THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

If you have sold or transferred all your shares in Weihai Bank Co., Ltd.*, you should at once hand this circular and the proxy form to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

威海银行
WEIHAI BANK

WEIHAI BANK CO., LTD.*
威海銀行股份有限公司*

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

(Stock Code: 09677)

(1) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025
(2) 2025 ANNUAL REPORT
(3) PROFIT DISTRIBUTION PLAN FOR 2025
(4) RESOLUTION ON RELATED (CONNECTED) PARTY TRANSACTIONS WITH SHANDONG HI-SPEED GROUP
(5) APPOINTMENT OF EXTERNAL AUDITORS FOR 2026
(6) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' GENERAL MEETING
(7) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR THE BOARD
(8) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
(9) RESOLUTION ON THE ISSUANCE QUOTA OF CAPITAL INSTRUMENTS
(10) DUTY REPORT OF THE INDEPENDENT DIRECTORS FOR 2025
(11) REPORT ON THE CONTROL OF RELATED PARTY TRANSACTIONS AND EVALUATION OF SHAREHOLDERS FOR 2025
(12) REPORT ON EVALUATION OF THE PERFORMANCE OF DUTIES BY DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT FOR 2025
AND
(13) NOTICE OF 2025 ANNUAL GENERAL MEETING

The letter from the Board is set out on pages 1 to 14 of this circular.

The Annual General Meeting of the Bank will be convened at Weihai Bank Digital Financial Center, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC at 9:00 a.m. on Monday, June 29, 2026.

Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the proxy forms in accordance with the instructions printed thereon and return the proxy forms to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders), or to the office of the Board of the Bank ("**Office of the Board**") (in case of Domestic Shareholders) at Room 2309, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC as soon as possible and in any event, not later than 24 hours before the fixed time (i.e. 9:00 a.m. on Sunday, June 28, 2026) to hold the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy forms will not preclude you from attending in person and voting at the Annual General Meeting should you so wish, in this case, the instrument appointing a proxy should be deemed to be revoked. The notice of the Annual General Meeting and form of proxy for use at the Annual General Meeting have been sent to the Shareholders.

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

June 8, 2026

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

"Annual General Meeting" or "2025 AGM"	the annual general meeting of the Bank to be convened at Weihai Bank Digital Financial Center, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC at 9:00 a.m. on Monday, June 29, 2026, or any adjournment thereof
"Articles of Association"	the articles of association of the Bank, as amended, modified or otherwise supplemented from time to time
"associate(s)"	has the meaning as ascribed to it under the Hong Kong Listing Rules
"Bank"	Weihai Bank Co., Ltd.* (formerly known as Weihai City Commercial Bank Co., Ltd.), a joint stock company established in the PRC in July 1997 in accordance with relevant PRC laws and regulations, and (as the context requires) includes its predecessor, branches and sub-branches (excluding subsidiaries)
"Board" or "Board of Directors"	the board of directors of the Bank
"Board of Supervisors"	the board of supervisors of the Bank
"PRC"	the People's Republic of China, but for the purpose of this circular only and, unless the context otherwise requires, excluding Hong Kong, Macau and Taiwan
"Company Law"	The Company Law of the People's Republic of China, as amended, supplemented or otherwise modified from time to time
"connected person(s)"	has the meaning as ascribed to it under the Hong Kong Listing Rules
"Controlling Shareholder(s)"	has the meaning as ascribed to it under the Hong Kong Listing Rules, and unless the context otherwise requires, refers to Shandong Hi-Speed Group Company and Shandong Hi-Speed Company Limited, together being a group of controlling Shareholders of the Bank

"Director(s)"	the director(s) of the Bank
"Domestic Share(s)"	the ordinary share(s) issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB
"Group"	the Bank and its subsidiary
"H Share(s)"	the ordinary share(s) issued by the Bank in Hong Kong, with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and are listed and traded on the Hong Kong Stock Exchange
"H Share Registrar"	Computershare Hong Kong Investor Services Limited
"Hong Kong dollars" or "HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	June 3, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Shandong Hi-Speed Group"	the head-office and subsidiaries of Shandong Hi-Speed Group Company, and its related companies

"Shandong Hi-Speed Group Company"	Shandong Hi-Speed Group Co., Ltd. (山東高速集團有限公司) (former names include: Shandong Highway Co., Ltd. (山東省高速公路有限責任公司), Shandong Highway Limited (山東省高速公路有限公司) and Shandong Highway Group Co., Ltd. (山東省高速公路集團有限公司)), a company incorporated in the PRC on July 2, 1997 and a Controlling Shareholder of the Bank
"Shareholder(s)"	holder(s) of the Shares
"Share(s)"	Domestic Shares and H Shares of the Bank
"Substantial Shareholder(s)"	has the same meaning as ascribed to it under the Hong Kong Listing Rules or the Interim Measures for the Administration of Equity of Commercial Banks (as applicable) of the former China Banking Regulatory Commission
"Supervisor(s)"	the supervisor(s) of the Bank

WEIHAI BANK CO., LTD.*
威海銀行股份有限公司*

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

(Stock Code: 09677)

Executive Directors:
Mr. MENG Dongxiao *(Chairman)*
Mr. ZHANG Wenbin
Mr. LU Jiliang
Mr. JIANG Yi

Non-executive Directors:
Mr. CHEN Xiaojun
Mr. ZHAO Bing
Mr. GUO Youhui
Mr. ZHOU Liang
Ms. LI Jie

Independent Non-executive Directors:
Mr. FAN Chi Chiu
Mr. WANG Yong
Ms. SUN Zuying
Mr. YANG Yunhong
Mr. PENG Feng

Registered Address and Address of Head Office:
Weihai Bank Digital Financial Center
No. 137A, Qingdao North Road
Weihai City
Shandong Province, the PRC

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing Financial Centre
248 Queen's Road East
Wanchai
Hong Kong

June 8, 2026

To the Shareholders,

Dear Sir/Madam,

(1) WORK REPORT OF THE BOARD OF DIRECTORS FOR 2025
(2) 2025 ANNUAL REPORT
(3) PROFIT DISTRIBUTION PLAN FOR 2025
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AND
(13) NOTICE OF 2025 ANNUAL GENERAL MEETING

I. INTRODUCTION

The Annual General Meeting of the Bank will be convened at Weihai Bank Digital Financial Center, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC at 9:00 a.m. on Monday, June 29, 2026. The following matters to be reported and resolutions will be proposed at the meeting for the Shareholders to consider and, if thought fit, to approve: (1) work report of the Board of Directors for 2025; (2) 2025 annual report; (3) profit distribution plan for 2025; (4) resolution on related (connected) party transactions with Shandong Hi-Speed Group; (5) appointment of external auditors for 2026; (6) proposed amendments to the Rules of Procedure for Shareholders' General Meeting; (7) proposed amendments to the Rules of Procedure for the Board; (8) proposed appointment of independent non-executive Director; (9) resolution on the issuance quota of capital instruments; (10) duty report of the independent Directors for 2025; (11) report on the control of related party transactions and evaluation of Shareholders for 2025; and (12) report on evaluation of the performance of duties by Directors, Supervisors and senior management for 2025.

