ARTICLES OF ASSOCIATION
OF
YIBIN CITY COMMERCIAL BANK CO., LTD
宜 賓 市 商 業 銀 行 股 份 有 限 公 司

(Applicable after listing of H Shares)

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CHAPTER 1 GENERAL PROVISIONS

Article 1 For the purpose of protecting the legitimate rights and interests of Yibin City Commercial Bank Co., Ltd (the "Bank") and its shareholders and creditors, standardizing the organizational behavior and operational management activities, upholding and strengthening comprehensive leadership of the Party, and enhancing the governance structure of corporate legal person, the Articles of Association are enacted in accordance with the provisions of the Company Law of the PRC (中華人民共和國公司法)(the "Company Law"), the Accounting Law of the PRC (中華人民共和國會計法)(the "Accounting Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (香港聯合交易所有限公司證券上市規則)(the "Hong Kong Listing Rules"), the Law of the PRC on Banking Regulation and Supervision (中華人民共和國銀行業監督管理法)(the "Law on Banking Regulation"), the Law of the PRC on Commercial Banks (中華人民共和國商業銀行法)(the "Law on Commercial Banks"), the Code of Corporate Governance of Banking and Insurance Institutions (銀行保險機構公司治理準則), the Working Guidelines for Supervisory Committee of Commercial Banks (商業銀行監事會工作指引), the (Trial) Measures for Supervision and Regulating the Conduct of Major Shareholders of Banking and Insurance Institutions (銀行保險機構大股東行為監管辦法(試行)), the Interim Measures for the Administration of Equity Interests in Commercial Banks (商業銀行股權管理暫行辦法), the Implementation Measures for Administrative Licensing Matters Concerning Chinese-funded Commercial Banks (中資商業銀行行政許可事項實施辦法), the Laws of the PRC on State-owned Assets of Enterprises (中華人民共和國企業國有資產法), Interim Regulations on the Supervision and Administration of State-owned Assets of Enterprises (企業國有資產監督管理暫行條例), the Administrative Measures for the Enactment of Articles of Association for State-owned Enterprises (國有企業公司章程制定管理辦法), Certain Opinions Concerning the Upholding of Party Leadership and Enhancing Party Establishment in Deepening Reforms of State-owned Enterprises (關於在深化國有企業改革中堅持黨的領導加強黨的建設的若干意見) and other relevant laws and regulations and the regulations of stock exchanges where the securities of the Bank are listed, with reference to the Guidelines for the Articles of Association of Listed Companies.

Article 2 The Bank is a joint stock limited company established in accordance with the Company Law, the Law on Banking Regulation, the Law on Commercial Banks and other relevant laws and regulations.

The Bank is a joint stock financial enterprise established by way of promotion initiated by legal person enterprises, non-legal person enterprises, local fiscal authority and natural persons with approval from the China Banking Regulatory Commission on December 25, 2006. The Bank was registered with the authority for market regulation of Yibin City in accordance with the law and obtained the business license of corporate legal person. The Bank is currently a holder of the Business License approved and issued by the Administration for Market Regulation of Yibin City (宜賓市市場監督管理局) with unified social credit code 91511500797856366D and Financial License with code number B0284H251150001 approved and issued by the Sichuan Regulatory Bureau of China Banking and Insurance Regulatory Commission (the "CBIRC Bureau of Sichuan").

Article 3 Registered names of the Bank
Name in Chinese: 宜賓市商業銀行股份有限公司
Short name in Chinese: 宜賓市商業銀行
Full name in English: YIBIN CITY COMMERCIAL BANK CO., LTD
Short name in English: YIBIN CITY COMMERCIAL BANK
English name in abbreviation: YBCCB.

Article 4 Domicile of the Bank: No. 1 Nvxue Street, Cuiping District, Yibin City, Sichuan Province (postal code: 644000).

Article 5 The registered capital of the Bank is RMB[•]. It will be increased in a timely manner pursuant to the needs of business development and in accordance with the relevant requirements of the capital adequacy ratio prescribed by the banking regulatory authority.

With approval from the relevant competent authority, the Bank may issue a total of [•] shares of ordinary shares.

The Domestic Unlisted Shares of the Bank are deposited with a centralized depository in compliance with the relevant requirements. The H Shares of the Bank are primarily kept under the custody of the Hong Kong share registrar and clearing institution, and may also be held under individual names of the shareholders.

Article 6 The Bank is a perpetually existing joint stock limited company.

Article 7 The Chairman of the Board of Directors is the legal representative of the Bank.

Article 8 The Bank may establish branches and sub-branches in compliance with the law. Such branches and sub-branches will not have legal person qualifications, their civil liabilities shall be borne by the Bank. Pursuant to the needs of business operation and management, and the Bank may establish some special committees and internal management organizations.

Article 9 The Bank is operated based on the principles of safety, liquidity and efficiency, implements independent accounting, proprietary operation, assumption of its own risks, is responsible for its own profit and loss and subject to self-discipline voluntarily.

The Bank commences business in accordance with the law and is not subject to intervention from any entity or individual. The Bank shall bear civil liabilities independently with all legal-person properties.

Article 10 The Bank adheres to the principles of equality, willingness, fairness, honesty and trustworthiness in dealings with customers.

The Bank protects the legitimate rights and interests of the depositors in accordance with the law against infringement from any entity or individual.

Article 11 The Bank implements the management system of Tier 1 legal person and operation in tiers. The Bank's branches and sub-branches operate business within the scope of authorization of the Bank. The Bank implements unified leadership and management in the appointment and dismissal of key personnel as well as in the formulation and execution of business policies, comprehensive plans, basic rules and regulations, and implements the financial system of uniform accounting, uniform deployment of funds and hierarchical management in branches and sub-branches.

Article 12 The Bank may invest in other limited liability companies and joint stock limited companies in accordance with the law, and bears liabilities of its investment to the extent of the capital contribution amount. The Bank may not invest in real estate properties which are not for its own use or invest in non-banking financial institutions and enterprises, unless otherwise provided by national law.

Article 13 The business activities of the Bank are subject to supervision and administration of the banking regulatory authority. However, if there are legal requirements that the relevant business activities of the Bank are subject to the regulation and administration of other regulatory and administrative authorities or institutions, such requirements shall prevail.

Article 14 According to the provisions of the Constitution of the Communist Party of China (中國共產黨章程) and the Trial Regulation on the Work at Primary-level Party Organizations of State-owned Enterprises (中國共產黨國有企業基層組織工作條例(試行)), the Bank establishes Party organization to develop Party activities and builds Party working institutions with comprehensive and strong Party working staff to safeguard the working costs of Party organization.

Article 15 The Articles of Association shall be a document with legal binding force to standardize the organization and conduct of the Bank and the relationship of rights and obligations between the Bank and its shareholders, as well as among shareholders, from the effective date. The Bank may take legal action against the shareholders, directors, supervisors, president of the Bank and other senior management officers in accordance with the Articles of Association; and the shareholders may take legal action against the Bank, shareholders, directors, supervisors, president of the Bank and other senior management officers in accordance with the Articles of Association.

CHAPTER 2 PURPOSE AND SCOPE OF BUSINESS

Article 16 The operation purpose of the Bank is to be trustworthy, prudent operation, market-oriented, customer-centric, serving small and medium enterprises, serving regional economy, serving urban and rural residents, realizing coordinated development with quality, efficacy and scale, safeguarding the interests of depositors and shareholders, performing social responsibilities and maximizing the value of the Bank.

Article 17 The scope of business of the Bank includes:

(1) absorption of deposits from the public;

(2) release of short-term, medium-term and long-term loans;

(3) domestic settlement;

(4) acceptance and discounting of bills;

(5) issuance of financial bonds;

(6) issuing agent, payment agent and underwriter of government bonds;

(7) trading of government bonds and financial bonds;

(8) inter-bank lending;

(9) provision of documentary credit service and guarantee;

(10) cash receipt and payment agent and insurance agent business;

(11) bank cards business;

(12) provision of safe deposit box service;

(13) other businesses approved by the banking regulatory authority and other relevant regulatory authority.

CHAPTER 3 SHARES AND COMPOSITION

Section 1 Issuance of Shares

Article 18 The total capital of the Bank is divided into shares of equal value at the nominal value of RMB1 per share. The shareholders of the Bank shall bear liabilities of the Bank to the extent of the shares held, the Bank shall be responsible for the debts of the Bank with all its assets.

Article 19 The Bank issues shares according to the principles of transparency, equality and fairness, each share of the same class shall rank pari passu with equal rights and bear equal obligations. The Bank adopts the form of share certificates for its shares, the Bank shall have ordinary shares at all time. With approval from the relevant competent authority, the Bank may create other classes of shares according to its needs. The share certificate issued by the Bank shall be evidence to prove the shares of the Bank held by the shareholder. The shareholders of H Shares and the shareholders of Domestic Unlisted Shares of the Bank are ordinary shareholders, ranking pari passu, with equal rights and bear equal obligations.

Article 20 The shares of the Bank are subscribed in accordance with the Company Law, the Law on Banking Regulation, the Law on Commercial Banks, securities regulatory rules of the place where the Bank's securities are listed and the relevant laws and regulations and the Articles of Association. The Bank or its subsidiaries (including its affiliated enterprises) shall not provide any financial assistance to any person subscribing or intends to subscribe for the shares of the Bank in the form of, among others, gifts, advances, guarantees, compensation or loans.

Article 21 The name list and capital contribution details of the promoters of the Bank are as follows:

Contributor	**Amount of contribution** *(RMB)*	**Way of contribution**	**Date of contribution**	**Percentage of total contribution** *(%)*
Sichuan Yibin Wuliangye Co., Ltd. (四川省宜賓五糧液集團有限公司)	15,000,000	Net assets	December 27, 2006	14.03%
Yibin Tianyuan Co., Ltd. (宜賓天原股份有限公司)	10,000,000	Net assets	December 27, 2006	9.36%
Yibin Siliya Group Co., Ltd. (宜賓絲麗雅集團有限公司)	10,000,000	Net assets	Before December 27, 2006	9.36%
Yibin Municipal Finance Bureau	10,042,384	Net assets	December 27, 2006	9.40%
Yibin Cuiping District Finance Bureau	10,000,154	Net assets	December 27, 2006	9.36%
Sichuan Yibin Investment Co., Ltd. (四川省宜賓市投資有限責任公司)	7,000,000	Net assets	December 27, 2006	6.55%
Yibin State-owned Assets Management Co., Ltd. (宜賓市國有資產經營有限公司)	7,000,000	Net assets	December 27, 2006	6.55%
Sichuan Yibin Kangda Property Co., Ltd. (四川省宜賓康達物業有限公司)	6,020,190	Net assets	December 27, 2006	5.63%
Sichuan Yibin Linfeng Trading Co., Ltd. (四川省宜賓市林鳳商貿有限責任公司)	6,000,000	Net assets	December 27, 2006	5.61%
Gong County Finance Bureau (珙縣財政局)	5,000,000	Net assets	December 27, 2006	4.68%
Junlian County Finance Bureau (筠連縣財政局)	5,000,000	Net assets	December 27, 2006	4.68%
Jiang Shicheng (蔣仕成) (entrusted by 287 employee shareholders)	3,527,749	Net assets	December 27, 2006	3.30%
Zhao Yonghua (趙永華) (entrusted by 13 small corporate shareholders)	4,404,425	Net assets	December 27, 2006	4.12%
Lian Lin (連林) (entrusted by 99 natural person shareholders)	4,050,790	Net assets	December 27, 2006	3.79%
Feng Yonghua (馮永華) (entrusted by 13 small corporate shareholders)	3,510,505	Net assets	December 27, 2006	3.28%
You Zhengrong (尤正榮) (entrusted by 7 small corporate shareholders)	323,578	Net assets	Before December 27, 2006	0.30%
Total	106,879,775	Net assets		100.00%

Section 2 Transfer of Shares

Article 22 The Bank's shares may be transferred in accordance with the law, provided that they comply with the laws, administrative regulations and relevant requirements of relevant regulatory authorities such as the securities regulatory authorities, the stock exchange, and the banking regulatory authorities of the place where the Bank's securities are listed, as well as the provisions of the Articles of Association. Changes in shareholders and changes in shares of the Bank shall also comply with the registration, custody, declaration and information disclosure requirements of the securities regulatory rules of the place where the Bank's securities are listed.

Article 23 Shares held by the Bank's shareholders may not be surrendered unless otherwise provided by laws, regulations and relevant policies. The Bank's shares may be transferred or gifted in accordance with the law, but may not be transferred under the following circumstances:

(I) shares held by substantial shareholders may not be transferred within five years from the date of closing of share acquisition (except for those approved by regulatory authorities).

(II) the Bank's shares held by the promoters may not be transferred within one year from the establishment of the Bank. The Bank's shares issued prior to the Bank's public offering may not be transferred within one year from the date on which the Bank's shares are listed and traded on the relevant stock exchange.

(III) directors, supervisors and senior management members of the Bank shall declare to the Bank their holdings of the Bank's shares and changes therein, and shall not transfer more than 25% of the total number of shares of the Bank held by them in each year during their tenure of office; and the Bank's shares held by them may not be transferred within one year from the date on which the shares are listed and traded on the relevant stock exchange. The aforementioned personnel shall not transfer the Bank's shares held by them within six months after leaving office.

(IV) shares may not be transferred under other circumstances as stipulated by laws and regulations, relevant regulatory authorities and the requirements of the securities regulatory rules of the place where the Bank's securities are listed.

Article 24 Any shareholder and its related parties and persons acting in concert that, individually or in aggregate, intend to hold for the first time or to increase their aggregate holdings of more than 5% of the Bank's total capital or total number of shares shall obtain prior approval from the banking regulatory authority. If a shareholder holds more than 5% of the total number of shares of the Bank outstanding without prior approval of the banking regulatory authority, he/she shall rectify the situation within a certain period of time, and may not exercise the corresponding shareholder's rights with respect to the corresponding shares held by him/her until the rectification is made. Any shareholder and its related parties and persons acting in concert that, individually or in aggregate, hold more than 1% but less than 5% (excluding 5%) of the Bank's total capital or total number of shares shall report to the banking regulatory authority or its delegated agencies within ten working days after acquiring the corresponding shareholdings. Shareholders shall report to the banking regulatory authority or its delegated agencies within ten working days from the date on which they become aware of or shall become aware of the fact that they, individually or in aggregate, hold more than 1% but less than 5% (excluding 5%) of the Bank's total number of shares.

Shareholders who shall obtain but have not obtained the approval from or have not reported to the regulatory authorities may not exercise their rights to request the convening of a general meeting, to vote, to make nominations, to make proposals, or to dispose of their shares.

The office of the Board of Directors is responsible for assisting shareholders with procedures related to changes in shares.

Article 25 All transfers of H Shares shall be effected by an instrument of transfer in writing in ordinary or common form or in any other form acceptable to the Board of Directors (including the standard form of transfer or forms of transfer as prescribed by the Hong Kong Stock Exchange from time to time); and the instrument of transfer in writing may be either signed under hand or sealed with a valid company chop (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house (the "Recognized Clearing House") or its nominee within the meaning of the relevant ordinances in force under the laws of Hong Kong from time to time, the instrument of transfer in writing may be signed under hand or in machine-printed form.

All instruments of transfer shall be maintained at the Bank's legal address or such address as specified by the Board of Directors from time to time.

Section 3 Increase, Reduction and Repurchase of Shares

Article 26 Based on the needs of operation and development, the Bank may increase its capital in the following ways in accordance with the requirements of laws and regulations, subject to the resolution of a general meeting and the report to the banking regulatory authority for approval:

(I) public offering of shares;

(II) non-public offering of shares;

(III) distribution of bonus shares to existing shareholders;

(IV) increase in share capital by way of conversion of capital reserves;

(V) other ways prescribed by laws and administrative regulations and approved by the relevant regulatory authorities.

The Bank may reduce its registered capital and the Bank's registered capital after such capital reduction shall not fall below the statutory minimum amount. The Bank, when it is necessary to reduce its registered capital, must prepare a balance sheet and a list of assets. The Bank's reduction of registered capital shall be carried out in accordance with the Company Law, the Law on Banking Regulation, the Law on Commercial Banks and other relevant provisions as well as the procedures stipulated in the Articles of Association of the Bank.

Article 27 Where permitted by laws, regulations and the Hong Kong Listing Rules, and subject to approval through the procedures prescribed in the Articles of Association of the Bank and the report to the banking regulatory authority and other relevant regulatory authorities for approval, the Bank may repurchase its shares outstanding under the following circumstances:

(I) cancellation of shares for the purpose of reducing the Bank's registered capital;

(II) merger with other companies holding shares of the Bank;

(III) utilization of shares in employee stock ownership plans or as equity incentives;

(IV) shareholders' request to the Bank to acquire their shares due to their objections to the resolutions on merger or division of the Bank passed at the general meeting;

(V) utilization of shares for the conversion of corporate bonds issued by the Bank that can be convertible into shares;

(VI) the Bank's needs to safeguard its value and the interests of its shareholders;

(VII) other circumstances as stipulated by laws and regulations and the securities regulatory rules of the place where the Bank's securities are listed or approved by relevant authorities of the state.

Any acquisition by the Bank of its own shares for the reasons set forth in paragraphs (I) to (II) above shall be resolved by the shareholders at a general meeting; any acquisition by the Bank of its own shares under the circumstances set forth in preceding paragraphs (III), (V), and (VI) may be resolved at a meeting of the Board of Directors attended by more than two-thirds of the directors in accordance with the provisions of the Articles of Association of the Bank or as authorized by the shareholders at a general meeting.

Upon the acquisition by the Bank of its own shares in accordance with the requirements under the first clause of this Article, under the circumstances set forth in paragraph (I), the shares shall be cancelled within ten days from the date of acquisition; under the circumstances set forth in paragraphs (II) and (IV), the shares shall be transferred or cancelled within six months; and under the circumstances set forth in paragraphs (III), (V) and (VI), the total number of shares of the Bank held by itself shall not exceed 10% of the total number of shares of the Bank in issue, and the shares shall be transferred or cancelled within three years.

When acquiring its own shares, the Bank shall fulfill its information disclosure obligations in accordance with the relevant regulatory requirements. Any acquisition by the Bank of its own shares under the circumstances set forth in paragraphs (III), (V) and (VI) under the first clause of this Article shall be conducted through an open centralized transaction.

If the relevant provisions of the securities regulatory authority of the place where the Bank's securities are listed otherwise provide for the repurchase of shares, such provisions shall prevail.

Section 4 Pledge of Shares

Article 28 The Bank shall not accept its own shares as the subject of pledge. If a shareholder of the Bank uses his/her equity interest in the Bank to provide guarantee for himself/herself or others, he/she must strictly abide by the requirements of laws, regulations and regulatory authorities and inform the Bank's Board of Directors in advance; if a shareholder's loan balance from the Bank exceeds the audited net value of his/her shares held in the preceding year, he/she is forbidden to pledge his/her equity interest in the Bank.

Article 29 If a shareholder holding the position of director or supervisor of the Bank, or a shareholder directly, indirectly or jointly holding or controlling more than 2% of the shares or voting rights of the Bank pledges his/her shares, he/she shall firstly make an application to the Board of Directors of the Bank for filing and explain the reason for the pledge, the financial position of the pledgor, the amount of equity interest, the pledge period, the pledgee and other basic information. If the Board of Directors considers that there may be material adverse impact on, among others, the stability of shareholdings in the Bank, corporate governance, risks and control over related party transactions, filing will not be made. When the Board of Directors deliberates the relevant filing matters, the director appointed by the shareholder related to the proposed pledge shall withdraw, and the voting right of such director will not be counted as a seat with the voting right on the Board of Directors, and the filing may only be approved by more than half of the non-interested directors with voting rights on the Board of Directors.

Article 30 The major shareholder of the Bank shall not use his/her equity interest in the Bank to provide guarantee for debts other than for himself/herself and his/her related parties, and shall not use equity pledge as a method to hold equity interest in the Bank on behalf of others, to hold related shareholdings in violation of regulations and to transfer shares in disguised form.

