
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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哈爾濱銀行股份有限公司*
Harbin Bank Co., Ltd.*

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

(Stock Code: 6138)

**(1) PROPOSAL ON THE CANCELLATION OF THE BOARD OF
SUPERVISORS OF HARBIN BANK CO., LTD.**
**(2) PROPOSAL ON THE AMENDMENTS TO THE ARTICLES OF
ASSOCIATION OF HARBIN BANK CO., LTD.**
**(3) PROPOSAL ON THE AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETINGS
OF HARBIN BANK CO., LTD.**
**(4) PROPOSAL ON THE AMENDMENTS TO THE RULES OF
PROCEDURE FOR THE BOARD OF DIRECTORS OF
HARBIN BANK CO., LTD.**
**(5) PROPOSAL ON THE ABSORPTION AND MERGER OF
HUACHUAN RONGXING VILLAGE AND TOWNSHIP BANK CO.,
LTD. AND ITS CONVERSION TO A SUB-BRANCH
AND
NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING**

The Company will convene the EGM at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 8:30 a.m. on Friday, 29 August 2025. The notice convening the EGM is set out on pages 207 to 208 of this circular.

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

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

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise revised from time to time
“Board”	the board of directors of the Company
“Company”	Harbin Bank Co., Ltd. (哈爾濱銀行股份有限公司), a joint stock company incorporated in the PRC on 25 July 1997 with limited liability in accordance with the Company Law of the PRC (《中華人民共和國公司法》), and the H Shares of which are listed on the Hong Kong Stock Exchange (stock code: 6138)
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》)
“Director(s)”	the director(s) of the Company
“EGM”	the 2025 second extraordinary general meeting or any adjourned meeting of the Company to be held at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 8:30 a.m. on Friday, 29 August 2025
“Group” or “Bank”	the Company and all of its subsidiaries and branches
“Huachuan Village and Township Bank”	Huachuan Rongxing Village and Township Bank Co., Ltd., initiated and established by the Company in January 2011
“Rules of Procedure for the Board of Directors”	the Rules of Procedure for the Board of Directors of Harbin Bank Co., Ltd.
“Rules of Procedure for the Shareholders’ General Meetings”	the Rules of Procedure for the Shareholders’ General Meetings of Harbin Bank Co., Ltd./the revised Rules of Procedure for the Shareholders’ General Meetings of Harbin Bank Co., Ltd.

DEFINITIONS

“NFRA”/“CBIRC”/“CBRC”	the National Financial Regulatory Administration/the China Banking and Insurance Regulatory Commission (before 18 May 2023)/the China Banking Regulatory Commission (before 17 March 2018)
“Board of Supervisors”	the board of supervisors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise revised from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	7 August 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	Domestic Share(s) and/or H Share(s) of the Company
“Shareholder(s)”	holder(s) of Share(s)

LETTER FROM THE BOARD



哈爾濱銀行股份有限公司*

Harbin Bank Co., Ltd.*

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

(Stock Code: 6138)

Members of the Board:

Executive Directors:

Mr. Deng Xinquan
Mr. Yao Chunhe

Non-executive Directors:

Mr. Zhang Xianjun
Mr. Liu Peiwei
Mr. Cheng Shuai
Mr. Jia Haining

Independent Non-executive Directors:

Mr. Hou Bojian
Mr. Jin Qinglu
Mr. Chen Ming
Ms. Leung Sau Fan, Sylvia

Registered Address:

No. 888 Shangjiang Street
Daoli District
Harbin
Heilongjiang Province
PRC

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

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

11 August 2025

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSAL ON THE CANCELLATION OF THE BOARD OF
SUPERVISORS OF HARBIN BANK CO., LTD.**
- (2) PROPOSAL ON THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION OF HARBIN BANK CO., LTD.**
- (3) PROPOSAL ON THE AMENDMENTS TO THE RULES
OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETINGS
OF HARBIN BANK CO., LTD.**
- (4) PROPOSAL ON THE AMENDMENTS TO THE RULES
OF PROCEDURE FOR THE BOARD OF DIRECTORS OF
HARBIN BANK CO., LTD.**
- (5) PROPOSAL ON THE ABSORPTION AND MERGER OF
HUACHUAN RONGXING VILLAGE AND TOWNSHIP BANK CO., LTD.
AND ITS CONVERSION TO A SUB-BRANCH
AND
NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with detailed information regarding, among others, the (1) proposal on the cancellation of the Board of Supervisors of Harbin Bank Co., Ltd.; (2) proposal on the amendments to the Articles of Association of Harbin Bank Co., Ltd.; (3) proposal on the amendments to the Rules of Procedure for the Shareholders' General Meetings of Harbin Bank Co., Ltd.; (4) proposal on the amendments to the Rules of Procedure for the Board of Directors of Harbin Bank Co., Ltd.; (5) proposal on the absorption and merger of Huachuan Village and Township Bank and its conversion to a sub-branch; and (6) a notice convening the EGM, so as to enable you to make informed decisions on whether to vote for or against the relevant resolution to be proposed at the EGM.

In addition, the Report on Renewal of Liability Insurance for Directors, Supervisors, and Senior Management will be presented to the Shareholders at the EGM.

2. PROPOSAL ON THE CANCELLATION OF THE BOARD OF SUPERVISORS OF HARBIN BANK CO., LTD.

Reference is made to the Company's announcement dated 27 June 2025, in relation to the proposed amendments to the Articles of Association and the cancellation of the Board of Supervisors.

In accordance with the provisions of the Company Law and other relevant laws, regulations, regulatory systems, as well as the requirements for the reform of the board of supervisors of state-owned enterprises, the Company intends to cancel the Board of Supervisors, and authorize the audit committee of the Board of Directors to exercise the powers of the Board of Supervisors stipulated in the Company Law and regulatory systems. The special committees under the Board of Supervisors shall be cancelled simultaneously. The Company's governance systems related to the Board of Supervisors, such as the Rules of Procedure of the Board of Supervisors of Harbin Bank Co., Ltd., shall be abolished accordingly. The current supervisors cease to serve as supervisors of the Company.

The above adjustments shall come into effect on the date when the proposed amended Articles of Association of the Company is approved by the shareholders' general meeting and approved by the Heilongjiang Office of the National Financial Regulatory Administration. Prior to that, the Board of Supervisors shall continue to exercise the powers of the Board of Supervisors stipulated in the Company Law and regulatory systems.

3. PROPOSAL ON THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF HARBIN BANK CO., LTD.

Reference is made to the Company's announcement dated 27 June 2025, in relation to the proposed amendments to the Articles of Association and the cancellation of the Board of Supervisors.

LETTER FROM THE BOARD

In accordance with the provisions of the Company Law and other relevant laws, regulations, regulatory systems, as well as the requirements for the reform of the board of supervisors of state-owned enterprises, and in light with the actual situation of the Company, the Articles of Association shall be amended.

The amendments to the Articles of Association will be submitted to the EGM for consideration. After approval by the shareholders' general meeting, it will be submitted to the Heilongjiang Office of the National Financial Regulatory Administration for approval. At the same time, the shareholders' general meeting is proposed to authorize the Board of Directors to make corresponding adjustments and amendments to the Articles of Association approved by the Board of Directors and the shareholders' general meeting in accordance with the requirements and opinions of relevant government departments and regulatory authorities (including but not limited to adjustments and amendments to the text, chapters, clauses, etc.). The amended Articles of Association shall come into effect on the date when it is approved by the Heilongjiang Office of the National Financial Regulatory Administration.

For the explanation on the amendments to the Articles of Association, please refer to Appendix I of this circular.

4. RESOLUTION ON THE AMENDMENTS TO THE RULES OF PROCEDURE FOR THE SHAREHOLDERS' GENERAL MEETINGS OF HARBIN BANK CO., LTD.

In accordance with the provisions of the Company Law and other relevant laws and regulations, regulatory system provisions, and relevant requirements for the reform of state-owned enterprise board of supervisors, and combining with the proposed amendments to the Articles of Association, the Company intends to amend the existing Rules of Procedure for the Shareholders' General Meetings.

The amendments to the Rules of Procedure for the Shareholders' General Meetings will be submitted for Shareholders' approval at the EGM. Meanwhile, the Board will seek a general mandate from Shareholders to make corresponding adjustments and modifications (including but not limited to textual, structural or clause-level amendments) to the Rules of Procedure for the Shareholders' General Meetings as approved by the Shareholders' General Meetings, as may be required by relevant government authorities and regulatory bodies. Such amendments shall take effect concurrently with the effectiveness of the Company's proposed amendments to the Articles of Association, subject to Shareholders' approval at the Shareholders' General Meetings.

For the explanation on the amendments to the Rules of Procedure for the Shareholders' General Meetings, please refer to Appendix II of this circular.

LETTER FROM THE BOARD

5. RESOLUTION ON THE AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS OF HARBIN BANK CO., LTD.

In accordance with the provisions of the Company Law and other relevant laws and regulations, regulatory system provisions, and relevant requirements for the reform of state-owned enterprise board of supervisors, and combining with the proposed amendments to the Articles of Association, the Company intends to amend the existing Rules of Procedure for the Board of Directors.

The amendments to the Rules of Procedure for the Board of Directors will be submitted for Shareholders' approval at the EGM. Meanwhile, the Board will seek a general mandate from Shareholders to make corresponding adjustments and modifications (including but not limited to textual, structural or clause-level amendments) to the Rules of Procedure for the Board of Directors as approved by the Shareholders' General Meetings, as may be required by relevant government authorities and regulatory bodies. Such amendments shall take effect upon obtaining approval from the Heilongjiang Office of the National Financial Regulatory Administration for the revised Articles of Association, subject to Shareholders' approval at the Shareholders' General Meetings.

For the explanation on the amendments to the Rules of Procedure for the Board of Directors, please refer to Appendix III of this circular.

6. PROPOSAL ON THE ABSORPTION AND MERGER OF HUACHUAN RONGXING VILLAGE AND TOWNSHIP BANK CO., LTD. AND ITS CONVERSION TO A SUB-BRANCH

(1) Overview

In order to implement the spirit of the Central Financial Work Conference and the relevant opinions and requirements of the regulatory authorities, further consolidate operating resources and enhance its financial service capabilities for regional economic development, the Company intends to, on the basis of acquiring the equity interests held by other shareholders in Huachuan Village and Township Bank, absorb and merge such village and township bank and convert it into a sub-branch of the Company.

(2) Basic Information on the Village and Township Bank Proposed for Absorption and Merger

Huachuan Village and Township Bank was initiated and established by the Company in January 2011, with a registered capital of RMB344.655 million. The Company holds 99.6296% of its shares.

LETTER FROM THE BOARD

(3) Method and Scope of the Absorption and Merger

The Company proposes to acquire the equity interests held by other shareholders of Huachuan Village and Township Bank by cash payment. On this basis, the Company will absorb and merge such village and township bank and convert it into a sub-branch of the Company, thereby dissolving and revoking its legal person status, with all assets, liabilities, businesses, personnel, and other rights and obligations to be assumed by the Company.

The above mergers and absorptions are subject to approval by the local offices of the National Financial Regulatory Administration. The specific implementation methods and procedures will be carried out in accordance with the opinions of the regulatory authorities. In the event of any material changes or unforeseen circumstances, adjustments will be made in compliance with applicable laws, regulations, and the Company's relevant provisions.

(4) Impact on the Company's Finances and the Hong Kong Listing Rules Implication

As the financial statements of Huachuan Village and Township Bank has already been consolidated into the Company's financial statements, the above mergers and absorptions will not have any material impact on the Company's financial condition or operating performance. Furthermore, it does not involve any changes to the Company's name, registered capital, shareholders, or shareholding structure and will not prejudice the interests of the Company or its shareholders.

Based on currently available information, the highest applicable percentage ratio for the aforesaid equity acquisitions is expected to be below 5%. Therefore, such equity acquisitions do not constitute a notifiable transaction under Chapter 14 of the Hong Kong Listing Rules. In addition, the relevant parties to the aforesaid equity acquisitions and their ultimate beneficial owners are all third parties independent of the Company and its connected persons. Therefore, the aforesaid equity acquisitions do not constitute connected transactions under Chapter 14A of the Hong Kong Listing Rules.

(5) Authorization

The Board proposes to the shareholders' general meeting to authorize the Board and agrees that the Board may delegate the authorization to the chairman, the president, the secretary to the Board for organizing, implementing and handling, either individually or jointly, the relevant matters relating to the aforesaid absorption and merger for conversion to sub-branches upon consideration and approval of the proposal at the shareholders' general meeting, including but not limited to:

- (a) amending the absorption and merger proposal, formulating and signing the absorption and merger agreements and other relevant documents, and making announcements and disclosures in accordance with laws, regulations and regulatory requirements;

LETTER FROM THE BOARD

- (b) handling the transfer of relevant assets and personnel resettlement relating to the absorption and merger, dissolution of village and township bank, establishment of a new sub-branch, as well as the various approvals and registration procedures involved;
- (c) deciding to postpone, suspend, or terminate the implementation of the aforesaid absorption and merger in the event of force majeure or other circumstances rendering implementation difficult; and
- (d) being responsible for organizing, implementing and handling other matters relating to the aforesaid absorption and merger.

The term of the aforesaid authorization shall be from the date of consideration and approval at the shareholders' general meeting to the date of completion of the matters relating to the aforesaid absorption and merger.

7. THE EGM

The Company will convene the EGM at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 8:30 a.m on Friday, 29 August 2025. The notice convening the EGM is set out on pages 207 to 208 of this circular. The proxy form for use at the EGM is also enclosed herewith.

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

8. VOTING BY POLL

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

LETTER FROM THE BOARD

9. RECOMMENDATION

The Board considers that the resolution to be proposed at the EGM is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the aforesaid proposed resolution.

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

EXPLANATIONS ON THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION OF HARBIN BANK CO., LTD.

In accordance with the provisions of the Company Law and other relevant laws, regulations and regulatory systems, as well as the relevant requirements for the reform of board of supervisors of state-owned enterprises, the Company has made corresponding amendments to the currently effective Articles of Association, which are as follows¹:

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
1	Article 2 For the purposes of maintaining the legitimate rights and interests of the Company, its shareholders and creditors, and of standardizing the organization and behaviour of the Company, the Articles of Association is hereby formulated in combination with the actual circumstance of the Company and according to the Company Law, the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Law of the People's Republic of China on Commercial Banks (hereinafter referred to as the "Commercial Banking Law"), the Prerequisite Clauses for Articles of Association of Companies to Be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies and other relevant laws, administrative regulations, departmental rules and relevant regulations by securities regulatory authorities of the jurisdiction where the Company's shares are listed.	Article 2 For the purposes of maintaining the legitimate rights and interests of the Company, its shareholders, <u>staff</u> and creditors, and of standardizing the organization and behaviour of the Company, the Articles of Association is hereby formulated in combination with the actual circumstance of the Company and according to the Company Law, the Securities Law of the People's Republic of China (hereinafter referred to as the "Securities Law"), the Law of the People's Republic of China on Commercial Banks (hereinafter referred to as the "Commercial Banking Law"), the Prerequisite Clauses for Articles of Association of Companies to Be Listed Overseas, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies and other relevant laws, administrative regulations, departmental rules and relevant regulations by securities regulatory authorities of the jurisdiction where the Company's shares are listed.

¹ Adjustments to the punctuations and the numbering of chapters and articles quoted, as well as changes in the numbering of articles due to the amendments to the Articles of Association, and the adjustment of "shareholders' general meeting" to "shareholders' general meeting" and "CBIRC" to "the banking and insurance regulatory authority of the State Council" only in this explanatory statement of amendments would not be listed separately as they do not involve any changes in the substantial contents of the Articles of Association.

APPENDIX I

EXPLANATIONS ON THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION OF HARBIN BANK CO., LTD.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
2	Article 8 The Chairman of the Board of Directors shall be the legal representative of the Company.	Article 8 The Chairman of the Board of Directors shall be the legal representative of the Company <u>shall be a director who executes corporate affairs on behalf of the Company and is decided by the Board upon consideration. The resignation of a director who serves as the legal representative is deemed to be simultaneous with the resignation of the legal representative.</u>
3	(New Article)	<u>Article 9 The legal consequences of civil activities performed by a legal representative in the name of the Company shall be borne by the Company.</u> <u>Restrictions on the authority of the legal representative imposed by the Articles of Association or the shareholders' general meeting shall not be enforceable against bona fide counterparty.</u> <u>Where the legal representative causes damage to any other person in the performance of his/her duties, the Company shall assume civil liability for such damage. The Company may, after assuming such civil liability, claim reimbursement from the legal representative at fault in accordance with the laws or the Articles of Association.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
4	Article 11 The Articles of Association shall be binding upon the Company, its shareholders, directors, supervisors, president and other senior management personnel, all of whom are entitled to claim their rights in relation to the Company's affairs in accordance with the Articles of Association. In accordance with the Articles of Association, shareholders shall have the right to take legal proceedings against the Company; the Company shall have the right to take legal proceedings against shareholders; shareholders shall have the right to take legal proceedings against other shareholders; and shareholders shall have the right to take legal proceedings against directors, supervisors, president and other of the Company. The "legal proceedings" referred to in the preceding paragraph shall include filing suits to a court or applying for arbitration to an arbitration organization.	Article 12 The Articles of Association shall be binding upon the Company, its shareholders, directors, supervisors, president and other senior management personnel, all of whom are entitled to claim their rights in relation to the Company's affairs in accordance with the Articles of Association. In accordance with the Articles of Association, shareholders shall have the right to take legal proceedings against the Company; the Company shall have the right to take legal proceedings against shareholders; shareholders shall have the right to take legal proceedings against other shareholders; and shareholders shall have the right to take legal proceedings against directors, supervisors, president and other of the Company. The "legal proceedings" referred to in the preceding paragraph shall include filing suits to a court or applying for arbitration to an arbitration organization.
5	Article 13 The governing subjects such as shareholders, directors, supervisors and senior management personnel, or relevant personnel of the Company shall not obstruct the normal operation of the corporate governance mechanism by such means as interfering in the normal convening of shareholders' general meetings, board meetings or supervisor meetings, or impair the Company's interests.	Article 14 The governing subjects such as shareholders, directors, supervisors and senior management personnel, or relevant personnel of the Company shall not obstruct the normal operation of the corporate governance mechanism by such means as interfering in the normal convening of shareholders' general meetings, or board meetings or supervisor meetings, or impair the Company's interests.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
6	Article 15 Subject to approval by the banking and insurance regulatory authority of the State Council, the Company may invest in other limited liability companies and joint stock limited companies in accordance with the laws, and shall assume responsibilities to the invested corporation with limitation to its capital contribution. The Company implements management system of first-grade legal person and hierarchical grades of operations. The Head Office shall carry out management mode of unified accounting, unified capital allocation, unified management and classified assessment for its branch offices.	Article 16 Subject to approval by the banking and insurance regulatory authority of the State Council, the Company may invest in other limited liability companies and joint stock limited companies <u>enterprises</u> in accordance with the laws, and shall assume responsibilities to the invested corporation with limitation to its capital contribution. <u>Where the law stipulates that the Company shall not be a contributor that bears joint and several liability for the debts of the invested enterprise, such stipulation shall apply.</u> The Company implements management system of first-grade legal person and hierarchical grades of operations. The Head Office shall carry out management mode of unified accounting, unified capital allocation, unified management and classified assessment for its branch offices.
7	Article 18 The labour union shall, on behalf of the employees, conclude the collective contract with the Company with respect to the remuneration, working hours, welfare, insurance, work safety and sanitation and other matters. To make a decision on restructuring or any important issue related to business operation, or to formulate any important regulation, the Company shall solicit the opinions of its labour union, and shall solicit the opinions and proposals of the employees through the meeting of the representatives of the employees or in any other way.	Article 19 The labour union shall, on behalf of the employees, conclude the collective contract with the Company with respect to the remuneration, working hours, <u>rest and leave, insurance benefits</u>, work safety and sanitation and other matters. To make a decision on restructuring, <u>dissolution, filing for bankruptcy</u> or any important issue related to business operation, or to formulate any important regulation, the Company shall solicit the opinions of its labour union, and shall solicit the opinions and proposals of the employees through the meeting of the representatives of the employees or in any other way.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
8	Article 22 The issuance of shares shall comply with the principle of openness, fairness and impartiality, and each share of the same category shall have equal rights. Shares of the same category issued at the same time shall be issued on the same conditions and at the same price. All entities and individuals shall pay the same price for each share of the same category they subscribe for.	Article 23 The issuance of shares shall comply with the principle of openness, fairness and impartiality, and each share of the same category shall have equal rights. Shares of the same category issued at the same time shall be issued on the same conditions and at the same price. All entities and individuals Subscribers shall pay the same price for each share of the same category they subscribe for.
9	Article 24 Subject to the examination and approval of the banking and insurance regulatory authority and the securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors. For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries or from Hong Kong Special Administrative Region, Macau Special Administrative Region or Taiwan that subscribe for shares issued by the Company; and the term “domestic investors” shall refer to investors within the People’s Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.	Article 25 Subject to the examination and approval of or filing with the banking and insurance regulatory authority and the securities regulatory authority of the State Council, the Company may issue shares to domestic and foreign investors. For the purposes of the preceding paragraph, the term “foreign investors” shall refer to investors from foreign countries or from Hong Kong Special Administrative Region, Macau Special Administrative Region or Taiwan that subscribe for shares issued by the Company; and the term “domestic investors” shall refer to investors within the People’s Republic of China, excluding the above-mentioned regions, that subscribe for shares issued by the Company.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
10	Article 28 As of 31 March 2014, the share capital structure of the Company is as follow: a total of 10,995,599,553 ordinary shares have been issued, of which 7,972,029,553 domestic shares have been issued, representing approximately 72.50% of the entire ordinary shares the Company may issue; and 3,023,570,000 H shares have been issued, representing approximately 27.50% of the entire ordinary shares the Company may issue. The above-mentioned share capital includes shares rationed, presented and increased over the years by the Company as of 31 March 2014.	Article 29 As of 31 March 2014, <u>The current</u> share capital structure of the Company is as follow: a total of 10,995,599,553 ordinary shares have been issued, of which 7,972,029,553 domestic shares have been issued, representing approximately 72.50% of the entire ordinary shares the Company may issue; and 3,023,570,000 H shares have been issued, representing approximately 27.50% of the entire ordinary shares the Company may issue. The above-mentioned share capital includes shares rationed, presented and increased over the years by the Company as of 31 March 2014.
11	Article 29 After the Company's plan of issuing of overseas listed shares and domestic shares being approved by the securities regulatory authority of the State Council, the Board of the Company may make implementation arrangements for such plan by means of separate issuance. The Company's plan of separate issuance of overseas listed shares and domestic shares pursuant to the preceding paragraph may be implemented respectively within fifteen (15) months from the date of approval by the securities regulatory authority of the State Council.	Deleted
12	Article 30 Where the Company issues foreign overseas listed shares and domestic shares respectively within the total number of shares defined in the issuance plan, the respective shares shall be subscribed for in full at one time. If they cannot be subscribed for in full at one time under special circumstances, these shares may be issued in several stages subject to the approval of the securities regulatory authority of the State Council.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
13	Article 32 The Company may, based on its demands of operation and business development and in accordance with the relevant laws and regulations or listing rules of the stock exchanges on which the Company's shares are listed and subject to the resolutions approved by the general meeting as well as approval by the banking and insurance regulatory authority of the State Council, approve an increase of capital in the following ways: (1) public offering of new shares to non-specific investors; (2) placing new shares to its existing shareholders; (3) allotting new shares to its existing shareholders; (4) capitalizing its capital reserve; and (5) any other means which is permitted by the laws, administrative regulations and approved by the regulatory authorities. The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations of the State.	Article 31 The Company may, based on its demands of operation and business development and in accordance with the relevant laws and regulations or listing rules of the stock exchanges on which the Company's shares are listed and subject to the resolutions approved by the general meeting as well as approval by the banking and insurance regulatory authority of the State Council, approve an increase of capital in the following ways: (1) public offering of new shares <u>issue of shares</u> to non-specific investors <u>unspecified parties</u>; (2) placing new shares <u>issue of shares</u> to its existing shareholders <u>specified parties</u>; (3) allotting <u>bonus</u> new shares to its existing shareholders; (4) capitalizing its capital reserve; and (5) any other means which is permitted by the laws, administrative regulations and approved by the regulatory authorities. <u>Where an increase in registered capital of the Company is made by means of issue of new shares, the shareholders do not have any pre-emptive right unless the Articles of Association provides otherwise or the shareholders' general meeting resolves that the shareholders shall have pre-emptive right. It shall</u> The Company's increase of capital by issuing new shares shall, after being approved in accordance with the provisions of the Articles of Association, be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations of the State.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
14	(New Article)	<u>Article 32 Neither the Company nor any subsidiary of the Company (including the affiliated enterprises of the Company) shall provide gifts, loans, guarantees, or other financial assistance to others for the purpose of acquiring shares of the Company, except for the implementation of the employee stock ownership plan by the Company.</u> <u>For the benefit of the Company, upon resolution of the shareholders' general meeting, or upon resolution of the Board of Directors in accordance with the Articles of Association or the authorization of the shareholders' general meeting, the Company may provide financial assistance to others for the purpose of acquiring shares of the Company, provided that the cumulative total amount of financial assistance shall not exceed 10% of the total issued share capital. A resolution of the Board of Directors shall be passed by more than two-thirds of all directors.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
15	Article 34 The Company must prepare a balance sheet and an inventory of assets when it to reduce its registered capital. The Company shall notify its creditors within ten (10) days from the date of adoption of the Company's resolution on reduction of registered capital and shall publish an announcement in the newspaper within thirty (30) days from the date of such resolution. A creditor shall, within thirty (30) days of receiving the notice from the Company, or within forty-five (45) days since the date of the first public announcement for those who have not received the notice, be entitled to require the Company to repay its debts in full or provide a corresponding guarantee for such debts. The registered share capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.	Article 34 The Company must prepare a balance sheet and an inventory of assets when it to reduce its registered capital. The Company shall notify its creditors within ten (10) days from the date of adoption of the Company's resolution on reduction of registered capital and shall publish an announcement in the newspaper <u>or the national enterprise credit publicity system</u> within thirty (30) days from the date of such resolution. A creditor shall, within thirty (30) days of receiving the notice from the Company, or within forty-five (45) days since the date of the first public announcement for those who have not received the notice, be entitled to require the Company to repay its debts in full or provide a corresponding guarantee for such debts. The registered share capital of the Company following the reduction of capital shall not fall below the minimum statutory requirement.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
16	Article 35 The Company may, in accordance with stipulations of laws, administrative regulations, departmental rules and the Articles of Association, repurchase its outstanding shares under the following circumstances: (1) reducing its registered capital; (2) merging with another company that holds shares of the Company; (3) granting shares to the Company's employees as a reward; (4) acquiring shares held by shareholders who vote against any resolution proposed in any general meeting on the merger or division of the Company upon their request; and (5) other circumstances as permitted by laws and administrative regulations. The Company shall not engage in the trading of its shares save for the circumstances specified above.	Article 35 The Company may, in accordance with stipulations of laws, administrative regulations, departmental rules and the Articles of Association, repurchase its outstanding shares under the following circumstances: (1) reducing its registered capital; (2) merging with another company that holds shares of the Company; (3) granting shares <u>for employee shareholding schemes or equity incentives to the Company's employees as a reward;</u> (4) acquiring shares held by shareholders who vote against any resolution proposed in any general meeting on the merger or division of the Company upon their request; <u>(5) using shares for conversion into corporate bonds issued by the Company that are convertible into shares;</u> <u>(6) as necessary for the Company to maintain its corporate value and shareholders' rights and interests; and</u> (5) (7) other circumstances as permitted by laws and administrative regulations. The Company shall not engage in the trading of its shares save for the circumstances specified above.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
17	Article 36 The Company may, with the examination and approval of relevant regulatory authorities, repurchase its shares in one of the following manners: (1) to make a repurchase offer pro rata to all of its shareholders; (2) to repurchase shares through open transaction at a stock exchange; (3) to repurchase shares through agreement outside a securities exchange; and (4) other means as permitted by the laws, administrative regulations and the regulatory authorities.	Article 36 The Company may, with the examination and approval of relevant regulatory authorities, repurchase its shares <u>through ways recognized by laws and regulations, regulatory requirements, and the listing rules of the place where the Company's stocks are listed.</u> in one of the following manners: (1) to make a repurchase offer pro rata to all of its shareholders; (2) to repurchase shares through open transaction at a stock exchange; (3) to repurchase shares through agreement outside a securities exchange; and (4) other means as permitted by the laws, administrative regulations and the regulatory authorities.
18	Article 37 Where the Company repurchases its shares through agreement outside a securities exchange, it shall seek prior approval of the shareholders' general meeting in accordance with the Articles of Association. Upon the prior approval by the shareholders' general meeting obtained in the same manner, the Company may rescind or change a contract so entered into by the Company or waive any of its rights thereunder shareholders' general meeting. The contract to repurchase shares as referred to in the preceding paragraph includes, but not limited to, agreements whereby redemption obligations are undertaken and redemption rights are acquired. The Company shall not assign a contract for repurchasing its shares or any of its rights thereunder. Where the Company has the right to repurchase redeemable shares, repurchases not made through the market or by tender shall be limited to a maximum price; if repurchases are made by tender, invitation for tenders shall be made to all shareholders alike.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
19	Article 38 Shares repurchased in accordance with the laws by the Company shall be cancelled within the period prescribed by laws and administrative regulations, and the Company shall apply to the original company registration authority for registration of the change of its registered capital. The amount of the Company's registered share capital shall be reduced by the aggregate par value of those cancelled shares.	Deleted
20	Article 39 Unless the Company is in the course of liquidation, it must comply with the following provisions in respect of repurchase of its outstanding shares: (1) Where the Company repurchases its shares at par value, payment shall be deducted from the book balance of the distributable profits of the Company and the proceeds of a fresh issuance of shares made for that purpose; (2) Where the Company repurchases its shares at a premium over their par value, the portion corresponding to the par value shall be made out of the book balance of distributable profits of the Company and the proceeds of a fresh issuance of shares made for that purpose. Payment of the portion in excess of the par value shall be effected as follows: 1. If the shares repurchased were issued at par value, payment shall be made out of the book balance of the distributable profits of the Company; and	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	2. If the shares repurchased were issued at a premium over their par value, payment shall be made out of the book balance of the distributable profits of the Company and the proceeds of a fresh issue of shares made for that purpose; However, the amount deducted from the proceeds of the fresh issuance of shares shall not exceed the aggregate of premiums received by the Company from the original shares issuance, nor exceed the balance of the Company's capital reserve account (including the premiums on the issuance of new shares); (3) Payment by the Company for the following purposes shall be paid from the Company's distributable profits: 1. obtaining rights to repurchase shares of the Company; 2. modifying of any contract for repurchasing shares of the Company; and 3. release of its obligation under any contract for repurchasing its shares. (4) After the Company's registered capital has been reduced by the total par value of the cancelled shares in accordance with the relevant provisions, the amount deducted from the distributable profits of the Company for payment of the par value portion of the shares repurchased shall be transferred to the Company's capital reserve account.	
21	Article 40 Unless otherwise provided by the laws, administrative regulations, departmental rules, laws of the locality where the Company's shares are listed and relevant requirements of the Stock Exchange of Hong Kong, the shares of the Company may be transferred freely without any lien being attached.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
22	Article 41 Foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange which was fully paid can be transferred freely pursuant to the Articles of Association. However, unless the transfer complies with the following conditions, the Board may refuse to recognise any transfer documents without stating any reasons therefor: (1) any transfer documents and other documents relating to or affecting the title to any shares shall be registered and the fee levied pursuant to the Listing Rules of the Hong Kong Stock Exchange shall be paid to the Company; (2) the transfer documents only involve the foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange;; (3) the stamp duty payable on the transfer documents has been paid according to legal requirements of Hong Kong; (4) relevant share certificate(s) and the evidences certifying the right to transfer shares as reasonably required by the Board shall be provided; (5) if the share is to be transferred to joint owners, the number of the joint owners shall not exceed four (4); and (6) relevant shares are free from all liens of the Company. If the Board refuses to register the transfer of shares, the Company shall deliver a notification related to the refusal of transfer of shares to the transferor and transferee within two (2) months from the date of the formal application for transferring the shares.	Article 37 Foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange which was fully paid can be transferred freely pursuant to the Articles of Association. However, unless the transfer complies with the following conditions, the Board may refuse to recognise any transfer documents without stating any reasons therefor: (1) any transfer documents and other documents relating to or affecting the title to any shares shall be registered and the fee levied pursuant to the Listing Rules of the Hong Kong Stock Exchange shall be paid to the Company; (2) the transfer documents only involve the foreign shares listed overseas (H shares) listed on the Hong Kong Stock Exchange; (3) the stamp duty payable on the transfer documents has been paid according to legal requirements of Hong Kong; (4) relevant share certificate(s) and the evidences certifying the right to transfer shares as reasonably required by the Board shall be provided; (5) if the share is to be transferred to joint owners, the number of the joint owners shall not exceed four (4); and (6) <u>(5)</u> relevant shares are free from all liens of the Company. If the Board refuses to register the transfer of shares, the Company shall deliver a notification related to the refusal of transfer of shares to the transferor and transferee within two (2) months from the date of the formal application for transferring the shares.