The notice of the Annual General Meeting is set out on pages 115 to 118 of this circular.

The purpose of this circular is to provide you with further details of these proposed matters to enable you to make an informed voting decision on the proposed resolutions at the Annual General Meeting.

II. MATTERS TO BE RESOLVED AND/OR REPORTED AT THE ANNUAL GENERAL MEETING

1. Work Report of the Board of Directors for 2025

For the work report of the Board of Directors for 2025, please refer to Appendix I to this circular.

2. 2025 Annual Report

The 2025 annual report of the Bank, which has been considered and approved by the Board, is published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Bank (www.whccb.com), and will be presented to the Shareholders at the 2025 AGM for consideration and approval by way of an ordinary resolution.

3. Profit Distribution Plan for 2025

In accordance with the audited financial statements prepared under the Accounting Standards for Business Enterprises and IFRS, the Bank achieved a net profit of RMB2.033 billion in 2025. Based on the profits of the Bank and the requirements under the relevant law and regulations, the proposed profit distribution proposal for 2025 is as follows:

1. A statutory surplus reserve of RMB203 million has been made based on 10% of net profit.

2. In accordance with the provisions of the Administrative Measures for the Provision of Reserves of Financial Enterprises (Cai Jin [2012] No. 20) issued by the Ministry of Finance, a general risk provision of RMB820 million has been made.

3. A dividend of RMB137 million has been distributed to the holders of perpetual bonds in 2025.

4. The profit distribution will be based on the total share capital recorded on the record date for the implementation of the equity distribution (the specific date will be specified in the announcement on the implementation of the equity distribution). A cash dividend of RMB10 (tax inclusive) will be distributed to ordinary Shareholders for every 100 Shares held by them, with the total cash dividend not exceeding RMB687 million (tax inclusive). Dividend in respect of H Shares will be distributed in HKD at the prevailing exchange rate of the average of the median of exchange rate of RMB against HKD at the interbank foreign exchange market as published by the People's Bank of China for five working days (including the day on which the 2025 AGM was held) prior to the date on which dividend was declared at the 2025 AGM.

Subject to the approval at the 2025 AGM, it is expected that the final dividend will be paid on or about July 30, 2026. There will be closure of H Share transfer of the Bank from July 11, 2026 (Saturday) to July 16, 2026 (Thursday) (both days inclusive). Shareholders whose name appeared in the register of H Shares and the register of Domestic Shares of the Bank on July 16, 2026 (Thursday) are entitled to receive final dividends. For H Shareholders who are eligible to receive the dividend of H Shares, all of their transfer documents together with the relevant H Share certificate shall be deposited to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on July 10, 2026 (Friday) for registration.

4. Resolution on Related (Connected) Party Transactions with Shandong Hi-Speed Group

Related (connected) party transactions with Shandong Hi-Speed Group

Based on the ordinary related party transactions between the Bank and Shandong Hi-Speed Group, the caps of planned related (connected) party transactions are as follows. Upon the approval at the Annual General Meeting, the management were authorized to consider and approve the businesses within such caps:

(I) Related (connected) party transactions of credit: Due to its business needs, Shandong Hi-Speed Group applied to the Bank for a grant of a comprehensive group credit line of RMB7.5 billion (with an exposure of RMB5.5 billion, representing an increase of RMB0.5 billion from the previous period), for a term until the date on which the annual general meeting for the next year is convened, including but not limited to loans, bank acceptance bill, letters of guarantee and bond investments. The actual entities using the credit are the headquarters, subsidiaries and related companies of Shandong Hi-Speed Group. The credit is used to supplement the working capital, purchase raw materials, replace debts and repay bonds when due, etc. The credit is guaranteed by the headquarters, subsidiaries and intra-group related companies of Shandong Hi-Speed Group on a joint-liability basis or via other methods of guarantee approved by the Bank, and the Bank's guarantee conditions are no less favorable than the peers.

(II) Related (connected) party transactions of asset transfer: It consists of the sale and purchase of real estate for own use, the sale and purchase of credit assets and rights to receive earnings (beneficiary rights), and the receipt and disposal of repossessed assets between the Bank and Shandong Hi-Speed Group. The transaction amount in 2026 shall not exceed 1% of the net capital of the Bank as at the end of 2025.

(III) Related (connected) party transactions of services: It consists of related (connected) party transactions between the Bank and Shandong Hi-Speed Group due to leasing and the provision and receipt of services, which was calculated based on the amount of business income or expenditure. The transaction amount in 2026 shall not exceed 1% of the net capital of the Bank as at the end of 2025.

(IV) Related (connected) party transactions of deposits: It consists of the deposit businesses between Shandong Hi-Speed Group and the Bank at prices not favorable than those of similar transactions with non-related parties.

(V) Other related (connected) party transactions: It consists of other related (connected) party transactions between the Bank and Shandong Hi-Speed Group, which was calculated based on the amount of business income or expenditure. The transaction amount in 2026 shall not exceed 1% of the net capital of the Bank as at the end of 2025.

The related (connected) party transaction was conducted in the ordinary course of business of the Bank at prices not favorable than those of similar transactions with non-related (connected) parties, and the prices and terms were in line with commercial principles and caused no harm to the interests of the Bank and Shareholders.

According to the Administrative Measures for Related (Connected) Party Transactions (《關聯(連)交易管理辦法》), the Rules of Procedure for the Related Party Transactions Control Committee under the Board of Directors (《董事會關聯交易控制委員會議事規則》) and other relevant regulations of the Bank, an ordinary resolution shall be proposed at the Annual General Meeting to consider and approve the resolution on related (connected) party transactions with Shandong Hi-Speed Group.

