Articles of Association of Harbin Bank Co., Ltd.

Amended at the 2025 second extraordinary general meeting

CONTENTS

CHAPTER I GENERAL PROVISIONS

Article 1 Harbin Bank Co., Ltd. (hereinafter referred to as the "**Company**") is a joint-stock limited liability company established in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**") and other relevant laws and administrative regulations of the PRC.

Article 2 For the purposes of maintaining the legitimate rights and interests of the Company, its shareholders, staff 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") 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 3 The Company is a joint-stock commercial bank established by means of promotion in accordance with the Company Law, the Commercial Banking Law and other relevant laws and regulations, and upon approval of the Reply on Harbin's Carrying out the Formation of Urban Cooperative Commercial Banks (Y. F. No. [1995]363), the Approval on Establishing Harbin Urban Cooperative Banks (Y. F. No. [1996]423) and the Approval on the Opening of Harbin Urban Cooperative Banks (Y. F. No. [1997]69) issued by the People's Bank of China and the Approval on the Opening of Harbin Urban Cooperative Banks by the People's Bank of China Harbin Branch (Y. H. Y. Z. [1997] No. 66) issued by the People's Bank of China Harbin Branch. It was registered with the Municipal Administration for Industry and Commerce of Harbin on 25 July 1997, and obtained the Business License for an Enterprise as a Legal Person on the same day (Registration No.: 12759211-1).

Article 4 Promoters of the Company consist of state-owned shareholders, other legal person shareholders and natural person shareholders. Promoters have subscribed for all shares issued by the Company upon its establishment by way of net asset and cash contributions.

Article 5 Registered name of the Company:

Chinese name: 哈爾濱銀行股份有限公司, in short form: 哈爾濱銀行.

English name: HARBIN BANK CO., LTD., in short form: HARBIN BANK.

Article 6 The domicile of the Company: No. 888 Shangjiang Street, Daoli District, Harbin City; postal code: 150010; Tel: (86) 0451-86779933; Fax number: (86) 0451-86779829.

Article 7 The Company is a joint stock limited company of permanent existence.

Article 8 The legal representative of the Company 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.

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.

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.

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.

Article 10 The total asset of the Company shall be divided into shares of equal value. The respective liability of the shareholders of the Company shall be limited to the shares held by them. The Company shall be held liable for its debts with all its assets.

Article 11 Upon approval by the shareholders' general meeting of the Company and by the banking and insurance regulatory authority of the State Council, the Articles of Association of the Company shall come into force. From the date that the Articles of Association takes effect, the original Articles of Association of the Company shall automatically lose effectiveness. From the effective date, the Articles of Association shall become a legally binding document that regulates the organization and behaviours of the Company, the rights and obligations relationship between the Company and its shareholders and among the shareholders.

Article 12 The Articles of Association shall be binding upon the Company, its shareholders, directors, 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, 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 13 Other senior management personnel under the Articles of Association shall refer to the vice presidents, assistants to the president, the chief financial officer, secretary to the Board and other members determined by the Board of the Company.

Article 14 The governing subjects such as shareholders, directors 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 impair the Company's interests.

Article 15 Based on the need of business development and subject to approval by the banking and insurance regulatory authority of the State Council, the Company may set up branches in domestic and overseas in conformity to the stipulations of laws and regulations of China or other relevant countries.

Article 16 Subject to approval by the banking and insurance regulatory authority of the State Council, the Company may invest in other enterprises in accordance with the laws. 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.

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 17 The Company shall accept supervision and administration of the banking and insurance regulatory authority of the State Council and other regulatory authorities in accordance with laws.

Article 18 In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law, organizations of the Communist Party of China (hereinafter the "Party") shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. The Party Committee shall carry on activities pursuant to the Constitution of the Communist Party of China, and the Company shall provide necessities needed for such activities. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.

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, rest and leave, insurance benefits, work safety and sanitation and other matters. To make a decision on restructuring, dissolution, filing for bankruptcy 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.

CHAPTER II PURPOSE AND SCOPE OF BUSINESS

Article 20 The purpose of the Company is: to operate prudently in accordance with laws, regulations and financial policies of the State; and to provide comprehensive financial services for the development of economic and social undertakings of the country based on the local situations; and to create the maximum value for shareholders on the basis of achieving the sustainable development of the Company with the guidance of Scientific Outlook on Development and the idea of "universally benefiting finance, achieving harmonious and common prosperity".

Article 21 The scope of business of the Company, as registered in accordance with the laws, covers:

(1) Absorbing public deposits;

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

(3) Handling the domestic and international settlement;

(4) Handling the acceptance and discount of bill;

(5) Issuing financial bonds;

(6) Proxy for issuing, cashing, and underwriting government bonds;

(7) Transaction of government bonds and financial bonds;

(8) Interbank borrowing;

(9) Foreign exchange transactions of self-operation or on behalf of customers;

(10) Bank card business;

(11) Provision of L/C service and guarantee;

(12) Collection and payment proxy services and proxy for insurance by-business;

(13) Provision of safety-deposit box service;

(14) Handling entrusted loan business of local financial working funds;

(15) Foreign exchange deposit;

(16) Foreign exchange loans;

(17) Foreign exchange remittance;

(18) Foreign currency exchange;

(19) Interbank foreign exchange borrowing;

(20) Credit investigation, consulting and attestation business;

(21) Business of settlement and sale of exchange; and

(22) Other businesses approved by the banking regulatory authority of the State Council and other regulatory authorities.

CHAPTER III SHARES AND REGISTERED CAPITAL

Section I Issuance of Shares

Article 22 The shares of the Company shall be in the form of stock. All shares issued by the Company shall be ordinary shares. Subject to approval of the approval authorities authorised by the State Council, the Company may have other kinds of shares according to its needs.

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. Subscribers shall pay the same price for each share of the same category they subscribe for.

Article 24 All the shares issued by the Company shall have a par value which shall be RMB1.00 for each share.

Article 25 Subject to the 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.

Article 26 Shares issued by the Company to domestic investors for subscription in Renminbi shall be referred to as domestic shares. Shares issued by the Company to overseas investors for subscription in foreign currency shall be referred to as foreign shares. Foreign shares which are listed outside the PRC shall be referred to as foreign shares listed overseas.

The "foreign currency" referred to in the preceding paragraph is a legal currency (other than Renminbi) of other countries or regions which is recognised by the foreign exchange administration authority of the State and can be used for subscription payment of the company's shares.

Foreign shares listed overseas (H shares) issued by the Company and listed in Hong Kong shall refer to shares listed in the Stock Exchange of Hong Kong upon approval, the par value of stock of which is indicated by Renminbi and the subscription and transaction of which is made by Hong Kong dollars.

Subject to the permission of relevant laws, administrative regulations and departmental rules and the approval of the securities regulatory authority of the State Council, shareholders of the domestic shares may list shares held by them on overseas market for transactions. The listing of such shares for transactions on overseas securities exchanges shall also abide by the regulatory procedures, regulations and requirements of the overseas securities market but no approval is required from category shareholders' meeting.

Article 27 Domestic shares issued by the Company shall be collectively deposited China Securities Depository & Clearing Co., Ltd. Foreign shares listed overseas issued by the Company may be kept by trustee escrow companies in accordance with laws and requirements of securities registration and depository of the place where the Company's shares are listed, or may also be held by shareholders in their own name.

Article 28 With the approval of authorities authorised by the State Council, the Company issued 221,932,900 shares (domestic shares) upon establishment, which accounted for 100% of the total amount of the ordinary shares issued by the Company at that time.

With the approval of the securities regulatory authority of the State Council, the Company may issue 2,748,700,000 shares of foreign shares listed overseas (H shares), which accounts for around 25.00% of the total amount of ordinary shares the Company may issue.

With the approval of authorities authorised by the State Council, after the Company issues the foreign shares listed overseas (H shares) (and after the over-allotment option is implemented), a total of 274,870,000 domestic shares are converted into foreign shares listed overseas (H shares).

Article 29 As at 31 December 2024, 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.

Article 30 The Company's registered capital shall be RMB10,995,599,553.

Section II Increase and Reduction of Shares and Their Redemption

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) issue of shares to unspecified parties;

(2) issue of shares to specified parties;

(3) allotting bonus 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.

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 be conducted in accordance with the procedures stipulated by relevant laws and administrative regulations of the State.

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.

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.

Article 33 In accordance with the provisions of the Articles of Association, the Company may reduce its registered capital. The Company's reduction of its registered capital shall be approved by the banking and insurance regulatory authority of the State Council and shall follow procedures set out in the Company Law, the Commercial Banking Law, the listing rules of the stock exchanges on which the Company's shares are listed, the Articles of Association and other relevant regulations.

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 or the national enterprise credit publicity system 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 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 for employee shareholding schemes or equity incentives;

(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) using shares for conversion into corporate bonds issued by the Company that are convertible into shares;

(6) as necessary for the Company to maintain its corporate value and shareholders' rights and interests; and

(7) other circumstances as permitted by laws and administrative regulations.

Apart from the foregoing, the Company shall not purchase its own shares.

Article 36 The Company may, with the approval of relevant regulatory authorities, repurchase its shares through ways recognized by laws and regulations, regulatory requirements, and the listing rules of the place where the Company's stocks are listed.

Article 37 Where shares of the Company are repurchased in accordance with Article 35(1), they shall be cancelled within 10 days of being repurchased; where shares of the Company are repurchased in accordance with Articles 35(2) or (4), they shall be transferred or cancelled within 6 months of being repurchased. Shares repurchased in accordance with Article 35(3), (5) or (6) shall not exceed 10% of the total issued shares of the Company, and the repurchased shares shall be transferred or cancelled within three years of being repurchased.

Section III Transfer of Shares

Article 38 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) 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 39 Shareholders of foreign shares listed overseas (H shares) listed in Hong Kong shall transfer all or part of the shares by an instrument in writing in any usual or common form or any other form which the Board may approve or standard transfer form specified by the stock exchange in the place where the Company's shares are listed. The instrument of transfer of the share shall be executed by hand. If the transferor or transferee is a recognised clearing institution as defined in the Securities and Futures Ordinance of Hong Kong or its agent, the share transfer form may be executed by hand or in mechanically-printed form. All instruments of transfer shall be placed at the legal address of the Company or other places that the Board may designate.

Article 40 The Company shall not accept any shares of the Company as the subject of a right of pledge.

Article 41 The total capital of the Company held by the transferee and related parties in the share transfer of the Company shall not exceed the maximum statutory limit stipulated by the banking and insurance regulatory authority of the State Council. Acquisition and change of stock rights of the Company shall be implemented in accordance with the banking and insurance regulatory authority of the State Council.

CHAPTER IV SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS

Article 42 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 other items required to be specified by the stock exchange(s) on which the shares of the Company are listed.

Article 43 The Company shall prepare a register of shareholders and keep it at the Company. The register of shareholders shall record the following particulars:

(1) the name and domicile the shareholder;

(2) the class and number of shares subscribed by each shareholder;

(3) for shares issued in paper form, serial numbers of the share;

(4) the date on which each shareholder acquired their shares.

Article 44 Transfer and 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 45 If the relevant laws, administrative regulations, department rules and the listing rules of the stock exchange where the Company's shares are listed stipulate that registration of change in the H share register of members due to shares transfer prior to the date of a general meeting or the record date set by the Company for the purpose of distribution of dividends shall not be allowed, such provisions shall prevail. The aforesaid period when registration of change of the register of shareholders is suspended shall not amount to over 30 days within a year, but can be extended for another 30 days at most upon approval by the shareholders' general meeting through deliberation. Upon receipt of an application for inquiry of the register of shareholders during the aforesaid period, the Company shall issue the certificate signed by the secretary of the Company to the applicant to specify the approval authority and duration of the abovementioned suspension.

Article 46 When the Company intends to convene a shareholders' general meeting, distribute dividends, liquidate or engage in other activities that involve determination of shareholdings, the Boardor the convener of the shareholders' general meeting determine the date of equity registration. Shareholders whose names appear in the register of shareholders at the closing of the date of equity registration are shareholders who are entitled to relevant benefits.

Article 47 Any person who objects to the register of shareholders and requests to have his name registered in or removed from the register of shareholders may apply to a court of competent jurisdiction for correction of the register.

Article 48 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 164 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 rules of the stock exchange where the overseas listing takes place or other relevant regulations.

CHAPTER V PARTY ORGANIZATION (PARTY COMMITTEE)

Article 49 The Committee of the Communist Party of Harbin Bank Co., Ltd. (hereinafter the "**Party 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. 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 and the senior management through legal procedures, while eligible members of the Board of Directors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. 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.

Article 50 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:

(1) to enhance the building of politics of the Party, exercise strict administrative discipline and political rules, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path.

(2) to thoroughly study, implement and promote strategy of the Party, ensure and supervise the Company's implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Communist Party of China Central Committee and the State Council, as well as important work arrangements of the superior Party Committee.

(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 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.

(4) to adapt to the needs of modern corporate system and market competition, strengthen leadership and control of talent selection and appointment of the Company, manage the standards, procedures, investigation, recommendation and supervision, and insist on the principle of the Party managing the cadres and talents, and combination of the Board of Directors selecting the managers according to laws and the managers exercising rights according to laws, strengthen the building of the leading team, cadre and talents team and adhere to preventing and rectifying wrongful behaviors in the selection and deployment of staff.

