan (青惠貸)” and “Chuang Ke Loan (創客貸)”, and successfully issued the first tranche of financial bonds of RMB4 billion for micro and small enterprises. Thirdly, the Board promoted the transformation of the regional branches to serve the rural revitalization. It vigorously promoted the construction of rural inclusive financial service outlets, continuously optimized the tripartite construction model of “bank + company + outlet manager”, innovated and launched financial products such as “Agriculture Revitalization Loan”, and made every effort to improve the quality and efficiency of financial services for rural revitalization.

**(II) Optimizing the corporate governance mechanism and improving the quality and efficiency of corporate governance.**

**1. The Board optimized the top-level design and continued to strengthen the foundation of corporate governance.** Firstly, the Board continued to promote the deep integration of Party leadership and corporate governance. It conscientiously implemented the requirements of “incorporating Party building into the articles of association of enterprises”, the leadership mechanism of “Dual Entry and Cross Appointment (雙向進入、交叉任職)”, and the Party committee’s pre-study and discussion of major matters, and revised the Rules of Procedure of the Board of Directors according to regulatory requirements, so as to effectively integrate the Party’s leadership in all aspects of decision-making, execution and supervision of the Bank. Secondly, the Board continued to improve the corporate governance system. It revised six systems, including the Articles of Association and the Rules of Procedure of the Shareholders’ General Meeting of Bank of Guizhou, to establish an institutional system that is in line with the latest laws, regulations and regulatory documents in a timely manner. Thirdly, the Board continued to optimize the organizational structure of the whole Bank. It established the Digital Finance Department and the Securities Investment Fund Custody Department in the head office and optimized the organizational structure of branches.

**2. The Board strengthened the performance of duties and further improved the quality and efficiency of the operation of the Board.** Firstly, the Board continued to optimize its composition. It newly appointed two industry experts as independent Directors and timely adjusted the personnel of the special committees under the Board to ensure the independence, professionalism and stability of the Board. Secondly, the Board strengthened the closed-loop management of Board resolutions. The Board regularly followed up on the implementation of Board resolutions to ensure that the achievements of Board meetings were transformed into productivity and to better support operation management. In 2022, it convened 13 Board meetings, considered 93 resolutions and reviewed 49 resolutions. Thirdly, the Board continuously enhanced information exchange. It held five special reporting meetings, and organized face-to-face communication meetings between independent Directors and the Chairman of the Board to conduct in-depth discussions on business initiatives, strategic positioning, ESG management and other aspects in the next stage, continuously giving play to the key role of the Board in strategic decision-making.

**3. The Board optimized management methods and continued to improve the level of refined management of Shareholders’ equity and related party transactions.** Firstly, the Board continued to regulate the management of Shareholders’ equity affairs. It continued to regulate the performance of substantial Shareholders and major Shareholders, strengthen the assessment of the

qualification and fulfillment of commitments of substantial Shareholders and major Shareholders, and formed and submitted assessment reports to the Shareholders' general meeting. Secondly, the Board continued to improve the means of the management of related party transactions. The Board dynamically managed the list of related parties, strengthened the review of the necessity, compliance and fairness of material related party transactions, and strictly controlled the risks of related party transactions. It vigorously promoted the construction of the related party transaction management system and realized the online operation of the system in December 2022, further enhancing the informationization, systematization and intelligence of the management of related party transactions.

**(III) Continuously strengthening risk management and enhancing the line of defense for internal control and compliance.**

**1. The Board strengthened comprehensive risk management and effectively safeguarded the risk bottom line.** Firstly, the Board prudently formulated a comprehensive risk management policy. It formulated the Comprehensive Risk Management Policy of Bank of Guizhou in 2022, and practiced the risk appetite of "soundness and balance (穩健均衡)" from the top level departments to the basic units, and guided credit resources to support the fields in relation to "Four News" and "Four-zations", the real economy, private micro and small enterprises, etc. Secondly, the Board continued to improve the risk management system. It revised and issued the Comprehensive Risk Management Measures of Bank of Guizhou, Risk Appetite Management Measures of Bank of Guizhou and other systems, and timely launched the expected credit loss management optimization project to further strengthen the foundation of comprehensive risk management. Thirdly, the Board strengthened the daily supervision of risk management. It regularly obtained stress test reports submitted by the management, timely followed and evaluated the risk level and risk management status of the whole Bank, and urged the management to strictly prevent risks in key areas so as to further enhance the risk resilience.

**2. The Board improved the internal control and compliance mechanism and further enhanced the internal control and compliance management capability.** Firstly, the Board strengthened the supervision of internal control management. It regularly listened to reports on internal control evaluation and case prevention work, promoted the management to formulate effective measures on a case-by-case basis, and continuously promoted the implementation of rectification and compliance. Secondly, the Board continued to deepen the construction of compliance culture. It promoted the management to organize "Compliance Management Year" activity, so as to continuously raise the awareness of compliance among all employees of the Bank through compliance training and compliance lectures. Thirdly, the Board continuously enhanced money laundering risk management. It continued to promote the linkage mechanism of money laundering risk prevention and control, applied the results of anti-money laundering in the areas of compliance and risk management to strengthen the effectiveness of comprehensive risk management.

**3. The Board strengthened internal audit supervision to promote standardized operation and risk mitigation.** Firstly, the Board continued to enhance the vertical management of internal audit. It guided the audit department to continuously improve the mechanism of identification and follow-up rectification of problems in audit, including "issuance of audit opinion, rectification and feedback, assessment and notification, and follow-up", and to continuously step up the tracking and implementation of these audit results. Secondly, the Board continued to strengthen the use of audit

results. The Board regularly listened to reports on internal audit work, timely obtained reports on the rectification of problems found in audit, and vigorously promoted the transformation of audit results. Thirdly, the Board vigorously enhanced the use of digitalization. It promoted internal audit innovation to build audit models, continuously enhanced the ability to discover problems by digital means, and further improved the quality and efficiency of internal audit work.

**(IV) Implementing and perfecting capital management and continuously improving capital strength.**

Firstly, the Board continuously improved the capital management mechanism. It regularly listened to capital adequacy reports and capital stress test reports to continuously improve the long-term risk management mechanism of mutual balance of risk, capital and return under capital constraints. Secondly, the Board continuously optimized the capital structure. 2022 saw the successful issuance of the first tranche of perpetual bonds of RMB2.5 billion to supplement other tier-one capital, further optimizing the capital structure of the entire Bank.

**(V) Strengthening capital market exchange to establish a good market image.**

**1. The Board insisted on information disclosure and completed information disclosure work with high standard.** The Board continuously improved the information disclosure system, strengthened active disclosure, optimized disclosure methods and continuously improved the effectiveness and transparency of information disclosure. In 2022, the Board disclosed 7 periodic reports and 106 interim announcements on schedule to effectively ensure investors' right to know.

**2. The Board continuously enriched the means of investor management work and actively promoted the positive image of Bank of Guizhou.** The Board formulated the Investor Relations Management Measures of Bank of Guizhou to further clarify the investor relations management process. It focused on the special publicity of the Bank's performance to fully refine the highlights of the Bank, guide the market and investors to build a positive perception of the Bank, and continuously improve our market image.

**(VI) Actively practicing ESG concept and showing the enterprise's commitment to the times.**

Firstly, the Board continuously improved the ESG management system. The Board continued to improve the ESG management mechanism by conducting stakeholder research, building a mechanism for collecting emission indicators and releasing ESG reports. Secondly, the Board continued to build the green brand of Bank of Guizhou. The Board actively guided the management to carry out useful exploration and innovative practices in supporting carbon peak and carbon neutrality. In 2022, the Bank successfully issued the second batch of green financial bonds of RMB3 billion, with a cumulative issuance amount of RMB13 billion. Thirdly, the Board conscientiously implemented the concept of consumer rights protection. It adhered to the original intention and center of protecting the legitimate rights and interests of consumers, strengthened the top-level design, incorporated consumer rights protection into the new round of strategic planning, increased the promotion of consumer protection, and continuously practiced the philosophy of finance for the people in a new form.



## II. WORK PLAN FOR 2023

The year 2023 is the opening year of the comprehensive implementation of the spirit of the 20th CPC National Congress and the key year for Bank of Guizhou to promote the implementation of the new round of strategic planning. In the face of the complex and ever-changing economic environment, the Board of the Bank will be guided by Xi Jinping Thought on Socialism with Chinese Characteristics for A New Era, conscientiously implement the spirit of the 20th CPC National Congress, the Central Economic Work Conference and the Provincial Economic Work Conference, adhere to the general keynote of seeking progress in a stable manner, maintain strategic determination and confidence, seize opportunities and overcome difficulties to achieve effective improvement in quality and reasonable growth in quantity.

### **(I) To continuously optimize strategic management and accelerate the construction of a new development pattern.**

Firstly, the Board will continue to strengthen the implementation of strategies. The Board will evaluate the completion of the first year of the new strategic plan in a timely manner to accurately identify the difficulties and pain points in the implementation of strategies. The Board will carry out targeted strategic implementation research and continue to consolidate the closed-loop supervision mechanism of strategic task formulation, decomposition, monitoring and reporting to better achieve business transformation and development. Secondly, the Board will continue to promote the upgrading of the strategic transformation of the whole Bank. The Board will continue to adhere to the three major business positions of “promoting the transformation of the corporate business in an all-round way, deeply cultivating retail business and strengthening the foundation of financial market business”, continue to consolidate urban business, further expand the untapped rural markets, and make every effort to build the most heartfelt top-notch regional bank in China. Thirdly, the Board will fully support the rural revitalization. The Board will make every effort to promote the quality and efficiency of the rural service outlets, continue to optimize the “bank + company + outlet manager” tripartite construction model, increase the granting of “Agriculture Revitalization Loan”, so as to provide a variety of comprehensive services for rural customers. Fourthly, The Board will accelerate the pace of digital transformation. With the goal of “seizing new opportunities in the implementation of digital economy strategy”, the Board will insist on using intelligence to promote refinement management, and use digitalization to promote the change and reshaping of business models and management methods, so as to effectively enhance the momentum of reform and development.

### **(II) To continuously strengthen the construction of corporate governance to better support business management.**

Firstly, the Board will continue to optimize the top-level design. The Board will always adhere to and strengthen the overall leadership of the Party, continuously optimize the information and communication mechanism between the Party Committee and other governance bodies, and effectively transform the Party’s leadership advantages into development advantages. Secondly, the Board will continue to strengthen the self-construction. The Board will continue to strengthen the building of Directors’ capacity in performing their duties, select and strengthen the team of Directors, conduct targeted training and special research on the performance of Directors, and continue to consolidate the central role of the Board in strategic decision-making. Thirdly, the Board will continue to strengthen the fine management of capital. The Board will carefully plan for the further

issuance of tier-two capital bonds and continue to optimize the capital structure of the Bank. The Board will launch a capital management consulting project and formulate a new round of capital planning to further improve capital management tools, effectively guide the Bank's business transformation and maximize value. Fourthly, the Board will continue to improve the quality and efficiency of the management of equity and related party transactions. The Board will continue to strengthen the management of Shareholders' behavior, improve the mechanism of regular inspection of Shareholders' behavior, and promote the quality and efficiency of the basic management of Shareholders' equity. The Board will continue to improve the functions of the related party transaction management system and formulate rules for the implementation of related party transaction management to further enhance the quality and efficiency of management.

**(III) To continuously strengthen risk management and solidify the foundation of high-quality development.**

Firstly, the Board will continue to strengthen comprehensive risk control. The Board will deepen the application of the results of the new capital agreement, continue to promote the construction of the risk management system, and enhance the Bank's ability to independently control the risk model and quantify risks. The Board will continue to strengthen risk appetite and risk limit management to firmly safeguard the risk bottom line. Secondly, the Board will continuously improve the quality and efficiency of compliance control. The Board will promote the construction and implementation of rules and regulations system by the management, continuously enhance the authority and execution of the systems, and make the systems effective. The Board will continuously and deeply promote the construction of compliance culture, and effectively integrate the concept and awareness of compliance into every position, every employee and every link of the Bank. Thirdly, the Board will continue to step up internal audit supervision. The Board will adhere to the principle of risk orientation, further strengthen the follow-up supervision on the implementation of rectification and reform of the problems pointed out by the audit, and make every effort to promote standardized operation and risk mitigation, so as to promote the smooth achievement of strategic objectives.

