CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.*

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

Rules of Procedures for the Board of Directors

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CHINA DEVELOPMENT BANK LEASING

Considered and approved at the third extraordinary
shareholders' meeting of 2025 of CDB Leasing on 31 December 2025

The English version of these Rules of Procedures is for reference only. In case of any inconsistency with the Chinese version, the Chinese version shall prevail.

* *China Development Bank Financial Leasing Co., Ltd. is (a) not an authorized institution within the meaning of the Banking Ordinance; (b) not authorized to carry on banking business/deposit-taking business in Hong Kong; and (c) not subject to the supervision of the Hong Kong Monetary Authority.*

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CHAPTER I GENERAL PROVISIONS

Article 1 In order to ensure that the board of directors (the "Board") of China Development Bank Financial Leasing Co., Ltd. (the "Company") exercises its functions and powers independently, regularly and effectively in accordance with the law, ensure the work efficiency and scientific decision-making of the Board, and improve the Company's governance structure, these Rules have been formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), Law of the People's Republic of China on Regulation of and Supervision over the Banking Industry, Administrative Measures on Financial Leasing Companies, Implementation Measures for Administrative Licensing Matters of Non-banking Financial Institutions, Corporate Governance Standards for Banking and Insurance Institutions, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and Articles of Association of China Development Bank Financial Leasing Co., Ltd. (the "Articles of Association"), with reference to Guidelines for the Articles of Association of the Listed Companies (revised in 2025) and in the light of the actual situation of the Company.

Article 2 The Company shall have the Board. Meetings of the Board are the main form of the discussion of the Board. Attending the meetings of the Board as required is a primary way for directors to perform their duties.

CHAPTER II COMPOSITION AND POWERS OF THE BOARD

Section I Composition of the Board

Article 3 The Board shall consist of eight to nine directors, including one chairman and one vice chairman, with the chairman and vice chairman as executive directors, and three independent directors, who are non-executive directors. The Board shall consist of one employee director who is an employee representative.

The Company's eight-member Board consists of two executive directors, five non-executive directors (including three independent directors) and one employee director; the nine-member Board consists of two executive directors, six non-executive directors (including three independent directors) and one employee director.

Before taking office, the qualifications of directors shall be approved by the banking regulatory authorities.

Article 4 The nominating means and procedures of non-employee directors are as follows:

(1) the nomination committee of the Board or the shareholders who individually or jointly hold more than three percent of the Company's total shares with voting rights may nominate the candidates for non-independent directors to the Board. In principle, directors nominated by the same shareholder and his/her/its related parties shall not be more than one-third of the total number of Board members, if the number of substantial shareholders of the Company (the same shareholder and his/her/its related parties are considered as one shareholder) does not exceed five, the number of directors nominated by the same shareholder and his/her/its related parties may be more than one-third of the total number of Board members. At the same time, the proportion of directors nominated by each party shall be reasonably determined in accordance with the principle of appropriate dispersion;

(2) the nomination committee of the Board shall avoid being influenced by shareholders, and independently and prudently exercise the right to nominate directors. The nomination committee of the Board shall conduct preliminary review of the qualifications and conditions of the candidates for the directors, and propose competent candidates to the Board for consideration; upon consideration and approval of the Board, the Board shall submit the candidates for the directors to the shareholders' meeting by means of written proposal;

(3) the candidates for the directors shall, prior to the shareholders' meeting, make written commitments agreeing to accept the nomination, undertaking that the information publicly disclosed is true and complete, and undertaking to duly perform the duties of a director once elected;

(4) the Board shall, prior to convening the shareholders' meeting, disclose detailed information of the candidates to shareholders according to laws and regulations and the Articles of Association in order to ensure that shareholders could have sufficient knowledge of the candidates during voting;

(5) each candidate shall be voted one by one in the shareholders' meeting;

(6) if required to fill a casual vacancy, the nomination committee of the Board or the shareholders satisfying conditions for nomination shall submit the proposal to the Board for consideration. The election or replacement shall be conducted in the shareholders' meeting.

Article 5 Employee directors shall be elected and removed democratically by the staff of the Company through the staff representative meeting, general staff meeting or otherwise. The senior management of the Company may not serve as an employee director.

Article 6 The term of office of a director is three years and is eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of election by a competent authority such as the shareholders' meeting or the staff representative meeting. The term of office of any person who fills the casual vacancy on, or as an addition to the Board shall expire at the end of the term of the current session of the Board and shall be eligible for re-election. The accumulated term of office of independent directors shall not exceed six years.

Article 7 Subject to relevant laws and administrative regulations, the shareholders' meeting shall have power by ordinary resolution to remove a non-independent director, other than employee directors, before the expiration of his/her term of service, and by special resolution to remove an independent director before the expiration of his/her term of service (but without prejudice to any claim for damages under any contract by such director).

Directors shall attend in person no less than two-thirds of the on-site meetings of the Board every year. Where a director fails to attend meetings of the Board and has not appointed a representative to attend the meetings on his/her behalf for two consecutive times, he/she shall be deemed as incapable of performing his/her duty. The Board shall propose at the shareholders' meeting to remove the director. An independent director may entrust another independent director to attend the meetings of the Board on his/her behalf, and shall not entrust a non-independent director to attend on his/her behalf. However, if he/she fails to attend the meetings of the Board in person for three consecutive times, he/she shall be deemed to have failed to perform his/her duties, and the Company shall hold a shareholders' meeting within three months to remove him/her from his/her position and elect a new independent director.

Article 8 A director may resign before expiration of his/her term. The resigning director shall submit a resignation report in writing to the Board.

In case that the number of directors falls below the quorum required by the Company Law or two-thirds of the number specified in the Articles of Association as a result of resignation of directors, the leaving director shall, prior to a new director taking his/her office, continue to perform his/her duties as a director in accordance with laws, administrative regulations, departmental rules and the Articles of Association. The directors of the Company who are dealing with major risks shall not resign without the approval by the regulatory authorities.