(5) to undertake the main responsibility improving Party conduct and upholding integrity, lead the construction of the Party's honest administration of the Company and support Discipline Inspection Committee to fulfil its supervisory and disciplinary responsibilities.

(6) to strengthen the building of grassroots Party organization and Party member team, and unite and lead officials and employees to devote themselves into the reform and development of the Company.

(7) to undertake the main responsibility to overall and strictly administer the party, lead the Company's ideological and political work, spiritual civilization building, united front work, corporate culture building, work of mass organizations including labor union, Communist Youth League and women's organization, stimulate the creativity of the staff and create strong cohesive and centripetal force.

(8) other important matters within the scope of the Party committee.

Article 51 Significant operation and management matters of the Company shall be decided by the Board of Directors or senior management after study and discussion of the Party Committee; members of the Party committee who also serve as members of the Board of Directors and senior management shall implement the opinions or decisions of the Party organization. Matters that are subject to the study and discussion of the Party committee mainly include:

(1) thorough implementation of the decisions and deployments of the Party Central Committee and important measures of national development strategies;

(2) the development strategies, medium – and long-term development plans and important reform proposals of the Company;

(3) the establishment of and the adjustment to the Company's organizational structure and the formulation and amendment of the Company's important rules and systems;

(4) important matters regarding the Company's safe production, maintenance of stability, interests of employees and social responsibilities;

(5) Three Major and One Significant matters involving major decision-making matters, major recruitment or dismissal, major project arrangement, and Significant capital operation;

(6) other material matters required to be studied and decided by the Party Committee.

For Three Major and One Significant matters within the scope of power and responsibilities, the Party Committee, the Board of Directors and senior management shall collectively discuss and determine, unless in emergency, decisions shall not be made by inquiry into only one or two of the aforementioned authorities.

Article 52 The Party Committee shall focus on the political direction, leading team, basic system, major decisions and Party building, fully undertake the responsibility to strengthen Party self-discipline and governance, adhere to govern the Party with strict discipline, build the Party with thoughts and regulate the Party with systems, strength the ideology of regulating the Party, build and improve the accountability system in Party construction, focus on Party building to achieve a responsible and accountable end; the Party committee shall strengthen the building of grassroots Party organization and Party member team, enhance the guarantee basis of grassroots Party building, and fully implement the role of grassroots Party organization as militant bastions and to the role of Party members as vanguard and exemplary.

Article 53 The Party Committee shall support the Company to abide by laws and regulations of the State, supervision and management system of banking and insurance regulatory authority of the State Council, support and promote the lawful operation of the Company.

Article 54 The Party Committee shall abide by the Articles of Association and safeguard the interests of investors, customers, the Company and employee's legitimate rights and interests.

The Company shall constantly improve the democratic management system in the basic form of the staff representatives assembly under the leadership of the Party Committee, and listen to employees' opinions when making major decisions. Major issues concerning immediate interests of the employees must be deliberated by the staff representatives assembly to guarantee that staff representatives can participate in the corporate governance in a legal and orderly manner.

Article 55 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.

Chapter VI Shareholders and Equity Management

Section I Rights and Obligations of Shareholders

Article 56 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.

Article 57 The 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 exercise the corresponding voting right;

(3) The right to supervise the business 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 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.

(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.

Article 58 When the credit extension of a shareholder of the Company is overdue, his/her voting right in the general meeting and voting right of the Board member nominated by him/her in the Board of Directors shall be limited.

Article 59 Shareholders demanding inspection of the relevant information aforesaid in the Article 57 of the Articles of Association or copies of the materials shall provide to the Company the written documents certifying the class and number of shares of the Company they hold. Upon verification of the shareholder's identity, the Company shall provide such information at the shareholder's request.

Shareholders shall keep the commercial secrets of the Company when exercising the aforesaid right to know, properly using the information of the Company. Shareholders who violate the duty of confidentiality and thereby cause damage to the Company shall be liable for such damage.

Article 60 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. 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.

Article 61 A resolution of the general meeting or of the Board of Directors shall be deemed invalid under any of the following circumstances:

(1) the resolution was made without convening a general meeting or a Board meeting;

(2) the general meeting or Board meeting did not vote on the resolution matters;

(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;

(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.

Article 62 If Board members and senior management personnel other than members of the Audit Committee of the Board of Directors 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 Audit Committee of the Board of Directors to file a suit to the People's Court; if the Audit Committee of the Board of Directors 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 Audit Committee of the Board of Directors and the Board of Directors 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.

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.

Article 63 When the Board members and senior management personnel infringe on legitimate interests of shareholders in violation of laws, administrative regulations or stipulations in this Articles of Association, then the shareholders have the right to file suit to the People's Court.

Article 64 Shareholders of the Company shall perform the following obligations:

(1) to abide by laws, administrative regulations, regulatory authorities and the provisions under the Articles of Association;

(2) to pay share capital according to the number of shares subscribed and the method of subscription;

(3) not to withdraw the shares unless required by the laws and regulations;

(4) the Company, in strict accordance with relevant regulations of the Core Indicators for the Risk Regulation of Commercial Banks (on trial), Guidance for the Stress Test of Commercial Banks and Measures on Liquidity Risk Management of Commercial Bank formulated by the banking and insurance regulatory authority of the State Council, defines and determines the state of "liquidity problem" of the Company and carries out the stress test. When liquidity problem of the Company may occur, shareholders who bear loans to the Company shall repay the due or undue loans immediately; when the capital adequacy ratio of the Company is lower than the mandatory standard and the supervision requirement of the banking and insurance regulatory authority of the State Council, shareholders shall support measures put forward by the Board of Director to improve the capital adequacy ratio;

(5) where shareholders of the Company abuse the Company's position as an independent legal person and the limited liability of shareholders for the purposes of evading repayment of debts, thereby materially impairing the interests of the creditors of the Company, such shareholders shall be jointly liable for the debts owed by the Company;

(6) shareholders shall safeguard interests of the Company. Conditions for credit extension to the shareholders by the company shall not be superior to those for other money lenders of the same kind. If shareholders make use of its status as a shareholder to maliciously hinder the legal business activities of the Company or impair interests of the Company, the Company shall be entitled to file a suit to the People's Court to stop such unlawful acts;

(7) shareholders shall lawfully fulfil the fiduciary duty to the Company, and shall ensure the truthfulness, completeness and validity of the submitted information on shareholder qualification; shareholders shall report to the Company timely, truly and completely the financial information, shareholding structure, source of contributed funds, controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary, investment in other financial institutions, and situations of its affiliated/connected transaction with the Company and other information in accordance with laws, regulations and regulatory requirements; shareholders shall promptly notify the Company of any changes in writing in accordance with laws, regulations and regulatory requirements;

(8) shareholders shall forthwith notify the Company of relevant situations in writing in accordance with laws, regulations and regulatory requirements where they are merged, divided, ordered to suspend business for rectification, have custodians appointed, taken over, revoked or have other measures imposed, or enter into dissolution, bankruptcy or liquidation procedures, or have material changes in the legal representative, name of the Company, premises, business scope and other important matters; shareholders who fail to apply to the regulatory authority for approval or fail to report to the regulatory authority, despite being required to do so, are not permitted to exercise the right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;

(9) shareholders shall abide by laws, regulations and regulatory requirements, and shall not impair the interests of other shareholders and the Company when they transfer or pledge their shares of the Company, or have affiliated transactions with the Company; shareholders shall forthwith notify the Company of relevant situations in writing in accordance with laws, regulations and regulatory requirements where their shares of the Company are involved in litigations, arbitrations or legal compulsory measures by judicial organs, pledged or the pledge is released;

(10) shareholders and their controlling shareholders and actual controllers shall not abuse shareholders' rights or make use of their connected relationship to impair the legitimate interests of the Company, other shareholders and stakeholders, interfere with the decision making power and the rights of management enjoyed by the Board of Directors and the senior management pursuant to the Articles of Association, bypass the Board of Directors and senior management to interfere directly with the operation and management of the Company; shareholders of the Company who abuse their shareholder's rights and thereby cause losses on the Company or other shareholders shall be liable for indemnity according to the law; should shareholders fail to do so, the Company will take relevant measures to maintain its rights and interests, and report relevant situations to the banking and insurance regulatory authority of the State Council;

(11) shareholders shall comply with laws and regulations and relevant provisions issued by the banking and insurance regulatory authority of the State Council in respect of affiliated transactions, and shall not be allowed to conduct inappropriate affiliated transactions with the Company, or exert its influence on the operation and management of the Company to gain illegitimate benefits;

(12) for a shareholder that makes any false statement, abuses shareholders' rights or otherwise damages the interests of the Company, the banking and insurance regulatory authority of the State Council may restrict or prohibit affiliated transactions between the Company and the shareholder, restrict the limit of equity held in the Company, and equity pledge ratio, etc., and restrict its right to request convening of a general meeting of shareholders, the voting right, right of nomination, right of submitting proposals, and right of disposition, etc.;

(13) the relationships between a shareholder and its controlling shareholder, actual controller, related parties, person acting in concert, ultimate beneficiary and other parties shall be clear and transparent, the shareholding ratio shall be calculated on a consolidated basis, and the shareholding ratio and number of shareholding institutions shall comply with regulatory requirements; shareholders shall not entrust or be entrusted by others to hold the Company's shares. Shareholders shall fulfill the obligation of capital contribution in strict accordance with the laws and regulations and the provisions issued by the banking and insurance regulatory authority of the State Council, and subscribe shares of the Company with their own funds and ensure the funds are obtained from legal sources, and shall not subscribe shares with entrusted funds, debt funds and other funds not owned by themselves, unless otherwise provided by laws, regulations or regulatory requirements;

(14) if the Company is subject to risk disposal, takeover or other measures taken by the banking and insurance regulatory authority of the State Council or its dispatched offices due to the occurrence of a major risk event or major violation of laws or regulations, shareholders shall actively cooperate with the banking and insurance regulatory authority of the State Council or its dispatched offices to conduct on-site inspection, investigation, risk disposal or other work, strictly implement relevant regulatory measures and requirements, proactively maintain the stable operation of the Company, and bear the shareholders' responsibilities and obligations in accordance with the law;

(15) other obligations of shareholders imposed by laws, administrative regulations and the Articles of Association.

Article 65 Where a shareholder pledges his equity interests in the Company, he shall comply with the following provisions:

(1) Where a shareholder pledges his equity in the Company as guarantee for the benefit of his own or that of any third parties, he shall strictly comply with laws and regulations and the relevant requirements on pledge of equity of commercial banks of the banking and insurance regulatory authority of the State Council, shall not damage the interests of any other shareholders or the Company, and shall notify the Board of Directors of the Company in advance. The Company's Board of Directors office or other department designated by the Board of Directors shall be responsible for the daily work of collecting, collating and reporting of the Company's equity pledge information;

(2) Where a shareholder who has representative on the Board of Directors, 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;

(3) Upon the registration of pledge of equity, the shareholders involved shall provide the Company with the relevant information in relation to the pledged equity in a timely manner, so as to in compliance with the Company's risk management and information disclosure requirements;

(4) A shareholder shall not make any pledge of its shares in the Company if the outstanding amount of its borrowing from the Company exceeds the audited net value of the equities it held in the Company in the previous year;

(5) Where the number of shares of the Company pledged by a shareholder reaches or exceeds 50% of the shares held by such shareholder in the Company, its voting rights at the general meeting of shareholders and the voting rights of its dispatched/nominated directors at the meetings of the board of directors will be restricted.

Article 66 The controlling shareholder and the actual controller shall not use their connected relationship to act in detriment to the interests of the Company; if they have violated this provision and caused damage to the Company, they shall bear the liability for such damages.

The controlling shareholders, the actual controllers and related parties of the Company shall not interfere with the normal appointment procedures of the senior management, or bypass the Board of Directors to directly appoint or dismiss the senior management.

The controlling shareholder and the actual controller of the Company shall have fiduciary duties towards the Company and public shareholders of the company. The controlling shareholder shall exercise its rights as a contributor in strict compliance with the laws. The controlling shareholder shall not do harm to the legitimate interests of the Company and public shareholders of the company through means such as profit distribution, asset restructuring, overseas investment, possession of capital and lending guarantees and shall not make use of its controlling status against the interests of the Company and public shareholders of the company.

Article 67 The Company supports the establishment of the communication and negotiation mechanism between shareholders, and encourages the proper communication and negotiation between shareholders on exercising rights.

The Company shall establish a smooth and effective communication mechanism with shareholders, fairly treat all the shareholders, and guarantee the right of information, participation in decision making and supervision of shareholders, especially medium and minor shareholders, concerning major issues of the Company.

Large shareholders shall encourage and support all the shareholders, especially medium and minor shareholders, to carry out proper communication and negotiation on exercising shareholders' rights, and coordinate and cooperate with medium and minor shareholders to exercise legitimate rights such as right of information or right of inquiry in accordance with the law.