## 2022 WORK REPORT OF THE BOARD OF SUPERVISORS OF BANK OF GUIZHOU

The year 2022 is a year of significance in the history of the Party and the country and also marks the tenth anniversary of Bank of Guizhou since its establishment. Over the past year, under the correct guidance of the Party Committee and the Shareholders' general meeting, and with the support and cooperation of the Board of Directors and senior management, the Board of Supervisors of Bank of Guizhou insisted on the combination of Party leadership and corporate governance, closely focused on the development planning and central work of the Bank, took standardizing duty performance as the starting point, enhanced the quality and effectiveness of supervision, and made the function of the Board of Supervisors more effective, further promoted the improvement of corporate governance, and effectively safeguarded the legitimate rights and interests of the Company, Shareholders, employees and stakeholders. The main works of the Board of Supervisors are hereby reported as follows:

### I. MAJOR WORK OF THE BOARD OF SUPERVISORS IN 2022

- (I) Enhanced supervision on performance of duties to improve the Bank's ability to perform its duties. The Board of Supervisors standardized the annual performance evaluation, comprehensively evaluated the performance of the Board of Directors, senior management and their members, and urged Directors and senior management to perform their duties diligently and improve the quality and effectiveness of their performance. It supervised the work on information disclosure, equity and Shareholder management, and strategic management, and urged the Board of Directors and its subordinate departments to perform their duties effectively and improve the corporate governance of the whole Bank. It carried out on-site supervision on the business development of six branches, including Guiyang Branch, to supervise the effective performance of branch offices and lay a solid foundation for the full accomplishment of annual operation targets and tasks. It conducted special supervision on the development of business such as rural banks, poverty alleviation industry sub-funds, inclusive finance, housing mortgage loans, credit cards, etc., in order to urge the business departments to effectively perform their duties and improve the level of business lines management and service efficiency.
- (II) Enhanced financial supervision to promote the standardized financial management of the Bank. The Board of Supervisors supervised the formulation and implementation of the annual financial budget and profit distribution plan to promote the allocation of financial resources to support the implementation of the business plan and the continuous improvement of the Bank's efficiency. It conducted research on remuneration and business development of the branches to promote the guiding effect of the remuneration system on business development. It carried out supervision on the implementation of the annual business target assessment to promote the effectiveness of performance management. It supervised the audit of annual report by auditors to promote the effective application of management recommendations. It supervised the implementation of large purchases to promote the continuous standardization of procurement methods and processes.

- (III) Enhanced risk supervision to improve the risk management of the Bank. The Board of Supervisors supervised the formulation and implementation of comprehensive risk management policies, reputation risk management policies, liquidity risk management policies, information technology risk management policies, and credit risk management policies, to promote the maintenance of policy continuity and flexibility, and steadily promote the implementation of the expected credit loss method and large risk exposure management. It held special supervision meetings regarding sudden major risk, made recommendations for risk mitigation, and promoted risk mitigation in a timely manner. It carried out supervision on matters such as non-performing loans in retail business line, implementation of new credit card regulations, and outsourcing management risks to urge each management department to implement their main responsibilities and eliminate risks in a timely manner.
- (IV) Enhanced supervision on internal control to improve the compliance management of the Bank. The Board of Supervisors carried out supervision on the construction of internal control system, anti-money laundering management and 2022 employee conduct management to ensure the continuous improvement of the construction of internal control system. It conducted deeper investigation of problems and continuous tracking of the implementation of rectification of the contents of risk tips issued by the internal audit department, and strengthened the application of internal results. It continuously followed up and supervised the on-site inspection and rectification of the problems prompted by CBIRC Guizhou Office, PBOC and other regulatory departments, to promote the continuous standardization of related work, urge the accountability practices, and strengthen the application of regulatory results.
- (V) Enhanced self-construction to improve the ability of the Board of Supervisors to perform its duties. The Board of Supervisors continuously improved the management system, revised the rules of procedure of the Board of Supervisors around the leadership of the Party, deliberations and resolutions, to promote the Board of Supervisors to perform its duties in a standard manner. It continuously improved the quality of the meetings, held 6 meetings throughout the year and considered proposals on major matters such as the annual financial budget, financial accounts and profit distribution plan, and carried out special supervision works including formulation of development plan, consumer rights and interests protection, financial management, risk management, internal control, related party transactions and performance evaluation. Through these efforts, it promoted the business departments to develop or modify and perfect management systems, optimize information system functions, complete responsibility identification for non-performing loans, achieving good supervision results. It continuously improved the ability to perform its duties, and all Supervisors attended the training on the topic of expected credit loss method for commercial banks and the training for executives of private urban commercial banks. The Board of Supervisors strictly followed the statutory procedures and completed the by-election of vacant supervisors in a timely manner.

## **II. INDEPENDENT OPINIONS ON RELATED MATTERS EXPRESSED BY THE BOARD OF SUPERVISORS**

- (I) Legal Operation of the Bank. During the reporting period, the Bank's operation and management have been complied with the laws and regulations including the PRC Company Law and the PRC Commercial Banking Law, the regulatory requirements and the Articles of

Association. The decision-making procedures of the Board are standardized and the content is legally valid. The senior management operates and manages our business in accordance with laws and regulations, the authorization of the Board and the Company's rules and regulations. The Board of Supervisors has not found that the Board, the senior management and its members have violated laws and regulations or damaged the interests of the Bank and Shareholders.

- (II) **Financial Reporting.** During the reporting period, the financial statements of the Bank for the year of 2022 prepared in accordance with PRC Accounting Standards have been audited by BDO China Shu Lun Pan Certified Public Accountants LLP and the financial statements prepared in accordance with IFRS have been audited by BDO Limited, with standard unqualified auditors' reports being issued. The financial statements of the Bank give a true and objective representation of our financial status and operating results. The Board of Supervisors has not found any false records or material omissions.
- (III) **Related Party Transactions.** During the reporting period, the procedures of the Bank for reviewing, voting, disclosing and performing of related party transactions were in compliance with laws and regulations. The Board of Supervisors has not found any violation of the principle of fairness or any damage to the interests of Shareholders and the Bank.
- (IV) **Implementation of Resolutions Approved in Shareholders' General Meetings.** During the reporting period, the Board of Supervisors has no disagreement with the reports and proposals proposed by the Board being considered and approved in the Shareholders' general meetings. The Board of Supervisors supervised the implementation of the resolutions of Shareholder's general meetings and considered that the Board seriously implemented the resolutions of Shareholder's general meetings.
- (V) **Information Disclosure.** During the reporting period, the Bank has, in accordance with the principles of openness, fairness and impartiality, disclosed the information of the Bank to investors and the public in a timely manner. The Board of Supervisors did not find any false disclosures or material omissions.
- (VI) **Performance of Duties of the Board of Directors and Senior Management Concerning Capital Management and Consolidated Financial Statements Management.** During the reporting period, the Board and senior management of the Bank were proactive in capital management, taking various measures to continuously replenish its capital externally and strictly assessing the use of capital internally, with the relevant regulatory indicators for capital management meeting the regulatory requirements.

**APPENDIX III****COMPARISON TABLE OF AMENDMENTS TO  
THE ADMINISTRATIVE MEASURES ON RELATED  
PARTY/CONNECTED TRANSACTIONS  
OF BANK OF GUIZHOU CO., LTD.**

Notes:

1. For the following content, "~~Bank~~" shall mean deletion, while "**Bank**" shall mean new content;
2. Adjustments to the format and serial number are not shown in the table below;
3. Due to the addition of articles, the numbering of the system chapter and Articles was adjusted accordingly.

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 1 In order to regulate the management of related party transactions of Bank of Guizhou Co., Ltd. (hereinafter referred to as the "Bank"), effectively control the risks of related party transactions, safeguard the legitimate rights and interests of the Bank, its Shareholders and relevant stakeholders, and promote the sound development of the Bank's business, these Measures are hereby formulated in accordance with the Commercial Banking Law, Administrative Measures for the Related-Party Transactions between Commercial Banks and Their Insiders and Shareholders, Interim Measures for the Equity Management of Commercial Banks, 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 laws, administrative regulations, departmental rules and regulatory documents (collectively the laws and regulations), the Articles of Association of Bank of Guizhou Co., Ltd. (hereinafter referred to as the Articles of Association) and the relevant regulations of the Bank.</p>	<p>Article 1 In order to regulate the management of related party/<b>connected</b> transactions of Bank of Guizhou Co., Ltd. (hereinafter referred to as the "Bank"), effectively control the risks of related party/<b>connected</b> transactions, safeguard the legitimate rights and interests of the Bank, its Shareholders and relevant stakeholders, and promote the sound development of the Bank's business, these Measures are hereby formulated in accordance with the <b>Company Law of the People's Republic of China, Commercial Banking Law of the People's Republic of China, <del>Administrative Measures for the Related Party Transactions between Commercial Banks and Their Insiders and Shareholders, Administrative Measures on Related Party Transactions of Banking or Insurance Institutions,</del></b> Interim Measures for the Equity Management of Commercial Banks, 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 laws, administrative regulations, departmental rules and regulatory documents (collectively the laws and regulations), the Articles of Association of Bank of Guizhou Co., Ltd. (hereinafter referred to as the Articles of Association) and the relevant regulations of the Bank.</p>	<p>Adjustments of regulatory documents.</p>

**APPENDIX III**

**COMPARISON TABLE OF AMENDMENTS TO  
THE ADMINISTRATIVE MEASURES ON RELATED  
PARTY/CONNECTED TRANSACTIONS  
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 3 The Bank's related party/connected transactions shall be conducted in accordance with the principles of good faith and fairness.</p>	<p>Article 3 <del>The Bank's related party/connected transactions shall be conducted in accordance with the principles of good faith and fairness.</del>  <b>The Bank shall improve its corporate governance structure, internal control and risk management, and ensure that related party/connected transactions are conducted in accordance with the principles of good faith, openness and fairness, penetrating identification and clear structure.</b></p> <p><b>The Bank shall not transfer interests or conduct regulatory arbitrage through related party transactions, and shall take effective measures to prevent related parties from taking advantage of their special position to infringe the interests of the Bank through related party transactions.</b></p> <p><b>The Bank shall endeavor to maintain its operational independence, improve its market competitiveness, control the number and scale of related party transactions, avoid the multi-layered nesting and other complex arrangements, and focus on preventing the risk of interest transmission to Shareholders, Directors, Supervisors and their related/connected parties.</b></p>	<p>Adjustments required by the regulatory principles of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