Except as specified in the preceding paragraph of this Article, the director's resignation shall be effective from the day when the written resignation report is served to the Board.

When a director is removed by the shareholders' meeting, dies, or an independent director loses his/her independence and resigns, or there are other circumstances where he/she cannot perform the duties of a director, resulting in the number of board members being lower than the quorum required by the Company Law or the quorum required for the Board to vote, the functions and powers of the Board shall be exercised by the shareholders' meeting until the number of Board members meets the requirements.

Article 9 A director shall complete all of the handover procedures with the Board when a director's resignation takes effect or his/her term of service expires.

Article 10 The chairman and the vice chairman of the Board shall be elected and dismissed by the majority of all the directors. Their tenure of office is three years, which is renewable and eligible for re-election.

Article 11 The chairman of the Board shall exercise the following functions and powers:

(1) to preside over shareholders' meetings and to convene and preside over meetings of the Board;

(2) to urge and check on the implementation of resolutions passed by the Board and to be briefed on relevant reports;

(3) to urge and organise to formulate the rules for the operation of the Board and to coordinate the operation of the Board;

(4) to sign the securities certificates issued by the Company;

(5) to sign the significant documents of the Board;

(6) to sign the significant documents with legal effectiveness on behalf of the Company;

(7) where there is emergency of force majeure such as serious natural disasters, to exercise the special right of disposal of the Company in accordance with the laws and for the interest of the Company, and report to the Board and shareholders' meeting afterwards;

(8) to exercise other functions and powers specified in laws and regulations or the Articles of Association and conferred by the Board.

When the chairman is unable to perform his/her duties, the chairman may designate the vice chairman to perform the duties on his/her behalf.

The vice chairman of the Company assists the chairman of the Board. When the chairman is unable to perform his/her duties and fails to designate a vice chairman to perform the duties on his/her behalf or fails to perform his/her duties, the vice chairman shall perform the duties on his/her behalf; if the vice chairman is unable or fails to perform his/her duties, more than half of the directors may nominate a director to perform the duties.

Article 12 The Board office under the Board established by the Company is responsible for organising, preparing documents for and keeping minutes of shareholders' meetings, meetings of the Board and meetings of the special committees under the Board, information disclosure, investor relations and other general affairs of the Board and the special committees under the Board.

The staff employed to work in the office of the Board shall have relevant professional knowledge, so as to sufficiently ensure their assistance to the Board in fulfilling its duties.

Section II Functions and Authorisations of the Board

Article 13 The Board exercises the following functions and powers in accordance with laws:

(1) to convene shareholders' meetings and to report its work to the shareholders' meeting;

(2) to implement the resolutions of the shareholders' meeting;

(3) to formulate the Company's medium-to-long term development strategic plans and supervise the implementation of such strategies; to determine the operation plans and investment proposals of the Company;

(4) to formulate the Company's annual financial budgets plan and final accounts plan;

(5) to formulate the Company's profit distribution plan and loss recovery plan;

(6) to formulate proposals for the increase or reduction of the Company's registered capital and to formulate and approve the detailed plans for the issue of the bonds under the annual plan for the issue of the bonds approved at the shareholders' meeting, including the asset-backed securitisation launched by the Company;

(7) to formulate plans for the material acquisition, repurchase of the Company's shares or merger, division, dissolution or change of corporate form of the Company;

(8) to determine the structure of internal management departments of the Company and plans regarding the establishment, merger, transfer, division, restructuring, dissolution, bankruptcy, or change of corporate form of the Company's branches and major subsidiaries, except for those that shall be submitted to the shareholders' meeting for approval in accordance with the provisions of the Articles of Association;

(9) to elect the chairman and vice chairman of the Board of the Company;

(10) to appoint or dismiss the President and secretary of the Board of the Company, and to determine their remuneration, rewards and punishments; to appoint or dismiss chairmen of all special committees under the Board;

(11) pursuant to the President's nominations to appoint or dismiss the Vice President, chief financial officers and other senior management, to decide on their remuneration, rewards and punishments and to supervise the performance of duties by the senior management;

(12) to formulate the Company's basic management system and terms of reference of all special committees under the Board;

(13) to formulate plans for amendments to the Articles of Association, Rules of Procedures for the Shareholders' Meeting and Rules of Procedures for the Board of Directors;

(14) to formulate the Company's equity incentive scheme;

(15) to be responsible for the information disclosure of the Company and to assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reporting;

(16) to determine the establishment of special committees and to elect their members;

(17) to determine the Company's risk management system which includes risk appetite, risk assessments, financial control, internal audit and legal risk control and monitor its implementation, to formulate the Company's policies on the risk tolerance, risk management and internal control and to assume the ultimate responsibility for overall risk management;

(18) to propose the appointment, re-appointment or dismissal of the accounting firm for periodic statutory audits of the Company's financial reports to the shareholders' meeting;

(19) to listen to the regular or non-regular work reports from the Company's President or other management members who are entrusted by the President;

(20) to consider and approve the external donation that is more than RMB three million;

(21) to consider and approve the major financial accounting policies and accounting estimates changes;

(22) to determine the staff establishment, remuneration plan and performance appraisal of the senior management;

(23) to consider the material equity investments, bond investments, acquisition of assets, disposition of assets, write off of assets, mortgage of assets and external guarantee except for those which shall be approved by the shareholders' meeting in accordance with the Articles of Association;

(24) to formulate the capital plans of the Company and to assume the ultimate responsibility for capital or solvency management;

(25) to consider the material related party transactions which shall be approved by the Board pursuant to the laws, regulations and listing rules of the place where the shares of the Company are listed, and to assume the ultimate responsibility for the management of related party transactions;

(26) to regularly evaluate and improve corporate governance, to safeguard the legitimate rights and interests of financial consumers and other stakeholders, and to establish a mechanism for identifying, reviewing and managing conflicts of interest between the Company and shareholders, especially substantial shareholders; to assume the ultimate responsibility for consumer rights protection work;

(27) to assume responsibility for the management of shareholder's affairs;

(28) to formulate data strategies, to approve or authorise the approval of major matters related to data governance, to urge senior management to improve the effectiveness of data governance, and to assume the ultimate responsibility for data governance;

(29) to exercise other functions and powers conferred by laws, regulations, listing rules of the stock exchange on which the Company's shares are listed, the shareholders' meeting or the Articles of Association.