Section II Management of Large Shareholders and Major Shareholders

Article 68 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 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 69 An investor and its related parties and persons acting in concert, either separately or jointly, intending to initially or cumulatively hold 5% or more of total capital or total shares of the Company, shall make an application to the banking and insurance regulatory authority of the State Council or its dispatched offices for approval in advance. The official reply for the administrative licensing of proposed holding of 5% or more of total shares of the Company through a domestic or overseas stock market shall be valid for six months. The specific requirements and procedures for approval shall be subject to relevant provisions issued by the banking and insurance regulatory authority of the State Council.

An investor and its related parties and persons acting in concert that hold, either separately or jointly, more than 1% but less than 5% of the total capital or total shares of the Company shall, within ten working days of the date of obtaining corresponding equities, report to banking and insurance regulatory authority of the State Council or its dispatched offices. The specific requirements and procedures for reporting shall be subject to relevant provisions issued by the banking and insurance regulatory authority of the State Council.

A shareholder that holds more than 5% of the total shares of the Company without obtaining the approval from the banking and insurance regulatory authority of the State Council shall be ordered to take corrective action by the banking and insurance regulatory authority of the State Council in accordance with the relevant provisions under Article 79 of the Commercial Banking Law.

Article 70 Large shareholders of the Company refer to those who satisfy any of the following conditions:

(1) holding 10% or more of the shares of the Company;

(2) actually holding the most shares of the Company with the shareholding ratio no less than 5% (including shareholders with the same number of shares of the Company they hold);

(3) nominating more than two directors;

(4) having controlling influence on the operation and management of the Company in the opinion of the Board of Directors;

(5) other circumstances recognized by CBIRC or its dispatched offices.

The shareholding ratio of a shareholder and its related party and person acting in concert shall be calculated on a consolidated basis. Relevant shareholders with the total shareholding ratio satisfying the above requirements will be under management as large shareholders.

Article 71 Large shareholders shall support the establishment of an independent and sound corporate governance structure with effective balance in the Company, and encourage the organic integration of the Party leadership and corporate governance.

Article 72 Large shareholders shall fully understand the industry attributes, risk features and prudent operation rules of the banking industry, as well as the rights and obligations of large shareholders, proactively maintain the stable operation of the Company and stability of the financial market, protect consumers' rights and interests, support the Company to provide better service for the real economy, prevent and control financial risks.

Article 73 When large shareholders and major shareholders subscribe shares of the Company, they shall make a written commitment to comply with laws and regulations, regulatory requirements and the Articles of Association, and proactively fulfill their commitments. Large shareholders and major shareholders shall report the following information to the Company in a timely, accurate and complete manner:

(1) Their own operating status, financial information and shareholding structure;

(2) The sources of their funds used to subscribe shares of the Company; large shareholders shall also provide active cooperation in the examination of sources of funds by the banking and insurance regulatory authority of the State Council and the Company;

(3) Their controlling shareholders, actual controllers, related parties, persons acting in concert and ultimate beneficiaries and any changes therein;

(4) Information related to investments in other financial institutions;

(5) Litigation, arbitration or preservation measures taken against, or enforcement compulsory measures carried out by judicial organs on, the shares of the Company held by them;

(6) Any information of their shares of the Company that is pledged or the pledge being released;

(7) Any change in their names;

(8) Any mergers and spin-offs;

(9) They are ordered to suspend business for rectification, have had custodians appointed, were taken over or revoked or have other regulatory measures imposed, or entered into dissolution, bankruptcy or liquidation procedures;

(10) Changes in the legal representative, name of company, premises, business scope and other materials changes;

(11) Any other circumstances that may affect changes in the qualifications of shareholders or cause changes in the shares of the Company held by them.

Article 74 Large shareholders of the Company shall strengthen the capital restriction, maintain moderate level of leverage, and make scientific layout on the investment in banking and insurance institutions, in order to guarantee that the investment behavior matches its capital scale, continuous capital contribution capability and operation and management level. The amount of investment in banking and insurance institutions shall comply with relevant regulatory requirements.

Article 75 Large shareholders and major shareholders shall make a long-term commitment of capital replenishment to the Company in written form, which shall be treated as a part of the capital planning of the Company; major shareholders shall supply additional capital to the Company when necessary, and shall make report on their capacity of capital replenishment annually through the Company to the banking and insurance regulatory authority of the State Council or its dispatched offices.

Article 76 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.

Article 77 Director indirect cross shareholding between large shareholders and the Company is prohibited, unless otherwise stipulated by the State Council.

Where large shareholders are investment institutions such as private equity, they shall disclose their corporate governance and voting policies of the Company to the ultimate beneficiary of the shares of the Company held by them and the Company, including relevant procedures for deciding upon the use of voting right.

Article 78 Large shareholders and major shareholders shall not transfer any equity they hold within five years from the date of obtaining the equity of the Company.

Large shareholders shall focus on long-term investment and value investment rather than speculation or cashing; they shall maintain the relevant stability of the Company's equity structure, and shall not transfer the shares of the Company held by them actually or in any disguised form within the period when equity transfer is limited.

As to equity transfer as a result of risk disposal measures approved by the banking and insurance regulatory authority of the State Council or its dispatched offices, or ordered by the banking and insurance regulatory authority of the State Council or its dispatched offices, or involving judicial enforcement, or made between different entities controlled by the same investor, or under any other particular circumstance, the provisions of the preceding paragraph shall not apply.

Article 79 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 64 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:

(1) exercise their rights and fulfill their obligations as capital contributors in strict accordance with laws, regulations, regulatory requirements and the Articles of Association, participate in the corporate governance in a diligent, legal and effective manner; and shall not make improper gains;

(2) support the formulation and implementation of the medium and long-term capital planning by the Company according to the Company's development strategy, business planning and risk status, promote the consistency between Company's capital demands and capital replenishment capability, and guarantee the Company's capital can continuously satisfy the regulatory requirements;

(3) support the continuous capital replenishment via various channels by the Company, optimize the capital structure, and enhance the capability to serve the real economy and resist risks; should the Company fail to replenish the capital through other means than capital increase when ordered to do so by CBIRC and its dispatched offices, large shareholders shall fulfill the obligation of capital replenishment, and when they are not capable of capital replenishment or fail to participate in the capital increase, they shall not obstruct other shareholders or investors in capital increase with reasonable schemes;

(4) not establish prior approval procedures of resolutions of the shareholders' general meetings and board meetings;

(5) not intervene in the performance evaluation on the directors and other staff of the Company;

(6) not interfere in the financial and accounting activities of the Company such as financial accounting, funds allocation, asset management and expense management;

(7) not issue operation plans or orders to the Company;

(8) not ask the Company to grant loans or provide guarantee in violation of requirements;

(9) not impair the legitimate rights and interests of financial consumers, the Company and other shareholders by any other means, or intervene in the Company's independent operation by other means.

Article 80 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 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 81 Major shareholders shall establish an effective risk isolation mechanism to prevent risk contagion and transfer among shareholders, the Company and other related parties.

Large shareholders shall not provide their shares of the Company to people other than themselves and related parties for guarantee, hold the shares in the form of equity pledge, hold shares through connected relationship in violation of regulations or transfer shares in a disguised form.

The Company shall persist in independent operation, establish an effective risk isolation mechanism, and take prudent measures on equity isolation, assets, debts, management, finance, business and personnel, in order to realize respective and independent accounting and risk bearing with large shareholders, and effectively prevent interest conflicts and risk infection. The provisions of the banking and insurance regulatory authority of the State Council if any shall prevail.

Article 82 Financial products may hold shares of the Company. However, the shares accumulatively held in the Company by financial products controlled by a single investor, issuer or manager and their actual controllers, related parties and persons acting in concert shall not exceed 5% of total shares of the Company.

Major shareholders shall not hold shares of the Company through financial products issued, managed or in any other means controlled by it.

Section III Equity Management

Article 83 The Board of Directors shall be diligent and fulfil duties, and assume ultimate responsibility for the equity management affairs. The chairman of the Board of Directors is the first responsible person for handling the equity affairs of the Company. The board secretary shall assist the chairman of the Board of Directors with his/her works, and is directly responsible for handling the equity affairs. The chairman of the Board of Directors and board secretary shall faithfully, honestly and diligently perform their duties. Those who fail to fulfil their duties with due diligence shall undertake legal liabilities according to the law.

Article 84 The Company shall establish and improve an equity information management system and equity management rules, and effectively conduct equity information registration, management of affiliated transactions, information disclosure and other works.

The Company shall strengthen communication with its shareholders and investors, and be responsible for work including applying for administrative approval relating to equity affairs, reporting of shareholders' information and relevant matters, and submission of materials.

The Company shall strengthen the management of equity and affiliated transactions, focus on the behavior of large shareholders, take prompt measures to prevent the further aggravation where large shareholders and their actual controllers are found to have illegal behavior related to the Company, and forthwith report to the CBIRC or its dispatched offices.

Article 85 Where a member of the Board of Directors of the Company fails to raise an objection to any violation of law or regulation in equity management when performing his/her duties, he/she shall not be deemed as competent in the latest performance assessment.

Article 86 The CBIRC and its dispatched offices shall establish a database of commercial banks' equity management and shareholders' misconduct records, and share such information with relevant departments or government bodies through the national credit information sharing platform.

A shareholder who commits any violation of laws or regulations and refuses to take corrective action may be subject to disciplinary actions imposed by the CBIRC and its dispatched offices, separately or jointly with the relevant departments and entities, and be subject to circulation of a notice of criticism, public reprimand, or prohibition from purchasing shares of the commercial bank for a certain period of time or even lifetime prohibition.

Article 87 Where the Company's shareholder or its controlling shareholder, actual controller, related party, person acting in concert or ultimate beneficiary, among others, falls under any of the following circumstances, and causes the Company's violation of the rules for prudential operations, the CBIRC or its dispatched offices may, in accordance with the provision of Article 37 of the Banking Supervision Law of the People's Republic of China, order the controlling shareholder of the Company to transfer equity, and restrict the relevant rights of the said shareholder of the Company to participate in the operation management, including the right to request convening of a general meeting of shareholders, voting right, right of nomination, right of submitting proposals, and right of disposition, etc.:

(1) making false or insufficient capital contribution, withdrawing paid-in capital or withdrawing paid-in capital in any disguised form;

(2) using entrusted funds, debt funds or any other funds not owned by it to invest in the Company in violation of regulations;

(3) holding equity on a commission basis in violation of regulations;

(4) failing to report as required;

(5) refusing to provide documents and materials to the Company or the CBIRC or its dispatched offices, providing false documents and materials, concealing important information, or delaying the provision of relevant documents and materials;

(6) violating any commitment or the Articles of Association;

(7) a major shareholder or its controlling shareholder or actual controller fails to meet regulatory requirements prescribed in these Measures;

(8) conducting affiliated transactions in violation of any regulation;

(9) conducting equity pledge in violation of any regulation;

(10) refusing or impeding the investigation and verification by the CBIRC or its dispatched offices;

(11) failing to cooperate with the CBIRC or its dispatched offices in risk disposal;

(12) otherwise abusing shareholders' rights or failing to fulfill shareholders' obligations and thus damaging the interests of the Company, any depositor or any other shareholder.

Article 88 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 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 89 The Board of Directors shall evaluate the qualification, financial status, shares held, affiliated transactions of previous year, exercise of shareholders' rights, fulfillment of responsibilities, obligations and commitments, implementation of the Articles of Association and agreements, and observation of laws, regulations and regulatory requirements of large shareholders and major shareholders at least once a year, make notifications at the shareholders' general meeting or in writing, and copy to the banking and insurance regulatory authority of the State Council.

During the aforesaid evaluation, the Company may carry out simultaneous evaluation on other shareholders that shall be evaluated in accordance with relevant regulatory requirements, and relevant evaluation reports may be submitted to the banking and insurance regulatory authority of the State Council together.

CHAPTER VII SHAREHOLDERS' GENERAL MEETING

Section I General Provisions of Shareholders' General Meeting

Article 90 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) electing and replacing directors who are not employee representatives, and determining matters concerning remunerations to directors;

(2) examining and approving reports of the Board of directors;

(3) examining and approving the Company's profit distribution plans and losses making up plans;

(4) adopting resolutions concerning the increase or decrease of the Company's registered capital;

(5) adopting, or authorizing the board of directors to make, resolutions on issuing bonds of the Company;

(6) adopting resolutions on the listing of the Company;

(7) make resolution on merger, division, dissolution and liquidation or form change of the Company;

(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;

(9) modifying the Articles of Association;

(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;

(11) examining external investments, asset purchase, asset disposal and write-off, asset mortgages and external guarantees, and affiliated/connected transaction matters which should be submitted to the shareholders' general meeting for examination in accordance with the relevant laws, 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;

(12) examining temporary proposals put forward by the shareholders who hold more than 1% of the total voting shares of the Company individually or jointly;

(13) examining and approving changes in use of the raised capital;

(14) examining and approving equity incentive plans and schemes;

(15) examining and approving the rules of procedures of the shareholders' general meetings and board meetings; and

(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.

Article 91 Except when the Company is in special circumstances such as a crisis, without the approval of the shareholders' general meeting by a special resolution, 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 92 The shareholders' general meeting consists of the annual meeting and temporary meetings. The annual meeting shall be held once every year within six (6) months upon conclusion of every fiscal year.