APPENDIX I**EXPLANATIONS ON THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION OF HARBIN BANK CO., LTD.**

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
23	Article 43 The Company shall not accept any shares of the Company as the subject of a pledge.	Article 39 The Company shall not accept any shares of the Company as the subject of a <u>right of</u> pledge.
24	Article 45 The Company (including branches of the Company) or its subsidiaries shall not, by any means including bestowal, underwriting, guarantee, compensation or loans and at any time, provide any kind of financial assistance to a person who is acquiring or is proposing to acquire shares of the Company. The aforesaid acquirer of shares of the Company includes a person who directly or indirectly assumes any obligations due to the acquisition of shares of the Company. The Company (including the branches of the Company) or its subsidiaries shall not, by any means and at any time, provide financial assistance to the aforesaid acquirer for the purpose of reducing or discharging the obligations assumed by that person. This provision does not apply to the circumstances stated in Article 47 of the Articles of Association.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
25	Article 46 The financial assistance referred to in this section includes (but not limited to) the following means: (1) Gift; (2) Guarantee (including the assumption of liability by the guarantor or the provision of assets by the guarantor to secure the performance of obligations by the obligor), or compensation (but excluding compensation arising from the Company's own default) or relief or waiver of any rights; (3) Provision of loans or any other agreements under which the obligations of the Company are to be fulfilled before the obligations of another party, or a change in the parties to, or the assignment of rights arising under such loans or agreements; and (4) any other forms of financial assistance given by the Company when the Company is insolvent or has no net assets or when its net assets would be reduced to a material extent. The expression "assuming an obligation" referred to in this section includes the assumption of obligations by way of contract or the making of an arrangement (whether enforceable or not, and whether made on its own account or with any other persons), or by the changing of the obligor's financial position by any other means.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
26	Article 47 The following activities shall not be deemed to be activities as prohibited under Article 45 of the Articles of Association: (1) the provision of financial assistance by the Company where the financial assistance is given in good faith for the interest of the Company, and the principal purpose of provision the financial assistance is not for the acquisition of shares of the Company, or the provision of the financial assistance is an incidental part of certain master plan of the Company; (2) the lawful distribution of the Company's assets as dividend; (3) distribution of dividends in form of shares; (4) a reduction of registered capital, a repurchase of shares or adjustment of the shareholding structure of the Company effected in accordance with the Articles of Association; (5) the lending of money by the Company within its scope of operation and in the ordinary course of its business (provided that the net assets of the Company are not thereby reduced or, to the extent that the net assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company); and (6) The provision of fund by the Company for contributions to employee shareholding schemes (provided that the net assets of the Company are not thereby reduced or that, to the extent that the net assets are thereby reduced, the financial assistance is provided out of the distributable profits of the Company).	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
27	Article 48 Shares of the Company shall be in registered form. The items specified on the share certificates of the Company shall, in addition to those provided in the Company Law, contain the following items required to be specified by the stock exchange(s) on which the shares of the Company are listed: (1) name of the Company; (2) date of establishment of the Company; (3) the category of share, par value and number of share it represents; (4) the serial number of share; and (5) other items required to be specified by Company Law and other relevant laws, administrative regulations, departmental rules and stock exchange on which shares of the Company are listed.	Article 41 Shares of the Company shall be in registered form. The items specified on the share certificates of the Company shall, in addition to those provided in the Company Law, contain otherthe following items required to be specified by the stock exchange(s) on which the shares of the Company are listed.: (1) name of the Company; (2) date of establishment of the Company; (3) the category of share, par value and number of share it represents; (4) the serial number of share; and (5) other items required to be specified by Company Law and other relevant laws, administrative regulations, departmental rules and stock exchange on which shares of the Company are listed.
28	Article 49 The share certificates shall be signed by the Chairman of the Board. Where the stock exchange on which the shares of the Company are listed requires the share certificates to be signed by the Company's other senior management personnel, the share certificates shall also be signed by other relevant senior management personnel. The share certificates shall take effect after being affixed with the seal of the Company or the seal of the Company in printed form. The share certificates shall only be affixed with the Company's seal under the authorization of the Board. The signatures of the Chairman of the Company or other relevant senior management personnel on the share certificates may also be in printed form.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
29	Article 50 The Company shall keep a register of shareholders which shall contain the following particulars: (1) the name, address (domicile), occupation or nature of each shareholder; (2) the category and number of shares held by each shareholder; (3) the amount paid-up or payable in respect of shares held by each shareholder; (4) the serial numbers of the shares held by each shareholder; (5) the date on which a person is registered as a shareholder; and (6) the date on which a person ceases to be a shareholder. The register of shareholders shall be the sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary.	Article 42 The Company shall prepare keep a register of shareholders and keep it at the Company. The register of shareholders which shall record contain the following particulars: (1) the name and address (domicile); occupation or nature of each the shareholder; (2) the class category and number of shares subscribed held by each shareholder; (3) the amount paid-up or payable in respect of shares held by each shareholder; (4) (3) for shares issued in paper form, serial numbers of the shares the serial numbers of the shares held by each shareholder; (5) the date on which a person is registered as a shareholder; and (6) the date on which a person ceases to be a shareholder. (4) the date on which each shareholder acquired their shares. The register of shareholders shall be the sufficient evidence of the holding of the Company's shares by a shareholder, unless there is evidence to the contrary.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
30	Article 51 The Company may, in accordance with the mutual understanding and agreements made between the securities regulatory authority of the State Council and overseas securities regulatory authorities, maintain its register of shareholders of overseas-listed foreign shares outside the PRC for shareholders' inspection and appoint overseas agent(s) to manage such register. The original register of holders of H shares shall be maintained in Hong Kong. The Company shall maintain a duplicate of the register of holders of overseas listed foreign shares at the Company's domicile; the appointed overseas agent(s) shall ensure the consistency between the original and the duplicate of the register of holders of overseas-listed foreign shares at all times. If there is any inconsistency between the original and the duplicate of the register of holders of foreign shares listed overseas, the original shall prevail.	Deleted
31	Article 52 The Company shall maintain a complete register of shareholders. The register of shareholders shall include the following parts: (1) the register of shareholders maintained at the Company's domicile, other than those as described in items (2) and (3) of this article; (2) the register of shareholders in respect of the holders of overseas-listed foreign shares of the Company maintained at the place where the overseas stock exchange on which the shares are listed is located; and (3) the register of shareholders maintained at such other places as the Board may consider necessary for the purpose of listing of the Company's shares.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
32	Article 53 Each part of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders. Changes or corrections of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained. Transfer of shift of shares shall be registered in the stock registration institute appointed by the Company. The Company shall instruct and urge its share transfer registration agency to refuse the registration of subscription, purchase or transfer of shares in the name of any individual shareholder, unless or until such an individual shareholder submits a signed transfer form of the relevant shares to the share transfer registration agency.	Article 43 Each part of the register of shareholders shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of shareholders. Changes or corrections of each part of the register of shareholders shall be made in accordance with the laws of the place where that part of the register of shareholders is maintained. Transfer of shift of shares shall be registered in the stock registration institute appointed by the Company. The Company shall instruct and urge its share transfer registration agency to refuse the registration of subscription, purchase or transfer of shares in the name of any individual shareholder, unless or until such an individual shareholder submits a signed transfer form of the relevant shares to the share transfer registration agency.
33	Article 55 When the Company intends to convene a shareholders' general meeting, distribute dividends, liquidate or engage in other activities that involve determination of shareholdings, the Board shall decide on a date for the determination of rights attaching to shares in the Company. Shareholders whose names appear in the register of shareholders at the end of the record date are shareholders of the Company.	Article 45 When the Company intends to convene a shareholders' general meeting, distribute dividends, liquidate or engage in other activities that involve determination of shareholdings, the Board <u>or the convener of the shareholders' general meeting</u> shall <u>determine the</u> decide on a date <u>of equity registration</u> for the determination of rights attaching to shares in the Company. Shareholders whose names appear in the register of shareholders at the <u>closing of the date of equity registration</u> end of the record date are shareholders of the Company <u>who are entitled to relevant benefits.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
34	Article 57 Any shareholder who is registered in, or any person who requests to have his name registered in, the register of shareholders may, if his share certificates (the “original certificates”) are lost, apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”). If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with regulations in the Article 143 of the Company Law. If a holder of overseas-listed foreign shares loses his share certificates and applies for their replacements, it may be dealt with in accordance with the laws of the place where the original register of holders of foreign shares listed overseas is maintained, the rules of the stock exchange or other relevant regulations. The issuance of replacement share certificates which are lost, stolen or ruined to holders of H shares who apply for a replacement shall comply with the following requirements: (1) The applicant shall submit an application to the Company in prescribed form accompanied by a notarization document or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss, steal or ruin of the share certificates as well as the declaration that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares;	Article 47 Any shareholder who is registered in, or any person who requests to have his name registered in, the register of shareholders may, if his share certificates (the “original certificates”) are lost, apply to the Company for a replacement share certificate in respect of such shares (the “relevant shares”). If a holder of domestic shares loses his share certificates and applies for their replacement, it shall be dealt with in accordance with regulations in the Article 164¹⁴³ of the Company Law. If a holder of overseas-listed foreign shares loses his share certificates and applies for their replacements, it may be dealt with in accordance with the laws of the place where the original register of holders of foreign shares listed overseas is maintained, the rules of the stock exchange <u>where the overseas listing takes place</u> or other relevant regulations. The issuance of replacement share certificates which are lost, stolen or ruined to holders of H shares who apply for a replacement shall comply with the following requirements: (1) The applicant shall submit an application to the Company in prescribed form accompanied by a notarization document or statutory declaration, containing the grounds upon which the application is made and the circumstances and evidence of the loss, steal or ruin of the share certificates as well as the declaration that no other person shall be entitled to request to be registered as the shareholder in respect of the relevant shares;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(2) No declaration has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company decides to issue the replacement share certificate; (3) The Company shall, if it decides to issue a replacement new share certificate to the applicant, make an announcement of its intention to issue the replacement new share certificate in such newspapers designated by the Board. The announcement shall be made at least once every thirty (30) days for a period of ninety (90) days; (4) The Company shall have, prior to the publication of its announcement of intention to issue a replacement certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days; In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published;	(2) No declaration has been received by the Company from a person other than the applicant for having his name registered as a holder of the relevant shares before the Company decides to issue the replacement share certificate; (3) The Company shall, if it decides to issue a replacement new share certificate to the applicant, make an announcement of its intention to issue the replacement new share certificate in such newspapers designated by the Board. The announcement shall be made at least once every thirty (30) days for a period of ninety (90) days; (4) The Company shall have, prior to the publication of its announcement of intention to issue a replacement certificate, delivered to the stock exchange on which its shares are listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of the stock exchange. The announcement shall be exhibited at the premises of the stock exchange for a period of ninety (90) days; In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send by post to such registered shareholder a copy of the announcement to be published;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(5) If, upon expiration of the 90-day period referred to in Items (3) and (4) of this article, the Company has not received from any person any objection to such application, the Company may issue a replacement share certificate to the applicant according to his application; (6) Where the Company issues a replacement share certificate under this article, it shall forthwith cancel the original certificate and register the cancellation and the issuance in the register of shareholders accordingly; and (7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.	(5) If, upon expiration of the 90-day period referred to in Items (3) and (4) of this article, the Company has not received from any person any objection to such application, the Company may issue a replacement share certificate to the applicant according to his application; (6) Where the Company issues a replacement share certificate under this article, it shall forthwith cancel the original certificate and register the cancellation and the issuance in the register of shareholders accordingly; and (7) All expenses relating to the cancellation of an original share certificate and the issuance of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.
35	Article 58 Where the Company issues a replacement share certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case that he/she is a bona fide purchaser) shall not be removed from the register of shareholders.	Deleted
36	Article 59 The Company shall not be liable for any loss suffered by any person due to the cancellation of the original certificate or the issuance of the replacement certificate, unless the claimant proves that the Company acted fraudulently.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
37	Article 60 The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors of the Bank shall be the same person, and a deputy secretary or a member of the Party Committee may be designated to assist the secretary to the Party Committee in carrying out Party-building work. The deputy secretary is generally assumed by the president who is a Party member. By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures.	Article 48 The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Party Committee”) shall be established and the commission for discipline inspection of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the “Discipline Inspection Committee”) shall be established within the Bank. The Party Committee shall consist of one secretary and the number of deputy secretaries as well as other members of the Party Committee shall be established according to the approval by higher-level Party organizations. One secretary to the Discipline Inspection Committee shall be established, and the number of deputy secretaries and other members of the Discipline Inspection Committee shall be established according to the approval by higher-level Party organizations. The secretary to the Party Committee and the chairman of the Board of Directors of the Bank shall be the same person, and a deputy secretary or a member of the Party Committee may be designated to assist the secretary to the Party Committee in carrying out Party-building work. The deputy secretary is generally assumed by the president who is a Party member. By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”, eligible members of the Party Committee can become members of the Board of Directors, the Board of Supervisors and the senior management through legal procedures, while eligible members of the Board of Directors, the Board of Supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. <u>At the same time, the Company has a discipline inspection and supervision team appointed by the higher-level discipline inspection commission and supervision commission. The Party committees at all levels of the Company shall establish discipline inspection commissions in accordance with the provisions of the Constitution of the CPC.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
38	Article 61 The Party committee shall perform the core leadership and core political functions, pursuant to the principle of “provide directions, manage overall situations and ensure implementation”, to fulfill its duty following party regulations including the Communist Party of China: ... (3) to study and discuss significant matters concerning reform, development and steady, major operation and management issues of the Company, as well as major issues concerning immediate interests of the employees, and propose opinions and suggestions; support the shareholders’ general meetings, the Board of Directors, Board of Supervisors and senior management in performing duties according to laws, and instructs and procures the senior management to implement the decisions of the shareholders’ general Meeting and the Board of Directors. ...	Article 49 The Party committee shall perform the core leadership and core political functions, pursuant to the principle of “provide directions, manage overall situations and ensure implementation”, to fulfill its duty following party regulations including the Communist Party of China: ... (3) to study and discuss significant matters concerning reform, development and steady, major operation and management issues of the Company, as well as major issues concerning immediate interests of the employees, and propose opinions and suggestions; support the shareholders’ general meetings, the Board of Directors, Board of Supervisors and senior management in performing duties according to laws, and instructs and procures the senior management to implement the decisions of the shareholders’ general Meeting and the Board of Directors. ...
39	New Article	<u>Article 54 The Party committee shall effectively strengthen leadership and guidance over the Party-building work of all secondary-level Party committees within the Company, and continuously improve a Party-building framework where each level oversees the next to ensure the implementation of relevant work at each level. All secondary-level Party committees shall integrate local management with the Company’s systemic management, translate the Party’s propositions and major decisions into the strategic objectives and work measures of the secondary-level Party committees, and promote the conscious actions of employees and the tangible outcomes of reform and development.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
40	Article 66 A shareholder of the Company is a person who lawfully holds the shares of the Company and whose name is registered in the register of shareholders. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. When two or more persons are registered as the joint shareholders of any shares, they shall be regarded as the common owners of such shares and subject to the following terms: (1) the Company shall not register more than four (4) persons as the joint shareholders for any shares; (2) the joint shareholders of any shares shall assume the joint and several liabilities for all the amounts payable for the relevant shares; (3) in case one of the joint holders has deceased, only other living persons of the joint shareholders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. But the Board shall have the right to demand a death certificate of such shareholder which it deems appropriate for the purpose of amending the register of shareholders; (4) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the certificate for the relevant shares, to receive the Company's notices, and to attend and exercise all the voting rights concerning the relevant shares in the general meetings of the Company. Any notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.	Article 55 A shareholder of the Company is a person who lawfully holds the shares of the Company and whose name is registered in the register of shareholders. A shareholder shall enjoy the relevant rights and assume the relevant obligations in accordance with the class and number of shares he/she holds. Shareholders holding the same class of shares shall be entitled to the same rights and assume the same obligations. When two or more persons are registered as the joint shareholders of any shares, they shall be regarded as the common owners of such shares and subject to the following terms: (1) the Company shall not register more than four (4) persons as the joint shareholders for any shares; (2) the joint shareholders of any shares shall assume the joint and several liabilities for all the amounts payable for the relevant shares; (3) in case one of the joint holders has deceased, only other living persons of the joint shareholders shall be deemed by the Company to be such persons as having the ownership of the relevant shares. But the Board shall have the right to demand a death certificate of such shareholder which it deems appropriate for the purpose of amending the register of shareholders; (4) for joint shareholders of any shares, only the joint shareholder whose name appears first in the register of shareholders is entitled to receive the certificate for the relevant shares, to receive the Company's notices, and to attend and exercise all the voting rights concerning the relevant shares in the general meetings of the Company. Any notice delivered to the aforesaid shareholder shall be deemed to have been delivered to all the joint shareholders of the relevant shares.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
41	Article 67 The ordinary shareholders of the Company shall be entitled to the following rights: (1) the right to receive dividends and benefit distributions in other forms in proportion to the number of shares held; (2) the right to request, convene, preside over, attend or entrust proxy to attend general meetings in accordance with the law and to deliver speeches and exercise the corresponding voting right thereat; (3) The right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries; (4) the right to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, rules, the relevant requirements of the securities regulatory authority in the place of listing of the shares of the Company and the provisions of the Articles of Association; (5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including: 1. to obtain a copy of the Articles of Association, subject to payment of relevant costs;	Article 56 The ordinary shareholders of the Company shall be entitled to the following rights: (1) the right to receive dividends and benefit distributions in other forms in proportion to the number of shares held; (2) the right to request, convene, preside over, attend or entrust proxy to attend general meetings in accordance with the law and to <u>exercise the corresponding voting right</u>deliver speeches and exercise the corresponding voting right thereat; (3) The right to supervise and manage the business activities of the Company and to put forward proposals and raise inquiries; (4) the right to transfer, bestow or pledge shares held by them in accordance with the laws, administrative regulations, rules, the relevant requirements of the securities regulatory authority in the place of listing of the shares of the Company and the provisions of the Articles of Association; (5) The right to obtain relevant information in accordance with the provisions of the Articles of Association, including: 1. to obtain a copy of the Articles of Association, subject to payment of relevant costs;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	2. to inspect free of charge and copy, subject to payment of a reasonable charge: (1) all parts of the register of shareholders; (2) personal particulars of each of the Company's directors, supervisors, president and other senior management staff, including: (a) present and former name and alias; (b) principal address (domicile); (c) nationality; (d) full-time and all other part-time occupations and duties; (e) identification document and its number. (3) the status of the Company's share capital; (4) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last fiscal year and the aggregate amount incurred by the Company for this purpose;	2. to inspect free of charge and copy, subject to payment of a reasonable charge: (1) all parts of the register of shareholders; (2) personal particulars of each of the Company's directors, supervisors, president and other senior management staff, including: (a) present and former name and alias; (b) principal address (domicile); (c) nationality; (d) full-time and all other part-time occupations and duties; (e) identification document and its number. (3) the status of the Company's share capital; (4) reports showing the aggregate par value, quantity, maximum and minimum price paid in respect of each class of shares repurchased by the Company since the end of the last fiscal year and the aggregate amount incurred by the Company for this purpose;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(5) minutes of shareholders' general meeting. (6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; (7) with respect to shareholders who vote against any resolution on the merger or division of the Company proposed at the general meeting, the right to demand the Company to repurchase the shares held by them; (8) the right to maintain their legitimate rights and interests through civil proceedings or other legal means in accordance with laws and regulations, and report relevant situations to the regulatory authority; (9) other rights conferred by laws, administrative regulations, department rules and the Articles of Association. The Company shall not exercise any right against any person who fails to disclose any of his direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.	(5) minutes of shareholders' general meeting. <u>the right to inspect and copy the Articles of Association, the register of shareholders, minutes of the general meetings, resolutions of the meetings of the Board of Directors and financial and accounting reports. If shareholders who have individually or collectively held more than 3% of the Company's shares for more than 180 consecutive days request to inspect the Company's accounting books and accounting vouchers, it shall submit a written request to the Company and state the purpose. If the Company has reasonable grounds to believe that the shareholder's inspection of the accounting books and accounting vouchers is for an improper purpose and may harm the lawful interests of the Company, the Company may refuse to provide such inspection and shall reply to the shareholder in writing within 15 days from the date of the written request from the shareholder, stating the reasons for the refusal. If the inspection is refused, the shareholder may file a lawsuit with the People's Court. Shareholders may appoint an intermediary agency, such as an accounting firm or a law firm, to inspect the materials as stipulated above. Shareholders and the accounting firms, law firms and other intermediary agencies they appointed shall comply with the requirements of laws and administrative regulations concerning the protection of state secrets, trade secrets, personal privacy and personal information when inspecting or copying relevant materials.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		(6) in the event of the termination or liquidation of the Company, to participate in the distribution of remaining assets of the Company in accordance with the number of shares held; (7) with respect to shareholders who vote against any resolution on the merger or division of the Company proposed at the general meeting, the right to demand the Company to repurchase the shares held by them; (8) the right to maintain their legitimate rights and interests through civil proceedings or other legal means in accordance with laws and regulations, and report relevant situations to the regulatory authority; (9) other rights conferred by laws, administrative regulations, department rules and the Articles of Association. The Company shall not exercise any right against any person who fails to disclose any of his direct or indirect interest in the Company for the purpose of freezing or otherwise damaging the interest of such person as attached to shares.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
42	Article 70 If any resolution made by the general meeting and the Board of Directors of the Company violates the laws and administrative regulations, the shareholders are entitled to apply to the People's Court to affirm it as invalid. If the convening procedures and voting ways of the general meeting and the Board of Directors violate laws, administrative regulations or the Articles of Association, or the content of resolution is in violation of the Articles of Association, shareholders are entitled to apply to the People's Court for revocation of such resolutions within 60 days upon the date of adopting the resolution. Where shareholders file lawsuits in accordance with the provisions of the preceding paragraph, the Company can apply to the People's Court for requiring the shareholders to provide corresponding guarantee. If the change of registration has been made by the Company in accordance with the resolution of the general meeting, after the People's Court announces such a resolution be void or rescinded, the Company shall apply to the Company's registration authority for revocation of the change of registration.	Article 59 If any resolution made by the general meeting and the Board of Directors of the Company violates the laws and administrative regulations, the shareholders are entitled to apply to the People's Court to affirm it as invalid. If the convening procedures and voting ways of the general meeting and the Board of Directors violate laws, administrative regulations or the Articles of Association, or the content of resolution is in violation of the Articles of Association, shareholders are entitled to apply to the People's Court for revocation of such resolutions within 60 days upon the date of adopting the resolution. <u>However, it does not apply if the convening procedures or voting ways of the general meeting and the Board of Directors have only minor flaws that have no substantial impact on the resolution.</u> Where shareholders file lawsuits in accordance with the provisions of the preceding paragraph, the Company can apply to the People's Court for requiring the shareholders to provide corresponding guarantee. If the change of registration has been made by the Company in accordance with the resolution of the general meeting, after the People's Court announces such a resolution be void or rescinded, the Company shall apply to the Company's registration authority for revocation of the change of registration.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
43	(New Article)	<u>Article 60 A resolution of the general meeting or of the Board of Directors shall be deemed invalid under any of the following circumstances:</u> <u>(1) the resolution was made without convening a general meeting or a Board meeting;</u> <u>(2) the general meeting or Board meeting did not vote on the resolution matters;</u> <u>(3) the number of attendees or the voting rights held did not meet the requirements stipulated by the Company Law or the Articles of Association;</u> <u>(4) the number of voters or votes in favour of the resolution matters did not meet the requirements stipulated by the Company Law or the Articles of Association.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
44	Article 71 If Board members and senior management personnel violate laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company and thereby cause damage to the Company, shareholders who independently or jointly hold one percent (1%) or more of the shares of the Company for more than one hundred and eighty (180) days are entitled to apply in writing to the Board of Supervisors to file a suit to the People's Court; if the Board of Supervisors violates laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company thereby causing damage to the Company, aforesaid shareholders are entitled to apply in writing to the Board of Directors to file a suit to the People's Court. Where the Board of Directors and the Board of Supervisors refuse to file a suit after receiving the written request of shareholders aforesaid in the preceding paragraph, or don't file a suit within thirty (30) days from the date of receiving the request, or if the suit is not filed immediately, irreparable damage to the benefit of the Company may be caused due to urgent situations, shareholders specified in the preceding paragraph are entitled to directly file a suit to the People's Court in his own name for the benefit of the Company. If another person infringes upon the legitimate interest of the Company and thereby causes damage to the Company, shareholders specified in the first paragraph may file a suit to the People's Court in accordance with provisions of the first two paragraphs.	Article 61 If Board members and senior management personnel <u>other than members of the Audit Committee of the Board of Directors</u> violate laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company and thereby cause damage to the Company, shareholders who independently or jointly hold one percent (1%) or more of the shares of the Company for more than one hundred and eighty (180) days are entitled to apply in writing to the Board of Supervisors <u>Audit Committee of the Board of Directors</u> to file a suit to the People's Court; if the <u>Audit Committee of the Board of Directors</u>Board of Supervisors violates laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company thereby causing damage to the Company, aforesaid shareholders are entitled to apply in writing to the Board of Directors to file a suit to the People's Court. Where <u>the Audit Committee of the Board of Directors and</u> the Board of Supervisors refuse to file a suit after receiving the written request of shareholders aforesaid in the preceding paragraph, or don't file a suit within thirty (30) days from the date of receiving the request, or if the suit is not filed immediately, irreparable damage to the benefit of the Company may be caused due to urgent situations, shareholders specified in the preceding paragraph are entitled to directly file a suit to the People's Court in his own name for the benefit of the Company. If another person infringes upon the legitimate interest of the Company and thereby causes damage to the Company, shareholders specified in the first paragraph may file a suit to the People's Court in accordance with provisions of the first two paragraphs.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		<u>If board members and senior management personnel of a wholly-owned subsidiary of the Company violate laws, administrative regulations or stipulations of the Articles of Association when performing duties of the Company and thereby cause damage to the Company, or if another person infringes upon the legitimate interest of a wholly-owned subsidiary of the Company and thereby causes damage, shareholders who independently or jointly hold one percent (1%) or more of the shares of the Company for more than one hundred and eighty (180) days are entitled to apply in writing to the board of directors of the wholly-owned subsidiary to file a suit to the People's Court, or file a suit to the People's Court directly in their own names in accordance with provisions of the preceding three paragraphs.</u>
45	Article 73 Shareholders of the Company shall perform the following obligations: Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.	Article 63 Shareholders of the Company shall perform the following obligations: Shareholders are not liable to make any further contribution to the share capital other than as agreed by the subscribers of the relevant shares on subscription.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
46	Article 74 Where a shareholder pledges his equity interests in the Company, he shall comply with the following provisions: (2) Where a shareholder who has representative on the Board of Directors or the Board of Supervisors, or directly, indirectly or jointly holds or controls more than 2% of shares or voting rights in the Company pledges his equity interests in the Company, it shall make prior filing to the Board of Directors of the Company, stating the basic information of the pledge including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Company's shareholding structure, the corporate governance as well as the risk and affiliated transaction control and others, the filing shall not be accepted. The director(s) nominated by a shareholder proposing to pledge his shares in the Company shall abstain from voting at the meeting of the Board of Directors at which such proposal is considered; 	Article 64 Where a shareholder pledges his equity interests in the Company, he shall comply with the following provisions: (2) Where a shareholder who has representative on the Board of Directorsor the Board of Supervisors, or directly, indirectly or jointly holds or controls more than 2% of shares or voting rights in the Company pledges his equity interests in the Company, it shall make prior filing to the Board of Directors of the Company, stating the basic information of the pledge including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgees. Where the Board of Directors considers the pledge to be materially adverse to the stability of the Company's shareholding structure, the corporate governance as well as the risk and affiliated transaction control and others, the filing shall not be accepted. The director(s) nominated by a shareholder proposing to pledge his shares in the Company shall abstain from voting at the meeting of the Board of Directors at which such proposal is considered;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
47	Article 76 In addition to obligations imposed by laws, administrative regulations or required by the listing rules of the stock exchange on which shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or some of the shareholders of the Company: (1) to relieve a director or supervisor of his duty to act honestly in the best interests of the Company; (2) to approve the deprivation by a director or supervisor (for his own benefit or for the benefit of another person), by any means, of the Company's assets, including (but not limited to) opportunities beneficial to the Company; (3) to approve the deprivation by a director or supervisor (for his own benefit or for the benefit of another person) of the individual rights of other shareholders, including (but not limited to) any rights to distributions and voting rights save for the restructuring of the Company submitted to the general meeting for approval in accordance with the Articles of Association.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
48	Article 78 Major shareholders of the Company are those who hold or control 5% or more of the shares or voting rights of the Company, or hold less than 5% of the total capital or total shares of the Company but have a significant impact on the operation and management of the Company. The aforementioned “significant impact” shall include, but is not limited to, nominating or dispatching directors, supervisors or senior management personnel to the Company, exerting an impact on the financial and operation management decision-making of the Company by way of agreement or through other means, and other circumstances as determined by banking and insurance regulatory of the State Council or its dispatched offices.	Article 67 Major shareholders of the Company are those who hold or control 5% or more of the shares or voting rights of the Company, or hold less than 5% of the total capital or total shares of the Company but have a significant impact on the operation and management of the Company. The aforementioned “significant impact” shall include, but is not limited to, nominating or dispatching directors, supervisors or senior management personnel to the Company, exerting an impact on the financial and operation management decision-making of the Company by way of agreement or through other means, and other circumstances as determined by banking and insurance regulatory of the State Council or its dispatched offices.
49	Article 86 Large shareholders and major shareholders shall state its shareholding structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder, in order to guarantee that the equity relationship is authentic and transparent, and prohibit any illegal behavior such as hiding actual controllers, concealing connected relationship, holding equity on a commission basis and making agreements in private. Large shareholders and major shareholders shall disclose the information on its related parties to the Board of Directors in a complete, timely and accurate manner, and undertake to report any changes in such related relationship to the Board of Directors.	Article 75 Large shareholders and major shareholders shall state its shareholding structure level by level up to its actual controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder, in order to guarantee that the equity relationship is authentic and transparent, and prohibit any illegal behavior such as hiding actual controllers, concealing connected relationship, holding equity on a commission basis and making agreements in private. Large shareholders and major shareholders shall disclose the information on its related parties to the Board of Directors in a complete, timely and accurate manner, and undertake to report any changes in such related relationship to the Board of Directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
50	Article 89 Large shareholders, major shareholders and the controlling shareholders and actual controllers of the aforesaid entities shall properly exercise their shareholders' rights through corporate governance procedures, maintain the independent operation of the Company, fulfill shareholders' obligations stipulated in the Article 73 of the Articles of Association. Improper intervention or limitation on the Company is strictly prohibited unless otherwise stipulated by laws and regulations or recognized by CBIRC. Specific requirements are as follows: (5) not intervene in the performance evaluation on the directors, supervisors and other staff of the Company; 	Article 78 Large shareholders, major shareholders and the controlling shareholders and actual controllers of the aforesaid entities shall properly exercise their shareholders' rights through corporate governance procedures, maintain the independent operation of the Company, fulfill shareholders' obligations stipulated in the Article 76<u>63</u> of the Articles of Association. Improper intervention or limitation on the Company is strictly prohibited unless otherwise stipulated by laws and regulations or recognized by the banking and insurance regulatory authority of the State Council. Specific requirements are as follows: (5) not intervene in the performance evaluation on the directors, supervisors and other staff of the Company;
51	Article 90 Large shareholders shall prudently exercise the right to nominate the Company's directors, in order to guarantee the nominated candidate complies with relevant regulatory requirements. Large shareholders are encouraged to select the candidates for directors in marketized ways to constantly enhance the professional level of directors. Large shareholders shall strengthen supervision on the performance of directors and supervisors nominated by them, and make prompt adjustments on the staff who fail to perform their duties effectively in accordance with laws, regulations, provisions of the Articles of Association and regulatory requirements.	Article 79 Large shareholders shall prudently exercise the right to nominate the Company's directors, in order to guarantee the nominated candidate complies with relevant regulatory requirements. Large shareholders are encouraged to select the candidates for directors in marketized ways to constantly enhance the professional level of directors. Large shareholders shall strengthen supervision on the performance of directors and supervisors nominated by them, and make prompt adjustments on the staff who fail to perform their duties effectively in accordance with laws, regulations, provisions of the Articles of Association and regulatory requirements.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
52	Article 98 The Company shall disclose its equity information on its official website or through other channels via interim reports or annual reports in a truthful, accurate and complete manner. The information to be disclosed shall cover: (1) total number of shares and shareholders at the end of the reporting period and changes in shares during the reporting period; (2) shareholdings of the Company's top ten shareholders at the end of the reporting period; (3) information on major shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries at the end of the reporting period; (4) affiliated transactions with the major shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries during the reporting period; (5) information on the pledge of the Company's equity by major shareholders; (6) information on directors and supervisors nominated by shareholders; (7) other information as required by the CBIRC. As to equity affairs which shall be submitted to the CBIRC or its dispatched offices for approval but have not yet been approved, the Company shall make an explanation at the time of information disclosure.	Article 87 The Company shall disclose its equity information on its official website or through other channels via interim reports or annual reports in a truthful, accurate and complete manner. The information to be disclosed shall cover: (1) total number of shares and shareholders at the end of the reporting period and changes in shares during the reporting period; (2) shareholdings of the Company's top ten shareholders at the end of the reporting period; (3) information on major shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries at the end of the reporting period; (4) affiliated transactions with the major shareholders and their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries during the reporting period; (5) information on the pledge of the Company's equity by major shareholders; (6) information on directors and supervisors nominated by shareholders; (7) other information as required by the banking and insurance regulatory authority of the State Council. As to equity affairs which shall be submitted to the banking and insurance regulatory authority of the State Council or its dispatched offices for approval but have not yet been approved, the Company shall make an explanation at the time of information disclosure.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
53	Article 100 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers within the scope stipulated by laws, regulations and the provisions of the Articles of Association: (1) determining the Company's business policies and investment plans; (2) electing and replacing directors, and determining matters concerning remunerations to directors; (3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors; (4) examining and approving reports of the Board of directors; (5) examining and approving reports of the Board of supervisors; (6) examining and approving the Company's annual financial budget and final account proposals; (7) examining and approving the Company's profit distribution plans and losses making up plans; (8) adopting resolutions concerning the increase or decrease of the Company's registered capital; (9) adopting resolutions on issuing bonds of the Company;	Article 89 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers within the scope stipulated by laws, regulations and the provisions of the Articles of Association: (1) determining the Company's business policies and investment plans; (2)(1) electing and replacing directors <u>who are not employee representatives</u>, and determining matters concerning remunerations to directors; (3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors; (4)(2) examining and approving reports of the Board of directors; (5) examining and approving reports of the Board of supervisors; (6) examining and approving the Company's annual financial budget and final account proposals; (7)(3) examining and approving the Company's profit distribution plans and losses making up plans; (8)(4) adopting resolutions concerning the increase or decrease of the Company's registered capital; (9)(5) adopting, <u>or authorizing the board of directors to make</u>, resolutions on issuing bonds of the Company;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(10) adopting resolutions on the listing of the Company; (11) make resolution on merger, division, dissolution and liquidation or form change of the Company; (12) adopting resolutions on the acquisition of the Company's shares that shall be submitted to the shareholders' general meeting in accordance with the law and provisions of the securities regulatory authority of the place in which the Company's shares are listed; (13) modifying the Articles of Association; (14) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm which offers regular legal audits on the financial reports of the Company; (15) examining fixed assets investments, external guarantees, external investments, and affiliated/connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, departmental regulations, provisions of the securities regulators where the Company's stocks are listed for trading as well as the Company's Articles of Association and other internal system rules; (16) examining temporary proposals put forward by the shareholders who hold more than 3% of the total voting shares of the Company individually or jointly;	(10)<u>(6)</u> adopting resolutions on the listing of the Company; (11)<u>(7)</u> make resolution on merger, division, dissolution and liquidation or form change of the Company; (12)<u>(8)</u> adopting resolutions on the acquisition of the Company's shares that shall be submitted to the shareholders' general meeting in accordance with the law and provisions of the securities regulatory authority of the place in which the Company's shares are listed; (13)<u>(9)</u> modifying the Articles of Association; (14)<u>(10)</u> adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm which offers regular legal audits on the financial reports of the Company; (15)<u>(11)</u> examining <u>external investments, asset purchase, asset disposal and write-off, asset mortgages and external guarantees</u> fixed assets investments, external guarantees, external investments, and affiliated/connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, <u>regulations</u>, administrative regulations, departmental regulations, provisions of the securities regulators where the Company's stocks are listed for trading as well as the Company's Articles of Association and other internal system rules; (16)<u>(12)</u> examining temporary proposals put forward by the shareholders who hold more than 3%<u>1%</u> of the total voting shares of the Company individually or jointly;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(17) examining and approving changes in use of the raised capital; (18) examining and approving equity incentive plans and schemes; (19) examining and approving the rules of procedures of the shareholders' general meetings, board meetings and supervisors' meetings; and (20) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Company's stocks are listed for trading, the Articles of Association, and the Company's other internal rules. The powers of the shareholders' general meeting stipulated in the Company Law and the Articles of Association shall not be granted to the Board of Directors, other institutions or individuals.	(17)(13) examining and approving changes in use of the raised capital; (18)(14) examining and approving equity incentive plans and schemes; (19)(15) examining and approving the rules of procedures of the shareholders' general meetings, <u>and</u> board meetings <u>and</u> supervisors' meetings; and (20)(16) examining other matters which shall be decided by the shareholders' general meeting according to the laws, administrative regulations, departmental rules, securities regulatory body where the Company's stocks are listed for trading, the Articles of Association, and the Company's other internal rules. The powers of the shareholders' general meeting stipulated in the Company Law and the Articles of Association shall not be granted to the Board of Directors, other institutions or individuals.
54	Article 101 Without the prior approval of the shareholders' general meeting, the Company shall not conclude any contract with any person other than a director, president or other senior management personnel of the Company for the delegation of the whole business management or part of the important business management of the Company to that person.	Article 90 <u>Except when the Company is in special circumstances such as a crisis,</u> Without the prior approval of the shareholders' general meeting <u>by a special resolution,</u> the Company shall not conclude any contract with any person other than a director, president or other senior management personnel of the Company for the delegation of the whole business management or part of the important business management of the Company to that person.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
55	Article 103 The Company shall convene a special shareholders' meeting within two (2) months since the date of the occurrence of any of the following circumstances: (1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association; (2) The Company's loss not made up reaches one third (1/3) of the total paid-in equity; (3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Company individually or jointly held; (4) The Board of directors deems it as necessary; (5) The Board of supervisors proposes to convene; (6) More than half (1/2) and no less than two independent directors propose to convene; and (7) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association. The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.	Article 92 The Company shall convene a special shareholders' meeting within two (2) months since the date of the occurrence of any of the following circumstances: (1) The number of directors is less than the statutory minimum number prescribed by the Company Law or two thirds (2/3) of the number prescribed in the Articles of Association; (2) The Company's loss not made up reaches one third (1/3) of the total paid-in equity; (3) Written request has been put forward by the shareholders who have more than ten percent (10%) of the total voting shares of the Company individually or jointly held; (4) The Board of directors deems it as necessary; (5) The <u>Audit Committee of the Board of Directors</u>Board of supervisors proposes to convene; (6) More than half of(1/2) and no less than two independent directors propose to convene; and (7) Other circumstances stipulated by laws, administrative regulations, departmental regulations or the Articles of Association. The number of shares of the aforesaid Item (3) shall be calculated as of the date when shareholders put forward a written request.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
56	Article 105 The location for the Company to convene a shareholders' general meeting shall be the Company's domicile or other places specified in the notice of the shareholders' general meeting. The shareholders' general meeting will set up an assembly room and be held by way of live meeting. The Company may also provide safe, economical and convenient network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.	Article 94 The location for the Company to convene a shareholders' general meeting shall be the Company's domicile or other places specified in the notice of the shareholders' general meeting. The shareholders' general meeting will set up an assembly room and be held by way of live meeting. <u>On the premise of ensuring the legality and validity of the meeting,</u> tThe Company may also provide safe, economical and convenient network or other means for the convenience of shareholders to attend, <u>and speak and vote on</u> the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.
57	Article 104 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders. The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it proposes to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene an extraordinary general meeting of shareholders, it shall explain the reasons and make a public notice.	Article 95 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders. The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it proposes to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene an extraordinary general meeting of shareholders, <u>it shall explain the reasons and make a public notice. The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it proposes to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene an extraordinary general meeting of shareholders, it shall explain the reasons and make a public notice.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
58	Article 107 The board of supervisors shall have the right to propose for a special shareholders' meeting to the board of directors, and shall put forward its proposal to the board of directors in written form. The board of directors shall give a written reply on whether to agree or disagree to convene a special shareholders' meeting according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving the proposal.	Article 96 The <u>Audit Committee of the Board of Directors</u> board of supervisors shall have the right to propose for a special shareholders' meeting to the board of directors, and shall put forward its proposal to the board of directors in written form. The board of directors shall give a written reply on whether to agree or disagree to convene a special shareholders' meeting according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving the proposal.
59	Article 108 The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene a special shareholders' meeting, any changes made to the original proposal in the notice shall obtain consents of the board of supervisors. Where the board of directors disagrees to convene a special shareholders' meeting or fails to give a feedback after receiving the proposal within 10 days, the board of directors shall be regarded as unable to perform or fail to perform its duty to convene a shareholders' general meeting, the board of supervisors can convene and preside over a shareholders' general meeting on its own initiative.	Article 97 The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene a special shareholders' meeting, any changes made to the original proposal in the notice shall obtain consents of the <u>Audit Committee of the Board of Directors</u> board of supervisors . Where the board of directors disagrees to convene a special shareholders' meeting or fails to give a feedback after receiving the proposal within 10 days, the board of directors shall be regarded as unable to perform or fail to perform its duty to convene a shareholders' general meeting, the <u>Audit Committee of the Board of Directors</u> board of supervisors can convene and preside over a shareholders' general meeting on its own initiative.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
60	Article 109 The following procedures shall be followed where shareholders require to convene a special shareholders' meeting or a classified shareholder meeting: (1) The shareholders that solely or collectively hold ten percent (10%) or more shares of the Company can sign one or several written requests in the same form and contents to submit to the board of directors to require the latter to convene a special shareholders' meeting or a classified shareholders' meeting and explain the subject of the meeting. The board of directors shall give a written reply on agreeing or disagreeing to convene a special shareholders' meeting or a classified shareholders' meeting within 10 days upon receipt of the request in accordance with the laws, administrative regulations and the Articles of Association; (2) Where the board of directors agrees to hold a special shareholders' meeting or a classified shareholders meeting, it shall send out a notice within 5 days after the resolution of the board of directors is made, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders; (3) Where the board of directors does not agree to hold a special shareholders' meeting or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the board of supervisors to hold a special shareholders' meeting or classified shareholders' meeting, and shall put forward the request to the board of supervisors in written form;	Article 98 The following procedures shall be followed where shareholders require to convene a special shareholders' meeting or a classified shareholder meeting: (1) The shareholders that solely or collectively hold ten percent (10%) or more shares of the Company can sign one or several written requests in the same form and contents to submit to the board of directors to require the latter to convene a special shareholders' meeting or a classified shareholders' meeting and explain the subject of the meeting. The board of directors shall give a written reply on agreeing or disagreeing to convene a special shareholders' meeting or a classified shareholders' meeting within 10 days upon receipt of the request in accordance with the laws, administrative regulations and the Articles of Association; (2) Where the board of directors agrees to hold a special shareholders' meeting or a classified shareholders meeting, it shall send out a notice within 5 days after the resolution of the board of directors is made, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders; (3) Where the board of directors does not agree to hold a special shareholders' meeting or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the <u>Audit Committee of the Board of Directors</u>board of supervisors to hold a special shareholders' meeting or classified shareholders' meeting, and shall put forward the request to the <u>Audit Committee of the Board of Directors</u>board of supervisors in written form;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(4) Where the board of supervisors agrees to hold a special shareholders' meeting or a classified shareholders' meeting, it shall send out a notice within 5 days upon receipt of the request, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders; and (5) Where the board of supervisors fails to send out a notice on the special shareholders' meeting or classified shareholders meeting within the prescribed time limit, it shall be regarded that the board of supervisors will not convene or preside over the meeting, and the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company for consecutively ninety (90) or more days may hold or preside over the meeting on their own initiatives.	(4) Where the board of supervisors agrees to hold a special shareholders' meeting or a classified shareholders' meeting, it shall send out a notice within 5 days upon receipt of the request, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders; and (5) Where the <u>Audit Committee of the Board of Directors</u>board of supervisors fails to send out a notice on the special shareholders' meeting or classified shareholders meeting within the prescribed time limit, it shall be regarded that the <u>Audit Committee of the Board of Directors</u>board of supervisors will not convene or preside over the meeting, and the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company for consecutively ninety (90) or more days may hold or preside over the meeting on their own initiatives.
61	Article 110 In respect to the shareholders' general meeting convened by the board of supervisors or shareholders on its/their own initiative, the board of directors and its secretary shall show cooperation. The board of directors shall provide the register of shareholders on the date of equity registration.	Article 99 In respect to the shareholders' general meeting convened by the <u>Audit Committee of the Board of Directors</u> board of supervisors or shareholders on its/their own initiative, the board of directors and its secretary shall show cooperation. The board of directors shall provide the register of shareholders on the date of equity registration.
62	Article 111 The expenses necessary for holding the shareholders' general meeting convened by the board of supervisors or shareholders shall be born by the Company.	Article 100 The expenses necessary for holding the shareholders' general meeting convened by the <u>Audit Committee of the Board of Directors</u> board of supervisors or shareholders shall be born by the Company.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
63	Article 112 Where the Company convenes a shareholders' general meeting, the board of directors, the board of supervisors and the shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward a proposal to the Company. The shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward an interim proposal and submit it to the Board of Directors in written form within ten (10) days before the meeting is held. The Board of Directors shall notify other shareholders and submit the proposal to the shareholders' general meeting for deliberation within two (2) days upon receipt of the aforesaid proposal. The contents of a proposal shall be within the duty of the shareholders' general meeting, have definite topics and specific matters for resolution. If the listing rules of the place where the Company's stocks are listed state otherwise, the contents shall meet the rules as well. Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal. The shareholders' general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting of shareholders or that is inconsistent with the Articles of Association.	Article 101 Where the Company convenes a shareholders' general meeting, the board of directors, the <u>Audit Committee of the Board of Directors</u>board of supervisors and the shareholders that solely or collectively hold threeone percent (31%) or more of the shares of the Company may put forward a proposal to the Company. The shareholders that solely or collectively hold threeone percent (31%) or more of the shares of the Company may put forward an interim proposal and submit it to the Board of Directors in written form within ten (10) days before the meeting is held. The Board of Directors shall notify other shareholders and submit the proposal to the shareholders' general meeting for deliberation within two (2) days upon receipt of the aforesaid proposal. The contents of a proposal shall be within the duty of the shareholders' general meeting, have definite topics and specific matters for resolution. If the listing rules of the place where the Company's stocks are listed state otherwise, the contents shall meet the rules as well-, <u>unless the provisional proposals any is in violation of the laws, administrative regulations or the Articles of Association or fails within the duty of the shareholders' general meeting.</u> Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal. <u>The Company shall not raise the shareholding proportion of the shareholder who brings forward any provisional proposal.</u> The shareholders' general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting of shareholders or that is inconsistent with the Articles of Association.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
64	Article 115 A notice of the shareholders' general meeting shall include the following contents: (1) be in writing; (2) state the time, venue, duration and form of the meeting; (3) state the matters to be considered at the meeting and the proposals; (4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Company in any other way; (5) contain a disclosure of the nature and extent of any material interest of a director, supervisor, president or other senior management personnel in the matters for discussion and the effect of interest on his/her capacity as a shareholder in so far as it is different from the interest of the shareholders of the same class; (6) contain the full text of any proposed special resolution to be voted at the meeting;	Article 104 A notice of the shareholders' general meeting shall be made in writing and shall include the following contents: (1) be in writing; (2)(1) state the time, venue, duration and form of the meeting; (3)(2) state the matters to be considered at the meeting and the proposals; (4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Company in any other way; (5) contain a disclosure of the nature and extent of any material interest of a director, supervisor, president or other senior management personnel in the matters for discussion and the effect of interest on his/her capacity as a shareholder in so far as it is different from the interest of the shareholders of the same class; (6) contain the full text of any proposed special resolution to be voted at the meeting;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(7) contain a prominent statement that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that a proxy need not to be a shareholder; (8) specify the time and place for lodging proxy forms for the relevant meeting; (9) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and (10) list the name and the phone number of the permanent contact person of the meeting.	(7)(3) contain a prominent statement that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxiesproxy to attend and vote on his/her behalf and that a proxy need not to be a shareholder; (8)(4) specify the time and place for lodging proxy document(s)forms for the relevant meeting; (9)(5) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and (10)(6) the standing contacts forlist the name and the phone number of the permanent contact person of the meeting. <u>(7) the voting time and voting procedures online or by other means (if any).</u>
65	Article 116 In case the shareholders' general meeting plans to discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the detailed information about the candidates for directors or supervisors. Except for directors and supervisors who are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate of director and supervisor.	Article 105 In case the shareholders' general meeting plans to discuss the election of directors and supervisors, the notice of the general meeting shall fully disclose the detailed information about the candidates for directors or supervisors. Except for directors and supervisors who are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate of director and supervisor.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
66	Article 117 Unless otherwise required by relevant laws, regulations, listing rules of place(s) where the Company's shares are listed or the Articles of Association, the notice, information or written statement for the shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on our website or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice. The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.	Article 106 Unless otherwise required by relevant laws, regulations, listing rules of place(s) where the Company's shares are listed or the Articles of Association, the notice, information or written statement for the shareholders' general meeting shall be served on the shareholders (whether or not entitled to vote at the general meeting) by special appointed person or prepaid mail, or publication on our website or other methods stipulated in the Articles of Association. The recipient address in the register of shareholders shall prevail. For the holders of domestic shares, the notice of the shareholders' general meeting may be issued in the form of public notice. The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders' general meeting.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
67	Article 121 Any shareholder entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one or more other persons (who may not be shareholders) as his/her proxy to attend and vote on his/her behalf. The shareholder proxy can exercise the following rights according to the entrustment of the shareholder: (1) have the same right as the shareholders to speak at the shareholders' general meeting; (2) have authority to demand a poll or join in such a demand; and (3) have the right to vote by hand or on a poll, except that, where a shareholder has appointed more than one proxy, his/her proxies may only exercise the voting rights when a poll is taken.	Article 110 Any shareholder entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one or more other persons (who may not be shareholders) as his/her proxy to attend and vote on his/her behalf. The shareholder proxy can exercise the following rights according to the entrustment of the shareholder: (1) have the same right as the shareholders to speak at the shareholders' general meeting; (2) have authority to demand a poll or join in such a demand; and, (3) have the right to vote by hand or on a poll, except that, where a shareholder has appointed more than one proxy, his/her proxies may only exercise the voting rights when a poll is taken.
68	Article 122 A shareholder shall entrust the proxy in writing, which shall be signed by the entrusting party or by the proxy entrusted by the entrusting party in writing; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by its directors or the proxy officially appointed by the shareholder. Large shareholders may entrust the proxy to attend the shareholders' general meeting, and such proxy can only be a shareholder and his related party, person acting in concert, nominated director and supervisor. Large shareholders shall not attend the shareholders' general meeting as entrusted by non-related parties or persons acting in concert.	Article 111 A shareholder shall entrust the proxy in writing, which shall be signed by the entrusting party or by the proxy entrusted by the entrusting party in writing; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity's stamp or signed by its directors or the proxy officially appointed by the shareholder. Large shareholders may entrust the proxy to attend the shareholders' general meeting, and such proxy can only be a shareholder and his related party, person acting in concert, nominated director and supervisor. Large shareholders shall not attend the shareholders' general meeting as entrusted by non-related parties or persons acting in concert.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
69	Article 123 A shareholder shall attend the meeting upon the strength of his/her ID card or other valid certificates or proof or stock account certificate that can prove his/her identity; a proxy who attends the meeting entrusted by a shareholder shall show his/her valid ID card and the letter of attorney issued by the shareholder. Institutional shareholders should assign his/her legal representative or a proxy authorised by the legal representative to attend the meeting. Where a legal representative attends the meeting, he/she should show the ID card, and a valid certification to prove the qualification of the legal representative; where an entrusted proxy attends the meeting, the proxy should show his/her ID card and a written letter of attorney issued by the legal representative of the institutional shareholder unit in accordance with the laws.	Article 112 A shareholder shall attend the meeting upon the strength of his/her ID card or other valid certificates or proof or stock account certificate that can prove his/her identity; a proxy who attends the meeting entrusted by a shareholder shall show his/her valid ID card and the proxy document(s)letter of attorney issued by the shareholder. Institutional shareholders should assign his/her legal representative or a proxy authorised by the legal representative to attend the meeting. Where a legal representative attends the meeting, he/she should show the ID card, and a valid certification to prove the qualification of the legal representative; where an entrusted proxy attends the meeting, the proxy should show his/her ID card and a written proxy document(s)letter of attorney issued by the legal representative of the institutional shareholder unit in accordance with the laws.
70	Article 124 The letter of attorney issued by a shareholder to entrust a proxy to attend the shareholders' general meeting shall be in writing and include the following contents: (1) the name of the proxy; (2) whether have the voting right or not; (3) the instructions which respectively vote consent, objection and abstention over each item to be examined by the shareholders' general meeting; (4) the issuance date and expiry date of the letter of attorney;	Article 113 The proxy document(s)letter of attorney issued by a shareholder to entrust a proxy to attend the shareholders' general meeting shall be in writing and include the following contents: (1) the name of the proxy; (2) whether have the voting right or not; (3) the instructions which respectively vote consent, objection and abstention over each item to be examined by the shareholders' general meeting; (4) the issuance date and expiry date of the proxy document(s)letter of attorney;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(5) whether have the voting right over temporary proposal which may be included in the agenda of the shareholders' general meeting or not, and specific instructions shall be given over what voting right shall be exercised if the proxy does have the voting right; and (6) the signature (or seal) of entrusting party. Where the entrusting party is an institutional shareholder, the legal entity shall seal on the letter of attorney. The letter of attorney shall indicate that the shareholder proxy can vote according to his/her own opinions if the shareholder does not make specific instructions.	(5) whether have the voting right over temporary proposal which may be included in the agenda of the shareholders' general meeting or not, and specific instructions shall be given over what voting right shall be exercised if the proxy does have the voting right; and (6) the signature (or seal) of entrusting party. Where the entrusting party is an institutional shareholder, the legal entity shall seal on the proxy document(s)letter of attorney. The proxy document(s)letter of attorney shall indicate that the shareholder proxy can vote according to his/her own opinions if the shareholder does not make specific instructions.
71	Article 125 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within twenty-four (24) hours prior to the meeting at which the proxy is authorised to vote or within twenty-four (24) hours prior to the specified time for the voting. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. Where the entrusting party is a legal person, its legal representative or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' general meeting as the representative of such legal person.	Article 114 The proxy document(s)instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within twenty-four (24) hours prior to the meeting at which the proxy is authorised to vote or within twenty-four (24) hours prior to the specified time for the voting. Where the instrument is signed by another person authorised by the entrusting party, the proxy document(s)power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the proxy document(s)instrument appointing a voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting. Where the entrusting party is a legal person, its legal representative, nominated director or the person authorised by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's shareholders' general meeting as the representative of such legal person.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders' general meeting or any category shareholders meeting; however, if more than one person are authorised, the power of attorney shall contain the number and class of shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised power of attorney and/or further evidence to prove that he/she/they have been duly authorised.	Where the shareholder is a recognised clearing house (or its proxy) defined by the Hong Kong Securities and Futures Ordinance, the shareholder may authorise one or more persons it considers appropriate as its representative(s) at any shareholders' general meeting or any category shareholders meeting; however, if more than one person are authorised, the proxy document(s) power of attorney shall contain the number and class of shares for which such persons are authorised, and shall be signed by an authorised personnel of the recognised clearing house. The person(s) so authorised can represent the recognised clearing house (or its proxy) to attend the meeting and exercise its right, as if the persons are the Company's individual shareholders, and shall not be required to produce evidence of shareholding, the notarised proxy document(s) power of attorney and/or further evidence to prove that he/she/they have been duly authorised.
72	Article 126 Where the entrusting party dies, loses its capacity for action, has revoked the authorisation of signing instrument of appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the power of attorney shall remain valid as long as the Company has not received a written notice of the event prior to the relevant meeting.	Article 115 Where the entrusting party dies, loses its capacity for action, has revoked the authorisation of signing instrument of appointment prior to the voting, or the relevant shares have been transferred prior to the voting, a vote given in accordance with the terms of the proxy document(s) power of attorney shall remain valid as long as the Company has not received a written notice of the event prior to the relevant meeting.
73	Article 128 When a shareholders' general meeting is held, all the directors and supervisors and the secretary of the Board of Directors shall attend the meeting, and the president and other senior management personnel shall attend the meeting as nonvoting delegates. The banking and insurance regulatory authority of the State Council and its dispatched offices may dispatch staff to be present at the shareholders' general meetings of the Company.	Article 117 When a shareholders' general meeting requests the attendance of the directors and senior management personnel, they shall attend and respond to the shareholders' inquiries. is held, all the directors and supervisors and the secretary of the Board of Directors shall attend the meeting, and the president and other senior management personnel shall attend the meeting as nonvoting delegates. The banking and insurance regulatory authority of the State Council and its dispatched offices may dispatch staff to be present at the shareholders' general meetings of the Company.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
74	Article 129 The general meeting of shareholders shall be held by the chairman of the Board of Directors. Where the chairman cannot perform his/her duties or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting; where the deputy chairman also can not perform his duties or fails to perform his duties, half of the directors or more shall jointly recommend one director to preside over the meeting. Where the Board of Supervisors convene the shareholders' general meeting by themselves, the chairman of the Board of Supervisors shall preside over the meeting. Where the chairman of the Board of Supervisors cannot perform his duties or fails to perform his duties, the deputy chairman of the Board of Supervisors shall preside over the meeting; where the deputy chairman of the Board of Supervisors can not perform his duties or fails to perform his duties, half of the supervisors or more shall jointly recommend one supervisor to preside over the meeting. Where the shareholders convene the shareholders' general meeting by themselves, the convener shall recommend one representative to preside over the meeting. When the shareholders' general meeting is held and the presider of the meeting violates the rules of procedure and makes it difficult for the shareholders' general meeting to continue its meeting, the shareholders' general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue the meeting.	Article 118 The general meeting of shareholders shall be held by the chairman of the Board of Directors. Where the chairman cannot perform his/her duties or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting; where the deputy chairman also can not perform his duties or fails to perform his duties, half of the directors or more shall jointly recommend one director to preside over the meeting. Where the <u>Audit Committee under the Board</u> Board of Supervisors convenes the shareholders' general meeting by themselves, the chairman of the <u>Audit Committee under the Board</u> Board of Supervisors shall preside over the meeting. Where the chairman of the <u>Audit Committee under the Board</u> Board of Supervisors cannot perform his duties or fails to perform his duties, the deputy chairman of the Board of Supervisors shall preside over the meeting; where the deputy chairman of the Board of Supervisors can not perform his duties or fails to perform his duties, more <u>than</u> half of the <u>members of Audit Committee under the Board</u> supervisors or more shall jointly recommend one <u>member of Audit Committee under the Board</u> supervisor to preside over the meeting. Where the shareholders convene the shareholders' general meeting by themselves, the convener shall recommend one representative to preside over the meeting. When the shareholders' general meeting is held and the presider of the meeting violates the rules of procedure and makes it difficult for the shareholders' general meeting to continue its meeting, the shareholders' general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue the meeting.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
75	Article 131 At an annual shareholders' general meeting, the Board of Directors and the Board of Supervisors shall report their respective work of the previous year to the general meeting of shareholders.	Article 120 At an annual shareholders' general meeting, the Board of Directors and the Board of Supervisors shall report their respective work of the previous year to the general meeting of shareholders.
76	Article 132 The directors, supervisors and senior management personnel shall explain the inquiries and suggestions of shareholders at the shareholders' general meeting except for the information involving the Company's business secrets which can't be made public at the shareholders' general meeting.	Article 121 The directors, supervisors and senior management personnel shall explain the inquiries and suggestions of shareholders at the shareholders' general meeting except for the information involving the Company's business secrets which can't be made public at the shareholders' general meeting.
77	Article 133 Resolutions of the shareholders' general meeting include ordinary and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) present at the meeting. Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting.	Article 122 Resolutions of the shareholders' general meeting include ordinary and special resolutions. Ordinary resolutions of the shareholders' general meeting shall be passed by more than half(1/2) of the voting rights held by shareholders (including proxies) present at the meeting. Special resolutions of the shareholders' general meeting shall be passed by more than two-thirds (2/3) of the voting rights held by the shareholders (including proxies) present at the meeting.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
78	Article 134 The following matters shall be passed by ordinary resolution by the shareholders' general meeting: (1) The work report of the Board of Directors and the Board of Supervisors; (2) The profit distribution plan and loss make-up plan proposed by the Board of Directors; (3) Appointment and removal and remuneration and payment methods of the members of the Board of Directors and the Board of Supervisors; (4) The Company's annual budget and final accounts report, balance sheet, profits statement and other financial statements; (5) The Company's annual report; (6) Examination of changes in the way of using raised capital; and (7) Other matters other than those stated to be passed by special resolutions by the laws, administrative regulations or the Articles of Association.	Article 123 The following matters shall be passed by ordinary resolution by the shareholders' general meeting: (1) The work report of the Board of Directors and the Board of Supervisors; (2) The profit distribution plan and loss make-up plan proposed by the Board of Directors; (3) Appointment and removal and remuneration and payment methods of the members of the Board of Directors <u>who are not representatives of the employees</u> and the Board of Supervisors; (4) The Company's annual budget and final accounts report, balance sheet, profits statement and other financial statements; (5) The Company's annual report; (6)(4) Examination of changes in the way of using raised capital; and (7)(5) Other matters other than those stated to be passed by special resolutions by the laws, administrative regulations or the Articles of Association.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
79	Article 135 The following matters shall be passed by way of special resolutions of the shareholders' general meeting: (1) Increase or reduction of the Company's registered capital and issuance of any category of shares, warrants or other similar securities; (2) Issuance of the Company's bonds or listing; (3) Division, merger, dissolution and liquidation or form change of the Company; (4) Amendment of the Articles of Association of the Company; (5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Company's stocks are listed as well as the provisions of the Articles of Association and other internal system; (6) Examining and approving the equity incentive plans and schemes; (7) Dismissing independent directors; and	Article 124 The following matters shall be passed by way of special resolutions of the shareholders' general meeting: (1) Increase or reduction of the Company's registered capital and issuance of any category of shares, warrants or other similar securities; (2) Issuance of the Company's bonds or listing <u>or authorization to the Board of Directors to adopt resolutions on the issuance of corporate bonds;</u> (3) Division, merger, dissolution and liquidation or form change of the Company; (4) Amendment of the Articles of Association of the Company; (5) <u>Acquisition of assets, disposal or written-off of assets, assets pledge and</u> Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the Company's stocks are listed as well as the provisions of the Articles of Association and other internal system; (6) Examining and approving the equity incentive plans and schemes; (7) Dismissing <u>Removing</u> independent directors; and