For resolutions relating to the matters above, with the exception of sub-paragraphs (5), (6), (7), (10), (11), (13), (22), (23), (24), (25) and those matters which must be agreed upon by more than two-thirds of the directors as stipulated in the laws, regulations, regulatory documents, the securities regulatory authorities of the place where the shares of the Company are listed and the Articles of Association, the remaining shall require the consent of a majority of the directors. The Board shall carry out its duties in accordance with the PRC laws, administrative regulations, the Articles of Association and resolutions of the shareholders.

The Board of the Company should explain to the shareholders' meeting in respect of auditors' report with a qualified opinion issued by the certified public accountants regarding the financial report of the Company.

The functions and powers of the Board are exercised collectively by the Board. In principle, the functions and powers of the Board stipulated in the Company Law shall not be delegated to the chairman of the Board, directors, other institutions or individuals. If authorisation is indeed necessary for certain specific decision-making matters, it shall be carried out in accordance with the law through resolutions of the Board. Authorisation shall be delegated for one matter at a time, and the functions and powers of the Board shall not be overall or permanently delegated to other institutions or individuals.

The matters for delegation shall be approved either by a majority or two-thirds of the directors if the matters are so provided under the Articles of Association. The content of the delegation by the Board shall be specific, and the terms and conditions of the delegation shall be determined in writing.

Article 14 Directors are entitled to the right to access all operational and financial information of the various businesses of the Company and to supervise the performance of the senior management in accordance with the law and regulations. The management of the Company shall provide the members of the Board with the monthly updates on operational, financial or market data so as to enable the directors to sufficiently fulfil their duties.

The Company shall take measures to protect the directors' right of information, provide adequate information in a timely manner to ensure that the directors are adequately informed and have the basis to make appropriate decisions on matters submitted to the Board for consideration and approval. The Company shall take measures to safeguard the right of directors to attend meetings of the Board and provide directors with necessary support for the performance of their duties.

When directors exercise their functions and powers, relevant personnel of the Company shall proactively cooperate and shall not refuse, hinder or conceal, or intervene in their exercise of functions and powers.

Directors shall exercise their functions and powers to the extent as permitted by the laws, regulations, regulatory documents and the Articles of Association and shall not interfere in an ultra vires manner with the operation and management activities of senior management out of their scope of powers in violation of the procedural system and decision-making procedures of the Company.

Article 15 The Board shall be able to access all relevant information to make independent judgement and decision regarding material matters of the Company instead of relying on the judgement of shareholders or the senior management.

Directors shall faithfully perform their obligations to the Company and should take measures to avoid any conflict between their own interests and the interests of the Company, and should not use their functions and powers to gain an improper advantage. Directors owe a duty of diligence to the Company and shall exercise the reasonable care normally expected of a manager in the best interests of the Company in the performance of their duties.

Under appropriate circumstances, directors may need independent professional opinions to perform their duties to the Company, with the expenses being borne by the Company. Relevant requirements shall be submitted to the Board or special committees of the Board. The Company shall follow procedures to seek professional advice from appropriate persons or organisations for the directors.

CHAPTER III SPECIAL COMMITTEES UNDER THE BOARD

Article 16 The Board shall set up certain special committees including the strategic decision committee, risk management and internal control committee, related party transaction control committee, audit committee, remuneration committee, nomination committee and social responsibility and consumer rights protection committee.

Under the leadership of the Board, the special committees are responsible for assisting the Board in exercising their functions and powers or advising or consulting on decisions of the Board. The organisation, specific duties and terms of reference of the committees shall be formulated by the Board in accordance with laws, regulations and regulatory requirements.

Article 17 The members of the special committees shall be composed of directors and shall have the professional knowledge or work experience commensurate with the duties of the special committees. The proportion of independent directors in the nomination and remuneration committees shall not be less than the percentage requirements stipulated in the Hong Kong Listing Rules. The audit, nomination, remuneration, and related party transaction control committees shall be chaired or headed by an independent director. Members of the audit committee shall be more than three, the majority of which shall be independent directors, and they shall have professional knowledge and work experience in one aspect of finance, auditing, accounting or law, and shall also meet appropriate professional qualifications or expertise as stipulated in the Hong Kong Listing Rules. At the same time, the Company shall adopt effective internal management measures to prevent issues such as one shareholder dominating or major shareholders exercising control.

The chairman of each of the risk management and internal control committee, the audit committee, and the related party transaction control committee of the Board shall work at the Company for no less than twenty working days each year.

Article 18 Measures should be adopted to ensure the performance of duties of each special committee.

Article 19 The primary duties of the strategic decision committee are as follows:

(1) to research on the Company's medium-to-long term strategic development plan, business schemes and investment proposals, and make review suggestions;

(2) to listen to reports assessing risk factors that may affect the implementation of the Company's strategic development plan regularly, and make suggestions;

(3) to make suggestions on the adjustment and change of the Company's business scope and main businesses;

(4) to research on major investment and financing plans that must be approved by the Board as stipulated in the Articles of Association, and make suggestions;

(5) to research on major capital operations and asset operation projects that must be approved by the Board as stipulated in the Articles of Association, and make suggestions;

(6) to research on other major issues affecting the Company's development and make suggestions;

(7) to supervise and inspect the implementation of sub-paragraphs (1) to (6);

(8) other matters prescribed by laws, administrative regulations, regulatory requirements, listing rules of the place where the shares of the Company are listed, the Articles of Association or as authorised by the Board.