Information on Shandong Hi-Speed Group Company

Shandong Hi-Speed Group Company was established in July 1997. The registered capital is RMB92.204 billion, to which the State-owned Assets Supervision and Administration Commission of Shandong Provincial People's Government (山東省人民政府國有資產監督管理委員會) (hereinafter referred to as the "**Provincial SASAC**"), Shandong Development & Investment Holding Group Co., Ltd. (山東發展投資控股集團有限公司) and Shandong Caixin Asset Management Co., Ltd. (山東省財欣資產運營有限公司) made capital injection on a proportional basis of 70%, 20% and 10% respectively. Its business scope covers the construction and management of highways, bridges, railways, ports, airports, and it has been selected as one of the "Top 500 Enterprises of China" for more than ten consecutive years. Shandong Hi-Speed Group consists of several subsidiaries, including Shandong Hi-Speed Company Limited, Shandong Hi-Speed Road & Bridge Group Co., Ltd., Shandong

Hi-Speed Investment Holdings Co., Ltd., China Shandong International Economic & Technical Cooperation Group Ltd., Shandong Hi-Speed Rail Transit Group Co., Ltd. (山東高速軌道交通集團有限公司), Shandong Hi-Speed Information Group Company Limited (山東高速信息集團有限公司). Among its subsidiaries, there are 7 listed companies, namely Shandong Hi-Speed Company Limited (600350.SH), Shandong Hi-Speed Road & Bridge Group Co., Ltd. (000498.SZ), Shandong Hi-Speed Holdings Group Limited (00412.HK), Qilu Expressway Company Limited (01576.HK), Weihai Bank Co., Ltd. (09677.HK), Shandong Hi-Speed New Energy Group Limited (01250.HK) and Dareway Intelligent Technology Co., Ltd. (688579.SH). Shandong Hi-Speed Group is a large state-owned enterprise group which is approved by the People's Government of Shandong Province and in which the Shandong SASAC performs contributor function, with its scale of assets exceeding RMB1,000 billion. As of the end of the June 2025, its total assets amounted to RMB1,703.072 billion.

Requirements of the Hong Kong Listing Rules

The related (connected) party transactions of credit and related (connected) party transactions of deposits between the Bank and Shandong High-Speed Group (as a connected person of the Bank) under the resolution on related (connected) party transactions with Shandong Hi-Speed Group shall constitute the financial assistance provided or received by the Bank respectively. As the related (connected) party transactions of credit and related (connected) party transactions of deposits are entered into by the Bank in the ordinary and usual course of its business and on normal commercial terms or commercial terms that are better to the Bank and the relevant financial assistance received is not secured by the assets of the Group, therefore, the related (connected) party transactions of credit and related (connected) party transactions of deposits will be fully exempt continuing connected transactions under Rules 14A.87(1) and 14A.90 of the Hong Kong Listing Rules respectively, and will be fully exempted from all disclosure, annual review and Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules. In respect of the related (connected) party transactions of asset transfer, the related (connected) party transactions of services and other related (connected) party transactions under the resolution on related (connected) party transactions with Shandong Hi-Speed Group, the Bank will calculate in accordance with the applicable percentage ratios (as defined under the Hong Kong Listing Rules) when the transaction is actually conducted and shall comply with all reporting, announcements, circulars and independent Shareholders' approval under Chapter 14A of the Hong Kong Listing Rules (if applicable).

5. Appointment of External Auditors for 2026

To maintain the continuity and stability of the audit business and ensure the quality of the audit work, and after comprehensively considering KPMG's strong professional competence, investor protection capabilities, independence, and integrity, the Audit Committee of the Board recommends the continued appointment of KPMG Huazhen LLP and KPMG as the Bank's domestic and overseas auditors for 2026, respectively.

The Bank's annual audit fee is determined based on the audit workload and the principles of fair and reasonable pricing. The total expected audit fee for 2026 is RMB3.6 million, including relevant taxes and various incidental expenses such as travel and office costs. The audit services mainly include: the audit of consolidated and parent company financial statements of the Bank for 2026 (in accordance with the International Financial Reporting Standards and the PRC Accounting Standards for Business Enterprises), the review of the interim financial statements for 2026, the audit of internal control for 2026, and the assurance service for continuing related (connected) transactions for 2026 (if any).

The resolution has been considered and approved at the 10th meeting of the 9th session of the Board and is hereby submitted to the Annual General Meeting for consideration.

6. Proposed amendments to the Rules of Procedure for Shareholders' General Meeting

To further improve the Bank's corporate governance system and effectively enhance the Bank's corporate governance level, in accordance with the Company Law, the Guidelines for the Articles of Association of Listed Companies, and other laws, regulations, regulatory requirements, and the Bank's latest amended Articles of Association, and taking into account the Bank's renaming of its "Shareholders' General Meeting" to "Shareholders' Meeting" and the abolition of the Board of Supervisors, the original "Rules of Procedure for Shareholders' General Meeting of Weihai Bank Co., Ltd." is hereby renamed as the "Rules of Procedure for Shareholders' Meeting of Weihai Bank Co., Ltd.". All references to the "Shareholders' General Meeting" in the provisions of the rules have been uniformly revised to "Shareholders' Meeting". Other provisions have been revised accordingly to reflect the actual circumstances.

For details of the proposed amendments to the Rules of Procedure for Shareholders' General Meeting, please refer to Appendix II to this circular. The amendments have been approved by the Board and will be submitted to the Shareholders for consideration and approval by way of an ordinary resolution at the 2025 AGM.

7. Proposed amendments to the Rules of Procedure for the Board

To further improve the Bank's corporate governance system and effectively enhance the Bank's corporate governance level, in accordance with the Company Law, the Guidelines for the Articles of Association of Listed Companies, and other laws, regulations, regulatory requirements, and the Bank's latest amended Articles of Association, and taking into account the Bank's renaming of its "Shareholders' General Meeting" to "Shareholders' Meeting" and the abolition of the Board of Supervisors, the proposed amendments to the Rules of Procedure for the Board is hereby revised. All references to the "Shareholders' General Meeting" in the provisions of the rules have been uniformly revised to "Shareholders' Meeting". Other provisions have been revised accordingly to reflect the actual circumstances.

For details of the proposed amendments to the Rules of Procedure for the Board, please refer to Appendix III to this circular. The amendments have been approved by the Board and will be submitted to the Shareholders for consideration and approval by way of an ordinary resolution at the 2025 AGM.

8. Proposed appointment of independent non-executive Director

Reference is made to the announcement of the Bank dated May 20, 2026 in relation to, among other things, the change of independent non-executive Director.

Due to the completion of a six-year term, Mr. FAN Chi Chiu has resigned as an independent non-executive Director of the Bank and from relevant Board committees. He has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders. The Nomination and Remuneration Committee of the Board of the Bank proposes to nominate Mr. ZOU Yimin ("**Mr. ZOU**") as a candidate for independent non-executive Director of the Bank. In accordance with the nomination procedures and qualification standards for independent non-executive director candidates of the Bank, the committee has conducted a preliminary review of Mr. ZOU's qualifications and found him to be in compliance with the relevant requirements.