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(8) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Company shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Company and require adoption by way of a special resolution.	(8) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Company shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Company and require adoption by way of a special resolution.
80	Article 139 The list of directors and supervisors candidates shall be submitted to the shareholders' general meeting for voting in the form of proposal. When the shareholders' general meeting votes on the election of directors or supervisors, the cumulative voting system may be implemented according to the provisions in the Articles of Association of the Company or the resolution of the shareholders' general meeting. The cumulative voting system means that each share has the number of voting right equal to the number of directors or supervisors to be elected, and the voting right owned by a shareholder may all be used toward one director or supervisor candidate at the shareholders' general meeting for election of directors. The board of directors shall report to shareholders the brief introduction and basic information of the director or supervisor candidate.	Article 128 The list of directorsand supervisors candidates shall be submitted to the shareholders' general meeting for voting in the form of proposal. When the shareholders' general meeting votes on the election of directorsor supervisors, the cumulative voting system may be implemented according to the provisions in the Articles of Association of the Company or the resolution of the shareholders' general meeting. The cumulative voting system means that each share has the number of voting right equal to the number of directors or supervisors to be elected, and the voting right owned by a shareholder may all be used toward one director or supervisor candidate at the shareholders' general meeting for election of directors. The board of directors shall report to shareholders the brief introduction and basic information of the director or supervisor candidate.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
81	Article 142 Votes of the shareholders' general meeting shall be taken by raising hands for resolutions voting, unless relevant regulations of the securities regulatory authority of the locality where the shares of the Company are listed require voting by poll, or the following persons require voting by ballot before or after voting by raising hands: (1) The meeting presider; (2) At least two (2) shareholders having voting rights or proxies of shareholders having voting rights; and (3) One or several shareholders (including their proxies) holding individually or jointly ten percent (10%) (inclusive) or more of the voting shares at the meeting. Unless the securities regulatory authority of the locality where the shares of the Company are listed requires otherwise or somebody proposes voting by ballot, the presider of the meeting shall declare whether the resolution has been adopted according to the results of the vote by raising hands, and shall record the content in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against the resolution adopted at the meeting. The request for voting by ballot may be withdrawn by the person who made it.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
82	Article 144 Where the matter requested to be voted upon by ballot is the election of the presider or the adjournment of the meeting, a ballot shall be taken immediately; where a ballot is requested for any other matter, such ballot shall be taken at the time decided upon by the presider and the meeting may proceed with the discussion of other matters; the result of the ballot shall still be regarded as a resolution adopted at that meeting.	Deleted
83	Article 145 When a ballot is held, shareholders (including their proxies) with two (2) or more votes need not cast all their votes as affirmative or negative.	Deleted
84	Article 146 Before the shareholders' general meeting votes on proposals, it shall recommend two (2) shareholders to take part in the calculation and monitoring of the cast of ballots. In case any matter for deliberation is associated/connected with any shareholder, such shareholder and his/her proxy shall not take part in the calculation and monitoring of the cast of ballots. When the shareholders' general meeting is voting on the proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the calculation and monitoring of ballots, the voting results shall be announced on the site and shall be recorded in the minute of the meeting. The shareholders or their proxies that vote through network or by any other means shall have the right to check their voting results through the corresponding voting system.	Article 132 Before the shareholders' general meeting votes on proposals, it shall recommend two (2) shareholders to take part in the calculation and monitoring of the cast of ballots. In case any matter for deliberation is associated/connected with any shareholder, such shareholder and his/her proxy shall not take part in the calculation and monitoring of the cast of ballots. When the shareholders' general meeting is voting on the proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the calculation and monitoring of ballots, the voting results shall be announced on the site and shall be recorded in the minute of the meeting. The shareholders or their proxies that vote through network or by any other means shall have the right to check their voting results through the corresponding voting system.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
85	Article 147 The live meetings of the shareholders' general meeting shall not end any earlier than that held through network or by any other means. The presider of the meeting shall declare the voting and result of each proposal at the meeting, and announce whether the proposal has been adopted in light of the voting result. Before the voting result is formally announced, relevant parties including the Company, vote counters, vote monitors, main shareholders and the network service provider, etc. involved in the voting of the shareholders' general meeting on the site, through network or by any other means, shall bear the obligation of keeping the confidentiality of the voting.	Article 133 The live meetings of the shareholders' general meeting shall not end any earlier than that held through network or by any other means. The presider of the meeting shall declare the voting and result of each proposal at the meeting, and announce whether the proposal has been adopted in light of the voting result. Before the voting result is formally announced, relevant parties including the Company, vote counters, vote monitors, main shareholders and the network service provider, etc. involved in the voting of the shareholders' general meeting on the site, through network or by any other means, shall bear the obligation of keeping the confidentiality of the voting.
86	Article 151 Where counting of votes is held at a shareholders' general meeting, the result of the counting shall be recorded in the minutes of the meeting. The minutes of the meeting together with the attendance records signed by the attending shareholders and proxies' power of attorneys shall be permanently kept at the Company's domicile. The Company shall forthwith submit documents such as the minutes and resolutions of shareholders' general meetings to the banking and insurance regulatory authority of the State Council.	Article 137 Where counting of votes is held at a shareholders' general meeting, the result of the counting shall be recorded in the minutes of the meeting. The minutes of the meeting together with the attendance records signed by the attending shareholders and proxy document(s)proxies' power of attorneys shall be permanently kept at the Company's domicile. The Company shall forthwith submit documents such as the minutes and resolutions of shareholders' general meetings to the banking and insurance regulatory authority of the State Council.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
87	Article 152 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within 7 days of receiving payment of reasonable charges.	Deleted
88	Article 153 The resolutions of the shareholders' general meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total amount of their voting shares and its proportion to the total voting shares of the Company, the voting method, the voting result of each proposal and detailed contents of each resolution.	Article 138 The resolutions of the shareholders' general meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total amount of their voting shares and its proportion to the total voting shares of the Company, the voting method, the voting result of each proposal and detailed contents of each resolution.
89	Article 164 The directors of the Company are natural persons, who shall be elected and dismissed by the shareholders' general meeting. The directors of the Company must have the service qualifications serving as directors required by the banking and insurance regulatory authority of the State Council, who shall be elected by the shareholders' general meeting, and only serve as directors of the Company after their service qualifications are examined and approved by the banking and insurance regulatory authority of the State Council.	Article 149 The directors of the Company are natural persons, who shall be elected and removed dismissed by the shareholders' general meeting, <u>except for the employee director. The employee director shall be elected and removed by the employees of the Company at an employee representative meeting.</u> The directors of the Company must have the service qualifications serving as directors required by the banking and insurance regulatory authority of the State Council, who shall be elected by the shareholders' general meeting <u>or the employee representative meeting,</u> and only serve as directors of the Company after their service qualifications are examined and approved by the banking and insurance regulatory authority of the State Council.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
90	Article 165 The directors has a term of no more than three (3) years. A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting cannot remove a director from his/her post without cause. The directors of the Company need not hold shares of the Company. The term of office of directors is from the date of the resolution passed by the shareholders' general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association. The president or other senior management personnel can concurrently serve as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half (1/2) of directors of the Company. Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders' general meeting may dismiss any non-independent director before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).	Article 150 The directors has a term of no more than three (3) years. <u>The term of office of a director shall commence from the date of the approval by the banking and insurance regulatory authority under the State Council. Upon the expiration of the term of office, he/she may be re-elected. The term of office of the reelection shall commence from the date of the approval by the shareholders' general meeting or the employee representative meeting.</u>A director may, if re-elected upon expiration of the term of office, serve consecutive terms. Before the expiration of the term, the shareholders' general meeting cannot remove a director from his/her post without cause. The directors of the Company need not hold shares of the Company. The term of office of directors is from the date of the resolution passed by the shareholders' general meeting, until the expiration of the term of office of the current Board. Where no election is conducted in time before the expiration of the term of office of a director, the existing director shall, before the director-elected takes office, continue to perform his duty as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association. The president or other senior management personnel can concurrently serve <u>and the representatives of the employee also can serve</u> as a director, but the total number of directors concurrently serving as the president or other senior management personnel positions and the directors serving as the representatives of the employees shall be no more than half (1/2) of directors of the Company. Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders' general meeting may <u>removed</u>dismiss any non-independent director before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
91	Article 166 The way and procedures for the nomination, approval and election of non-independent directors are as follows: (1) The Nomination and Remuneration Evaluation Committee of the Board of Directors, shareholders that individually or jointly hold more than 3 percent (3%) of the total voting shares of the Company are entitled to nominate candidates for non-independent directors, and such directors are elected by the shareholders' general meeting of the Company; (2) The Nomination and Remuneration Evaluation Committee should be in charge of preliminary assessment on the qualifications and conditions of the candidates of directors and recommend the qualified candidates to the Board of Directors for its review. The candidates of directors after being approved by the Board of Directors shall be submitted to the general meeting of shareholders in the form of a proposal in writing; (3) The director candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided is true and complete, and ensure that he/she will earnestly discharge his/her duties as a director upon being appointment; (4) Detailed information regarding the candidates of directors shall be disclosed to shareholders according to the laws, regulations and the Articles of Association prior to the convening of the general meeting of shareholders to ensure adequate understanding of the candidates by shareholders at the time of voting;	Article 151 The way and procedures for the nomination, approval and election of non-independent <u>and non-staff representative</u> directors are as follows: (1) The Nomination and Remuneration Evaluation Committee of the Board of Directors, shareholders that individually or jointly hold more than 3 percent (3%) of the total voting shares of the Company are entitled to nominate candidates for non-independent directors, and such directors are elected by the shareholders' general meeting of the Company; (2) The Nomination and Remuneration Evaluation Committee should be in charge of preliminary assessment on the qualifications and conditions of the candidates of directors and recommend the qualified candidates to the Board of Directors for its review. The candidates of directors after being approved by the Board of Directors shall be submitted to the general meeting of shareholders in the form of a proposal in writing; (3) The director candidate shall make a written commitment before the shareholders' general meeting to accept the nomination, and undertake that the information provided is true and complete, and ensure that he/she will earnestly discharge his/her duties as a director upon being appointment; (4) Detailed information regarding the candidates of directors shall be disclosed to shareholders according to the laws, regulations and the Articles of Association prior to the convening of the general meeting of shareholders to ensure adequate understanding of the candidates by shareholders at the time of voting;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(5) The general meeting of shareholders shall vote for each candidate of director individually; (6) A shareholder and its related parties shall not simultaneously nominate directors and supervisors; if a director (supervisor) nominated by a shareholder and its related parties has been appointed as a director (supervisor), and before the expiration or replacement of the term of office of the director (supervisor), the shareholder is not allowed to nominate any supervisor (director) candidate. The number of directors nominated by the same shareholder and its associates, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Directors, unless otherwise prescribed by the State. (7) In case of temporarily supplementing Directors, he/she should firstly be nominated by the Nomination and Remuneration Evaluation Committee of the Board of Directors or by the qualified shareholders to the Board of Directors, thereby being elected or replaced in the shareholders' general meeting; (8) The intention of the director candidate and the written notice to indicate the willingness of candidate to accept the nominations shall be issued to the Company within seven (7) days before the convening of the shareholders' general meeting; and (9) The period for the nominators and the nominee to submit the aforesaid notice and commitment (such period shall start from the second day of the issuance of the notice of the shareholders' general meeting) shall be not less than seven (7) days.	(5) The general meeting of shareholders shall vote for each candidate of director individually; (6) A shareholder and its related parties shall not simultaneously nominate directors and supervisors; if a director (supervisor) nominated by a shareholder and its related parties has been appointed as a director (supervisor), and before the expiration or replacement of the term of office of the director (supervisor), the shareholder is not allowed to nominate any supervisor (director) candidate. The number of directors nominated by the same shareholder and its associates, in principle, shall not exceed one third (1/3) of the total number of members of the Board of Directors, unless otherwise prescribed by the State. (7)<u>(6)</u> In case of temporarily supplementing Directors, he/she should firstly be nominated by the Nomination and Remuneration Evaluation Committee of the Board of Directors or by the qualified shareholders to the Board of Directors, thereby being elected or replaced in the shareholders' general meeting; (8)<u>(7)</u> The intention of the director candidate and the written notice to indicate the willingness of candidate to accept the nominations shall be issued to the Company within seven (7) days before the convening of the shareholders' general meeting; and (9)<u>(8)</u> The period for the nominators and the nominee to submit the aforesaid notice and commitment (such period shall start from the second day of the issuance of the notice of the shareholders' general meeting) shall be not less than seven (7) days.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
92	Article 167 The directors shall comply with the laws, administrative regulations and the Articles of Association, and bear the following faithful obligations to the Company: (1) shall not take bribes or other illegal income by making use of position, and not seize the properties of the Company; (2) shall not misappropriate funds of the Company; (3) shall not save the assets or funds of the Company into the accounts opened in his own name or other personal name; (4) shall not violate the provisions of the Articles of Association, or without the consent of the shareholders' general meeting or the Board of Directors, to loan funds of the Company to others or provide the properties of the Company to others for guarantee; (5) shall not violate the provisions of the Articles of Association, or without the consent of the shareholders' general meeting, enter into a contract or transaction with the Company; (6) without the consent of the shareholders' general meeting, shall not take advantage of the position, to seek business opportunities that shall belong to the Company for himself or others, and engage in the business similar to the Company by himself or with others;	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(7) shall not accept and occupy the commissions in transactions with the Company; (8) shall not disclose the secrets of the Company without approval; (9) shall not impair the interests of the Company by making use his associate relationship; (10) exercise the powers within the limits of their responsibilities, and shall not abuse powers; (11) shall not reap benefits for him or others by making use of inside information; (12) shall not maliciously harm the interests of the Company in other ways; and (13) other faithful obligations stipulated by laws, administrative regulations, and departmental rules and the Articles of Association. The revenues obtained by the director in violation of this Article shall belong to the Company; in the event of causing losses to the Company, the director shall be liable for compensation.	