Article 20 The primary duties of the risk management and internal control committee are as follows:

(1) to supervise the establishment, improvement and effective implementation of the comprehensive risk management system of the senior management, and to consider the overall objectives, basic policies and important systems of the Company's risk management and internal control;

(2) to supervise the Company's senior management's risk control in credit risk, liquidity risk, market risk, operational risk, compliance risk, information technology risk, reputational risk, leasehold value risk, concentration risk, country risk, money laundering and sanction compliance risk, strategic risk and other risks;

(3) to review the operation of the Company's risk management and internal control system and make suggestions for improvements, and to conduct at least one annual review of the effectiveness and adequacy of the risk management and internal control systems and internal audit functions; to make a regular assessment of the Company's risk policies, management status and risk-tolerance capacity;

(4) to report major matters on risk management and internal control to the Board of the Company, conduct risk assessments for major decisions, consider solutions to major risks, and provide professional opinions and recommendations;

(5) based on the external environment and the Company's risk profile, and in conjunction with the Company's business strategy and risk-tolerance, review the Company's risk appetite, make suggestions for major adjustments to the risk appetite, and report to the Board in a timely manner;

(6) other matters prescribed by laws, administrative regulations, regulatory requirements, listing rules of the place where the shares of the Company are listed and the Articles of Association or as authorised by the Board.

Article 21 The primary duties of the related party transaction control committee are as follows:

(1) to review the list of related parties, listen to or review reports on accountability for matters such as failure to report related parties in accordance with regulations and conducting related party transactions in violation of regulations;

(2) to be responsible for managing the related party transactions, reviewing and improving the Company's related party transaction management policies, and supervising the establishment, improvement, and effective implementation of the related party transaction management system;

(3) to review matters requiring approval of the Board, such as major related party transactions, continuous related party transactions and unified transaction agreements, so as to form resolutions and recommendations, and submit the same to the Board for approval in a timely manner, or submit the same via the Board to the shareholders' meeting for approval;

(4) to focus on the compliance, fairness, and necessity of major or special related party transactions, and prevent and control foreseeable risks associated with related party transactions;

(5) to file and supervise general related party transactions that have been approved in accordance with the Company's related party transaction management policies and authorisation procedures;

(6) to review related party transaction reports and make recommendations to the Board on relevant work;

(7) other matters required by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed and the Articles of Association or as authorised by the Board.

Article 22 The primary duties of the audit committee are as follows:

(1) to check the Company's finance;

(2) to supervise the conduct of directors and senior management in the performance of their duties, and to propose the dismissal of any director or senior manager who violates laws, administrative regulations, the Articles of Association, or resolutions of the shareholders' meeting;

(3) to require directors and senior management to rectify their conduct when such conduct harms the interests of the Company;

(4) to propose convening an extraordinary shareholders' meeting, and to convene and preside over the shareholders' meeting when the Board fails to perform its duties of convening and presiding over the shareholders' meeting;

(5) to submit proposals to the shareholders' meeting;

(6) to propose convening an extraordinary meeting of the Board;

(7) to initiate proceedings against directors not being members of the audit committee and senior management in accordance with the provisions of Article 46 of the Articles of Association;

(8) to consider and approve the internal control evaluation proposal of the Company, and supervise and evaluate the internal control efforts of the Company;

(9) to ensure that internal audit work is supported with sufficient resources and holds an appropriate status; to, as authorised by the Board, review important internal audit policies and reports, approve medium-to-long term audit plans and annual audit plans, supervise and evaluate the internal audit work of the Company, and report to the Board;

(10) to propose the appointment or dismissal of the accounting firm responsible for conducting periodic statutory audits of the Company's financial reports, to supervise the work of the accounting firm and to review the report of the accounting firm to ensure that the accounting firm assumes the corresponding audit responsibilities;

(11) to coordinate communication between the internal audit department of the Company and the accounting firm, and to supervise the relationship between them;

(12) other matters prescribed by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed, the Articles of Association, the Rules of Procedures for the Shareholders' Meeting, the Rules of Procedures for the Board of Directors and the Terms of Reference of the Audit Committee, or as authorised by the Board.

Article 23 The primary duties of the remuneration committee are as follows:

(1) to organise the formulation of remuneration policy and plan of directors and senior management and submit to the Board for approval, and propose remuneration distribution plan according to the performance evaluation of directors and senior management and submit to the Board for approval;

(2) other matters prescribed by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed and the Articles of Association or as authorised by the Board.

Article 24 The primary duties of the nomination committee are as follows:

(1) to formulate procedures and standards for the election of directors and senior management and make recommendations to the Board;

(2) to make recommendations to the Board on the nomination of the candidates for directors, Presidents and board secretary;

(3) to preliminarily examine the eligibility of the candidates for directors and senior management;

(4) to make recommendations to the Board on the nomination of candidates for chairmen and members of the special committees of the Board;

(5) to examine the structure and composition of the Board, and make suggestions to the Board;

(6) to review the work performance of the Board;

(7) to review the succession planning of board members and make suggestions to the Board;

(8) to supervise the implementation of the procedures and standards for the selection and appointment of directors and senior management to ensure that they meet the needs of the Company and satisfy regulatory requirements, and reflect good corporate governance requirements;

(9) other matters prescribed by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed and the Articles of Association or as authorised by the Board.