According to the relevant regulations of the banking regulatory authority, the Bank's major shareholder refers to shareholders who meet one of the following conditions:

(I) holding more than 10% of the Bank's equity;

(II) having actually the largest shareholding in the Bank, with a shareholding ratio of not less than 5% (including shareholders with the same number of shares);

(III) nominating more than two directors;

(IV) the Board of Directors of the Bank believes he/she has a controlling influence on the Bank's operations and management;

(V) other circumstances stipulated by the banking regulatory authority or its delegated agencies.

The shareholding ratios of shareholders and their affiliates and persons acting in concert shall be calculated together. If the total shareholding ratio meets the above requirements, the relevant shareholders shall be treated as major shareholders.

The management measures for major shareholder behavior shall be formulated separately.

Article 31 The office of the Board of Directors is responsible for the management of equity pledge by shareholders of the Bank and is responsible for the daily work of collecting, collating and reporting information about equity pledge of the Bank.

Article 32 The shareholders, after completion of equity pledge registration, shall cooperate with the Bank in respect of the needs for risk management and information disclosure by providing the Bank with relevant information related to the pledge of equity in a timely manner.

Article 33 When the amount of equity interest of the Bank pledged by a shareholder has reached or exceeded 50% of the equity interest held by him/her in the Bank, all of his/her voting rights at the general meeting and represented by directors nominated by him/her to the Board of Directors will be restricted, the specific management measures will be formulated separately.

CHAPTER 4 SHAREHOLDERS AND GENERAL MEETING

Section 1 Shareholders

Article 34 The Bank has established a register of members based on the evidence provided by the securities registration body. The register of members is sufficient evidence to prove the shares in the Bank held by shareholders. Shareholders enjoy rights and assume obligations according to the class of shares held; shareholders holding the same class of shares shall enjoy equal rights and assume the same obligations. When the Bank convenes a general meeting, distributes dividends, liquidates, or engages in other activities that require confirmation of the identity of shareholders, the Board of Directors or the convener of the general meeting shall determine the equity record date, and shareholders recorded on the register of members after the close of business on the record date shall be shareholders entitled to the relevant interests.

Article 35 Ordinary shareholders of the Bank shall enjoy the following rights:

(I) receiving dividends and other forms of benefit distribution in accordance with the number of shares held by them;

(II) requesting, convening, presiding over, participating in or appointing proxies of shareholders for participating in the general meeting of shareholders, exercising the corresponding voting rights and the right to speak at the general meeting of shareholders;

(III) supervising the operation of the Bank and making suggestions or enquiries;

(IV) transferring, donating or pledging the shares held by them in accordance with laws, administrative regulations and the Articles of Association;

(V) examining the Articles of Association, the register of members, corporate bonds, the minutes of general meetings, the resolutions of the Board of Directors, the resolutions of the Supervisory Committee, and the financial accounting reports;

(VI) when the Bank is terminated or liquidated, shareholders shall participate in the distribution of the Bank's remaining assets according to the shares they hold;

(VII) shareholders who object to the resolution of the general meeting on merger or division of the Bank may request the Bank to purchase their shares;

(VIII) other rights conferred by the laws, administrative regulations, departmental rule and regulations, securities regulatory rules of the place where the Bank's securities are listed or the Articles of Association.

Article 36 When a shareholder inspects or requests the relevant information of the Bank as mentioned in the preceding article, he/she shall make a written request to the Bank, explain the purpose and provide the Bank with written documents evidencing the class of shares of the Bank and the number of shares held by the shareholder. After the identity of the shareholder is verified by the Bank, the information will be provided according to laws and regulations.

Article 37 Shareholders of the Bank shall bear the following obligations:

(I) comply with laws, regulations, regulatory requirements and the Bank's Articles of Association;

(II) pay the share capital in full and on time according to the share subscription and investment method; use the self-owned funds from legitimate sources to invest in the Bank, and shall not invest in the Bank with non-self-owned funds such as entrusted funds and debt funds, unless otherwise stipulated by laws, regulations or regulatory systems;

(III) Comply with regulatory requirements in relation to shareholding ratio and the number of institutional shareholders, and not to entrust others or accept entrustment from others to hold shares of the Bank;

(IV) in accordance with laws, regulations and regulatory requirements, truthfully inform the Bank of financial information, equity structure, source of investment funds, controlling shareholder, actual controllers, related parties, persons acting in concert, ultimate beneficiaries, investments in other financial institutions and other information;

(V) where a shareholder has any change in its controlling shareholder, de facto controller, related parties, persons acting in concert and ultimate beneficiary, the relevant shareholder shall notify the Bank in writing of the change in a timely manner in accordance with laws, regulations and regulatory requirements;

(VI) if a shareholder undergoes a merger or division, is ordered to suspend business for rectification, is subject to trusteeship, receivership or revocation measures, or enters the procedures of dissolution, liquidation or bankruptcy, or if there are changes in its legal representative, company name, business location, business scope, or other major matters, such shareholder shall promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations, and regulatory provisions;

(VII) if the shares of the Bank held by a shareholder are involved in litigation, arbitration, or are subject to legal compulsory measures by judicial authorities, or are pledged or released from pledge, it shall promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations, and regulatory provisions;

(VIII) when a shareholder transfers or pledges its shares in the Bank, or conducts related party transactions with the Bank, such shareholder shall comply with laws, regulations, and regulatory provisions and shall not harm the interests of other shareholders and the Bank;

(IX) the Bank's shareholders and their controlling shareholders and actual controllers shall not abuse their shareholders' rights or use their related party relationships to impair the legitimate rights and interests of the Bank, other shareholders and stakeholders, shall not interfere with the decision-making and management rights enjoyed by the Board of Directors and senior management in accordance with the Articles of Association, and shall not directly interfere with the Bank's operations and management without going through the Board of Directors and senior management;

(X) if the Bank encounters a risk event or major violation, the Bank's major shareholders shall cooperate with the regulatory authorities in investigation and risk disposal, strictly implement relevant regulatory measures and requirements, and proactively maintain the Bank's operational stability;

(XI) other obligations imposed by laws, regulations and the Articles of Association.

Article 38 Shareholders of the Bank have made the following undertakings:

(I) not to seek other interests other than those provided for by law;

(II) strictly abide by the relevant provisions on related party transactions of shareholders;

(III) substantial shareholders shall support the Board of Directors of the Bank in formulating a reasonable capital plan and make a long-term undertakings in writing to supplement the capital of the Bank when necessary as part of the Bank's capital plan, so that the Bank's capital can continue to meet regulatory requirements. When the Bank's capital cannot meet regulatory requirements, a capital replenishment plan shall be formulated to ensure that the capital adequacy ratio meets the regulatory requirements within the prescribed deadline to replenish capital by increasing core capital and other methods. Substantial shareholders shall not hinder other shareholders from replenishing the capital of the Bank or the entry of qualified new shareholders;

(IV) substantial shareholders of the Bank shall make written commitments such as declarations, compliance and due diligence to the Bank in accordance with regulatory requirements and fulfill their commitments. If a substantial shareholder violates the above commitment, the Bank may take restrictive measures such as the right to request the convening of a general meeting of shareholders, voting rights, nomination rights, proposal rights, and disposal rights to restrict the relevant rights of the substantial shareholders' participation in business management.

Article 39 The Bank's shareholders shall not abuse their shareholders' rights to harm the interests of the Bank or other shareholders; and shall not abuse the independent legal person status of the company and the limited liability of shareholders to harm the interests of the Bank's creditors. If a shareholder of the Bank abuses his/her shareholder's rights to cause losses to the Bank and other shareholders, he/she shall bear liability for compensation in accordance with the law. If a shareholder of the Bank abuses the independent legal person status of the Bank and the limited liability of shareholders to evade debts and seriously harm the interests of the Bank's creditors, he/she shall bear joint and several liability for the Bank's debts in accordance with the law.

Article 40 The controlling shareholder and de facto controller of the Bank shall not use their related party relationship to harm the interests of the Bank. If they violate the regulations and cause losses to the Bank, they shall bear the liability for compensation. The controlling shareholder and de facto controller of the Bank shall have obligations of honesty and integrity towards the Bank and the public shareholders. The controlling shareholder of the Bank shall comply with the laws, regulations, rules and regulations and articles of association and exercise the rights of investors in accordance with the law. The controlling shareholder shall not use profit distribution, asset restructuring, external investment, capital occupation, loan guarantee and other means to harm the legitimate rights and interests of the Bank and the public shareholders, and shall not use its controlling position to harm the interests of the Bank and the public shareholders.

Article 41 To safeguard the interests of the Bank, oppose and resist actions that are detrimental to the interests of the Bank. For shareholders who make false statements, abuse shareholders' rights or engage in other actions that are detrimental to the interests of the Bank, the banking regulatory authority may restrict or prohibit the Bank from engaging in related transactions, limit the amount of equity interest they hold in the Bank, the equity pledge ratio, etc., and may restrict their rights to request the convening of general meetings, voting rights, nomination rights, proposal rights, disposal rights, etc.;

When the credit of the Bank's shareholders is overdue, their full voting rights at the general meeting will be restricted, and the full voting rights of the directors nominated by them or representing them on the Board of Directors will be restricted.

Article 42 The Bank shall not provide financing guarantees for the debts of its shareholders and their related entities, except where the shareholders provide counter-guarantees in the form of bank certificates of deposit or government bonds.

Article 43 The credit facility balance of the Bank to a single related party shall not exceed 10% of the net capital of the commercial bank, the total credit facility balance granted to a single related legal person or group customer of other organization shall not exceed 15% of the net capital of the commercial bank, and the credit facility balance of all related parties shall not exceed 50% of the net capital of the Bank. When calculating the credit facility balance, the security deposit amount provided by the related party at the time of granting the credit facility and the pledged amount of bank certificates of deposit and government bonds may be deducted.

Article 44 The Bank strictly follows the relevant provisions of the banking regulatory authorities on commercial bank payment risks and implements the relevant provisions of the banking regulatory authorities when payment gaps or liquidity difficulties occur.

Article 45 The Bank shall carefully review and prepare the register of members, the register of members shall be kept at the Bank's legal domicile and a Hong Kong branch register of the register of members shall be kept for inspection by shareholders. The register of members shall record the following particulars:

(I) the name and domicile of the shareholder;

(II) the number of shares held by the shareholder and the serial number(s) of the shares held;

(III) the date on which the shareholder acquired his/her shares.

Article 46 Where relevant laws and regulations and the securities regulatory rules of the place where the Bank's securities are listed provide for a period of suspension of share transfer registration procedures prior to the convening of a general meeting or prior to the record date for the determination of the dividend distribution by the Bank, such provisions shall prevail.

The aforementioned period of suspension of the registration of changes in the register of shareholders shall not exceed a total of thirty days within one year, but may be extended for up to a further thirty days with the approval of the general meeting.

If the Bank receives an application for access to the register of shareholders during the period of suspension of the registration of changes in the register of shareholders, it shall issue to the applicant a certified document signed by the company secretary of the Bank stating the authorizing body and the period of suspension of the registration of changes in the register of shareholders.

Section 2 General Rules for General Meetings

Article 47 The Bank's general meeting is composed of all shareholders, and the general meeting is the highest authority of the Bank, representing the overall interests of all shareholders and exercising the following powers and functions in accordance with the laws and regulations, the securities regulatory rules of the place where the Bank's securities are listed, and the Articles of Association of the Bank:

(I) to decide on the Bank's business policies and investment plans;

(II) to elect and replace Directors and Supervisors who are not employee representatives; to decide on matters relating to the remuneration of directors and supervisors;

(III) to consider and approve the work reports of the Board of Directors and the Supervisory Committee;

(IV) to consider and approve the Bank's annual financial budget plan, final accounting plan, profit distribution plan and loss recovery plan;

(V) to resolve on the increase or reduction of the Bank's registered capital;

(VI) to resolve on the issuance of bonds or other securities by the Bank;

(VII) to listen to the report of the Supervisory Committee on the comprehensive evaluation of the performance of duties by the directors, supervisors and members of the senior management;

(VIII) to resolve on the merger, division, dissolution, liquidation and change of corporate form of the Bank;

(IX) to amend the Articles of Association of the Bank;

(X) to consider and approve the proposals of shareholders holding more than 3% of the total number of voting shares of the Bank;

(XI) to consider purchase and sale of major assets with a single transaction amount exceeding 10% of the Bank's most recent audited net assets (with cumulative calculations for multiple transactions involving the same or related assets within a consecutive twelve-month period), write-off of non-performing assets (with cumulative calculations within a twelve-month period), asset collateralization business, external equity investment business, and related/connected transactions that shall be subject to approval at a general meeting. The aforementioned major asset purchases and sales refer to the investment in or disposal of fixed asset (intangible asset); and the "asset collateralization business" refers to the act of pledging the Bank's fixed assets externally;

(XII) to resolve on the listing of the Bank;

(XIII) to consider and approve the rules of procedure for the general meeting, the Board of Directors and the Supervisory Committee;

(XIV) to consider and approve the equity incentive plan and the employee shareholding plan;

(XV) to resolve on the acquisition of the Bank's shares in accordance with the provisions of the law and the securities regulatory rules of the place where the Bank's securities are listed;

(XVI) to resolve on the appointment or dismissal of the accounting firm that conducts the periodic statutory audits of the Bank's financial reports, as well as the remuneration of the accounting firm;

(XVII) to consider and approve matters relating to guarantees which are subject to the approval of the general meeting;

(XVIII) to consider and approve matters relating to the change of use of proceeds;

(XIX) to consider and approve other matters to be decided by the general meeting as stipulated by the laws and regulations, regulatory requirements, securities regulatory rules of the place where the Bank's securities are listed, the Articles of Association of the Bank or the Bank's internal system;

According to the Company Law and relevant laws and regulations, the powers and functions of the general meeting shall not be exercised by the Board of Directors or other institutions and individuals on behalf of the general meeting through authorization, and the relevant provisions shall be complied with.

Article 48 In principle, the Bank does not engage in risk-taking guarantees issued by the Bank to third parties other than normal operations such as letter of guarantees and letter of credit. If there is a need to do so, it is subject to the consideration of the general meeting of the Bank.

Article 49 Shareholders shall nominate candidates for directors and supervisors in strict accordance with the laws, rules and regulations, the securities regulatory rules of the place where the Bank's securities are listed and the procedures set forth in the Bank's Articles of Association.

Article 50 The general meeting of the Bank consists of annual meeting and extraordinary meeting. The annual general meeting is held once a year and is organized by the Board of Directors within six months after the end of each fiscal year. If the meeting needs to be postponed due to special circumstances, a report shall be made to the banking regulator and the reasons for the postponement shall be stated.

Article 51 An extraordinary meeting shall be convened within two months in any of the following cases:

(I) when the number of Directors is less than two-thirds of the number specified in the Articles of Association;

(II) when the Bank's unrecovered losses amount to one-third of the Bank's total share capital;

(III) when requested in writing by shareholders who severally or jointly hold more than 10% of the total number of shares of the Bank;

(IV) when more than one-half and not less than two independent directors so agree;

(V) when the Board of Directors deems it necessary;

(VI) when the Supervisory Committee proposes to convene the meeting;

(VII) other circumstances as stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Bank's securities are listed or the Articles of Association of the Bank.

An extraordinary general meeting will only resolve on the matters set out in the notice.

Article 52 The Bank's general meeting shall be held in the form of on-site meeting. The Bank may adopt online or other means that are secure, economical and convenient to facilitate shareholders' participation in the general meeting. Shareholders participating in the general meeting by such means shall be deemed to be present.

Article 53 The general meeting shall be witnessed by a lawyer and a legal opinion shall be issued by the lawyer. The legal opinion shall be issued on the following matters:

(I) whether the procedures for convening and holding the meeting are in compliance with laws, administrative regulations and the Articles of Association;

(II) whether the qualifications of the persons attending the meeting and the qualifications of the convenor are legitimate and valid;

(III) whether the voting procedures and results of the meeting are legal and effective;

(IV) legal opinions on other relevant matters as requested by the Bank.

Section 3 Calling of General Meeting

Article 54 Independent Directors shall be entitled to propose to the Board of Directors to convene an extraordinary general meeting. In response to a proposal from an independent Director requesting the convening of an extraordinary general meeting, the Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association of the Bank, provide written feedback on whether it agrees or disagrees with the convening of an extraordinary general meeting, within ten days upon receipt of the proposal. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the convening of the general meeting within five days after the Board of Directors' resolution is made; if the Board of Directors does not agree to convene an extraordinary general meeting, it shall state the reasons.

Article 55 The Supervisory Committee shall be entitled to propose to the Board of Directors to convene an extraordinary general meeting and shall submit its proposal in writing to the Board of Directors. The Board of Directors shall, in accordance with the laws, administrative regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees with the convening of the extraordinary general meeting within ten days of receipt of the proposal. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the convening of the general meeting within five days after the Board of Directors' resolution is made, and any changes to the original proposal contained in the notice shall be subject to the consent of the Supervisory Committee.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to provide feedback within ten days upon receipt of the proposal, it shall be deemed that the Board of Directors is unable to fulfill or fails to fulfill its duty to convene a general meeting, and the Supervisory Committee may convene and preside over such meeting on its own.

Article 56 Shareholders who severally or jointly hold more than 10% of the Bank's shares have the right to request the Board of Directors to convene an extraordinary general meeting and shall submit their request in writing to the Board of Directors. The Board of Directors shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether it agrees or disagrees to convene an extraordinary general meeting within ten days upon receiving the request.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of the convening of the general meeting within five days after the Board of Directors' resolution is made, and any changes to the original request contained in the notice shall be subject to the consent of the shareholder(s) concerned.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to provide feedback within ten days upon receipt of the request, shareholder(s) severally or jointly holding more than 10% of the Bank's shares shall be entitled to propose to the Supervisory Committee to convene an extraordinary general meeting and shall submit their request in writing to the Supervisory Committee.

If the Supervisory Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the general meeting within five days upon receipt of the request, and any changes to the original request contained in the notice shall be subject to the consent of the shareholders concerned.

If the Supervisory Committee fails to give notice of a general meeting within the prescribed period, it shall be deemed that the Supervisory Committee will not convene and preside over the general meeting, and that shareholders who severally or jointly hold more than 10% of the Bank's shares for ninety or more consecutive days may convene and preside over the general meeting on their own.

Article 57 If the Supervisory Committee or shareholders decide to convene a general meeting on their own, they shall notify the Board of Directors in writing and, at the same time, file a record with the banking regulatory authority in the place where the Bank is located and the stock exchange in the place where the Bank's securities are listed in accordance with the relevant regulations. Prior to the announcement of the resolution of the general meeting, the shareholding of the convening shareholders shall not be less than 10%.

Article 58 The Board of Directors and the secretary of the Board of Directors shall provide any assistance necessary for the general meeting convened by the Supervisory Committee or shareholders. The Board of Directors shall provide the register of shareholders as of the record date.

Article 59 All necessary expenses incurred for the general meeting convened by the Supervisory Committee or shareholders shall be borne by the Bank.

Section 4 Proposal and Notice of General Meeting

Article 60 The contents of the proposed motions shall fall within the scope of duties of the general meeting, shall feature definite topics and specific issues for resolution, and shall be in compliance with relevant requirements of laws, administrative regulations, securities regulatory rules of the place where the Bank's securities are listed and the Articles of Association.

Article 61 Where the Bank convenes a general meeting, the Board of Directors, the Supervisory Committee and shareholders severally or jointly holding 3% or more of the shares of the Bank may propose resolution to the Bank.

Shareholders severally or jointly holding 3% or more of the shares of the Bank may submit written interim proposals to the convener ten working days before a general meeting is convened. The convener shall serve a supplemental notice of the general meeting within two days after receipt of the proposals and announce the contents of the interim proposals.