When determining Mr. ZOU as the suitable candidate for the independent non-executive Director, the Bank fully takes into account the benefits from the diversity on the Board, and considers the factors including but not limited to: (1) the relevant accomplishment, and the professional knowledge and industry experience of the candidate; (2) the candidate's commitment in respect of time, interest and efforts to the business of the Bank; (3) the perspectives, skills and experiences that the candidate can contribute to the Board; and (4) the diversity in other aspects, including but not limited to gender, age, cultural and educational background, professional experiences, skills, knowledge and length of service,

etc. Having considered the above, the Bank is of the view that Mr. ZOU can bring valuable contributions to the Bank and further promote the diversity of the Board members.

Pursuant to laws, regulations, regulatory requirements and the provisions of the Articles of Association of the Bank, after the qualification of Mr. ZOU as a candidate for independent non-executive Director is considered and approved by the Board, it is also subject to approval by the Shareholders' Meeting of the Bank and to the approval of his director qualification by the National Financial Regulatory Administration Shandong Office. His term of office will commence from the date of approval of his qualification and will end upon the expiry of the term of the ninth session of the Board of the Bank. Prior to the appointment of Mr. ZOU and the receipt of regulatory approval of his qualification, the former independent non-executive Director, Mr. FAN Chi Chiu, will continue to perform his duties as an independent non-executive Director.

Mr. ZOU, the candidate for independent non-executive Director, will enter into a service contract with the Bank following the approval of his director qualification. The Bank will pay remuneration to the independent Director in the form of service fees in accordance with the relevant provisions of the remuneration system, with a maximum of no more than RMB200,000 per person per year. At that time, Mr. FAN Chi Chiu will no longer serve as an independent non-executive Director or as a member of the relevant Board committees of the Bank.

The biographical details of Mr. ZOU are set out below:

Mr. ZOU Yimin, aged 67, holds a doctoral degree. Mr. ZOU has served as a non-executive director of Han Hui Capital Limited since September 2024. From April 2010 to October 2023, he served as a member of the investment committee of Ping An Insurance (Group) Company of China, Ltd. During this period, from April 2010 to July 2021, he concurrently served as an executive committee member of Ping An Insurance (Group) Company of China, Ltd., chairman and CEO of Ping An Real Estate Co., Ltd. (平安不動產有限公司) and chairman of Ping An Equity Investment Company (平安股權投資公司); from November 2015 to June 2021, he concurrently served as a non-executive director of Landsea Green Properties Co., Ltd. (朗詩綠色地產有限公司) (currently known as Landsea Green Management Limited, a company listed on the Hong Kong Stock Exchange, stock code: 00106); from December 2017 to November 2018, he concurrently served as a non-executive director of CIFI Holdings (Group) Co. Ltd. (a company listed on the Hong Kong Stock Exchange, stock code: 00884). From August 1997 to April 2010, he served as a director and general manager of Sun Hung Kai Properties (China) Limited, concurrently serving as the chairman of Sun Hung Kai Properties (Shanghai) Limited. From January 1992 to August 1997, he served as the deputy general manager of Chu Kong Shipping Co., Ltd. (currently known as Chu Kong Shipping Enterprises (Holdings) Co., Ltd.), concurrently serving as the vice chairman of Chu Kong

Shipping Development Co., Ltd. (a company listed on the Hong Kong Stock Exchange, stock code: 00560, currently known as Chu Kong Shipping Enterprises (Group) Co., Ltd.). From March 1988 to January 1992, he served as the general manager of Chu Kong Godown Wharf & Transportation Company Limited. From May 1985 to March 1988, he served as secretary of the Board of Directors of Chu Kong Shipping Co., Ltd. (currently known as Chu Kong Shipping Enterprises (Holdings) Co., Ltd.). From February 1982 to May 1985, he served as a teacher at Guangdong Province Shipping School. From March 1978 to February 1982, he studied marine electrical engineering at Dalian Maritime University. From September 1974 to March 1978, he served as an educated youth sent to the countryside and worked as a laborer at Chaoyang Electronics Factory in Guangdong Province.

Mr. ZOU graduated from Fudan University in 2003, majoring in international finance.

Save as disclosed herein, Mr. ZOU (1) has not held any other position in the Bank or any of its subsidiaries, nor any directorship in any other listed companies, in the past three years; (2) does not have any relationship with any other Director, senior management member, Substantial Shareholder or Controlling Shareholder of the Bank; and (3) does not have, or is deemed to have, any interests in any shares, underlying shares or debentures of the Bank or any of its associated corporations as defined in Part XV of the SFO.

Mr. ZOU has confirmed: (1) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Hong Kong Listing Rules; (2) that he has no past or present financial or other interest in the business of the Bank or its subsidiary or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Bank; and (3) that there are no other factors that may affect his independence at the time of the appointment.

Save as disclosed herein, the Board is not aware of any other matters concerning the proposed appointment of Mr. ZOU that are required to be disclosed under Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor is it aware of any other matters that need to be brought to the attention of the Hong Kong Stock Exchange or the Shareholders.

The proposed appointment of the independent non-executive Director will be submitted as an ordinary resolution to the Annual General Meeting for consideration and approval.

9. Resolution on the Issuance Quota of Capital Instruments

To further optimise the capital structure, improve the capital adequacy ratio, and enhance risk resilience and the ability to serve the real economy, the Bank proposes to issue capital instruments. The following plan is hereby submitted to the Shareholders' meeting for consideration:

I. Capital instrument issuance plan

(i) Issuance scale: Not exceeding RMB6 billion (inclusive), which may be issued in tranches within the validity period.

(ii) Instrument type: Write-down perpetual capital bonds and write-down tier-2 capital bonds, which comply with the relevant provisions of the Measures for Administration of Capital of Commercial Banks and may be used to supplement the capital of commercial banks.

(iii) Issuance scope and target: To be issued to institutional investors in the national inter-bank bond market (excluding purchasers prohibited by national laws and regulations).

(iv) Bond term: The term of the write-down perpetual capital bonds shall be consistent with the term of the Bank's continuous operation; the term of the write-down tier-2 capital bonds shall be no less than five years.

(v) Loss absorption method: When trigger events as stipulated in the issuance documents occur, losses shall be absorbed through write-down.

(vi) Issuance interest rate: To be determined with reference to market interest rates.

(vii) Use of proceeds: The write-down perpetual capital bonds are to be used to supplement the Bank's other tier-1 capital; the write-down tier-2 capital bonds are to be used to supplement the Bank's tier-2 capital.