Article 25 The primary duties of the social responsibility and consumer rights protection committee are as follows:

(1) to consider major issues and important policies of the Company in terms of ESG, including the assessment of the importance of ESG-related matters in the process of operation and management, consider or report to the Board significant ESG-related matters, and submit to the Board for approval of the annual ESG report;

(2) to supervise senior management to establish and promote the concepts of green development characterised by conservation, low-carbon practices, environmental protection, and sustainable development within the Company, analyse and assess the risks and opportunities related to the environment, and establish a sustainable development model that achieves mutual benefits with society;

(3) to study major issues and important policies on consumer rights protection, guide and supervise the establishment and improvement of the consumer rights protection system, and ensure that the relevant institutional requirements are compatible with corporate governance, corporate culture development and business development strategies;

(4) to consider the annual work report on consumer rights protection submitted by the Company's senior management, provide relevant recommendations, and submit the report to the Board for review; supervise the implementation of consumer rights protection requirements and corrective actions;

(5) to provide opinions on annual external donation matters that are subject to the consideration and approval of the Board and submit the same to the Board for approval;

(6) to consider other matters stipulated by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed and the Articles of Association, or as authorised by the Board.

CHAPTER IV SECRETARY OF THE BOARD

Article 26 The Company shall have one secretary of the Board. The secretary of the Board is the Company's senior management, who shall be nominated by the chairman of the Board, appointed and dismissed by the Board and responsible for the Board.

Article 27 The secretary of the Board has an obligation of fidelity and diligence to the Company, and shall perform his/her duties in accordance with relevant laws, regulations, regulatory documents, the Articles of Association and these Rules.

Article 28 The secretary of the Board shall be a natural person who has the requisite professional knowledge and experience. His/her major duties include the following:

(1) to assist the directors in handling the daily work of the Board, to provide the directors with or, remind them of and ensure that they understand the regulations, policies and requirements of the relevant regulatory authorities in relation to the Company's operation; and to assist the directors and the President in complying with the relevant laws, regulations, regulatory documents, the Articles of Association and other relevant provisions when exercising their functions and powers;

(2) to organise and prepare the documents of shareholders' meetings and meetings of the Board, prepare minutes of the meetings and ensure the decisions of such meetings are in compliance with the statutory procedures, and monitor the execution of the resolutions by the Board;

(3) to organise and coordinate information disclosure with the aim of enhancing the transparency of the Company, and to ensure that the Company prepares and submits the reports and documents required by the regulatory authorities in accordance with laws;

(4) to be responsible for investor relations, to coordinate the relationship between the Company and the regulatory authorities, intermediaries, media and to coordinate public relations;

(5) to assist the Board in preparing and revising documentation for corporate governance of the Company, and to establish a scientific decision-making system and corporate governance procedure;

(6) to organise to maintain the registers of the shareholders and directors and the documents and minutes of the shareholders' meeting, meetings of the Board and meetings of special committees under the Board, and to ensure the availability of the relevant minutes and documents of the Company for access by people entitled thereto in a timely manner;

(7) to perform other duties stipulated in the laws, regulations, regulatory documents and the Articles of Association and authorised by the Board.

Article 29 The Company shall support the secretary of the Board to perform his/her duties pursuant to the laws, in terms of structural and staff deployment and funding for the fulfillment of his/her duties and the smooth operation of the respective departments.

Article 30 A director or senior management of the Company other than the President and chief accountant may also act as the secretary of the Board. Any accountant from the accounting firm which has been appointed by the Company to act as its auditors shall not act as the secretary of the Board.

Article 31 Where the office of secretary of the Board of the Company is held concurrently by a director, and an act shall be done by a director and a secretary separately, the person who holds the office of director and secretary of the Board shall not perform the act in a dual capacity.

CHAPTER V PROCEDURES FOR CONVENING OF MEETING OF THE BOARD

Section I Methods for Convening of Meeting

Article 32 The meetings of the Board include regular meetings and extraordinary meetings.

Article 33 Regular meetings shall be held at least four times every year. Notice of each meeting shall be delivered to all of the directors at least fourteen days prior to the date of meeting.

Article 34 Meeting of the Board shall be convened by the chairman of the Board.

If the chairman of the Board is unable to perform his/her duties of convening a meeting of the Board for certain reasons, the vice chairman of the Board shall perform the duties on his/her behalf. If the vice chairman of the Board is unable or fails to perform his/her duties, a director shall be elected by no less than half of the directors to convene the meeting.

Article 35 The chairman of the Board shall convene an extraordinary meeting of the Board in any of the following circumstances:

(1) by request of more than one-third of directors;

(2) by request of the audit committee;

(3) by request of more than two independent directors;

(4) where the chairman of the Board deems necessary;

(5) by request in writing by shareholders who hold 10% or more of the shares with voting rights;

(6) by request of the President.

The notice of extraordinary meeting of the Board shall be given to the directors for three days prior to the date of meeting. In case of an urgent business, such notice is not subject to the time limit, provided that the convener of the meeting of the Board shall make explanations at the meeting.

Article 36 Notice of regular meetings and extraordinary meetings of the Board shall be delivered by a dedicated person, telephone, email or other electronic means of communication.

The time and place of the meeting may be appointed by the Board in advance and recorded in the minutes. If the minutes have been sent to all of the directors at least fourteen days prior to the date of the next meeting of the Board, there is no need to send another notice to the directors.

If a director has attended the meeting and made no statement before or during the meeting that he/she did not receive the notice of the meeting, he/she is deemed to have received the notice of the meeting.

Article 37 Meetings of the Board may be held on-site (including on-site, via conference call and video conference) or by written resolutions. If the meetings of the Board are telephone conferences or video conferences, it shall be ensured that the participating directors are able to hear clearly other directors' speeches and are able to communicate with each other. Meetings of the Board held on-site shall be recorded or taped and minutes shall be prepared.

If the meeting of the Board is convened by means of adopting written resolutions, i.e., by delivering the resolution for review in counterparts or by circulating it among the directors in turn, directors or other directors entrusted by them shall write "for", "against" or "abstain" on the vote clearly. Once the number of directors who sign in favor of a resolution reaches the quorum as required by the Articles of Association, the resolution shall be deemed adopted. Matters requiring the consent of more than two-thirds of all directors, including but not limited to profit distribution plan, remuneration plan, major investment, major asset disposal plan, appointment or dismissal of senior management, capital supplement plan and other major matters, shall not be voted by written resolutions.