**APPENDIX III**

**COMPARISON TABLE OF AMENDMENTS TO  
THE ADMINISTRATIVE MEASURES ON RELATED  
PARTY/CONNECTED TRANSACTIONS  
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
<p>Article 4 The China Banking and Insurance Regulatory Commission (hereinafter referred to as CBIRC), The Stock Exchange of Hong Kong Limited (hereinafter referred to as SEHK) and other regulators shall supervise and manage the related party/connected transactions of the Bank in accordance with the law.</p>	<p>Article 5 The China Banking and Insurance Regulatory Commission <b>and its local offices</b> (hereinafter referred to as CBIRC), The Stock Exchange of Hong Kong Limited (hereinafter referred to as SEHK) and other regulators shall supervise and manage the related party/connected transactions of the Bank in accordance with the law.</p>	<p>Expression adjustments.</p>
<p>Article 5 The Shareholders' general meeting and the Board of Directors of the Bank shall manage the related party/connected transactions in accordance with the regulations of the regulatory authorities.</p> <p>The Risk and Related Party Transaction Committee of the Board of Directors of the Bank (hereinafter referred to as the Related Party Transaction Committee) is a special working organization established by the Board of Directors to manage, review and approve related party/connected transactions and control the risks of related party/connected transactions.</p> <p>The members of the Related Party Transaction Committee shall not be less than three and shall be headed by an independent Director.</p>	<p>Article 6 <del>The Shareholders' general meeting and the Board of Directors of the Bank shall manage the related party/connected transactions in accordance with the regulations of the regulatory authorities. The Risk and Related Party Transaction Committee of the Board of Directors of the Bank</del> <b>The Bank implements a system of hierarchical management on related party transactions by the Shareholders' general meeting, the Board of Directors, the Risk and Related Party Transaction Management Committee of the Bank</b> (hereinafter referred to as the Related Party Transaction Committee) <b>and the related party transaction management working group of the head office, the relevant departments of the head office and each branch of the Bank shall implement their own work. The Board of Directors assumes ultimate responsibility for the management of related party/connected transactions, and the heads of Related Party Transaction Committee, the business departments involved, and the departments responsible for risk approval and compliance review assume corresponding responsibility for the compliance of related party/connected transactions.</b></p>	<p>Adjustments required by the regulatory requirements of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>



**COMPARISON TABLE OF AMENDMENTS TO  
THE ADMINISTRATIVE MEASURES ON RELATED  
PARTY/CONNECTED TRANSACTIONS  
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
	<p>Article 7 <b>The Shareholders' general meeting is responsible for reviewing and amending the management system of related party/connected transactions, approving extraordinary material related party transactions and transactions required to be approved by the Shareholders' general meeting as stipulated in the Hong Kong Listing Rules; the Board of Directors is responsible for approving material related party/connected transactions and transactions required to be approved by the Board of Directors as stipulated in the Hong Kong Listing Rules, and making special reports to the Shareholders' general meeting on the implementation of the annual related party/connected transactions management system and related party/connected transactions.</b></p>	<ol style="list-style-type: none"> <li>1. Refinement of the expression based on the Articles of Association, the rules of procedure of the Shareholders' general meeting and the Board of Directors;</li> <li>2. New expressions according to regulatory requirements.</li> </ol>
	<p>Article 8 <b>The Related Party Transaction Committee is a special working organization established by the Board of Directors to manage, and review <del>and approve</del> related party/connected transactions and control the risks of related party/connected transactions, focusing on the compliance, fairness and necessity of related party transactions.</b></p> <p>The members of the Related Party Transaction Committee shall not be less than three and shall be headed by an independent Director.</p>	<ol style="list-style-type: none"> <li>1. Split the original Article 6;</li> <li>2. Adjustments required by the regulatory system.</li> </ol>

**APPENDIX III**

**COMPARISON TABLE OF AMENDMENTS TO  
THE ADMINISTRATIVE MEASURES ON RELATED  
PARTY/CONNECTED TRANSACTIONS  
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
	<p><b>Article 9 The Related Party Transaction Committee shall set up a working group under the Committee, whose members include the heads of compliance, business, risk control, finance and other relevant departments, to provide professional support for the Related Party Transaction Committee to perform its duties, and to implement the resolutions and opinions of the Related Party Transaction Committee.</b></p>	<p>The regulatory system requires that a cross-departmental office for the management of related party transactions shall be established at the management level.</p>
<p>Article 6 The daily affairs of the Related Party Transaction Committee are handled by the Board Office. Its main duties are as follows:</p> <p>(I) To take the lead in collecting information on related/connected parties, report it to the Related Party Transaction Committee for consideration and determination, and maintain it on a regular basis, and publish information on changes in related/connected parties to relevant departments in a timely manner;</p> <p>(II) Disclosure of information on related party transactions;</p> <p>(III) Other routine business work of the Related Party Transaction Committee.</p>	<p><del>Article 10 The daily affairs of the Related Party Transaction Committee are handled by the Board Office. Its main duties are as follows:</del></p> <p><del>(I) To take the lead in collecting information on related/connected parties, report it to the Related Party Transaction Committee for consideration and determination, and maintain it on a regular basis, and publish information on changes in related/connected parties to relevant departments in a timely manner;</del></p> <p><del>(II) Disclosure of information on related party transactions;</del></p> <p><del>(III) Other routine business work of the Related Party Transaction Committee.</del></p> <p><b>The Board Office is the lead department for the management of the Bank's related party/connected transactions and shall set up a special post to be responsible for the daily affairs of the Related Party Transaction Committee and the related party transaction management working group, whose main duties are as follows:</b></p> <p><b>(I) To revise and improve the management system of related party/connected transactions;</b></p>	<p>Specify the responsibilities of the lead management department.</p>

**APPENDIX III**

**COMPARISON TABLE OF AMENDMENTS TO  
THE ADMINISTRATIVE MEASURES ON RELATED  
PARTY/CONNECTED TRANSACTIONS  
OF BANK OF GUIZHOU CO., LTD.**

Original Articles	Articles after Amendments	Basis of Amendments
	<p>(II) To Lead the construction of the information system for the management of related party transactions;</p> <p>(III) To organize training on management of related party transactions;</p> <p>(IV) To lead the collection of related/connected party information, summarize related/connected party information submitted by relevant departments and report it to the Related Party Transaction Committee for consideration and determination, and maintain it on a regular basis, and timely publish information on related/connected parties to the whole Bank in an appropriate manner;</p> <p>(V) To assess the management of related party transactions of relevant departments;</p> <p>(VI) To lead the data reporting and information disclosure on related party/connected transactions;</p> <p>(VII) Other daily work of the Related Party Transaction Committee and the related party transaction management working group.</p>	
<p>Article 7 The business support of the Related Party Transaction Committee is led by the Risk Management Department, and assisted by the Legal Compliance Department, Credit Evaluation Department and Human Resources Department and other departments to complete the management of related party/connected transactions. Their main duties are as follows:</p> <p>(I) Risk Management Department</p>	<p>Article 11 <del>The business support of the Related Party Transaction Committee is led by the Risk Management Department, and assisted by the Legal Compliance Department, Credit Evaluation Department and Human Resources Department and other departments to complete the management of related party/connected transactions. Their main duties are as follows:</del> Each member department under the related party transaction management working group has its own responsibilities and</p>	<p>Specify and adjust the responsibilities of the member departments of related party transaction management working group.</p>

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<p>To take the lead in organizing the regular submission of data on related party/connected transactions from all departments, and to statistically summarize the bank-wide related party/connected transactions based on the information feedback from all departments and report to the Related Party Transaction Committee or the Board of Directors as required;</p> <p>To accept applications for filing or approval of related party/connected transactions and to submit them to the Related Party Transaction Committee or the Board of Directors for filing or approval as required;</p> <p>To cooperate with the daily offices of the Related Party Transaction Committee in collecting, confirming related/connected parties and releasing such information to the relevant authorities. At the same time, to handle risk reporting and information disclosure of related party/connected transactions and other daily affairs of the Related Party Transaction Committee;</p> <p>To be responsible for risk classification of related/connected party credit business and to supervise the post-credit management of related/connected parties and the collection of risk status information by the handling unit;</p> <p>(II) Legal Compliance Department: to be responsible for reviewing the rules and regulations in relation to related party/connected transactions;</p> <p>(III) Credit Evaluation Department: to be responsible for the review of related/</p>	<p><b>jointly implements the management of related party/connected transactions, whose main duties are as follows:</b></p> <p>(I) Legal Compliance Department: To be responsible for reviewing the rules and regulations in relation to related party/connected transactions; <b>and to provide advice on corresponding laws and regulations and compliance review opinions for the management of related party/connected transactions.</b></p> <p>(II) Risk Management Department: <del>To take the lead in organizing the regular submission of data on related party/connected transactions from all departments, and to statistically summarize the bank wide related party/connected transactions based on the information feedback from all departments and report to the Related Party Transaction Committee or the Board of Directors as required;</del></p> <p>To accept applications for filing or approval of related party/connected transactions <b>under the credit category</b> and to submit them to the Related Party Transaction Committee or the Board of Directors <b>after preliminary review</b> for filing or approval as required;</p> <p><del>To cooperate with the daily offices of the Related Party Transaction Committee in collecting, confirming related/connected parties and releasing such information to the relevant authorities. At the same time, to handle risk reporting and information disclosure of related party/connected transactions and other daily affairs of the Related Party Transaction Committee;</del></p>	

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<p>connected party credit business within its authority; to file the approved related/connected party credit business with the Related Party Transaction Committee or the Board of Directors;</p> <p>(IV) Human Resources Department: to cooperate with the daily offices of the Related Party Transaction Committee to collect information on related/connected parties within the Bank and maintain it regularly;</p> <p>(V) Other departments shall implement specific works on related party/connected transaction management according to their respective roles and responsibilities.</p>	<p>To be responsible for risk classification of related/connected party credit business and to supervise the post-credit management of related/connected parties and the collection of risk status information by the handling unit;</p> <p><b>(III) Credit Evaluation Department: To supervise the branches to carry out reviews in accordance with the management requirements of related party/connected transactions for the business under its management;</b> to be responsible for the review of related/connected party credit business within its authority; <del>to file the approved related/connected party credit business with the Related Party Transaction Committee or the Board of Directors.</del></p> <p><b>(IV) Planning and Finance Department: To assist in extracting and verifying data related to related party/connected transactions and to confirm that the financial data of related party/connected transactions in the financial reports are in compliance with the requirements of domestic accounting standards.</b></p> <p><b>(V) Human Resources Department: to cooperate with the daily offices of the Related Party/Connected Transaction Committee—lead departments on the management of</b> related party/connected transactions to collect information on related/connected parties within the Bank <del>and maintain it regularly;</del>, <b>and to update and maintain information on employee positions and information on employees' close relatives in the human resources system in a timely manner.</b></p>	

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	<p>(VI) <b>Audit Department:</b> To be responsible for verification and audit of related party/connected transactions.</p> <p>(VII) <b>Information Technology Department:</b> According to the management needs of related party/connected transactions, it is responsible for the development, upgrading, follow-up technical support and operation management of the related transaction management system.</p> <p>(VIII) <b>Other departments of the related party transaction management working group:</b> To update and maintain information on related parties managed by the department timely, supervise and instruct the implementation of related/connected transaction management requirements in this business line, and report information on related party/connected transactions to the lead department on management of related party/connected transactions timely and accurately.</p>	
	<p>Article 12 <b>Relevant departments of the head office and branches are responsible for timely and accurate updating of information on related/connected parties under their management, performing the duty of reviewing the fairness of the prices of related party/connected transactions according to business pricing standards, approving and reporting related party/connected transactions in accordance with regulations, and specifically implementing the relevant requirements of related/connected transaction management.</b></p>	<p>Clarify the management responsibilities of relevant departments of the head office (not the member departments of related party transaction management working group) and each branch.</p>
<p>Article 8 The Bank's related/connected parties refer to natural persons, legal persons or other organizations that have related/connected relationships with the Bank in accordance with the provisions of the Administrative Measures for the</p>	<p>Article 13 The Bank's related/connected parties refer to natural persons, legal persons or <del>other</del> <b>unincorporated</b> organizations that have related/connected relationships with the Bank in accordance with the provisions of the <del>Administrative Measures</del></p>	<p>Adjustments of regulatory documents.</p>