(viii) Validity period of the resolution: Commencing from the date of approval by the Shareholders' meeting until 24 months after approval by the National Financial Regulatory Administration Shandong Office.

II. Relevant authorisation matters

It is proposed that the Shareholders' meeting authorise the Board, and further authorise the chairman of the Board, to determine the specific issuance plan and terms of the capital instruments based on the Bank's actual needs, market conditions, and the opinions of the management, including but not limited to the bond name, bond type, timing of issuance, issuance scale, term, interest rate, issuance method, issuance scope and target, and use of proceeds, and to decide on specific matters such as regulatory approval and issuance. The validity period of the foregoing authorisation shall be from the date of approval by the Shareholders' meeting until 24 months after approval by the National Financial Regulatory Administration Shandong Office. Meanwhile, it is proposed that the Shareholders' meeting authorise the Board, and further authorise the chairman of the Board, during the term of the above capital instruments, to decide on all relevant matters such as interest payment, redemption, write-down, etc., in accordance with the provisions and approval requirements issued by the relevant regulatory authorities.

The resolution has been considered and approved at the 10th meeting of the 9th session of the Board and will be submitted to the Shareholders for consideration and approval by way of a special resolution at the 2025 AGM.

10. Duty Report of the Independent Directors for 2025

For the duty report of the independent Directors for 2025, this report is for review by Shareholders, but not required for their approval. Please refer to Appendix IV to this circular.

11. Report on the Control of Related Party Transactions and Evaluation of Shareholders for 2025

For the report on the control of related party transactions and evaluation of Shareholders for 2025, this report is for review by Shareholders, but not required for their approval. Please refer to Appendix V to this circular.

12. Report on Evaluation of the Performance of Duties by Directors, Supervisors and Senior Management for 2025

For the report on evaluation of the performance of duties by Directors, Supervisors and senior management for 2025, this report is for review by Shareholders, but not required for their approval. Please refer to Appendix VI to this circular.

III. THE ANNUAL GENERAL MEETING

The Annual General Meeting of the Bank will be convened at Weihai Bank Digital Financial Center, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC at 9:00 a.m. on Monday, June 29, 2026, to consider and, if thought fit, approve the resolutions relating to the matters set out in the notice of the Annual General Meeting. The notice of the Annual General Meeting and a form of proxy for use at the Annual General Meeting have been sent to the Shareholders.

The Bank's register of members will be closed from Wednesday, June 24, 2026 to Monday, June 29, 2026 (both days inclusive), during which no transfer of Shares will be effected. The Shareholder(s) whose name(s) appear(s) in the Bank's register of Shareholders on Wednesday, June 24, 2026 shall be entitled to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents together with relevant Share certificates and other appropriate documents shall be sent for registration to the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or to the Office of the Board of the Bank at Room 2309, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC (in case of Domestic Shareholders) by 4:30 p.m. on Tuesday, June 23, 2026.

If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other authorization documents under which the instrument is signed must be notarized and shall be deposited together and at the same time with the instrument appointing the proxy. To be valid, the proxy form together with a copy of the notarized power of attorney or other authorization documents must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or the Office of the Board of the Bank (in case of Domestic Shareholders) at Room 2309, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC not later than 24 hours before the fixed time (i.e. 9:00 a.m. on Sunday, June 28, 2026) of holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, in this case, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to the Hong Kong Listing Rules, all resolutions at the Annual General Meeting will be voted by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The voting results will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Bank (www.whccb.com) in accordance with the Hong Kong Listing Rules.

Shandong Hi-Speed Group Company and its associates are the connected persons of the Bank, and have material interests in the resolution on the related (connected) party transactions with Shandong Hi-Speed Group, and control or have the right to control the voting rights in respect of 2,820,195,515 Domestic Shares, representing approximately 47.16% of the total Share capital in issue as at the Latest Practicable Date. According to the relevant requirements such as the Administrative Measures for Related (Connected) Party Transactions (《關聯(連)交易管理辦法》) and the Rules of Procedure for Related Party Transactions Control Committee under the Board of Directors (《董事會關聯交易控制委員會議事規則》) of the Bank, they are required to abstain from voting in respect of the resolution on the related (connected) party transactions with Shandong Hi-Speed Group at the Annual General Meeting.

IV. RECOMMENDATIONS

The Board (including independent non-executive Directors) is of the opinion that all resolutions proposed at the Annual General Meeting are in the interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed at the Annual General Meeting.

V. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices I to VI to this circular.

Weihai Bank Co., Ltd.*
Board of Directors

Weihai, the PRC
June 8, 2026

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

2025 is a critical year to comprehensively implement the spirit of the 20th CPC National Congress and the 2nd, 3rd and 4th Plenary Sessions of the 20th CPC Central Committee, and to further fully deepening reform. It is also the concluding year for the Bank's development strategy under the "14th Five-Year Plan" and a pivotal year for formulating and laying out the "15th Five-Year Plan" development strategy. The Board of Directors of the Bank adhered to the guidance of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, actively practiced financial culture with Chinese characteristics, accurately grasped the political nature and people-centered orientation of financial work, and focused on the vision of building a "first-class city commercial bank in China", adhered to the principle of integrity and innovation, deepened the reform and restructuring, and solidly pushed forward the high-quality and sustainable development. Meantime, the Bank successfully completed the objectives and tasks set by the Shareholders' Meeting, and effectively protected the legitimate rights and interests of Shareholders and other stakeholders.

As of the end of 2025, the Group's total assets reached 504,521 million, representing an increase of 14.28% from the beginning of the year; the Bank's net profit was 2,504 million, representing a year-on-year increase of 13.90%; non-performing loan ratio was 1.41%, remaining unchanged from the beginning of the year; capital adequacy ratio was 13.49%, tier-one capital adequacy ratio was 10.84% and core tier-one capital adequacy ratio was 8.84%, with continuous full compliance with all regulatory indicators.

I. OVERALL DEVELOPMENTS IN 2025

In 2025, the Bank closely aligned with policy directions and regulatory requirements, adhering to the philosophy of "Take root in Shandong Serve with sincerity". Adhering to the principle of seeking progress while maintaining stability and promoting stability through progress, we have actively integrated into regional economic and social development, and achieved high-quality and sustainable development while fulfilling social responsibilities.

(I) Party building leadership to forge synergy

The Bank solidly conducted thematic education, continuously standardized the development of primary-level Party organizations, and jointly held the series of "patriotism education lectures along the thousand-li coastal frontier (千里海疆愛國主義教育宣講)" with competent publicity authorities. It organized activities including the commendation of the "two excellent and one advanced (兩優一先)" and the selection of role models. By strengthening Party building, the Bank built consensus, pooled synergy and strengthened implementation, driving high-quality development with high-quality Party building.