Section II Notice of Meeting and Communication before Meeting

Article 38 A notice of meeting shall be despatched to all directors and other attendees in advance before a meeting of the Board is held. Such notice shall generally set out:

(1) the venue and time of the meeting and the means by which the meeting will be held;

(2) the convener of the meeting;

(3) the agenda, subject matter and resolutions of the meeting;

(4) the date on which such notice is dispatched;

(5) relevant explanation for and the basis of convening the meeting of the Board in the event that the meeting is not convened by the chairman of the Board;

(6) request that directors should either attend in person or authorise other directors to attend on their behalf.

Article 39 The notice convening a meeting of the Board shall be given in the following ways:

(1) a notice convening a regular meeting of the Board shall be given in writing; a notice convening an extraordinary meeting of the Board shall be given in writing, with exception in case of emergency where such notice may be given via telephone or verbal communications and followed by a written notice thereafter;

(2) such notice may be given by personal delivery, email or other electronic means of communication. In case of notifying by means other than personal delivery, the Company shall confirm by telephone and keep the relevant records;

(3) If the notice is served personally, the receiver shall sign (or affix the seal) on the return receipt, and the date of signing shall be the date of service; and if the notice is served by email, the date of transmission shall be the date of service.

Article 40 After receiving the meeting notice, the persons required to attend the meeting shall notify the office of the Board as soon as possible whether they will participate in the meeting.

From the issue of the meeting notice to the holding of the meeting of the Board, the office of the Board shall arrange for the communication and liaison between the Company's departments involved in the proposals and directors. If directors have opinions or suggestions on proposals, the office of the Board shall promptly convey opinions or suggestions to the relevant departments involved in the proposals for the relevant departments' improvement of proposals. The office of the Board shall also timely supplement the materials to the Board necessary to make decisions on proposals, including but not limited to, relevant background materials on the items of the meeting and other materials that help directors make reasonable, rapid and prudent decisions.

Section III Attending the Meeting in Person or by Proxy

Article 41 Meetings of the Board shall be held only if more than a majority of the directors (including those who appoint other directors to attend the meeting on their behalf) are present, unless otherwise provided for considering the related party transaction matters by the Board in Article 42 of these Rules.

Article 42 When a director has an associated relationship with an enterprise (which means the director acts as a director or senior management of the counterparty, or acts as a director or senior management in a legal entity which can exercise direct or indirect control over the counterparty, or in a legal entity under direct or indirect control of the counterparty) which is involved with a resolution to be decided at a meeting of the Board, he/she cannot vote on that resolution, and cannot vote on behalf of other directors. The meeting of the Board may be held if not less than two-thirds of all the directors who have no relevant interest in the resolutions attend. Resolutions made by the meeting of the Board shall be passed by no less than two-thirds of the votes of all the directors who have no relevant interest in the resolutions. Where less than three directors who have no relevant interest in the resolutions attend the meeting of the Board, the Board shall refer such matters to the shareholders' meeting for review.

Article 43 For the meeting of the Board held by telephone or video, the number of directors who are confirmed to be present during the telephone conference and the directors who are present on the video display shall be counted. For the meeting of the Board held by written signature, the number of directors present at the meeting shall be counted by the effective votes received during the prescribed time limit.

Article 44 Directors shall attend the meetings of the Board in person. Where a director is unable to attend a meeting in person for any reason, he/she may appoint another director by a written power of attorney specifying the scope of the authorisation to attend the meeting on his/her behalf.

A director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authorisation conferred by the appointing director. Where a director is unable to attend a meeting of the Board and has not appointed the representative to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her right to vote at the meeting.

Article 45 The power of attorney made by directors appointing others to attend the meetings of the Board on their behalf shall include the following details:

(1) names of the director and the proxy;

(2) scope of authorisation (including the right to vote on the interim proposal) and instructions on voting for, against, or abstain on each of the matters to be considered;

(3) term of the appointment;

(4) signature of the director and date, etc.

Article 46 Directors appointing proxy or appointed for a meeting of the Board shall comply with the followings:

(1) If connected transactions are to be considered, a non-related director shall not appoint related director to attend on his/her behalf; a related director shall not accept appointment from a non-related director;

(2) An independent director shall not appoint a non-independent director and a non-independent director shall not accept the appointment by an independent director to attend a meeting of the Board on his/her behalf;

(3) A director shall not appoint another director in a general capacity to attend a meeting of the Board on his/her behalf without stating his/her opinions and voting instruction, and the other director shall not accept such general or ambiguously authorised proxies;

(4) A director shall not accept appointments by more than two directors. A director shall not appoint another director who has been appointed by two other directors to attend a meeting of the Board.

Article 47 If a director needs to leave a meeting of the Board in process, he/she shall explain to the convener of the meeting and ask for a leave. The director shall entrust in writing another director to exercise the right of voting on the remaining proposals to be voted upon. Otherwise, he/she shall be deemed abstained from voting on such proposals.

Article 48 The secretary of the Board, the non-director senior management and personnel involving the topics shall attend the meeting of the Board as non-voting delegates. The non-voting delegates are entitled to issue opinions about relevant topics but have no voting right.

CHAPTER VI PROCEDURAL RULES FOR MEETING OF THE BOARD

Section I Proposal and Collection of Topics and Resolutions

Article 49 The following persons or organs may propose a resolution to the Board:

(1) shareholders individually or jointly holding 10% or more of the shares of the Company carrying the right to vote;

(2) chairman of the Board;

(3) more than one-third of the directors;

(4) more than two independent directors;

(5) special committees under the Board;

(6) President (the senior management).

Article 50 The secretary to the Board is responsible for organising drafts of the matters discussed at the meeting, and the proposers shall submit the draft proposals and relevant explanatory materials at least twenty-five business days before the meeting. After compiling and sorting out the relevant materials, the secretary to the Board lists the place, time and agenda of the meeting of the Board and presents it to the chairman.