Save as specified in the preceding paragraph, the convener, after issuing the notice and announcement of the general meeting, shall neither revise the proposals stated in the notice of general meetings nor add new proposals. Interim proposals shall be within the terms of reference of the general meeting and shall contain a definite topic and specific resolution. The general meeting shall not resolve on matters not specified in the notices referred to in Articles 60 and 63.

Article 62 The convener shall notify shareholders of the annual general meeting by announcement twenty days before the meeting, and shall notify shareholders of the extraordinary general meeting by announcement fifteen days before the meeting. If the securities regulatory rules of the place where the Bank's securities are listed impose other requirements on the foregoing notice period, the longer notice period shall prevail.

Article 63 The notice of a general meeting shall include the following:

(I) time, place and duration of the meeting;

(II) the matters to be submitted for consideration at the meeting;

(III) expressly stated that all ordinary shareholders are entitled to attend the meeting and may appoint a proxy in writing to attend and vote at the meeting, and such proxy need not be a shareholder of the Bank;

(IV) the record date of the shareholders entitled to attend the meeting;

(V) the duration of the power of attorney;

(VI) the name and telephone number of the standing contact persons for the meeting;

(VII) voting time and voting procedure online or other means (if applicable);

(VIII) other contents stipulated by laws, administrative regulations, securities regulatory rules of the place where the Bank's securities are listed and the Articles of Association of the Bank.

Article 64 If the election of Directors or Supervisors is proposed to be discussed at a general meeting, the notice of such meeting and/or relevant circular shall adequately disclose the detailed particulars of the candidates for the roles of Directors or Supervisors, which shall at least include:

(I) personal particulars, including educational background, work experience and part-time job;

(II) whether he/she has connected relations with the Bank or its controlling shareholders and de facto controller;

(III) his/her shareholding in the Bank;

(IV) whether he/she has been disciplined by the CSRC or other relevant authorities or reprimanded by any stock exchange;

(V) information on candidates for Directors and Supervisors required to be disclosed under the securities regulatory rules of the place where the Bank's securities are listed.

Unless a Director or Supervisor is elected by means of cumulative voting, election of each candidate for Director or Supervisor shall be conducted by separate resolution.

Article 65 After a notice of the general meeting has been issued, such general meeting may not be postponed or cancelled, and the proposals stated in the notice cannot be cancelled. In the event of a delay or cancellation, the convenor shall state the reasons for such delay or cancellation prior to the originally scheduled date of the meeting.

Section 5 Convening of General Meeting

Article 66 The Board of Directors and other conveners shall take necessary measures to ensure the good order of the general meeting, take measures to deter any act of disturbing the meeting, picking quarrels and provoking troubles or infringing the lawful rights and interests of any shareholder, and shall report in a timely manner such act to the relevant authorities for investigation and punishment.

Article 67 Shareholders may attend the general meeting in person or appoint a proxy to attend and vote on their behalf, and such proxy need not be a shareholder of the Bank. The proxy appointed by a major shareholder of the Bank to attend the general meeting shall not be any person other than the shareholder himself/herself, his/her related parties, parties acting in concert, and the nominated directors and supervisors. The Bank's major shareholders may not accept proxies from non-related parties or persons acting in concert to participate in the general meeting.

Attendance of a shareholder's proxy at a general meeting shall be deemed to be the presence of such corporate shareholder in person at the general meeting.

Article 68 The power of attorney issued by a shareholder to appoint another person to attend the general meeting shall contain the following information:

(I) name and identity card number of the proxy;

(II) whether the proxy has the right to vote;

(III) the instructions to vote for or against, or abstain from voting on each of the matters to be considered in the agenda of the general meeting respectively;

(IV) the date on which the proxy is issued and its expiration date;

(V) seal or signature of the principal. If the principal is a domestic legal person shareholder, the seal of the legal person shall be affixed, and if the principal is a foreign legal person shareholder, the seal of the legal entity shall be affixed or the signature shall be made by its director or duly appointed agent;

(VI) other contents prescribed by laws, administrative regulations, securities regulatory rules of the place where the Bank's securities are listed and the Articles of Association of the Bank.

The proxy should state whether the shareholder's agent may vote as he/she wishes if the shareholder does not give specific instructions.

Article 69 Individual shareholders attending the meeting in person shall present their own identity cards or other valid documents or certificates that can show their identities, as well as documents that can prove their qualifications as shareholders; if a proxy attends the meeting, he/she shall present his/her valid identity card, the shareholder's authorization letter (except for recognized clearing houses or their proxies), and exercise his/her voting rights within the scope of the authorization. A corporate shareholder shall be represented at the meeting by a legal representative or a proxy appointed by the legal representative. If the legal representative attends the meeting, he/she shall present his/her identity card and valid proof of his/her qualification as a legal representative; where a proxy is appointed to attend the meeting, the proxy shall present his/her identity card, a written authorization letter issued by such legal representatives of the corporate shareholder in accordance with the law (except for a recognized clearing house or its proxy), and shall exercise his/her voting rights within the scope of the authorization.

If such shareholder is a recognized clearing house (or its nominee) as defined under the laws of Hong Kong, such shareholder may authorize one or more persons it deems suitable to act as its proxy at any general meeting of the Bank; however, if two or more persons are appointed as proxies, the power of attorney shall specify the number and class of shares represented by each of the proxies. A person so authorized under this provision may exercise the rights on behalf of the recognized clearing house (or its nominee) (without having to produce proof of shareholding, notarized authorization and/or further evidence of such authorization) as if such person was an individual shareholder of the Bank with the same statutory rights as other shareholders have, including the right to speak and vote.

Article 70 If the proxy is authorized by the principal to be signed by another person, the power of attorney or other authorized documents authorizing such signature shall be notarized. The notarized power of attorney or other authorization documents and the proxy form must be kept at the Bank's domicile or other places designated in the notice convening the meeting. If the proxy is a legal person, its legal representative or a person authorized by its Board of Directors or other decision-making bodies by resolution shall attend the Bank's general meeting as a proxy.

Article 71 The Bank shall be responsible for the production of a signature book for the shareholders attending the meeting, which shall contain the names of the persons (or the names of entities) attending the meeting, their identity card numbers, their contact information, the amount of shares for which they hold the right to vote, and the names (or the names of entities) of their proxies and other matters.

Article 72 The convenor and the solicitors engaged by the Bank shall jointly verify the legitimacy of the shareholders' qualifications and register the names of the shareholders and the number of shares they hold with voting rights in accordance with the register of shareholders provided by the securities registration and clearing organization. The registration of the meeting shall be suspended until the chairman of the meeting announces the number of shareholders and shareholders' proxies attending the meeting on-site and the total number of shares held with voting rights.

Article 73 When the general meeting is convened, all Directors, Supervisors and secretary of the Board of Directors of the Bank shall attend the meeting, and the president and other senior management shall be present at the meeting.

Article 74 The agenda and motions of the general meeting shall be arranged by the Board of Directors in accordance with the law, and in a fair and reasonable manner, so as to ensure that the general meeting will be able to fully discuss each and every motion.

Article 75 The general meeting of shareholders shall be convened by the Board of Directors in accordance with the law and presided over by the chairman of the Board of Directors. If the chairman is unable to perform his/her duties due to special reasons, the vice chairman shall preside over the meeting; if the vice chairman is unable or fails to perform his/her duties, more than half of all Directors shall jointly elect one Director to preside over the meeting.

Article 76 A general meeting convened by the Supervisory Committee shall be presided over by the chairman of the Supervisory Committee. If the chairman of the Supervisory Committee is unable or fails to perform his/her duties, the meeting shall be presided over by the vice chairman of the Supervisory Committee. If the vice chairman of the Supervisory Committee is unable or fails to perform his/her duties, the meeting shall be presided over by one Supervisor jointly nominated by half or more of the Supervisors.

Article 77 A general meeting convened by the shareholders on their own shall be presided over by a representative nominated by the convener. When the general meeting is convened, if the chairman of the meeting violates the rules of procedure which makes the general meeting impossible to proceed, with the consent of more than half of the shareholders with voting rights present at the general meeting, the general meeting may elect one person to act as the chairman of the meeting and continue the meeting.

Article 78 The Board of Directors of the Bank shall convene an extraordinary general meeting of shareholders in accordance with the laws, regulations and securities regulatory rules of the place where the Bank's securities are listed and the Bank's Articles of Association. The manner of convening an extraordinary general meeting of shareholders is the same as that of the general meeting of shareholders.

Section 6 Voting and Resolutions of General Meeting

Article 79 Shareholders (including proxies of shareholders) attending a general meeting shall have one vote for each share they hold. The shares of the Bank held by the Bank itself shall have no voting rights, and such shares are not included in the total number of shares with voting rights at the general meeting.

Article 80 Resolutions of the general meeting are divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be valid only if they are passed by more than half of the valid voting shares held by shareholders (including proxies of shareholders) attending the general meeting.

Special resolutions shall be valid only if they are passed by two-thirds or more of the valid voting shares held by shareholders (including proxies of shareholders) attending the general meeting.

Article 81 The following matters shall be passed by ordinary resolutions at the general meeting:

(I) work reports of the Board of Directors and the Supervisory Committee;

(II) annual report of the Bank;

(III) annual budget plan and final accounts plan of the Bank;

(IV) remuneration and payment method for members of the Board of Directors and the Supervisory Committee;

(V) removal of directors whose term of office has not expired, unless otherwise provided by laws, administrative regulations or regulatory provisions;

(VI) review and approval of profit distribution plans and loss recovery plans;

(VII) other matters except those that shall be passed by special resolution as provided by laws, administrative regulations, securities regulatory rules of the place where the Bank's securities are listed and the Bank's Articles of Association.

Article 82 The following matters shall be passed by special resolutions at the general meeting:

(I) amendments to Articles of Association of the Bank;

(II) rules of procedure for the general meeting and rules of procedure for the Board of Directors;

(III) nomination and election methods for directors and supervisors;

(IV) election and replacement of directors and supervisors who are not employee representatives;

(V) removal of independent directors in accordance with laws, administrative regulations or regulatory requirements;

(VI) review and approval of equity incentive plans or employee stock ownership plans;

(VII) increase or decrease the registered capital of the Bank;

(VIII) division, merger, dissolution, liquidation or change of corporate form of the Bank;

(IX) issuance of corporate bonds or listing of the Bank;

(X) purchase and sale of major assets with a single transaction amount exceeding 10% of the Bank's most recent audited net assets (with cumulative calculations for multiple transactions involving the same or related assets within a consecutive twelve-month period), write-off of non-performing assets (with cumulative calculations within a twelve-month period), asset collateralization business, external equity investment business, and related/connected transactions that shall be subject to approval at a general meeting. The aforementioned major asset purchases and sales refer to the investment in or disposal of fixed asset (intangible asset); and the "asset collateralization business" refers to the act of pledging the Bank's fixed assets externally;

(XI) other matters stipulated by laws, regulations, regulatory provisions, securities regulatory rules of the place where the Bank's securities are listed or the Bank's Articles of Association that approval by more than two-thirds of the voting rights held by shareholders attending the meeting is required.

Article 83 Except under the cumulative voting system, the general meeting of shareholders shall vote on all proposals item by item. If there are different proposals on the same matter, they will be voted in the chronological order of submission of the proposals. Unless the general meeting is suspended or unable to pass a resolution due to force majeure or other special reasons, the general meeting shall not set aside or refuse to vote on any proposal.

Article 84 When proposals are considered at the general meeting, no amendments shall be made to the proposals, otherwise the relevant changes shall be regarded as a new proposal and cannot be voted on at the current general meeting.

The same voting right may only be exercised by one voting method: on-site, online or other voting method. If repeated votes are cast by the same voting right, the result of the first vote shall prevail.

Article 85 The general meeting adopts the open ballot voting method to vote on matters considered at the meeting.

Before the general meeting votes on the proposal, two shareholder representatives shall be appointed to participate in vote counting and scrutiny of votes. If the matters considered are related to shareholders, the relevant shareholders and their proxies shall not participate in vote counting and scrutiny of votes.

When the general meeting votes on a proposal, the lawyers, representatives of shareholders, representatives of supervisors and qualified persons appointed in accordance with the securities regulatory rules of the place where the Bank's securities are listed shall be jointly responsible for counting and scrutinising the votes, and shall announce the voting results on the spot, and the voting results of the resolution shall be recorded in the minutes of meeting.

Shareholders of the Bank or their proxies who vote through the Internet or other means shall the right to verify their voting results through the corresponding voting system.

The chairman of the meeting shall announce the resolutions of the general meeting on the matters discussed according to the voting results.

Article 86 At the general meeting, the on-site ending time shall not be earlier than that via online or other methods. The chairman of the meeting shall announce the voting status and results of each proposal and announce whether the proposal is passed based on the voting results.

Before the voting results are officially announced, the Bank, vote counters, vote scrutineers, substantial shareholders, internet service providers and other relevant parties involved in the on-site, online and other voting methods of the general meeting shall have the obligation to keep the voting status confidential.

Article 87 Shareholders attending the general meeting shall express one of the following opinions: for, against or abstain from voting on the proposals submitted for voting, except for the securities depository and clearing institution, being the nominee holder of shares under the Stock Connect Scheme of the Mainland and Hong Kong stock markets, which make declaration in accordance with the actual holder's intention.

Unfilled, incorrectly filled or illegible ballots and uncast ballots shall be deemed as the voters' waiver of voting rights, and the voting results of the number of shares held by them shall be counted as "abstentions".

Article 88 If the chairman of the meeting has any doubt about the voting result of the resolution submitted for voting, he/she may organize a counting of votes; if the chairman of the meeting fails to count the votes, the shareholders or their proxies present at the meeting have any objection to the result announced by the chairman of the meeting, they shall have the right to demand counting of the votes immediately after the announcement of the voting result. The chairman of the meeting shall immediately organize the counting of votes.

Article 89 The resolutions of the general meeting shall be announced in a timely manner in accordance with laws, regulations, regulatory documents or the securities regulatory rules of the place where the Bank's securities are listed. The announcement shall specify the number of shareholders and their proxies attending the meeting, the total number of shares with voting rights held by them and their percentage in the total number of shares with voting rights, the voting method, the voting result of each proposal and the details of each resolution passed.

Article 90 If the proposal is not passed, or if the current general meeting amends the resolution of the previous general meeting, a special reminder shall be included in the announcement of the resolutions of the general meeting.

Article 91 The commencement of the term of office of a newly appointed director as adopted by the relevant election proposal of directors at the general meeting shall be calculated from the date on which the appointment is approved by the banking regulatory authority and formally appointed by the Bank. The commencement of the term of office of a newly appointed supervisor as adopted by the relevant election proposal of supervisors at the general meeting shall be calculated from the date on which the resolution is passed at the general meeting and formally appointed by the Bank. The commencement of the term of office of employee representative supervisor shall be calculated from the date of approval by the employees' representative meeting.

Article 92 Unless otherwise provided in the Articles of Association of the Bank, any guarantee provided by the Bank to non-shareholders shall be approved by an ordinary resolution at the general meeting.

Article 93 When matters of related party transactions are considered at the general meeting, the related shareholders are not allowed to participate in voting; the shares held by them are excluded from in the total count of valid votes. The announcement of the resolutions of the general meeting shall fully disclose the voting result of non-related shareholders.

Related shareholder may recuse himself/herself or may make a recusal request by other shareholders or proxies of shareholders.

In addition to related party transactions as mentioned above, if laws and regulations applicable to the Bank, such as the Hong Kong Listing Rules, require any shareholder to abstain from voting on certain resolutions, or restrict any shareholder or restrict any shareholder to vote only for or against specific resolutions, under any circumstances in contravention of such rule or restriction, the votes cast by or on behalf of such shareholder shall not be counted in the total number of valid votes.

Article 94 Except under special circumstances, such as in the crisis of the Bank, the Bank shall not enter into a contract with any person other than the director, president and other senior management officers to entrust the management of all or significant business of the Bank to such person without the approval of a special resolution at the general meeting.

Article 95 The list of candidates for directors and supervisors (excluding employee representative supervisors) shall be submitted as proposals to the general meeting for voting.

When voting at the general meeting for the election of directors and supervisors, the cumulative voting system may be implemented according to the provisions of the Articles of Association or the resolution of the general meeting.

The "cumulative voting system" as mentioned in the preceding paragraph means that when directors or supervisors are elected at the general meeting, each share shall have the same voting rights as the number of directors or supervisors to be elected, and the voting rights held by shareholders may be exercised in a centralized manner. The Board of Directors shall make an announcement inform the shareholders about the biographical and basic information of the candidates participating in the election of directors and supervisors.

Article 96 The same shareholder and its affiliates shall not propose directors and supervisors to the general meeting at the same time; if the director (supervisor) nominated by the same shareholder or its affiliates has already served as a director (supervisor), before expiration of the term of office or the replacement of such position, the same shareholder shall not nominate any candidate for supervisor (director) candidate again.

Article 97 The general procedure for the nomination and election of directors shall be:

(I) the nomination committee of the Board of Directors may propose a list of director candidates within the number of persons specified in the Articles of Association and in accordance with the number of persons to be elected; shareholders who individually or collectively hold more than 3% of the total number of voting shares issued by the Bank may also propose director candidates to the Board of Directors, provided that the number of nominees complies with the provisions of the Articles of Association and shall not exceed the number to be elected. The chairman of the Board of Directors of the Bank shall be recommended by the People's Government of Yibin City in accordance with laws and regulations. The nomination committee of the Board of Directors shall avoid being influenced by shareholders and exercise its right to nominate directors independently and prudently;

(II) the nomination committee of the Board of Directors shall conduct a preliminary review of the director candidate's qualifications and conditions of service, and the qualified candidates shall be submitted to the Board of Directors for consideration; after consideration and approval by the Board of Directors, the candidates shall be submitted to the general meeting in the form of written proposal;

(III) the candidate for director shall make a written undertaking prior to the general meeting, agreeing to accept the nomination, undertaking that the publicly disclosed information of the candidate is true and complete and guaranteeing that the director's obligations will be effectively performed after being elected;

(IV) the Board of Directors shall disclose the details of the candidate for director to the shareholders in accordance with the laws and regulations, securities regulatory rules of the place where the Bank's securities are listed and the Articles of Association of the Bank prior to the general meeting to ensure that the shareholders have sufficient understanding of the candidates when they vote;

(V) the general meeting shall vote for each candidate for director individually; the single-candidate election shall be implemented;

(VI) in the event of temporary addition or replacement of directors, the nomination committee of the Board of Directors or shareholders who meet the requirements for making nomination shall propose such candidate and submit to the Board of Directors for consideration, and the general meeting shall elect or replace the directors.

Article 98 The procedures for nomination and election of supervisors are as follows:

(I) the Supervisory Committee shall propose a list of supervisor candidate in accordance with the number of persons to be elected and within the number of persons specified in the Articles of Association of the Bank. Unless otherwise provided for in the Articles of Association, shareholder supervisors shall be nominated by the Supervisory Committee and shareholders who individually or collectively hold more than 3% of the Bank's voting shares; external supervisors shall be nominated by the Supervisory Committee and shareholders who individually or collectively hold more than 1% of the Bank's voting shares; employee supervisors shall be nominated by the Supervisory Committee and the Bank's labor union; shareholder supervisors and external supervisors shall be elected, removed and replaced by the general meeting; employee supervisors shall be democratically elected, removed and replaced by the Bank's employees' representative meeting;

(II) the qualifications and conditions of a candidate for non-employee supervisors shall be subject to a preliminary review by the nomination committee of the Supervisory Committee;

(III) candidates for non-employee supervisors shall make a written undertaking prior to the general meeting, agreeing to accept the nomination, undertaking that the publicly disclosed information is true and complete and guaranteeing that the supervisor's obligations will be effectively performed after being elected;

(IV) the non-employee Supervisory Committee shall disclose the details of the supervisor candidates to the shareholders in accordance with the laws and regulations and the Articles of Association prior to the general meeting to ensure that the shareholders have sufficient understanding of the candidates when they vote;

(V) the general meeting shall vote for each supervisor candidate individually;

(VI) in the event of temporary addition or replacement of non-employee supervisors, supervisor candidates shall be proposed by the Supervisory Committee and be elected or replaced by the general meeting;

(VII) in principle, the number of supervisors nominated by the same shareholder and his/her related parties shall not exceed one-third of the number of members on the Supervisory Committee; in principle, the same shareholder shall nominate only one candidate for external supervisor and shall not simultaneously nominate candidates for independent director and external supervisor. If a waiver of the above requirements is required due to a special shareholding structure, an application setting out the reasons shall be made to the relevant regulatory authority.