(II) Emancipation of the mind stimulates vitality

The Bank has always adhered to placing ideological construction in a prominent position, followed the four transformation directions of "marketization, specialization, refinement and digitization", and earnestly practiced the values of "altruism, integrity, agility and openness". It has continuously improved the consciousness and initiative in ideology and action, laying a solid ideological foundation for sustainable development.

(III) Performance growth demonstrates momentum

The Bank's total assets have exceeded 500 billion yuan, successfully entering the ranks of medium-sized banks. Major indicators including deposits and loans have overfulfilled the targets set in the "14th Five-Year Plan" and hit the best growth level for the same period in history. Efficiency metrics including operating income, pre-provision profit and net profit have increased steadily, realizing coordinated development of scale, quality and efficiency.

(IV) Deepening real economy to consolidate capabilities

The Bank focused on the "Five Major Articles" of finance and built professional and distinctive service capabilities. The balance of green loans increased by over 50% from the beginning of the year, and the balance of technology loans rose by 70%. Inclusive loans maintained steady growth, the layout of pension finance accelerated, and digital finance continued to empower business development.

(V) Reform and transformation boost momentum

The Bank adhered to the four transformation directions of "marketization, specialization, refinement and digitization", continuously optimized its organizational structure and institutional mechanisms, abolished the Board of Supervisors, improved internal departments, assessment models and KPI indicators at the head office, accelerated the construction of smart operation outlets, refined the professional and technical talent career ladder, and smoothed employees' growth and promotion channels. The overall professional capabilities and development potential of the Bank were steadily enhanced.

(VI) Cultivating culture to enhance strength

The Bank regarded cultural development as an important intangible asset and successfully completed the name change, effectively raising its visibility and reputation. By establishing supplementary medical insurance, strengthening support for needy employees, launching the Ivy Incentive Program, and launching the "Haina Baichuan (海納百川)" employee forum, the Bank actively fostered a home culture and an inclusive atmosphere, with employees' sense of well-being continuously improved.

II. MAIN WORK OF THE BOARD IN 2025

(I) Improving the governance system and optimize governance efficiency

The Board always adhered to Party building leadership, continuously improved the modern financial enterprise governance system with Chinese characteristics, steadily strengthened its own development, and effectively enhanced corporate governance capacity and level.

1. Optimizing top-level design and improve governance systems and mechanisms

The Bank integrated Party leadership organically with corporate governance, and continuously refined the corporate governance institutional system and operational mechanisms. It strictly complied with regulatory requirements at all levels and advanced the development of systems and mechanisms. The Bank comprehensively reviewed and revised the Articles of Association, the rules of procedure for the special committees of the Board, and relevant information disclosure policies, standardizing all corporate governance work with higher standards. It reviewed and approved the "Authorization Plan of the Board to the Senior Management (《董事會對高級管理層授權的方案》)", conducted follow-up evaluation on the annual authorization mechanism, and revised the "Agenda of the Board" and "List of Procedure for the President's Office Meeting". These measures further clarified the scope of duties of each governance entity and ensured standardized and orderly operation.

2. Standardizing the operation of the Board of Directors and realize scientific and efficient decision-making

The Bank continuously improved the operating mechanisms of the Board and its special committees, which duly performed their duties and operated in an active and effective manner. During the year, the Board held 6 meetings and reviewed 106 proposals; 4 Shareholders' meetings (including class meetings of Shareholders) were convened to consider 20 proposals, efficiently advancing the implementation of major decisions of the Bank and supervising the management to strictly implement meeting resolutions. The special committees of the Board held a total of 30 meetings and reviewed 105 proposals, providing professional opinions to support the Board's scientific decision-making. The Bank improved the functions of the Audit Committee of the Board, appointed more female Directors to the Nomination and Remuneration Committee, and fully satisfied the diversification and complementarity of Board members in terms of gender, age, knowledge structure and work experience.

3. Strengthening performance support and improving Directors' duty performance capability

Directors of the Bank have always abided by the obligations of loyalty and diligence, actively participated in diversified training programs organized by industry associations and regulatory authorities, and continuously improved their professionalism in performing duties. They conducted in-depth routine and special researches to accurately grasp the actual operation and management conditions, promoting the shift of Directors' performance from meeting-room decision-making to on-site empowerment. Focusing on core proposals, Directors timely understood the background of agenda items through communication meetings, laying a solid foundation for efficient deliberation and scientific decision-making of the Board. Independent Directors gave full play to their professional strengths, and offered objective and impartial independent opinions on major matters including profit distribution, material related party transactions, appointment and removal of Directors, and engagement of senior management, so as to safeguard the legitimate rights and interests of minority Shareholders.

(II) Adhering to strategic guidance and improve development quality

Closely following the national financial development policies and industry development trends, the Board of the Bank focused in depth on strategic planning, firmly grasped the development direction, unleashed development vitality and promoted high-quality and sustainable development.

1. Strengthening strategic management and ensuring the successful completion of the plan

In accordance with the strategic plan, the Bank defined the annual guiding philosophy, work concepts, objectives and major measures for the whole Bank. It regularly reviewed reports on operation and management, and urged the management to advance all goals and tasks in a systematic and orderly manner. The Bank periodically examined and followed up on the implementation of the strategic plan, and timely optimized and adjusted strategic approaches. This ensured effective alignment between the development strategy and annual business plans, as well as the supporting implementation of operational and management strategies. The Bank successfully fulfilled all targets and tasks set in the "14th Five-Year Plan", achieved phased results in transformation and development, and registered a marked improvement in comprehensive strength. Meanwhile, it strengthened forward-looking analysis of internal and external situations, and scientifically formulated the development path for the "15th Five-Year Plan" in light of national policies, industry trends and the Bank's actual conditions.

2. Adhering to reform and innovation to drive breakthroughs in the "four transformations"

The Bank always upheld the four transformation directions of "marketization, specialization, refinement and digitization". It actively recruited market-oriented professionals, cultivated talent teams in light of local conditions, steadily enhanced the cohesion and combat effectiveness of the customer manager team, and improved market-oriented operation capabilities. The Bank continued to improve institutional mechanisms, optimized and adjusted departmental structures, and further built up talent teams for each professional track. It strictly implemented refined management requirements, improved institutional procedures across all business lines and fields, carried out vertical management reforms for the financial planning and credit approval lines, and steadily elevated management quality and efficiency. It kept exploring digital transformation and embraced digital initiatives proactively. The Board urged the management to fully advance the development of systems including performance visualization, automated reporting and management cockpit, empowering management improvement and efficiency growth through technology.