Section II Deliberation of the Meeting

Article 51 The meeting of the Board shall be chaired by the chairman. If the chairman is unable to chair the meeting, the convener of the meeting will be determined according to the provisions of Article 34 of these Rules.

Article 52 The convener of the meeting shall announce the commencement of the meeting according to the time predetermined. After the meeting commences, the convener of the meeting shall announce the agenda first.

Article 53 The meeting of the Board shall consider and vote on every resolution, and the proposer or other persons trusted by the proposer shall give resolution explanations to the Board.

Article 54 When the meeting of the Board is considering resolutions or listening to reports, to understand the key points and process in detail, it may request the persons-in-charge of the relevant departments of the Company to attend the meeting as non-voting delegates and hear and query the relevant questions in order to make proper, scientific and rational resolutions. During the course of consideration, if it is found that the situation described in a resolution is uncertain or the feasibility related to the resolution is questionable, the Board may request relevant departments to give an supplementary explanation.

Article 55 Directors shall express their opinions on each resolution. The non-voting attendees who request to make speech shall get approval from the convener of the meeting.

Article 56 Independent directors shall provide objective, fair and independent opinions on the matters discussed at shareholders' meetings or board meetings, particularly the following:

(1) major related party transactions;

(2) nominating or removing directors and appointing and dismissing senior management;

(3) remuneration of the directors and senior management;

(4) profit allocation plan;

(5) appointment or dismissal of the accounting firms for periodic statutory audits of the Company's financial reports;

(6) matters that may have significant impact on the legitimate interests of the Company, minority shareholders and financial consumers in the opinion of independent directors;

(7) matters that may cause significant losses to the Company in the opinion of independent directors;

(8) other matters stipulated by the law, administrative regulations, rules, the securities regulatory authorities of the place where the shares of the Company are listed or the Articles of Association.

Article 57 Opinions of the above expressed definitely by independent directors shall include:

(1) consent;

(2) qualified opinions and their reasons;

(3) objections and their reasons;

(4) unable to express opinions and the impediments.

The opinions expressed by independent directors to the Board shall be included in the meeting minutes of the Board.

Section III Voting and Resolution of the Meeting

Article 58 Each director shall have one vote. Unless otherwise provided for related party transaction matters in Article 42 of these Rules, a resolution of the Board must be passed by more than half or two-thirds of all of the directors of the Company. When the number of votes for and against a resolution is equal, the chairman of the Board shall be entitled to one additional vote.

Article 59 The vote of the meeting of the Board may be conducted by open ballot.

All attending directors are to vote for or against proposals or abstain from voting. Directors shall select one of the above voting options. If directors fail to make a selection or select two or more options, it shall be regarded as an abstention. Directors should vote prudently. Once vote to the resolutions is made, it shall not be revoked.

Article 60 The Board shall not, in principle, review special resolutions that are not included in the notice of the meeting, nor shall it make resolutions on matters that are not included in the agenda. In the event of an emergency that must be agreed upon at the meeting of the Board, the convener of the meeting shall vote on whether or not to submit the special resolution for considering at the meeting, and it may be included for consideration only if it is approved by a majority of all the directors. In the event that a resolution is required to be made and the director attending the meeting on behalf of the appointer does not have the appointer's prior authorisation to vote on the additional issue, the proxy's vote shall not be considered as a valid vote, unless the proxy has made a similar proxy commitment in the proxy form.

Article 61 The meeting of the Board is convened by way of on-site meeting (including on-site, teleconference and video conference). If the directors are unable to sign the resolution of the meeting immediately during the teleconference or video conference, they may express their opinions orally first, and the resolution of the meeting of the Board shall take effect from the date of the oral vote, but the directors shall fulfil the written signature procedure as soon as possible, and the written signature must be consistent with the oral opinions expressed at the meeting afterwards. In case of inconsistency between the written signatures and the oral vote, the oral vote shall prevail. The office of the Board shall count the voting results of the on-site meeting, and the convener of the meeting of the Board shall announce the counting results on the spot.

Where the meeting of the Board is convened by written summons, the time limit for valid voting shall be specified in the notice of the meeting of the Board. Directors shall express their opinions before the end of the last business day of the time limit for valid voting. Directors who have not expressed their opinions by the end of the last business day of the time limit for valid voting shall be deemed to have abstained from voting. If the number of directors who have signed the consent has reached the number of directors required to pass the resolution, the contents of the relevant resolutions shall be deemed to have been reviewed and passed by the Board from the time when the voting ballots signed by these directors are delivered to the office of the Board. The office of the Board shall immediately report to the chairman of the Board the voting results of the meeting of the Board after the statistic has been completed and reviewed and signed by the secretary of the Board, and shall report the situation back to the directors within five days after the end of the time limit for voting.

Article 62 If a director or any of his/her associates (as defined in the Hong Kong Listing Rules) has a material interest in a matter to be resolved at a meeting of the Board, he/she shall not exercise his/her right to vote at the meeting of the Board when the Board is reviewing on the relevant matter, nor shall he/she accept the entrustment of any other director to exercise his/her right to vote on his/her behalf, and he/she shall not be counted in the quorum of the meeting unless otherwise provided for in the laws, regulations, regulatory documents and relevant provisions of the securities regulatory authorities in the place where the shares of the Company are listed.

Where a director or any of his/her associates has a material interest in a matter to be considered, such director shall make a declaration to the Board in advance. Resolutions made at a meeting of the Board shall be approved by more than half of the directors who have no material interest, and certain material matters shall be approved by more than two-thirds of the directors in accordance with the Articles of Association. If the number of directors with no material interest present at the meeting of the Board is less than three, the Board shall submit the resolution to the shareholders' meeting for consideration in a timely manner. The Board shall state the review of the Board on the resolutions when submitting resolutions to the shareholders' meeting for review, and shall record the opinions of the directors with no material interests on resolutions.