Article 99 If the content of the resolution of the general meeting violates laws or administrative regulations, the shareholders shall have the right to request the People's Court to recognize it as invalid.

If the procedures for calling a meeting or the manner of voting at a general meeting are in violation of laws, administrative regulations or the Articles of Association of the Bank, or if the content of a resolution is in violation of the Articles of Association of the Bank, the shareholders shall have the right to request the People's Court to revoke it within 60 days from the date on which the resolution is made.

Article 100 In the event that the directors or senior management, in the course of performing their duties for the Bank, violate the laws, administrative regulations or the provisions of the Articles of Association and cause losses to the Bank, the shareholders who hold, individually or collectively, more than 1% of the shares of the Bank for more than one hundred and eighty consecutive days shall have the right to request the Supervisory Committee in writing to file a lawsuit with the People's Court; if the Supervisory Committee, in the course of performing its duties for the Bank, violates the laws, administrative regulations or the provisions of the Articles of Association and causes losses to the Bank, the shareholders shall have the right to request the Board of Directors in writing to file a lawsuit with the People's Court.

If the Supervisory Committee or the Board of Directors refuses to file a lawsuit upon receipt of a written request from shareholders as stipulated in the preceding paragraph, or fails to file a lawsuit within thirty days from the date of receipt of the request, or if the situation is so urgent that failure to file a lawsuit immediately will result in irreparable damage to the Bank's interests, the shareholders as stipulated in the preceding paragraph shall have the right to file a lawsuit in their own name directly to the People's Court in the interests of the Bank.

In the event that a third party other than a director, supervisor or senior management member infringes upon the lawful rights and interests of the Bank and causes losses to the Bank, the shareholders specified in the first paragraph of this Article shall have the right to file a lawsuit with the People's Court in accordance with the provisions of the preceding two paragraphs.

Article 101 In the event that the directors or senior management violate the laws, regulations or the provisions of the Articles of Association, damaging the interests of shareholders, the shareholders shall have the right to file a lawsuit with the People's Court.

Article 102 The convenor shall ensure that the contents of the minutes are true, accurate and complete. The directors, supervisors and secretary of the Board of Directors attending the meeting shall sign the minutes. The minutes of the meeting, together with the signature book of the shareholders attending the meeting on-site and the proxy form for proxy attendance, as well as valid information relating to the voting online or by other means, shall be permanently kept by the Bank; and the minutes of the meeting, together with the signature book of the shareholders attending the meeting and a copy of the resolution formed at the meeting, shall be promptly submitted to the banking regulator for record.

Article 103 Minutes of a general meeting shall be prepared by the secretary of the Board of Directors. The minutes shall record the following:

(I) the date and venue of the meeting, the agenda and the name of the convener;

(II) the name of the chairman of the meeting and the names of attending directors, supervisors, the president of the Bank and other member of the senior management;

(III) the number of attending shareholders and proxies, the total number of voting shares represented by the shareholders and proxies, and their percentage in the total share of the Bank;

(IV) the summary of each course of consideration, attendee's opinion on motions and the voting result of each matter voted on;

(V) the inquiries and suggestions of shareholders and the corresponding answers and explanations;

(VI) the name of lawyers, staff responsible for counting the votes and supervisors;

(VII) any other matter which in the opinion of the meeting and in accordance with the provisions of the Articles of Association should be included.

Article 104 The Bank shall formulated the rules of procedure for the general meeting, stipulating in detail the procedures for convening and voting at the general meeting, including notification, registration, consideration of proposals, voting, vote counting, announcement of voting results, formation of resolutions at the meeting, minutes of the meeting and their signatures, system for abstention from voting of related shareholders, and public announcements, etc., as well as the authorization principles of the general meeting to the Board of Directors, and the content of the authorization shall be clear and specific. The rules of procedure of the general meeting shall be formulated by the Board of Directors and approved by the general meeting.

Article 105 At the annual general meeting, the Board of Directors and the Supervisory Committee shall report to the general meeting on their work over the past year. Each independent director shall also report on his/her duties.

Article 106 Directors, supervisors and senior management shall provide explanations and clarifications in response to shareholders' queries and suggestions at the general meeting.

Article 107 Before the vote is taken, the chairman of the meeting shall announce the number of shareholders and shareholders' proxies attending the meeting on-site and the total number of shares held with voting rights, and the number of shareholders and shareholders' proxies attending the meeting on-site and the total number of shares held with voting rights shall be determined based on the registration of the meeting.

Article 108 The convenor shall ensure that the general meeting is continued until a final resolution is formed. In the event that the general meeting is suspended or a resolution cannot be formed due to force majeure or other special reasons, necessary measures shall be taken to resume the general meeting as soon as possible or to terminate such general meeting directly, and a timely announcement shall be made.

CHAPTER 5 PARTY COMMITTEE OF THE BANK

Article 109 In accordance with the provisions of the Constitution of the Communist Party of China (《中國共產黨章程》) and the Trial Regulation on the Work at Primary-level Party Organizations of State-owned Enterprises (《中國共產黨國有企業基層組織工作條例(試行)》), and with the approval of the higher-level Party organizations, the Bank has established the Party Committee of Yibin City Commercial Bank Co. Ltd (hereinafter the "Party Committee of the Bank"). At the same time, the Party Discipline Inspection Committee has been established in accordance with the relevant provisions.

Article 110 The Party Committee of the Bank is elected by the Party members' meeting or the Party members' representative meeting, and the term of office is generally five years. An election shall be held upon the expiration of the term of office. The term of office of the Party Discipline Inspection Committee is the same as that of the Party Committee.

Article 111 The Party Committee of the Bank is composed of 7 Party members, including 1 Party secretary and 2 deputy Party secretaries (one of whom is also the president of the Bank and 1 dedicated deputy secretary).

The Party Discipline Inspection Committee has 5-7 members, including 1 secretary of the Party Discipline Inspection Committee and 1 deputy secretary of the Party Discipline Inspection Committee.

The secretary and deputy secretaries of the Party Committee of the Bank as well as the secretary and deputy secretary of the Party Discipline Inspection Committee shall be appointed or dismissed pursuant to the cadre management authority or elected in accordance with relevant requirements and procedures through single-candidate election. Members of the Party Committee and Party Discipline Inspection Committee shall be elected in accordance with relevant requirements and procedures through multi-candidate election.

Article 112 The Bank shall insist on and improve the leadership system of "mutual entry and cross appointment", and qualified members of the Party Committee of the Bank may enter the Board of Directors and the management through legal procedures, and qualified Party members of the Board of Directors and the management can enter the Party Committee of the Bank in accordance with relevant regulations and procedures. Party secretary and chairman of the Board of Directors shall generally be served by the same person. The president of the Bank who is a member of the Party shall serve as the deputy secretary of the Party Committee of the Bank. The dedicated deputy secretary shall be exclusively responsible for Party building and shall normally sit on the Board of Directors and shall not serve at the operating level.

Article 113 Responsibilities of the Party Committee

The Party Committee of the Bank shall play a leading role, supervising the Bank's direction of development, monitoring the whole picture and ensuring successful implementation. It shall discuss and make decisions on significant matters of the Bank in accordance with the regulations. Major operation and management matters shall be studied and discussed in advance by the Party Committee of the Bank before decisions are made by the Board of Directors in accordance with its terms of reference and prescribed procedures. The main responsibilities are:

(I) to enhance the political Party building of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all the Party members to closely follow the Communist Party of China Central Committee with General Secretary Xi Jinping at its core in terms of political stance, political direction, political principles and political path;

(II) to thoroughly study and implement Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Communist Party of China Central Committee as well as the resolutions of the Party organization at a higher level in the Bank;

(III) to study and discuss the significant operation and management matters of the Bank and support the general meeting, the Board of Directors, the Supervisory Committee and the management to exercise their rights and perform their duties in accordance with the laws;

(IV) to strengthen the leadership and oversight role in the process of selection and appointment of personnel of the Bank, and the construction of the leadership, cadre and talent team of the Bank;

(V) to undertake the main responsibility in improving the Party's conduct and upholding integrity, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and fully and rigorously implement Bank's self-governance at the primary level;

(VI) to strengthen the building of Party organizations and teams of Party members at primary level, unite and lead officials and employees to devote themselves into the reform and development of the Bank;

(VII) to lead the Bank's ideological and political work, the spirit and civilization progress, the united front work and lead mass organizations such as the Labour Union, Communist Youth League and Women's Organization of the Bank.

Article 114 Responsibilities of the Party Discipline Inspection Committee

(I) Work under the dual leadership of the Party Committee of the Bank and higher-level Party Discipline Inspection Committee, and assist the Party Committee in promoting comprehensive and strict governance of the Party, strengthening the construction of the Party culture and organizing and coordinating anti-corruption work;

(II) Firmly upholding the Party's constitution and other internal Party regulations, supervising and inspecting the implementation of the Party's theories and line policies, as well as the Bank's major decisions and deployments;

(III) Assisting in promoting the overall strict governance of the Party, strengthening the supervision of the Party leadership, checking the implementation of the responsibilities of members of the Party leadership in administering the Party, and supervising the implementation of the main responsibilities of the Party organizations at lower levels;

(IV) Assisting in strengthening the construction of the Party culture, persevering in the implementation of the spirit of the eight provisions of the Central Government and the ten provisions of the provincial government, and work tirelessly to combat formalism, bureaucratism, hedonism and extravagance;

(V) Integrating the promotion of "dare not, cannot and will not" be corrupted, adhering to a zero-tolerance attitude in punishing corruption, and investigating and dealing with violations of Party discipline and corruption in accordance with disciplinary rules and the law;

(VI) Enhance the overall strict governance of the Party, strengthen the Party's clean government and anti-corruption work, step up the promotion and education on family ethics and family education, and promote the construction of a clean culture to create an atmosphere of integrity and anti-corruption.

Article 115 Working Body and Staff

The Bank has established an operation department under the Party Committee, which, acting as the working body for the implementation of Party building work, is responsible for various work, such as Party organization and building, team building for Party members, and the selection, appointment, education, cultivation, and management and supervision of the cadre team.

The Bank has established a discipline inspection department, which, acting as the working body for the performance of discipline inspection duties, is responsible for disciplinary, supervisory and accountability work.

The number of full-time staff for Party affairs should not be lower than the average establishment for departments at the same level.

Article 116 Work Guarantee

The Bank shall provide the necessary conditions for the initiating of Party activities, guarantee the venues and funds for the Party organizations' events. Funds for the work of the Party organizations accounted for as management expenses shall be arranged at a ratio of 1% of the total wages of the employees of the corporation in the previous year, and included in the annual budget for pre-tax expenditure as part of the management expenses.

CHAPTER 6 DIRECTORS AND BOARD OF DIRECTORS

Section 1 Directors

Article 117 The Bank's directors are natural persons, and the directors should possess the necessary professional knowledge and work experience to fulfill their duties, maintaining high standards of professional ethics, and fulfilling the criteria set by the banking regulators.

Article 118 Directors shall be elected or replaced at the general meeting. The term of office of a director is calculated from the date of assumption of office to the expiration of the current term of office of the Board of Directors. If a director is not re-elected in a timely manner upon expiration of his/her term of office, or if a director resigns during his/her term of office causing disruption to the normal operation of the Bank or resulting in the Board of Directors falling below the legally required quorum, the original director shall still perform the duties of a director in accordance with laws and regulations until the re-elected director assumes his/her office. A director may be concurrently serving as a president or other senior management member, but the total number directors concurrently serving as a president or other senior management together with the directors who are employee representatives shall not exceed one-half of the total number of directors of the Bank.

The members of the Board of Directors shall be appointed for a term of three years and shall be eligible for re-election; among them, the independent directors shall not serve the Bank for more than six years in aggregate. According to the requirements of the Bank, the Board of Directors may include representatives of the Bank's employees, who shall be democratically elected by the Bank's employees through the employees' representative meeting, the employee general meeting or by other forms.

Article 119 Any person who is under any of the following circumstances shall not be appointed as a director, supervisor or senior management member of the Bank:

(I) lack of civil capacity or has limited civil capacity;

(II) has been convicted criminal offence of corruption, bribery, embezzlement, misappropriation of property or disruption of the socialist market economic order, with less than five years having elapsed since the execution of the sentence, or has been deprived of political rights due to criminal conviction, with less than five years having elapsed since the execution of the sentence;

(III) has been a director or factory director or manager of a company or enterprise which was bankrupt and liquidated, and he/she was held personally liable, with less than three years having elapsed since the date of completion of the bankruptcy and liquidation of the company or enterprise;

(IV) has served as the legal representative of a company or enterprise whose business license was revoked or ordered to close due to illegal activities, and he/she was personally liable, with less than three years having elapsed since the date when business license of the company or enterprise was revoked;

(V) a relatively large amount of personal debts was not repaid when due;

(VI) has been banned from the securities market by the China Securities Regulatory Commission and the ban has not expired;

(VII) Other circumstances stipulated by laws, administrative regulations, departmental rules and regulations or securities regulatory rules of the place where the Bank's securities are listed.

Any election or appointment of directors in violation of the provisions of this Article shall be null and void. If a director falls under any of the circumstances described in this Article during his term of office, he/she shall be removed from his/her position by the Bank.

Article 120 In addition to the above conditions, directors shall also meet the requirements of qualifications for appointment as set out in the Company Law, the Law on Commercial Banks and the banking regulatory authorities, and pass the qualification verification performed by the banking regulatory authorities. A director shall be removed from office if it is found that he/she does not meet the requirements for appointment as prescribed by the Company Law, the Law on Commercial Banks and the banking regulatory authorities during the term of office.

Article 121 Responsibilities of directors:

(I) Directors shall assume various legal responsibilities of the Bank's operation and management, risk control and asset value preservation in their personal capacities;

(II) The directors must faithfully perform their fiduciary duty and trusteeship duties;

(III) Directors shall bear the ultimate legal responsibility for procuring the Bank to comply with all relevant laws and regulations;

(IV) Directors must act with the objective of safeguarding the interests of depositors and investors in general.

Article 122 Directors shall perform the following duties and obligations:

(I) pay continuous attention to the operation and management of the Bank, and have the right to require the senior management to provide relevant information reflecting the operation and management of the Bank in a comprehensive, timely and accurate manner or to make explanations on relevant issues;

(II) attend the meetings of the Board of Directors on time, fully examine the matters considered by the Board of Directors, express opinions in an independent, professional and objective manner, and to vote independently on the basis of prudent judgment;

(III) be responsible for the resolutions of the Board of Directors;

(IV) supervising the implementation of the resolutions of the general meetings and the Board of Directors by the senior management;

(V) actively participate in the trainings organized by the Bank and the regulatory authorities to comprehend the rights and obligations of directors, be familiar with the relevant laws, regulations and regulatory requirements, and continuously possess the professional knowledge and capabilities required for the performance of their duties;

(VI) be accountable to the Bank and all shareholders in the course of performing their duties, and to treat all shareholders fairly;

(VII) Implement high standards of professional ethics and take into account the legitimate rights and interests of stakeholders;

(VIII) Be loyal and diligent to the Bank, perform their duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties;

(IX) Comply with laws, regulations, regulatory requirements and the Articles of Association of the Bank.

Article 123 Directors shall comply with laws, administrative regulations and the Articles of Association, and fulfill the following fiduciary obligations to the Bank:

(I) Not to take bribes or other illegal income by abusing their power, and not to embezzle the assets of the Bank;

(II) Not to misappropriate the funds of the Bank;

(III) Not to deposit the assets or funds of the Bank in an account opened under their own names or in the name of another individual;

(IV) Not to lend the funds of the Bank to others or provide guarantees for others with the assets of the Bank without the consent of the general meeting or the Board of Directors in violation of the provisions of the Articles of Association;

(V) Not to enter into contracts or conduct transactions with the Bank in violation of the provisions of the Articles of Association or without the consent of the general meeting;

(VI) Not to take advantage of their position to seek business opportunities that should belong to the Bank for themselves or others, or to operate or operate for others the same type of business as the Bank without consent of the general meeting;

(VII) Not to take commissions from transactions with the Bank for their own use;

(VIII) Not to disclose the secrets of the Bank without authorization;

(IX) Not to utilize their affiliated relationships to harm the interests of the Bank;

(X) Other fiduciary obligations stipulated by laws, administrative regulations, departmental rules and regulations and the Articles of Association.

Any income obtained by a director in violation of this Article shall belong to the Bank; if any loss is caused to the Bank, the director shall be liable for compensation.

Article 124 Directors shall comply with laws, administrative regulations, securities regulatory rules of the place where the securities of the Bank are listed and the Articles of Association, and fulfill the following diligence obligations to the Bank:

(I) exercise the rights conferred by the Bank prudently, conscientiously and diligently to ensure that the commercial activities of the Bank comply with the requirements of national laws, administrative regulations and various national economic policies, and its commercial activities shall not exceed the business scope stipulated in its business license;

(II) treat all shareholders fairly;

(III) keep abreast of the business operation and management of the Bank in a timely manner;

(IV) sign written confirmations on the Bank's periodic reports, ensure the truthfulness, accuracy and completeness of the information disclosed by the Bank;

(V) provide relevant information and materials to the Supervisory Committee in a truthful manner and not to impede the Supervisory Committee or the supervisors from exercising their duties and powers;

(VI) other duties of diligence stipulated by laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Bank's securities are listed and the Articles of Association.

Article 125 Directors shall exercise their duties and powers in the form such as the meeting of the Board of Directors, and directors shall attend in person at least two-thirds of the on-site meetings of the Board of Directors every year. Directors shall express their opinions independently, professionally and objectively at the meetings of Board of Directors.

Article 126 If a director fails to attend the meetings of the Board of Directors in person or by authorising another director to attend the meetings of the Board of Directors on his/her behalf for two consecutive times, he/she shall be deemed unable to perform his/her duties and the Board of Directors shall propose to the general meeting for replacement.

Article 127 Directors shall attend trainings as required to understand the rights and obligations of Directors, familiarize themselves with relevant laws and regulations and acquire necessary relevant knowledge.

Article 128 The Bank shall maintain duty performance files of directors to keep a complete record of, among other things, the number of meetings of the Board of Directors attended by directors, their independent opinions and suggestions and their adoption, as the basis for the evaluation of the directors.

Article 129 If a director or the enterprise for which he/she works has a direct or indirect related party relationship with any existing or planned contract, transaction or arrangement of the Bank (except for the appointment contract), he/she shall inform the related party transactions control committee of the Board of Directors of the nature and extent of such related party relationship and promptly and recuse himself/herself as necessary from the process of considering the relevant matter. Such director shall not vote on this resolution or vote on behalf of other directors. Such meeting of the Board of Directors shall be convened when more than half of the unrelated directors are present. Resolutions passed at the meeting of the Board of Directors shall be passed by more than half of the unrelated directors. If the number of unrelated directors present at the meeting of the Board of Directors is less than three, the matter shall be submitted to the general meeting for consideration.

Unless the director with related party relationship has made disclosure to the Board of Directors in accordance with the requirements of the preceding paragraph of this article, and he/she is not included in the quorum by the Board of Directors nor participates in the voting for approving such matter at the meeting, the Bank shall have the right to rescind such contract, transaction or arrangement, except where the counterparty is a bona fide third party. When performing the above obligations, the director shall make a written statement to the Board of Directors, and the Board of Directors shall determine whether the director is a related party in the relevant transaction according to relevant regulations.

Article 130 The recusal and voting procedures of related directors are as follows: a related director may recuse himself/herself or other directors or directors' representatives attending the meeting of the Board of Directors or their representatives may submit a request for his/her recusal.