Article 93 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 Audit Committee of the Board of Directors proposes to convene;

(6) More than half of 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 94 Should the annual general meeting or special shareholders' meeting fail to be convened within the period stipulated by laws, regulations, regulatory requirements and the provisions of the Articles of Association, the Company shall make a report and explain reasons to the banking and insurance regulatory authority of the State Council.

Article 95 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. On the premise of ensuring the legality and validity of the meeting, the Company may also provide safe, economical and convenient network or other means for the convenience of shareholders to attend, and speak and vote on the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.

Section II Convening of Shareholders' General Meeting

Article 96 More than half of and no less than two (2) independent directors shall have the right to propose for a special shareholders' meeting to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing 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 a proposal put forward by independent directors on convening a special shareholders' meeting. The board of directors will issue a notice to convene a shareholders' general meeting within 5 days after making the resolution where it agrees to convene an extraordinary general meeting of shareholders; where the board of directors disagree to convene an extraordinary general meeting of shareholders, it shall explain the reasons and make a public notice.

Article 97 The Audit Committee of the Board of Directors 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 98 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 Audit Committee of the Board of Director.

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 Audit Committee of the Board of Director can convene and preside over a shareholders' general meeting on its own initiative.

Article 99 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 Audit Committee of the Board of Director to hold a special shareholders' meeting or classified shareholders' meeting, and shall put forward the request to the Audit Committee of the Board of Director in written form;

(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 Audit Committee of the Board of Director 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 Audit Committee of the Board of Director 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.

Article 100 In respect to the shareholders' general meeting convened by the Audit Committee of the Board of Director 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 101 The expenses necessary for holding the shareholders' general meeting convened by the Audit Committee of the Board of Director or shareholders shall be born by the Company.

Section III Proposal and Notice of the Shareholders' General Meeting

Article 102 Where the Company convenes a shareholders' general meeting, the Audit Committee of the Board of Director, the board of supervisors and the shareholders that solely or collectively hold one percent (1%) or more of the shares of the Company may put forward a proposal to the Company.

The shareholders that solely or collectively hold one percent (1%) 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 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.

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 Company shall not raise the shareholding proportion of the shareholder who brings forward any provisional 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 103 Where the Company shall convene a shareholders' general meeting, the convener shall send out a written notice to all registered shareholders on the matters to be examined as well as the assembly date and location twenty (20) days before the annual general meeting (excluding the date of the meeting), or fifteen (15) days before the special shareholders' meeting (excluding the date of the meeting). If the listing rules of the stock exchange where the Company's shares are listed have other provisions, the longer notice period shall prevail.

The Company shall notify the banking and insurance regulatory authority of the State Council at least three working days before the shareholders' general meeting is convened. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.

Article 104 A special shareholders' meeting may not decide any matters not stated in the notice.

Article 105 A notice of the shareholders' general meeting shall include the following contents:

(1) state the time, venue, duration and form of the meeting;

(2) state the matters to be considered at the meeting and the proposals;

(3) contain a prominent statement that a shareholder entitled to attend and vote shall be entitled to appoint one proxy to attend and vote on his/her behalf and that a proxy need not to be a shareholder;

(4) specify the time and place for lodging proxy document(s) for the relevant meeting;

(5) specify the record date on which the shareholders are eligible to attend the shareholders' general meeting; and

(6) the standing contacts for the meeting;

(7) the voting time and voting procedures online or by other means (if any).

Article 106 In case the shareholders' general meeting plans to discuss the election of directors, the notice of the general meeting shall fully disclose the detailed information about the candidates for directors.

Except for directors who are elected by way of cumulative voting system, a single proposal shall be put forward for each candidate of director.

Article 107 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 publication on our website or other methods stipulated in the Articles of Association.

Article 108 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

Article 109 After the notice on convening the shareholders' general meeting sent out, the shareholders' general meeting shall not be postponed or cancelled and the proposal listed in the notice on the shareholders' general meeting shall not be cancelled without justifiable causes. In the case of any circumstance for postponement or cancellation of the meeting, the convener shall make an announcement and explain the reasons at least two (2) working days before the date for the planned shareholders' general meeting.

Section IV Holding of the General Meeting of Shareholders

Article 110 The Board of Directors and any other convener shall take necessary measures to guarantee the normal order of the shareholders' general meeting, and 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 111 Any shareholder entitled to attend and vote at the shareholders' general meeting shall be entitled to appoint one person (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.

Article 112 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. Large shareholders shall not attend the shareholders' general meeting as entrusted by non-related parties or persons acting in concert.

Article 113 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) 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) issued by the legal representative of the institutional shareholder unit in accordance with the laws.

Article 114 The proxy document(s) 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 of the proxy document(s);

(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).

The proxy document(s) shall indicate that the shareholder proxy can vote according to his/her own opinions if the shareholder does not make specific instructions.

Article 115 The proxy document(s) 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)shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the proxy document(s)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.

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) 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) and/or further evidence to prove that he/she/they have been duly authorised.

Article 116 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) shall remain valid as long as the Company has not received a written notice of the event prior to the relevant meeting.

Article 117 Large shareholders shall support medium and minor shareholders to obtain effective opportunities to attend and vote at the shareholders' general meetings, and shall not obstruct or instigate the Company to obstruct medium and minor shareholders to attend the shareholders' general meetings, or set up other barriers to medium and minor shareholders to attend shareholders' general meetings.

Article 118 When a shareholders' general meeting requests the attendance of the directors and senior management personnel, they shall attend and respond to the shareholders' inquiries.

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 119 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 Audit Committee under the Board convene the shareholders' general meeting by themselves, the chairman of the Audit Committee under the Board shall preside over the meeting. Where the chairman of the Audit Committee under the Board cannot perform his duties or fails to perform his duties, more than half of the members of Audit Committee under the Board shall jointly recommend one member of Audit Committee under the Board 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 120 The Company shall formulate the rules of procedures for the shareholders' general meeting, which shall provide detailed provisions for the convening and voting procedures. The rules of procedures for the shareholders' general meeting shall be made as an appendix to the Articles of Association, prepared by the Board of Directors and approved by the shareholders' general meeting.

Article 121 At an annual shareholders' general meeting, the Board of Directors shall report their respective work of the previous year to the general meeting of shareholders.

Article 122 The directors 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.

Section V Voting and Resolution of the Shareholders' General Meeting

Article 123 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 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 124 The following matters shall be passed by ordinary resolution by the shareholders' general meeting:

(1) The work report of the Board of Directors;

(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 who are not representatives of the employees;

(4) Examination of changes in the way of using raised capital; and

(5) Other matters other than those stated to be passed by special resolutions by the laws, administrative regulations or the Articles of Association.

Article 125 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 or authorization to the Board of Directors to adopt resolutions on the issuance of corporate bonds;

(3) Division, merger, dissolution and liquidation or form change of the Company;

(4) Amendment of the Articles of Association of the Company;

(5) Acquisition of assets, disposal or written-off of assets, assets pledge and 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) Removing 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, 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.

Article 126 The shareholders (including proxies) shall exercise their voting rights according to the number of voting shares that they hold at the shareholders' general meeting, each share shall carry one voting right.

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.

When any shareholder is not allowed to exercise any voting right or is restricted to cast either affirmative or negative vote, then the vote of the shareholder or its proxy in violation of the aforesaid rules or restrictions shall not be included in the voting result.

The Board of Directors, independent directors and shareholders conforming to the relevant prescribed requirements can solicit shareholders' voting rights.

Article 127 In case the shareholders' general meeting examines matters relating to affiliated/connected transactions, the associated shareholder shall withdraw from the voting, its voting shares shall not be included in the total amount of valid voting shares. The resolution announcement of the shareholders' general meeting shall be given full disclosure of non-related shareholders' vote.

While the shareholders' general meeting examines affiliated/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.

Article 128 The Company can provide convenience for shareholders to attend the shareholders' general meeting through all kinds of means and methods, including providing modern information technology means such as network voting platform under the premise of guaranteeing the conformity to laws and effectiveness of the shareholders' general meeting.

Article 129 The list of directors 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, 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 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 130 Except for the cumulative voting system, the shareholders' general meeting shall vote on all the proposals item by item, and shall vote on the proposals on the basis of the time sequence of the proposals if there are various proposals for one matter. Unless the shareholders' general meeting is suspended or no resolution can be made due to special reasons such as force majeure, the shareholders' general meeting shall not shelve the proposals or suspend the voting of proposals.

Article 131 When the shareholders' general meeting examines a proposal, it shall not amend the proposal, otherwise, the relevant modification shall be regarded as a new proposal and shall not be voted on at the present shareholders' general meeting.

Article 132 The same voting right can only be exercised by means of one of the following: vote at the scene, through network or other voting methods. The same voting right with duplicate voting will be subject to the outcome of the first voting.

Article 133 Before the shareholders' general meeting votes on proposals, it shall recommend two (2) shareholders to take part in the calculation and monitoring of the cast of ballots. In case any matter for deliberation 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 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 134 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, 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 135 The shareholders attending the shareholders' general meeting shall deliver one of the following kinds of opinion on the proposals put forward for voting: consent, objection or abstention.

Voters, whose ballots are not filled in, wrongly filled in or unintelligible shall be regarded as having abandoned their voting rights and the voting results of their shares shall be regarded as "abstention".

Article 136 The presider of the meeting shall be responsible for deciding whether or not a resolution of the shareholders' general meeting has been passed. His/her decision shall be final and shall be announced at the meeting and recorded in the minute of the meeting.

Article 137 Where the presider of the meeting has any doubts over the results of a resolution put forward for voting, he/she may organise the counting of the number of vote cast; where the presider of the meeting does not count the votes, a shareholder or its proxy attending the meeting who challenges the result announced by the presider of the meeting shall have the right to request counting of votes to be conducted immediately after such announcement, and the presider of the meeting shall immediately organise the counting of the votes.

Article 138 Where counting of votes is held at a shareholders' general meeting, the result of the counting shall be recorded in the minutes of the meeting.

The minutes of the meeting together with the attendance records signed by the attending shareholders and proxy document(s) 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 139 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.

Article 140 Where a proposal is not adopted or the shareholders' general meeting changes the resolution of any previous shareholders' general meeting, it shall give a special notice in the announcement on the resolution of the shareholders' general meeting.

Article 141 Where the shareholders' general meeting adopts the proposal on profit distribution, cash dividends, rights issue or capitalisation of capital reserves, the Company shall implement the specific scheme within two (2) months upon conclusion of the shareholders' general meeting.

CHAPTER VIII SPECIAL PROCEDURES FOR VOTING BY CLASSIFIED SHAREHOLDERS

Article 142 Shareholders who hold different categories of shares shall be classified shareholders.

Classified shareholders enjoy rights and assume obligations according to laws, administrative regulations and the provisions of the Articles of Association.

Article 143 Where the Company proposes to change or abrogate the rights of classified shareholders, the proposal shall be implemented only after it has been approved by a special resolution of the shareholders' general meeting and by the shareholders' meetings convened separately by affected classified shareholders according to Article 145 to Article 149 of the Articles of Association.

Article 144 In the following conditions, the rights of a certain classified shareholders shall be deemed to be changed or abrogated:

(1) an increase or decrease in the number of shares of such category, or an increase or decrease in the number of shares of a category which enjoys equal or more voting rights, distribution rights and other privileges to those of the shares of such category;

(2) a conversion of all or part of the shares of such category to the shares of another category, or a conversion of all or part of the shares of another category to the shares of such category, or the grant of such conversion right;

(3) a cancellation or reduction of the right of the shares of such category to gain accrued dividends or cumulative dividends;

(4) a reduction or cancellation of the priority of the shares of such category to in obtaining dividends, or property distribution in the Company's liquidation;

(5) an increase, cancellation or reduction in the share conversion rights, options, voting rights, transfer rights, pre-emptive rights, and rights to acquire the Company's securities attached to the shares of such category;

(6) a cancellation or reduction of rights to receive amounts payable of the Company in a particular currency attached to shares of such class;

(7) a creation of a new category of shares with voting rights, distribution rights or other privileges equal or superior to those of the shares of such category;

(8) an imposition of restrictions or increase of restrictions on the transfer or ownership of shares of such category;

(9) a right to subscribe for such class or another category of shares, or convert into another category of shares;

(10) an increase in the rights and privileges of shares of another category;

(11) restructuring plan of the Company will cause shareholders of different categories to bear liability disproportionably during the restructuring; and

(12) an amendment or cancellation of the provisions in this chapter.

Article 145 Affected classified shareholders, regardless of whether they originally have voting rights in the shareholders' general meeting, have the voting rights on the classified shareholders' meeting for issues stated in (2) to (8) and (11) to (12) of Article 144, except for the interested.

The interested shareholders mentioned in the preceding paragraph are defined as follows:

(1) in the case of a repurchase of its own shares by the Company by making repurchase offers to all shareholders on a same pro rata basis or through public dealing on a stock exchange, "interested shareholder" shall refer to the controlling shareholder as defined in Articles of Association;

(2) when the Company buys back its own shares by agreement outside a stock exchange, the interested shareholders refer to the shareholders which are related to the agreement; and

(3) in the Company's restructuring plan, the interested shareholders refers to those shareholders who undertake liability in a lower proportion than other shareholders under this category or refers to the shareholders who own interests different from other shareholders under this category.