Material interest for the purpose of this Article means a relationship that may result in the transfer of resources, benefits or obligations from the Company to the director or any of his/her associates. Whether a director has a material interest in a proposed matter may be determined by the Board in accordance with the laws, administrative regulations, rules and regulations, the relevant provisions of the securities regulatory authorities and stock exchange in the place where the shares of the Company are listed, and the Articles of Association.

Article 63 A resolution of the Board of the Company shall be null and void if the contents of the resolution are in violation of laws or administrative regulations.

Where the procedure for convening a meeting of the Board or the manner of voting is in violation of laws or administrative regulations or the Articles of Association, or where the contents of a resolution are in violation of the Articles of Association, the shareholders may request the People's Court to revoke the resolution within sixty days from the date of its issuance, however, except for minor defects in the procedures for convening meetings of the Board or in the manner of voting, which do not materially affect the resolution.

The directors shall be liable for the resolutions of the Board. If a resolution of the meeting of the Board violates laws, regulations, regulatory documents, the Articles of Association or the resolution of the shareholders' meeting, resulting in the Company to suffer losses, the directors who participated in the resolution shall be liable to the Company for compensation; however, if it is proved that they have expressed dissenting views at the time of the resolution and such dissenting views are recorded in the minutes of the meeting, such directors may be exempted from liability.

Section IV Non-Voting Procedures for Meetings

Article 64 In accordance with the laws, regulations, regulatory documents and supervisory provisions, and taking into account the actual situation of the Company, the Board, in addition to considering and voting on the resolutions stipulated in its duties, shall also listen to reports on other important matters in relation to the Company, including:

(1) supervisory opinions of regulatory authorities on the Company and the Company's rectification situation;

(2) the status and results of the stress tests conducted;

(3) the status of annual consumer protection;

(4) the status of information technology risk management;

(5) the status of annual anti-fraud conducted;

(6) matters which the Board have been authorised at the shareholders' meeting to decide or handle and delegate to the senior management, or which the Board have authorised the senior management to decide or handle, and which the senior management may, as appropriate, submit to the Board for hearing;

(7) matters that the special committees under the Board consider should be submitted to the Board for hearing;

(8) other matters that the Board shall hear or review.

Article 65 The matters to be reported for hearing need not be voted by the Board. The relevant reporters shall report one by one, and the directors may express their opinions on the matters reported. If a person in attendance requests to speak, he/she shall obtain the consent of the convener of the meeting. If a majority of the directors of the Board or a special committee of the Board request that the matters to be debriefed be submitted to the Board for review, the Board shall review the matters in accordance with the procedures.

Section V Minutes of Meetings

Article 66 The secretary of the Board shall be responsible for arranging for detailed minutes to be made of the proceedings of the on-site meeting. The minutes of the meetings of the Board shall include the following contents:

(1) the date, place and name of the convener of the meeting;

(2) the names of the directors present at the meeting and the names of the directors (proxies) who have been delegated to attend the meeting of the Board;

(3) the agenda of the meeting;

(4) the main points of the directors' speeches;

(5) the manner and result of voting on each resolution (the voting result shall indicate the number of votes in favor, against or abstaining from voting);

(6) any other matters that the directors at the meeting consider should be recorded.

Article 67 The office of the Board shall carefully arrange the recording and collation of the businesses of the meeting. The minutes of each meeting of the Board shall be provided to all directors present for review within a reasonable time after the end of the meeting, and the directors who request for revisions and supplements to the minutes shall provide written feedback on their revisions after the receipt of the minutes. After the minutes are finalised, the minutes of meetings of the Board shall be sent to all directors within a reasonable period of time, and the directors (or proxies) attending the meeting and the secretary of the Board (recorder) shall sign the minutes.

If a director has different opinions on the minutes, he/she may attach a written explanation to his/her signature. A director who neither confirms his/her signature on the minutes nor attaches a written explanation to the dissenting opinion is deemed to be in full agreement with the contents of the minutes.

Article 68 The minutes of the meetings of the Board shall be permanently preserved as the files of the Company.

Article 69 Where information relating to the Board shall be submitted to the regulatory authorities in accordance with laws, regulations, regulatory documents and the Articles of Association, such information shall be submitted in a timely manner in accordance with the relevant provisions. If any director gives reasonable notice, the Board shall disclose the relevant meeting minutes to the relevant director for his/her inspection at any reasonable time.

CHAPTER VII IMPLEMENTATION AND FEEDBACK OF RESOLUTIONS OF THE BOARD

Article 70 The Board resolutions shall be implemented by senior management or the executors determined by the Board resolutions, and the results of implementation shall be reported to the chairman of the Board in a timely manner; and the secretary of the Board shall keep abreast of the implementation of the resolutions and report the implementation of the Board resolutions to the chairman of the Board in a timely manner.

Article 71 The secretary of the Board shall truthfully communicate the opinions of the chairman of the Board to the relevant directors and the relevant senior management of the Company.

CHAPTER VIII SUPPLEMENTARY PROVISIONS

Article 72 The Company shall publish on its official website and the website of the Hong Kong Stock Exchange an updated list of the members of the Board, setting out their roles and functions and indicating whether they are independent directors.

Article 73 Unless otherwise specified, the terms used herein shall have the same meaning with their references in the Articles of Association.

Article 74 These Rules shall be prepared and amended by the Board, and become effective after being passed by an ordinary resolution at the shareholders' meeting.

Article 75 If there are any matters which are not dealt with in these Rules or there are any conflicts with the new or amended laws, regulations or provisions of the Articles of Association arising upon these Rules take effect, the laws, regulations and provisions of the Articles of Association shall prevail.

Article 76 Unless otherwise stipulated in these Rules, the references "more than", "within", "at least" and "before" hereunder shall all include the number immediately following them; the references "more than", "less than", "below" and "majority" shall exclude the number immediately following them.

Article 77 Interpretation of these Rules shall be vested with the Board.