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<p>Related-Party Transactions between Commercial Banks and Their Insiders and Shareholders, Interim Measures for the Equity Management of Commercial Banks, Hong Kong Listing Rules and other laws and regulations.</p>	<p><del>for the Related Party Transactions between Commercial Banks and Their Insiders and Shareholders,</del> <b>Administrative Measures on Related Party Transactions of Banking or Insurance Institutions</b>, Interim Measures for the Equity Management of Commercial Banks, Hong Kong Listing Rules and other laws and regulations.</p>	
<p>Article 9 The Bank manages the list of related/connected parties in two categories, of which the first category is related parties as defined by the CBIRC and the second category is related parties as defined by the SEHK.</p>	<p>Article 14 The Bank manages the list of related/connected parties in <del>two</del> <b>three</b> categories, of which the first category is related parties as defined by the CBIRC <del>and</del>, the second category is related parties as defined by the SEHK <b>and the third category is related parties as defined in the accounting standards.</b></p>	
<p>Article 10 The related parties as defined by the CBIRC refer to the related parties within the meaning of the Administrative Measures for the Related-Party Transactions between Commercial Banks and Their Insiders and Shareholders, and Interim Measures for the Equity Management of Commercial Banks, as detailed in Annex 1 of these Measures.</p>	<p>Article 15 The related parties as defined by the CBIRC refer to the related parties within the meaning of the <del>Administrative Measures for the Related-Party Transactions between Commercial Banks and Their Insiders and Shareholders,</del> <b>Administrative Measures on Related Party Transactions of Banking or Insurance Institutions</b>, and Interim Measures for the Equity Management of Commercial Banks, as detailed in Annex 1 of these Measures.</p>	<p>Adjustments of regulatory documents.</p>
	<p>Article 18 <b>The Bank shall establish related party information files to clarify the scope of personnel with approval or decision-making authority for core business such as large credit facilities and asset transfers. The Bank shall, in accordance with the norms, timely report information on related parties through the information system for the supervision of related transactions.</b></p>	<p>Supplement the principle requirements of related party management according to the regulatory system.</p>
<p>Article 13 The Related Party Transaction Committee is responsible for identifying the Bank's related/connected parties and reporting to the Board of Directors and the Board of Supervisors. The Board Office shall promptly announce the related/connected parties identified by it to all departments and branches of the Bank and other relevant institutions.</p>	<p>Article 19 The Related Party Transaction Committee is responsible for identifying the Bank's related/connected parties <b>and announcing them to the whole Bank in an appropriate manner</b> <del>reporting to the Board of Directors and the Board of Supervisors. The Board Office shall promptly announce the related/connected parties identified by it</del></p>	<p>Regulatory system related content adjustments.</p>

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	to all departments and branches of the Bank and other relevant institutions.	
<p>Article 15 The Bank’s related natural persons shall report their related relationships to the Related Party Transaction Committee within ten business days from the date of their appointment/becoming a major natural Shareholder of the Bank; any change in the reported matters shall be reported within ten business days after the change.</p>	<p>Article 21 The Bank’s <del>related natural persons shall report their related relationships to the Related Party Transaction Committee within ten business days from the date of their appointment/becoming a major natural Shareholder of the Bank; any change in the reported matters shall be reported within ten business days after the change.</del> <b>Directors, Supervisors, senior management of the Bank’s head office and branches, and persons with authority to approve or make decisions on core business such as large credit facilities and asset transfers shall report their related/connected relationships to the Related Party Transaction Committee within fifteen business days from the date of their appointment/ becoming a related natural person of the Bank.</b></p>	<p>Adjustments to the regulations on related natural persons of the Bank based on the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>
<p>Article 16 A legal person or other organization shall report its related relationship to the Bank’s Related Party Transaction Committee within ten business days from the date of becoming a major non-natural person Shareholder of the Bank; any change in the reported matters shall be reported within ten business days after the change.</p>	<p>Article 22 <del>A legal person or other organization</del> <b>Natural persons, legal persons or unincorporated organizations holding more than 5% of the Bank’s shares, or holding less than 5% of the Bank’s shares but exerting significant influence on the Bank shall report its—their related/connected relationships to the Bank’s Related Party Transaction Committee within ten—fifteen business days from the date of becoming a major non natural person Shareholder of the Bank; any change in the reported matters shall be reported within ten business days after the change when their shareholding reaches 5% or they are able to exert significant influence.</b></p>	<p>Adjustments to the regulations on related natural persons, related legal persons or other organizations based on the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>
<p>Article 17 The Bank’s connected parties shall report their connected relationships to the Bank’s Related Party Transaction Committee within ten business days from the date of becoming connected parties of the Bank; any change in the reported matters shall be reported within ten business days after the change.</p>	<p>Article 23 The Bank’s <del>related/connected parties shall report their related/connected relationships to the Bank’s Related Party Transaction Committee within ten—fifteen business days from the date of becoming related/connected parties of the Bank; any change in the reported matters shall be reported within ten business days after the change.</del> <b>related/connected parties shall report their related/connected relationships to the Bank’s Related Party Transaction Committee within ten business days from the date of becoming related/connected parties of the Bank; any change in the reported matters shall be reported within ten business days after the change.</b></p>	<p>Adjustments to the requirements of the reporting time frame.</p>



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	<p>Article 24 <b>Any changes in the matters reported in Articles 21, 22 and 23 of these Measures shall be reported to the Bank’s Related Party Transaction Committee and related/connected relationships shall be updated within fifteen business days after the changes.</b></p>	
<p>Article 18 The related/connected parties with reporting obligations under Articles 16, 17 and 18 of these Measures shall, at the same time of reporting, guarantee in writing to the Bank that the contents of their reports are true, accurate and complete, and undertake to compensate the Bank accordingly if they cause losses to the Bank due to false reports or material omissions.</p>	<p>Article 25 The related/connected parties with reporting obligations under Articles <del>16, 17</del><sup>21</sup> and <del>18</del><sup>22</sup> of these Measures shall, at the same time of reporting, guarantee in writing <b>(or other forms equivalent to in writing)</b> to the Bank that the contents of their reports are true, accurate and complete, and undertake to <del>compensate</del> <b>make corresponding compensation</b> and assume legal liabilities <del>the Bank accordingly</del> if they cause losses to the Bank due to false reports or material omissions.</p>	
<p>Article 20 The related party/connected transactions referred to in these Measures shall mean matters of transferring resources or obligations under the laws and regulations such as the Administrative Measures for the Related-Party Transactions between Commercial Banks and Their Insiders and Shareholders, Interim Measures for the Equity Management of Commercial Banks and Hong Kong Listing Rules that occur between the Bank and the Bank’s related/connected parties.</p>	<p>Article 27 The related party/connected transactions referred to in these Measures shall mean matters of transferring resources or obligations under the laws and regulations such as the <del>Administrative Measures for the Related-Party Transactions between Commercial Banks and Their Insiders and Shareholders</del>, <b>Administrative Measures on Related Party Transactions of Banking or Insurance Institutions</b>, Interim Measures for the Equity Management of Commercial Banks and Hong Kong Listing Rules that occur between the Bank and the Bank’s related/connected parties, <b>as well as other transactions with third parties that are considered as “connected transactions” under the Hong Kong Listing Rules.</b></p>	<ol style="list-style-type: none"> <li>1. Adjustments of regulatory documents.</li> <li>2. Supplement the definition under the Hong Kong Listing Rules.</li> </ol>
<p>Article 21 Related party/connected transactions include connected transactions as defined by the CBIRC and SEHK.</p>	<p>Article 28 Related party/connected transactions include connected transactions as defined by the CBIRC and SEHK <b>and within the meaning of the accounting standards.</b></p>	<p>Add the expression of related party transactions within the meaning of the accounting standards.</p>
<p>Article 22 The related party transactions as defined by the CBIRC refer to the related party transactions within the meaning of the Administrative Measures for the Related-Party Transactions between</p>	<p>Article 29 The related party transactions as defined by the CBIRC refer to the related party transactions within the meaning of the <del>Administrative Measures for the Related-Party Transactions between</del></p>	<p>Adjustments of regulatory documents.</p>

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<p>Commercial Banks and Their Insiders and Shareholders, Interim Measures for the Equity Management of Commercial Banks, as detailed in Annex 3 of these Measures.</p>	<p><del>Commercial Banks and Their Insiders and Shareholders</del>, <b>Administrative Measures on Related Party Transactions of Banking or Insurance Institutions</b>, Interim Measures for the Equity Management of Commercial Banks, as detailed in Annex <del>3</del> <b>2</b> of these Measures.</p>	
<p>Article 25 The related party transactions stipulated in the Accounting Standards for Enterprises and IFRS are related party transactions that should be disclosed in the financial report.</p>	<p>Article 31 The related party transactions stipulated in the Accounting Standards for Enterprises and IFRS are related party transactions that should be disclosed in the financial report.</p>	<p>Adjust the order of the article.</p>
<p>Article 24 The related party transactions as defined by the CBIRC are divided into general related party transactions and material related party transactions.</p> <p>General related party transactions refer to transactions between the Bank and a related party where the amount of a single transaction accounts for less than 1% (including 1%) of the Bank's net capital and the balance of transactions between the Bank and such related party after such transaction accounts for less than 5% (including 5%) of the Bank's net capital.</p> <p>Material related party transactions refer to transactions between the Bank and a related party where the amount of a single transaction accounts for more than 1% (excluding 1%) of the Bank's net capital, or where the balance of transactions between the Bank and such related party after such transaction accounts for more than 5% (excluding 5%) of the Bank's net capital.</p> <p>When calculating the balance of transactions between related natural persons and the Bank, the transactions between their close relatives and the Bank shall be combined; when calculating the balance of transactions between related legal persons or other organizations and the Bank, the transactions between legal persons or other organizations that constitute their group customers and the Bank shall be combined.</p>	<p>Article 32 The related party transactions as defined by the CBIRC are divided into general related party transactions and material related party transactions.</p> <p><del>General related party transactions refer to transactions between the Bank and a related party where the amount of a single transaction accounts for less than 1% (including 1%) of the Bank's net capital and the balance of transactions between the Bank and such related party after such transaction accounts for less than 5% (including 5%) of the Bank's net capital.</del></p> <p>Material related party transactions refer to transactions between the Bank and a related party where the amount of a single transaction accounts for more than 1% <del>(excluding 1%)</del> of the Bank's net capital <b>at the end of the previous quarter</b>, or where the <b>aggregate transaction amount</b> <del>balance of transactions between the Bank and such related party after such transaction</del> accounts for more than 5% <del>(excluding 5%)</del> of the Bank's net capital <b>at the end of the previous quarter.</b></p> <p><b>After the aggregate amount of the Bank's transactions with a single related party reaches the criteria in the preceding paragraph, subsequent transactions with such related party shall be re-designated as material related</b></p>	<p>Adjustments of the definitions of material and general related party transactions according to Article 14 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

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	<p>transactions for every aggregate amount of more than 1% of the Bank's net capital at the end of the previous quarter.</p> <p>General related party transactions are related party transactions other than material related party transactions.</p>	
	<p>Article 33 <b>The amount of related party transactions as defined by the CBIRC is calculated as follows:</b></p> <p>(I) <b>The transaction amount of related party transactions under the credit category is, in principle, calculated by the amount of the signed agreement;</b></p> <p>(II) <b>The transaction amount of related party transactions under the asset transfer category is calculated at the transaction price or fair value;</b></p> <p>(III) <b>The transaction amount of related party transactions under the service category is calculated at the amount of business income or expenses;</b></p> <p>(IV) <b>The transaction amount of related party transactions under the deposits and other categories is calculated according to the requirements of the CBIRC.</b></p>	<p>To clearly stipulate the calculation of the amount of related party transactions according to Article 15 of the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>
<p>Article 28 Approval of the related party transactions as defined by the CBIRC.</p> <p>General related party transactions are approved in accordance with the Bank's internal authorization procedures and reported to the Related Party Transaction Committee for record.</p>	<p>Article 38 Approval of the related party transactions as defined by the CBIRC.</p> <p><b>The Bank shall continuously improve the internal control mechanism of related party transactions, optimize the management process of related party transactions, and the review opinions of key links as well as the resolutions and records of the meetings of the Related Party Transaction Committee and other meetings shall be clearly traceable. The Bank shall enter into written agreements for related party transactions, which</b></p>	<p>Adjustments to the internal approval requirements on related party transactions according to the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