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
93	Article 168 The directors shall comply with the laws, administrative regulations and the Articles of Association, and bear the following responsibilities or obligations in addition to the obligation of fidelity specified in the Article 167 of the Articles of Association: (1) shall cautiously, carefully and diligently exercise the rights conferred by laws and the Articles of Association, in order to ensure the Company's business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license; (2) shall carefully read the business, financial reports of the Company, constantly focus on the business operations and management of the Company, and be entitled to ask the senior management to provide materials related to the Company's operation and management in a comprehensive, prompt and accurate manner, and make explanations on relevant issues; (3) shall sign a written confirmation to the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete; (4) personally exercise the legally conferred disposal right of the Company, shall not be manipulated by others; without the permit of laws, regulations or without the approval of shareholders' general meeting upon informed circumstances, shall not grant the disposal right to others for exercise;	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(5) shall attend the board meetings on time, fully examine the items deliberated at the board meetings, issue independent, professional and objective opinions, and vote independently on the basis of prudent judgement; (6) shall bear liabilities for resolutions of the board meetings; (7) shall supervise the implementation of resolutions of the shareholders' general meetings and the Board of Directors by the senior management; (8) shall truthfully provide relevant information and data to the Board of Supervisors, and shall not prevent the exercise of functions and powers of the Board of Supervisors or the supervisors; (9) actively participate in relevant trainings, understand the rights, obligations and responsibilities of directors, be familiar with relevant laws, regulations and regulatory requirements, and constantly grasp relevant professional knowledge and capabilities required for the fulfillment of responsibilities; (10) be diligent and fulfil duties, and maintain the financial security of the Company; (11) shall be liable for the Company and all the shareholders and fairly treat all the shareholders during the fulfillment of responsibilities; (12) shall implement high-standard code of professional ethics, and consider the legitimate rights and interests of stakeholders;	

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(13) shall bear the faithful and diligence obligations to the Company, fulfil the responsibilities in a prudent manner, and guarantee sufficient time and energy for performance of duties; and (14) shall abide by laws, administrative regulations, and departmental rules and the Articles of Association.	
94	(New Article)	<u>Article 154 Staff directors shall also be subject to the supervision of the staff representatives assembly, the general staff meeting or other democratic manners, and regularly report on their work thereto. Staff directors shall listen to employees' opinions and suggestions on rules, regulations or major issues involving the vital interests of employees, make authentic, accurate and comprehensive reflection at the meetings of the board of directors, and protect the legitimate rights and interests of employees. They shall issue opinions on relevant resolutions adopted by the staff representatives assembly and exercise the right of voting.</u>
95	Article 173 Where directors fail to perform their duties due to dismissal by the shareholders' general meeting, death, loss of independence by independent directors or other circumstances, leading to the number of directors in the Board of Directors less than the statutory number or the minimum number required for the voting by the Board of Directors, the powers and functions of the Board of Directors shall be exercised by the shareholders' general meeting till the number of directors in the Board of Directors complies with requirements.	Article 157 Where directors fail to perform their duties due to <u>removal</u>dismissal by the shareholders' general meeting, death, loss of independence by independent directors or other circumstances, leading to the number of directors in the Board of Directors less than the statutory number or the minimum number required for the voting by the Board of Directors, the powers and functions of the Board of Directors shall be exercised by the shareholders' general meeting till the number of directors in the Board of Directors complies with requirements.

APPENDIX I**EXPLANATIONS ON THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION OF HARBIN BANK CO., LTD.**

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
96	Article 174 Where a director violates the provisions of laws, regulations or the Articles of Association, infringes the interest of the shareholders, other directors, supervisors and senior management personnel of the Company, and constitutes a crime, and such facts have been adjudicated by the competent court upon final judgment, from the date of the effectiveness of such judgment, the director is accordingly dismissed from office, and the dismissal is announced by the chairman of Board of Directors on the next board meeting.	Deleted
97	Article 175 A director that violates laws, administrative regulations, departmental rules or the Articles of Association and causes losses to the Company in performing duties of the Company shall be liable for compensations.	Deleted
98	Article 181 The independent directors of the Company shall be implemented in accordance with the related provisions of laws, administrative regulations and departmental rules.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
99	Article 183 Except the persons that shall not serve as directors of the Company, the following persons shall not serve as independent directors of the Company: (1) the persons who hold more than 1% of the shares of the Company or take office in the companies of the shareholders; (2) persons taking office in the Company, or in the enterprises which are held the controlling shares by the Company or actually controlled by the Company; (3) persons who have ever taken office in the Company, or in the enterprises which are held the controlling shares by the Company or actually controlled by the Company within three (3) years prior to taking office; (4) persons taking office in enterprises which fail to return the money borrowed from the Company; (5) persons taking office in institutions that has legal, accounting, auditing, management consulting and other business contacts or interest relations with the Company; (6) any other person who can be controlled or significantly affected through a variety of ways by the Company; (7) close relatives of above-mentioned persons (close relatives mentioned in this article mean husband and wife, parents, children, paternal grandparents, maternal grandparents, brothers and sisters, paternal and maternal grandchildren);	Article 165 Except the persons that shall not serve as directors of the Company, the following persons shall not serve as independent directors of the Company <u>if</u>: (1) the persons <u>and his/her close relatives collectively</u>who hold more than 1% of the shares of the Company or take office in the companies of the shareholders; <u>(2) the person or his/her close relatives take office in the companies of the shareholders that hold more than 1% of the shares of the Company;</u> <u>(2)(3) the persons or his/her close relatives</u> taking office in the Company, or in the enterprises which are held the controlling shares by the Company or actually controlled by the Company; (3) persons who have ever taken office in the Company, or in the enterprises which are held the controlling shares by the Company or actually controlled by the Company within three (3) years prior to taking office; <u>(4) the person or his/her close relatives take office in an institution that cannot repay the Company's loans on schedule</u> persons taking office in enterprises which fail to return the money borrowed from the Company;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(8) persons working part-time in other commercial banks; (9) persons working in state organs; (10) persons taking offices as independent directors in more than two commercial banks at the same time shall not serve as independent directors of the Company; and (11) other persons that shall not serve as independent directors stipulated by laws, administrative regulations, departmental rules or the securities regulatory body and the banking and insurance regulatory authority of the State Council, and Hong Kong Stock Exchange.	(5) <u>the institutions that the person or his/her close relatives work in have business connections with the Company in terms of</u> persons taking office in institutions that has legal, accounting, auditing, management consulting, <u>guarantee cooperation</u> and other business contacts or <u>have creditor-debtor or</u> other interest relations with the Company that may hinder their independence in performing their duties; (6) <u>other circumstances in which the person or his/her close relatives may</u> any other person who can be controlled or significantly affected <u>by substantial shareholders and senior management of</u> through a variety of ways by the Company, which may hinder their independence in performing their duties; (7) close relatives of above mentioned persons (close relatives mentioned in this article mean husband and wife, parents, children, paternal grandparents, maternal grandparents, brothers and sisters, paternal and maternal grandchildren); (8) persons working part-time in other commercial banks; (7) persons working in state organs; (10) persons taking offices as independent directors in more than two commercial banks at the same time shall not serve as independent directors of the Company; and (8) <u>other circumstances</u> persons that shall not serve as independent directors stipulated by laws, administrative regulations, departmental rules, <u>regulatory rules in which the shares of the Company are listed and the Articles of Association of the Company,</u> or the securities regulatory body and the banking and insurance regulatory authority of the State Council, and Hong Kong Stock Exchange.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
100	Article 185 The way and procedures for nomination and election of independent directors: (1) the Nomination and Remuneration Evaluation Committee of the Board of Directors, a shareholder(s) individually or jointly hold(s) more than 1% of the total number of voting shares of the Company and the Board of Supervisors may propose candidates qualified for independent directors to the Board of Directors, and independent directors shall be elected by the shareholders' general meeting; (2) The same shareholder may only nominate one independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time; the shareholder who has nominated non-independent directors and his related parties shall not be allowed to nominate the independent director; (3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director; the nominee shall make a public statement that no relationship exists between him/her and the Company which may affect his/her independence and objective judgment; (4) The term of office of the independent directors is the same as the term of office of the directors of the Company. The term of independent directors in the Company shall comply with the provisions of laws and regulatory authority, and an independent director may, if re-elected upon expiration of the term of office, serve consecutive terms, and the terms served shall not exceed six years cumulatively.	Article 167 The way and procedures for nomination and election of independent directors: (1) the Nomination and Remuneration Evaluation Committee of the Board of Directors, a shareholder(s) individually or jointly hold(s) more than 1% of the total number of voting shares of the Company and the Board of Supervisors Audit Committee of the Board of Directors may propose candidates qualified for independent directors to the Board of Directors, and independent directors shall be elected by the shareholders' general meeting; (2) The same shareholder may only nominate one independent director candidate, and is not allowed to nominate independent director and external supervisor at the same time; the shareholder who has nominated non-independent directors and his related parties shall not be allowed to nominate the independent director; (3) The nominator of independent director shall obtain prior consent of the nominee before the nomination. The nominator shall fully understand the occupation, education, job title, detailed work experience, and all of the part-time work of the nominee, and comment on the qualifications and independence of the nominee to serve as independent director the nominee shall make a public statement that no relationship exists between him/her and the Company which may affect his/her independence and objective judgment; (4) The term of office of the independent directors is the same as the term of office of the directors of the Company. The term of independent directors in the Company shall comply with the provisions of laws and regulatory authority, and an independent director may, if re-elected upon expiration of the term of office, serve consecutive terms, and the terms served shall not exceed six years cumulatively.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
101	Article 186 An independent director may resign before the expiration of the term of office. Before the shareholders' general meeting or the Board of Directors approves the resignation of an independent director, the independent director shall continue to perform his/her duties. The independent director shall submit a written resignation report to the Board of Directors for resignation, and explain any circumstance related to the resignation or which he/she considers necessary to be noticed by shareholders and creditors of the Company. Where the resignation of the independent director during his term of office results in that the number of independent directors of the Board of Directors of the Company is below 1/3 of the total members of the Board of Directors, the resigning independent director shall continue to perform his duties before a new independent director takes office, except the resignation due to losing independence or dismissal.	Article 168 An independent director may resign before the expiration of the term of office. Before the shareholders' general meeting or the Board of Directors approves the resignation of an independent director, the independent director shall continue to perform his/her duties. The independent director shall submit a written resignation report to the Board of Directors for resignation, and explain any circumstance related to the resignation or which he/she considers necessary to be noticed by shareholders and creditors of the Company. Where the resignation of the independent director during his term of office results in that the number of independent directors of the Board of Directors of the Company is below 1/3 of the total members of the Board of Directors, the resigning independent director shall continue to perform his duties before a new independent director takes office, except the resignation due to losing independence or removaldismissal.
102	Article 187 Where an independent director is in one of the following circumstances, the Board of Directors of the Company shall apply to the shareholders' general meeting for dismissal within three months, and elect a new independent director: (1) not meets the service qualifications for an independent director due to position change and not resign personally; (2) the number of board meetings attended in person in one year is less than two thirds (2/3) of the total number of board meetings; (3) fails to attend in person the board meeting for three (3) consecutive times; (4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.	Article 169 Where an independent director is in one of the following circumstances, the Board of Directors of the Company shall apply to the shareholders' general meeting for removaldismissal within three months, and elect a new independent director: (1) not meets the service qualifications for an independent director due to position change and not resign personally; (2) the number of board meetings attended in person in one year is less than two thirds (2/3) of the total number of board meetings; (3) fails to attend in person the board meeting for three (3) consecutive times; (4) other circumstances not suitable to serve as an independent director stipulated by the laws and regulations.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
103	Article 195 The board of directors consists of 11 directors, including three executive directors and eight non-executive directors (including independent directors). Executive directors, apart from serving as directors of the Company, also undertake the duties of senior management; and non-executive directors do not hold any other office in the Company other than their office as directors and do undertake the duties of senior management. The Board of Directors shall have no less than four independent directors, with at least one of the independent directors must be ordinarily resident in Hong Kong, China, and the total number of independent directors shall be not less than one third of all directors.	Article 177 The board of directors consists of 1112 directors, including three executive directors and eight non-executive directors (including independent directors) <u>and one employee director.</u> Executive directors, apart from serving as directors of the Company, also undertake the duties of senior management; and non-executive directors do not hold any other office in the Company other than their office as directors and do undertake the duties of senior management. <u>An employee director is a representative of the Company's employees and do not concurrently serve as senior management of the Company.</u> The Board of Directors shall have no less than four independent directors, with at least one of the independent directors must be ordinarily resident in Hong Kong, China, and the total number of independent directors shall be not less than one third of all directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
104	Article 196 The board of directors shall exercise the following functions and powers: (1) convene the general meeting and report to the general meeting; (2) implement the resolutions of the shareholders' meeting; consider and approve the external investment, acquisition of assets, disposal and write-off of assets, asset mortgaging, affiliated/connected transactions and data governance of the Company within the scope of authorisation by the general meeting of the Company in accordance with laws, regulations and regulatory requirements; (3) decide the Company's operation plan, formulate scientific, reasonable and stable development strategy of the Company and supervise the implementation thereof, and determine the market positioning and development objective which reflect the differentiation and specialisation; (4) formulate the Company's risk tolerance level and risk management and internal control policies, and have the ultimate responsibility for the comprehensive risk management; (5) continue to focus on the internal control of the Company, establish good internal control culture and carry out regular research and evaluation on the adequacy, reasonableness and effectiveness of the internal control; (6) have the ultimate responsibility for the establishment, operation and maintenance of internal audit system, and the independence and effectiveness of internal audit;	Article 178 The board of directors shall exercise the following functions and powers: (1) convene the general meeting and report to the general meeting; (2) implement the resolutions of the shareholders' meeting; consider and approve the external investment, acquisition of assets, disposal and write-off of assets, asset mortgaging and external guarantees, affiliated/connected transactions and data governance of the Company within the scope of authorisation by the general meeting of the Company in accordance with laws, regulations and regulatory requirements; (3) decide the Company's operation plan, formulate scientific, reasonable and stable development strategy of the Company and supervise the implementation thereof, and determine the market positioning and development objective which reflect the differentiation and specialisation; (4) formulate the Company's risk tolerance level and risk management and internal control policies, and have the ultimate responsibility for the comprehensive risk management; (5) continue to focus on the internal control of the Company, establish good internal control culture and carry out regular research and evaluation on the adequacy, reasonableness and effectiveness of the internal control; (6) have the ultimate responsibility for the establishment, operation and maintenance of internal audit system, and the independence and effectiveness of internal audit;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(7) formulate the Company's annual financial budget plan and final account plan; (8) formulate the Company's profit distribution plan and plan for recovery of losses; (9) formulate the Company's plans for increase or reduction of the registered capital, issuance of bonds or other securities and listing; (10) formulate capital plan and have the ultimate responsibility for capital management; (11) formulate the Company's plans for major acquisitions, acquisitions of the Company's shares or merger, division, dissolution and change of corporate form; (12) regularly evaluate and improve the Company's corporate governance, and protect the legitimate rights and interests of financial consumers and other stakeholders; (13) determine the arrangement of the Company's internal management structure; (14) according to the nomination of the chairman of board of directors, appoint or dismiss the Company's president and secretary of the board of directors; and upon the nomination of the president, appoint or dismiss the vice president, assistant president, financial director and other senior management personnel;	(7) formulate <u>determine</u> the Company's annual financial budget plan and final account plan; (8) formulate the Company's profit distribution plan and plan for recovery of losses; (9) formulate the Company's plans for increase or reduction of the registered capital, issuance of bonds or other securities and listing; (10) formulate capital plan and have the ultimate responsibility for capital management; (11) formulate the Company's plans for major acquisitions, acquisitions of the Company's shares or merger, division, dissolution and change of corporate form; (12) regularly evaluate and improve the Company's corporate governance, and protect the legitimate rights and interests of financial consumers and other stakeholders; (13) determine the arrangement of the Company's internal management structure; (14) according to the nomination of the chairman of board of directors, appoint or dismiss the Company's president and secretary of the board of directors; and upon the nomination of the president, appoint or dismiss the vice president, assistant president, financial director and other senior management personnel;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(15) establish and implement the responsibility performance accountability system of the senior management, supervise the effective performance of responsibilities by the senior management, decide the remuneration matters and disciplinary matters of senior management and specify the specific way for accountability of malfunction and improper performance of responsibilities; (16) review and approve the work rules for the president, listen to the work report and check the work of the Company's president; (17) formulate proposed amendments to the Articles of the Company, formulate the rules of procedures of the general meetings, the rules of procedures of the board of directors; and review and approve the working rules of the special committees of the board of directors; (18) Requesting the shareholders' meeting to retain or dismiss an accounting firm that conducts regular statutory audit of the Company's financial reports; (19) determine the green credit development strategies, review and approve the green credit objectives made and the green credit reports submitted by senior management, and supervise and appraise the Company's implementation of the green credit development strategies;	(15) establish and implement the responsibility performance accountability system of the senior management, supervise the effective performance of responsibilities by the senior management, decide the remuneration matters and disciplinary matters of senior management and specify the specific way for accountability of malfunction and improper performance of responsibilities; (16) review and approve the work rules for the president, listen to the work report and check the work of the Company's president; (17) formulate proposed amendments to the Articles of the Company, formulate the rules of procedures of the general meetings, the rules of procedures of the board of directors; and review and approve the working rules of the special committees of the board of directors; (18) Requesting the shareholders' meeting to retain or dismiss an accounting firm that conducts regular statutory audit of the Company's financial reports; (19) determine the green credit development strategies, review and approve the green credit objectives made and the green credit reports submitted by senior management, and supervise and appraise the Company's implementation of the green credit development strategies;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(20) establish the mechanism for identification, review and management of the conflict of interests between the Company and shareholders, especially major shareholders; and have the ultimate responsibility for the management of shareholders' affairs; (21) review the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report; (22) in charge of the Company's information disclosure matters and have the ultimate responsibility for the truthfulness, accuracy, completeness and promptness of the Company's accounting and financial reporting; (23) other functions and powers conferred by laws, administrative regulations, rules or these Rules. The powers and functions of the board of directors shall be collectively exercised by the board of directors. The powers and functions of the board of directors stipulated in the Company Law shall not be authorised to be exercised by the chairman of board of directors, directors, other institutions or individuals in principle. When necessary, some specific decision-making matters shall be authorised with resolutions of the board of directors in accordance with the law. Separate authorisation shall be given to specific matter and the functions and powers of the board of directors shall not be authorised generally or permanently to certain other institutions or individuals.	(20) establish the mechanism for identification, review and management of the conflict of interests between the Company and shareholders, especially major shareholders; and have the ultimate responsibility for the management of shareholders' affairs; (21) review the Company's compliance with the Corporate Governance Code specified in Listing Rules of Hong Kong Stock Exchange and the information disclosed in the Corporate Governance Report; (22) in charge of the Company's information disclosure matters and have the ultimate responsibility for the truthfulness, accuracy, completeness and promptness of the Company's accounting and financial reporting; (23) other functions and powers conferred by laws, administrative regulations, rules or these Rules <u>and authorised by the general meeting.</u> The powers and functions of the board of directors shall be collectively exercised by the board of directors. The powers and functions of the board of directors stipulated in the Company Law shall not be authorised to be exercised by the chairman of board of directors, directors, other institutions or individuals in principle. When necessary, some specific decision-making matters shall be authorised with resolutions of the board of directors in accordance with the law. Separate authorisation shall be given to specific matter and the functions and powers of the board of directors shall not be authorised generally or permanently to certain other institutions or individuals.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
105	Article 198 The Board of Directors shall regularly or irregularly report work to the Board of Supervisors, to accept the supervision from the Board of Supervisors.	Deleted
106	Article 200 At the time of disposal of fixed assets, if the sum of the expected value of the fixed assets to be disposed and the value of fixed assets disposed within four (4) months before this disposal exceeds 33% of the value of fixed assets revealed in the balance sheet recently adopted by the shareholders' general meeting, the Board of Directors shall not dispose or agree to dispose the fixed assets without the prior approval of shareholders' general meeting. The disposal of fixed assets referred in this article includes the transfer of certain assets and interests, but does not include the guarantee provided with fixed assets. The effectiveness of transactions of the Company to dispose fixed assets is not affected by the violation of the first clause of this article.	Deleted
107	Article 202 The board meetings can be divided into regular meetings and interim meetings. The regular board meeting shall be convened at least four times per year, convened by the chairman of Board of Directors, and noticed all directors and supervisors before fourteen (14) days prior to the meeting.	Article 182 The board meetings can be divided into regular meetings and interim meetings. The regular board meeting shall be convened at least four times per year, convened by the chairman of Board of Directors, and noticed all directors and supervisors before fourteen (14) days prior to the meeting.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
108	Article 204 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal: (1) proposed by shareholders representing more than one tenth (1/10) of the voting rights; (2) proposed by more than one third (1/3) of directors; (3) proposed by the Board of Supervisors; (4) the chairman of Board of Directors considers necessary; (5) proposed by more than two independent directors; (6) the regulatory department requires to hold the meeting; (7) other circumstances stipulated in the Articles of Association.	Article 184 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal: (1) proposed by shareholders representing more than one tenth (1/10) of the voting rights; (2) proposed by more than one third (1/3) of directors; (3) proposed by the <u>Audit Committee of the Board of Directors</u> Board of Supervisors; (4) the chairman of Board of Directors considers necessary; (5) proposed by more than two independent directors; (6) the regulatory department requires to hold the meeting; (7)-(6) other circumstances stipulated in the Articles of Association.
109	Article 207 The board meeting shall be held upon the attendance of more than half of directors. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors.	Article 187 The board meeting shall be held upon the attendance of more than half of directors. <u>Each director shall have one vote at the board meeting.</u> The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
110	Article 208 The director that has associated relationship with the enterprise involved in the resolution of the board meeting shall not exercise the right to vote on the resolution, nor exercise voting rights on behalf of other directors. The board meeting could be held upon the attendance of more than half (1/2) of the directors without associated relationship, and the resolution of the board meeting shall be passed upon the approval of more than half (1/2) of the directors without associated relationship. The aforementioned matters that shall be passed upon the approval of more than two thirds (2/3) of the directors of the Board must be passed upon the approval of more than two thirds (2/3) of the directors without associated relationship. In the event of less than three (3) attending directors without associated relationship, the matter shall be submitted to the shareholders' general meeting for deliberation.	Article 188 The director that has associated relationship with the enterprise <u>or individual</u> involved in the resolution of the board meeting <u>shall promptly report in writing to the Board of Directors. The director that has an associated relationship</u> shall not exercise the right to vote on the resolution, nor exercise voting rights on behalf of other directors. The board meeting could be held upon the attendance of more than half (1/2) of the directors without associated relationship, and the resolution of the board meeting shall be passed upon the approval of more than half (1/2) of the directors without associated relationship. The aforementioned matters that shall be passed upon the approval of more than two thirds (2/3) of the directors of the Board must be passed upon the approval of more than two thirds (2/3) of the directors without associated relationship. In the event of less than three (3) attending directors without associated relationship, the matter shall be submitted to the shareholders' general meeting for deliberation.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
111	Article 209 The resolution of the Board of Directors may be voted at on-site meetings or via written signature. Each director shall have one vote at the board meeting, and vote by open ballot. The profit distribution plans, remuneration plans, major investment, major asset disposal plans, engagement and dismissal of senior management personnel, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item (7), (8), (10), (13) and (16) in Article 196 of the Articles of Association and the provisions of the internal systems of the Company shall not be voted in a written signature way and shall be passed by the affirmative votes of more than two thirds (2/3) of directors in the Board of Directors.	Article 189 The resolution of the Board of Directors may be voted at on-site meetings or via written signature. Each director shall have one vote at the board meeting, and vote by open ballot. The profit distribution plans, remuneration plans, major investment, major asset disposal plans, engagement and dismissal of senior management personnel, capital supplement plans, major equity changes and financial restructuring and other major matters that shall be submitted to the Board of Directors for deliberation in Item <u>(8), (9), (11), (14) and (17)</u> (7), (8), (10), (13) and (16) in Article 196<u>178</u> of the Articles of Association and the provisions of the internal systems of the Company shall not be voted in a written signature way and shall be passed by the affirmative votes of more than two thirds (2/3) of directors in the Board of Directors.
112	Article 212 The directors shall be responsible for resolution of the Board of Directors. Where the board resolutions violate laws, administrative regulations or the Articles of Association, resulting in losses to the Company, the directors involved in the resolution shall be liable for compensations to the Company. But the director whose vote is proved to express dissent and is recorded in the minutes may be exempted from liability.	Article 192 The directors shall be responsible for resolution of the Board of Directors. Where the board resolutions violate laws, administrative regulations or the Articles of Association, <u>and the resolutions of the shareholders' general meeting</u>, resulting in losses to the Company, the directors involved in the resolution shall be liable for compensations to the Company. But the director whose vote is proved to express dissent and is recorded in the minutes may be exempted from liability.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
113	Article 213 The office of Board of Directors is a working body established by the Board of Directors of the Company, with 1 (one) manager and is mainly responsible for the preparation and information disclosure of the shareholders' general meeting, the board meeting, and the meetings of the special committees of the Board of Directors, and other daily affairs of the Board of Directors and the special committees of the Board of Directors.	Article 193 The office of Board of Directors is a working body established by the Board of Directors of the Company, with 1 (one) manager and is mainly responsible for the preparation and information disclosure of the shareholders' general meeting, the board meeting, and the meetings of the special committees of the Board of Directors, and other daily affairs of the Board of Directors and the special committees of the Board of Directors.
114	Article 214 The Company shall forthwith report the governance regulation and evaluation results and regulatory opinions issued by the banking and insurance regulatory authority of the State Council and its dispatched offices, as well as the rectifications of the Company to directors, the Board of Directors, supervisors and the Board of Supervisors, and make prompt rectifications according to the regulatory requirements.	Article 194 The Company shall forthwith report the governance regulation and evaluation results and regulatory opinions issued by the banking and insurance regulatory authority of the State Council and its dispatched offices, as well as the rectifications of the Company to directors; <u>and</u> the Board of Directors, supervisors and the Board of Supervisors , and make prompt rectifications according to the regulatory requirements.
115	Article 217 The chairman of the Board of Directors leads the Company to strengthen the development of the Board of Directors, and enhance the operation quality and efficiency of the Board of Directors. In addition to general responsibilities as a director, the chairman shall also fulfill other responsibilities in accordance with laws, regulations, regulatory requirements and the Articles of Association, and exercise the following functions and powers: (1) preside over the shareholders' general meeting and convene and preside over board meetings; (2) supervise and inspect the implementation of resolutions of board meetings;	Article 197 The chairman of the Board of Directors leads the Company to strengthen the development of the Board of Directors, and enhance the operation quality and efficiency of the Board of Directors. In addition to general responsibilities as a director, the chairman shall also fulfill other responsibilities in accordance with laws, regulations, regulatory requirements and the Articles of Association, and exercise the following functions and powers: (1) preside over the shareholders' general meeting and convene and preside over board meetings; (2) supervise and inspect the implementation of resolutions of board meetings;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(3) sign the corporate bonds and other negotiable securities; (4) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the Board of Directors proposed by the chairman of Board of Directors; (5) propose member candidates of the special committees of the Board of Directors; (6) sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company; (7) in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the Board of Directors or shareholders' general meeting afterwards; (8) exercise the functions and powers of the Company's legal representative; (9) other matters authorised by the Board of Directors.	(3) sign the corporate bonds and other negotiable securities; (4) (3) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the Board of Directors proposed by the chairman of Board of Directors; (5) (4) propose the chairman and member candidates of the special committees of the Board of Directors; (6) (5) sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company; (7) (6) in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the Board of Directors or shareholders' general meeting afterwards; (8) exercise the functions and powers of the Company's legal representative; (9) (7) other matters authorised by the Board of Directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
116	Article 219 The vice chairman of Board of Directors assists the chairman of Board of Directors to work, where the chairman of Board of Directors is unable to perform duties or fails to perform duties, the vice chairman of Board of Directors shall perform duties; where the vice chairman of Board of Directors is unable to perform duties or fails to perform duties, over half of the directors shall elect one director to perform duties.	Article 199 The vice chairman of Board of Directors assists the chairman of Board of Directors to work, where the chairman of Board of Directors is unable to perform duties or fails to perform duties, the vice chairman of Board of Directors shall perform duties; where the vice chairman of Board of Directors is unable to perform duties or fails to perform duties, <u>more than</u> over half of the directors shall elect one director to perform duties.
117	Article 220 In order to fully perform duties, the Board of Directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transactions Control Committee, Board Development Strategy Committee, Audit Committee of the Board of Directors and Board Consumer Rights and Interests Protection Committee, may also set up other special committees according to laws, regulations, regulatory requirements and the needs of the Company. The Board of Directors may decide the merge and establishment of relevant committees according to the actual circumstances. The special committees of the Board of Directors are responsible for the Board of Directors. The special committees of the Board of Directors shall be composed of directors with professional knowledge or working experience matching the responsibilities of the special committees. The members are nominated by the chairman of Board of Directors and elected by the Board of Directors, and the number of people is not less than three (3). The term of office of committees is the same as the Board of Directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.	Article 200 In order to fully perform duties, the Board of Directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transactions Control Committee, Board Development Strategy Committee, Audit Committee of the Board of Directors and Board Consumer Rights and Interests Protection Committee, may also set up other special committees according to laws, regulations, regulatory requirements and the needs of the Company. The Board of Directors may decide the merge and establishment of relevant committees according to the actual circumstances. The special committees of the Board of Directors are responsible for the Board of Directors. The special committees of the Board of Directors shall be composed of directors with professional knowledge or working experience matching the responsibilities of the special committees. The <u>chairmen</u> and members are nominated by the chairman of Board of Directors and elected by the Board of Directors, and the number of people is not less than three (3). <u>Resolutions of the special committees shall be passed by more than half of the special committees' members. For the voting on a resolution of the special committees, each member shall have one vote.</u> The term of office of committees is the same as the Board of Directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	The chairman of Board Risk Management and Related Transactions Control Committee, Board Nomination and Remuneration Evaluation Committee and Audit Committee of the Board of Directors are undertaken by independent directors. The chairmen of the Board Risk Management and Related Transactions Control Committee and Audit Committee of the Board of Directors shall work for no less than 20 working days per year for the Company. In principle, independent directors shall account for no less than 1/3 in the Board Risk Management and Related Transactions Control Committee, and occupy the majority of Board Nomination and Remuneration Evaluation Committee and Audit Committee of the Board of Directors. The directors nominated by controlling shareholders shall not be the members of Board Risk Management and Related Transactions Control Committee, Board Nomination and Remuneration Evaluation Committee. Members of the Audit Committee of the Board of Directors shall have professional knowledge and work experience in such areas as finance, audit, accounting or law. Members of the Risk Management and Related Transactions Control Committee of the Board of Directors shall have the experience of making judgment and management to all kinds of risks. The special committees of the Board of Directors shall each have one (1) secretary, responsible for the daily work contact of committees and the meeting preparation of committees.	The chairman of Board Risk Management and Related Transactions Control Committee, Board Nomination and Remuneration Evaluation Committee and Audit Committee of the Board of Directors are undertaken by independent directors. The chairmen of the Board Risk Management and Related Transactions Control Committee and Audit Committee of the Board of Directors shall work for no less than 20 working days per year for the Company. In principle, independent directors shall account for no less than 1/3 in the Board Risk Management and Related Transactions Control Committee, and occupy the majority of Board Nomination and Remuneration Evaluation Committee and Audit Committee of the Board of Directors. The directors nominated by controlling shareholders shall not be the members of Board Risk Management and Related Transactions Control Committee, Board Nomination and Remuneration Evaluation Committee. Members of the Audit Committee of the Board of Directors shall have professional knowledge and work experience in such areas as finance, audit, accounting or law. <u>More than half of the members shall not hold any positions in the Company other than as directors and shall not have any relationships with the Company that may affect their independent and objective judgment.</u> Members of the Risk Management and Related Transactions Control Committee of the Board of Directors shall have the experience of making judgment and management to all kinds of risks. The special committees of the Board of Directors shall each have one (1) secretary, responsible for the daily work contact of committees and the meeting preparation of committees.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
118	Article 221 The Board Nomination and Remuneration Evaluation Committee are primarily responsible for: (1) formulating the conditions of service, criteria and selection procedures for directors and senior management personnel, and putting forward suggestions to the Board of Directors; (2) performing preliminary assessment on the service qualifications and conditions of directors and senior management personnel, and make recommendations to the Board of Directors; (3) putting forward qualified candidates of independent directors to the Board of Directors; (4) formulating, implementing remuneration and incentive measures and schemes of directors and senior management personnel of the Company, and putting forward suggestions to the Board of Directors; (5) developing performance review standards of the Company's senior management personnel, and report assessment results to the Board of Directors; (6) checking and deciding the amount of annual incentive salaries distributed to the Company's senior management personnel, operating and management personnel and employees;	Article 201 The Board Nomination and Remuneration Evaluation Committee are primarily responsible for: (1) formulating the <u>selection</u> conditions of service, criteria and selection procedures for directors and senior management personnel, <u>conducting preliminary reviews of qualifications and conditions of service of the directors and the senior management personnel</u> and putting forward suggestions to the Board of Directors; (2) performing preliminary assessment on the service qualifications and conditions of directors and senior management personnel, and make recommendations to the Board of Directors; <u>seeking for persons qualified to act as a director, selecting and nominating relevant persons as the directors or providing recommendations to the Board of Directors therefor;</u> (3) putting forward qualified candidates of independent directors to the Board of Directors; <u>evaluating the independence of independent directors;</u> (4) formulating, implementing <u>considering and examining the</u> remuneration and incentive measures and schemes of directors and senior management personnel of the Company, and putting forward suggestions to the Board of Directors;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(7) reviewing and approving the compensation paid to the executive directors and the senior management for their loss or termination of duties or entrustment, and putting forward suggestions to the Board of Directors; (8) reviewing and approving the compensation paid due to the dismissal of relevant directors due to their improper acts, and putting forward suggestions to the Board of Directors; (9) other matters authorised by relevant laws, administrative regulations, departmental rules, the securities regulatory authority in the place of listing of the shares of the Company and the Board of Directors.	(5) developing performance review standards <u>appraisal measures</u> of the Company's senior management personnel, and report assessment results <u>making recommendations</u> to the Board of Directors; <u>and, pursuant to the Board's authorisation, formulating performance appraisal plans for the senior management personnel;</u> (6) checking and deciding the amount of <u>performance-based remuneration</u> annual incentive salaries distributed to the Company's senior management personnel, operating and management personnel and employees; (7) reviewing and approving the compensation paid to the executive directors and the senior management for their loss or termination of duties or entrustment, <u>so as to ensure the consistency of such compensation with the contract; if such consistency cannot be managed, the compensation made thereto shall be fair, reasonable and not excessive;</u> and putting forward suggestions to the Board of Directors; (8) reviewing and approving the compensation paid due to the removaldismissal of relevant directors due to their improper acts, <u>so as to ensure the consistency of such compensation with the contract; if such consistency cannot be managed, relevant compensation shall also be fair and reasonable;</u> and putting forward suggestions to the Board of Directors; (9) other matters authorised by relevant laws, administrative regulations, departmental rules, the securities regulatory authority in the place of listing of the shares of the Company, <u>the Terms of Reference of the Nomination and Compensation Evaluation Committee of the Board of Directors</u> and the Board of Directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
119	Article 222 Board Risk Management and Related Transactions Control Committee are primarily responsible for: (1) supervising the risk control in terms of the credit, market, and operations of the Company's senior management personnel; (2) making regular assessment of the risk status of the Company; (3) putting forward a sound advice on risk management and internal control; (4) collecting, compiling lists and information of related parties of the Company; (5) inspecting and supervising the control of the Company's affiliated/connected transactions, and the implementation of affiliated/connected transactions control system by the Company's directors, senior management personnel, the related parties, and report to the Board of Directors; (6) approving or making preliminary review on matters that shall be approved or preliminary reviewed by Board Risk Management and Related Transactions Control Committee in accordance with the Articles of Association and other internal rules of the Company, keeping records of the relevant matters, and submitting to the Board of Directors for approval as required; (7) other matters authorised by the Board of Directors.	Article 202 Board Risk Management and Related Transactions Control Committee are primarily responsible for: (1) supervising the risk control in terms of the credit, market, <u>liquidity, and operations, country, interest rate in the banking book, reputation, strategy, and information technology</u> of the Company's senior management personnel; <u>examining the status of work implementation in areas such as anti-money laundering, case risk prevention and control, large exposure risks, capital adequacy assessment, liability quality management, and implementation of the expected credit loss method, so as to ensure that the senior management has fulfilled their duties in establishing an effective risk management mechanism;</u> (2) <u>hearing the special reports of the senior management on the Company's risk status on a quarterly basis, and</u> making regular assessment of the <u>risk appetite, risk policies, risk levels, risk management status and risk-bearing capacity</u> of the Company; (3) putting forward a sound advice on risk management and internal control; (4) <u>studying the basic systems for compliance management and submitting them to the Board of Directors for consideration; evaluating the effectiveness of compliance management and the level of compliance culture construction, and urge the resolution of major issues in compliance management and the compliance culture construction;</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		<u>(5) ensuring compliance of related party/connected transactions; being responsible for the daily management of the Company's related party transactions under the authorization of the Board of Directors; reviewing the management system of the related party transactions and making recommendations to the Board of Directors; confirming the list of the Company's related parties; accepting the filing of general related party transactions; and reviewing the matters relating to material related party transactions and other related party transactions that need to be submitted to the Board of Directors or the shareholders' general meeting for consideration and submission to the Board of Directors for consideration or approval; collecting, compiling lists and information of related parties of the Company;</u> (5) inspecting and supervising the control of the Company's affiliated/connected transactions, and the implementation of affiliated/connected transactions control system by the Company's directors, senior management personnel, the related parties, and report to the Board of Directors; <u>(6) reviewing and approving matters of asset acquisition and disposal authorized by the Board of Directors for approval; and conducting research on matters of asset acquisition, asset disposal, asset mortgage and external guarantee that require approval by the Board of Directors and the shareholders' general meeting; approving or making preliminary review on matters that shall be approved or preliminary reviewed by Board Risk Management and Related Transactions Control Committee in accordance with the Articles of Association and other internal rules of the Company, keeping records of the relevant matters, and submitting to the Board of Directors for approval as required;</u> <u>(7) other matters authorised by relevant laws, administrative regulations, departmental rules, the securities regulatory authority in the place of listing of the shares of the Company, the Terms of Reference of the Risk Management and Related Transactions Control Committee of the Board of Directors and</u> the Board of Directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
120	Article 223 The Board Development Strategy Committee is primarily responsible for: (1) Researching and providing advice on the long and medium term development strategies of the Company; (2) Researching and providing advice on material investment and financing programmes, material capital operations and asset operating projects that shall be approved by the Board of Directors according to the Articles of Association; (3) Researching and providing advice on other significant matters affecting the development of the Company; (4) formulating the annual business targets of the Company; (5) supervising and inspecting the implementation of senior management personnel on the long and medium term development plan, annual business targets, investment and financing programmes, and capital operation programmes; (6) communicating with senior management and departments regularly about the Company's operation and risk status, and providing advice and suggestions thereon; (7) researching and providing advice on the strategies, policies and objectives of green credit and supervising senior management to implement green credit and fulfil social responsibilities; (8) other matters authorised by the Board of Directors.	Article 203 The Board Development Strategy Committee is primarily responsible for: <u>(1) Researching and providing advice on the revision of major systems, such as the Articles of Association, the Rules of Procedure for the Shareholders' General Meeting and the Rules of Procedure for the Board of Directors;</u> (2) Researching and providing advice on the long and medium term development strategies of the Company; <u>researching and providing advice on the major sub-strategies and business strategies under the strategic framework for long and medium development of the Company;</u> <u>(3) Researching and providing advice on the annual investment and financing programmes, and long and medium term and annual capital management programmes of the Company;</u> (2)-(4) Researching and providing advice on material investment and financing programmes, material capital operations and asset operating projects that shall be approved by the Board of Directors according to the Articles of Association; (3)-(5) Researching and providing advice on other significant matters affecting the development of the Company; <u>(4)-(6) Researching and providing advice on the annual business targets of the Company;</u> formulating the annual business targets of the Company;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		(5)-(7) supervising and inspecting the implementation of senior management personnel on the long and medium term development plan, annual business targets, investment and financing programmes, and capital operation programmes; (6)-(8) communicating with senior management and departments regularly about the Company's operation and risk status, and providing advice and suggestions thereon; <u>(9) researching and providing advice on the Company's organizational planning, department setting and change;</u> <u>(10) researching and providing advice on the Company's environmental, social and governance (ESG) organizational structure, material issues and annual reports;</u> (7)-(11) researching and providing advice on the strategies, policies and objectives of green credit and supervising senior management to implement green credit and fulfil social responsibilities; (8)-(12) other matters authorised by <u>relevant laws, administrative regulations, departmental rules, the securities regulatory authority in the place of listing of the shares of the Company, the Working Rules for the Development Strategy Committee of the Board of Directors and</u> the Board of Directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
121	Article 224 The Audit Committee of the Board of Directors is primarily responsible for: (1) examining the accounting policies, financial condition and financial reporting procedures of the Company; (2) reviewing the financial information and its disclosure of the Company; (3) overseeing the internal control system and its implementation of the Company; (4) supervising and evaluating the Internal Audit Department; (5) Proposing the appointment or replacement of the accounting firm; (6) Coordinating the internal and external audit work of the Company; and (7) other matters authorised by the Board of Directors.	Article 204 The Audit Committee of the Board of Directors is primarily responsible for: (1) examining the <u>finances, including but not limited to</u> accounting policies, financial condition and financial reporting procedures of the Company; (2) reviewing the financial information and its disclosure of the Company; (3) overseeing the internal control system and its implementation of the Company; (4) supervising and evaluating the Internal Audit Department; (5) Proposing <u>appointment or removal</u> the appointment or replacement of the accounting firm <u>which will provide regular and statutory audits on the financial reports of the Company;</u> (6) Coordinating the internal and external audit work of the Company; and <u>(7) supervising the conduct of directors and senior management personnel in performing their duties for the Company, and propose the removal of directors and senior management who have violated laws, administrative regulations, the Articles of Association, or resolutions of the shareholders' general meetings;</u> <u>(8) requiring directors and senior management personnel to rectify their acts when they are detrimental to the interests of the Company;</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		<u>(9) filing lawsuits against the directors and senior management personnel in accordance with the Company Law;</u> <u>(10) submitting proposals to the shareholders' general meeting; proposing to convene an extraordinary general meeting, and to convene and preside over the shareholders' general meeting when the Board of Directors fails to perform the duties of convening and presiding over the shareholders' general meeting under the Company Law;</u> <u>(7)-(11) other matters authorised by relevant laws, administrative regulations, departmental rules, the securities regulatory authority in the place of listing of the shares of the Company, the Working Rules of the Audit Committee of the Board of Directors and</u> the Board of Directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
122	Article 225 The Board Consumer Rights and Interests Protection Committee is primarily responsible for: (1) formulating strategies, policies and objectives for the Company's works in protecting consumers' rights and interests, guiding senior management to strengthen the corporate culture cultivation for protecting consumers' rights and interests from the perspective of overall planning, and incorporating contents relating to the protection of consumers' rights and interests into corporate governance, corporate culture cultivation and business development strategies; (2) supervising senior management to carry out the works relating to the protection of consumers' rights and interests effectively, listen to senior management's special reports regularly on the Company's works in protecting consumers' rights and interests, considering and approving relevant special reports, and submitting relevant special reports to the Board of Directors with relevant works as an important part of information disclosure; (3) supervising and evaluating the comprehensiveness, promptness and effectiveness of the Company's works in protecting consumers' rights and interests and the performance by senior management of their related duties; (4) in line with the Company's overall strategy, considering and providing advice to the Board of Directors on resolutions proposed to be submitted to the Board of Directors for consideration in respect of the protection of consumers' rights and interests; (5) other matters authorised by the Board of Directors.	Article 205 The Board Consumer Rights and Interests Protection Committee is primarily responsible for: (1) <u>instructing and promoting the establishment and improvement of the management system of the consumers' rights and interests protection, ensuring such systems and relevant rules are in line with corporate governance, corporate culture cultivation and business development strategies</u>—formulating strategies, policies and objectives for the Company's works in protecting consumers' rights and interests, guiding senior management to strengthen the corporate culture cultivation for protecting consumers' rights and interests from the perspective of overall planning, and incorporating contents relating to the protection of consumers' rights and interests into corporate governance, corporate culture cultivation and business development strategies; (2) <u>being responsible for the Board of Directors by submitting working report of the consumer right and interests protection and annual report, undertaking relevant work with authorisation granted by the Board of Directors, discussing and deciding relevant matters, and analysing substantial issues and important policies in relation to protection of consumers' right and interests</u>—supervising senior management to carry out the works relating to the protection of consumers' rights and interests effectively, listen to senior management's special reports regularly on the Company's works in protecting consumers' rights and interests, considering and approving relevant special reports, and submitting relevant special reports to the Board of Directors with relevant works as an important part of information disclosure;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		(3) <u>supervising the senior management and the consumers' rights and interests protection department for comprehensiveness, efficiency and effectiveness of their work in accordance with regulatory requirements, strategies and policies for protection of consumers' rights and interests, implementation of goals and enforcement of assigned work</u>supervising and evaluating the comprehensiveness, promptness and effectiveness of the Company's works in protecting consumers' rights and interests and the performance by senior management of their related duties; (4) <u>holding regular meetings for consumers rights and interests protection, reviewing working reports of the senior management and the consumers' rights and interests protection department, to analyse the annual audit report relating to consumers' rights and interests protection, regulatory correspondence and internal audit results, and to urge the senior management and relevant departments to timely fix issues spotted during the work review</u>in line with the Company's overall strategy, considering and providing advice to the Board of Directors on resolutions proposed to be submitted to the Board of Directors for consideration in respect of the protection of consumers' rights and interests; (5) other matters <u>required by relevant laws, administrative regulations, departmental rules, the securities regulatory authority in the place of listing of the shares of the Company, the Working Rules of the Board Consumer Rights and Interests Protection Committee and</u> authorised by the Board of Directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
123	Article 229 The board secretary shall be a natural person that has the necessary professional expertise and experience, commissioned by the Board of Directors.	Deleted
124	Article 231 The directors or other senior management personnel can concurrently serve as the board secretary. The accountants of the accounting firm engaged by the Company shall not concurrently serve as the board secretary. When a director concurrently serves as the board secretary, if an act should be done by a director and board secretary separately, the person acting as the director and board secretary shall not act in double identities.	Deleted
125	Article 232 The primary duties of the board secretary are: (10) responsible for the equity management affairs of the Company, including safekeeping shareholding materials of the shareholders of the Company, urging the directors, supervisors, senior management personnel and other relevant personnel to comply with the relevant provisions about the shares trading of the Company etc.; (11) assisting the Board of Directors of the Company to develop the capital market development strategy, assist in planning or implementing the capital market refinancing or mergers and acquisitions transactions of the Company;	Article 210 The primary duties of the board secretary are: (10) responsible for the equity management affairs of the Company, including safekeeping shareholding materials of the shareholders of the Company, urging the directors; supervisors, senior management personnel and other relevant personnel to comply with the relevant provisions about the shares trading of the Company etc.; (11) assisting the Board of Directors of the Company to develop the capital market development strategy, assist in planning or implementing the capital market refinancing or mergers and acquisitions transactions of the Company;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(12) responsible for the normal operation of the training affairs, organizing the directors, supervisors, senior management personnel and other relevant personnel to receive trainings on relevant laws and regulations and other normative documents; (13) urging the directors, supervisors and senior management personnel of the Company to fulfill the faithful and diligence obligations. When knowing the foresaid personnel violating relevant laws and regulations, or other normative documents or the Articles of Association to make or possibly make the relevant decisions, shall give cautions and immediately report to the Stock Exchange; 	(12) responsible for the normal operation of the training affairs, organizing the directors; supervisors, senior management personnel and other relevant personnel to receive trainings on relevant laws and regulations and other normative documents; (13) urging the directors, supervisors and senior management personnel of the Company to fulfill the faithful and diligence obligations. When knowing the foresaid personnel violating relevant laws and regulations, or other normative documents or the Articles of Association to make or possibly make the relevant decisions, shall give cautions and immediately report to the Stock Exchange;
126	Article 235 The Board of Directors of the Company may engage securities affairs representative, to assist the board secretary to perform duties.	Deleted
127	Article 236 The senior management shall be accountable to the Board of Directors, and accept the supervision by the Board of Supervisors. They shall report the Company's operation and management situations in a prompt, accurate and complete manner and provide relevant materials as required by the Board of Directors and the Board of Supervisors.	Article 213 The senior management shall be accountable to the Board of Directors, and accept the supervision by the Board of Supervisors . They shall report the Company's operation and management situations in a prompt, accurate and complete manner and provide relevant materials as required by the Board of Directors and the Board of Supervisors .