Article 131 A director may resign before the expiration of his/her term of office, and a director who resigns shall submit a written resignation report to the Board of Directors.

If the number of the Board of Directors falls below the minimum number stipulated in the Company Law or two-thirds of the number stipulated in the Articles of Association of the Bank due to the resignation of a director, the resigning director shall continue to perform his/her duties until a new director takes office. If the Bank is in the process of managing a material risk, a director may not resign without the approval of the regulatory authorities. Except for the circumstances set out in the preceding paragraph, the resignation of a director shall take effect when the resignation report is delivered to the Board of Directors.

Where the number of independent directors in the Board of Directors is less than one-third due to the resignation of an independent director, such independent director shall continue to perform his/her duties until a new independent director takes office, except for those who resign or are removed from office due to loss of independence.

Where the number of the Board of Directors falls below the minimum number required by the Bank's regulations or below the minimum number of the Board of Directors required for voting due to the removal of a director by a general meeting, the death of a director, the resignation of an independent director due to loss of independence or any other inability to perform the duties of a director, the duties and powers of the Board of Directors shall be exercised by the general meeting until the Board of Directors meets the required number of directors.

Article 132 Upon the expiry of a director's term of office, or when the number of directors being less than the quorum stipulated by laws, regulations, rules and regulations and securities regulatory rules of the place where the Bank's securities are listed, or two-thirds of the number stipulated in the Articles of Association, the Bank should initiate the procedure of electing a new director and hold the general meeting to proceed.

Article 133 When a director's resignation takes effect or his/her term of office expires, he/she shall complete all handover procedures with the Board of Directors, and his/her duty of loyalty to the Bank and the shareholders shall not be automatically discharged upon the expiration of his/her term of office, and shall remain in effect for a period of 2 years from the date of his/her resignation.

Article 134 No director shall act on behalf of the Bank or the Board of Directors in his/her personal capacity without the authorization prescribed in the Articles of Association or legally granted by the Board of Directors. When a director acts in his/her personal name, he/she shall declare his/her position and identity in advance in case a third party would reasonably believe that he/she is acting on behalf of the Bank or the Board of Directors. A director who violates the laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Bank's securities are listed or the Articles of Association in the performance of his/her duties for the Bank shall be liable to compensate the Bank for any loss caused to the Bank.

Section 2 Independent Directors

Article 135 An independent director is a director who does not hold any position in the Bank other than that of a director, and does not have any relationship with the Bank, its shareholders or de facto controllers that may affect his/her ability to make independent and objective judgments on the affairs of the Bank, and meets the conditions set forth in the laws and regulations and the securities regulatory rules of the place where the Bank's securities are listed.

Article 136 Independent directors are entitled to the same right to information as other directors, and the Bank shall ensure that independent directors have the right to information, provide them with the necessary information for decision-making in a timely and comprehensive manner, and provide them with the necessary working conditions for the performance of their duties.

Article 137 The nomination and election procedures for independent directors shall be conducted in accordance with the following principles:

(I) The nomination committee of the Board of Directors, the Supervisory Committee, and shareholders who individually or collectively hold more than 1% of the total number of voting shares issued by the Bank may propose to the Board of Directors candidates for independent directors, and shareholders who have already nominated non-independent directors and their related parties shall not nominate independent directors;

(II) Nominated candidates for independent directors shall be subject to a qualification review by the nomination committee of the Board of Directors, which shall focus on independence, professional knowledge, experience and competence;

(III) The selection and appointment of independent directors shall be primarily based on market principles.

Article 138 The Bank's independent directors may elect an independent director to be responsible for convening the special meetings attended by the independent directors to study issues related to the performance of their duties.

Article 139 An independent director shall have high professional quality and good reputation, and in addition to meeting the general qualification requirements for directors and senior management officers of a Chinese-funded commercial bank as stipulated in the regulations of the banking regulatory authority and the securities regulatory rules of the place where the Bank's securities are listed, he/she shall also meet the following conditions:

(I) have at least five years of legal, economic, financial, fiscal or other work experience conducive to the fulfillment of the duties of an independent director, be an expert in law, economics, finance or accounting, and comply with relevant regulations;

(II) be able to use the Bank's financial and statistical statements to determine the Bank's business management and risk status;

(III) understand the corporate governance structure, the Articles of Association, and the responsibilities of the Board of Directors of the organization for which he/she proposes to served;

(IV) be familiar with laws and regulations related to commercial bank operation and management;

(V) be independent as required by laws, rules and regulations and the securities regulatory rules of the places where the Bank's securities are listed.

Article 140 The following persons shall not serve as independent directors of the Bank:

(I) any person and any of his/her close relatives in aggregate holding more than 1% of the Bank's shares;

(II) any person or any of his/her close relatives holding a position in a shareholding entity that owns more than 1% of the Bank's shares;

(III) any person or any of his/her close relatives who holds a position in any entity which is controlled or effectively controlled by the Bank;

(IV) any person or any of his/her close relatives who holds a position in any entity which is unable to repay the Bank's loans on time;

(V) any person or any of his/her close relatives who holds a position in any entity which has any business connection with the Bank in respect of law, accounting, auditing, management consultancy, guarantee cooperation, etc., or has any interest in relation to debts and liabilities with the Bank, thus impeding his/her independence in the performance of duties;

(VI) any person or any of his/her close relatives upon whom the Bank's major shareholders or senior management members may control or exercise significant influence, thus impeding his/her independence in the performance of duties;

(VII) other circumstances as stipulated by laws, regulations, rules and the securities regulatory rules of the place where the Bank's securities are listed.

Article 141 Any person involved in any of the following circumstances shall not serve as independent director of the Bank:

(I) was sentenced due to committing the crimes of corruption, bribery, infringing upon property, embezzling property or disrupting market economic order, or was deprived of political rights due to committing crimes;

(II) was once the director, factory director or manager of any company or enterprise which was bankrupted and liquidated due to bad operation and was responsible for the bankruptcy of the said company or enterprise;

(III) was once the legal representative of any company or enterprise whose business license was revoked due to illegal activities and was responsible for such illegal activities;

(IV) has large outstanding personal debts;

(V) was dismissed by a former employer due to failure to fulfill the duty of diligence;

(VI) was the person in charge of high-risk financial institutions and cannot prove that he/she was not responsible for the revocation or loss of assets of the said financial institutions;

(VII) other circumstances as prescribed by laws, rules and regulations and the securities regulatory rules of the place where the Bank's securities are listed.

Article 142 Independent directors shall ensure that they have sufficient time and energy to perform their duties effectively, and staff of state authorities shall not concurrently serve as independent directors of the Bank. A natural person may serve as an independent director in a maximum of five domestic and foreign enterprises at the same time. If a natural person concurrently serves as an independent director of the Bank, the relevant institution shall not have any affiliation with the Bank and there shall be no conflict of interest. A natural person may not serve as an independent director of more than two commercial banks at the same time.

Article 143 The independent directors shall express objective and impartial independent opinions on the matters to be considered by the general meeting or the Board of Directors, and in particular, shall express their opinions to the general meeting or the Board of Directors on the following matters:

(I) material related transactions;

(II) nomination, appointment and dismissal of directors and appointment and dismissal of senior management personnels;

(III) remuneration of directors and senior management personnels;

(IV) profit distribution plan;

(V) engagement or dismissal of accounting firms that conduct periodic statutory audits of the Bank's financial reports;

(VI) other matters that may have a significant impact on the legitimate rights and interests of the Bank, minority shareholders and financial consumers;

(VII) other matters stipulated by laws and regulations, regulatory rules, securities regulatory rules of the place where the Bank's securities are listed or the Articles of Association of the Bank.

Article 144 An independent director may entrust other independent directors to attend the meetings of the Board of Directors, but should attend at least two-thirds of the total number of the meetings of the Board of Directors in person each year. If an independent director fails to attend in person the meetings of the Board of Directors for three consecutive times, he/she shall be deemed to have failed to fulfill his/her duties, and the Bank shall convene a general meeting to remove him/her from his/her position and elect a new independent director within three months.

The independent directors shall work for the Bank for no less than 15 working days in a year and shall express clear and independent opinions on matters discussed at meetings of the Board of Directors or general meetings and such opinions shall be recorded in the minutes of the meetings of the Board of Directors.

Article 145 Independent directors shall perform their duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Bank, minority shareholders and financial consumers, and shall not be influenced by shareholders, de facto controllers, senior management, or other entities or individuals with material interests in the Bank.

In the event of any material deficiencies or failures in the corporate governance mechanism of the Bank, the independent directors shall promptly report the relevant information to the regulatory authorities. And the independent directors shall, in addition to reporting the relevant information to the regulatory authorities in accordance with the regulations, keep the secrets of the Bank.

Section 3 Chairman of the Board of Directors

Article 146 The chairman and vice-chairman of the Board of Directors shall be appointed amongst the directors of the Bank, and shall be elected and replaced by more than one half of all the directors, and shall hold office upon qualification review and approval by the banking regulatory authorities. The Board of Directors shall report to the regulatory authorities within 3 days after the resolution on the election and replacement of the chairman is made. Before the proposed chairman's qualification for the post is approved, the proposed chairman of the Board of Directors shall perform his duties on behalf of the chairman for a period of not more than six months. If the regulatory authorities deems that such person does not meet the qualifications for the post, the Board of Directors shall change the person who performs the duties on behalf of the chairman in accordance with the regulatory requirements. The chairman and vice-chairman of the Board of Directors must be audited by the audit department when they leave their posts.

Article 147 The vice chairman shall assist the chairman in performing duties. In the event that the chairman fails to or is unable to perform his duties, his duties shall be performed by the vice chairman on his behalf, failing which, a director shall be elected by more than half of all the directors to perform his/her duties.

Article 148 The chairman of the Board of Directors and the president of the Bank shall be separate. The chairman of the Bank shall not concurrently hold the position of legal representative or chief responsible officer of any substantial shareholder.

Article 149 The directors and chairman of the Board of Directors shall exercise their duties and powers within the scope of laws, regulations, rules and regulations, the securities regulatory rules of the place where the Bank's securities are listed and the Articles of Association of the Bank, and shall not exceed their powers to interfere with the operation and management activities of the senior management in contravention of the Bank's deliberative system and decision-making procedures.

Article 150 The chairman of the Board of Directors shall exercise the following duties and powers:

(I) to preside over general meetings, and convene and preside over meetings of the Board of Directors;

(II) to supervise and review the implementation of resolutions of the Board of Directors and report to the Board of Directors;

(III) to sign certificates of stocks, corporate bonds and others securities issued by the Bank;

(IV) to exercise the duties and powers of a legal representative and sign documents which shall be signed by the legal representative of the Bank;

(V) to sign material documents of the Board of Directors;

(VI) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise his/her special power of disposition in relation to the Bank's affairs in the Bank's interests and in compliance with the law, and subsequently report to the Board of Directors and the shareholders in a general meeting;

(VII) other duties and powers delegated by the Board of Directors.

Section 4 Board of Directors

Article 151 The Bank shall have a Board of Directors, which is composed of executive directors and non-executive directors (including independent directors). Executive directors are directors who, in addition to being directors, undertake senior management responsibilities in the Bank. Non-executive directors are directors who do not hold positions other than director in the Bank and do not have senior management responsibilities.

Article 152 The Board of Directors consists of 13 directors, including 3 executive directors and 10 non-executive directors (of which the number of independent directors shall not be less than one-third of the total number of members of the Board of Directors in principle). The Board of Directors shall have a chairman and may have a vice-chairman. At least one of the independent directors shall have appropriate professional qualifications or appropriate accounting or related financial management expertise as required under the Hong Kong Listing Rules, and at least one of the independent directors shall be ordinarily resident in Hong Kong.

Article 153 The Board of Directors shall set up a special office with full-time staff to take charge of the preparation of the general meetings, the meetings of the Board of Directors and the specialized committees of the Board of Directors, as well as the disclosure of information, and other day-to-day affairs of the Board of Directors and the specialized committees of the Board of Directors.

Article 154 The Board of Directors shall establish a standardized and open procedure for the election of directors, which shall take effect upon approval by the general meeting.

Article 155 The Board of Directors of the Bank shall establish and practice high standards of professional ethics. The standards of professional ethics shall be in the long-term interests of the Bank, conducive to enhancing the credibility and social reputation of the Bank, and sufficient to provide criterion for judgment when there is a conflict of interest among various governance bodies.

Article 156 The Bank shall establish an information disclosure management system, with the Board of Directors responsible for the Bank's information disclosure and the secretary of the Board of Directors responsible for organizing and coordinating the Bank's information disclosure affairs.

Article 157 The Board of Directors is accountable to the general meeting and exercises its authority in accordance with the Company Law and the Articles of Association of the Bank, the securities regulatory rules of the place where the Bank's securities are listed, and relevant laws and regulations, and bears the ultimate responsibility for the operation and management of the Bank. The Board of Directors shall exercise the following duties and powers:

(I) to be responsible for the convening of general meetings and shall report on the work to the general meetings;

(II) to implement the resolutions passed at the general meetings;

(III) to formulate the Bank's business development strategy and oversee its implementation;

(IV) to determine the Bank's business plan and investment program;

(V) to prepare the Bank's annual financial budget plan and final accounts plan;

(VI) to prepare the Bank's profit distribution plan and loss recovery plan;

(VII) to formulate the Bank's compensation management system and policy design; and to formulate the senior management compensation and performance management approach;

(VIII) to formulate plans for the increase or reduction of the Bank's registered capital, the issuance of bonds or other securities, and the listing of the Bank;

(IX) to formulate proposals on major matters such as the merger, division, dissolution, liquidation and change of corporate form of the Bank, as well as the acquisition of the Bank's shares;

(X) to formulate the Bank's risk tolerance level, risk management and internal control policies, and to assume ultimate responsibility for overall risk management;

(XI) to approve the Bank's basic systems for credit management, capital management, financial management, labor and wage management, and safety and security management;

(XII) to formulate proposals for external equity investments; to decide on proposals for the establishment of the Bank's internal management organization structure, and to affirm the overall proposals for the establishment, merger and dissolution of the Bank's branches;

(XIII) to decide on the appointment or dismissal of the president of the Bank, the secretary of the Board of Directors and other senior management officer in accordance with the regulatory requirements, and to decide on matters of their remuneration, rewards and disciplinary actions; to decide on the appointment or dismissal of the vice-president, the chief financial officer and other senior management officers of the Bank upon the nomination by the president, and to decide on matters of their remuneration, rewards and disciplinary actions. To elect and replace the chairman and vice-chairman of the Board of Directors;

(XIV) to formulate proposals for amendments to the Articles of Association of the Bank, to establish the rules of procedure for the general meeting and the rules of procedure for the Board of Directors, and to consider and approve the rules of procedure for the specialized committees of the Board of Directors;

(XV) to receive reports on the work of the president of the Bank and to inspect the work of the president of the Bank;

(XVI) to consider any matters exceeding the scope of authorization granted by the Board of Directors to the chairman of the Board of Directors and president of the Bank;

(XVII) to formulate capital plans, and take the ultimate responsibility for the management of capital or solvency;

(XVIII) to be responsible for the Bank's information disclosure matters and is ultimately responsible for the truthfulness, accuracy, completeness and timeliness of the Bank's accounting and financial reports;

(XIX) to regularly assess and improve the Bank's corporate governance status;

(XX) to submit to the general meeting the appointment or dismissal of the accounting firm that conducts the periodic statutory audits of the Bank's financial reports;

(XXI) to finalize the system for the management of related transactions; to make a special report to the general meeting on the implementation of such system and on the status of related transactions;

(XXII) to perform IT management duties, establish a good IT governance structure and review and approve the Bank's IT strategy;

(XXIII) to determine the green credit development strategy, to approve the green credit objectives set by senior management and the green credit reports submitted, and to supervise and evaluate the implementation of the institutional green credit development strategy;

(XXIV) to safeguard the legitimate rights and interests of financial consumers and other stakeholders;

(XXV) to establish mechanisms for identifying, reviewing and managing conflicts of interest between the Bank and its shareholders, especially substantial shareholders, etc;

(XXVI) to receive supervisory comments on the Bank from the banking regulatory authorities and to be informed of the status of the Bank's corrective actions;

(XXVII) to consider and approve matters within the scope of authorization by the general meeting, such as purchase and sale of major assets, write-off of non-performing assets, asset collateralization business, external equity investment, related/connected transactions, data governance, etc., in accordance with the laws, regulations, regulatory requirements, rules of securities regulation of the place where the Bank's securities are listed and the Articles of Association of the Bank;

(XXVIII) to assume responsibility for the management of the affairs of the shareholders;

(XXIX) other matters authorized by laws, regulations, securities regulatory rules of the place where the Bank's securities are listed, provisions of the Articles of Association of the Bank and the general meeting.

In discharging its duties, the Board of Directors shall give due consideration to the opinion of the external auditor.

The duties and powers of the Board of Directors shall be exercised collectively by the Board of Directors. The duties and powers of the Board of Directors as set forth in the Company Law may not, in principle, be delegated to the chairman of the Board of Directors, any director, any other institutions or any individual. Where authorization is necessary for certain specific decision-making matters, it shall be carried out in accordance with the law by way of a resolution of the Board of Directors. The authorization shall be granted on a case-by-case basis, and the Board of Directors' duties and powers shall not be delegated to other institutions or individuals in a general or permanent manner.

Article 158 Whenever the Board of Directors decides on any major issues of the Bank, such issues must be studied and discussed in advance by the Party Committee of the Bank.

Article 159 The Board of Directors shall determine the scope of authority for determining external equity investment, acquisition and disposal of assets, write-off of non-performing assets, asset mortgage and related party transactions, and establish strict review and decision-making procedures; major investment projects shall, on a case-by-case basis and when necessary, be reviewed by relevant experts and professionals and shall be submitted to the general meeting for approval after being passed by more than two-thirds of the directors of the Board of Directors.

Article 160 The Board of Directors shall formulate the rules of procedure for the meetings of the Board of Directors, including notice of meetings, convening methods, preparation of documents, voting methods, mechanism for proposals, minutes of meeting and signing thereof, and rules of authorization by the Board of Directors, in accordance with duties and powers under the Bank's Articles of Association, and submit them to the general meeting for deliberation and approval.

The rules of procedure of the Board of Directors shall include the proposal mechanism and procedures for various proposals, and clarify the rights and obligations of each governance entity in the proposal.

Article 161 The meetings of the Board of Directors are divided into regular meetings and extraordinary meetings. Regular meetings are held at least four times a year, approximately once per quarter. A meeting of the Board of Directors shall only be held if more than half of the directors are present. The resolutions of the Board of Directors must be passed by more than half of all directors, unless otherwise provided in the Articles of Association. For matters that are required to be voted on and approved by more than two-thirds of the directors of the Board of Directors as provided in the Articles of Association, the meeting of the Board of Directors shall only be held if more than two-thirds of the directors of the Board of Directors are present.

Article 162 The Board of Directors shall convene an extraordinary meeting of the Board of Directors under any of the following circumstances:

(I) When the chairman of the Board of Directors deems necessary;

(II) When jointly proposed by more than one-third of the directors;

(III) When proposed by the Supervisory Committee;

(IV) When proposed by two or more independent directors;

(V) When proposed by shareholders representing more than one-tenth of the voting rights. The notification method and notice period for convening extraordinary meetings of the Board of Directors may be determined separately.

Article 163 Meetings of the Board of Directors shall be convened by the Chairman of the Board of Directors. Notice of a regular meeting shall be served on the directors and supervisors at least 14 days before the meeting. The main information and materials of the meeting shall be sent to all directors and supervisors in writing or by email 10 days before the meeting. Supervisors may attend the meeting of the Board of Directors as non-voting delegates, and at the same time other leaders of the Bank at the bank level may be notified to attend the meetings as non-voting delegates. Other relevant personnel may be temporarily invited to attend the meetings as required. When a meeting of the Board of Directors is convened, the banking regulatory authorities shall be notified at least three working days in advance.