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<p>Material related party transactions are approved in accordance with the Bank's internal authorization procedures and then submitted to the Related Party Transaction Committee for review and, after review, to the Board of Directors for approval.</p> <p>If the amount involved in a material related party transaction meets the criteria for consideration at the shareholders' general meeting, it shall be submitted to the shareholders' general meeting for approval.</p> <p>The independent Directors of the Bank shall express written opinions on the fairness of material related party transactions and the fulfillment of internal approval procedures.</p>	<p><b>shall be conducted in accordance with commercial principles and on terms no favorable than those for similar transactions with non-related parties. When necessary, the Related Party Transaction Committee may engage an independent third party such as a financial advisor to issue a report as a basis for judgment.</b></p> <p>General related party transactions are approved in accordance with the Bank's internal <b>management system or</b> authorization procedures and reported to the Related Party Transaction Committee for record.</p> <p>Material related party transactions are <del>approved</del> <b>reviewed</b> in accordance with the Bank's internal authorization procedures and then submitted to the Related Party Transaction Committee for review and, after review, to the Board of Directors for approval. <b>When the Board of Directors considers material related party transactions, the resolution made must be passed by more than 2/3 of non-related Directors. If the number of non-related Directors present at the Board Meeting is less than three, it shall be submitted to the Shareholders' general meeting of for consideration.</b></p> <p>If the amount involved in a material related party transaction meets the criteria for consideration at the shareholders' general meeting, it shall be submitted to the shareholders' general meeting for <del>approval</del> <b>consideration.</b></p> <p>The independent Directors of the Bank shall express written opinions on the fairness <b>and compliance</b> of material related party transactions <b>on a case-by-case basis</b> and the fulfillment of internal approval procedures. <b>The independent Directors may engage an independent third party such as an intermediary to provide opinions if necessary.</b></p>	

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<p>Article 30 Avoidance system of related party transactions.</p> <p>(I) The persons with related relationships in the operating unit must abstain from participating in the process of handling related party transactions.</p> <p>(II) When the Board of Directors or the Related Party Transaction Committee is voting or making decisions on related party transactions, the related Directors shall recuse themselves and shall not exercise their voting rights on behalf of other Directors. A meeting of the Board of Directors to consider a c related party transaction may be held with the presence of a majority of non-related Directors, and the resolution made at the Board meeting shall be passed by a majority of non-related Directors. If the number of non-related Directors present at the Board meeting is less than three, the Bank shall submit the transaction to the Shareholders’ general meeting for consideration.</p> <p>Related Directors are Directors who meet one of the following circumstances..</p>	<p>Article 40 Avoidance system of related party transactions.</p> <p><b>When the Bank’s management, the Related Party Transaction Committee, the Board of Directors and the Shareholders’ general meeting are voting or making decisions on related party transactions, persons with an interest in such related party transactions shall follow the following recusal requirements:</b></p> <p>(I) The persons with related relationships in the <del>operating unit</del> <b>departments</b> must abstain from participating in the process of handling related party transactions.</p> <p>(II) When <del>the Board of Directors or</del> the Related Party Transaction Committee <b>and the Board of Directors</b> <del>is</del> <b>are</b> voting or making decisions on related party transactions, the related Directors shall recuse themselves and shall not exercise their voting rights on behalf of other Directors. <del>A meeting of the Board of Directors to consider a c related party transaction may be held with the presence of a majority of non-related Directors, and the resolution made at the Board meeting shall be passed by a majority of non-related Directors. If the number of non related Directors present at the Board meeting is less than three, the Bank shall submit the transaction to the Shareholders’ general meeting for consideration.</del></p> <p>Related Directors are Directors who meet one of the following circumstances..</p>	<p>Adjustments to the requirements on avoidance system according to the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>
<p>Article 35 Control of related party transactions.</p> <p>(I) No unsecured loans shall be made to related parties;</p> <p>(II) The Bank shall not accept shares in the Bank as the collaterals for loans;</p>	<p>Article 45 Control of and prohibitions on related party transactions.</p> <p><del>(I) No unsecured loans shall be made to related parties;</del></p>	<p>Adjustments to the requirements of prohibitions on related party transactions according to the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

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<p>(III) The Bank shall not provide guarantee for financing activities of related parties, except in the case where related parties provide full counter guarantee with certificates of deposit or government bonds;</p> <p>(IV) If the provision of credit extension by the Bank to related parties results in any loss, the Bank shall not provide such related party with any further credit extension within two years, except for credit extension as approved by the Board for the purpose of reducing any losses which have arisen from the earlier credit extension;</p> <p>(V) After a related party transaction has been rejected, no related party transaction with the same content shall be considered within six months;</p> <p>(VI) The balance of credit extended to a single related party, such as a major shareholder or its controlling shareholder, de facto controller, related party, party acting in concert, or ultimate beneficiary, shall not exceed 10% of the Bank's net capital; the aggregate balance of credit extended to a group where the related legal persons or other organizations belong to or a single major shareholder and its controlling shareholder, de facto controller, related party, party acting in concert, or ultimate beneficiary shall not exceed 15% of the Bank's net capital; the balance of credit extended to all related parties shall not exceed 50% of the Bank's net capital.</p> <p>When calculating the credit balance, the amount of margin deposits and pledged bank certificates of deposit and government bonds provided by related parties at the time of credit granting can be deducted.</p> <p>(VII) An accounting firm controlled by a related party shall not be engaged to conduct the audit for the Bank.</p>	<p><b>(I) The Bank shall not evade the approval or supervision requirements for material related party transactions by covering up related party relationships, splitting transactions, and other concealed ways. The Bank shall not use various nested transactions to lengthen the financing chain, obscure the essence of business or evade regulatory regulations, nor shall it illegally raise funds, transfer assets, make idle arbitrage, conceal risks, etc. for Shareholders and their related parties.</b></p> <p><b>(II) The Bank shall not directly provide funds to related parties through interbank, wealth management, off balance sheet and other businesses, breaking the proportion limit or violating regulations.</b></p> <p>(III) The Bank shall not accept shares in the Bank as the collaterals for loans.</p> <p>(IV) The Bank shall not provide guarantee for financing activities of related parties <b>(including contingencies equivalent to guarantees)</b>, except in the case where related parties provide full counter guarantee with certificates of deposit or government bonds.</p> <p>(V) If the provision of credit extension by the Bank to related parties results in any loss, the Bank shall not provide such related party with any further credit extension within two years <b>from the date of discovery of the loss</b>, except for credit extension as approved by the Board for the purpose of reducing any losses which have arisen from the earlier credit extension.</p> <p><del>(V) After a related party transaction has been rejected, no related party transaction with the same content shall be considered within six months;</del></p>	

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	<p>(VI) The balance of credit extended to a single related party, <del>such as a major shareholder or its controlling shareholder, de facto controller, related party, party acting in concert, or ultimate beneficiary,</del> shall not exceed 10% of the Bank's net capital <b>at the end of the previous quarter</b>; the aggregate balance of credit extended to a group <b>customer</b> where the related legal persons or <del>other unincorporated</del> organizations belong to <del>or a single major shareholder and its controlling shareholder, de facto controller, related party, party acting in concert, or ultimate beneficiary</del> shall not exceed 15% of the Bank's net capital <b>at the end of the previous quarter</b>; the balance of credit extended to all related parties shall not exceed 50% of the Bank's net capital <b>at the end of the previous quarter</b>.</p> <p>When calculating the credit balance, the amount of margin deposits and pledged bank certificates of deposit and government bonds provided by related parties at the time of credit granting can be deducted.</p> <p><del>(VII) An accounting firm controlled by a related party shall not be engaged to conduct the audit for the Bank.</del></p> <p>(VII) The Bank shall, in accordance with the principles of substance over form and penetration, identify, determine and manage related party transactions and calculate the amounts of related party transactions.</p> <p>When calculating the balance of the related party transactions between a related party natural person and the Bank, the related party transactions between his/her spouse, parents, adult children, brothers and sisters and the Bank shall be calculated on a consolidated basis. When calculating the balance of the related party transactions between a related party legal person or unincorporated organization and the Bank, the</p>	

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	<p>related party transactions between a legal person or an unincorporated organization that has a controlling relationship with such related party and the Bank shall be calculated on a consolidated basis.</p> <p>(VIII) The interbank business conducted by the Bank and its related parties shall also comply with the relevant regulations on interbank business. The interbank business between the Bank and its domestic and foreign related party banks may not be subject to the ratio provisions set forth in paragraph 6 of this Article and the criteria for determining material related party transactions under these Measures.</p> <p>(IX) The Bank is not allowed to conduct related party transactions regarding credit granting, use of fund or capital-based related party transactions if the regulatory evaluation result of corporate governance of the Bank is Grade E, except for those approved by the CBIRC or its local offices.</p> <p>(X) The Bank shall not engage accounting firms, professional appraisal organizations or law firms controlled by related parties to provide audit, valuation and other services to the Bank.</p>	
<p>Article 39 Subsequent management of related party/connected transactions.</p> <p>After the Bank provides credit to related/connected parties, it shall strengthen the tracking management to monitor and control risks.</p>	<p>Article 47 Subsequent management of related party/connected transactions. <b>After the Bank has transactions with related/connected parties, it shall strengthen the tracking management, timely check the status of the underlying assets, dynamically assess the risk exposure and the degree of impact of capital appropriation to control the risk of related party transactions in an effective and timely manner.</b></p> <p><del>After the Bank provides credit to related/connected parties, it shall strengthen the tracking management to monitor and control risks.</del></p>	<p>Adjustments to the requirements on subsequent management of related party transactions based on regulatory systems.</p>



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<p>Article 40 Reporting of related/connected transactions.</p> <p>(I) Internal reporting matters.</p> <p>Related party transactions with the Bank's Directors and senior management shall be reported to the Board of Supervisors within ten business days from the date of approval.</p> <p>Material related party transactions shall be reported to the Board of Supervisors within ten business days from the date of approval.</p> <p>The Board of Directors shall make a special report to the shareholders' general meeting annually on the implementation of the management system of related party/connected transactions and the condition of related party/connected transactions. The information on related party/connected transactions shall include: related/connected parties, types of transactions, transaction amounts and subject matter, transaction prices and pricing methods, transaction gains and losses, and the nature and proportion of the related/connected parties' interests in the transactions.</p> <p>(II) External reporting matters.</p> <p>Material related party transactions shall be reported to the CBIRC by the daily offices of the Related Party Transaction Committee within ten business days upon approval.</p> <p>The daily offices of the Related Party Transaction Committee shall submit reports on related party transactions to CBIRC on a quarterly basis.</p>	<p>Article 48 Reporting of related/connected transactions.</p> <p>(I) Internal reporting matters.</p> <p><del>Related party transactions with the Bank's Directors and senior management shall be reported to the Board of Supervisors within ten business days from the date of approval.</del></p> <p><del>Material related party transactions shall be reported to the Board of Supervisors within ten business days from the date of approval.</del></p> <p>The Board of Directors shall make a special report to the Shareholders' general meeting annually on the implementation of the management system of related party/connected transactions and the <b>overall</b> condition of related party/connected transactions. The information on related party/connected transactions shall include: related/connected parties, types of transactions, transaction amounts and subject matter, transaction prices and pricing methods, transaction gains and losses, and the nature and proportion of the related/connected parties' interests in the transactions.</p> <p>(II) External reporting matters.</p> <p>Material related party transactions shall be reported to the CBIRC <b>or its local offices by the daily offices of the Related Party Transaction Committee lead departments on the management of related party transactions</b> within <del>ten</del> <b>fifteen</b> business days upon approval, <b>and the relevant information shall also be reported through the information system for the supervision of related party transactions.</b></p> <p><del>The daily offices of the Related Party Transaction Committee shall submit reports on related party transactions to CBIRC on a quarterly basis.</del></p>	<p>Adjustments to internal and external reporting requirements of related party transactions based on regulatory systems.</p>