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
128	Article 237 The Company shall have one (1) president, nominated by the chairman of Board of Directors, and appointed or dismissed by the Board of Directors. The chairman of the Board of Directors shall not serve concurrently as the president. The Company shall have a number of vice presidents, nominated by the president, appointed or dismissed by the Board of Directors. The president, vice president, assistant to the president, financial officer, board secretary and other persons determined by the Board of Directors are the senior management personnel of the Company. The Company shall have one (1) chief risk officer or appoint one (1) senior management personnel as the person in charge of risks, nominated by the president, and appointed or dismissed by the Board of Directors. The chief risk officer or person in charge of risks shall maintain sufficient independence, and shall not concurrently take charge of any work having interest conflicts with risk management. The service qualifications of senior management personnel should be reported to the banking and insurance regulatory authority of the State Council for approval.	Article 214 The Company shall have one (1) president, nominated by the chairman of Board of Directors, and appointed or dismissed by the Board of Directors. The chairman of the Board of Directors shall not serve concurrently as the president. The Company shall have a number of vice presidents, nominated by the president, appointed or dismissed by the Board of Directors. The president, vice president, assistant to the president, financial officer, board secretary and other persons determined by the Board of Directors are the senior management personnel of the Company. The Company shall have one (1) chief risk officer or appoint one (1) senior management personnel as the person in charge of risks, nominated by the president, and appointed or dismissed by the Board of Directors. The chief risk officer or person in charge of risks shall maintain sufficient independence, and shall not concurrently take charge of any work having interest conflicts with risk management. <u>The Company shall have a chief compliance officer. As a member of senior management personnel, the chief compliance officer is under the direct leadership of the chairman of the Board of Directors and the president of the institution and is responsible to the Board of Directors.</u> The service qualifications of senior management personnel should be reported to the banking and insurance regulatory authority of the State Council for approval.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
129	Article 238 The senior management personnel shall abide by laws, regulations, regulatory requirements and the Articles of Association, have good professional virtues, follow high-standard code of professional ethics, bear faithful and diligence obligations to the Company, perform duties in a faithful, diligent and prudent manner, guarantee sufficient time and energy for performance of duties, and shall not be remiss in performance of duties or go beyond the scope of authority. The faithful obligations stipulated in the Article 167 and the diligence obligations stipulated in the Item (4), (9), (14) of Article 168 of the Articles of Association shall also apply to senior management personnel.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
130	Article 241 The president is responsible for the Board of Directors, and shall exercise the following functions and powers: (1) presiding over the Company's daily operation management, organizing and implementing the board resolutions, and report to the Board of Directors; (2) organizing and implementing the annual operation plan and investment plan approved by the Board of Directors; (3) preparing the establishment and dissolution and merger of the internal management departments and outlets of the Company; (4) formulating the basic management system of the Company, developing specific regulations, procedures; (5) proposing the appointment or dismissal of other senior management personnel to the Board of Directors other than those who should be appointed or dismissed by Board of Directors upon the proposal of the chairman of Board of Directors; (6) appointing or dismissing the management personnel other than those who should be appointed or dismissed by the Board of Directors or whose appointment or dismissal should be approved by the Board of Directors; (7) authorizing senior management members, internal functional departments and personnel in charge of branches to be engaged in business activities;	Article 217 The president is responsible for the Board of Directors, and shall exercise the following functions and powers: (1) presiding over the Company's daily operation management, organizing and implementing the board resolutions, and report to the Board of Directors; (2) organizing and implementing the annual operation plan and investment plan approved by the Board of Directors; (3) preparing the establishment and dissolution and merger of the internal management departments and outlets of the Company; (4) formulating the basic management system of the Company, developing specific regulations, procedures; (5) proposing the appointment or dismissal of other senior management personnel to the Board of Directors other than those who should be appointed or dismissed by Board of Directors upon the proposal of the chairman of Board of Directors; (6) appointing or dismissing the management personnel other than those who should be appointed or dismissed by the Board of Directors or whose appointment or dismissal should be approved by the Board of Directors; (7) authorizing senior management members, internal functional departments and personnel in charge of branches to be engaged in business activities;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(8) determining the emoluments, welfares, and the imposition of any disciplinary measures of employees of the Company; (9) determining the employment and dismissal of employees of the Company; (10) other functions and powers conferred by the Articles of Association, the Board of Directors, and the chairman of Board of Directors. The non-director president could attend board meetings, but has no voting right at board meetings.	(8) determining<u>formulating</u> the emoluments, welfares, and the imposition of any disciplinary measures of employeesremuneration management system and policy of the Company; (9) determining the employment and dismissal of employees of the Company; (10) other functions and powers conferred by the Articles of Association, the Board of Directors, and the chairman of Board of Directors. The non-director president could attend board meetings, but has no voting right at board meetings.
131	Article 242 The senior management personnel should establish a system to report the information to the Board of Directors and its special committees and Board of Supervisors and its special committees, to promptly, accurately and completely report the signing and implementation of material contracts of the Company, and the use of funds, financial status, risk condition, operation performance, business prospects, as well as material litigation, and guarantee matters and clarify the category, content, time and manner of the reporting information in order to ensure the directors and supervisors can acquire all kinds of information timely and accurately. The president must ensure the authenticity of the reports. The president must ensure the authenticity of the reports. Senior management personnel shall carry out operation and management activities in accordance with the Article of Association and the authorization of the Board of Directors, and shall proactively implement the resolutions of the shareholders' general meeting and the Board of Directors. The operation and management activities conducted by the senior management personnel within the scope of authority shall not be improperly interfered in by shareholders and the Board of Directors.	Article 218 The senior management personnel should establish a system to report the information to the Board of Directors and its special committeesand Board of Supervisors and its special committees, to promptly, accurately and completely report the signing and implementation of material contracts of the Company, and the use of funds, financial status, risk condition, operation performance, business prospects, as well as material litigation, and guarantee matters and clarify the category, content, time and manner of the reporting information in order to ensure the directorsand supervisors can acquire all kinds of information timely and accurately. The president must ensure the authenticity of the reports. The president must ensure the authenticity of the reports. Senior management personnel shall carry out operation and management activities in accordance with the Article of Association and the authorization of the Board of Directors, and shall proactively implement the resolutions of the shareholders' general meeting and the Board of Directors. The operation and management activities conducted by the senior management personnel within the scope of authority shall not be improperly interfered in by shareholders and the Board of Directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
132	Article 244 The working rules of the president includes the following: (1) the condition, procedures and participating personnel of the president meeting; (2) the specific responsibilities and work division of the president and other senior management personnel; (3) the authority of funds and asset utilization, and signing material contracts, and the reporting system to the Board of Directors and the Board of Supervisors; (4) other matters that the Board of Directors considers necessary.	Article 220 The working rules of the president includes the following: (1) the condition, procedures and participating personnel of the president meeting; (2) the specific responsibilities and work division of the president and other senior management personnel; (3) the authority of funds and asset utilization, and signing material contracts, and the reporting system to the Board of Directors and the Board of Supervisors; (4) other matters that the Board of Directors considers necessary.
133	Article 245 The senior management personnel shall accept the supervision of the Board of Supervisors, and regularly provide the operation management and financial status and other information of the Company to the Board of Supervisors, and shall not obstruct and impede the inspection, auditing and other activities of the Board of Supervisors according to its functions and powers. When the Board of Supervisors undertakes the performance of duties, the senior management personnel shall give cooperation, and give responsible treatment for matters which are doubted or are ordered to rectify by the Board of Supervisors.	Article 221 The senior management personnel shall accept the supervision of the Board of Supervisors <u>Audit Committee of the Board of Directors</u>, and regularly provide the operation management and financial status and other information of the Company to the Board of Supervisors <u>Audit Committee of the Board of Directors</u>, and shall not obstruct and impede the inspection, auditing and other activities of the Board of Supervisors <u>Audit Committee of the Board of Directors</u> according to its functions and powers. When the Board of Supervisors <u>Audit Committee of the Board of Directors</u> undertakes the performance of duties, the senior management personnel shall give cooperation, and give responsible treatment for matters which are doubted or are ordered to rectify by the Board of Supervisors <u>Audit Committee of the Board of Directors</u>.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
134	Article 246 The senior management personnel may resign before the expiration of the term of office. The specific procedures and measures about the resignation of senior management personnel are stipulated by the labour contracts between the senior management personnel and the Company. The senior management personnel could leave only after finishing the off-office auditing conducted by the Board of Supervisors.	Article 222 The senior management personnel may resign before the expiration of the term of office. The specific procedures and measures about the resignation of senior management personnel are stipulated by the labour contracts between the senior management personnel and the Company. The senior management personnel could leave only after finishing the off-office auditing conducted by the Board of Supervisors.
135	Article 249 At the time of major emergencies such as a bank run that may occur in the Company, the president should take urgent measures, and immediately report to the local government, the People's Bank of China, the banking and insurance regulatory authority of the State Council, and the Board of Directors and Board of Supervisors.	Article 225 At the time of major emergencies such as a bank run that may occur in the Company, the president should take urgent measures, and immediately report to the local government, the People's Bank of China, the banking and insurance regulatory authority of the State Council, and the Board of Directors and Board of Supervisors.
136	Article 250 The senior management personnel that violate laws, administrative regulations, departmental rules or the Articles of Association and cause losses to the Company in performing duties of the Company shall be liable for compensations.	Deleted
137	Chapter XI Board of Supervisors (Article 251 to Article 295)	Deleted
138	Chapter XII Qualifications and Obligations of Directors, Supervisors, President and Other Senior Management Personnel	Chapter XII Chapter XI Qualifications and Obligations of Directors, Supervisors, President and Other Senior Management Personnel

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
139	Article 296 None of the following persons shall serve as a director, supervisor, president or other senior management personnel of the Company: (1) a person who has no or limited capacity for civil conduct; (2) a person has been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market economy and five (5) years have not passed since the completion date of the execution of the penalty; or a person has ever been deprived of his political rights due to any crime and five (5) years have not passed since the completion date of the execution of the penalty; (3) a person who, being a director or the head or manager of a company or enterprise that went into bankruptcy and liquidation, was personally liable for the bankruptcy of the said company or enterprise, where less than three (3) years have passed since the completion date of liquidation of the company or enterprise; (4) a person who, being the legal representative of a company or an enterprise, the business license of which was revoked for violation of laws and which was ordered to close down, was personally liable for the above, where less than three (3) years have passed from the date the business license of the company or enterprise was revoked;	Article 226 None of the following persons shall serve as a director, supervisor, president or other senior management personnel of the Company: (1) a person who has no or limited capacity for civil conduct; (2) a person has been sentenced to any criminal penalty due to an offence of corruption, bribery, encroachment of property, misappropriation of property or disrupting the economic order of the socialist market economy and five (5) years have not passed since the completion date of the execution of the penalty; or a person has ever been deprived of his political rights due to any crime and five (5) years have not passed since the completion date of the execution of the penalty; <u>or, in the case of a suspended sentence, where less than two years have passed since the end of the probation period;</u> (3) a person who, being a director or the head or manager of a company or enterprise that went into bankruptcy and liquidation, was personally liable for the bankruptcy of the said company or enterprise, where less than three (3) years have passed since the completion date of liquidation of the company or enterprise; (4) a person who, being the legal representative of a company or an enterprise, the business license of which was revoked for violation of laws and which was ordered to close down, was personally liable for the above, where less than three (3) years have passed from the date the business license of the company or enterprise was revoked <u>or the closure was ordered;</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(5) a person who fails to liquidate a relatively large amount of personal debts due; (6) a person who is subject to investigation by judicial body for violation of criminal law where the said investigation has not yet been concluded; (7) a person who is not eligible for enterprise leadership according to the laws and administrative regulations; (8) a person who is not a natural person; (9) a person who has been convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he/she has acted fraudulently or dishonestly, where less than five (5) years have passed since the date of the conviction; (10) a person who is subject to a penalty of prohibition from engaging in stock market activities imposed by the securities regulatory authority of the State Council, where the term of the penalty has not yet expired; (11) a person who is subject to a prohibition from engaging in market activities imposed by the banking and insurance regulatory authority of the State Council, where the prohibition has not yet removed; and (12) any other circumstances as prescribed by the laws, administrative regulations, and departmental rules.	(5) a person who <u>has been listed by a people's court as a discredited debtor due to failure</u> fails to liquidate a relatively large amount of personal debts due; (6) a person who is subject to investigation by judicial body for violation of criminal law where the said investigation has not yet been concluded; (7) a person who is not eligible for enterprise leadership according to the laws and administrative regulations; (8) a person who is not a natural person; (9) a person who has been convicted of contravention of provisions of relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he/she has acted fraudulently or dishonestly, where less than five (5) years have passed since the date of the conviction; (10) a person who is subject to a penalty of prohibition from engaging in stock market activities imposed by the securities regulatory authority of the State Council, where the term of the penalty has not yet expired; (11) a person who is subject to a prohibition from engaging in market activities imposed by the banking and insurance regulatory authority of the State Council, where the prohibition has not yet removed; and (12)<u>(6)</u> any other circumstances as prescribed by the laws, <u>regulations, regulatory requirements and the Articles of Association</u>, administrative regulations, and departmental rules.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	Where the Company elects or appoints the directors in violation of the provisions of this article, such election, appointment or engagement shall be invalid. Where, during his/her term of office, a director, supervisor, president or other senior management personnel is found to be a person as specified in this article, the Company shall remove him from office.	Where the Company elects or appoints the directors <u>or engages senior management personnel</u> in violation of the provisions of this article, such election, appointment or engagement shall be invalid. Where, during his/her term of office, a director, supervisor, president or other senior management personnel is found to be a person as specified in this article, the Company shall remove him from office.
140	Article 297 The validity of an act of the director, president, and any other senior management personnel on behalf of the Company to any bona fide third party is not affected by any irregularity in his term of office, election or qualification.	Deleted
141	(New Article)	<u>Article 227 Director, president, and other senior management personnel shall comply with laws, regulations, and the Articles of Association, and owe fiduciary duties to the Company. They shall take measures to avoid conflicts of interest between themselves and the Company, and shall not exploit their positions to seek improper benefits. Directors, president, and other senior management personnel owe the following fiduciary duties to the Company:</u> <u>(1) They shall not misappropriate the Company's property or embezzle the Company's funds;</u> <u>(2) They shall not deposit the Company's funds into accounts opened in their personal names or in the names of other individuals;</u> <u>(3) They shall not solicit or accept bribes or other illegal benefits through their authority;</u> <u>(4) They shall not retain commissions derived from transactions between third parties and the Company;</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		<u>(5) They shall not disclose Company secrets without authorization;</u> <u>(6) They shall not harm the Company's interests through their affiliated relationships;</u> <u>(7) They shall not directly or indirectly enter into contracts or transactions with the Company unless they have reported to the Board of Directors or the shareholders' general meeting and obtained approval through a resolution of the Board of Directors. This provision applies to contracts or transactions between the Company and any of the following: close relatives of directors, president, and other senior management personnel; entities directly or indirectly controlled by directors, president and senior management personnel, or their close relatives; and any other related parties having a relationship with directors, president, and other senior management personnel;</u> <u>(8) They shall not exploit their positions to seize business opportunities that rightfully belong to the Company for their own benefit or the benefit of others, except that such opportunities are reported to the Board of Directors or shareholders' general meeting and approved by a resolution of the shareholders' general meeting, or in case that the Company is under laws and regulation and the provisions of the Articles of Association unable to pursue such opportunities;</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		<u>(9) They shall not engage in any business competing with the Company, either on their own behalf or for others, unless they have reported to the Board of Directors or shareholders' general meeting and obtained approval through a resolution of the shareholders' general meeting;</u> <u>(10) They commit any other conduct that breaches their duty of loyalty to the Company</u> <u>Any income obtained by director, president, and other senior management personnel in violation of this provision shall be returned to the Company.</u>
142	(New Article)	<u>Article 228 Directors, president, and other senior management personnel who violate laws, administrative regulations or the provisions of the Articles of Association and cause losses to the Company through such violations shall be liable for compensation.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
143	New Article	<u>Article 229 Directors, the presider and other senior management personnel shall comply with laws, regulations and the provisions of these Articles of Association, and owe a duty of diligence to the Company. In performing their duties, they shall exercise the reasonable care that would ordinarily be expected of managers acting in the Company's best interests.</u> <u>Directors owe the following duties of diligence to the Company:</u> <u>(1) shall cautiously, carefully and diligently exercise the rights conferred by laws and regulations and the Articles of Association, in order to ensure the Company's business practices comply with national laws, administrative regulations and the requirements of the national economic policies, and commercial activities shall not exceed the business range stipulated on the business license;</u> <u>(2) shall be liable for the Company and all the shareholders and fairly treat all the shareholders during the fulfillment of responsibilities;</u> <u>(3) constantly focus on the business operations and management of the Company, and be entitled to ask the senior management to provide materials related to the Company's operation and management in a comprehensive, prompt and accurate manner, and make explanations on relevant issues;</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		<u>(4) shall attend the board meetings on time, fully examine the items deliberated at the board meetings, issue independent, professional and objective opinions, and vote independently on the basis of prudent judgment;</u> <u>(5) shall bear liabilities for resolutions of the board meetings;</u> <u>(6) shall supervise the implementation of resolutions of the shareholders' general meetings and the Board of Directors by the senior management;</u> <u>(7) shall sign a written confirmation to the Company's periodic reports, to ensure that the information disclosed by the Company is true, accurate and complete;</u> <u>(8) shall truthfully provide relevant information and materials to the Audit Committee of the Board of Directors and shall not obstruct the Audit Committee of the Board of Directors in exercising its authority;</u> <u>(9) shall actively participate in relevant training to understand their rights, obligations and responsibilities as directors, familiarize themselves with applicable laws, regulations and supervisory requirements, and continuously maintain the professional knowledge and competencies required to perform their duties;</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		<u>(10) shall implement high-standard code of professional ethics, and consider the legitimate rights and interests of stakeholders;</u> <u>(11) shall perform their duties diligently and prudently, ensuring sufficient time and commitment to fulfill their responsibilities;</u> <u>(12) other duties of diligence as stipulated by laws, regulations, supervisory requirements and these Articles of Association.</u> <u>The provisions (1), (2), (7), (8), (10) and (11) of this Article shall apply to the President and other senior management personnel.</u>
144	Article 298 In addition to obligations imposed by the laws, administrative regulations or listing rules of the stock exchanges on which the Company's shares are listed, the Company's directors, supervisors, president and other senior management personnel shall owe the following duties to each shareholder, in the exercise of the functions and powers of the Company granted to him/her: (1) Not to cause the Company to carry out any business outside the scope of business stipulated in its business license; (2) To act honestly in the best interests of the Company; (3) Not to expropriate the Company's property in any way, including (but not limited to) opportunities advantageous to the Company; and (4) Not to expropriate individual rights of shareholders, including (but not limited to) rights of distribution and voting rights, but not including a restructuring of the Company submitted to shareholders' general meeting for approval in accordance with the Articles of Association.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
145	Article 299 The Company's director, supervisor, president and other senior management personnel shall owe a duty, in the exercise of his/her powers and discharge of his/her duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.	Deleted
146	Article 300 The Company's director, supervisor, president and other senior management personnel shall exercise his/her powers or carry out his/her duties in accordance with the principle of honesty and shall not put himself/herself in a position where his/her duty and his/her interest may conflict. Such principle includes (but not limited to) fulfilling the following obligations: (1) To act honestly in the best interests of the Company; (2) To exercise rights within the scope of his/her functions and powers and not to exceed; (3) To exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by the laws, administrative regulations or with the informed consent of shareholders given in a shareholders' general meeting, not to delegate his/her power of discretion; (4) To treat shareholders of the same class equally and to treat shareholders of different classes fairly; (5) Except in accordance with the Articles of Association or with the informed consent of shareholders given in shareholders' general meeting, not to enter into any contract, transaction or arrangement with the Company; (6) Without the informed consent of shareholders given in shareholders' general meeting, not to use the Company's property for his/her own benefit by any means;	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(7) Not to exploit his/her position to accept bribes or other illegal income or expropriate the Company's property by any means, including (but not limited to) opportunities advantageous to the Company; (8) Without the informed consent of shareholders given in shareholders' general meeting, not to accept commissions in connection with the Company's transactions; (9) To abide by the Articles of Association, faithfully perform his/her duties and protect the Company's interests, and not to exploit his/her position and power in the Company to advance his/her own private interests; (10) Not to compete with the Company in any form without the consent of shareholders given in shareholders' general meeting; (11) Not to misappropriate the Company's funds or to lend the Company's funds to others, not to open accounts in his/her own name or other names for the deposit of the Company's assets and not to use the Company's assets to guarantee the shareholders of the Company and other personal debts; and (12) Unless otherwise permitted by informed shareholders in shareholders' general meeting, to keep information relating to the Company acquired by him/her in the course of and during his/her tenure in confidence and not to use such information for purposes even in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if: 1. the disclosure is made pursuant to the law; 2. public interests require the disclosure; 3. the interests of the relevant director, supervisor, president and other senior management personnel require disclosure.	