3. Focusing on core businesses to precisely serve the real economy

The Bank adhered to taking the "Five Major Articles" as the main direction for serving the real economy, and urged the management to align with the characteristics of regional economic development and the Bank's actual conditions. It promoted the targeted allocation of financial resources to efficiently empower the real economy. In the area of green finance, the Bank deeply integrated into the regional green development layout, ranking among the top in the province in the comprehensive evaluation of green finance business. In the area of technology finance, it built the "Weike Hang Series (威科'航'系列)" product system covering the entire growth cycle of tech enterprises, with markedly enhanced professional and comprehensive service capabilities for technological innovation enterprises. In the area of inclusive finance, the Bank adopted the model of "batch processing, scenarization and digitalization", consistently meeting the "two growths (兩增)" assessment indicators for inclusive loans. In the area of pension finance, it built elderly-friendly featured service outlets and optimized the overall service experience. In the area of digital finance, the Bank empowered the entire business process with digital tools, effectively strengthening the supporting capacity for business marketing and risk management.

(III) Consolidating risk defenses to safeguard sound development

The Board has always taken risk prevention and control as an enduring priority, adhered to the general work principle of pursuing progress while maintaining stability, coordinated development and security, continuously improved risk management capabilities and standards, and promoted the sustained improvement of asset quality.

1. Improving the comprehensive risk management system

The Board dynamically tracked changes in external laws and regulations, and continuously improved the comprehensive risk institutional framework. It revised a series of policies including the Guidelines for Comprehensive Risk Management, Measures for Risk Appetite Management, Measures for Strategic Risk Management, and Measures for Information Technology Risk Management, further optimizing the institutional mechanisms for comprehensive risk management. The Board scientifically formulated annual risk strategies and risk appetite, and regularly reviewed reports on risk conditions and consolidated asset liability management, so as to keep abreast of the overall risk profile of the Bank and steadily enhance capabilities in risk early warning, identification, response and disposal. It strengthened asset quality monitoring and credit risk management, intensified prevention and disposal of risky loans, effectively prevented and resolved risks in key areas, and vigorously promoted the collection and write-off of non-performing assets, maintaining stable asset quality. The Board urged the management to strengthen digital empowerment, raise the refinement and intelligent level of risk management, provide solid support for the high-quality development of the Bank, and further upgrade the overall comprehensive risk management capacity.

2. Improving the internal control and compliance management mechanism

The Board continuously refined the internal control and compliance system, formulated the Measures for the Compliance Management, and appointed the President as the Chief Compliance Officer. The Board further optimized the organizational structure and division of responsibilities for compliance management. It further deepened the development of a compliance culture, and steadily advanced the two-year special campaign for the improvement of internal control and risk management. The management was urged to take targeted activities such as learning and inspections as the starting point to strengthen positive guidance and enhance the implementation of rules and regulations. And the Board regularly reviewed reports on internal control evaluations, business continuity and related party transaction management, and oversaw the management and control of anti-money laundering and case prevention. The long-term mechanism for internal control and compliance has been steadily

improved. Taking audit supervision as a key starting point, the Board continues to improve the audit supervision system, strengthen audit supervision efforts, and give full play to the supervisory, inspection and evaluation functions of internal and external audits.

3. Strengthening refined capital management capabilities

The Board thoroughly implemented the philosophy of capital constraint and value creation, and continuously improved the refined capital management system. It revised institutional documents including the Bank's Capital Management Rules and Management Measures for Internal Capital Adequacy Assessment Process. The Board strengthened asset-liability portfolio management, optimized the asset business structure, tightened liability cost control and improved the return on capital investment. Taking into full consideration regulatory requirements, strategic planning and development needs, the Board formulated rolling capital management plans and annual management schedules, conducted regular capital stress tests and evaluations, and further advanced the enhancement of capital management. The Board established a long-term and stable capital replenishment mechanism, fully promoted capital increase and Share expansion, and steadily conducted external capital replenishment by issuing capital bonds and other instruments to consolidate the capital base.

(IV) Upholding the original aspiration of serving the people and fulfilling social responsibilities

The Board has always integrated the active fulfillment of social responsibilities into the entire process of the Bank's operation and management. It vigorously promoted and practiced the financial culture with Chinese characteristics, and demonstrated its sense of responsibility and inherent value in serving high-quality economic and social development.

1. Coordinating and advancing ESG development

The Bank optimized and adjusted the ESG management framework and strengthened top-level design, expanded the Board's responsibilities in relation to ESG, and clarified the role of the Board's Development Strategy and Social Responsibility Committee in ESG matters. The Bank has conducted high-standard ESG information disclosure and taken a more proactive approach to showcasing ESG achievements. It took the lead in compiling and issuing the 2024 Sustainable Information Disclosure (ESG) Report that complies with the new rules of the Hong Kong Stock Exchange, international ISSB standards, as well as relevant requirements of the People's Bank of China and the Shandong State-owned Assets Supervision and Administration Commission. The management was urged to organize regular ESG-related training

and continuously enhance capacity building for sustainable development. The Bank has been rated as a Class A Entity, the highest rating in ESG evaluation, for three consecutive years.

2. Proactively fulfilling social responsibilities.

Supporting the management actively boosted economic development and guaranteed people's livelihood security. In light of regional economic characteristics and its own actual conditions, the Bank adopted comprehensive policies, took targeted measures and scaled up financial support. It earnestly fulfilled its duties regarding consumer rights and interests protection, regularly reviewed progress reports and annual work plans on consumer protection, and urged the management to improve the consumer rights protection mechanism and foster and establish a bank-wide consumer protection awareness. The Bank actively integrated into community life, organized a wide range of public welfare, charitable and targeted assistance activities and built a sound social image. It became the first urban commercial bank in Shandong Province to sign the United Nations Principles for Responsible Banking, and was awarded the national 2025 Outstanding Practice Award for New Quality Productive Forces in the Financial Industry, with its social influence steadily elevated.

(V) Delivering investment value and presenting a sound corporate image

The Board performed its information disclosure duties in a standardized manner, continuously expanded the breadth and depth of information disclosure, strengthened equity management, proactively conducted market communication, steadily enhanced the capability of demonstrating investment value, and effectively safeguarded the legitimate rights and interests of investors.