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	<p>The lead departments on the management of related party transactions shall, in accordance with the regulations, count the amount and proportion of all related transactions on a quarterly basis and report the quarterly related party transactions to the CBIRC or its local offices through the information system for the supervision of related party transactions within 30 days after the end of each quarter.</p> <p>The lead departments on the management of related party transactions shall submit the special report on the overall condition of related party transactions made to the Shareholders' general meeting each year to the CBIRC or its local offices.</p>	
<p>Article 42 Disclosure of related party/connected transactions.</p> <p>The daily offices of the Related Party Transaction Committee shall submit relevant materials to the CBIRC and disclose them in a timely manner in accordance with the relevant requirements of the CBIRC and the Bank's information disclosure management regulations on the disclosure standards and disclosure procedures for related party transactions. For related party transactions that can be exempted from disclosure upon application, the Bank shall perform the application procedures for exemption in accordance with the relevant regulations.</p> <p>Disclosure of connected transactions under the Hong Kong Listing Rules shall be implemented in accordance with Articles 33 and 35 of these Measures. The Bank's announcements, notices and annual reports disclosing connected transactions on the SEHK shall include at least the information required by Rules 14A.68 to 14A.72 of the Hong Kong Listing Rules.</p>	<p>Article 50 Disclosure of related party/connected transactions.</p> <p><del>The daily offices of the Related Party Transaction Committee shall submit relevant materials to the CBIRC and disclose them in a timely manner in accordance with the relevant requirements of the CBIRC and the Bank's information disclosure management regulations on the disclosure standards and disclosure procedures for related party transactions.</del></p> <p>(I) The Bank shall perform the relevant procedures and obligations of information disclosure on related party/connected transactions in accordance with the relevant requirements of the CBIRC, the Hong Kong Listing Rules and the Bank's information disclosure management. For related party transactions that can be exempted from disclosure upon application, the Bank shall perform the application procedures for exemption in accordance with the relevant regulations.</p>	<p>Improve the content of information disclosure on related party transactions based on regulatory systems.</p>

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<p>Except as otherwise provided by laws and regulations and these Measures, connected transactions for which the Bank is not required to perform timely information disclosure are approved by the management.</p>	<p>(II) The Bank shall disclose the information of related party/connected transactions on its website and disclose the overall information of related party/connected transactions for the current period in the interim report and annual report.</p> <p>Material related party transactions (or other transactions required by the CBIRC to be reported on a case-by-case basis) shall be disclosed on a case-by-case basis within 15 business days after the signing of the transaction agreement. The content to be disclosed on a case-by-case basis shall include: an overview of the related party transaction and the subject matter of the transaction; information on the counterparty, including the basic information on the related natural person, the name, economic nature or type, main business or scope of operation, legal representative, place of registration, registered capital and changes thereof of the related legal person or unincorporated organization, and the related relationship with the Bank; pricing policy; the amount and corresponding proportion of the related party transaction; resolutions of the shareholders' general meeting and the board of directors, the opinions or resolutions of the related party transaction committee; opinions expressed by independent directors; other matters deemed necessary to be disclosed by the CBIRC.</p> <p>General related party transactions shall be disclosed on a consolidated basis by transaction type within 30 days after the end of each quarter. The content of the consolidated disclosure shall include the</p>	

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	<p style="text-align: center;">type of related party transactions, the amount of transactions and the implementation of the corresponding regulatory proportions.</p> <p>(III) Disclosure of connected transactions under the Hong Kong Listing Rules shall be implemented in accordance with Articles 41 and 43 of these Measures. The Bank's announcements, <del>notices</del> <b>circular</b> and annual reports disclosing connected transactions on the <b>website of the SEHK</b> shall include at least the information required by Rules 14A.68 to 14A.72 of the Hong Kong Listing Rules. Except as otherwise provided by laws and regulations and these Measures, connected transactions for which the Bank is not required to perform timely information disclosure are approved by the management.</p>	
	<p>Article 51 <b>The approval, reporting and disclosure of the unified transaction agreement.</b></p> <p><b>For long-term and continuous transactions between the Bank and the same related party that require repeated signing of transaction agreements for the provision of services or other related party transactions recognized by the CBIRC, a unified transaction agreement may be signed for a term generally not exceeding three years.</b></p> <p><b>The signing, renewal and material change of the unified transaction agreement shall be internally reviewed, reported and disclosed as a material related party transaction. The related party transactions conducted under the unified transaction agreement do not need to be reviewed, reported and disclosed on a case-by-case basis, but their implementation status shall be</b></p>	

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	<p>stated in the quarterly report. The unified transaction agreement shall specify or estimate the amount of related party transactions.</p>	
	<p>Article 52 Matters that may be exempted from consideration or disclosure according to regulations.</p> <p>The following related party transactions conducted by the Bank may be exempted from consideration and disclosure in the manner of a related party transaction as prescribed by the CBIRC:</p> <p>(I) The amount of a single transaction between the Bank and a related natural person is less than RMB500,000 or the amount of a single transaction between the Bank and a related legal person is less than RMB5,000,000, and the cumulative amount after the transaction does not meet the criteria for a material related party transaction;</p> <p>(II) A party subscribes in cash for stocks, corporate bonds or enterprise bonds, convertible bonds or other derivatives publicly issued by the other party;</p> <p>(III) Demand deposit transactions;</p> <p>(IV) Where the same natural person serves as an independent director of both the Bank and other legal person(s) and there are no other circumstances that constitute a related party, transactions between the legal person and the Bank;</p> <p>(V) Transactions with the pricing stipulated by the state;</p>	<p>Add provisions for exemption of consideration or disclosure according to the Administrative Measures on Related Party Transactions of Banking or Insurance Institutions.</p>

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	<p>(VI) If the information on related party transactions involves state secrets, trade secrets or other circumstances approved by the CBIRC, the Bank may apply to the CBIRC or its local offices for exemption from disclosure or fulfillment of relevant obligations in accordance with these Measures.</p> <p>(VII) Other circumstances approved by the CBIRC.</p>	
<p>Article 43 In the event of one of the following circumstances, the Related Party Transaction Committee may require the personnel of the relevant organization to implement rectification actions within a certain period of time, and in serious cases, corresponding penalties may be imposed in accordance with the relevant provisions issued by the CBIRC:</p> <p>(I) Directors and senior management of the Bank:</p> <ol style="list-style-type: none"> <li>1. Failed to make report in accordance with the provisions of Article 16 of these Measures;</li> <li>2. Failed to make commitments in accordance with the provisions of Article 19 of these Measures;</li> <li>3. Making false or materially omitted reports;</li> <li>4. Independent Directors who failed to express written opinions in accordance with the provisions of Article 30 of these Measures;</li> <li>5. Failed to recuse in accordance with the provisions of Article 32 of these Measures.</li> </ol> <p>(II) Operating departments, management departments and administrative organizations:</p>	<p>Article 53 In the event of one of the following circumstances, <b>the Bank may conduct accountability in accordance with the internal accountability system and report to the Related Party Transaction Committee</b> <del>may require the personnel of the relevant organization to implement rectification actions within a certain period of time,</del> and in serious cases, <b>may impose</b> corresponding penalties <del>may be imposed</del> in accordance with the relevant provisions issued by the CBIRC.:</p> <p>(I) Directors, <b>Supervisors</b> and senior management of the Bank.:</p> <ol style="list-style-type: none"> <li>1. Failed to make report in accordance with the provisions of Articles <del>16 21 and 24</del> of these Measures;</li> <li><del>2. Failed to make commitments in accordance with the provisions of Article 19 23 of these Measures;</del></li> <li>2. Making false or materially omitted reports;</li> <li>3. Independent Directors who failed to express written opinions <del>in accordance with the provisions of Article 30 of these Measures</del> <b>on the fairness and compliance and the fulfillment of internal approval procedures of material related party transactions;</b></li> </ol>	<p>Adjustment of penalty rules in internal management based on regulatory systems.</p>

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<p>1. Failed to conduct related party transactions in accordance with the relevant laws and regulations of the People’s Republic of China, the Hong Kong Listing Rules, the national unified accounting system and relevant supervision and management regulations, resulting in losses to the Bank;</p> <p>2. Failed to approve related party transactions in accordance with the provisions of Article 30 and Article 33 of these Measures;</p> <p>3. Granted unsecured loans to related parties;</p> <p>4. Provided guarantees for related party financing activities in violation of the provisions of these Measures;</p> <p>5. Accepted shares in the Bank as the collaterals for loans;</p> <p>6. Engaged accounting firms controlled by related parties to provide audit service for the Bank;</p> <p>7. Granted credit to related parties with a balance exceeding the proportion specified in these Measures;</p> <p>8. Failed to report to the relevant organizations the related party transaction status report in accordance with the provisions of Article 40 of these Measures;</p> <p>9. Failed to disclose information in accordance with the provisions of Article 42 of these Measures.</p>	<p>4. Failed to <b>recuse</b> in accordance with the provisions of Article <del>32</del> <b>40</b> of these Measures.</p> <p>(II) Operating departments; <b>and</b> management departments <del>and administrative organizations</del>;</p> <p>1. Failed to conduct related party transactions in accordance with the relevant laws and regulations of the People’s Republic of China, the Hong Kong Listing Rules, the national unified accounting system and relevant supervision and management regulations, resulting in losses to the Bank;</p> <p>2. <b>Failed to approve related party transactions in accordance with the provisions of Article 38 of these Measures or failed to conduct transactions on commercial principles;</b></p> <p>3. <del>Granted unsecured loans to related parties</del>  <b>Failed to conduct transactions in accordance with paragraph 1 of Article 45 of these Measures;</b></p> <p>4. Provided guarantees for related party financing activities in violation of the provisions of these Measures;</p> <p>5. Accepted shares in the Bank as the collaterals for loans;</p> <p>6. Engaged accounting firms, <b>professional appraisal organizations or law firms</b> controlled by related parties to <b>provide audit</b> service for the Bank;</p> <p>7. Granted credit <b>or facilities, etc.</b> to related parties with a balance exceeding the proportion specified in these Measures;</p>	

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	<p>8. Failed to report to the relevant organizations the related party transaction status report in accordance with the provisions of Article <del>40</del> <b>48</b> of these Measures;</p> <p>9. Failed to disclose information in accordance with the provisions of <del>Article 42</del> of these Measures;</p> <p>10. Other violations of the provisions of these Measures.</p>	
<p>Article 44 If the Bank's Shareholders, through exerting influence on the Bank, force the Bank to engage in the acts described in Article 43 of these Measures, each departments shall promptly report to the daily office of the Related Party Transaction Committee, and the daily office of the Related Party Transaction Committee shall report to the relevant authorities to request for handling in accordance with the law.</p>	<p>Article 54 If the Bank's Shareholders, through exerting influence on the Bank, force the Bank to engage in the <b>following</b> acts <del>described in Article 43 of these Measures</del>, each departments shall promptly report to the daily office of the Related Party Transaction Committee, and the daily office of the Related Party Transaction Committee shall report to the relevant authorities to request for handling in accordance with the law. <b>If losses are caused to the Bank, the Shareholders who have engaged in the aforementioned acts shall be liable for compensation.</b></p> <p>(I) <b>Failure to review related party transactions in accordance with the provisions of Article 38 of these Measures or failure to conduct transactions on commercial principles;</b></p> <p>(II) <b>Failure to carry out transactions in accordance with paragraph 1 of Article 45 of these Measures;</b></p> <p>(III) <b>Providing guarantees for related party financing activities in violation of the provisions of these Measures;</b></p> <p>(IV) <b>Accepting the shares of the Bank as the collaterals for loans;</b></p>	<p>Restrictions on Shareholder's interference in related party transactions through influence in accordance with regulatory systems.</p>