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
147	Article 301 The director, supervisor, president and other senior management personnel of the Company shall not cause the following persons or entities (“associates”) to do what he/she is prohibited from doing: (1) The spouse or minor child of that director, supervisor, president and other senior management personnel of the Company; (2) The director, supervisor, president and other senior management personnel of the Company or a trustee of any persons referred to in item (1) of this article; (3) The director, supervisor, president and other senior management personnel of the Company or any person has partnership with those referred to in item (1) and (2) of this article; (4) A company controlled by the director, supervisor, president and other senior management personnel of the Company solely or jointly with those persons referred to in item (1), (2), (3) above in fact; and (5) The director, supervisor, president, and other senior management personnel of the controlled company referred to in item (4) of this article.	Deleted
148	Article 302 The fiduciary duties of the director, supervisor, president, and other senior management personnel of the Company do not necessarily cease with the termination of their tenure. The duty of confidence in relation to business of the Company survives after the termination of their tenure. Other duties may continue for such period as fairness depending on the time lapse between the termination of tenure and the occurrence of the event concerned and the circumstances and conditions of the termination of the relationship with the Company.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
149	Article 303 Except for circumstances prescribed in Article 76 of the Articles of Association, a director, supervisor, president and other senior management personnel of the Company may be relieved of liability for specific breaches of his/her duty by the informed consent of shareholders given at a shareholders' general meeting.	Deleted
150	Article 304 Where a director, supervisor, president and other senior management personnel of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement made or proposed to be made with the Company (other than the employment contracts of the director, supervisor, president and other senior management personnel with the Company), he/she shall declare the nature and extent of his/her interests to the Board of Directors at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board of Directors. Unless the interested director, supervisor, president and other senior management personnel has disclosed his/her interests in accordance with this article, and the contract, transaction or arrangement is approved by the Board of Directors at a meeting in which the interested director, supervisor, president and other senior management personnel concerned are not counted in the quorum and refrained from voting, the Company is entitled to rescind the contract, transaction or arrangement except as against a bona fide third party thereto acting without knowing the breach of duty by the interested director, supervisor, president and other senior management personnel.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	A director, supervisor, president and other senior management personnel of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of the director, supervisor, president and other senior management personnel is interested.	
151	Article 305 Before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company, a director, supervisor, president and other senior management personnel of the Company gives to the Board of Directors a general notice in writing stating that, due to the contents specified in the notice, he/she is interested in such contract, transaction or arrangement of the Company, the director, supervisor, president and other senior management personnel shall be deemed as the completion of disclosures specified in the Article 302 of the Articles of Association within the scope of the declarations of such notice.	Deleted
152	Article 306 The Company shall not in any manner pay taxes for or on behalf of its directors, supervisors, president, and other senior management personnel.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
153	Article 307 The Company shall not directly or indirectly make a loan or a loan guarantee to a director, supervisor, president and other senior management personnel of the Company under lower business conditions than the normal, or any of the respective associates of the aforementioned persons. However, the preceding stipulations shall not apply to the following: (1) A loan or a loan guarantee offered by the Company to its subsidiary to the subsidiary of the Company; and (2) In accordance with the terms of an employment contract approved by the shareholders' general meeting, a loan or a loan guarantee or any other funds provided to a director, supervisor, president and other senior management personnel of the Company, to meet expenditure incurred for the purposes of the Company or for the purpose of enabling him/her to perform his/her duties;	Deleted
154	Article 308 If a loan made by the Company in breach of the above provision, the receiver of the loan shall repay it immediately regardless of the terms of the loan.	Deleted
155	Article 309 For the purposes of the foregoing provisions of this Chapter, a guarantee includes undertaking the liability or property provided to secure the performance of obligations by the obligor.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
156	Article 310 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, president and other senior management personnel of the Company is in breach of his/her duties to the Company, the Company has a right to: (1) Claim damages from the directors, supervisors, president, and other senior management personnel for losses caused to the Company as a result of such breach; (2) Rescind any contract or transaction entered into by the Company with the director, supervisor, president and other senior management personnel or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor, president and other senior management personnel); (3) Demand the director, supervisor, president and other senior management personnel to surrender the profits made by him/her in breach of his/her duties; (4) Recover any fund received by the director, supervisor, president and other senior management personnel which should have been otherwise received by the Company, including (but not limiting to) commissions; and (5) Demand repayment of the interest earned or which may have been earned by the director, supervisor, president and other senior management personnel on the funds that should have been paid to the Company.	Deleted

APPENDIX I

**EXPLANATIONS ON THE AMENDMENTS TO THE
ARTICLES OF ASSOCIATION OF HARBIN BANK CO., LTD.**

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
157	(New Article)	<u>Article 230 Where Directors, president or other senior management personnel cause damage to others in the course of performing their duties, the Company shall be liable for compensation; if such Directors, president or other senior management personnel acted with intent or gross negligence, they shall also be liable for compensation.</u>
158	(New Article)	<u>Article 231 Where the Company's controlling shareholder or de facto controller instructs Directors or senior management personnel to engage in acts detrimental to the Company or shareholders' interests, they shall bear joint and several liability with such Directors or senior management personnel.</u>
159	(New Article)	<u>Article 232 The Company may purchase liability insurance for Directors against liabilities incurred in the execution of their duties during their term of office.</u> <u>Following the purchase or renewal of such Directors' liability insurance, the Board shall report to the general meeting the sum insured, scope of coverage and premium rates of the insurance policy.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
160	Article 311 The Company shall, with the prior approval of shareholders in shareholders' general meeting, enter into a contract in writing with a director or supervisor wherein his/her remunerations are stipulated, including: (1) remunerations in respect of his/her service as director, supervisor and other senior management personnel of the Company; (2) remunerations in respect of his/her service as director, supervisor and other senior management personnel of any subsidiary of the Company; (3) remunerations in respect of the provision of other services in connection with the management of the Company or any of its subsidiaries; and (4) compensation for loss of the position or retirement from office. Except under a contract entered into in accordance with the foregoing, no proceedings may be brought to a court by a director or supervisor against the Company for any benefits in respect of the matters above mentioned.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
161	Article 312 The contract for remunerations entered into between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the directors and supervisors shall, subject to the prior approval of the shareholders in shareholders' general meeting, have the right to receive compensation or other payment for loss of the position or retirement. A takeover of the Company as referred to above means: (1) Takeover offer made by any person to all shareholders; and (2) An offer made by any person with a view to rendering the offer or a "controlling shareholder". If the relevant director or supervisor does not comply with this Article 312 of the Articles of Association, any sum so received by him/her shall belong to those persons who have sold their shares as a result of the said offer made. The expenses incurred in distributing that sum pro rata among those persons shall be borne by the relevant director or supervisor and shall not be paid out of that sum.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
162	Article 315 Directors, supervisors, senior management personnel and personnel of the Company with the right to approve or make decisions on the core business such as large-amount credit granting, asset transfer and utilization of insurance funds, shall report their related parties to the Company according to relevant provisions of the Articles of Association within 15 working days from commencing their terms of office. Natural persons, legal persons or nonlegal-person organizations who hold more than 5% of the shares of the Company or hold less than 5% of the shares of the Company but have a significant impact on the operation and management of the Company, shall report the related parties to the Company according to relevant provisions of the Articles of Association the day when the share holding ratio reaches 5% or within 15 working days form the day when they can exert significant impacts. In case of changes in any of the reporting matters as listed in the paragraphs hereof, it shall be reported to the Company within 15 working days upon the occurrence of such change, and the situation of the related parties shall be updated.	Article 235 Directors, supervisors, senior management personnel and personnel of the Company with the right to approve or make decisions on the core business such as large-amount credit granting, asset transfer and utilization of insurance funds, shall report their related parties to the Company according to relevant provisions of the Articles of Association within 15 working days from commencing their terms of office. Natural persons, legal persons or nonlegal-person organizations who hold more than 5% of the shares of the Company or hold less than 5% of the shares of the Company but have a significant impact on the operation and management of the Company, shall report the related parties to the Company according to relevant provisions of the Articles of Association the day when the share holding ratio reaches 5% or within 15 working days form the day when they can exert significant impacts. In case of changes in any of the reporting matters as listed in the paragraphs hereof, it shall be reported to the Company within 15 working days upon the occurrence of such change, and the situation of the related parties shall be updated.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
163	Article 325 Where the Company's directors, supervisors, senior management personnel or other relevant employees violate the provisions hereof on the affiliated transaction, the CBIRC or its dispatched offices may take following measures for relevant persons in charge: (1) order to make corrections; (2) record into the performance record and make an announcement in the industry; (3) order the Company to investigate; (4) other measures that may be taken by the CBIRC or its dispatched offices in accordance with the law. Should the related parties of the Company violate the relevant provisions on affiliated transactions hereof, the CBIRC or its dispatched offices may make public censure or take other measures.	Article 245 Where the Company's directors, supervisors, senior management personnel or other relevant employees violate the provisions hereof on the affiliated transaction, the CBIRC or its dispatched offices may take following measures for relevant persons in charge: (1) order to make corrections; (2) record into the performance record and make an announcement in the industry; (3) order the Company to investigate; (4) other measures that may be taken by the CBIRC or its dispatched offices in accordance with the law. Should the related parties of the Company violate the relevant provisions on affiliated transactions hereof, the CBIRC or its dispatched offices may make public censure or take other measures.
164	Article 335 The Company shall deposit its financial reports at the Company for inspection by the shareholders at least twenty (20) days before the convening of the annual shareholders' general meeting. Each shareholder of the Company is entitled to obtain financial reports mentioned in this chapter. The Company shall send the aforementioned report to each H-shareholder by prepaid mail or releasing on the website of the Company or other ways stipulated in the Articles of Association at least twenty-one (21) days before the convening of the annual shareholders' general meeting, and the addresses of the recipients shall be the registered addresses as shown on the register of shareholders.	Article 255 The Company shall deposit its financial reports at the Company for inspection by the shareholders at least twenty (20) days before the convening of the annual shareholders' general meeting. Each shareholder of the Company is entitled to obtain financial reports mentioned in this chapter. The Company shall send the aforementioned report to each H-shareholder by prepaid mail or releasing on the website of the Company or other ways stipulated in the Articles of Association at least twenty-one (21) days before the convening of the annual shareholders' general meeting, and the addresses of the recipients shall be the registered addresses as shown on the register of shareholders.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
165	Article 336 The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting standards and regulations, be prepared in accordance with either international accounting standards or that of the place overseas where the Company's shares are listed. If there is any material difference between the financial statements prepared respectively in accordance with the two accounting standards, explanations shall be made in the financial statements. When the Company is to distribute its after-tax profits for that financial year, the lower of the after-tax profits as shown in the two financial statements shall be adopted. If other provisions in applicable laws, administrative regulations or the Listing Rules shall prevail.	Deleted
166	Article 338 The profits after income tax paid by the Company shall be distributed in the following order: (1) To make up the losses of the previous years; (2) To extract ten percent (10%) of the statutory accumulation fund; (3) To extract fund for general (risk) preparation; (4) To extract the any accumulation fund by the resolutions of shareholders' general meeting; and	Article 257 The profits after income tax paid by the Company shall be distributed in the following order: (1) To make up the losses of the previous years; (2) To extract ten percent (10%) of the statutory accumulation fund; (3) To extract fund for general (risk) preparation; (4) To extract the any accumulation fund by the resolutions of shareholders' general meeting; and

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(5) To distribute profits to shareholders. To distribute the profits in light of the proportions of shares held by shareholders, unless it is instructed by the Articles of Association to not distribute profits according to the proportions of shares held by shareholders. If the shareholder' meeting distributes the profits by violating the provisions of the preceding paragraph before the item (1) to (4), the profits distributed must be refunded to the Company. No profit may be distributed for the Company's shares held by the Company.	(5) To distribute profits to shareholders. To distribute the profits in light of the proportions of shares held by shareholders, <u>unless it is instructed by the Articles of Association</u> to not distribute profits according to the proportions of shares held by shareholders. If the shareholder' meeting distributes the profits by violating the provisions of the preceding paragraph before the item (1) to (4), the profits distributed must be refunded to the Company. <u>If it thereby cause damage to the Company, the shareholders and Directors and senior management who are responsible shall be liable for compensation.</u> No profit may be distributed for the Company's shares held by the Company.
167	Article 339 The accumulation fund of the Company can be used making up losses, expanding the Company's operation or increasing the capital of the Company, provided that capital accumulation fund shall not be used for making up the losses sustained by the Company. When the statutory accumulation fund is converted into capital, the balance of the statutory accumulation fund shall not fall below twenty-five percent (25%) of the Company's registered capital before being converted to increase.	Article 258 The accumulation fund of the Company can be used making up losses, expanding the Company's operation or increasing the capital of the Company., provided that capital accumulation fund shall not be used for making up the losses sustained by the Company. <u>When the accumulation fund is used to make up for the Company's losses, the discretionary accumulation fund and statutory accumulation fund shall be utilised at first; if still insufficient, the capital accumulation fund may be used according to regulations.</u> When the statutory accumulation fund is converted into capital, the balance of the statutory accumulation fund shall not fall below twenty-five percent (25%) of the Company's registered capital before being converted to increase.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
168	(New Article)	<u>Article 259 If the Company still has losses after making up for the losses in accordance with the provisions of the second paragraph of the preceding article of the Articles of Association, it may reduce its registered capital to make up for the losses. Where the registered capital is reduced to make up for losses, the Company shall not distribute any profits to the shareholders, nor shall it exempt the shareholders from their obligations to pay the subscribed capital contributions or share payments.</u> <u>Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of the second paragraph of the preceding article shall not apply. However, the Company shall announce the reduction of registered capital in a newspaper or on the National Enterprise Credit Information Publicity System within thirty (30) days from the date the shareholders' general meeting adopting the resolution to reduce the registered capital.</u> <u>After the Company reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute any profits until the combined amount of the statutory surplus reserve and the discretionary surplus reserve reaches fifty percent (50%) of the Company's registered capital.</u>

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
169	Article 340 Capital accumulation fund includes the following items: (1) Premium proceeded from the shares issued over their par value; and (2) Any other income required to be included in the capital accumulation fund by the competent finance department of the State Council.	Article 260 Capital accumulation fund includes the following items: (1) Premium proceeded from <u>the issuance of shares at a price</u> exceeding the shares issued over their par value; and <u>(2) the proceeds from the issuance of no-par shares are not credited to the registered capital;</u> (2)(3) Any other income required to be included in the capital accumulation fund by the competent finance department of the State Council.
170	(New Article)	<u>Article 262 When the Company formulates a prudent profit distribution plan, it shall take into account a range of factors, including its business operations, risk status, capital planning, and market environment. The Company shall not distribute profits to its shareholders where such distribution is restricted by applicable laws, regulations, and regulatory requirements.</u>
171	Article 344 The internal audit system and duties of the internal auditors of the Company shall be implemented upon approval by the Board of Directors. The chief auditor shall be accountable and report to the Board of Directors.	Article 265 The internal audit system and duties of the internal auditors of the Company shall be implemented upon approval by the Board of Directors. The chief auditor shall be accountable and report to the Board of Directors.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
172	Article 345 The Company shall engage an independent, professional and qualified accounting firm the relevant regulations of the State to audit the Company's annual financial statements, review the Company's other financial reports, conduct regular evaluation on the internal control of the Company. The external audit institutions shall incorporate the design and implementation of the Company's remuneration system into the audit scope. The Company shall promptly submit external audit reports and the audit opinions of the audit institutions on the validity of the internal control of the Company to the banking and insurance regulatory authority of the State Council and/or its dispatched offices. Where external audit institutions issue nonstandard audit reports to financial reports, the Board of Directors of the Company shall make special explanations and public disclosure of the audit opinions and involved matters.	Article 266 The Company shall engage an independent, professional and qualified accounting firm the relevant regulations of the State to audit the Company's annual financial statements, review the Company's other financial reports, conduct regular evaluation on the internal control of the Company. The external audit institutions shall incorporate the design and implementation of the Company's remuneration system into the audit scope. The Company shall promptly submit external audit reports and the audit opinions of the audit institutions on the validity of the internal control of the Company to the banking and insurance regulatory authority of the State Council and/or its dispatched offices. Where external audit institutions issue nonstandard audit reports to financial reports, the Board of Directors of the Company shall make special explanations and public disclosure of the audit opinions and involved matters.
173	Article 346 The accounting firm engaged by the Company shall hold the term of office from the conclusion of this annual shareholders' general meeting to the conclusion of the next annual shareholders' general meeting.	Article 267 The accounting firm engaged by the Company shall hold the term of office from the conclusion of this annual shareholders' general meeting to the conclusion of the next annual shareholders' general meeting, and may be renewed.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
174	Article 347 External audit institutions shall perform audit responsibilities in an independent, objective, impartial and prudent manner; the accounting firm engaged by the Company shall have the following rights: (1) To inspect at any time the accounting books, records and vouchers of the Company, and to require the directors, president and other senior management personnel of the Company to provide any relevant information and explanation thereof; (2) To require the Company to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries; and (3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Company.	Article 268 External audit institutions shall perform audit responsibilities in an independent, objective, impartial and prudent manner.; the accounting firm engaged by the Company shall have the following rights: (1) To inspect at any time the accounting books, records and vouchers of the Company, and to require the directors, president and other senior management personnel of the Company to provide any relevant information and explanation thereof; (2) To require the Company to take all reasonable steps to obtain all necessary information and explanation for the performing the duties from its subsidiaries; and (3) To attend shareholders' general meeting and to receive all notices of, and other communications relating to, any shareholders' general meeting which any shareholder is entitled to receive, and to be heard at any shareholders' general meeting in relation to matters concerning its role as the accounting firm of the Company. <u>The Company shall provide authentic and complete accounting vouchers and books, financial accounting reports and other accounting materials to the accounting firm engaged by it, and shall not refuse, conceal or misrepresent such information.</u>
175	Article 348 Before the convening of the shareholders' general meeting, the Board of Directors may fill the vacancy in the office of the accounting firm by engaging other accounting firm but while there is still any such vacancy, the surviving or continuing accounting firm, if any, may continue to act.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
176	Article 349 The shareholders' general meeting may, by ordinary resolution, remove an accounting firm before the expiration of its office, regardless the stipulations in the contract clauses between the Company and the firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.	Deleted
177	Article 350 The remuneration of an accounting firm or the manner in which such remuneration is to be fixed shall be determined by the shareholders' general meeting. The remuneration of an accounting firm engaged by the Board of Directors to fill in vacancy shall be determined by the Board of Directors and submitted to be approved by the shareholders' general meeting.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
178	Article 351 The Company's engagement, removal and non-reengagement of an accounting firm shall be resolved by shareholders' general meeting and filed with the securities regulatory authority and the banking and insurance regulatory authority of the State Council. Where it is proposed that any resolution be passed at a shareholders' general meeting concerning the engagement of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accountants' firm, or to reengage an accounting firm which was engaged by the Board of Directors to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply: (1) A copy of the proposal about the engagement or the removal shall be sent to the firm proposed to be engaged or proposing to cease to act or the firm which has ceased to act in the relevant accounting year before notice of meeting is given to the shareholders. Ceasing to act includes leaving by removal, resignation and retirement. (2) If the firm which is about to cease to act makes representations in writing and requests the Company to notify the shareholders of such representations, unless the representations are received too late, the Company shall: 1. In any notice given to shareholders about a resolution to be made, state the representations that have been made by such accounting firm;	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	2. Attach a copy of the representations to the notice and deliver it to the shareholders in the manner stipulated in the Articles of Association. (3) If the firm's representations are not sent in accordance with item (2) above, the relevant firm may require that the representations be read out at the shareholders' general meeting and may lodge further complaints; and (4) An accounting firm which is about to cease to act shall be entitled to attend: 1. the shareholders' general meeting relating to the expiry of its term of office; 2. any shareholders' general meeting at which it is proposed to fill the vacancy caused by its removal; 3. any shareholders' general meeting convened on its resignation. The accounting firm ceasing to act has the right to receive all notices of, and other communications relating to, any such meeting, and to speak at any such meeting in relation to matters concerning its role as the former accountants' firm of the Company.	

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
179	Article 352 In dismissing or discontinuing the engagement of an accounting firm, the Company shall notify the accounting firm in advance and the accounting firm has the right to make representations to the shareholders' general meeting. If an accounting firm resigns, it shall clarify to the shareholders at a shareholders' general meeting whether or not there is any improper affair. An accounting firm may resign from its position by depositing its written notice of resignation at the legal address of the Company. The notice shall take effect from the date of deposit at the legal address of the Company or any later date specified in such written notice. Such notice shall contain following statements: 1. declaration that its resignation does not involve any circumstances which should be brought to the attention of the shareholders or creditors of the Company; or 2. a description of such circumstances. The Company shall send a copy of the written notice specified in the preceding paragraph to the relevant competent authority within fourteen (14) days after receiving such notice. If the notice contains the representations referred to in the preceding item 2, the Company shall deposit the aforesaid copy at the Company for inspection by the shareholders. The Company shall also send it to each holder of overseas listed foreign shares by pre-paid mail or by releasing on the website of the Company or other ways stipulated in the Articles of Association, and the addresses of addressees shall be those recorded in the register of shareholders. If the resignation notice of an accounting firm contains any statement of explaining the affair, the accounting firm may request the Board of Directors to convene a special shareholders' meeting for presenting the explanations regarding the resignation given by the accounting firm.	Article 269 In dismissing or discontinuing the engagement of an accounting firm, the Company shall notify the accounting firm in advance and the accounting firm has the right to make representations to the shareholders' general meeting. If an accounting firm resigns, it shall clarify to the shareholders at a shareholders' general meeting whether or not there is any improper affair. An accounting firm may resign from its position by depositing its written notice of resignation at the legal address of the Company. The notice shall take effect from the date of deposit at the legal address of the Company or any later date specified in such written notice. Such notice shall contain following statements: 1. declaration that its resignation does not involve any circumstances which should be brought to the attention of the shareholders or creditors of the Company; or 2. a description of such circumstances. The Company shall send a copy of the written notice specified in the preceding paragraph to the relevant competent authority within fourteen (14) days after receiving such notice. If the notice contains the representations referred to in the preceding item 2, the Company shall deposit the aforesaid copy at the Company for inspection by the shareholders. The Company shall also send it to each holder of overseas listed foreign shares by pre-paid mail or by releasing on the website of the Company or other ways stipulated in the Articles of Association, and the addresses of addressees shall be those recorded in the register of shareholders. If the resignation notice of an accounting firm contains any statement of explaining the affair, the accounting firm may request the Board of Directors to convene a special shareholders' meeting for presenting the explanations regarding the resignation given by the accounting firm.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
180	Article 357 In the event of a merger or division of the Company, a proposal of merger or division shall be made by the Board of Directors and after the proposal is approved in accordance with the procedures stipulated in the Articles of Association, such proposal shall be examined and approved in accordance with the law. If a shareholder objects to a proposal of merger or division, such shareholder shall have the right to demand the Company or those shareholders who approved the proposal of merger or division to purchase his/her shares at a fair price. The content of a resolution on the merger or division of the Company shall be made into a special document to be available for inspection by the shareholders.	Deleted
181	Article 359 In the event of a merger, the Board of Directors shall prepare the merger or division project and the project shall be resolved by the shareholders' general meeting in accordance with the Articles of Association, and the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days after the date of the Company's resolution on merger and shall make a public notice on newspapers, recognised by the stock exchange in which the Company's shares are listed, within thirty (30) days from the date of the Company's resolution on merger. Creditors may, within 30 days after receipt of such notice from the Company, or within forty-five (45) days after the date of the notice on newspapers for those who do not receive such notice, to demand that the Company repay their debts or provide a corresponding guarantee for such debts.	Article 275 In the event of a merger, the Board of Directors shall prepare the merger or division project and the project shall be resolved by the shareholders' general meeting in accordance with the Articles of Association, and the parties to the merger shall enter into a merger agreement and prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days after the date of the Company's resolution on merger and shall make a public notice on newspapers, recognised by the stock exchange in which the Company's shares are listed <u>or the National Enterprise Credit Information Publicity System</u> , within thirty (30) days from the date of the Company's resolution on merger. Creditors may, within 30 days after receipt of such notice from the Company, or within forty-five (45) days after the date of the notice on newspapers for those who do not receive such notice, to demand that the Company repay their debts or provide a corresponding guarantee for such debts.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
182	(New Article)	<u>Article 277 Where the Company merges with a subsidiary in which it holds 90% or more of the shares, the subsidiary being merged is not subject to the approval of the general meeting but it shall notify the other shareholders, and the other shareholders shall have the right to request the Company to purchase their equity or shares at a reasonable price.</u> <u>Where the consideration for the merger payable by the Company does not exceed 10% of its net assets, the merger is not subject to the approval of general meeting.</u> <u>If the merger does not require a resolution of the general meeting according to the preceding two paragraphs, it shall be resolved by the Board of Directors.</u>
183	Article 361 When the Company is divided, its assets shall be split up accordingly. In the event of a division of the Company, all the parties involved shall prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on division and shall make announcement on newspapers recognised by the stock exchange in which the Company's shares are listed within thirty (30) days from the date of the Company's resolution on division.	Article 278 When the Company is divided, its assets shall be split up accordingly. In the event of a division of the Company, all the parties involved shall prepare balance sheets and inventories of assets. The Company shall notify its creditors within ten (10) days from the date of the Company's resolution on division and shall make announcement on newspapers recognised by the stock exchange in which the Company's shares are listed <u>or the National Enterprise Credit Information Publicity System</u> within thirty (30) days from the date of the Company's resolution on division.
184	Article 364 The Company shall be dissolved upon the occurrence of any of the following: (1) The expiry of the term of operation; (2) A resolution on dissolution is passed by shareholders' general meeting;	Article 281 The Company shall be dissolved upon the occurrence of any of the following: (1) The expiry of the term of operation <u>provided for in the Articles of Association or the occurrence of other causes of dissolution provided for in the Articles of Association;</u> (2) A resolution on dissolution is passed by shareholders' general meeting;

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(3) Dissolution is necessary due to a merger or division of the Company; (4) The Company's business license is revoked or cancelled or it is ordered to close down according to the law; (5) Where the Company meets any serious difficulty during its operation and/or management so that the interests of the shareholders will be subject to heavy loss if it continues and it can not be solved by any other means, the shareholders who hold ten percent (10%) or more of the voting rights of all the shareholders of the Company may plead the people's court to dissolve the Company; (6) The Company is declared in bankruptcy in accordance with the law because of inability to repay debts due; and (7) The Company is ordered to be terminated due to its violation of law or regulations. The dissolution of the Company shall be approved by the banking and insurance regulatory authority of the State Council.	(3) Dissolution is necessary due to a merger or division of the Company; (4) The Company's business license is revoked or cancelled or it is ordered to close down according to the law; (5) Where the Company meets any serious difficulty during its operation and/or management so that the interests of the shareholders will be subject to heavy loss if it continues and it can not be solved by any other means, the shareholders who hold ten percent (10%) or more of the voting rights of all the shareholders of the Company may plead the people's court to dissolve the Company; (6) The Company is declared in bankruptcy in accordance with the law because of inability to repay debts due; and (7) The Company is ordered to be terminated due to its violation of law or regulations. The dissolution of the Company shall be approved by the banking and insurance regulatory authority of the State Council.
185	Article 365 In circumstances in Item (1) of Article 364 of the Articles of Association, the Company may continue to exist upon the revisions to the Articles of Association. The revisions to the Articles of Association according to the preceding paragraph shall be approved by shareholders who hold two thirds (2/3) or more of the voting rights of all the shareholders at the shareholders' general meeting.	Article 282 In circumstances in Item (1), <u>and (2) of Article 364281</u> of the Articles of Association, <u>and have not yet distributed the property to the shareholders,</u> the Company may continue to exist upon the revisions to the Articles of Association <u>or by resolution of the shareholders' general meeting.</u> The revisions to the Articles of Association according to the preceding paragraph shall be approved by shareholders who hold two thirds (2/3) or more of the voting rights of all the shareholders at the shareholders' general meeting.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
186	Article 366 When the Company is dissolved under Item (1), (2), (4), and (5) of Article 364 of the Articles of Association, a liquidation committee shall be set up within fifteen (15) days from the matter the dissolution exists and commence liquidation afterwards, and its members shall be determined by the Board of Directors or shareholders' general meeting; when the Company is dissolved under Item (6), the People's Court shall organise the shareholders, relevant organisations and relevant professionals to establish a liquidation committee to proceed with the liquidation in accordance with the provisions of relevant laws; where the Company is dissolved under item (7), the relevant competent authority shall organise the shareholders, relevant organizations and professionals to establish a liquidation committee to proceed with the liquidation. If a liquidation committee is not set up within the specified period to carry out liquidation procedures, creditors may apply to the People's Court for engagement of relevant persons to form a liquidation committee so as to proceed with the liquidation.	Article 283 When the Company is dissolved under Item (1), (2), (4), and (5) of Article 364281 of the Articles of Association, a liquidation committee shall be set up within fifteen (15) days from the matter the dissolution exists and commence liquidation afterwards, and its members shall be determined by the Board of comprise the Directors or shareholders' general meeting; <u>save as otherwise provided in the Articles of Association or otherwise selected by a resolution of the shareholders' general meeting</u> when the Company is dissolved under Item (6), the People's Court shall organise the shareholders, relevant organisations and relevant professionals to establish a liquidation committee to proceed with the liquidation in accordance with the provisions of relevant laws; where the Company is dissolved under item (7), the relevant competent authority shall organise the shareholders, relevant organizations and professionals to establish a liquidation committee to proceed with the liquidation. If a liquidation committee is not set up within the specified period to carry out liquidation procedures, creditors may apply to the People's Court for engagement of relevant persons to form a liquidation committee so as to proceed with the liquidation. <u>In case of liquidation, if a liquidation committee is not set up within the specified period to carry out liquidation procedures or liquidation is not carried out after establishment of the liquidation committee, stakeholders</u> may apply to the People's Court for engagement of relevant persons to form a liquidation committee so as to proceed with the liquidation.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
		<u>If the liquidation obligors fail to fulfill their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.</u> <u>Where the Company is dissolved in accordance with the provisions of item (4) of Article 281 of the Articles of Association, the department or the company registration authority that made the decision to revoke the business license, order closure or revocation may apply to the people's court for designating relevant persons to form a liquidation committee to carry out liquidation.</u>
187	Article 367 Where the Board of Directors proposes to liquidate the Company due to causes other than that the Company has been declared insolvent, the Board of Directors shall include a statement in its notice convening a shareholders' general meeting to consider the proposal to the effect that, after making full inquiry into the affairs of the Company, the Board of Directors is in the opinion of that the Company will be able to pay its debts in full within twelve (12) months from the commencement of the liquidation. Upon the passing of the resolution by the shareholders in shareholders' general meeting for the liquidation of the Company, all functions and powers of the Board of Directors shall cease. The liquidation committee shall act in accordance with the instructions of the shareholders' general meeting to make a report at least once every year to the shareholders' general meeting on the committee's receipts and payments, the business of the Company and the progress of the liquidation and to present a final report to the shareholders' general meeting on completion of the liquidation.	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
188	Article 368 During the liquidation period, the liquidation committee shall exercise the following functions and duties: (1) To ascertain the Company's assets and separately prepare a balance sheet and an inventory of assets; (2) To notify creditors by sending notice or by making a public notice; (3) To deal with and settle the Company's outstanding business deals relating to the liquidation; (4) To settle outstanding taxes or the taxes incurred in the liquidation process; (5) To ascertain all claims and debts; (6) To dispose of the remaining assets of the Company after the repayment of debts; (7) To represent the Company in any civil proceedings.	Article 284 During the liquidation period, the liquidation committee shall exercise the following functions and duties: (1) To ascertain the Company's assets and separately prepare a balance sheet and an inventory of assets; (2) To notify creditors by sending notice or by making a public notice; (3) To deal with and settle the Company's outstanding business deals relating to the liquidation; (4) To settle outstanding taxes or the taxes incurred in the liquidation process; (5) To ascertain all claims and debts; (6) To dispose<u>distribute</u> of the remaining assets of the Company after the repayment of debts; (7) To represent the Company in any civil proceedings.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
189	Article 369 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make a public notice on newspapers recognised by the stock exchange in which the Company's shares are listed within sixty (60) days from such date. Creditors should, within thirty (30) days after receipt of the notice, or within forty-five (45) days from the date of the public notice for those who do not receive the notice, submit their claims to the liquidation committee. When submitting their claims, creditors shall explain relevant particulars of their claims and provide supporting materials. The liquidation committee shall record the claims. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.	Article 285 The liquidation committee shall notify creditors within ten (10) days from the date of its establishment and make a public notice on newspapers recognised by the stock exchange in which the Company's shares are listed <u>or National Enterprise Credit Information System</u> within sixty (60) days from such date. Creditors should, within thirty (30) days after receipt of the notice, or within forty-five (45) days from the date of the public notice for those who do not receive the notice, submit their claims to the liquidation committee. When submitting their claims, creditors shall explain relevant particulars of their claims and provide supporting materials. The liquidation committee shall record the claims. During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.
190	Article 371 In the event of the Company's liquidation owing to dissolution, if the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall immediately apply to the court for declaration of bankruptcy. After the Company is declared bankruptcy by a ruling of the People's Court, the liquidation committee shall transfer the liquidation matters to the People's Court.	Article 287 In the event of the Company's liquidation owing to dissolution, if the liquidation committee, after ascertaining the Company's assets and preparing a balance sheet and an inventory of assets, discovers that the Company's assets are insufficient to repay its debts, it shall immediately apply to the court for declaration of bankruptcy <u>liquidation</u>. After the Company is <u>accepted by</u> declared bankruptcy by a ruling of the People's Court <u>for bankruptcy petition</u>, the liquidation committee shall transfer the liquidation matters to <u>the bankruptcy administrator appointed by</u> the People's Court.

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
191	Article 373 Members of the liquidation committee shall perform their duties faithfully and carryout the liquidation in accordance with the laws. Members of the liquidation committee shall not take advantage of their position to take bribes or other illegal income, or misappropriate the assets of the Company. If members of the liquidation committee cause any loss to the Company or its creditors, either wilfully or due to gross negligence, they shall be liable for compensation.	Article 289 Members of the liquidation committee shall perform their duties faithfully and carryout the liquidation in accordance with the laws. <u>and shall bear duties of loyalty and care.</u> Members of the liquidation committee shall not take advantage of their position to take bribes or other illegal income, or misappropriate the assets of the Company. <u>If members of the liquidation committee are negligent in performing their liquidation obligations and cause any loss to the Company, they shall be liable for compensation;</u> or cause any loss to the Company or its creditors, either wilfully or due to gross negligence, they shall be liable for compensation.
192	Article 375 The Company may, pursuant to the requirements of the laws, administrative regulations and the Articles of Association, amend the Articles of Association.	Deleted
193	Article 380 The Company shall act according to the following principles to settle disputes: (1) Whenever any disputes or claims arise between holders of the overseas-listed foreign shares and the Company, holders of the overseas-listed foreign shares and the Company's directors, supervisors, president, and other senior management personnel, or holders of the overseas listed foreign shares and holders of domestic shares, based on the Articles of Association or any rights or obligations conferred or imposed by the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be referred by the relevant parties to arbitration;	Deleted

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
	(2) Where a dispute or claim of rights above mentioned is referred to arbitration, the entire claim or dispute must be referred to arbitration and any person (being the Company or a shareholder, director, supervisor, president and other senior management personnel of the Company) who has a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall abide by the arbitration; (3) Disputes in relation to the identification of shareholders and disputes in relation to the register of shareholders need not be referred to arbitration; (4) A claimant may elect arbitration at either the China International Economic and Trade Arbitration Commission in accordance with its rules or the Hong Kong International Arbitration Centre in accordance with its Securities Arbitration Rules. Once a claimant refers a dispute or claim to arbitration, the other party must submit to the arbitral body elected by the claimant. If a claimant elects arbitration at Hong Kong International Arbitration Centre, any party to the dispute or claim may apply the arbitration to take place in Shenzhen in accordance with the Securities Arbitration Rules of the Hong Kong International Arbitration Centre; (5) If any disputes or claims of rights prescribed in this article are referred to arbitration, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations. (6) The award of an arbitration agency shall be final and conclusive and binding on all parties.	

No.	Original Article of the Articles of Association	Amended Article of the Articles of Association
194	Article 381 Definitions (9) “regulatory authority” shall refer to the CBIRC and its dispatched offices.	Article 295 Definitions <u>(7) Close relatives shall refer to spouse, parents, children, siblings, grandparents, and grandchildren.</u> (9) “regulatory authority” shall refer to the CBIRC and its dispatched offices.
195	Article 386 The annexes of the Articles of Association shall include the Rules of Procedure of the shareholders’ general meeting, the Rules of Procedure of the Board of Directors, and the Rules of Procedure of the Board of Supervisors.	Article 300 The annexes of the Articles of Association shall include the Rules of Procedure of the shareholders’ general meeting, <u>and</u> the Rules of Procedure of the Board of Directors,and the Rules of Procedure of the Board of Supervisors.