Article 164 The notice of meeting of the Board of Directors shall include the following:

(I) The date, venue and duration of the meeting;

(II) The reasons and agenda for consideration at the meeting;

(III) The issue date of the notice of meeting.

Article 165 Resolutions of the Board of Directors shall be made by voting at an on-site meetings and by voting through circulation and signing of written resolutions. Voting on resolutions of the Board of Directors is governed by the principle of one person one vote.

The Board of Directors shall not vote through circulation and signing of written resolutions on profit distribution plan, remuneration plan, major matters mentioned under item (XXVII) of Article 157 in the Articles of Association, appointment or dismissal of senior management members, capital replenishment plan, provision of guarantees by the Bank for the business matters of its subsidiaries (rural banks), and matters in which the Board of Directors believes that directors have material conflict of interest therein or matters for which the securities regulatory rules of the place where the Bank's securities are listed stipulate that voting through circulation and signing of written resolutions shall not be adopted, and such matters as shall be approved by more than two-thirds of the directors. If the method of voting through circulation and signing of written resolutions is adopted, the information concerning the matter to be voted through circulation and signing of written resolutions and the relevant background materials shall be delivered to all directors at least three days before voting. When a meeting of the Board of Directors adopts the method of voting through circulation and signing of written resolutions, the reasons shall be stated clearly.

"On-site meeting" mentioned in the Articles of Association refers to a meeting convened on-site or by video conference, telephone or other means that can ensure real-time communication and discussion among participants of the meeting; "Circulation and signing of written resolutions" refers to the method of meeting under which resolutions on the proposals are passed by delivery for consideration separately or delivery for consideration by circulation. "Significant change in shareholding" refers to a change of more than 5% in shareholding for individual shareholder and related parties.

Article 166 The meeting of the Board of Directors shall be attended by the directors in person. If a director is unable to attend for any reasons, he/she may authorize another director in writing to attend on his/her behalf, but an independent director shall not authorize a non-independent director to attend on his/her behalf. The power of attorney shall state the proxy's name, identity card number, authorized matters, authorized powers and valid period of authorization, and shall be signed or sealed by the authorizing director.

In principle, a director may accept the authorization of no more than two directors who are unable to attend the meeting in person. When deliberating on related party transactions, non-related directors shall not authorize related directors to attend on their behalf.

Directors attending the meeting on behalf of others shall exercise their rights within the scope of authorization. If a director fails to attend the meeting of the Board of Directors and has not authorized another director to attend, he/she shall be deemed to have waived his/her voting rights at the meeting of the Board of Directors.

Article 167 A director who has a material interest in a matter to be resolved by the Board of Directors shall not vote on the resolution. Such meeting of the Board of Directors shall be held only with the presence of more than half of the directors who have no material interest. The resolution passed by the meeting of the Board of Directors for approving the related party transaction shall be passed by more than half of the directors without material interest.

In the event of loss incurred due to provision of credit to a related party, no further credit shall be provided to that related party within two years, except for the purpose of reducing the loss of such credit as approved by the Board of Directors.

Article 168 The Board of Directors shall keep minutes of the decisions on matters discussed at the on-site meetings. The directors and recorders who attend the on-site meetings shall sign the minutes. If a director disagrees with the minutes, he/she may add an explanation when signing. The minutes of the on-site meetings of the Board of Directors, the signature book of the directors who attended the meeting and the power of attorney for the directors who attend the meetings on behalf of other directors shall be kept by the Bank permanently.

Article 169 Minutes of meetings of the Board of Directors shall include the following:

(I) the date and venue of the meetings and the name of the convener;

(II) the names of directors attending the meetings and the name of directors who attend the meeting of the Board of Directors on behalf of other directors (proxies) who are present at the meeting;

(III) the agenda of the meeting;

(IV) the main points of the speeches of the directors;

(V) The voting method and result of each resolution (the voting results shall indicate the number of votes for, against or abstentions).

Article 170 The decisions, resolutions and minutes of meeting of the Board of Directors shall be reported to the banking regulatory authorities for the filing promptly after the conclusion of the meeting.

Article 171 The Board of Directors of the Bank shall explain to the general meeting about the non-standard audit opinion issued by the certified public accountants on the financial report of the Bank.

Article 172 The directors shall sign and be responsible for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations, financial policies, the securities regulatory rules of the place where the Bank's securities are listed or the Articles of Association of the Bank and causes losses to the Bank, the directors participating in resolving such resolution shall be liable to the Bank for compensation in accordance with the relevant provisions of the Company Law. However, if it can be proved that a director has expressed his/her dissent at the time of voting which was recorded in the minutes of meeting, such director may be exempted from liability. Any director who fails to attend the meeting of the Board of Directors in person or by proxy by appointing another director to attend the meeting on his/her behalf shall be legally responsible for the resolutions resolved by the Board of Directors.

Section 5 Special Committees of the Board of Directors

Article 173 The Board of Directors shall, in accordance with laws and regulations, regulatory requirements, securities regulatory rules of the place where the Bank's securities are listed and the Bank's circumstances, establish its special committees individually or in combination, such as the strategic development committee, the audit committee, the related party transactions control committee, the risk management committee, the remuneration committee, the nomination committee and the special committee on the protection of consumer rights and interests.

Article 174 The members of a special committee shall be composed of directors, who shall possess professional knowledge or work experience in compliance with the securities regulatory rules of the place where the Bank's securities are listed and commensurate with the duties of the special committee, and the number of committee members shall not be less than three.

Article 175 In principle, the proportion of independent directors in each of the audit committee, the nomination committee, the remuneration committee, the risk management committee and the related party transactions control committee shall not be less than one-third. Among them, all members of the audit committee shall be non-executive directors, while independent directors shall account for the respective majority of the audit committee, the nomination committee and the remuneration committee. Each of the audit committee, the nomination committee, the remuneration committee and the related transaction control committee shall be chaired or headed by independent directors.

Members of the audit committee shall have professional knowledge and work experience in one aspect of finance, auditing and accounting or law, and at least one independent director shall have appropriate professional qualifications as stipulated in the Hong Kong Listing Rules, or appropriate accounting or related financial management expertise. The person in charge of the risk management committee shall have experience in judging and managing various risks.

The director who serves as the head of the audit committee, related party transaction control committee and risk management committee shall work in the Bank for no less than 20 working days each year.

Article 176 The strategic development committee is mainly responsible for formulating the Bank's business management objectives and long-term development strategies, supervising and inspecting the implementation progress of annual business plans and investment plans.

Article 177 The related party transaction control committee is responsible for the management, review and control of related party transaction risks, and the specific measures shall be formulated by the Board of Directors.

Article 178 The risk management committee is mainly responsible for supervising the senior management's control over risks such as credit risk, liquidity risk, market risk, operational risk, compliance risk and reputation risk, conducting regular assessments of the Bank's risk policies, management status and risk tolerance, and proposing suggestions for improving the Bank's risk management and internal control.

Article 179 The audit committee is responsible for examining the Bank's risk and compliance status, accounting policies, financial reporting procedures and financial status; responsible for the Bank's annual audit work, making recommendations on the appointment and replacement of external audit firms, and making judgment reports on the authenticity, accuracy, completeness and timeliness of audited financial reporting information for submission to the Board of Directors for consideration.

Article 180 The remuneration committee is primarily responsible for reviewing the Bank's remuneration management system and policies, formulating remuneration plans for directors and senior management members, making remuneration plan recommendations to the Board of Directors, and supervising the implementation of the plans.

Article 181 The nomination committee is primarily responsible for formulating the selection procedures and criteria for directors and senior management members, conducting preliminary reviews on the qualifications and conditions for prospective directors and senior management members, and making recommendations to the Board of Directors.

Article 182 The special committees of the Board of Directors provide professional advice to the Board of Directors or make decisions on professional matters as authorized by the Board of Directors.

Each relevant special committee shall communicate regularly with the senior management and the departments to exchange views on the operations and risk positions of the Bank, and to give opinions and make recommendations thereof.

Article 183 The rules of procedure and working procedures of each committee shall be formulated by the Board of Directors. Each committee shall formulate an annual work plan and hold regular meetings.

Section 6 Secretary to the Board of Directors

Article 184 The Bank has appointed a secretary to the Board of Directors, who is responsible for, among others, the preparation of general meetings and meetings of the Board of Directors, document custody, management of shareholders' information of the Bank, and handling of information disclosure affairs. The Secretary to the Board of Directors shall be nominated by the Chairman of the Board of Directors, to be appointed and removed by the Board of Directors, and is accountable to the Board of Directors. The qualifications of the Secretary to the Board of Directors shall be reviewed and approved by the banking regulatory authority. The Secretary to the Board of Directors shall comply with laws, administrative regulations, departmental rules and regulations and the relevant provisions of the Articles of Association.

Article 185 The primary responsibilities of the Secretary to the Board of Directors are:

(I) prepare and submit reports and documents issued by the Board of Directors and the general meeting as required by relevant State authorities;

(II) organize the meetings of the Board of Directors and the general meetings, and be responsible for the minutes of the meetings and the safekeeping of the meeting documents and records;

(III) be responsible for the Bank's information disclosure affairs;

(IV) be responsible for the safekeeping of the register of members, the seal of the Board of Directors and related materials;

(V) be responsible for drafting documents for the meetings of the Board of Directors and the general meetings and their relevant rules and regulations;

(VI) other duties prescribed by the Bank's Articles of Association and relevant laws and regulations.

Article 186 The Board of Directors shall perform its duties diligently and assume the ultimate responsibility for the management of equity affairs.

The Chairman of the Board of Directors is the first responsible person for handling equity affairs of a commercial bank. The Secretary to the Board of Directors assists the Chairman at work and is a directly responsible person for handling equity affairs. The Chairman of the Board of Directors and the Secretary to the Board of Directors shall perform their duties in a faithful, honest and diligent manner. Those who fail to perform their duties shall bear legal liabilities in accordance with the law.

CHAPTER 7 SUPERVISORS AND SUPERVISORY COMMITTEE

Section 1 Supervisors

Article 187 The supervisors of the Bank are natural persons. The supervisors of the Bank shall perform the following duties or obligations:

(I) may attend the meetings of the Board of Directors and make enquiries or recommendations on matters resolved by the Board of Directors;

(II) attend the meetings of the Supervisory Committee as scheduled, fully review the matters resolved by the Supervisory Committee, expressing opinions independently, professionally and objectively, and voting independently on the basis of prudent judgment;

(III) be responsible for the resolutions passed by the Supervisory Committee;

(IV) actively participate in the trainings organized by the Bank and the regulatory authorities to understand the rights and obligations of supervisors, to be familiar with relevant laws and regulations, and to acquire continuously professional knowledge and capabilities required for the performance of their duties and responsibilities;

(V) be loyal and diligent to the Bank, perform their duties with due diligence and prudence, and ensure that they have sufficient time and energy to perform their duties;

(VI) supervisors shall actively participate in the supervision and inspection activities organized by the Supervisory Committee, have the right to conduct independent investigations and collect evidence in accordance with laws, and raise questions and give supervisory opinions in a truthful and practical manner;

(VII) comply with laws, regulations, regulatory requirements and the Articles of Association of the Bank.

Article 188 A supervisor may resign before the expiration of his/her term of office. If a supervisor fails to be re-elected in a timely manner after expiration of the term of office or if he/she resigns during the term of office resulting in the number of members of the Supervisory Committee falling below the minimum statutory number, the former supervisor shall continue to perform his/her duties as a supervisor in accordance with laws, regulations and the Articles of Association of the Bank before the newly elected supervisor takes office.

Article 189 In accordance with the provisions of Article 146 of the Company Law and Articles 80 and 81 of the Measures for the Implementation of Administrative License for Chinese Commercial Banks, as well as those who have been disqualified from holding office by the banking regulatory authority, shall not be allowed to serve as supervisors of the Bank.

Directors and senior management of the Bank shall not concurrently serve as supervisors.

Article 190 Supervisors may attend meetings of the Board of Directors, meetings of specialized committees of the Board of Directors, and meetings of senior management, and shall have the right to raise questions or make suggestions on the matters of the meetings, but shall not have the right to vote.

Article 191 Supervisors shall faithfully perform their supervisory duties in accordance with laws and regulations and the Articles of Association of the Bank. Before assuming office, external supervisors shall make an affirmation to the Supervisory Committee to ensure that they have sufficient time and energy to fulfill their duties and undertake to perform their duties diligently.

Article 192 Supervisors shall not take advantage of their connections to jeopardize the Bank's interests and shall be liable for compensation if losses are caused to the Bank. Supervisors who violate laws, administrative regulations, departmental rules or the Articles of Association of the Bank in the course of performing their duties for the Bank shall be liable for compensation if they cause losses to the Bank.

Section 2 External Supervisors

Article 193 External supervisors shall enjoy the rights of supervisors. When all the external supervisors agree unanimously, they have the right to propose in writing that the Supervisory Committee shall propose to the Board of Directors the convening of an extraordinary general meeting. The Board of Directors shall make a response to agree or disagree in writing after receiving the proposal.

When all the external supervisors consider that the information on the resolutions presented at the meeting is not adequate or accurate, they may jointly make a written proposal to postpone the convening of such meeting or the consideration and approval of relevant resolutions, and the Supervisory Committee shall adopt such proposal.

Article 194 There shall be no relationship between external supervisors and the Bank and its substantial shareholders that would affect their independent judgment. In performing their duties, external supervisors should pay particular attention to the interests of depositors and the Bank as a whole.

Article 195 External supervisors shall not disclose commercial secrets relating to the Bank except in accordance with the provisions of the law and the Articles of Association of the Bank.

Section 3 Supervisory Committee

Article 196 The Bank shall establish the Supervisory Committee, which shall be the Bank's internal oversight body. The Supervisory Committee shall be accountable to the general meeting and shall report on its work to the general meeting. Article 119 of the Articles of Association, which stipulates the circumstances where one may not serve as a director of the Bank, also applies the position as to a supervisor. Directors, the president of the Bank and other senior management officers may not concurrently serve as supervisors. Supervisors shall comply with the laws, administrative regulations, the securities regulatory rules of the place where the Bank's securities are listed and the Articles of Association, and owe a duty of loyalty and diligence to the Bank, and shall not utilize their powers to accept bribes or other illegal income, or misappropriation of the Bank's property.

Article 197 The Supervisory Committee shall have no fewer than three members. The Supervisory Committee shall consist of shareholder supervisors, employee supervisors and external supervisors, of which no less than one-third shall be employee supervisors or external supervisors. External supervisors are those who do not hold positions other than that of a supervisor in the Bank and do not have any relationship with the Bank, its shareholders or de facto controllers, which may affect their independent and objective judgment.

Article 198 The Supervisory Committee consists of 11 members, including 4 external supervisors, 4 employee supervisors and 3 shareholder supervisors. Supervisors are appointed for a term of three years and are eligible for re-election. The term of office of the external supervisors shall not exceed six years.

External supervisors shall not serve in more than two commercial banks at the same time, and shall not concurrently serve as external supervisors in financial institutions where a conflict of interest arises.

Article 199 The Supervisory Committee has an office with full-time staff responsible for the daily work of the Supervisory Committee. The staff of the office of the Supervisory Committee shall have relevant professional knowledge in order to fully ensure the fulfillment of the Supervisory Committee's supervisory duties.

Article 200 The Supervisory Committee shall have one chairman and may have one vice-chairman. Both shall be elected by more than half of all the supervisors. The chairman of the Supervisory Committee shall be served by a professional person who shall at least have professional knowledge and working experience in any realm such as accounting, auditing, finance or law.

Article 201 The chairman of the Supervisory Committee shall exercise the following duties and power:

(I) to convene and preside over meetings of the Supervisory Committee;

(II) to organize and perform duties of the Supervisory Committee;

(III) to sign reports of the Supervisory Committee and other important documents;

(IV) to report to general meetings on behalf of the Supervisory Committee;

(V) to perform other duties and power as delegated by laws and regulations, supervisory regulations, the Articles of Association and the Supervisory Committee.

Article 202 The Supervisory Committee of the Bank is independent and professional and shall exercise the following duties and power:

(I) to supervise the performance and fulfillment of duties of our Directors and senior management;

(II) to conduct comprehensive evaluation on the work performance of the Directors, supervisors and members of senior management;

(III) to supervise the Board of Directors and senior management in making significant financial decisions and their implementation;

(IV) to supervise the establishment and optimization of the internal control governance structure and the performance of its duties;

(V) to supervise the establishment and optimization of the overall risk management governance structure and the performance of its duties;

(VI) to disclose the relevant materials of the Supervisory Committee in a comprehensive, timely, objective and detailed manner;

(VII) to review periodic reports of the Bank prepared by the Board of Directors and to provide written review opinions;

(VIII) to inspect the financial affairs of the Bank;

(IX) to supervise the duty performance of the Directors and senior management personnel in serving the Bank; to propose removal of any Director or senior management personnel who violates laws, administrative regulations, the Articles of Association of the Bank or the resolutions of any general meeting;

(X) to instruct any Director or senior management personnel to make rectification when his/her conduct is detrimental to the interests of the Bank;

(XI) to propose the convening of an extraordinary general meeting and to convene and preside over the general meeting when the Board of Directors fails to perform its duties of convening and presiding over a general meeting in accordance with the Company Law;

(XII) to put forward proposals to any general meeting;

(XIII) to initiate a lawsuit against any Director and senior management personnel in accordance with the relevant provisions of the Company Law;

(XIV) to conduct an investigation in case of finding abnormal operation of the Bank and to hire an accounting firm, a law firm or other professional institutions, if necessary, to assist it at the expense of the Bank;

(XV) to exercise other duties and power which shall be exercised by the Supervisory Committee according to laws and regulations, regulatory requirements and the Articles of Association or as delegated by a general meeting.

Article 203 The Supervisory Committee may establish a nomination committee, an audit committee, a superintending committee, etc. as appropriate. Each of such special committees shall formulate its working rules and operate in accordance with its working rules. In principle, every special committee shall be taken charged by an external supervisor.

Article 204 In addition to performing its duties in accordance with the Company Law and other laws and regulations and the Articles of Association of the Bank, the Supervisory Committee shall also focus on the following matters:

(I) the supervision of the Board of Directors to establish a sound business philosophy, value standards, make and decide the development strategies in line with the Bank's situation;

(II) the evaluation of the soundness, rationality and prudence of the development strategies of the Bank, and formation of an evaluation report;

(III) the supervision and inspection of the Bank's operational decision-making, risk management and internal control, and urging rectification;

(IV) the supervision of the election and appointment process of Directors;

(V) the supervision of the implementation of remuneration management policy of the Bank and soundness and reasonability of remuneration plan of senior management members;

(VI) other matters stipulated by laws and regulations, regulatory requirements and the Articles of Association of the Bank.

Article 205 The Bank's important decisions shall be reported to the Supervisory Committee in advance, and the information on operation conditions, financial conditions, important contracts, important events and cases, audit issues, significant changes in personnel, etc. shall be provided according to the requirements of the Supervisory Committee;

Article 206 The Supervisory Committee shall consider and review the profit distribution plan of the Bank, and express its opinions on the compliance and rationality of the profit distribution plan.

Article 207 The Supervisory Committee shall have an independent budget for its expenses. The Supervisory Committee has the right to independently allocate its financial resources according to its working needs. The Bank shall bear expenses of the Supervisory Committee for exercising its duties and power.

Article 208 The Supervisory Committee may perform its duties by taking the following methods such as off-site monitoring, examination, attending meetings, visits and interviews, reviewing reports, investigations, questionnaires, conducting audit on resignations, and appointing a third-party professional entity to assist its work.

The Supervisory Committee has the right to use all information systems in relation to the operation and management of the Bank as required for performing its duties.

Article 209 The Supervisory Committee shall formulate comprehensive rules of procedure for the Supervisory Committee, covering notices of meetings, the manner of convening a meeting, preparation of documents, the method of voting, the mechanism for making proposals, minutes of meetings, signatures, etc. The rules of procedure of the Supervisory Committee shall be approved by the general meeting.