Article 146 The resolutions of classified shareholders' meeting shall be passed by more than two – thirds (2/3) of voting shares of shareholders who attend classified shareholders' meeting and have the voting rights according to Article 145 of the Articles of Association.

When any shareholder is not allowed to exercise any voting right on a proposal or is restricted to casting affirmative vote or negative vote, the vote that the shareholder or its agent casts in violation of the foregoing stipulation or restriction shall not be included in the voting result.

Article 147 If the Company intends to convene a meeting of classified shareholders, it should issue a written notice to inform all registered shareholders of the relevant class about the issues to be reviewed at the meeting, meeting date and meeting place in accordance with the relevant requirements of the notice period for convening a shareholders' general meeting in the Articles of Association.

Article 148 The notice on meeting of classified shareholders only needs to be sent to shareholders entitled to vote at the meeting.

Meetings of classified shareholders should be held in the procedure, to the extent possible, same as that of the shareholders' general meeting. The provisions on procedures of shareholders' general meeting as stated in the Articles of Association apply to the meeting of classified shareholders.

Article 149 In addition to other classified shareholders, shareholders of domestic shares and shareholders of foreign shares listed overseas are regarded as shareholders under different categories.

The following circumstances shall not apply to special procedures for voting by classified shareholders:

(1) upon approval of the general meeting of shareholders by special resolution, the Company issues domestic listed shares and overseas listed shares every other twelve (12) months, either separately or simultaneously, and the domestic listed shares and overseas listed shares to be issued do not exceed twenty percent (20%) of the total number of such category of shares already issued to the public;

(2) the plan on issuing domestic listed shares and overseas listed shares at the incorporation of the Company is accomplished within fifteen (15) months from the date of obtaining approval from the securities regulatory authority of the State Council; and

(3) shares of the Bank held by its promoters are converted into overseas listed shares upon approval by the securities regulatory authority of the State Council or the securities approval authority authorised by the State Council.

CHAPTER IX BOARD OF DIRECTORS

Section I Director

Article 150 The directors of the Company are natural persons, who shall be elected and removed by the shareholders' general meeting, except for the employee director. The employee director shall be elected and removed by the employees of the Company at an employee representative 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 or the employee representative 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 151 The directors has a term of no more than three (3) years. 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. The directors of the Company need not hold shares of the Company.

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 and the representatives of the employee also can 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 remove any non-independent director before the expiration of his/her term of office by way of an ordinary resolution (but claims made by the director pursuant to any contract are not affected).

Article 152 The way and procedures for the nomination, approval and election of non-independent and non-staff representative 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 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;

(5) The general meeting of shareholders shall vote for each candidate of director individually;

(6) 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.

Article 153 Directors nominated by large shareholders shall perform the duties on basis of professional judgment, fairly treat all the shareholders, make independent, professional and objective decisions following the principle of maintaining the maximum benefits of the Company, and bear liabilities for the decisions made without impairing the legitimate rights and interests of the Company and other stakeholders.

Article 154 Directors shall attend at least more than 2/3 of the on-site board meetings in person every year. The director unable to attend can entrust another director to attend the meeting in a written form, and the power of attorney shall state the director's individual opinions and voting intentions on the proposal. Where a director neither personally attends the board meeting for two (2) consecutive times, nor entrusts another director to attend the board meeting, he/she shall be deemed not to perform the duties, and the Board of Directors shall recommend the shareholders' general meeting to dismiss and replace him.

Independent directors shall not entrust non-independent directors to attend the meeting. In principle, one director can only accept the entrustment of two directors at the most that fail to attend the meeting in person. When matters related to affiliated transactions are deliberated, non-related directors shall not entrust the related directors to attend the meeting.

Article 155 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.

Article 156 The director may resign before the expiration of his term. The director shall submit a written resignation to the Board of Directors to resign. The Board of Directors will disclose the situation in two (2) days.

Article 157 Where the number of the directors in the Board of Directors of the Company is less than the statutory number or 2/3 of the number stipulated in the Articles of Association due to the failure of election in time before the expiration of the term of office of a director or resignation of a director within his term of office, the Company will promptly launch the director election procedures; the resigning director shall, until a new director is elected, continue to perform his responsibilities as a director in accordance with laws, administrative regulations, and departmental rules and the Articles of Association. Where the Company is currently disposing of major risks, the directors of the Company shall not resign without the approval of the regulatory authority.

Except as provided in the preceding clauses, the resignation of directors shall come into force upon the delivery of the resignation report to the Board of Directors.

Article 158 Where directors fail to perform their duties due to removal 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 159 Upon the effective resignation or the expiration of the term of office, the director shall complete all transfer procedures to the Board of Directors, and the faithful obligations borne to the Company and shareholders are not accordingly released and shall be still effective within a reasonable period specified in the Articles of Association, his/her confidentiality obligation to conserve trade secret of the Company is still effective after the end of his term of office, until the secret becomes public information. The duration of the obligations shall be decided based on the principle of fairness, depending on the length of the event and the time of departure, and the circumstances and conditions under which the relationship between the directors and the Company comes to the end.

Article 160 Without the provisions of the Articles of Association and the lawful authority of the Board of Directors, any director shall not act on behalf of the Company or the Board of Directors in his own name. When a director acts in his own name, under the circumstances that the third party may reasonably believe that the director acts on behalf of the Company or the Board of Directors, the director shall declare his position and identity in advance.

Article 161 The Board of Directors shall develop standards and procedures for assessing the performance of directors, to strengthen the management of the duty fulfilment of directors.

Article 162 A Director in one of the following circumstances shall not be assessed as competent for the year:

(1) Unable to attend at least two-thirds (2/3) of the on-site board meetings in person during the year;

(2) The board of directors considers and adopts matters that violate laws and regulations or seriously violate regulatory provisions or the articles of association, and the director votes in favor of them;

(3) Where the Board of Directors considers a material matter in violation of the Articles of Association, the Rules of Procedure and the decision-making procedures, and the Director does not raise an objection;

(4) The Board of Directors functions inefficiently and has corporate governance problems such as long-term failure to hold an election and long-term failure to convene a meeting normally, and the director fails to report the situation in a timely manner and promotes corrective action;

(5) Equity and affiliated transactions are managed in serious violation of provisions, there is a material deviation in the operations strategy, there is a material error in risk management policies, or there is obvious vulnerability in the internal control system, and the director fails to give an opinion or amendment requirements in a timely manner;

(6) Where key regulatory indicators such as capital adequacy ratio and asset quality do not meet regulatory requirements and the directors fail to make timely comments and recommendations and promote effective rectification in accordance with their responsibilities;

(7) they are aware, or should be aware, of the circumstances that qualify them for recusal from the performance of their duties and fail to comply with the provisions;

(8) Where the Directors have failed to promote effective rectification in accordance with their duties in respect of material breaches of the law identified and pointed out by supervision;

(9) Director who has been administratively sanctioned or disciplined by regulatory authorities;

(10) Other cases of improper performance of duties as determined by the CBIRC.

Article 163 A director in one of the following circumstances shall be rated as incompetent for the year:

(1) disclosing the secrets and impair the legal interests of the Company;

(2) accepting illegitimate benefits in the course of the performance of duties, or use the position of directors for personal gain;

(3) participating in or assisting a shareholder to interfere improperly with the Company, resulting in significant risk and loss to the Company;

(4) Concealing an important fact, providing false materials, or participating in the Company's fabricating false materials;

(5) Concealing and failing to report an issue of material violation of laws, regulations and discipline by the Company or any of its related personnel;

(6) resolutions of the Board of Directors that violate laws, regulations, regulatory provisions and the Articles of Association of the Company, resulting in significant risks and serious losses to the Company, and where the Directors have not raised objections;

(7) refusal to rectify serious problems discovered in the evaluation of performance of duties;

(8) any other serious dereliction of duty as determined by the CBIRC.

Section II Independent Directors

Article 164 Independent directors of the Company refer to the directors that do not hold any position other than the directors and the members of the special committee of the Board of Directors, and have no relationship with the Company or any of its shareholders and actual controllers which possibly impedes his independent and objective judgment on affairs of the Company. Independent directors shall meet the following basic requirements:

(1) in accordance with the laws, regulations and other relevant regulations, have the qualifications to be serving as directors of the Company;

(2) perform the duties independently, not affected by the shareholders, actual controllers, or other units or individuals that have interests with the Company;

(3) have a basic knowledge for the operation of listed companies, familiar with relevant laws, administrative regulations, departmental rules and regulations;

(4) have more than five (5) years of legal, economic, financial or other working experiences beneficial for performing duties of independent directors;

(5) have a university diploma or related intermediate professional titles;

(6) ensure sufficient time and effort to effectively perform the duties of independent directors, and work no less than fifteen (15) working days for the Company in each year;

(7) serve as an independent director (including employment with the Company) in at most five domestic and foreign enterprises at the same time, and such enterprises or institutions shall neither be affiliated with each other nor have conflicting interest;

(8) not take office as an independent director in more than two commercial banks at the same time (including employment with the Company);

(9) familiar with laws and regulations related to commercial bank management;

(10) able to read, understand and analyse the credit statistics reports and financial statements of commercial banks;

(11) meet the relevant requirements on independent directors stipulated in the Listing Rules of the Hong Kong Stock Exchange; and

(12) meet other requirements stipulated by laws, administrative regulations, departmental rules or regulatory authority.

Article 165 Except the persons that shall not serve as directors of the Company, the persons shall not serve as independent directors of the Company if:

(1) the person and his/her close relatives collectively hold more than 1% of the shares of the Company;

(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;

(3) the person or his/her close relatives taking office in the Company, or in the enterprises which are held the controlling shares by the Company or actually controlled by the Company;

(4) 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;

(5) the person or his/her close relatives take office in an institution that cannot repay the Company's loans on schedule;

(6) the institutions that the person or his/her close relatives work in have business connections with the Company in terms of legal, accounting, auditing, management consulting, guarantee cooperation or have creditor-debtor or interest relations that may hinder their independence in performing their duties;

(7) other circumstances in which the person or his/her close relatives may be significantly affected by substantial shareholders and senior management of the Company, Company, which may hinder their independence in performing their duties ;

(8) working in state organs;

(9) other circumstances that shall not serve as independent directors stipulated by laws, regulations, departmental rules, regulatory rules in which the shares of the Company are listed and the Articles of Association of the Company.

Article 166 The number of independent directors of the Company shall not be less than 1/3 of the total number of members of the Board of Directors of which at least one shall be 1 accounting professional.

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 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; 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;

(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 168 An independent director may resign before the expiration of the term of office. Before the 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 removal.

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 removal 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 170 The independent director whose service qualifications are cancelled by the banking and insurance regulatory authority of the State Council due to serious misconduct shall not serve as the independent director of the Company. His/her post is accordingly removed from the date of the cancellation of service qualifications, and the Company shall promptly elect a new independent director. The following conducts shall be deemed as serious misconducts of independent directors:

(1) disclose the trade secrets of the Company, and impair the legal interests of the Company;

(2) accept improper benefits in the course of the performance of duties, or use the position of independent director for personal gain;

(3) clearly know the resolution of the Board of Directors violates laws, regulations or the Articles of Association of the Company, and not propose objections;

(4) an independent director doesn’t exercise the veto for affiliated/connected transactions that result in a significant loss to the Company, which shall be submitted to the Board of Directors for deliberation according to laws, administrative regulations, departmental rules, the related regulations of the stock exchange in which the shares of the Company are listed, the Articles of Association, and other internal systems; and

(5) other serious misconducts identified by the regulatory authority.

Article 171 Independent directors bear fiduciary obligations and shall fulfill duties in a credible, independent and diligent manner, and protect the legitimate rights and interests of the Company, medium and minor shareholders and financial consumers without being influenced by shareholders, actual controllers, senior management or other units or individuals that have interests with the Company.

In case of major defects or dysfunction of the corporate governance mechanism of the Company, independent directors shall promptly report relevant situations to the banking and insurance regulatory authority of the State Council, and keep the circumstance confidential. The dysfunction of the corporate governance mechanism of the Company includes but is not limited to:

(1) Failure to elect the Board of Directors for over one consecutive year;

(2) Failure to make effective resolutions by the Board of Directors due to long term conflict between directors, and such conflict cannot be solved at the shareholders’ general meeting;

(3) Failure to convene the shareholders’ general meeting for over one consecutive year;

(4) Failure to reach the proportion stipulated by the law or the Articles of Association for the voting by the shareholders’ general meeting, and failure to make effective resolutions of the shareholders’ general meeting for over one consecutive year;

(5) Failure to adopt the proposal for a capital increase as a result of capital inadequacy or insolvency;

(6) Serious difficulty in the Company’s operation and management due to failure of normal operation of the existing governance mechanism;

(7) Other circumstances recognized by the regulatory authority.

Article 172 Independent directors may choose an independent director to be responsible convening special meetings attended by independent directors to study relevant issues of performance of duties.