**EXPLANATIONS ON THE AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE SHAREHOLDERS’ GENERAL MEETINGS OF HARBIN BANK CO., LTD.**

In accordance with the provisions of the Company Law and other relevant laws, regulations and regulatory systems, as well as the relevant requirements for the reform of board of supervisors of state-owned enterprises, the Company has made corresponding amendments to the currently effective Rules of Procedure for the Shareholders’ General Meeting, which are as follows¹:

No.	Original Article of the Rules of Procedure for the Shareholders’ General Meeting	Amended Article of the Rules of Procedure for the Shareholders’ General Meeting
1	Article 1 The Rules of Procedures are formulated in combination with the actual situations of the Company and in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Corporate Governance Standards for Banking or Insurance Institutions (the “Governance Standards”), the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of Association of the Company”) and relevant provisions in relevant laws, administrative regulations, department rules and the securities regulatory authority in the place of listing of the shares of the Company, with the purpose of further specifying the right of Harbin Bank Co., Ltd. (the “Company”) to license duties, standardizing the organization and behavior of the shareholders’ general meeting of the Company.	Article 1 The Rules of Procedures are formulated in combination with the actual situations of the Company and in accordance with the laws and regulations such as the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Corporate Governance Standards for Banking or Insurance Institutions (the “Governance Standards”); and the relevant systems such as the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of Association of the Company”) and relevant provisions in relevant laws, administrative regulations, department rules and the securities regulatory authority in the place of listing of the shares of the Company, with the purpose of further specifying the right of Harbin Bank Co., Ltd. (the “Company”) to license duties, standardizing the organization and behavior of the shareholders’ general meeting of the Company.
2	Article 3 The shareholders’ general meeting consists of the annual meeting and temporary meetings.	Adjusted to Article 13

¹ Adjustments to the punctuations and the numbering of chapters and articles quoted, as well as changes in the numbering of articles due to the amendments to the Articles of Association, and the adjustment of “shareholders’ general meeting” to “shareholders’ general meeting” only in this explanatory statement of amendments would not be listed separately as they do not involve any changes in the substantial contents of the Rules of Procedure.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
3	Article 7 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers within the scope stipulated by laws, regulations and the provisions of the Articles of Association: (1) determining the Company's business policies and investment plans; (2) electing and replacing directors, and determining matters concerning remunerations to directors; (3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors; (4) examining and approving reports of the Board of Directors; (5) examining and approving reports of the Board of supervisors; (6) examining and approving the Company's annual financial budget and final account proposals; (7) examining and approving the Company's profit distribution plans and losses making up plans; (8) adopting resolutions concerning the increase or decrease of the Company's registered capital; (9) adopting resolutions on issuing bonds of the Company;	Article 6 The shareholders' general meeting is the organ of power of the Company which exercises the following functions and powers within the scope stipulated by laws, regulations and the provisions of the Articles of Association (1) determining the Company's business policies and investment plans; (2)(1) electing and replacing non-employee representative directors, and determining matters concerning remunerations to directors; (3) electing and replacing the supervisors not appointed from employee representatives, and determining remunerations to supervisors; (4)(2) examining and approving reports of the Board of Directors; (5) examining and approving reports of the Board of supervisors; (6) examining and approving the Company's annual financial budget and final account proposals; (7)(3) examining and approving the Company's profit distribution plans and losses making up plans; (8)(4) adopting resolutions concerning the increase or decrease of the Company's registered capital; (9)(5) adopting resolutions on issuing bonds of the Company or authorize the Board of Directors to make resolutions on issuing bonds of the Company;

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
	(10) adopting resolutions on the listing of the Company; (11) make resolution on merger, division, dissolution and liquidation or form change of the Company; (12) adopting resolutions on the acquisition of the Company's shares that shall be submitted to the shareholders' general meeting in accordance with the law and provisions of the securities regulatory authority of the place in which the Company's shares are listed; (13) modifying the Articles of Association; (14) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm which offers regular legal audits on the financial reports of the Company; (15) examining fixed assets investments, external guarantees, external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, department rules, provisions of the securities regulatory authority of the locality where the Company as well as the Company's Articles of Association and other internal system rules;	(10)(6) adopting resolutions on the listing of the Company; (11)(7) make resolution on merger, division, dissolution and liquidation or form change of the Company; (12)(8) adopting resolutions on the acquisition of the Company's shares that shall be submitted to the shareholders' general meeting in accordance with the law and provisions of the securities regulatory authority of the place in which the Company's shares are listed; (13)(9) modifying the Articles of Association; (14)(10) adopting resolution on engagement, dismissing or discontinuing the appointment of an accounting firm which offers regular legal audits on the financial reports of the Company; (15)(11) examining fixed assets investments,external investments, acquisition of assets, disposal and write-off of assets, asset mortgaging and external guarantees; external investments, and connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, administrative regulations, department rules, provisions of the securities regulatory authority of the locality where the Company as well as the Company's Articles of Association and other internal system rules;

No.	Original Article of the Rules of Procedure for the Shareholders’ General Meeting	Amended Article of the Rules of Procedure for the Shareholders’ General Meeting
	(16) examining temporary proposals put forward by the shareholders who hold than 3% of the total voting shares of the Company individually or jointly; (17) examining and approving changes in use of the raised capital; (18) examining and approving equity incentive plans; (19) examining and approving the rules of procedures of the shareholders’ general meetings, board meetings and supervisors’ meetings; and (20) examining other matters which shall be decided by the shareholders’ general meeting according to the laws, administrative regulations, department rules, provisions of the securities regulatory authority of the locality where the Company, the Articles of Association, and the Company’s other internal rules.	(16)(12) examining temporary proposals put forward by the shareholders who hold than 3%1% of the total voting shares of the Company individually or jointly; (17)(13) examining and approving changes in use of the raised capital; (18)(14) examining and approving equity incentive plans; (19)(15) examining and approving the rules of procedures of the shareholders’ general meetings, board meetings and supervisors’ meetings; and (20)(16) examining other matters which shall be decided by the shareholders’ general meeting according to the laws, administrative regulations, department rules, provisions of the securities regulatory authority of the locality where the Company, the Articles of Association, and the Company’s other internal rules.
4	Article 11 Where the Company convenes a shareholders’ general meeting, the Board of Directors, the Board of Supervisors and the shareholders who individually or collectively hold three percent (3%) or more of total issued shares with voting rights may put forward a proposal to the Company.	Article 10 Where the Company convenes a shareholders’ general meeting, the Board of Directors, the Board of SupervisorsAudit Committee of the Board of Directors and the shareholders who individually or collectively hold threeone percent (31%) or more of total issuedthe shares of the Company with voting rights may put forward a proposal to the Company.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
5	Article 12 The shareholders that solely or collectively hold three percent (3%) or more of the shares of the Company may put forward an interim proposal and submit it to the Board of Directors in written form within ten (10) days before the meeting is held. The Board of Directors shall notify other shareholders and submit the proposal to the shareholders' general meeting for deliberation within two (2) days upon receipt of the aforesaid proposal. The contents of a proposal shall be within the duty of the shareholders' general meeting, have definite topics and specific matters for resolution. If the listing rules state otherwise where the Company's stocks are listed, the contents shall meet the rules as well. Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal.	Article 11 The shareholders that solely or collectively hold three-one percent (3<u>1</u>%) or more of the shares of the Company may put forward an interim proposal and submit it to the Board of Directors in written form within ten (10) days before the meeting is held. The Board of Directors shall notify other shareholders and submit the proposal to the shareholders' general meeting for deliberation within two (2) days upon receipt of the aforesaid proposal. The contents of a proposal shall be within the duty of the shareholders' general meeting, have definite topics and specific matters for resolution. If the listing rules state otherwise where the Company's stocks are listed, the contents shall meet the rules as well. <u>However, unless the interim proposal is in violation of laws, administrative regulations or the Articles of Association, or does not fall within the scope of the shareholders' meeting's terms of reference.</u> Unless it is prescribed by the preceding paragraph, the convener shall, after sending out a notice on the shareholders' general meeting, not amend the proposal as mentioned in the aforesaid notice or add any new proposal. <u>The Company shall not increase the percentage of shares held by the interim proposal Shareholders.</u>
6	Article 13 The shareholders' general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the shareholders' general meeting or that is inconsistent with Article 10 of the Rules of Procedures.	Article 12 The shareholders' general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the shareholders' general meeting or that is inconsistent with Article 10<u>9</u> of the Rules of Procedures.
7	Article 14 The annual shareholders' general meeting shall be held once every year within six (6) months upon conclusion of the previous fiscal year.	Article 13 <u>The shareholders' general meeting consists of the annual shareholders' general meeting and the extraordinary shareholders' general meeting.</u> The annual shareholders' general meeting shall be held once every year within six (6) months upon conclusion of the previous fiscal year.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
8	Article 15 The Company shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances: (5) The Board of supervisors proposes to convene;	Article 14 The Company shall convene an extraordinary shareholders' general meeting within two (2) months since the date of the occurrence of any of the following circumstances: (5) The Board of supervisors <u>Audit Committee of the Board of Directors</u> proposes to convene;
9	Article 18 The Board of Supervisors shall have the right to propose for a special shareholders' meeting to the board of directors, and shall put forward its proposal to the board of directors in written form. The board of directors shall give a written reply on whether to agree or disagree to convene a special shareholders' meeting according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving the proposal. The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene a special shareholders' meeting, any changes made to the original proposal in the notice shall obtain consents of the board of supervisors. Where the Board of Directors disagrees to convene a special shareholders' meeting or fails to give a feedback after receiving the proposal within 10 days, the Board of Directors shall be regarded as unable to perform or fail to perform its duty to convene a shareholders' general meeting, the board of supervisors can convene and preside over a shareholders' general meeting on its own initiative.	Article 17 The Board of supervisors <u>Audit Committee of the Board of Directors</u> shall have the right to propose for a special shareholders' meeting to the board of directors, and shall put forward its proposal to the board of directors in written form. The Board of Directors shall give a written reply on whether to agree or disagree to convene a special shareholders' meeting according to the provisions of the laws, administrative regulations and the Articles of Association within 10 days after receiving the proposal. The Board of Directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene a special shareholders' meeting, any changes made to the original proposal in the notice shall obtain consents of the Board of supervisors <u>Audit Committee of the Board of Directors</u>. Where the Board of Directors disagrees to convene a special shareholders' meeting or fails to give a feedback after receiving the proposal within 10 days, the Board of Directors shall be regarded as unable to perform or fail to perform its duty to convene a shareholders' general meeting, the Board of supervisors <u>Audit Committee of the Board of Directors</u> can convene and preside over a shareholders' general meeting on its own initiative.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
10	Article 19 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting of shareholders or a classified shareholder meeting: (3) Where the Board of Directors does not agree to hold an extraordinary general meeting of shareholders or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the board of supervisors to hold an extraordinary general meeting of shareholders or classified shareholders' meeting, and shall put forward the request to the Board of Supervisors in written form; (4) Where the Board of Supervisors agrees to hold an extraordinary general meeting of shareholders or a classified shareholders' meeting, it shall send out a notice within 5 days upon receipt of the request, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders; and	Article 18 The following procedures shall be followed where shareholders require to convene an extraordinary general meeting of shareholders or a classified shareholder meeting: (3) Where the Board of Directors does not agree to hold an extraordinary general meeting of shareholders or classified shareholders' meeting or fails to give a reply within ten (10) days upon receipt of the proposal, the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company shall have the right to propose the board of supervisors<u>Audit Committee of the Board of Directors</u> to hold an extraordinary general meeting of shareholders or classified shareholders' meeting, and shall put forward the request to the Board of Supervisors<u>Audit Committee of the Board of Directors</u> in written form; (4) Where the Board of Supervisors<u>Audit Committee of the Board of Directors</u> agrees to hold an extraordinary general meeting of shareholders or a classified shareholders' meeting, it shall send out a notice within 5 days upon receipt of the request, any changes made to the original proposal in the notices shall obtain the consent of the relevant shareholders; and

APPENDIX II

EXPLANATIONS ON THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE SHAREHOLDERS'
GENERAL MEETINGS OF HARBIN BANK CO., LTD.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
	(5) Where the Board of Supervisors fails to send out a notice on the extraordinary general meeting of shareholders or classified shareholders meeting within the prescribed time limit, it shall be regarded that the Board of Supervisors will not convene or preside over the meeting, and the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company for consecutively ninety (90) or more days may hold or preside over the meeting on their own initiatives.	(5) Where the Board of Supervisors <u>Audit Committee of the Board of Directors</u> fails to send out a notice on the extraordinary general meeting of shareholders or classified shareholders meeting within the prescribed time limit, it shall be regarded that the Board of Supervisors <u>Audit Committee of the Board of Directors</u> will not convene or preside over the meeting, and the shareholders that solely or collectively hold ten percent (10%) or more shares of the Company for consecutively ninety (90) or more days may hold or preside over the meeting on their own initiatives.
11	Article 21 In respect to the shareholders' general meeting convened by the Board of Supervisors or shareholders on its/their own initiative, the Board of Directors and its secretary shall show cooperation. The Board of Directors shall provide the register of shareholders on the date of equity registration.	Article 20 In respect to the shareholders' general meeting convened by the Board of Supervisors <u>Audit Committee of the Board of Directors</u> or shareholders on its/their own initiative, the Board of Directors and its secretary shall show cooperation. The Board of Directors shall provide the register of shareholders on the date of equity registration.
12	Article 22 The expenses necessary for holding the shareholders' general meeting convened by the Board of Supervisors or shareholders shall be borne by the Company.	Article 21 The expenses necessary for holding the shareholders' general meeting convened by the Board of Supervisors <u>Audit Committee of the Board of Directors</u> or shareholders shall be borne by the Company.
13	Article 24 The convener shall be responsible for sending out the notice of the shareholders' general meeting. According to the Rules of Procedures, the convener may be the Board of Directors, Board of Supervisors and the convening shareholders.	Article 23 The convener shall be responsible for sending out the notice of the shareholders' general meeting. According to the Rules of Procedures, the convener may be the Board of Directors, Board of Supervisors <u>Audit Committee of the Board of Directors</u> and the convening shareholders.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
14	Article 25 A notice of the shareholders' general meeting shall includes the following contents: (1) be in writing; (2) the time, venue, duration and form of the meeting; (3) state the matters to be considered at the meeting and the proposals; (4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Company in any other way; (5) contain a disclosure of the nature and extent of any material interest of a director, supervisor, president or other senior management personnel in the matters for discussion and the effect of interest on his/her capacity as a shareholder insofar as it is different from the interest of the shareholders of the same class; (6) contain the full text of any proposed special resolution to be voted at the meeting;	Article 24 A notice of the shareholders' general meeting <u>shall be made in writing</u> <u>and</u> shall includes the following contents: (1) be in writing; (2)(1) the time, venue, duration and form of the meeting; (3)(2) state the matters to be considered at the meeting and the proposals; (4) provide such information and explanations as are necessary for the shareholders to exercise an informed judgment on the proposals before them; this principle includes (but not limited to) the terms of the proposed transaction must be provided in detail together with the proposed contract (if any), and the cause and effect of such proposal must be properly explained while the Company proposes a merger, repurchase of shares, reorganising the share capital or restructuring the Company in any other way; (5) contain a disclosure of the nature and extent of any material interest of a director, supervisor, president or other senior management personnel in the matters for discussion and the effect of interest on his/her capacity as a shareholder insofar as it is different from the interest of the shareholders of the same class; (6) contain the full text of any proposed special resolution to be voted at the meeting;

APPENDIX II

EXPLANATIONS ON THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE SHAREHOLDERS'
GENERAL MEETINGS OF HARBIN BANK CO., LTD.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
	(7) contain a prominent statement that a shareholder entitled to attend and vote shall be entitled to appoint one or more proxies to attend and vote on his/her behalf and that a proxy need not to be a shareholder; (8) specify the time and place for lodging proxy forms for the relevant meeting; (9) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and (10) list the name and the phone number of the permanent contact person of the meeting.	(7)(3) contain a prominent statement that a shareholder entitled to attend and vote shall be entitled to appoint one or more <u>proxies</u>proxy to attend and vote on his/her behalf and that a proxy need not to be a shareholder; (8)(4) specify the time and place for lodging proxy formsdocument(s) for the relevant meeting; (9)(5) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and (10)(6) list the name and the phone number of the permanent contact person of the meeting; and <u>(7) the voting time and voting procedures online or by other means (if any).</u>
15	Article 26 In case where issues relating to election of directors and supervisors will be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the detailed information about the candidates for directors or supervisors. Except for directors and supervisors who are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate of director and supervisor.	Article 25 In case where issues relating to election of directorsand supervisors will be discussed at the shareholders' general meeting, the notice of the shareholders' general meeting shall fully disclose the detailed information about the candidates for directors or supervisors. Except for directors and supervisors who are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate of directorand supervisor.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
16	Article 30 The letter of attorney issued by a shareholder to entrust a proxy to attend the shareholders' general meeting shall be in writing and include the following contents: (4) the issuance date and expiry date of the letter of attorney; 	Article 29 The letter of attorney<u>proxy documents</u> issued by a shareholder to entrust a proxy to attend the shareholders' general meeting shall be in writing and include the following contents: (4) the issuance date and expiry date of the letter of attorney<u>proxy documents</u>;
17	Article 31 Where the entrusting party is a legal person, its legal representative or the person authorized by resolution of its Board of Directors or other decision-making body shall be entitled to attend the Company's shareholders' general meeting as the representative of such legal person. 	Article 30 Where the entrusting party is a legal person, its legal representative, <u>designated directors</u> or the person authorized by resolution of its Board of Directors or other decision-making body shall be entitled to attend the Company's shareholders' general meeting as the representative of such legal person. ...
18	Article 32 The office of the Board of Directors is responsible for preparing the shareholder register for attending the shareholders' general meeting. Such register shall set out information such as the name of attendants (or name of units), identification number, residence address, number of shares with voting rights held or represented, and name of proxies (or name of units).	Article 31 The office of the Board of Directors is responsible for preparing the shareholder register for attending the shareholders' general meeting. Such register shall set out information such as the name of <u>the shareholders participating in the meeting, the names of the persons appointed</u>of attendants (or name of units); identification number, residence address, number of shares with voting rights held or represented, and name of proxies (or name of units) <u>and their contact details.</u>

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
19	Article 33 The location for the Company to convene a shareholders' general meeting shall be at the Company's domicile or other places specified in the notice of the shareholders' general meeting. An assembly room will be set up for the shareholders' general meeting and the meeting will be held in the form of live meeting. The Company may also provide the safe, economical and convenient network or other means for the convenience of shareholders to attend the shareholders' general meeting according to the relevant provisions. Shareholders attend the shareholders' general meeting through the aforesaid means shall be considered as present. Shareholders may personally attend the shareholders' general meeting and deliver speeches and exercise the corresponding voting right thereat, or entrust proxies to attend and exercise the voting right within the authorized scope on behalf.	Article 32 The location for the Company to convene a shareholders' general meeting shall be at the Company's domicile or other places specified in the notice of the shareholders' general meeting. An assembly room will be set up for the shareholders' general meeting and the meeting will be held in the form of live meeting. <u>On the basis of ensuring the legality and validity of the meeting, the</u>The Company may also provide the safe, economical and convenient network or other means for the convenience of shareholders to attend, <u>speak and vote at</u> the shareholders' general meeting according to the relevant provisions. Shareholders attend the shareholders' general meeting through the aforesaid means shall be considered as present. Shareholders may personally attend the shareholders' general meeting and deliver speeches and exercise the corresponding voting right thereat, or entrust proxies to attend and exercise the voting right within the authorized scope on behalf.
20	Article 34 Any shareholder entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one (1) or more persons (who may not be shareholders) as his/her proxy to attend and vote on his/her behalf. The shareholder proxy can exercise the following rights according to the entrustment of the shareholder: (1) to exercise the shareholders' right to speak at the shareholders' general meeting; (2) to demand a poll on his/her own initiative or join in such a demand; (3) to vote by hand or on a poll, except that, where a shareholder has appointed more than one (1) proxy, his/her proxies may only exercise the voting rights by poll.	Article 33 Any shareholder entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one (1) or more persons (who may not be shareholders) as his/her proxy to attend and vote on his/her behalf. The shareholder proxy can exercise the following rights according to the entrustment of the shareholder: (1) to exercise the shareholders' right to speak at the shareholders' general meeting; (2) to demand a poll on his/her own initiative or join in such a demand; (3) to vote by hand or on a poll, except that, where a shareholder has appointed more than one (1) proxy, his/her proxies may only exercise the voting rights by poll.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
21	Article 35 The Board of Directors and the Board of Supervisors shall take necessary measures to guarantee the seriousness and normal order of the shareholders' general meeting. The Company is entitled to refuse the entrance of any other person in accordance with law, except for those who are entitled to attend the meeting or attend the meeting as non-voting delegates in accordance with the Articles of Association. The Company shall take measures to deter any act of disturbing the shareholders' general meeting, picking quarrels and provoking troubles or damaging the lawful rights and interests of any shareholder, and shall timely report it to the relevant department for investigation and punishment.	Article 34 The Board of Directors and the Board of Supervisors shall take necessary measures to guarantee the seriousness and normal order of the shareholders' general meeting. The Company is entitled to refuse the entrance of any other person in accordance with law, except for those who are entitled to attend the meeting or attend the meeting as non-voting delegates in accordance with the Articles of Association. The Company shall take measures to deter any act of disturbing the shareholders' general meeting, picking quarrels and provoking troubles or damaging the lawful rights and interests of any shareholder, and shall timely report it to the relevant department for investigation and punishment.
22	Article 39 The convener and the lawyers appointed by the Company shall jointly verify the legality of the shareholders' qualifications according to the register of shareholders provided by the securities registration and settlement institutions and register the names of the shareholders and the number of shares held by them with voting rights. Registration of shareholders attending the meeting shall terminate before the chairperson of the meeting announces the number of persons and proxies attending the meeting on site and the total number of shares with voting rights.	Deleted

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
23	Article 40 When a shareholders' general meeting is held by the Company, all the directors and supervisors and the secretary of the Board of Directors shall attend the meeting, and the presider and other senior management personnel shall attend the meeting as non-voting delegates.	Article 38 When a shareholders' general meeting is held by the Company, all the directors and supervisors and the secretary of the Board of Directors shall attend the meeting, and the presider and other senior management personnel shall attend the meeting as non-voting delegates. <u>If a shareholders' general meeting requests the directors and senior management to attend the meeting, the directors and senior management shall attend the meeting and accept the shareholders' questions.</u>
24	Article 41 The shareholders' general meeting shall be held by the chairman of the Board of Directors. Where the chairman cannot perform his/her duties or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting; where the deputy chairman also cannot perform his/her duties or fails to perform his/her duties, half of the directors or more shall jointly recommend one director to preside over the meeting.	Article 39 The shareholders' general meeting shall be held by the chairman of the Board of Directors. Where the chairman cannot perform his/her duties or fails to perform his/her duties, the deputy chairman of the Board of Directors shall preside over the meeting; where the deputy chairman also cannot perform his/her duties or fails to perform his/her duties, half <u>majority</u> of the directors or more shall jointly recommend one director to preside over the meeting.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
25	Article 42 Where the Board of Supervisors convenes the shareholders' general meeting on their initiatives, the chairman of the Board of Supervisors shall preside over the meeting. Where the chairman of the Board of Supervisors cannot perform his/her duties or fails to perform his/her duties, the deputy chairman of the Board of Supervisors shall preside over the meeting; where the deputy chairman of the Board of Supervisors cannot perform his/her duties or fails to perform his/her duties, half of the supervisors or more shall jointly recommend one (1) supervisor to preside over the meeting.	Article 40 Where the Board of Supervisors <u>Audit Committee of the Board of Directors</u> convenes the shareholders' general meeting on their initiatives, the chairman of the Board of Supervisors <u>Audit Committee of the Board of Directors</u> shall preside over the meeting. Where the chairman of the Board of Supervisors <u>Audit Committee of the Board of Directors</u> cannot perform his/her<u>its</u> duties or fails to perform his/her<u>its</u> duties, the deputy chairman of the Board of Supervisors shall preside over the meeting; where the deputy chairman of the Board of Supervisors cannot perform his/her duties or fails to perform his/her duties, half majority <u>members of the Audit Committee of the Board of Directors</u> or more shall jointly recommend one (1) supervisor <u>member of the Audit Committee of the Board of Directors</u> to preside over the meeting.
26	Article 45 At an annual shareholders' general meeting, the Board of Directors and the Board of Supervisors shall report their respective work of the previous year to the shareholders' general meeting respectively.	Article 43 At an annual shareholders' general meeting, the Board of Directors and the Board of Supervisors shall report their respective work of the previous year to the shareholders' general meeting respectively.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
27	Article 47 Shareholders attending the shareholders' general meeting may request to make a speech. Shareholders who request to make a speech shall be registered before the meeting or before voting during the meeting. Speeches of those shareholders shall be made in the time order of the request made. The presider of the shareholders' general meeting will determine the number of persons to speak and the duration of speeches based on the actual situation. If a shareholder (or proxy) makes a speech in violation of the above rules, the presider of the meeting may refuse or terminate his/her speech.	Deleted
28	Article 48 When considering a proposal, the participating directors, supervisors, the president, other senior management personnel and any person who has obtained permission from the presider of the meeting are entitled to make speeches at the meeting.	Article 45 When considering a proposal, the participating directors, supervisors, the president, other senior management personnel and any person who has obtained permission from the presider of the meeting are entitled to make speeches at the meeting.
29	Article 49 The Board of Directors, the Board of Supervisors and senior management personnel shall accept shareholders' inquiries, and make replies or explanations on the inquiries and suggestions of shareholders at the shareholders' general meeting except for the information involving the Company's business confidential information which can't be disclosed at the shareholders' general meeting.	Article 46 The Board of Directors, the Board of Supervisors and senior management personnel shall accept shareholders' inquiries, and make replies or explanations on the inquiries and suggestions of shareholders at the shareholders' general meeting except for the information involving the Company's business confidential information which can't be disclosed at the shareholders' general meeting.
30	Article 52 Resolutions of the shareholders' general meeting include ordinary and special resolutions. (1) Ordinary resolutions of the shareholders' general meeting shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) attending the meeting;	Article 49 Resolutions of the shareholders' general meeting include ordinary and special resolutions. (1) Ordinary resolutions of the shareholders' general meeting shall be passed by more than half (1/2) of the voting rights held by shareholders (including proxies) attending the meeting;

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
31	Article 53 The following matters shall be passed by ordinary resolution by the shareholders' general meeting: (1) The work report of the Board of Directors and the Board of Supervisors; (2) The profit distribution plan and loss make-up plan proposed by the Board of Directors; (3) Appointment and removal and remuneration and payment methods of the members of the Board of Directors and the Board of Supervisors; (4) The Company's annual budget and final accounts report, balance sheet, profits statement and other financial statements; (5) The Company's annual report; (6) Consideration of changes in the use of raised proceeds; (7) Other matters other than those stated to be passed by special resolutions by the laws, administrative regulations or the Articles of Association.	Article 50 The following matters shall be passed by ordinary resolution by the shareholders' general meeting: (1) The work report of the Board of Directors and the Board of Supervisors; (2) The profit distribution plan and loss make-up plan proposed by the Board of Directors; (3) Appointment and removal and remuneration and payment methods of the members of the Board of Directors <u>who are not employee representatives</u> and the Board of Supervisors; (4) The Company's annual budget and final accounts report, balance sheet, profits statement and other financial statements; (5) The Company's annual report; (6) <u>(4)</u> Consideration of changes in the use of raised proceeds; (7) <u>(5)</u> Other matters other than those stated to be passed by special resolutions by the laws, administrative regulations or the Articles of Association.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
32	Article 54 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting: (1) Increase or reduction of the Company's share capital and issuance of any class of shares, warrants or other similar securities; (2) Issuance of the Company's bonds or listing; (3) Division, merger, dissolution and liquidation or change of form of the Company; (4) Amendments to the Articles of Association of the Company; (5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for consideration in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the shares of the Company are listed as well as the provisions of the Company's Articles of Association and other internal system;	Article 51 The following matters shall be resolved by way of special resolutions of the shareholders' general meeting: (1) Increase or reduction of the Company's share capital and issuance of any class of shares, warrants or other similar securities; (2) Issuance of the Company's bonds or listing <u>or authorize the Board of Directors to make resolutions on the issuance of the Company's bonds;</u> (3) Division, merger, dissolution and liquidation or change of form of the Company; (4) Amendments to the Articles of Association of the Company; (5) Fixed assets investment, external guarantee, external investment matters which shall be submitted to the shareholders' general meeting for consideration in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the locality where the shares of the Company are listed as well as the provisions of the Company's Articles of Association and other internal system; <u>Asset acquisition, asset disposal and write-off, asset mortgages, external guarantees, and external investment matters which shall be submitted to the shareholders' general meeting for consideration in accordance with the relevant laws, administrative regulations and departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed as well as the provisions of the Articles of Association and other internal system;</u>

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
	(6) Examining and approving the equity incentive plans and schemes; (7) Dismissing independent directors; and (8) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Company shares are listed or the Articles of Association of the Company, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Company and require adoption by way of a special resolution.	(6) Examining and approving the equity incentive plans and schemes; (7) DismissingRemoving independent directors; and (8) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Company shares are listed or the Articles of Association of the Company, as well as other matters, as determined by way of an ordinary resolution of the shareholders' general meeting, which may have a significant impact on the Company and require adoption by way of a special resolution.
33	Article 55 Votes of the shareholders' general meeting shall be taken by raising hands for resolutions voting, unless relevant regulations of the securities regulatory authority of the locality where the shares of the Company are listed require voting by poll, or the following persons require voting by ballot before or after voting by raising hands: (1) The meeting presider; (2) At least two (2) shareholders having voting rights or proxies of shareholders having voting rights, subject to the actual situation of the Company; (3) One or several shareholders (including their proxies) holding individually or jointly ten percent (10%) or more of the voting shares at the meeting.	Deleted

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
34	Article 56 Unless the securities regulatory authority of the locality where the shares of the Company are listed requires otherwise or somebody proposes voting by poll, the presider of the meeting shall declare whether the proposal has been passed according to the results of the vote by raising hands, and shall record the content in the minutes of the meeting, which shall serve as final evidence without having to state the number or proportion of the votes for or against the resolution passed at the meeting.	Deleted
35	Article 57 The request for voting by poll may be withdrawn by the person who made it.	Deleted
36	Article 58 When voting on the election of directors and supervisors at the shareholders' general meeting, the cumulative voting system may be implemented according to the provisions in the Articles of Association or the resolution of the shareholders' general meeting.	Article 52 When voting on the election of directors and supervisors at the shareholders' general meeting, the cumulative voting system may be implemented according to the provisions in the Articles of Association or the resolution of the shareholders' general meeting.
37	Article 59 The cumulative voting system mentioned in the previous article means that each share has the number of voting right equal to the number of directors or supervisors to be elected, and the voting right owned by a shareholder may all be used toward one director candidate at the shareholders' general meeting for election of directors.	Article 53 The cumulative voting system mentioned in the previous article means that each share has the number of voting right equal to the number of directors or supervisors to be elected, and the voting right owned by a shareholder may all be used toward one director candidate at the shareholders' general meeting for election of directors.

APPENDIX II

**EXPLANATIONS ON THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE SHAREHOLDERS'
GENERAL MEETINGS OF HARBIN BANK CO., LTD.**

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
38	(New Article)	<u>Article 56 When voting on matters in relation to related/connected transaction at shareholders' general meeting, related shareholders shall abstain from voting. The voting shares held by such shareholders shall not be included in the total number of valid voting shares. The resolution announcement of the shareholders' general meeting shall be given full disclosure of non-related shareholders' vote.</u> <u>While the shareholders' general meeting examines related/connected transactions matters, the related shareholders shall withdraw from the voting; where the meeting need the connected shareholders to give explanations, the connected shareholders bear the duty and obligation to make truthful explanation in the meeting. The meeting presider shall announce at the beginning of the meeting where there are matters that connected shareholders shall withdraw from voting. Connected shareholder can withdraw by himself/herself, or any other shareholder attending the shareholders' general meeting can put forward withdrawing requests.</u>
39	Article 63 The Company has no voting right for the shares it holds, and such part of shares shall not be included in the total amount of voting shares of the shareholders that attend the shareholders' general meeting.	Deleted

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
40	Article 67 Before the shareholders' general meeting votes on proposals, it shall recommend two (2) shareholders to take part in the calculation and monitoring of the cast of votes. In case any matter for consideration concerns the interest of any shareholder, such shareholder and his/her proxy shall not take part in the calculation and monitoring of the cast of votes.	Article 67 Before the shareholders' general meeting votes on proposals, it shall recommend two (2) shareholders to take part in the calculation and monitoring of the cast of votes. In case any matter for consideration concerns the interest of <u>is associated/connected with</u> any shareholder, such shareholder and his/her proxy shall not take part in the calculation and monitoring of the cast of votes.
41	Article 68 When the shareholders' general meeting is voting on the proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the calculation and monitoring of the poll. The voting results shall be announced on site and shall be recorded in the minutes of the meeting.	Article 61 When the shareholders' general meeting is voting on the proposals, the lawyers, representatives of shareholders and supervisors shall be jointly responsible for the calculation and monitoring of the poll. The voting results shall be announced on site and shall be recorded in the minutes of the meeting.
42	Article 71 Before the voting result is formally announced, relevant parties including vote counters, scrutineers, main shareholders and the network service provider, etc. involved in the voting of the shareholders' general meeting on site, through network or by any other means, shall bear the obligation of keeping the confidentiality of the voting.	Article 64 Before the voting result is formally announced, relevant parties including <u>the Company</u> , vote counters, scrutineers, main shareholders and the network service provider, etc. involved in the voting of the shareholders' general meeting on site, through network or by any other means, shall bear the obligation of keeping the confidentiality of the voting.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
43	Article 88 Minutes of the shareholders' general meeting shall be kept by the secretary of the Board of Directors. The minutes shall include the following information: (1) The time, place, agenda and name of the convener of the meeting; (2) Names of the presider of the meeting, directors, supervisors, secretary of the Board of Directors, president and other senior management personnel present or in attendance at the meeting; (3) Number of shareholders and their proxies attending at the meeting, the total number of voting shares they held and the percentage of their shares in the total number of shares of the Company; (4) Process of consideration, key points of speeches and the voting result of each proposal; (5) Enquiries and suggestions of the shareholders and reply or explanation from the Board of Directors and the Board of Supervisors; (6) Names of the lawyers, vote counters and scrutinizers; (7) Other contents to be recorded in the minutes according to the shareholders' general meeting and required by the Articles of Association.	Article 81 Minutes of the shareholders' general meeting shall be kept by the secretary of the Board of Directors. The minutes shall include the following information: (1) The time, place, agenda and name of the convener of the meeting; (2) Names of the presider of the meeting, directors, supervisors, secretary of the Board of Directors, president and other senior management personnel present or in attendance at the meeting; (3) Number of shareholders and their proxies attending at the meeting, the total number of voting shares they held and the percentage of their shares in the total number of shares of the Company; (4) Process of consideration, key points of speeches and the voting result of each proposal; (5) Enquiries and suggestions of the shareholders and corresponding reply or explanation from the Board of Directors and the Board of Supervisors; (6) Names of the lawyers, vote counters and scrutinizers; (7) Other contents to be recorded in the minutes according to the shareholders' general meeting and required by the Articles of Association.

APPENDIX II**EXPLANATIONS ON THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE SHAREHOLDERS'
GENERAL MEETINGS OF HARBIN BANK CO., LTD.**

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
44	Article 89 The convener shall ensure the authenticity, accuracy and completeness of the minutes. Directors, supervisors, the secretary of the Board of Directors, the convener or their representatives and the presider of the meeting attending the meeting shall sign on the minutes. The minutes shall be kept together with the book of signatures of shareholders attending the meeting in person, the proxy statements and valid materials establishing the voting online and by other means, with a permanent retention period.	Article 82 The convener shall ensure the authenticity, accuracy and completeness of the minutes. Directors, supervisors , the secretary of the Board of Directors, the convener or their representatives and the presider of the meeting attending the meeting shall sign on the minutes. The minutes shall be kept together with the book of signatures of shareholders attending the meeting in person, the proxy statements and valid materials establishing the voting online and by other means, with a permanent retention period.
45	Article 90 The resolutions of the shareholders' general meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total amount of their voting shares and its proportion to the total voting shares of the Company, the voting method, the voting result of each proposal and detailed contents of each resolution.	Article 90 The resolutions of the shareholders' general meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total amount of their voting shares and its proportion to the total voting shares of the Company, the voting method, the voting result of each proposal and detailed contents of each resolution.
46	Article 92 The convener shall ensure that the shareholders' general meeting goes on smoothly until final resolutions are made. Where the shareholders' general meeting is adjourned or unable to make any resolution due to any special reasons, e.g., force majeure, necessary measures shall be taken to resume or terminate the meeting as soon as possible, and an announcement shall be made in a timely manner. And the convener shall report to the dispatched office of the securities regulatory authority of the State Council at the locality of the Company and the stock exchange.	Deleted

APPENDIX II**EXPLANATIONS ON THE AMENDMENTS TO THE
RULES OF PROCEDURE FOR THE SHAREHOLDERS'
GENERAL MEETINGS OF HARBIN BANK CO., LTD.**

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
47	Article 93 If, during the meeting, disputes arise among the attending shareholders (including proxy of the shareholders) on the identity of any shareholder and the counting results, and are unable to be resolved on site, and the order of the meeting is affected to the extent that the meeting cannot continue, the presider of the meeting shall declare an adjournment of the meeting. After the aforementioned situation disappears, the presider of the meeting shall notify the shareholders to resume the meeting as soon as practicable.	Deleted
48	Article 95 Where the shareholders' general meeting adopts the proposal on the election of relevant directors or supervisors, the newly appointed directors or supervisors shall be in office in accordance with the Articles of Association.	Deleted
49	Article 97 Shareholders may examine photocopies of the minutes of meetings during the Company's office hours free of charge. If any shareholder requests from the Company a photocopy of relevant minutes of meetings, the Company shall send such photocopies within 7 days of receiving payment of reasonable charges.	Deleted
50	Article 98 The shareholders' general meeting shall carry out the lawyer witnessing system and the lawyers shall issue legal opinions on the legitimacy of, among other things, the procedures of the meeting, qualifications of the shareholders who attend the meeting, and the contents of the resolutions of the meeting. The shareholders' general meeting shall comply with the requirements on ballot scrutiny in the place where the shares of the Company are listed.	Article 87 The shareholders' general meeting shall carry out the lawyer witnessing system and the lawyers shall issue legal opinions on the legitimacy of, among other things, the procedures of the meeting, qualifications of the shareholders who attend the meeting, and the contents of the resolutions of the meeting. The shareholders' general meeting shall comply with the requirements on ballot scrutiny in the place where the shares of the Company are listed.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
51	Article 101 Any resolution made by the shareholders' general meeting of the Company in violation of the laws and administrative regulations shall be invalid. If the convening procedures and voting methods of the shareholders' general meeting are in violation of the laws, administrative regulations or the Articles of Association, or the contents of the resolutions are in violation of the Articles of Association, shareholders may apply to the People's Court for revocation of such resolutions within 60 days from the date of adopting the resolution. Where shareholders file lawsuits in accordance with the provisions of the preceding paragraph, the Company can apply to the People's Court for requiring the shareholders to provide corresponding guarantee. If the change of registration has been made by the Company in accordance with the resolution of the shareholders' general meeting, after the People's Court announces such a resolution be void or rescinded, the Company shall apply to the Company's registration authority for revocation of the change of registration.	Article 90 <u>If any resolution made by the shareholders' general meeting of the Company in violation of the laws and administrative regulations, shareholders shall have the right to request the People's Court to declare it invalid</u> shall be invalid. If the convening procedures and voting methods of the shareholders' general meeting are in violation of the laws, administrative regulations or the Articles of Association, or the contents of the resolutions are in violation of the Articles of Association, shareholders may apply to the People's Court for revocation of such resolutions within 60 days from the date of adopting the resolution. Where shareholders file lawsuits in accordance with the provisions of the preceding paragraph, the Company can apply to the People's Court for requiring the shareholders to provide corresponding guarantee. <u>However, this shall not apply if the procedures for convening the shareholders' general meeting or the voting methods have only minor flaws that do not materially affect the resolution.</u> If the change of registration has been made by the Company in accordance with the resolution of the shareholders' general meeting, after the People's Court announces such a resolution be void or rescinded, the Company shall apply to the Company's registration authority for revocation of the change of registration.