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	<p>(V) The engagement of accounting firms, professional appraisal organizations or law firms controlled by related parties to provide services for the Bank;</p> <p>(VI) Granting credit or financing, etc. to related parties with a balance exceeding the proportion stipulated in these Measures;</p> <p>(VII) Failed to disclose information in accordance with the provisions of these Measures.</p>	
	<p>Article 55 The meaning of the regulatory terms as defined by the CBIRC in these Measures:</p> <p>The term “more than” includes the given figure and “less than” shall exclude the given figure. The year is the fiscal year.</p> <p>Net capital, unless specifically stated, refers to the net capital of the Bank at the end of the previous quarter.</p> <p>Extraordinary material related party transactions refer to transactions between the Bank and a single related party with a single transaction amount of more than 10% of the net capital at the end of the previous quarter.</p> <p>Control, including direct control and indirect control, is the power to determine the financial and operating decisions of an enterprise and to derive benefits from the operations of that enterprise through such power.</p> <p>Holdings include direct and indirect holdings.</p> <p>Significant influence means having the power to participate in decision-making on the financial and operational policies of the legal person or organization, but not being able to control or</p>	<p>Define the regulatory terms of the CBIRC based on the regulatory systems.</p>

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	<p>jointly control the formulation of such policies with other parties, which include, but is not limited to, the dispatch of directors, supervisors or senior management, affecting the financial and operational management decisions of the legal person or organization through agreements or other means, and other circumstances as determined by the CBIRC or its local offices.</p> <p>Joint control refers to common control over an economic activity in accordance with a contractual agreement, and exists only when important financial and operating decisions related to that economic activity require the unanimous consent of the investors sharing control.</p> <p>A controlling shareholder is a shareholder with a shareholding ratio of more than 50%; or a shareholder with a shareholding ratio of less than 50%, but with enough voting rights to exert a controlling influence on the resolution of the shareholders' general meeting.</p> <p>A controlling subsidiary is one in which the percentage of shareholding in the subsidiary is more than 50%; or the percentage of shareholding is less than 50%, but the subsidiary can be influenced by control through voting rights, agreements and other arrangements. A controlling subsidiary includes a subsidiary or unincorporated organization that is directly, indirectly or jointly controlled.</p> <p>A de facto controller is a natural person or other ultimate controller who, although not a shareholder of the company, is able to effectively govern the actions of the company through an investment relationship, agreement or other arrangement.</p>	

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	<p>A group customer is a group of corporate and governmental department customers or a single customer of the same industry in which there is a control relationship.</p> <p>Parties acting in concert are natural persons, legal persons or unincorporated organizations that, through agreements, cooperation or other means, adopt the same intention in exercising voting rights or participating in other economic activities.</p> <p>The ultimate beneficiary is the person who actually enjoys the income from the company's equity and financial products.</p> <p>Other close relatives are defined as family members including parents of spouses, spouses of children, spouses of siblings, siblings of spouses, and other family members who may generate a transfer of interest, in addition to spouses, parents, adult children and siblings.</p> <p>Internal staff members are those who have signed employment contracts with the Bank.</p> <p>Related relationship refers to the relationship between the Bank's controlling Shareholder, de facto controller, Directors, Supervisors, senior management and other companies directly or indirectly controlled by them, as well as other relationships that may lead to transfer of interests.</p> <p>Related Directors and related Shareholders are those who are party to the transaction, or those who may influence the fairness of the transaction when considering the related party transaction.</p> <p>The written form of a written agreement includes contractual letters, letters and data messages (including telegrams, telexes, faxes, electronic</p>	

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	<p>data interchange and e-mails), which are legally recognized as tangible expressions of the content contained therein.</p> <p>The related legal person or unincorporated organizations referred to herein do not include state administrative organs, government departments, the Central Huijin Investment Ltd., the National Council for Social Security Funds of the PRC, the Wutong Tree Investment Platform Co., Ltd., the Deposit Insurance Fund Management Co., Ltd., and related parties exempted from identification by the CBIRC. If the above-mentioned organizations designate the same natural person to serve as director or supervisor of two or more banking and insurance institutions concurrently, and there is no other related relationship, the institutions that they serve do not constitute related parties.</p> <p>State-controlled enterprises constitute related parties to each other not only because they are all controlled by the state.</p>	
<p>Article 48 These Measures shall be approved by the Shareholders' general meeting and shall take effect and be implemented on the date of listing of the Bank's publicly issued H shares on the Hong Kong Stock Exchange. The Administrative Measures on Related Party Transactions of Bank of Guizhou Co., Ltd. shall automatically lapse from the effective date of these Measures.</p>	<p>Article 58 These Measures shall be <b>implemented from the date</b> of approval <del>approved</del> by the Shareholders' general meeting <del>and shall take effect and be implemented on the date of listing of the Bank's publicly issued H shares on the Hong Kong Stock Exchange.</del> The <del>Administrative Measures on Related Party Transactions of Bank of Guizhou Co., Ltd.</del> <b>Administrative Measures for the Related Party/Connected Transactions of Bank of Guizhou Co., Ltd. (applicable after H Share listing)</b> shall automatically lapse from the effective date of these Measures.</p>	<p>Expression adjustment.</p>

**BIOGRAPHY OF THE NON-EXECUTIVE DIRECTOR CANDIDATES****MR. WU ZHIJUN**

WU Zhijun was born in February 1966. Mr. Wu consecutively worked in Daozhen County Sub-branch and Zunyi City Sub-branch of Industrial and Commercial Bank of China from December 1985 to May 1993; served as general manager of the Bond Department and Trading Department of Zunyi Jintai Securities Department of Industrial and Commercial Bank of China from May 1993 to May 1997; served as general manager of the Trading Department of Zunyi Business Department of Everbright Securities from May 1997 to June 2002; he was transferred to and worked in the former Zhongbei Sub-Branch of Zunyi City Commercial Bank from June 2002 to October 2004; served as deputy manager of the Capital Operation Department, general manager of the Capital Operation Department, general manager of the Finance Department and manager of the Financial Market Department of the former Zunyi City Commercial Bank from October 2004 to February 2011; served as president of the Guiyang Sub-branch of the former Zunyi City Commercial Bank from February 2011 to October 2012; served as a member of the preparatory team of Guizhou Moutai Group Finance Co., Ltd. from October 2012 to March 2013; served as deputy general manager (presiding over work) of Guizhou Moutai Group Finance Co., Ltd. from March 2013 to October 2015; served as general manager of Guizhou Moutai Group Finance Co., Ltd. from October 2015 to September 2018; served as chairman and general manager of Guizhou Moutai Group Finance Co., Ltd. from September 2018 to July 2019; served as chairman and general manager of Guizhou Moutai Group Finance Co., Ltd. and vice chairman of Huagui Life Insurance Company Limited from July 2019 to May 2020; served as secretary of the Party Committee, chairman and general manager of Guizhou Moutai Group Finance Co., Ltd. and vice chairman of Huagui Life Insurance Company Limited from May 2020 to August 2021; served as secretary of the Party Committee and chairman of Guizhou Moutai Group Finance Co., Ltd. and vice chairman of Huagui Life Insurance Company Limited from August 2021 to June 2022; served as a full-time external director of a subsidiary of China Kweichow Moutai Distillery (Group) Co., Ltd. (中國貴州茅台酒廠(集團)有限責任公司), vice chairman of Huagui Life Insurance Company Limited, a director of Kweichow Moutai Distillery (Group) Changli Wine Co., Ltd. (貴州茅台酒廠(集團)昌黎葡萄酒業有限公司) and a director of Huachuang Yangan Co., Ltd. (華創陽安股份有限公司) from June 2022 to January 2023; he has been a full-time external director of a subsidiary of China Kweichow Moutai Distillery (Group) Co., Ltd., vice chairman of Huagui Life Insurance Company Limited and a director of Kweichow Moutai Distillery (Group) Changli Wine Co., Ltd. since January 2023.

Mr. Wu studied finance at Guizhou University of Finance and Economics from September 1989 to July 1992; from March 2008 to January 2011, he studied at Guizhou University of Finance and Economics majoring in financial management and obtained a bachelor's degree; from February 2011 to December 2013, he studied at Southwestern University of Finance and Economics majoring in EMBA and obtained a master's degree in business administration.

**MR. SUN JUNWEI**

SUN Junwei was born in March 1969. Mr. SUN consecutively served as a member of the Finance Bureau of Zunyi District (Municipality) (during which he worked in Xieba Township, Zheng'an County from November 1990 to October 1991) from September 1990 to February 2000; served as deputy chief of the Comprehensive Section of the Finance Bureau of Zunyi Municipality from February 2000 to May 2002; served as chief of the Comprehensive Planning Section of the Finance Bureau of Zunyi Municipality from May 2002 to February 2004; served as chief of the Treasury Section of the Finance Bureau of Zunyi Municipality (during which: he temporarily served as deputy secretary of the Party Committee of Meijiang Township in Meitan County from March 2005 to December 2005 and a member of the Standing Committee to the Party Committee of Tongzi County from December 2006 to December 2008) from February 2004 to April 2009; served as chairman of the supervisory committee of Zunyi State-owned Assets Investment and Financing Management Co., Ltd. (遵義市國有資產投融資經營管理有限責任公司) from April 2009 to February 2015; served as chairman of the supervisory committee and a member of the Party Committee of Zunyi State-owned Assets Investment and Financing Management Co., Ltd., and chairman of the supervisory committee and a member of the Party Committee of Zunyi Affordable Housing Construction Investment and Development Co., Ltd. (遵義市保障性住房建設投資開發有限責任公司) from February 2015 to January 2018; served as deputy secretary of the Party Committee of Zunyi State-owned Assets Investment and Financing Management Co., Ltd. from January 2018 to February 2018; served as deputy secretary of the Party Committee, director and general manager of Zunyi State-owned Assets Investment and Financing Management Co., Ltd., and chairman of Zunyi Xincai Investment Co., Ltd. (遵義市鑫財投資有限公司) from February 2018 to August 2020; served as secretary of the Party Committee and chairman of the board of directors of Zunyi Finance Guarantee (Group) Co., Ltd. (遵義市融資擔保(集團)有限公司) from August 2020 to June 2022; he has been secretary of the Party Committee and chairman of the board of directors of Zunyi State-owned Assets Investment and Financing Management Co., Ltd. since June 2022.

From September 1986 to July 1990, Mr. SUN studied at the Department of Computer Science of Guizhou University majoring in software and obtained a bachelor's degree; from September 2001 to June 2004, he studied as an on-the-job graduate student in economics at the Party School of Guizhou Provincial Party Committee.

**MS. YE JIANGMEI**

YE Jiangmei was born in November 1973. Ms. YE consecutively served as a designer of Guiyang Zhongjian Architectural Design Institute (貴陽中建建築設計院) from July 1995 to October 2001; served as a probationary staff of the Fixed Asset Investment and Audit Division (固定資產投資審計處) of the Guizhou Provincial Audit Department (貴州省審計廳) from October 2001 to January 2003; served as a deputy chief officer of the Fixed Asset Investment and Audit Division of the Guizhou Provincial Audit Department from January 2003 to January 2006; served as a chief officer of the Fixed Asset Investment and Audit Division of the Guizhou Provincial Audit Department from January 2006 to November 2010; served as a deputy researcher of the Fixed Asset Investment and Audit Division II (固定資產投資審計二處) of the Guizhou Provincial Audit Department from November 2010 to November 2011 (certified as a senior auditor in December 2010); deputy chief of the Fixed Asset Investment and Audit Division II of the Guizhou Provincial Audit Department from November 2011 to April 2014; served as chief of the Fixed Asset Investment and Audit Division II of the Guizhou Provincial Audit Department from April 2014 to December 2017; served as chief of the Fixed Asset Investment and Audit Division I (固定資產投資審計一處) of the Guizhou Provincial Audit Department from December 2017 to March 2019; served as chief of the Internal Audit Guidance and Supervision Division (內部審計指導監督處) of the Guizhou Provincial Audit Department from March 2019 to November 2019; served as chief and a first-level researcher of the Internal Audit Guidance and Supervision Division of the Guizhou Provincial Audit Department from November 2019 to August 2021; he has been a member of the Party Committee and the chief accountant of Guizhou Water Conservancy Investment Group Co., Ltd. (貴州省水利投資(集團)有限責任公司) since August 2021.