Article 173 Independent directors may express objective and impartial independent opinions on the matters deliberated on the shareholders' general meetings or the Board of Directors, and independent opinions shall be particularly issued on following issues to the shareholders' general meetings or the Board of Directors:

(1) the affiliated/connected transactions that shall be submitted to the Board of Directors or the shareholders' general meeting for deliberation in accordance with laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, the Articles of Association and other internal systems of the Company;

(2) Nomination, engagement of directors, and appointment and dismissal of the senior management;

(3) Remuneration of directors and the senior management;

(4) profit distribution plans;

(5) engagement or dismissal of an accounting firm providing regular legal audits on the financial reports of the Company;

(6) other matters that may have important impacts on the legitimate rights and interests of the Company, medium and minor shareholders, financial consumers or medium and minor shareholders;

(7) matters that may result in significant losses to the Company;

(8) Other matters stipulated in laws, administrative regulations, departmental rules, the provisions of the securities regulatory authority of the place where the shares of the Company are listed, and the Articles of Association.

Independent directors shall express one of the following categories of opinions on the abovementioned matters: consent; reserved opinions and the reasons; objections and the reasons; inability to issue opinions and the obstacles.

Article 174 The opinions expressed by independent directors on the Company's decisions shall be stated in the records of the board meetings. Independent directors not proposing objections on the resolutions of the board meetings that violate laws, regulations or the Articles of Association of the Company and result in serious losses to the Company shall be liable for compensations according to laws.

Article 175 In order to ensure the effective functioning of independent directors, the Company shall provide the necessary conditions for independent directors:

(1) the Company shall ensure that the independent directors are entitled to the same right of information as other directors, and promptly and completely provide necessary information for the independent directors to participate in the decision-making;

(2) the Company shall provide independent directors with the necessary working conditions to perform their duties;

(3) when independent directors exercise their functions and powers, the relevant personnel of the Company shall actively cooperate and shall not refuse, obstruct, conceal, or interfere with the independent exercise of the functions and powers;

(4) the fees of the intermediary hired by independent directors and other costs for the exercise of functions and powers shall be borne by the Company; and

(5) the Company gives proper allowances to independent directors. The plan of allowance standard shall be made by the Board of Directors, passed through the consideration and discussion of the shareholders' general meeting, and disclosed in the annual report of the Company. In addition to the above-mentioned allowances, the independent directors shall not obtain any other additional, undisclosed interests from the Company and the major shareholders or interested organizations and personnel of the Company.

Section III Board of Directors

Article 176 The Company sets up the Board of Directors, which is responsible for the shareholders' general meeting.

Article 177 The board of directors consists of 12 directors, including three executive directors and eight non-executive directors (including independent directors) and one employee director.

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. An employee director is a representative of the Company's employees and do not concurrently serve as senior management of the Company.

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 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;

(7) determine 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;

(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;

(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 and authorised by the general meeting.

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.

Article 179 The Board of Directors shall explain the non-standard audit opinions issued by certified public accountants on the financial report of the Company to the shareholders' general meeting.

Article 180 The Board of Directors formulates Rules and Procedures of Board of Directors and the organization rules of all professional committees and related working agencies, to ensure the Board of Directors implements resolutions of the shareholders' general meeting, improve work efficiency, and ensure scientific decision-making.

Article 181 In order to strengthen the management of the Company's investment in village and township banks, the Company sets up specialized agencies for management of Village and Township Banks responsible for the Board of Directors.

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 before fourteen (14) days prior to the meeting.

Article 183 The proposal review of our Board of Directors implements centralized management and proposals shall be compiled by the department of proposals of the Company; thereby proposals shall be submitted to the Board of Directors after being reviewed and passed in accordance with the stipulated procedures.

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 Audit Committee of the Board of Directors;

(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 185 The ways of notice for an interim board meeting are: issue the notice to each director in the form of fax, express mail, hand delivery, e-mail or other electronic media; the notice period is: three (3) working days before the meeting. Where the interim board meeting is needed to be held as soon as possible under emergency situation, the meeting notice may be issued by telephone or other oral ways, but the convener shall give an explanation at the meeting.

Article 186 The meeting notice of the board meeting includes the following:

(1) the time and place of the meeting;

(2) duration of the meeting;

(3) the subject and issues;

(4) the date of the notice.

The banking and insurance regulatory authority of the State Council and its dispatched offices may dispatch staff to be present at the board meetings of the Company. The Company shall notify the banking and insurance regulatory authority of the State Council at least 3 working days before the board meeting is convened. If the aforesaid period cannot be satisfied under special circumstances, the Company shall forthwith notify the banking and insurance regulatory authority of the State Council and specify the reasons.

Article 187 The board meeting shall be held upon the attendance of more than half of directors. Each director shall have one vote at the board meeting. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors.

Article 188 The director that has associated relationship with the enterprise or individual involved in the resolution of the board meeting shall promptly report in writing to the Board of Directors. The director that has an associated relationship 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 189 The resolution of the Board of Directors may be voted at on-site meetings or via written signature.

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 (8), (9), (11), (14) and (17) in Article 178 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 190 The board meeting shall be attended by directors personally. Board meeting may be held by communications equipment, as long as the participating directors can attend the meeting via telephone or video and fully express their opinions and suggestions, all the participating directors shall be deemed to have personally attended the meeting. The director unable to attend can entrust another director to attend the meeting in a written form, the power of attorney shall clearly state the agent's name, ID number, the reason why the principal cannot attend, entrusted task, 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 or 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 191 The Board of Directors shall make minutes of meeting for all decisions of matters discussed at the on-site meeting, and the attending directors shall sign on the minutes of meeting. The directors with different opinions on the minutes of meeting may make additional remarks when affixing signatures. The Company shall record the situations of the on-site board meetings in the audio and video form. The minutes of meeting shall be kept permanently.

The Company shall promptly submit the minutes and resolutions and other documents of the board meetings to the banking and insurance regulatory authority of the State Council.

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, and the resolutions of the shareholders' general meeting, 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 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 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 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 and the Board of Directors, and make prompt rectifications according to the regulatory requirements.

Section IV Chairman of Board of Directors

Article 195 The Board of Directors shall have 1 chairman of Board of Directors and 1 vice chairman of Board of Directors.

The chairman of Board of Directors and vice chairman of Board of Directors shall be elected by more than half of all the directors, and have a term of office for three (3) years and may be re-elected.

Article 196 The chairman of the Board of Directors and the president of the Company shall be divided and the chairman of Board of Directors shall not be undertaken by the legal representative or the main person in charge of the controlling shareholders.

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, administrative 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) 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;

(4) propose chairman and member candidates of the special committees of the Board of Directors;

(5) sign important documents of the Board of Directors;

(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;

(7) other matters authorised by the Board of Directors.

Article 198 The chairman of Board of Directors exercises functions and powers conferred by the Board of Directors in the closing period of board meetings.

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, more than half of the directors shall elect one director to perform duties.

Section V Special Committee of the Board of Directors

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, 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.

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 chairmen 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). 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. 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 chairman of Board Risk Management and Related Transactions Control Committee, Board Nomination and Remuneration Evaluation Committee and Board Audit Committee are undertaken by independent directors. The chairmen of the Board Risk Management and Related Transactions Control Committee and Board Audit Committee 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 Board Audit 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. 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. The employee director may serve as a member of the Audit Committee of the Board of Directors.

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.

Article 201 The Board Nomination and Remuneration Evaluation Committee are primarily responsible for:

(1) formulating the selection criteria and procedures for directors and senior management personnel, conducting preliminary reviews of qualifications and conditions of service of the directors and the senior management personnel and putting forward suggestions to the Board of Directors;

(2) 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;

(3) evaluating the independence of independent directors;

(4) considering and examining the remuneration schemes of directors and senior management personnel, and putting forward suggestions to the Board of Directors;

(5) developing performance appraisal measures of the Company's senior management personnel, making recommendations to the Board of Directors; and, pursuant to the Board's authorisation, formulating performance appraisal plans for the senior management personnel;

(6) checking and deciding the amount of performance-based remuneration distributed to the Company's 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, 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;

(8) reviewing and approving the compensation paid due to the removal of relevant directors due to their improper acts, 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;

(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, the Terms of Reference of the Nomination and Compensation Evaluation Committee of the Board of Directors and the Board of Directors.

The Board Nomination and Remuneration Evaluation Committee shall exercise the right of nomination of directors in an independent and prudent manner without being affected by shareholders.

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, liquidity, operations, country, interest rate in the banking book, reputation, strategy, and information technology of the Company's senior management personnel; 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;

(2) hearing the special reports of the senior management on the Company's risk status on a quarterly basis, and making regular assessment of the risk appetite, risk policies, risk levels, risk management status and risk bearing capacity of the Company;

(3) putting forward a sound advice on risk management and internal control;

(4) 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;

(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;

(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;

(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 the Board of Directors.

Article 203 The Board Development Strategy Committee is primarily responsible for:

(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;

(2) Researching and providing advice on the long and medium term development strategies of the Company; researching and providing advice on the major sub-strategies and business strategies under the strategic framework for long and medium development of the Company;

(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;

(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;

(5) Researching and providing advice on other significant matters affecting the development of the Company;

(6) Researching and providing advice on the annual business targets of the Company;

(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;

(8) communicating with senior management and departments regularly about the Company's operation and risk status, and providing advice and suggestions thereon;

(9) researching and providing advice on the Company's organizational planning, department setting and change;

(10) researching and providing advice on the Company's environmental, social and governance (ESG) organizational structure, material issues and annual reports;

(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;

(12) 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 for the Development Strategy Committee of the Board of Directors and the Board of Directors.

Article 204 The Board Audit Committee is primarily responsible for:

(1) examining the finances, including but not limited to 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 appointment or removal of the accounting firm which will provide regular and statutory audits on the financial reports of the Company;

(6) Coordinating the internal and external audit work of the Company; and

(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;

(8) requiring directors and senior management personnel to rectify their acts when they are detrimental to the interests of the Company;

(9) filing lawsuits against the directors and senior management personnel in accordance with the Company Law;

(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;

(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 the Board of Directors.

Article 205 The Board Consumer Rights and Interests Protection Committee is primarily responsible for:

(1) 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;

(2) 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;

(3) 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;

(4) 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;

(5) other matters 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 authorised by the Board of Directors.

Article 206 The Board of Directors formulates the rules of procedure and working procedures of all the special committees, and all the special committees formulate the annual working plan and hold meetings regularly.

Article 207 All special committees may engage external agencies to offer professional opinions, and related fees are borne by the Company.

Section VI Secretary of the Board of Directors

Article 208 The Board of Directors shall have board secretary to be responsible for the Board of Directors. The board secretary is the senior management personnel of the Company.

The board secretary shall comply with the relevant provisions of laws and administrative regulations, departmental rules and the Articles of Association.

Article 209 The board secretary of the Company shall meet the following conditions:

(1) having good work ethic and personal qualities;

(2) having the financial, management, legal and other expertise necessary for performing duties;

(3) having the working experiences necessary for performing duties, including but not limited to company management experiences and the experiences working in banks;

(4) meeting the conditions to serve as the board secretary required by the Stock Exchange in which the shares are listed;

(5) meeting the service qualifications required by the banking and insurance regulatory authority of the State Council.

Article 210 The primary duties of the board secretary are:

(1) ensuring that the Company has complete organizational documents and records;

(2) ensuring that the Company prepares and submits reports and documents required by competent authorities in accordance with laws;

(3) ensuring that the register of shareholders of the Company is properly maintained to ensure that the person entitled to obtaining the relevant records and documents of the Company can get the relevant records and documents in a timely manner;

(4) responsible for the information release of the Company, and preparing and submitting the reports and documents issued by the Board of Directors and shareholders' general meeting required by related national authorities;

(5) organizing and preparing the board meetings and shareholders' general meeting, and is responsible for organizing the custody of the meeting documents and records;

(6) responsible for drafting board documents and related rules and regulations;

(7) responsible for organizing and coordinating information disclosure of the Company, and taking effective measures to ensure that the information disclosure is timely, accurate, legitimate, true and complete;

(8) assisting the Board of Directors of the Company to strengthen the construction of corporate governance;

(9) responsible for the investor relations management of the Company, improving the communication, reception and service mechanism of the Company with investors;

(10) responsible for the equity management affairs of the Company, including safekeeping shareholding materials of the shareholders of the Company, urging the directors, 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;

(12) responsible for the normal operation of the training affairs, organizing the directors, senior management personnel and other relevant personnel to receive trainings on relevant laws and regulations and other normative documents;

(13) urging the directors 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;

(14) other matters authorised by the Board of Directors;

(15) other duties that shall be performed required by the Company Law, the securities regulatory authority of the State Council, the banking and insurance regulatory authority under the State Council, and the Stock Exchange in which the shares are listed.

Article 211 The board secretary is nominated by the chairman of Board of Directors, and appointed or dismissed by the Board of Directors after receiving the approval of his/her service qualification permission from the banking and insurance regulatory authority under the State Council. The term of office of the board secretary is the same as the Board of Directors.

Article 212 The board secretary could concurrently serve as the manager of the office of Board of Directors.