No.	Original Article of the Rules of Procedure for the Shareholders' General Meeting	Amended Article of the Rules of Procedure for the Shareholders' General Meeting
52	New Article	<u>Article 91 A resolution of the shareholders' general meeting of the Company shall not be valid under any of the following circumstances:</u> <u>(1) no shareholders' general meeting has been convened to pass the resolution;</u> <u>(2) the resolution is not voted at the shareholders' general meeting;</u> <u>(3) the number of persons attending the meeting or the number of voting rights held by them does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or these Articles of Association;</u> <u>(4) the number of persons or the number of voting rights held by them voting for the resolution does not reach the number of persons or the number of voting rights held as stipulated in the Company Law or these Articles of Association.</u>

EXPLANATIONS ON THE AMENDMENTS TO THE RULES OF PROCEDURE FOR
THE BOARD OF DIRECTORS OF HARBIN BANK CO., LTD.

In accordance with the provisions of the Company Law and other relevant laws, regulations and regulatory systems, as well as the relevant requirements for the reform of board of supervisors of state-owned enterprises, the Company has made corresponding amendments to the currently effective Rules of Procedure for the Board of Directors, which are as follows¹:

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
1	Article 1 In order to further regulate the business discussion and decision-making procedures of board of directors of Harbin Bank Co., Ltd. (the “Company”) and to promote effective performance of duties by directors and the board of directors and the compliant operation and scientific decision-making of the board of directors, these Rules of Procedures are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions (the “Governance Guidelines”) and the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of the Company”) and other relevant laws, administrative regulations and rules with regard to the actual situations of the Company.	Article 1 In order to further regulate the business discussion and decision-making procedures of board of directors of Harbin Bank Co., Ltd. (the “Company”) and to promote effective performance of duties by directors and the board of directors and the compliant operation and scientific decision-making of the board of directors, these Rules of Procedures are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Commercial Bank Law of the People’s Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions (the “Governance Guidelines”) and <u>other laws and regulations, as well as</u> the Articles of Association of Harbin Bank Co., Ltd. (the “Articles of the Company”) and other relevant laws, administrative regulations and rules <u>institutional provisions</u> with regard to the actual situations of the Company.

¹ Adjustments to the punctuations and the numbering of chapters and articles quoted, as well as changes in the numbering of articles due to the amendments to the Articles of Association, and the adjustment of “shareholders’ general meeting” to “shareholders’ general meeting” only in this explanatory statement of amendments would not be listed separately as they do not involve any changes in the substantial contents of the Rules of Procedure.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
2	Article 3 The board of directors shall honestly and diligently perform their duties, ensure compliance of the Company with laws, regulations and rules, protect the legitimate rights and interests of shareholders, and focus on and protect the interests of financial consumers or other stakeholders.	Article 3 The board of directors shall honestly <u>faithfully</u> and diligently perform their duties, ensure compliance of the Company with laws, regulations and rules, protect the legitimate rights and interests of shareholders, and focus on and protect the interests of financial consumers or other stakeholders.
3	Article 4 The directors shall have fiduciary and diligence duties to the Company and all the shareholders. The directors shall conscientiously fulfill their duties and protect the interests of the Company and all the shareholders as required by the relevant laws, regulations, rules and the Articles of the Company.	Article 4 The directors shall have fiduciary <u>loyalty</u> and diligence duties to the Company and all the shareholders. The directors shall conscientiously fulfill their duties and protect the interests of the Company and all the shareholders as required by the relevant laws, regulations, rules and the Articles of the Company.
4	Article 6 The board of directors consists of 11 directors, including three executive directors and eight non-executive directors (including independent directors). Executive directors, apart from serving as directors of the Company, also undertake the duties of senior management; and non-executive directors do not hold any other office in the Company other than their office as directors and do undertake the duties of senior management. The Board of Directors shall have no less than four independent directors, with at least one of the independent directors must be ordinarily resident in Hong Kong, China, and the total number of independent directors shall be not less than one third of all directors.	Article 6 The board of directors consists of 1112 directors, including three executive directors and <u>eight</u> non-executive directors (including independent directors) <u>and one employee director</u>. Executive directors, apart from serving as directors of the Company, also undertake the duties of senior management; and non-executive directors do not hold any other office in the Company other than their office as directors and do undertake the duties of senior management; <u>and employee directors shall be employee representatives of the Company, and shall not be concurrently held by senior management of the Company.</u> The Board of Directors shall have no less than four independent directors, with at least one of the independent directors must be ordinarily resident in Hong Kong, China, and the total number of independent directors shall be not less than one third of all directors.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
5	Article 7 The board of directors shall exercise the following functions and powers: (2) implement the resolutions of the general meeting; consider and approve the external investment, acquisition of assets, disposal and write-off of assets, pledge of assets, related-party/connected transactions and data governance of the Company within the scope of authorisation by the general meeting of the Company in accordance with laws, regulations and regulatory requirements; (7) formulate the Company's annual financial budget plan and final account plan; (23) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association. 	Article 7 The board of directors shall exercise the following functions and powers: (2) implement the resolutions of the general meeting; consider and approve the external investment, acquisition of assets, disposal and write-off of assets, pledge of assets <u>and external guarantees</u>, related-party/connected transactions and data governance of the Company within the scope of authorisation by the general meeting of the Company in accordance with laws, regulations and regulatory requirements; (7) formulate <u>determine</u> the Company's annual financial budget plan and final account plan; (23) other functions and powers conferred by laws, administrative regulations, departmental rules or the Articles of Association <u>and authorised by the shareholders' general meeting</u>.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
6	Article 9 The Board of Directors of the company shall determine its authority on investment and assets disposal by utilising the Company's assets and establish strict review and decision-making procedures; for especially major investment projects and assets disposal, it shall organise relevant experts and professionals to conduct the review and report to the shareholders' general meeting for approval. The examination and approval authority of the Board of Directors on asset disposal, external guarantee, external investment, related/connected transactions and external donations is as follows: (1) Investment in fixed assets The company's assets disposal projects are classified into general fixed assets or other assets investment projects, major fixed assets or other assets investment projects, and especially major fixed assets or other assets investment projects. General fixed assets or other asset investment projects refer to fixed assets or other assets with a single purchase and disposal amount of not more than RMB100 million. They are approved by the president authorised by Board of Directors and reported to the Risk Management and Related Transactions Control Committee of the Board of Directors for the record.	Article 9 The Board of Directors of the company shall determine its authority on investment and assets disposal by utilising the Company's assets and establish strict review and decision-making procedures; for especially major investment projects and assets disposal, it shall organise relevant experts and professionals to conduct the review and report to the shareholders' general meeting for approval. The examination and approval authority of the Board of Directors on <u>acquisition of assets</u>, asset disposal, <u>asset mortgaging and</u> external guarantee, external investment, related/connected transactions and external donations is as follows: (1) Investment in fixed assets<u>Acquisition of Assets</u> The company's assets disposal projects are classified into general fixed assets or other assets investment projects, major fixed assets or other assets investment projects, and especially major fixed assets or other assets investment projects. General Fixed assets or other assets investment projects refer to fixed assets or other assets with a single purchase and disposal amount of not more than RMB100 million. They are approved by the president authorised by Board of Directors and reported to the Risk Management and Related Transactions Control Committee of the Board of Directors for the record.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
	Major fixed assets or other assets investment projects refer to the fixed assets or other assets with a single purchase and disposal amount exceeding RMB100 million, but the expected value of the fixed assets or other assets proposed to be disposed of does not exceed 5% (inclusive) of the Company's latest audited net assets. Major fixed assets or other asset investment projects shall be approved by the Board of Directors. Major fixed assets or other assets investment projects with an amount not exceeding RMB500 million shall be approved by Risk Management and Related Transactions Control Committee of the Board of Directors authorised by the Board of Directors and reported to the Board of Directors for the record. The especially major fixed assets or other assets investment projects refer to projects of which the expected value of the fixed assets or other assets proposed to be disposed of exceed 5% (inclusive) of the Company's latest audited net assets. If the Company continuously invests, purchases or disposes of the same or related fixed assets within 12 months, the amount shall be calculated cumulatively. Especially major fixed assets or other assets investment projects are approved by the shareholders' general meeting. At the time of disposal of fixed assets, if the sum of the expected value of the fixed assets to be disposed and the value of fixed assets disposed within four (4) months before this disposal exceeds 33% of the value of fixed assets revealed in the balance sheet recently adopted by the shareholders' general meeting, the Board of Directors shall not dispose or agree to dispose the fixed assets without the prior approval of shareholders' general meeting.	Major fixed assets or other assets investment projects refer to the fFixed assets or other assets with a single purchase and disposal amount exceeding RMB100 million, but the expected value of the fixed assets or other assets proposed to be disposed of does not exceeding 5% (inclusive) of the Company's latest audited net assets. Major fixed assets or other asset investment projects shall be approved by the Board of Directors. Major fixed assets or other assets investment, among which, the projects with an amount not exceeding RMB500 million shall be approved by Risk Management and Related Transactions Control Committee of the Board of Directors authorised by the Board of Directors and reported to the Board of Directors for the record. The especially major fixed assets or other assets <u>with a single purchase amount</u> investment projects refer to projects of which the expected value of the fixed assets or other assets proposed to be disposed of exceeding 5% (inclusive) of the Company's latest audited net assets. If the Company continuously invests, purchases or disposes of the same or related fixed assets within 12 months, the amount shall be calculated cumulatively. Especially major fixed assets or other assets investment projects are approved by the shareholders' general meeting. At the time of disposal of fixed assets, if the sum of the expected value of the fixed assets to be disposed and the value of fixed assets disposed within four (4) months before this disposal exceeds 33% of the value of fixed assets revealed in the balance sheet recently adopted by the shareholders' general meeting, the Board of Directors shall not dispose or agree to dispose the fixed assets without the prior approval of shareholders' general meeting.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
	The disposal of fixed assets referred in this article includes the transfer of certain assets and interests, but does not include the guarantee provided with fixed assets. The validity of the transactions conducted by the Company in the disposal of fixed assets shall not be affected by violation of the provisions approved by the shareholders' general meeting.	The disposal of fixed assets referred in this article includes the transfer of certain assets and interests, but does not include the guarantee provided with fixed assets. The validity of the transactions conducted by the Company in the disposal of fixed assets shall not be affected by violation of the provisions approved by the shareholders' general meeting. <u>(2) Assets Disposal</u> <u>For individual fixed asset disposal where the carrying amount or disposal amount (whichever is higher) does not exceed RMB100 million, such disposal shall be approved by the president of the Company as authorized by the Board of Directors and reported to the Risk Management and Related Transactions Control Committee of the Board of Directors for filing. For individual fixed asset disposal where the carrying amount or disposal amount (whichever is higher) exceeds RMB100 million but does not exceeds 5% of the latest audited net assets of the Company, such disposal shall be approved by the Board of Directors, whilst the amount not exceeding RMB500 million shall be approved by Risk Management and Related Transactions Control Committee of the Board of Directors as authorized by the Board of Directors and reported to the Board of Directors for filing. Individual fixed asset disposal with the carrying amount or disposal amount (whichever is higher) exceeding 5% of the Company's latest audited net assets shall be approved by the shareholders' general meeting.</u>

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
		<u>For individual disposal of other assets where the principal and interest amount does not exceed 5% of the latest audited net assets and the principal and interest loss does not exceed RMB100 million, such disposal shall be approved by the president of the Company as authorized by the Board of Directors and reported to the Risk Management and Related Transactions Control Committee of the Board of Directors for filing. For individual disposal of other assets where the principal and interest loss exceeds RMB100 million but does not exceed 5% of the latest audited net assets of the Company, such disposal shall be approved by the Board of Directors, whilst the loss amount not exceeding RMB500 million shall be approved by Risk Management and Related Transactions Control Committee of the Board of Directors as authorized by the Board of Directors and reported to the Board of Directors for filing. For individual disposal of other assets where the principal and interest loss exceeds 5% of the latest audited net assets, such disposal shall be approved by the shareholders' general meeting.</u> <u>If the Company continuously disposes of the same or related assets in installments within 12 months, the amount shall be calculated cumulatively. If the Company disposes of the assets of a single customer or a single group customer within 12 months, the amount shall be calculated cumulatively.</u>

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
	(2) External Guarantee External guarantee as referred to in the Company's Articles of Association shall mean, apart from the normal business of the Company in providing letter of guarantee, the acts of accepting risks by the Company providing guarantee to a third party. The amount of any single external guarantee that does not exceed RMB100 million shall be approved by the president of the Company as authorized by the Board of Directors and reported to the Risk Management and Connected Transaction Committee of the Board of Directors for filing. In the event that the amount of any single external guarantee which exceeds RMB100 million but does not exceed 10% of the Company's latest audited net assets, such guarantee shall be approved by the Board of Directors, whilst the amount of any single external guarantee not exceeding RMB500 million shall be approved by the Risk Management and Connected Transaction Committee as authorized by the Board of Directors and reported to the Board of Directors for filing. Any guarantee exceeding 10% of the Company's latest audited net assets shall be approved in the shareholders at a general meeting.	(2)(3)Assets Pledge and External Guarantee External guarantee as referred to in the Company's Articles of Association shall mean, apart from the normal business of the Company in providing letter of guarantee, the acts of accepting risks by the Company providing guarantee to a third party. The amount of any single assets pledge and external guarantee that does not exceed RMB100 million shall be approved by the president of the Company as authorized by the Board of Directors and reported to the Risk Management and Connected Transaction Committee of the Board of Directors for filing. In the event that the amount of any single assets pledge and external guarantee which exceeds RMB100 million but does not exceed 10% of the Company's latest audited net assets, such guarantee shall be approved by the Board of Directors, whilst the amount of any single assets pledge and external guarantee not exceeding RMB500 million shall be approved by the Risk Management and Connected Transaction Committee as authorized by the Board of Directors and reported to the Board of Directors for filing. Any assets pledge and external guarantee exceeding 10% of the Company's latest audited net assets shall be approved in the shareholders at a general meeting.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
	(3) External Investments External investment of the Company refers to any equity investments carried out by the Company, which is divided into three categories, namely, general external investment, substantial external investment and very substantial external investment. General external investment refers to any single external investment not exceeding RMB20 million. General external investment shall be approved by the president of the Company as authorized by the Board of Directors and reported to the Risk Management and Connected Transaction Committee of the Board of Directors for filing. Substantial external investment refers to any single external investment exceeding RMB20 million, but not exceeding 30% of the Company's latest audited net assets. Substantial external investment shall be approved by the Board of Directors, whilst the amount of any single external investment not exceeding RMB500 million shall be approved by the Risk management and Connected Transaction Committee as authorized by the Board of Directors and reported to the Board of Directors for filing. Very substantial external investment refers to any single external investment exceeding 30% of the Company's latest audited net assets. The Board of Directors shall formulate a plan for any very substantial external investment, which shall be submitted to a general meeting for approval by the shareholders. (4) Connected/Related Transaction Powers of examination and approval limits for connected transactions are determined in accordance with the relevant rules of the Harbin Bank's Related Transaction Management Manuals and their implementing regulations.	(3)(4) External Investments External investment of the Company refers to any equity investments carried out by the Company, which is divided into three categories, namely, general external investment, and substantial external investment and very substantial external investment. General external investment refers to any single external investment not exceeding <u>5% of the net assets attributable to shareholders of the Company in the latest audited annual consolidated financial statements of the Company. General external investment shall be approved by the Board of Directors.</u>RMB20 million. General external investment shall be approved by the president of the Company as authorized by the Board of Directors and reported to the Risk Management and Connected Transaction Committee of the Board of Directors for filing. Substantial external investment refers to any single external investment exceeding <u>5% of the net assets attributable to shareholders of the Company in the latest audited annual consolidated financial statements of the Company. Significant external investment plan shall be formulated by the Board of Directors and submitted to the shareholders' meeting for approval.</u>RMB20 million, but not exceeding 30% of the Company's latest audited net assets. Substantial external investment shall be approved by the Board of Directors, whilst the amount of any single external investment not exceeding RMB500 million shall be approved by the Risk management and Connected Transaction Committee as authorized by the Board of Directors and reported to the Board of Directors for filing.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
	(5) External Donations Any single external donation that exceeds RMB10 million shall be approved by the Board of Directors; any single donation not exceeding RMB10 million shall be approved by the president of the Company as authorized by the Board of Directors. Where laws, administrative regulations and rules, the listing rules of the place where the Company's stock is listed, and the Articles of the Company provide otherwise, such provisions shall prevail.	Very substantial external investment refers to any single external investment exceeding 30% of the Company's latest audited net assets. The Board of Directors shall formulate a plan for any very substantial external investment, which shall be submitted to a general meeting for approval by the shareholders (4)<u>(5)</u> Connected/Related Transaction The right to approve and license the related-party/connected transactions of the Company shall be determined in accordance with the relevant regulations of the CBIRCbanking and insurance regulatory authority under the State Council and the place where the Company's stock is listed regarding related-party/connected transactions and the relevant provisions in the Administrative Measures for Related Party Transactions of Harbin Bank Co., Ltd. and its detailed rules for implementation. (5)<u>(6)</u> External Donations Any single external donation that exceeds RMB10 million shall be approved by the Board of Directors; any single donation not exceeding RMB10 million shall be approved by the president of the Company as authorized by the Board of Directors. Where laws, administrative regulations and rules, the listing rules of the place where the Company's stock is listed, and the Articles of the Company provide otherwise, such provisions shall prevail.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
7	Article 11 The chairman of the Board of Directors leads the Company to strengthen the development of the Board of Directors, and enhance the operation quality and efficiency of the Board of Directors. In addition to general responsibilities as a director, the chairman shall also fulfill other responsibilities in accordance with laws, regulations, regulatory requirements and the Articles of Association, and exercise the following functions and powers: (1) preside over the shareholders' general meeting and convene and preside over board meetings; (2) supervise and inspect the implementation of resolutions of board meetings; (3) sign the corporate bonds and other negotiable securities; (4) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the Board of Directors proposed by the chairman of Board of Directors; (5) propose member candidates of the special committees of the Board of Directors; (6) sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company;	Article 11 The chairman of the Board of Directors leads the Company to strengthen the development of the Board of Directors, and enhance the operation quality and efficiency of the Board of Directors. In addition to general responsibilities as a director, the chairman shall also fulfill other responsibilities in accordance with laws, regulations, regulatory requirements and the Articles of Association, and exercise the following functions and powers: (1) preside over the shareholders' general meeting and convene and preside over board meetings; (2) supervise and inspect the implementation of resolutions of board meetings; (3) sign the corporate bonds and other negotiable securities; (4)(3) propose the president candidate and the board secretary of the Company to the Board of Directors and other candidates that shall be engaged or dismissed by the Board of Directors proposed by the chairman of Board of Directors; (5)(4) propose chairperson or member candidates of the special committees of the Board of Directors; (6)(5) sign important documents of the Board of Directors and other documents that shall be signed by the legal representative of the Company;

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
	(7) in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the Board of Directors or shareholders' general meeting afterwards; (8) exercise the functions and powers of the Company's legal representative; and (9) other matters authorised by the Board of Directors.	(7)<u>(6)</u> in emergency situations such as natural disasters and other force majeure, exercise the special handling right on the affairs of the Company in compliance with the law and the interests of the Company, and report to the Board of Directors or shareholders' general meeting afterwards; (8) exercise the functions and powers of the Company's legal representative; and (9)<u>(7)</u> other matters authorised by the Board of Directors.
8	Article 12 In order to fully perform duties, the Board of Directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transaction Control Committee, Board Development Strategy Committee, Board Audit Committee and Board Consumer Rights and Interests Protection Committee, may also set up other special committees according to laws, regulations, regulatory requirements and the needs of the Company. The Board of Directors may decide the merge and establishment of relevant committees according to the actual circumstances.	Article 12 In order to fully perform duties, the Board of Directors sets up the Board Nomination and Remuneration Evaluation Committee, Board Risk Management and Related Transaction Control Committee, Board Development Strategy Committee, Board Audit Committee and Board Consumer Rights and Interests Protection Committee, may also set up other special committees according to laws, regulations, regulatory requirements and the needs of the Company. The Board of Directors may decide the merge and establishment of relevant committees according to the actual circumstances.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
	The special committees of the Board of Directors are responsible for the Board of Directors. The special committees of the Board of Directors shall be composed of directors with professional knowledge or working experience matching the responsibilities of the special committees. The members are nominated by the chairman of Board of Directors and elected by the Board of Directors, and the number of people is not less than three (3). The term of office of committees is the same as the Board of Directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.	The special committees of the Board of Directors are responsible for the Board of Directors. The special committees of the Board of Directors shall be composed of directors with professional knowledge or working experience matching the responsibilities of the special committees. The <u>chairperson and</u> members are nominated by the chairman of Board of Directors and elected by the Board of Directors, and the number of people is not less than three (3). <u>Resolutions of the special committees shall be passed by more than half of the special committees' members. For the voting on a resolution of the special committees, each member shall have one vote.</u> The term of office of committees is the same as the Board of Directors, and members may, if re-elected upon expiration of the term of office, serve consecutive terms.

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

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
10	Article 16 The regular board meeting shall be convened at least four times each year, and notice shall be given to all directors and supervisors in a written form fourteen days prior to the meeting.	Article 16 The regular board meeting shall be convened at least four times each year, and notice shall be given to all directors and supervisors in a written form fourteen days prior to the meeting.
11	Article 17 The chairman of Board of Directors convenes and presides over the Board Meeting. When the chairman of Board of Directors is unable to perform duties or fails to perform duties, the vice chairman of Board of Directors convenes and presides over the Board Meeting. When the vice chairman of Board of Directors is unable to perform duties or fails to perform duties, more than half (1/2) of the directors shall elect one director to convene and preside over the Board Meeting.	Article 17 The chairman of Board of Directors convenes and presides over the Board Meeting. When the chairman of Board of Directors is unable to perform duties or fails to perform duties, the vice chairman of Board of Directors convenes and presides over the Board Meeting. When the vice chairman of Board of Directors is unable to perform duties or fails to perform duties, <u>more than half</u> (1/2) of the directors shall elect one director to convene and preside over the Board Meeting.
12	Article 18 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal: (1) proposed by shareholders representing more than one tenth of the voting rights; (2) proposed by more than one third of directors; (3) proposed by the Board of Supervisors; (4) the chairman of board of directors considers necessary; (5) proposed by more than two of the independent directors; (6) the regulatory department requires to hold the meeting; and (7) other circumstances stipulated in the Articles of the Company.	Article 18 Upon any of the following circumstances, the chairman of Board of Directors convenes and presides over an interim board meeting within 10 days after receiving the proposal: (1) proposed by shareholders representing more than one tenth of the voting rights; (2) proposed by more than one third of directors; (3) proposed by the Board of Supervisors <u>Audit Committee of the Board of Directors;</u> (4) the chairman of board of directors considers necessary; (5) proposed by more than two of the independent directors; (6) the regulatory department requires to hold the meeting; and (7) <u>(6)</u> other circumstances stipulated in the Articles of the Company.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
13	Article 19 Where the Board of Supervisors proposes for an interim meeting of the Board of Directors to be held, it shall present a proposal letter signed by over 50% of Supervisors to the secretary of the Board of Directors.	Deleted
14	Article 24 The office of Board of Directors is a working body established by the Board of Directors of the Company, and is mainly responsible for the preparation and information disclosure of the shareholders' general meeting, the board meeting, and the meetings of the special committees of the Board of Directors, and other daily affairs of the Board of Directors and the special committees of the Board of Directors.	Article 23 The office of Board of Directors is a working body established by the Board of Directors of the Company, and is mainly responsible for the preparation and information disclosure of the shareholders' general meeting, the board meeting, and the meetings of the special committees of the Board of Directors, and other daily affairs of the Board of Directors and the special committees of the Board of Directors.
15	Article 25 The secretary of the Board of Directors is accountable to the Board of Directors. The secretary of the Board of Directors is responsible for, among other things, the preparation of the shareholders' general meeting and the board meeting, documentation archiving, management of the information of the shareholders of the Company and information disclosure.	Article 24 The secretary of the Board of Directors is accountable to the Board of Directors. The secretary of the Board of Directors is responsible for, among other things, the preparation of the shareholders' general meeting and the board meeting, documentation archiving, management of the information of the shareholders of the Company and , <u>information disclosure and other matters as prescribed by the Articles of Association.</u>
16	Article 28 Before convening a board meeting, the board of directors shall give a prior notice to the Board of Supervisors to dispatch staff to attend the meeting. The president and the board secretary who don't concurrently serve as a director shall attend the board meeting. Other senior management personnel and relevant staff may be notified to attend the board meeting when necessary, where the attendees have no voting rights at the board meeting. Supervisors may inquire about or put forth proposals on resolutions adopted by the board of directors.	Article 27 Before convening a board meeting, the board of directors shall give a prior notice to the Board of Supervisors to dispatch staff to attend the meeting. The president and the board secretary who don't concurrently serve as a director shall attend the board meeting. Other senior management personnel and relevant staff may be notified to attend the board meeting when necessary, where the attendees have no voting rights at the board meeting. Supervisors may inquire about or put forth proposals on resolutions adopted by the board of directors.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
17	Article 29 The board meeting shall be attended by directors personally. A regular or interim board meeting may be held by means of communication facilities and as long as the participating directors can participate the meeting via telephone or video conference and fully express their views and suggestions, the director attending the meeting shall be deemed to have attended the meeting in person. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal. The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.	Article 28 The board meeting shall be attended by directors personally. A regular or interim board meeting may be held by means of communication facilities and as long as the participating directors can participate the meeting via telephone or video conference and fully express their views and suggestions, the director attending the meeting shall be deemed to have attended the meeting in person. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, the agency matters, the scope and validity of authorization, the brief comments of the principal on each proposal, and the instructions of the principal on the voting intention for each proposal, and signed and sealed by the principal. The director who attends the meeting on behalf of another director shall exercise the rights of directors within the authority. The director not attending the board meeting and not entrusting a representative to attend the meeting shall be deemed to have waived the right to vote.
18	Article 31 A resolution of the board of directors may be by voting at an on-site meeting and voting by written resolutions. Any resolution made by the board of directors shall be passed by a majority vote of all directors.	Article 30 A resolution of the board of directors may be by voting at an on-site meeting and voting by written resolutions. <u>Each director shall have one vote.</u> Any resolution made by the board of directors shall be passed by a majority vote of all directors.
19	Article 32 The voting method for the resolution of the board of directors is to vote by disclosed ballot. Each director shall have one vote.	Deleted

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
20	Article 33 Where the board of directors consider matters by way of written resolutions, the chairman of the board of directors or the board secretary shall review and determine the written motion of the board of directors. Directors shall be given sufficient time to consider the written motion upon issuance of the meeting notices, written motions, voting sheets and relevant background materials of the voting by written resolutions. Directors are entitled to put forward opinions to the board of directors in the written form, and the board of directors shall vote based on full consideration of the written opinions put forward by the directors.	Article 31 Where the board of directors consider matters by way of written resolutions, the chairman of the board of directors or the board secretary shall review and determine the written motion of the board of directors. Directors shall be given sufficient time to consider the written motion upon issuance of the meeting notices, written motions, voting sheets and relevant background materials of the voting by written resolutions. Directors are entitled to put forward opinions to the board of directors in the written form, and the board of directors shall vote based on full consideration of the written opinions put forward by the directors.
21	Article 34 The notice of the meeting resolution adopted by way of written resolutions shall include following contents: (1) matters to be considered and relevant materials based on which directors can make definite decisions on the matters to be considered; (2) date of convening; (3) contact person and contact information; (4) other matters which the board of directors deems necessary to be explained.	Deleted

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
22	Article 41 Upon completion of voting by participating directors, the relevant personnel of the office of Board of Directors shall promptly collect the ballots of the board of directors, which shall be submitted to the board secretary for counting under the supervision of one supervisor or independent directors. If the meeting is held on-site, the meeting presider shall announce the statistical result on-site; under other circumstances, the meeting presider shall ask the board secretary to notify the directors of the voting result prior to the ensuing working day after the stipulated voting period. The voting by the director after the meeting presider announces the voting result or upon end of the voting period will not be counted.	Article 38 Upon completion of voting by participating directors, the relevant personnel of the office of Board of Directors shall promptly collect the ballots of the board of directors, which shall be submitted to the board secretary for counting under the supervision of one supervisor or independent directors. If the meeting is held on-site, the meeting presider shall announce the statistical result on-site; under other circumstances, the meeting presider shall ask the board secretary to notify the directors of the voting result prior to the ensuing working day after the stipulated voting period. The voting by the director after the meeting presider announces the voting result or upon end of the voting period will not be counted.
23	Article 45 Saved as specified in Chapter VII of the Rules of Procedures, passing the resolution from the proposal in the meeting shall be subject to approval of more than half (1/2) of all the directors.	Deleted
24	Article 53 The directors shall be responsible for resolution of the Board of Directors. Where the board resolutions violate laws and regulations or the Articles of Association, resulting in losses of the Company, the directors involved in the resolution shall be liable for compensations to the Company. But the director whose vote is proved to express dissent and is recorded in the minutes may be exempted from liability.	Article 49 The directors shall be responsible for resolution of the Board of Directors. Where the board resolutions violate laws and regulations or the Articles of Association, <u>the resolution of the shareholders' meeting</u> resulting in losses of the Company, the directors involved in the resolution shall be liable for compensations to the Company. But the director whose vote is proved to express dissent and is recorded in the minutes may be exempted from liability.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
25	Article 54 The announcement of the resolutions of the Board of Directors shall be handled by the secretary of the Board of Directors in accordance with relevant requirements by the regulatory authority of the locality where the shares of the Company are listed. Before the contents of the resolution is formally disclosed, the attending directors, the supervisors and other persons present at the meeting shall bear the duty of confidentiality on the contents of the resolution.	Article 50 The announcement of the resolutions of the Board of Directors shall be handled by the secretary of the Board of Directors in accordance with relevant requirements by the regulatory authority of the locality where the shares of the Company are listed. Before the contents of the resolution is formally disclosed, the attending directors, the supervisors and other persons present at the meeting shall bear the duty of confidentiality on the contents of the resolution.
26	Article 56 Once a proposal passed as a resolution at the board meeting, the special committees of the Board of Directors or the president shall lead the implementation. The secretary of the Board of Directors shall report to the chairman of the Board about the resolution status of execution on regular basis, and make reports on subsequent board meetings.	Article 52 Once a proposal passed as a resolution at the board meeting, the special committees of the Board of Directors or the president shall lead the implementation. The secretary of the Board of Directors shall report to the chairman of the Board about the resolution status of execution on regular basis, and make reports on subsequent board meetings.
27	Article 57 In the event of the Board's resolutions involving suggestions over the operation and management of the Company or requiring the responses from the president, other senior managements or related department of the Company, the secretary of the Board of Directors shall take charge and communicate with the senior management and related departments to implement the resolutions, and report to the Board of the Directors over the execution results of such resolution.	Article 53 In the event of the Board's resolutions involving suggestions over the operation and management of the Company or requiring the responses from the president, other senior managements or related department of the Company, the secretary of the Board of Directors <u>or the Board of Directors' Office</u> shall take charge and communicate with the senior management and <u>or the Head Office and</u> related departments to implement the resolutions, and report to the Board of the Directors over the execution results of such resolution.

No.	Original Article of the Rules of Procedure for the Board of Directors	Amended Article of the Rules of Procedure for the Board of Directors
28	Article 59 The director is related to the enterprise involved in the resolution of the board meeting shall not exercise the right to vote on the resolution, nor exercise voting rights on behalf of other directors. The board meeting could be held upon the attendance of more than half (1/2) of unrelated directors, and the resolution of the board meeting shall be passed upon the approval of more than half (1/2) of unrelated directors. In the event of less than three (3) attending directors without associated relationship, the proposal shall be submitted to the shareholders' general meeting for consideration.	Article 55 The director is related to the enterprise <u>or individuals</u> involved in the resolution of the board meeting, <u>the said director shall promptly report to the board of directors in written form. Such related director</u> shall not exercise the right to vote on the resolution, nor exercise voting rights on behalf of other directors. The board meeting could be held upon the attendance of more than half (1/2) of unrelated directors, and the resolution of the board meeting shall be passed upon the approval of more than half (1/2) of unrelated directors. <u>The matters that shall be passed upon the approval of more than two thirds (2/3) of the directors of the Board must be passed upon the approval of more than two thirds (2/3) of the directors without associated relationship.</u> In the event of less than three (3) attending directors without associated relationship, the proposal shall be submitted to the shareholders' general meeting for consideration.

NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING



哈爾濱銀行股份有限公司*

Harbin Bank Co., Ltd.*

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

(Stock Code: 6138)

NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting (“EGM”) of Harbin Bank Co., Ltd. (the “**Company**”) will be held at Meeting Room 4001, Harbin Bank Headquarters Building, No. 888 Shangjiang Street, Daoli District, Harbin, Heilongjiang Province, China at 8:30 a.m. on Friday, 29 August 2025 for the purposes of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTION

1. To consider and approve the proposal on the cancellation of the board of supervisors of Harbin Bank Co., Ltd.
2. To consider and approve the proposal on the amendments to the Articles of Association of Harbin Bank Co., Ltd.
3. To consider and approve the proposal on the amendments to the Rules of Procedure for the Shareholders' General Meeting of Harbin Bank Co., Ltd.
4. To consider and approve the proposal on the amendments to the Rules of Procedure for the Board of Directors of Harbin Bank Co., Ltd.
5. To consider and approve the proposal on the absorption and merger of Huachuan Rongxing Village and Township Bank Co., Ltd. and its conversion to a sub-branch

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

Harbin, China, 11 August 2025

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

NOTICE OF 2025 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

1. Details of the above resolution are set out in the Circular.

2. Closure of register of members

In order to determine the Shareholders who are entitled to attend and vote at the EGM, the H share register of members of the Company will be closed from Tuesday, 26 August 2025 to Friday, 29 August 2025 (both days inclusive). Shareholders whose name appear on the H share register of members and domestic share register of members of the Company on Tuesday, 26 August 2025 will be entitled to attend and vote at the EGM. The H Shareholders who intend to attend and vote at the EGM must lodge all the transfer documents accompanied by the relevant H share certificates with the Company's H share registrar, Computershare Hong Kong Investor Services Limited (address: Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) not later than 4:30 p.m. on Monday, 25 August 2025.

3. Registration procedures for attending the EGM

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

4. Proxy

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

The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorised in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorised in writing. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other documents of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together with the instrument appointing the proxy at Computershare Hong Kong Investor Services Limited (for H Shareholders) or the Company's Board of Directors' Office (for Domestic Shareholders).

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

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

5. Publication of poll results

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

6. Other business

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

As at the date of this notice, the Board of the Company comprises Deng Xinquan and Yao Chunhe as executive directors; Zhang Xianjun, Liu Peiwei, Cheng Shuai and Jia Haining as non-executive directors; and Hou Bojian, Jin Qinglu, Chen Ming and Leung Sau Fan, Sylvia as independent non-executive directors.