From September 1991 to July 1995, Ms. YE studied at Hohai University majoring in industrial and civil architecture and obtained a bachelor's degree; from September 2010 to July 2013, she studied at Guizhou University of Finance and Economics majoring in business administration and obtained a master's degree in business administration.

PLAN ON REDEMPTION AND NEW ISSUANCE  
OF TIER-TWO CAPITAL BONDS

Dear Shareholders,

The Bank's RMB2.8 billion of tier-two capital bonds issued in 2018 will mature in 2023 (of which RMB1.8 billion is due in June and RMB1 billion is due in December). In order to ensure the smooth transition upon the maturity of capital instruments and safeguard the sound development of the Bank's business, according to the Rules on Capital Management for Commercial Banks (Provisional) (CBRC 2012 Order No. 1) 《商業銀行資本管理辦法(試行)》(中國銀行業監督管理委員會令2012年第1號)), the Opinions on Further Support for Innovation of Capital Instruments of Commercial Banks (Yin Jian Fa [2018] No.5) 《關於進一步支持商業銀行資本工具創新的意見》(銀監發[2018]5號)), and the Decision on Amending Some Administrative License Regulations of the China Banking and Insurance Regulatory Commission (CBIRC 2022 Order No. 5) 《中國銀保監會關於修改部分行政許可規章的決定》(中國銀行保險監督管理委員會令2022年第5號)) issued by CBRC, the Announcement on Matters concerning Issuance of Capital Supplementary Bonds by Banking Financial Institutions (Announcement of the People's Bank of China [2018] No. 3) 《關於銀行業金融機構發行資本補充債券有關事宜的公告》(中國人民銀行公告[2018]第3號)) issued by the People's Bank of China and other relevant documents, the Bank intends to fully redeem RMB2.8 billion of tier-two capital bonds due in 2023 and issue new tier-two capital bonds of no more than RMB5 billion (including RMB5 billion) (the "**Redemption and New Issuance of Tier-two Capital Bonds Plan**"), details of which are as follows:

**I. INFORMATION OF RMB2.8 BILLION OF TIER-TWO CAPITAL BONDS DUE****(I) Phase I**

1. Bond abbreviation: 18 Bank of Guizhou II 01
2. Bond code: 1820030
3. Issuance amount: RMB1.8 billion
4. Coupon rate: 5.0%
5. Use of funds: To replenish tier-two capital
6. Exercise (redemption right) date: 20 June 2023

**(II) Phase II**

1. Bond abbreviation: 18 Bank of Guizhou II 02
2. Bond code: 1820082
3. Issuance amount: RMB1 billion



4. Coupon rate: 5.5%
5. Use of funds: To replenish tier-two capital
6. Exercise (redemption right) date: 6 December 2023

**II. NEW ISSUANCE OF TIER-TWO CAPITAL BONDS OF NO MORE THAN RMB5 BILLION**

- (I) Size of the issuance: no more than RMB5 billion (including RMB5 billion).
- (II) Type of the instrument: write-down tier-two capital bonds in compliance with the Rules on Capital Management for Commercial Banks (Provisional) and other regulations, which can be used to replenish tier-two capital of commercial banks.
- (III) Target market: domestic interbank bond market.
- (IV) Time of issuance: within the validity period (two years) of the approval in one or multiple tranches as appropriate.
- (V) Term of the bonds: not less than 5 years.
- (VI) Interest rate of issuance: to be determined with reference to the market interest rate.
- (VII) Use of proceeds: to replenish the Bank's tier-two capital.
- (VIII) Validity period of the resolution: from the date of approval by the Shareholders' general meeting until the completion of the issuance of the bonds.

**III. AUTHORIZATION OF THE TIER-TWO CAPITAL BONDS**

In view of the uncertainties in the issuance time of the bond issuance and the market environment, in order to ensure the smooth implementation of the bond issue and subsequent related matters, to enhance the efficiency of decision-making and grasp the market opportunities, it is hereby proposed to the Shareholders' general meeting to authorize the Board and the Board shall delegate to the Bank's Chairman, President and Board Secretary the authority to handle specific matters in relation to this issuance and redemption of tier-two capital bonds, including but not limited to:

- (I) To determine all specific terms relating to the bond issuance, such as the issuance size, issuance price, issuance interest rate, issuance time, issuance object, issuance method, issuance tranche and loss absorption method in accordance with the issuance plan and the regulations and approval requirements of the relevant regulatory authorities.
- (II) To revise, sign and execute all agreements, contracts and relevant documents occurring in the course of the bond issuance and to engage intermediaries, and other issuance-related matters.

- (III) To handle the procedures relating to reporting, issuance, trading and circulation and information disclosure during the life of the bond of the bond issuance, and to prepare, amend and submit relevant documents and materials.
- (IV) To make necessary adjustments to matters relating to the bond issuance in accordance with the requirements of the relevant government departments and regulatory authorities and based on the changes in market conditions. Matters subject to a revote by the general meeting or the Board of Directors as required by the relevant laws, regulations and the Articles of Association are excluded.
- (V) To decide whether to redeem and to handle matters such as cashing, redemption, write-down or conversion into shares during the life of the bonds in accordance with the regulations and approval requirements promulgated by the relevant regulatory authorities.
- (VI) To handle the redemption of RMB2.8 billion of tier-two capital bonds that will mature this year.

The above resolution has been considered and approved by the Board of Directors of the Bank and is now submitted to the Shareholders' general meeting for consideration.

The above resolution is hereby presented for Shareholders' consideration.

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## NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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**Bank of Guizhou Co., Ltd. \***  
**貴州銀行股份有限公司 \***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 6199)

### NOTICE OF THE 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 annual general meeting (the “AGM”) of Bank of Guizhou Co., Ltd.\* (the “Bank”) will be held at the Conference Room 4501, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC at 2:30 p.m. on Thursday, 18 May 2023, for the Shareholders of the Bank to consider and, if thought fit, to approve the following resolutions. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated 19 April 2023 (the “Circular”).

#### ORDINARY RESOLUTIONS

1. To consider and approve the 2022 Work Report of the Board of Directors of the Bank
2. To consider and approve the 2022 Work Report of the Board of Supervisors of the Bank
3. To consider and approve the 2022 Financial Statements Report of the Bank
4. To consider and approve the 2022 Profit Distribution Plan of the Bank
5. To consider and approve the 2023 Financial Budget Plan of the Bank
6. To consider and approve the appointment of accounting firms for 2023
7. To consider and approve the amendments to the Administrative Measures on Related Party/ Connected Transactions of Bank of Guizhou Co., Ltd.
8. To consider and approve the appointment of Mr. WU Zhijun as a non-executive Director of the third session of the Board of Directors of the Bank
9. To consider and approve the appointment of Mr. SUN Junwei as a non-executive Director of the third session of the Board of Directors of the Bank
10. To consider and approve the appointment of Ms. YE Jiangmei as a non-executive Director of the third session of the Board of Directors of the Bank

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## NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

11. To consider and approve the plan on redemption and new issuance of tier-two capital bonds by the Bank

### REPORTING ITEMS

12. 2022 Report on the Assessment of Major Shareholders of Bank of Guizhou
13. 2022 Performance Evaluation Report on Board of Directors and Board of Supervisors and Senior Management and their Members of Bank of Guizhou
14. 2022 Performance Report of Independent Non-executive Directors of Bank of Guizhou
15. 2022 Report on Related-Party Transactions of Bank of Guizhou
16. 2022 Report on Implementation of Resolutions of Shareholders' General Meeting of Bank of Guizhou

By order of the Board  
**Bank of Guizhou Co., Ltd.\***  
**Yang Mingshang**  
*Chairman*

Guiyang, the PRC, 19 April 2023

*As of the date of this notice, the Board of the Bank comprises Mr. YANG Mingshang, Mr. XU An and Mr. CAI Dong as executive Directors; Mr. CHEN Jingde, Mr. CHEN Hanqing, Ms. GONG Taotao and Mr. ZHAO Yong as non-executive Directors; and Mr. WANG Gefan, Mr. TANG Xin, Mr. SONG Ke, Mr. LEE Hoey Simon and Ms. SUN Li as independent non-executive Directors.*

\* *Bank of Guizhou 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.*

*Notes:*

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), all votes of resolutions at the AGM will be taken by poll except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The voting results will be published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.bgzchina.com](http://www.bgzchina.com)) in accordance with the Listing Rules.
2. **Closure of register of members, eligibility for attending and voting at the AGM**

In order to determine the Shareholders who are eligible to attend and vote at the AGM, the register of members of the Bank will be closed from Monday, 15 May 2023 to Thursday, 18 May 2023 (both days inclusive), during which period no transfer of shares will be effected. H Shareholders whose names appear on the register of members of the Bank on Thursday, 18 May 2023 are entitled to attend and vote at the AGM.

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## NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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For a holder of the Shares of the Bank to be eligible for attending and voting at the AGM, all transfer documents together with the relevant share certificates and other appropriate documents of the holders of the Shares of the Bank shall be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the Board of Directors of the Bank at the 43rd Floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) no later than 4:30 p.m. on Friday, 12 May 2023 for registration.

Pursuant to the requirement of the Articles of Association of the Bank, if any Shareholder pledges over 50% (inclusive) of his/her/its equity in the Bank, in the duration of pledge, he/she/it shall not exercise voting right over the pledged equity at the AGM.

### 3. Proxy

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

The proxy concerned must be appointed with a power of attorney. The power of attorney concerned must be signed by the principal or the person duly authorized in writing by the principal. If the principal is a corporation, the power of attorney shall be affixed with the common seal or signed by its director or other representative duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the principal, such power of attorney or other authorization documents shall be notarized and served at the same time as the power of attorney. To be valid, the power of attorney of the Shareholders' proxy must be delivered to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the office of the Board of Directors of the Bank at the 43rd Floor, Bank of Guizhou Head Office Building, No. 9 Yongchang Road, Guanshanhu District, Guiyang, Guizhou Province, the PRC (for Domestic Shareholders) no later than 24 hours before the scheduled time for the holding of the AGM (i.e. at 2:30 p.m. on Wednesday, 17 May 2023) or no later than 24 hours before the convening of any adjournment thereof (as the case may be).

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

In the case of joint holders of the Shares of the Bank, any one of such holders may vote at the AGM either in person or by proxy in respect of such Shares as if he/she/it was solely entitled thereto. However, if more than one of such joint registered holders be present at the AGM, either in person or by proxy, the vote of that one of them so present, whose name stands first on the register of members of the Bank in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).

### 4. Miscellaneous

- (i) The Shareholders or their proxies shall present their identity documents when attending the AGM (or any adjournment thereof). The legal representative of or any other persons officially authorized by a corporate Shareholder shall present his/her identity documents and the notarially certified documents for appointment as a legal representative or valid authorization document(s) (as the case may be) when attending the AGM (or any adjournment thereof).
- (ii) The AGM is expected to last for no more than half working day. Shareholders and their proxies attending the meeting shall arrange for their own traveling and accommodation at their own expenses.

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## NOTICE OF THE 2022 ANNUAL GENERAL MEETING

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(iii) Address of Computershare Hong Kong Investor Services Limited:

17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990

Address of the office of the Board of Directors:  
43rd Floor, Bank of Guizhou Head Office Building  
No. 9 Yongchang Road  
Guanshanhu District, Guiyang  
Guizhou Province, the PRC  
Tel: (86) 0851-8698 7798  
Fax: (86) 0851-8620 7999

5. The details about the aforesaid ordinary resolutions and special resolutions proposed for the consideration and approval at the AGM were set out in the circular of the Bank dated 19 April 2023.