Article 210 The Supervisory Committee shall meet not less than four times a year and, in principle, shall be held quarterly. A meeting of the Supervisory Committee is convened and presided over by the chairman of the Supervisory Committee. In the event that the chairman of the supervisory committee is unable or fails to perform his duties due to special reasons, a supervisor jointly nominated by more than half of the supervisors shall convene and preside over the meeting.

Article 211 To hold a meeting of the Supervisory Committee, all supervisors shall be notified in writing of the matters discussed ten days before the meeting.

Article 212 The notice of a meeting of the Supervisory Committee shall contain the following information:

(I) the date and venue of the meeting;

(II) the duration of the meeting;

(III) the reasons and topics of submission;

(IV) the date of the notice.

Article 213 A supervisor shall attend the meeting of Supervisory Committee in person upon receipt of a written notice. When he/she is unable to attend because of a specific reason, he/she may appoint another supervisor in writing to attend on his/her behalf. However, a supervisor shall not act as a proxy for more than two supervisors in a meeting of the Supervisory Committee. The supervisor who act as a proxy shall exercise his/her rights within the scope of authorization. A supervisor who fails to attend a meeting of the Supervisory Committee or entrust another supervisor to attend shall be deemed to have abstained from voting at such meeting.

Supervisors shall attend in person at least two-thirds of the meetings of the Supervisory Committee each year. Each supervisor shall engage in supervisory work for the Bank for not less than 15 working days each year.

If a supervisor fails to attend meetings of the Supervisory Committee in person or appoint other supervisors to attend on his/her behalf for two consecutive times, or fails to attend in person at least two-thirds of the meetings of the Supervisory Committee in a year, the supervisor shall be deemed to be unable to perform his/her duties. In such case, the Supervisory Committee shall submit a proposal to a general meeting, an employees' representative meeting, etc. to remove such supervisor.

Article 214 For the following serious negligence of duty by a supervisor, the Supervisory Committee shall propose shall submit a proposal to a general meeting, an employees' representative meeting, etc. to remove such supervisor:

(I) leakage of the commercial secrets of the Bank with damage to the lawful benefits of the Bank;

(II) acceptance of improper benefits in the course of performing his/her duties; or pursuing own personal gains by making use of his/her position as an external supervisor;

(III) negligence of irregularities or act of concealing the irregularities discovered in the course of supervision and inspection, leading to significant losses to the Bank;

(IV) other serious dereliction of duty as stipulated by laws and regulations, supervision regulations and the Articles of Association.

Article 215 An extraordinary meeting of the Supervisory Committee may be convened under any of the following circumstances:

(I) when the chairman of the Supervisory Committee deems necessary;

(II) When one-third or more of the supervisors make a joint proposal.

Article 216 A resolution of the Supervisory Committee may be made in two manners, voting at the on-site meeting and voting by circulating a written ballot, and must be approved by more than half of all the supervisors. Supervisors present at the meeting shall sign the minutes and the resolutions made. Those supervisors have the right to request that certain explanatory records be recorded on the minutes for their speeches delivered at the meeting. The meeting minutes will be kept forever.

Article 217 The decisions, resolutions and meeting minutes of the Supervisory Committee shall be reported to the competent banking regulatory authority for its record in a timely manner.

Article 218 The Supervisory Committee shall supervise the Bank's internal control and compliance work, and guide relevant departments to implement comprehensive supervision and evaluation of relevant positions of internal control and various businesses.

Article 219 The Supervisory Committee shall improve a duty performance evaluation system for the Board of Directors, the senior management and their members, specify the contents, standards and methods of evaluation and evaluate the duty performance of the Board of Directors, the senior management and their members.

Article 220 When the Supervisory Committee is aware of that the Board of Directors, senior management and its members have violated the provisions of relevant laws and regulations, rules, the Articles of Association of the Bank, etc., it shall require them to make rectification within a prescribed time limit, and propose that relevant responsible personnel be held accountable.

Article 221 When the Supervisory Committee is aware of that there is any irregularity with the Board of Directors, senior management and its members in making and executing important financial decisions, it shall order them to take rectification. If necessary, it can be reported to the competent regulatory authority.

Article 222 The Supervisory Committee shall review the internal control inspection report and self-assessment report of the Bank. For any irregularity identified in the internal control inspection and self-assessment, the Board of Directors and senior management shall be required to rectify in a timely manner within the prescribed time limit, and track and supervise the rectification.

If the Board of Directors and senior management refuses or delays in taking disciplinary or rectification measures, the Supervisory Committee shall report to the competent banking regulatory authority and to the general meeting of shareholders.

CHAPTER 8 SENIOR MANAGEMENT

Section 1 President of the Bank

Article 223 Under the Bank's system, the president of the Bank is responsible under the leadership the of Board of Directors. The Bank shall have 1 president of the Bank and several vice presidents of the Bank. The president of the Bank is nominated by the chairman of the Board of Directors, the nomination committee of the Board of Directors, or one-third or more of the directors, and the vice-president of the Board of Directors is nominated by the president, and shall be appointed by the Board of Directors for a term of office coinciding with the term of office of the Board of Directors, subject to the preliminary review of the nomination committee of the Board of Directors and the approval of the Board of Directors, and the approval of the qualifications for the appointment of the vice-president of the Bank of the Board of Directors by the banking regulatory authorities.

The president of the Bank and vice-president of the Bank may be non-directors or directors, but the chairman of the Board of Directors may not also be the president of the Bank. The vice president of the Bank assists the president of the Bank.

Article 224 The president of the Bank and vice-president of the Bank shall be appointed for a tenure mechanism and the term of office of each session shall be three years, renewable upon reappointment.

Article 225 The president of the Bank has the authority to organize and carry out the Bank's business management activities in accordance with laws, regulations, rules, the Bank's Articles of Association and the authorization of the Board of Directors. The president of the Bank is accountable to the Board of Directors and executes the resolutions of the Board of Directors.

The president of the Bank should operate in strict accordance with the authorization, and any exceeding of the authorization should be carried out in accordance with the provisions of the relevant authorization of the Bank.

Article 226 The president of the Bank is accountable to the Board of Directors, and the president of the Bank exercises the following powers:

(I) to propose to the Board of Directors the appointment or dismissal of the Bank's senior management, including the vice-president of the Bank and the chief financial officer;

(II) to appoint or dismiss internal management personnel of all functional departments and branch offices other than those required to be appointed or dismissed by the Board of Directors;

(III) on behalf of senior management, submit business plans and investment proposals to the Board of Directors, and organize and implement them after approval by the Board of Directors;

(IV) to organize the implementation of the resolutions of the Board of Directors and report to the Board of Directors;

(V) to preside the operation and management of the Bank and be responsible for the day-to-day administrative, operational and financial management of the Bank and handle important external business on behalf of the Bank within the scope of authorization;

(VI) to authorize senior management personnels and the management personnel of all functional departments and branch offices to conduct business activities;

(VII) to decide on the employment, deployment, promotion and demotion, salary, rewards and punishments, and termination and dismissal of the Bank's employees (except for the management personnel of all internal functional departments and branch offices);

(VIII) to prepare the Bank's annual financial budget, final accounts and profit distribution plan;

(IX) to draft plans for the establishment of an internal management structure and basic management system of the Bank; to formulate specific regulations of the Bank.

(X) to formulate a contingency plan for the Bank to take emergency measures in the event of a major contingency and to report immediately to the banking regulatory authorities, the Board of Directors and the Supervisory Committee;

(XI) other powers and functions to be exercised by the president of the Bank in accordance with laws, rules, regulations, the Bank's Articles of Association and authorization by the Board of Directors.

The president of the Bank shall be present at meetings of the Board of Directors.

Article 227 The president of the Bank may resign before the expiration of his/her term of office. The specific procedures and methods for the resignation of the president of the Bank are stipulated in the labor contract between the president and the Bank and in the internal system. The president, vice-president and chief financial officer of the Bank are required to undergo a departure audit upon leaving their positions.

Section 2 Senior Management

Article 228 The senior management carries out operational and management activities in accordance with the Bank's Articles of Association and the authorization of the Board of Directors, and actively implements the resolutions of the general meetings and the resolutions of the Board of Directors to ensure that the Bank's operations are in line with the development strategies, risk appetite and other policies formulated and approved by the Board of Directors.

Senior management is responsible to the Board of Directors and is subject to the supervision of the Supervisory Committee, and shall make timely, accurate and complete reports on the Company's operation and management and provide relevant information as required by the Board of Directors and the Supervisory Committee. The senior management shall not be interfered with the operation and management activities within its terms of reference in accordance with the law.

The senior management of the Bank shall abide by the laws, regulations, regulatory requirements and the Articles of Association, have good professional ethics and adhere to high standards of professional ethics, and assume his/her obligation of fidelity and diligence to the Bank, perform his/her duties in good faith, conscientiously and prudently, and ensure sufficient time and efforts are available to perform his/her duties, and shall not be slack in performing his/her duties or exceed his/her authority. The senior management shall abide by the principle of integrity and adhere to the principles of objectivity, fairness, openness and pragmatism in all business operations, and shall not seek business opportunities belonging to the Bank for himself/herself or others, nor shall they accept any benefits in connection with the Bank's transactions, nor shall he/she hold concurrent positions in other economic organizations.

If any senior management fails to faithfully perform duties or violates the duty of good faith, causing damage to the interests of the Bank and the public shareholders, he/she shall bear the legal liability of compensation.

Article 229 The senior management personnel shall pass the qualification examination for appointment by the banking regulatory authorities. Proposed and existing senior management personnel shall meet the same qualifications for appointment as proposed and existing directors as set forth in Article 119 of the Articles of Association, as well as other provisions of laws and regulations and the banking regulatory authorities.

In principle, staff members of the Bank's major shareholders and his/her corporate groups are not allowed to concurrently serve as the Bank's senior management.

Article 230 Article 119 of the Articles of Association concerning the circumstances under which a person may not be a director shall also apply to the senior management.

Requirements set out in Article 123 hereof with respect to the directors' duty of good faithfulness and the requirements set out in items (iv), (v) and (vi) of Article 124 hereof with respect to the obligations of diligence shall also be applicable to the senior management.

Article 231 The Bank may establish a chief risk officer who is independent of the Bank's operations and business lines. The chief risk officer is responsible for the overall risk management of the Bank and may report directly to the Board of Directors and its risk management committee. The chief risk officer shall have complete, reliable and independent information sources, and be capable of judging the overall risk status of the Bank and proposing improvement plans in a timely manner. The appointment and dismissal of the chief risk officer is the responsibility of the Board of Directors and shall be disclosed to the public in a timely manner.

Article 232 The Bank may establish a chief audit officer. The chief audit officer is responsible for the Board of Directors and its audit committee, and reports regularly to the Board of Directors, its audit committee and the Supervisory Committee on his/her work, and informs the senior management. The chief audit officer is responsible for formulating and implementing the internal audit system, including the internal audit charter, audit workflow, standards of practice, and code of ethics, as well as organizing the implementation of medium – and long-term audit planning and annual audit plans, and is responsible for the overall quality of the internal audit. Prior to the establishment of the chief audit officer, the person in charge of the internal audit department assumed the duties of the chief audit officer.

The chief audit officer and the person in charge of the audit department shall be nominated by the chairman of the Board of Directors, the nomination committee of the Board of Directors, or one-third or more of the directors, and shall be appointed or dismissed by the Board of Directors. The appointment and dismissal of the chief audit officer shall be reported to the supervisory authorities in a timely manner.

Article 233 The Bank has established a chief information officer who reports directly to the president of the Bank and participates in decision-making. The chief information officer is directly involved in the Bank's business development decisions related to the use of IT, ensures that the IT strategy is in line with the Bank's overall business strategy and IT risk management strategy, facilitates the improvement of the Bank's informationization level and self-help capability, and performs other related work in IT risk management.

Article 234 The Bank should establish a dedicated IT management committee comprising representatives from senior management, IT department and key business departments to oversee the fulfillment of IT management responsibilities and to report regularly to the Board of Directors and senior management on the implementation of IT strategic planning, IT budget and actual expenditure, and the overall status of IT.

Article 235 The term of office of senior management personnel appointed by the Board of Directors, such as the secretary to the Board, the chief financial officer, the chief risk officer, the chief information officer, the chief audit officer and the head of the Audit Department, shall coincide with the term of office of the Board of Directors, and they shall be subject to an exit audit upon termination of their office.

Article 236 The senior management should establish and improve the meeting systems in accordance with the needs of the Bank's operating activities, formulate the rules of procedure of the president's office, and establish and improve the internal control mechanism mainly consisting of the internal rules and regulations, the operational risk control system, and the credit approval system, etc. The president of the Bank shall not be a member of the credit committee, but shall have the right to veto the credit decisions approved by the credit committee except that the president shall not veto a credit decision already vetoed by the credit committee.

Article 237 The senior management should establish a system for reporting information to the Board of Directors and its specialized committees and the Supervisory Committee and its specialized committees, specifying the types, contents, time and manner of reporting information to ensure that Directors and supervisors are able to obtain all types of information in a timely and accurate manner.

Article 238 The senior management personnel shall, upon request of the Board of Directors, report to the Board of Directors on the operating results, material contracts, financial conditions, risk conditions and operating prospects of the Bank promptly, accurately and completely.

Article 239 The senior management personnel shall be subject to the supervision of the Supervisory Committee and shall regularly provide the Supervisory Committee with information on the Bank's operating results, material contracts, financial condition, risk conditions and operating business prospects, and shall not obstruct or impede the Supervisory Committee's inspections and supervisory activities conducted in accordance with its terms of reference.

Article 240 The operation and management activities conducted by the senior management of the Bank within its terms of reference in accordance with laws shall not be intervened. If they are intervened by the directors and the Chairman beyond their terms of reference, the senior management of the Bank shall be entitled to request the Supervisory Committee to stop the intervention and report to the banking regulatory authorities.

Article 241 The members of the senior management should remain relatively stable and shall not be arbitrarily adjusted during their term of office. If adjustment is necessary, the Bank should report the adjustment to the banking regulatory authorities for archiving, and report to the banking regulatory authorities to examine the qualifications of the new members of the senior management in accordance with the relevant regulations.

The members of the senior management shall have the right to request the Supervisory Committee to raise an objection to the Board of Directors's violation of the appointment and removal regulations, and shall make a report to the banking regulatory authorities.

Article 242 The Board of Directors shall promptly discuss and make decisions on matters submitted by senior management that need to be approved by the Board of Directors.

CHAPTER 9 INTERNAL FUNCTIONAL DEPARTMENTS AND BRANCHES

Article 243 The Head Office of the Bank is located at the Bank's domicile. The functional departments of the Head Office are established according to management needs. The president of the Bank may request the Board of Directors to approve the addition, deletion, or adjustment of internal functional departments.

Article 244 In accordance with the needs of business development, the president of the Bank may, within the overall plan for the establishment of institutions approved by the Board of Directors, apply for approval by the banking regulatory authorities for the establishment of additional or adjusted branch offices.

Article 245 The branch offices do not have independent legal personality. The president of the Bank may delegate operational and management authority to each of the branch offices in accordance with their different business conditions.

Article 246 The branch offices conduct their business in accordance with laws and regulations and the relevant provisions of the Bank, and their legal liabilities are centrally borne by the Bank.

CHAPTER 10 OPERATIONAL MANAGEMENT

Article 247 The Bank conducts its business activities in accordance with the approved scope of business in accordance with the Law on Commercial Banks and the regulations of the banking regulatory authorities.

The Bank's business activities must be authorized and operated under a comprehensive authorization system. No entity or individual shall interfere with the normal business activities of the Bank.

Article 248 The Bank has a strict asset-liability ratio management and risk management system. The Bank's risk management system covers all on-balance sheet and off-balance sheet assets. The relevant indicators should comply with regulatory, legal and statutory requirements.

CHAPTER 11 FINANCIAL ACCOUNTING AND PROFIT DISTRIBUTION

Article 249 The Bank establishes and improves its financial and accounting systems in accordance with the law, the national standardized accounting system, and the relevant regulations of the banking regulatory authorities.

Article 250 In accordance with relevant state regulations, the Bank shall keep true records and fully reflect its business activities and financial position, prepare annual financial accounting reports, and submit them to relevant organizations and departments in a timely manner. The Bank shall not maintain separate accounting books from the statutory accounting books. Any assets of the Bank shall not be kept under any account opened in the name of any individual.

Article 251 In accordance with state regulations, the Bank maintains a reserve for deposits, draws down provisions, and writes off bad debts.

Article 252 Interest receivable on loans and interest payable on deposits of the Bank are in strict accordance with the relevant regulations.

Article 253 The fiscal year of the Bank shall begin on January 1 and end on December 31 of the Gregorian calendar.

Article 254 The Bank follows the principles of truthfulness, accuracy, completeness, and timeliness in disclosing information on financial and accounting reports, risk management, corporate governance, and major annual events in a timely manner in accordance with relevant laws and regulations on banking supervision and management.

Article 255 The Bank's annual financial report shall include the following:

(I) a balance sheet;

(II) a statement of profits (profit and loss statement);

(III) cash flow statement;

(IV) statement of changes in equity;

(V) notes to the accounting statements.

The financial accounting report shall be made available to the Bank for inspection by the shareholders not later than twenty days before the annual general meeting.

Except as otherwise provided in the Articles of Association, the Bank shall send to each H Shareholder an annual report (including annual accounts and an audit report on those accounts) or a summary financial report. Such documents shall be sent at least 21 days before the date of the annual general meeting and not more than 4 months after the end of the relevant financial year. For H Shareholders, subject to the conditions prescribed by law and regulations, service may be affected by posting on the Bank's website, the website of the Hong Kong Stock Exchange and such other websites as may be prescribed by the Hong Kong Listing Rules from time to time.

Article 256 Profit after income tax paid by the Bank was distributed in the following order:

(I) indemnification of prior years' losses of the enterprise;

(II) withdrawal of statutory reserve fund. The statutory reserve fund shall be withdrawn at the rate of 10% of the profit after tax (less making up for losses), and may not be withdrawn when the accumulated statutory reserve fund reaches 50% of the registered capital;

(III) withdrawal of general risk;

(IV) withdrawal of discretionary provident fund. The discretionary provident fund shall be withdrawn in the proportion determined by the shareholders' meeting for the purpose of making up for the Bank's losses, expanding the Bank's operations or increasing the Bank's capital, and for the purpose of assessing and rewarding operating results;

(V) distribution of profits to shareholders.

Article 257 If the Bank's statutory reserve fund is insufficient to make up for the Bank's loss in the preceding year, the Bank's profit for that year shall be used to make up for the loss before the statutory reserve fund is withdrawn in accordance with the provisions of the preceding paragraph.

Article 258 If the shareholders' meeting or the Board of Directors violates the provisions of the preceding paragraph by distributing profits to the shareholders before the Bank has made up for its losses or withdrawn the statutory reserve fund, the profits distributed in violation of the provisions must be returned to the Bank. Profit distribution shall not be allowed for the shares of the Bank held by the Bank.

Article 259 The provident fund of the Bank shall be used to make up for losses of the Bank, expand the operating scale or increase the Bank's capital. However, capital reserve fund shall not be used to make up for the losses of the Bank.

When the shareholders' meeting resolves to convert the provident fund to capital, the Bank will distribute new shares in proportion to the shareholders' original shareholdings after submitting the resolution to the banking regulatory authorities for approval. But the remaining statutory reserve fund, after conversion into the registered capital, shall not be less than 25% of the registered capital prior to such conversion.

Article 260 The Bank shall adjust its profit distribution policy in accordance with its own operating conditions, risk profile, capital planning and market conditions, and carefully formulate a profit distribution plan that balances cash dividends and capital replenishment. The Bank shall reduce or refrain from cash dividends under any of the following circumstances:

(I) the capital adequacy ratio does not meet the regulatory requirements or the solvency is not up to standard;

(II) corporate governance evaluation results are lower than C or regulatory rating is lower than 3;

(III) the allowance for loan losses is lower than the regulatory requirements or the non-performing loan ratio is significantly higher than the industry average;

(IV) material risk events or material noncompliance with laws and regulations of the Bank;

(V) other circumstances that the banking regulatory authority and its local offices consider should not distribute dividends.