CHAPTER X PRESIDENT AND OTHER SENIOR MANAGEMENT PERSONNEL

Article 213 The senior management shall be accountable to the Board of Directors. 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.

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.

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 and is responsible to the Board of Directors.

The service qualifications of senior management personnel should be reported to the banking and insurance regulatory authority of the State Council for approval.

Article 215 Staffs of Large shareholders, controlling shareholders and actual controllers of the Company and the enterprise group shall not concurrently serve as the senior management personnel of the Company in principle.

Article 216 Each term of office of the president and other senior management personnel is three (3) years, and may serve consecutive terms if re-elected, and must have off-office auditing when leaving.

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;

(8) organizing the implementation of resolutions of the Board of Directors on the remuneration management;

(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.

Article 218 The senior management personnel should establish a system to report the information to the Board of Directors 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 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 219 The president shall establish working rules that shall be implemented after the approval of the Board of Directors.

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;

(4) other matters that the Board of Directors considers necessary.

Article 221 The senior management personnel shall accept the supervision of the Audit Committee of the Board of Directors, and regularly provide the operation management and financial status and other information of the Company to the Audit Committee of the Board of Directors, 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 Audit Committee of the Board of Directors 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 Audit Committee of the Board of Directors.

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.

Article 223 The senior management of the Company should establish and improve the internal control mechanisms with internal rules and regulations, operational risk control system, credit approval system as the main contents based on the needs of the business activities of the Company. The president of the Company shall not be a member of the Credit Review Committee, but has the veto power on the credit decision passed by the Credit Review Committee

Article 224 At the end of the operation year or upon the necessity considered by the Board of Directors, the senior management should report on his work to the Board of Directors.

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.

CHAPTER XI QUALIFICATIONS AND OBLIGATIONS OF DIRECTORS, PRESIDENT AND OTHER SENIOR MANAGEMENT PERSONNEL

Article 226 None of the following persons shall serve as a director, 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; 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; or, in the case of a suspended sentence, where less than two years have passed since the end of the probation period;

(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 or the closure was ordered;

(5) a person who has been listed by a people's court as a discredited debtor due to failure to liquidate a relatively large amount of personal debts due;

(6) persons against whom a case has been established for investigation by the judicial authorities as a result of suspected violation of the criminal law, and such case has not been closed;

(7) persons who may not act as leaders of enterprises by virtue of the laws and administrative regulations;

(8) non-natural persons;

(9) 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;

(10) 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

(11) any other circumstances as prescribed by the laws, regulations, regulatory requirements and the Articles of Association.

Where the Company elects or appoints the directors or engages senior management personnel 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.

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:

(1) They shall not misappropriate the Company's property or embezzle the Company's funds;

(2) They shall not deposit the Company's funds into accounts opened in their personal names or in the names of other individuals;

(3) They shall not solicit or accept bribes or other illegal benefits through their authority;

(4) They shall not retain commissions derived from transactions between third parties and the Company;

(5) They shall not disclose Company secrets without authorization;

(6) They shall not harm the Company's interests through their affiliated relationships;

(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;

(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;

(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;

(10) They commit any other conduct that breaches their duty of loyalty to the Company.

Any income obtained by director, president, and other senior management personnel in violation of this provision shall be returned to the Company.

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.

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.

Directors owe the following duties of diligence to the Company:

(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;

(2) shall be liable for the Company and all the shareholders and fairly treat all the shareholders during the fulfillment of responsibilities;

(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;

(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;

(5) shall bear liabilities for resolutions of the board meetings;

(6) shall supervise the implementation of resolutions of the shareholders' general meetings and the Board of Directors by the senior management;

(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;

(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;

(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;

(10) shall implement high-standard code of professional ethics, and consider the legitimate rights and interests of stakeholders;

(11) shall perform their duties diligently and prudently, ensuring sufficient time and commitment to fulfill their responsibilities;

(12) other duties of diligence as stipulated by laws, regulations, supervisory requirements and these Articles of Association.

The provisions (1), (2), (7), (8), (10) and (11) of this Article shall apply to the president and other senior management personnel.

Article 230 The Company shall not in any manner pay taxes for or on behalf of its directors, president, and other senior management personnel.

Article 231 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.

Article 232 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.

Article 233 The Company may purchase liability insurance for Directors against liabilities incurred in the execution of their duties during their term of office.

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.

CHAPTER XII AFFILIATED TRANSACTIONS

Article 234 Where the Company's major shareholder or its controlling shareholder, actual controller, related party, person acting in concert, or ultimate beneficiary, among others, is a financial institution, the Company shall, when conducting interbank business with it, comply with laws and regulations and the relevant requirements of relevant regulatory departments on the interbank business. The Company shall regard the major shareholders and its controlling shareholders, actual controllers, related parties, persons acting in concert, and ultimate beneficiaries as its own related parties for management according to the penetration principle.

Article 235 The Company shall not evade the approval or regulatory requirements of major affiliated transactions in hidden ways such as concealing connected relationship and splitting transactions.

The Company shall not extend the financing chain, obscure the business nature or evade regulatory requirements by making use of nested transaction, or finance, transfer assets, make arbitrage or conceal risks for shareholders and the related parties in violation of relevant regulations.

Article 236 Directors, 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 non-legal-person organizations who hold more than 5% of the shares of the Company or hold less than 5% of the shares of the Company but have a significant impact on the operation and management of the Company, shall report the related parties to the Company according to relevant provisions of the Articles of Association 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 237 Affiliated transactions shall conclude written agreements, and be conducted under terms no better than similar transactions with non-related parties according to the business principle. Where necessary, the Risk Management and Related Transactions Control Committee of the Board of Directors may appoint independent third parties such as financial consultants to issue reports as the basis for judgment.

Article 238 The Company shall improve the internal control mechanism of affiliated transactions, optimize the management procedures of affiliated transactions, and clearly document the review opinions of key links, resolutions and minutes of the meetings of the Risk Management and Related Transactions Control Committee of the Board of Directors.

Article 239 The ordinary affiliated transactions shall be subject to examination according to the internal management system and authorization procedure of the Company, and shall report to the Risk Management and Related Transactions Control Committee of the Board of Directors for records. The Risk Management and Related Transactions Control Committee of the Board of Directors shall examine each major affiliated transaction, which, shall be then submitted to the Board of Directors for approval. The resolutions deliberated at the board meeting shall be passed upon the approval of more than two thirds (2/3) of the directors without associated relationship. In the event of less than three (3) attending directors without associated relationship, the matter shall be submitted to the shareholders' general meeting for deliberation.

Article 240 In case the Risk Management and Related Transactions Committee of the Board of Directors of the Company, the Board of Directors and the shareholders' general meeting vote or make decisions on any affiliated transaction, the interested person of such affiliated transaction shall abstain from voting.

Where the Company is unable to convene the shareholders' general meeting due to avoiding principle, the Board of Directors shall be responsible for deliberation and it shall not be applicable to provisions on avoiding in the first paragraph hereof. However, the related directors shall issue a statement for non-existence of tunneling.

Article 241 The independent directors shall issue written opinions on the fairness and compliance of the major affiliated transactions one by one and the performance of the internal examination and approval procedure. Where the independent director deems it necessary, he may appoint an independent third party such as an intermediary organization to provide opinions at the expense of the Company.

Article 242 In case of failure to report related parties as stipulated or engagement of affiliated transactions in violation of regulations, the Company shall investigate the responsibility of relevant personnel according to the internal accountability system, and report the investigation situation to the Risk Management and Related Transactions Committee of the Board of Directors.

Article 243 The credit balance granted by the Company to a single related party shall not exceed 10% of the net capital of the Company at the end of last quarter; the total credit balance granted by the Company to a single group, to whom a related legal person or non-legal-person organization belongs, shall not exceed 15% of the net capital of the Company at the end of last quarter; the credit balance granted to all related parties shall not exceed 50% of the net capital of the Company at the end of last quarter.

The credit granted as mentioned in the preceding paragraph includes loans (including trade financing), bill acceptance and discounts, overdrafts, bond investments, investments by specific purpose vehicles, issuance of letters of credit, factoring, guarantees, letters of guarantee, loan commitments, securities repurchases, lending and other on – and off-balance sheet business of which the credit risk is essentially borne by the Company.

When calculating the credit balance, the Company may deduct the amount of the deposits as security and the certificates of bank deposits and treasury bonds as pledge provided by the related parties at the time of granting credit.

Article 244 The Company shall not grant unsecured loans to related parties, nor provide guarantee for financing activities of related parties, except where the related parties provide certificates of bank deposits and treasury bonds as sufficient counter guarantee.

Article 245 In the case of the purchase and sale or lease of any self-use movable property or immovable property, purchase and sale of credit assets; receipt and disposition of capital for debt payment; credit enhancement, credit evaluation, asset appraisal, legal, information, technology, infrastructure and other service transactions; sale on commission and other transactions conducted by the Company with any of its major shareholders or its controlling shareholders, actual controllers, related parties, persons acting in concert or ultimate beneficiaries, the Company shall comply with laws and regulations, and relevant provisions issued by the banking and insurance regulatory authority of the State Council and follow the commercial principles, and provide transaction conditions no favorable than those provided for non-related parties, so as to prevent risk contagion and tunneling.

Article 246 Where the Company's directors, 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 247 Where the Company's shareholders and its controlling shareholders or actual controllers force the Company to engage in following acts through exerting influence on the Company, the CBIRC or its dispatched offices may order them to make corrections within the stipulated period; in case of failure to do so, the shareholder's right may be restricted; the controlling shareholder with severe circumstances may be ordered to transfer shares.

(1) conducted affiliated transactions in violation of Article 235 of the Articles of Association;

(2) did not conduct affiliated transactions in accordance with the business principle stipulated in Article 237 of the Articles of Association;

(3) did not review the affiliated transactions in accordance with Article 239 of the Articles of Association;

(4) provided guarantee for the financing activities of related parties in violation of the provisions of the Articles of Association;

(5) provided credit with the pledged shares of the Company;

(6) appointed an accounting firm controlled by related parties to provide service therefor;

(7) the balance of credit or financing to the related parties exceeding the proportion stipulated herein;

(8) did not disclose information in accordance with the provisions of the Articles of Association.

Article 248 The CBIRC or its dispatched offices may order the directors and senior management personnel of the Company in any one of the following circumstances to make corrections within a prescribed period of time; if they fail to make corrections within the prescribed period of time or in serious cases, CBIRC or its dispatched offices may order the Company to change its directors and senior management personnel or restrict their rights.

(1) did not report according to Article 236 of the Articles of Association;

(2) made false reports or reports with major omissions;

(3) did not abstain from voting according to Article 240 of the Articles of Association;

(4) in case of independent directors, did not issue written opinions according to Article 241 of the Articles of Association.

Article 249 Large shareholders shall abide by laws, regulations and relevant provisions of the CBIRC on affiliated transactions to guarantee the transparency and fairness of transactions with the Company. Large shareholders are prohibited to conduct improper affiliated transactions with the Company by following means, or utilize their influence on the Company to obtain improper benefits:

(1) obtain credit granted by banks including loans, bill acceptance and discounts, bond investments, investments by specific purpose vehicles under such terms as better than the similar transactions with non-related parties;

(2) illegally occupy or allocate the Company's funds or other rights and interests by means of borrowings or guarantee;

(3) the Company bears the unreasonable expenses or relevant expenses that shall be borne by large shareholders or its related parties;

(4) purchase or rent the Company's assets under terms better than the similar transactions with non-related parties, or sell or lease bad assets to the Company;

(5) use the Company’s intangible assets for free or under terms better than the similar transactions with non-related parties, or charge high royalties of intangible assets against the Company;

(6) seek for business opportunities for the Company by making use of the status as a large shareholder;

(7) seek for benefits by making use of information or business secrets of the Company that are not made public;

(8) conduct improper affiliated transactions or obtain improper benefits in other ways.

Article 250 Large shareholders shall fully evaluate the necessity and rationality of the affiliated transactions with the Company, and shall not evade the review of affiliated transactions by concealing the connected relationship, splitting transactions and extending the financing chain by nested transactions.

Article 251 When conducting major affiliated transactions with the Company, large shareholders and its related parties shall provide relevant materials in accordance with relevant regulations and regulatory requirements, which shall be reported and disclosed by the Company in accordance with relevant regulations.

Large shareholders shall provide cooperation for the Company in the dynamic management of affiliated transactions, promptly summarize the accumulative amount of affiliated transactions, monitor whether relevant provisions on the concentration ratio of affiliated transactions are satisfied, reflect the overall situation of the affiliated transactions with the Company on a regular basis, and promptly take measures according to the early warning of the Company.

In case large shareholders make private placement of bonds, the Company shall not provide guarantee therefor or make purchase directly or via financial products.

Article 252 The Board of Directors of the Company shall make an annual special report regarding the overall situation of affiliated transactions to the shareholders’ general meeting, and submit it to CBIRC or its dispatched offices. The Company shall timely report information on related parties, significant affiliated transactions and quarterly affiliated transactions to the CBIRC or its dispatched offices through the information system related to the supervision of affiliated transactions, and ensure the truthfulness, accuracy of the data and shall not conceal or omit such information.

CHAPTER XIII FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT

Section I Financial and Accounting System

Article 253 The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and related rules made by regulatory authority.

Article 254 The Company shall announce the financial report for two (2) times in each fiscal year, that is: to prepare a financial report within one hundred and twenty (120) days upon expiration of each fiscal year and submit it for examination and verification in accordance with the law; the Company shall prepare an interim financial report within sixty (60) days from the end of the first six (6) months of each fiscal year.

The financial reports above mentioned shall be prepared in accordance with relevant laws, administrative regulations, departmental regulations, and the provisions of Listing Rules, and submitted to the securities regulatory authority of the State Council and the stock exchange in which the shares of the Company are listed.

Article 255 The Board of Directors of the Company shall submit financial reports prepared by the Company as are required by any laws, administrative regulations or normative documents promulgated by local government and competent department, to the shareholders at every annual shareholders' general meeting.

Article 256 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.

Article 257 The Company shall not keep accounting books other than those acquires by law. Any account shall not be opened for the Company's assets under an individual's name.

Section II Profit Distribution

Article 258 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

(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.

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. If it thereby cause damage to the Company, the shareholders and Directors and senior management who are responsible shall be liable for compensation.

No profit may be distributed for the Company's shares held by the Company.

Article 259 The accumulation fund of the Company can be used making up losses, expanding the Company's operation or increasing the capital of the Company.

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.

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 260 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.

Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of the second paragraph of the Article 34 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.

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.

Article 261 Capital accumulation fund includes the following items:

(1) Premium proceeded from the issuance of shares at a price exceeding par value; and

(2) the proceeds from the issuance of no-par shares are not credited to the registered capital;

(3) Any other income required to be included in the capital accumulation fund by the competent finance department of the State Council.

Article 262 Dividends shall be distributed in the following forms:

(1) Cash; and

(2) Shares.

The profit distribution of the Company attaches the emphasis on the reasonable return on the investment of investors. The Company's profit distribution policy should maintain a certain continuity and stability, and the Company shall distribute dividends in the profitable year. On the premise of meeting regulatory requirements, the profits distributed by the Company in the form of cash shall not be less than ten percent (10%) of the achieved profits available for distribution in each year.

When power is granted to forfeit unclaimed dividends, the power may be exercised only in six (6) years after the date of declaring dividend date or six (6) years later. The Company shall pay cash dividends and other amounts to holders of domestic shares in Renminbi. The Company shall calculate and declare cash dividends and other payments which are payable to holders of H shares in Renminbi, and shall pay such amounts in Hong Kong dollar. The Company shall pay cash dividends and other amounts to holders of overseas listed foreign shares in foreign currency in accordance with the relevant foreign exchange control regulations of the State.

Dividends distributed in shares shall be upon resolutions of the shareholders' general meeting and reported to the banking and insurance regulatory authority for approval.

Article 263 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.

Article 264 The Company shall engage a receiving agent on behalf of the holders of overseas listed foreign shares, to receive dividends of overseas listed foreign shares and all other monies owing by the Company in respect of such shares on behalf of such shareholders.

The receiving agent engaged by the Company shall satisfy the relevant requirements of the laws of the place and relevant regulations of the stock exchange where the Company's shares are listed. The receiving agent on behalf of holders of H shares engaged by the Company shall be a trust company registered under the Trustee Ordinance of Hong Kong.

Section III Internal Audit

Article 265 The Company shall implement an internal audit system, establish an independent and vertical audit management system, and the internal audit department is responsible for the chief auditor or person in charge of audit, and reports thereto. The internal audit department shall engage full-time auditors to conduct internal audit of income and expenditure of its finances and economic activities.

The Company has a chief auditor or person in charge of audit, who is responsible for the Board of Directors. The chief auditor or person in charge of audit shall be appointed and dismissed by the Board of Directors, and shall report work to the Board of Directors and the Audit Committee of the Board of Directors on a regular basis.

Article 266 The internal audit system of the Company shall be implemented upon approval by the Board of Directors.

Section IV Engagement of Accounting Firm

Article 267 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 non-standard audit reports to financial reports, the Board of Directors of the Company shall make special explanations and public disclosure of the audit opinions and involved matters.

Article 268 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.

Article 269 External audit institutions shall perform audit responsibilities in an independent, objective, impartial and prudent manner. 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.

Article 270 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.

CHAPTER XIV NOTICE AND ANNOUNCEMENT

Article 271 The Company's notice, communication or other written material shall be issued in the following form:

(1) By personal delivery;

(2) By post;

(3) By e-mail or other electronic format or information carrier;

(4) By fax;

(5) By notice;

(6) Subject to laws, administrative regulations and the listing rules of the place where the Company's shares are listed, by publishing on the websites designated by the Company and Stock Exchange; and

(7) Other forms recognised by the securities regulatory authority of the place where the Company's shares are listed or as required under the Articles of Association.

Article 272 Any notice of the Company given by public notice shall be deemed to be received by all relevant persons once the public notice is published.

Article 273 Where a notice of the Company is served by personal delivery and, the addressee signs his/her name (or affixes his/her seal) on the receipt, and the date on which the addressee signs the receipt shall be the date of service; where a notice is to be sent by post, such notice is deemed to be served three (3) working days after the date on which it is deposited at the post office; where a notice of the Company is made by public notice, the date on which the notice is first published shall be the date of service; where a notice is sent by email, the date when sent shall be the date of service.

Article 274 The matters requested to be announced in accordance with laws or the provisions of the securities regulatory authority of the place in which the Company's shares are listed, or the provisions of the Articles of Association the Company shall be announced through the website of the Company or the media designated by related regulatory authority.

CHAPTER XV MERGER, DIVISION, DISSOLUTION AND LIQUIDATION

Section I Merger and Division

Article 275 The Company to merger may proceed by either merger by absorption or merger by the establishment of a new company.

Merger by absorption means the absorption by one company of other company or companies in which case the absorbed company or companies shall be dissolved. Merger by new establishment means the merger of two or more companies to form a new company, in which case all parties to the merger shall be dissolved.

Article 276 In the event of a merger, the Board of Directors shall prepare the merger 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 or the National Enterprise Credit Information Publicity System, 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 277 After the merger, claims and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company.

Article 278 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.

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.

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.

Article 279 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 or the National Enterprise Credit Information Publicity System within thirty (30) days from the date of the Company's resolution on division.

Article 280 Unless otherwise agreed by the Company and creditors on settling liabilities in writing prior to the division, the ancillary obligation with respect to debts incurred by the Company before its division shall be borne by the companies after the division.

Article 281 When the merger or division of the Company involves changes in registered particulars, such changes shall be registered with the company registration authority in accordance with the law; when the Company dissolves, the Company shall finish its deregistration in accordance with the law; when a new company is established, its establishment shall be registered in accordance with the law.

Section II Dissolution and Liquidation

Article 282 The Company shall be dissolved upon the occurrence of any of the following:

(1) The expiry of the term of operation provided for in the Articles of Association or the occurrence of other causes of dissolution provided for in the Articles of Association;

(2) A resolution on dissolution is passed by shareholders' general meeting;

(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.

The dissolution of the Company shall be approved by the banking and insurance regulatory authority of the State Council.

Article 283 In circumstances in Item (1), and (2) of Article 282 of the Articles of Association, and have not yet distributed the property to the shareholders, the Company may continue to exist upon the revisions to the Articles of Association or by resolution of the shareholders' general meeting.

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 284 When the Company is dissolved under Item (1), (2), (4), and (5) of Article 282 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 comprise the directors, save as otherwise provided in the Articles of Association or otherwise selected by a resolution of the shareholders' general meeting. 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, may apply to the People's Court for engagement of relevant persons to form a liquidation committee so as to proceed with the liquidation.

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.

Where the Company is dissolved in accordance with the provisions of item (4) of Article 282 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.

Article 285 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 distribute the remaining assets of the Company after the repayment of debts;

(7) To represent the Company in any civil proceedings.

Article 286 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 or National Enterprise Credit Information System 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 287 After checking the Company's assets and preparing a balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and submit to the shareholders' general meeting or the People's Court for confirmation.

After paying the liquidation cost, staff salary, labour insurance, statutory compensation and the outstanding taxes respectively, and after repayment of its debts in accordance with the provisions above, the remaining assets of the Company shall be distributed to the shareholders of the Company in proportion to their respective share holdings.

During the liquidation period, the Company shall continue to exist but shall not carry out any business activities not relating to liquidation. The assets of the Company shall not be distributed to the shareholders before the repayment in accordance with provisions of the preceding paragraph.

Article 288 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 bankruptcy liquidation.

After the Company is accepted by the People's Court for bankruptcy petition, the liquidation committee shall transfer the liquidation matters to the bankruptcy administrator appointed by the People's Court.

Article 289 Following the completion of liquidation, the liquidation committee shall present the liquidation report submitted to the shareholders' general meeting, the banking and insurance regulatory authority of the State Council or the People's Court for confirmation. Within thirty (30) days from the date of the shareholders' general meeting or the banking and insurance regulatory authority of the State Council or the People's Court confirmed, the liquidation committee shall submit the aforementioned documents to the company registration authorities for deregistration of the Company and announce that the Company ceases to exist.

Article 290 Members of the liquidation committee carry out the liquidation and shall bear duties of loyalty and care.

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 are negligent in performing their liquidation obligations and cause any loss to the Company, they shall be liable for compensation; or cause any loss to the Company or its creditors, either wilfully or due to gross negligence, they shall be liable for compensation.

Article 291 Where the Company is declared bankrupted in accordance with the laws, a bankruptcy liquidation shall be implemented in accordance with the corporate bankruptcy laws.

CHAPTER XVI AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 292 The Company shall amend the Articles of Association under any of the following situations:

(1) There is a discrepancy between the provisions of the Articles of Association and those of the laws and administrative regulations after amendments to the Company Law, the Commercial Banking Law or relevant laws and administrative regulations;

(2) There are changes in the situation of the Company resulting in inconsistency in relation to that mentioned in the Articles of Association; and

(3) The shareholders' general meeting resolves to amend the Articles of Association.

Article 293 If the amendments upon the resolutions of shareholders' general meeting are subject to approval by the competent authorities, such amendments shall be submitted to such competent authority for approval; if registration is necessary for the amendments, such registration shall be carried out in compliance with the relevant laws.

Article 294 The Board of Directors may amend the Articles of Association in accordance with the resolution on amendments to the Articles of Association passed at the shareholders' general meeting and the approval opinions of the relevant competent authorities.

Article 295 Any amendment to the Articles of Association shall be subject to the public notice if so required by the laws and regulations.

CHAPTER XVII SUPPLEMENTARY PROVISIONS

Article 296 Definitions

(1) The "controlling shareholders" shall refer to those who hold 50% or more of the total shares of the Company, or hold less than 50% of the total shares of the Company but have a significant impact on the resolution of the shareholders' general meeting based on its voting right in proportion to shares of the Company. If there are other provisions on the interpretation of the rights and obligations of controlling shareholders in the securities regulatory authorities and listing rules of the place where the Company's shares are listed, such provisions shall also be satisfied.

(2) The "actual controller" shall refer to the persons who, not being a shareholder of the Company, is able to exercise control over the acts of the Company through an investment relationship, any agreement or other arrangement.

(3) The "person acting in concert" shall refer to relevant investors who make concerted actions with such investor through agreements or other arrangements to expand the number of shares or voting rights of the Company.

(4) The "ultimate beneficiary" shall refer to the person who is entitled to the return on equity of the Company.

(5) The "related party" shall refer to the legal person or natural person recognized to have connected relationship according to the regulatory requirements of the regulatory authority on affiliated transactions. However, state-owned enterprises shall not have the relationship aforementioned due to jointly being controlled by the State.

(6) The "connected relationship" shall refer to the relationship between the Company's controlling shareholders, actual controllers, directors, supervisors, senior management personnel and the enterprises under their direct or indirect control, as well as other relationships that may result in the transfer of the interests of the Company. However, state-owned enterprises shall not have the relationship aforementioned due to jointly being controlled by the State.

(7) Close relatives shall refer to spouse, parents, children, siblings, grandparents, and grandchildren.

(8) The "on-site meeting" refers to the meeting held on site or via video or telephone, which can guarantee the instant exchange and discussion between the participants.

(9) The "written signature" shall refer to the mode of meeting which adopts resolutions on the motions through respective delivery or circulation delivery for deliberation.

Article 297 The Board of Directors may formulate the rules, norms, regulations, systems, and methods in accordance with the provisions of the Articles of Association. The rules, norms, regulations, systems, and methods shall not contravene the provisions of the Articles of Association.

Article 298 These Articles of Association are drafted in Chinese. In case of any discrepancy between versions in other languages or different versions of the Articles of Association, the latest Chinese version approved by the banking and insurance regulatory authority of the State Council shall prevail.

Article 299 All "over", "within" in the Articles of Association include the relevant figure itself; "exceed", "less than", and "lower than" does not include the relevant figure itself.

Article 300 The right of interpretation shall belong to the Board of Directors of the Company.

Article 301 The annexes of the Articles of Association shall include the Rules of Procedure of the shareholders' general meeting, and the Rules of Procedure of the Board of Directors.