Major shareholders should support the prudent profit distribution plan adopted by the Bank.

Article 261 The Bank may distribute dividends in the form of cash or shares. The distribution plan shall be resolved by the shareholders' meeting, and the Bank shall complete the distribution of dividends or shares within the timeframe approved by the relevant laws and regulations and banking regulatory authorities. Dividends on unlisted domestic shares shall be paid in RMB, and H dividends may be paid in RMB or foreign currencies.

Article 262 The Bank shall appoint one or more collecting agents in Hong Kong for shareholders holding H shares. The collecting agent(s) shall receive on behalf of the Shareholder(s) concerned the dividends and other moneys payable by the Bank in respect of the H Shares and shall hold such moneys in trust for the Shareholder(s) concerned.

The collecting agent appointed by the Bank shall comply with the requirements of the security's regulatory rules of the place where the Bank's securities are listed or the relevant requirements of the stock exchange.

Article 263 Within three months after the end of each fiscal year, the Bank announces its operating results and audit report for the previous year in accordance with the requirements of the banking regulatory authorities and the securities regulatory rules of the place where the Bank's securities are listed. Where the securities regulatory authority of the place where the Bank's securities are listed stipulates otherwise, it shall comply with such stipulations.

CHAPTER 12 HUMAN RESOURCES AND REMUNERATION MANAGEMENT

Article 264 In accordance with the relevant provisions of the Labor Contract Law of the People's Republic of China and the Labor Law of the People's Republic of China, the Bank follows the principles of lawfulness, fairness, equality, voluntariness, consistency and honesty in concluding labor contracts with employees with whom the Bank maintains labor relations in written form.

Article 265 The Bank has a staff recruitment system. Recruitment of staff is managed centrally and controlled in accordance with the principles of efficiency and "openness, equality, competition, selection of the best, and the highest standards of integrity and competence".

Article 266 The Bank shall formulate a scientific and reasonable remuneration management system that is commensurate with its long-term stable and sustainable development, fully utilize the guiding role of remuneration in corporate governance, development strategy and risk control, and establish a sound and scientific and effective incentive and discipline mechanism to promote the Bank's stable operation and sustainable development.

Article 267 The Bank participates in social security in accordance with the law and pays social security premiums and housing provident fund in full. The Bank has established an enterprise annuity system in accordance with the Enterprise Annuity Measures. The Bank has established a sound enterprise supplementary medical insurance system in accordance with the "Opinions of the State Council of the Central Committee of the Communist Party of China on Deepening the Reform of the Medical Protection System"(《中共中央國務院關於深化醫療保障制度改革的意見》) and the "Notice of the Ministry of Finance and the Ministry of Labor and Social Security on Issues Related to Enterprise Supplementary Medical Insurance"(《財政部勞動保障部關於企業補充醫療保險有關問題的通知》).

Article 268 The Bank may establish and implement an equity option award system within the scope permitted by laws and regulations. The equity option award system or method shall be implemented after it has been approved by the Board of Directors and the shareholders' meeting and reported to the banking regulatory authorities for record.

Article 269 In the event of labor disputes between the Bank and its employees, the Bank shall comply with state regulations on labor disputes.

Article 270 The Bank shall establish employees' representative meeting in accordance with the law and exercise its duties and responsibilities in accordance with the Company Law and other laws.

CHAPTER 13 APPOINTMENT OF ACCOUNTING FIRM

Article 271 The Bank engages an accounting firm that complies with the requirements of relevant laws and regulations to conduct accounting statement audit, net assets verification and other related consulting services, the term of which shall be one year, and may be renewed.

Article 272 The Bank shall not appoint an accounting firm prior to the decision of the shareholders' general meeting to appoint an accounting firm.

Article 273 The Bank guarantees that the accounting evidence, accounting books, financial report and other accounting information provided to the accounting firm engaged are true and complete without refusal, withholding or false information.

Article 274 The auditing fee of the accounting firm shall be determined by the general meeting.

Article 275 When the Bank dismisses or disengages the accounting firm, it shall notify the accounting firm 15 days in advance. The accounting firm shall be given the opportunity to state their opinion during the voting of resolutions to dismiss the accounting firm at the shareholders' general meeting of the Bank.

Article 276 When the accounting firm requests to resign from the position, the accounting firm shall explain to the shareholders' general meeting whether there is anything inappropriate with the Company.

CHAPTER 14 NOTICES AND ANNOUNCEMENTS

Article 277 The notices of the Bank shall be given in one or more of the following forms:

(I) by personal delivery;

(II) by prepaid mail or email;

(III) by way of an announcement in a newspaper or other designated media;

(IV) by other means as may be agreed upon in advance by the Bank and the notified party or as may be accepted by the notified party upon receipt of the notice;

(V) by way of an announcement on the website of the Bank and the websites designated by the Hong Kong Stock Exchange, subject to the compliance with the laws, administrative regulation, relevant provision of the relevant regulatory authorities, Hong Kong Listing Rules and the Articles of Association;

(VI) by other means recognized by the securities regulatory authorities in the place where the securities of the Bank are listed or as stipulated in the Articles of Association.

Where a notice of the Bank is served by announcement, the said notice shall be deemed as having been received by the relevant persons once it is announced.

Article 278 Notices of general meetings of the Bank shall be served mainly by announcement, as well as by post and email.

Article 279 Notices of the meetings of the Board of Directors and the Supervisory Committee of the Bank are mainly delivered by announcement, post, email and personal delivery, accompanied by telephone and text messages.

Article 280 If the notice of the Bank is delivered by hand, the person notified shall sign or seal the receipt for service, and the date when the person receives it shall be deemed to be the date of service; if the notice is delivered by post, it shall be served on the date on which the receipt of service is received by the post office. If the notice is served by public announcement, the date of first publication of the announcement shall be regarded as the date of service; if the notice is served by electronic mail, the online service record shall prevail; if the notice is served by telephone, the telephone record date shall be regarded as the date of service.

Article 281 If the notice of the meeting is not served on the person entitled to the notice or the person does not receive the notice of the meeting due to accidental omission, the meeting and the resolutions passed at the meeting are not invalid hereof, provided that there is a valid vote in accordance with the Articles of Association.

Article 282 The Articles of Association of the Bank do not prohibit any issuance of notice to shareholders registered outside Hong Kong. Subject to compliance with laws and regulations and the Bank's Articles of Association, the Bank must (i) send or otherwise make available relevant corporate communications to the relevant holders of the Bank's securities in electronic form, or (ii) post on the Bank's website and such corporate communications shall be published on the website of the Hong Kong Stock Exchange (the Bank shall specify on the Bank's website how it will be announced in the manner described in (i) and/or (ii)). The Bank will send, mail, distribute, issue, publish or otherwise make available printed copies of our corporate communications to the relevant holders of the Bank's securities free of charge upon request, and disclose on the Bank's website the arrangements for how any relevant holders of the Bank's securities may request printed copies of the Corporate Communications.

Article 283 If the securities regulatory authorities of the place where the Bank's securities are listed stipulate that the Bank shall send, mail, distribute, issue, publish or otherwise provide the related documents of the Bank in English and Chinese, if the Bank has made appropriate arrangement to confirm whether the shareholders hope to receive only the English version or the Chinese version, the Bank may (as per the intent stated by the shareholders) send only the English version or the Chinese version to the related shareholders within the range allowed by the applicable laws and regulations and pursuant to the applicable laws and regulations.

CHAPTER 15 MERGER, DIVISION, TERMINATION AND LIQUIDATION

Article 284 Merger or division of the Bank may be effected by a resolution passed at the general meeting of shareholders in accordance with the law. The merger may take two forms: merger by absorption or merger by new establishment. One company absorbs the other in a merger by absorption, and the absorbed company is dissolved. Where two or more companies merge to establish a new company, it is a merger by new establishment, and all parties to the merger shall be dissolved.

Article 285 The merger or division of the Bank shall be handled in accordance with the following procedures:

(I) The Board of Directors draws up a merger or division plan;

(II) The Shareholders' general meeting makes a resolution in accordance with the provisions of the Articles of Association;

(III) The parties sign a merger or division contract;

(IV) Dealing with various matters relating to mergers or divisions such as claims and debts;

(V) Going through the relevant examination and approval and enterprise change registration formalities in accordance with the law.

Article 286 At the time of merger, the parties to the merger shall enter into a merger agreement. The creditors' rights and debts of the parties to the merger shall be inherited by the surviving or newly established subject after the merger; in the case of division, their properties shall be divided accordingly. For merger or division of the Bank, a balance sheet and an inventory of assets shall be prepared. The Bank shall notify its creditors within 10 days of passing the resolution on merger or division and make an announcement in newspapers within 30 days. The creditors may, within 30 days after receiving the notice, or within 45 days after the publication of the announcement for failure to receive the notice, require the Bank to settle its debts or provide corresponding guarantee. The companies after the division shall be jointly and severally liable for the debts of the Bank before the division. However, unless it is otherwise stipulated in the written agreement on settlement of debts reached between the Bank and the creditors prior to the division.

Article 287 If the Bank needs to reduce its registered capital, it must prepare a balance sheet and an inventory of assets. The Bank shall notify its creditors within 10 days after passing the resolution to reduce its registered capital, and make an announcement in newspapers within 30 days. The creditors shall have the right to demand the Bank to settle debts or provide corresponding guarantee within 30 days after receiving the notice, or within 45 days after the publication of the announcement for the creditors who fail to receive the notice. The registered capital of the Bank after the capital reduction shall not be less than the statutory minimum amount.

Article 288 In the event of a merger or division of the Bank, any modification to the registered items shall be subject to modification registration with the company registration authority according to law; in the event of the Bank's dissolution, company deregistration shall be conducted according to law; where a new company is established, company establishment registration shall be conducted according to law. The increase or decrease in registered capital of the Bank shall be subject to modification registration with the company registration authority according to law.

Article 289 If the Bank has experienced or is likely to experience a credit crisis that severely affects the interests of depositors, the banking regulatory authority shall take over the Bank in accordance with the Law on Commercial Banks and other relevant laws and regulations. The Bank is subject to the management of the takeover organization.

Article 290 The termination of the Bank shall be subject to the provisions of the Company Law, the Law on Banking Regulation, the Law on Commercial Banks and the Regulations on the Shutting Down of Financial Institutions, and shall be subject to the following procedures:

(I) to make an announcement in accordance with the law;

(II) settle claims and debts;

(III) cancel registration of the Bank with the company registration authority;

(IV) other matters required by law.

Article 291 The Bank shall be dissolved and liquidated in accordance with the law, in case of any of the situations:

(I) the adoption of a dissolution resolution by the shareholders' general meeting;

(II) dissolution due to merger or division;

(III) where it is revoked or goes bankrupt according to law upon the approval of the banking regulatory authority due to its inability to pay its due debts;

(IV) if the Bank encounters serious difficulties in operation and management, and the continuation of its existence will cause significant losses to the interests of the shareholders and cannot be resolved by other means, shareholders holding 10% or more of the voting rights of the Bank may petition the people's court to dissolve the Bank;

(V) it is revoke or closed down, or has its business license revoked due to violation of the laws and regulations.

When the Bank is to be dissolved pursuant to the provisions of Items (1) and (4) of this Article, a liquidation team shall be established within 15 days after the approval by the banking regulatory authority, and the candidate of which shall be determined by an ordinary resolution at the general meeting of the Bank. If the Bank is to be dissolved pursuant to the provisions of subparagraph (3) of this Article, it shall be declared bankrupt by the people's court with the consent of the banking regulatory authority. Where a commercial bank is declared bankrupt, the people's court shall organize the banking regulatory institution and other relevant departments and personnel to establish a liquidation team to carry out liquidation.

If the Bank is to be dissolved due to the provisions of subparagraph (5) of this Article, the banking regulatory institution shall organize the shareholders, relevant authorities and relevant professionals to establish a liquidation team for liquidation.

Article 292 The liquidation team may exercise the following powers during the liquidation period:

(I) to make a notice or an announcement to creditors;

(II) to clean up the Bank's assets, and prepare a balance sheet and an inventory of assets;

(III) to liquidate and deal with the Bank's unfinished business;

(IV) to pay off unpaid taxes and taxes incurred from the process of liquidation;

(V) to clear up claims and debts;

(VI) to dispose of the remaining assets after the full repayment of the Bank's debts;

(VII) to participate in civil proceedings on behalf of the Bank.

Article 293 The liquidation team shall notify the creditors within 10 days of its establishment, and make an announcement in the newspapers within 60 days. The creditors shall declare their creditors' rights to the liquidation team within 30 days after receiving the notice, or within 45 days after the publication of the announcement if they fail to receive the notice.

When a creditor declares its claim, it shall explain the relevant matters of the claim and provide supporting materials. The liquidation team shall register the claims. During the period of claiming creditors' rights, the liquidation team shall not make repayment to creditors.

Article 294 After computing the assets in the Bank, and preparing a balance sheet and an inventory of assets, the liquidation team shall formulate a liquidation program, which shall be reported to the general meeting or the people's court for confirmation. The Bank's assets should be cleared off in the following sequence:

(I) to pay liquidation expenses;

(II) to pay salaries, social security premiums and legal compensations of the employees in the Bank;

(III) to pay principal and interest on personal savings deposits;

(IV) to pay unpaid taxes;

(V) to pay off the debts of the Bank;

(VI) to distribute the residual assets to shareholders according to their shareholding proportion.

During liquidation period, the Bank shall not engage in new business activities. No asset of the Bank may be distributed to shareholders until the first four settlements are made in accordance with the settlement order.

Article 295 Where the liquidation group deems the Bank's assets insufficient to repay the debts after computing the assets and preparing a balance sheet and an inventory of assets, then the group should apply to the people's court for a declaration of bankruptcy. After the Bank is declared bankrupt by the people's court, the liquidation team shall hand over liquidation matters to the people's court.

Article 296 Upon the completion of the liquidation of the Bank, the liquidation team shall prepare a liquidation report, and submit it to the general meeting or the relevant competent authority for confirmation, and submit it to the registration authority of the Bank to apply for deregistration of the Bank and an announcement of the termination of the Bank. If the applicant fails to apply for cancellation of the Bank's registration, the registration authority of the Bank shall revoke its business license and make a public announcement. The liquidation process is supervised by the banking regulatory authorities.

Article 297 The liquidation team shall faithfully discharge its duties, and perform the liquidation obligations.

No member of the liquidation team may take advantage of their power to accept bribes or other illegal income, or misappropriate the assets of the Bank.

Any member of the liquidation team whose any intentional or gross negligence results in losses to the Bank or the creditors, shall bear the compensation liability.

Article 298 In addition to the Company Law, the Bank's merger, division, dissolution, liquidation, bankruptcy and termination shall comply with the Law on Commercial Banks and special regulations of the banking regulatory authorities.

CHAPTER 16 AMENDMENT TO ARTICLES OF ASSOCIATION

Article 299 The Bank's Articles of Association may be amended as necessary, and the amended Articles of Association shall not contravene the laws, regulations or the securities regulatory rules of the places where the Bank's securities are listed.

Article 300 The Bank shall amend its Articles of Association, in case of any of the following situations:

(I) where, after the Company Law or relevant laws, administrative regulations or securities regulatory rules of the place where the securities of the Bank are listed are revised, the matters stipulated in the Articles of Association are in conflict with such revised laws, administrative regulations or securities regulatory rules of the place where the securities of the Bank are listed;

(II) where any change in the Bank causes inconsistence with those contained in the Articles of Association;

(III) where the general meeting decides to amend the Articles of Association.

Article 301 Amendments to the Articles of Association of the Bank shall follow the following procedures:

(I) to propose amendments to the Articles of Association of the Bank by the Board of Directors;

(II) to convene a general meeting, at which resolutions on amending the Articles of Association shall be considered and approved;

(III) if the proposal for amending the Articles of Association of the Bank is drafted in accordance with the resolution on amending the Articles of Association of the Bank passed at the shareholders' general meeting, which shall be approved, filed or reported by the banking regulatory authority, the corresponding procedures shall be submitted to the banking regulatory authority;

(IV) where the alteration of the Articles of Association of the Bank involves any particulars in its registration with authorities, the alteration of such registration shall be handled in accordance with the law.

Article 302 Any amendment of the Articles of Association, if falling within the scope of the information disclosure as required by the laws and regulations, shall be published according to relevant provisions.

CHAPTER 17 SUPPLEMENTARY PROVISIONS

Article 303 Definitions

(I) The term "substantial shareholders" as mentioned in the Articles of Association refers to the shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or hold less than 5% of the total capital or total shares, but have significant influence on the operation and management of the Bank.

(II) The term "significant influence" as mentioned in the preceding paragraph includes but is not limited to the nomination or dispatch of directors, supervisors or senior management of the Bank to influence the Bank's financial, operational and management decisions through agreements or other means, and other circumstances as determined by the regulatory authorities.

(III) The term "major shareholder" as mentioned in the Articles of Association refers to the definition set out in Article 30 of the Articles of Association.

(IV) The term "senior management" as mentioned in the Articles of Association refers to the president, vice presidents, assistants to the president, chief information officer, chief financial officer of the Bank and other senior management as determined by the Board of Directors of the Bank.

(V) The term "senior management personnel" as mentioned in the Articles of Association refers to the personnel serving in the Head Office of the Bank within the scope of the supervisory system on the qualifications of senior management personnel of banking and insurance institutions, including the president, vice presidents, assistants to the president, secretary to the Board of Directors, chief information officer, chief financial officer and other senior management as determined by the Board of Directors.

(VI) The term "controlling shareholder" as mentioned in the Articles of Association refers to the shareholders whose capital contributions account for 50% or more of the total capital of a limited liability company or whose shares hold 50% or more of the total share capital of a joint stock limited company according to the relevant provisions of the Company Law of the People's Republic of China Shareholders who are entitled to vote enough to have significant influence on the resolutions of the shareholders' general meeting based on the capital contribution or the shares although the capital contribution or the proportion of the shares are less than 50%.

(VII) The term "independent director" as mentioned in the Articles refers to those who do not hold any position other than director of the bancassurance institution where he/she works, and have no relationship with the bancassurance institution and its shareholders or actual controllers that may affect their independent and objective conduct of the Bank's affairs. Judge relationships with directors. It has the same meaning as "independent non-executive directors" as defined in the Hong Kong Listing Rules.

Article 304 In the event of any inconsistency between the Articles of Association and the laws, regulations and rules of the PRC and the securities regulatory rules of the places where the Bank's securities are listed, the laws, regulations and rules of the PRC and the securities regulatory rules of the places where the Bank's securities are listed shall prevail, and the Articles of Association shall be amended in a timely manner. and shall be submitted to the banking regulatory authority for approval.

Article 305 Matters not covered in this Articles of Association shall be handled in accordance with relevant national policies, laws and regulations and the securities regulatory rules and regulations of the places where the Bank's securities are listed.

Article 306 After the Articles of Association are considered and approved at the general meeting of the Bank and submitted to the banking regulatory authority for approval, the Articles of Association shall become effective upon the date on which the H Shares publicly issued by the Bank is listed for trading on the Hong Kong Stock Exchange.

Article 307 The Board of Directors is responsible for the interpretation of the Articles of Association.

Article 308 The Board of directors may, in accordance with the provisions of the Articles of Association, formulate detailed stipulations thereunder, which shall not conflict with the provisions of the articles of association.

Article 309 The Articles of Association is written in Chinese language. In case of any discrepancy between the Chinese version and any foreign language version, the Chinese version of the Articles of Association that has been approved and registered by the Yibin Market Supervision and Administration Bureau shall prevail.

Article 310 Except as otherwise provided herein, for the purpose of the Articles of Association, references to "more", "within" and "less" shall include the actual figures, while references to "other than", "lower than", "less than", "exceeding", and "more than" shall exclude the actual figures.