1. Standardizing information disclosure and enhancing operational transparency

In accordance with the latest regulatory requirements, the Bank revised the Information Disclosure Regulations and Management Measures for Inside Information, further improved the primary responsibilities and disclosure procedures governing information disclosure, and steadily optimized the institutional system for information disclosure. The Bank strictly implemented laws, regulations and regulatory requirements of the listing venue, adhered to the principles of proactive and compliant disclosure, earnestly fulfilled information disclosure obligations, and properly completed ad hoc and regular information disclosure work. From the perspective of Shareholders and investors, the Bank strengthened voluntary information disclosure, and fully demonstrated its performance and achievements in serving the real economy, preventing and mitigating financial risks, upholding the philosophy of high-quality

sustainable development and delivering green finance outcomes. It issued the first Taskforce on Nature-related Financial Disclosures (TNFD) Report in the national banking industry, and deepened investors' understanding and recognition of the Bank.

2. Strengthening communication management and safeguarding investors' rights and interests

The Bank upheld the legitimate rights and interests of Shareholders, especially minority Shareholders. It revised the provisions relating to Shareholders and equity interests in the Articles of Association, and formulated the Equity Management Operation Manual, laying a solid foundation for further improving Shareholder services and equity management. Balancing Shareholders' interests with the Bank's long-term development, it effectively shared operating results with Shareholders and distributed dividends to Shareholders in a timely manner, rewarding investors for their support and confidence through long-term and stable investment returns. The Bank closely tracked market trends, promptly addressed investors' concerns, actively promoted its operating performance as well as new initiatives and achievements in reform and transformation to the market, fully conveyed its investment value and built a sound image in the capital market.

III. KEY WORK AND ARRANGEMENTS OF THE BOARD IN 2026

In light of the current and general situation and based on the actual development of the Bank, the Bank has formulated its guiding philosophy, work concepts, objectives and measures for 2026 as follows:

(I) Guiding philosophy

We will comprehensively implement the spirit of the 20th CPC National Congress, the 2nd, 3rd and 4th Plenary Sessions of the 20th CPC Central Committee and the Central Economic Work Conference. It will adhere to the general work keynote of seeking progress while maintaining stability and improving quality and efficiency, take accelerating the building of a strong financial country as the guideline for action, and regard promoting high-quality and sustainable development as the main work theme. The Bank will actively practice Chinese characteristic financial culture, vigorously promote the core values of "altruism, integrity, agility and openness (利他、誠信、敏捷、開放)", and thoroughly advance the implementation of the "Five Major Articles" in finance. Adhering to the people-centered philosophy, it will focus on core businesses, pursue innovation and transformation, adopt tailored measures in light of local conditions and forge distinctive strengths. The Bank will better coordinate development and security, striving to achieve a strong start for the Bank during the 15th "Five-Year Plan" period.

(II) Work concepts:

We will adhere to the four transformations direction (Marketisation, Specialisation, Refinement and Digitisation), anchor the set goals and tasks, exert self-pressure, take proactive actions, maintain strategic resolve and stay agile and efficient to enhance the initiative and self-driven momentum of development. Focusing on capacity improvement, benchmarking against advanced standards, adopting a problem-oriented approach, remedying shortcomings and strictly guarding the bottom line, we will continuously enhance differentiated and distinctive core competitiveness.

(III) Working objectives

We will secure a stable growth in all business indicators, ensure the coordinated development of scale, quality and efficiency, and avoid the occurrence of cases and accidents.

(IV) Working measures

Closely following the aforesaid guiding philosophy, work concepts and work objectives, in 2026, the Bank will focus on the six areas, namely: upholding the Party building and keep pace with the bellwether of the new journey; deepening reform and transformation to activate the "new momentum" for striving for first-class; creating highlights and advantages to build a distinctive "moat"; strengthening risk prevention and control to weave a comprehensive "protective net"; focusing on capacity improvement to forge a professional "new force"; demonstrating responsibility and actions to sound the "bugle call" for the 15th Five-Year Plan period. With focus on the above six aspects, the key work arrangements of the Board for 2026 are as follows:

1. Upholding party leadership and gathering development forces

Firstly, guiding strategic direction. The Board will thoroughly grasp the requirements for financial work set out at the Fourth Plenary Session of the 20th CPC Central Committee, anchor itself to the strategic direction of "accelerating the building of a financial powerhouse", and advance the "five major initiatives" in a thorough and practical manner. The Board will implement the Central Committee's relevant deployments regarding financial services to the real economy, the prevention and control of financial risks, and the deepening of financial reforms; scientifically and precisely grasp and efficiently execute the Bank's 15th Five-Year Plan; and ensure the smooth realisation of strategic objectives through the leadership of Party building.

Secondly, guiding improvements in governance. The Board will continuously refine the corporate governance system of modern financial enterprises with Chinese characteristics, scientifically embedding the Party's leadership into every aspect of corporate governance. The Board will persistently optimise the corporate governance framework–centred on the Shareholders' meeting, the Board and senior management–to ensure that powers and responsibilities are legally defined, transparent, coordinated and subject to effective checks and balances. The Board will continue to strengthen the development of the Board and enhance the effectiveness of Directors' performance of their duties, fully leveraging the Board's functions in formulating strategy, making decisions and managing risks, thereby driving continuous improvements in corporate governance standards.

2. Anchoring strategic positioning, deepening reform and transformation

Firstly, stimulating vitality through market orientation. Adhering to the principles of "customer-centricity, market orientation and valuing hard work", the Board will uphold the spirit of contract and the principle of integrity, urging management to focus on customer needs and provide comprehensive financial services, thereby enhancing customer recognition and satisfaction through the creation of an exceptional experience. The Board will continue to expand market-oriented marketing teams, optimise market-based remuneration systems, and assemble professional talent teams. The Board will explore the establishment of professional career paths for all staff, and through transformation, comprehensively improve market responsiveness and customer service standards to enhance the core competitiveness. Closely adhering to the core requirements of "improving quality and efficiency", the Board will clarify key transformation priorities, strengthen our presence in key sectors, leverage the role of profit centres, and drive comprehensive improvements in efficiency, effectiveness and quality through transformation.

Secondly, strengthening capabilities through digital transformation. The Board will fully recognise the significant importance of digital transformation, which encompasses not only technological upgrades but also comprehensive reforms in marketing methods, customer service and management models. The Board will treat this as the core driver for achieving cost reduction and efficiency gains, optimising services and enhancing competitiveness. The Board will carry out digital transformation with a focus on "tangible results", comprehensively enhancing the level of intelligence in marketing, management, operations and risk control. The Board will concentrate on accelerating key projects such as the management dashboard, mobile banking and video banking to ensure tangible outcomes, effectively meeting user needs and enhancing the customer experience.

3. Adhering to a bottom-line mindset and strengthening risk prevention and control

Firstly, continuously deepening comprehensive risk management. The Board will actively respond to changes in the macroeconomic environment, continue to fully implement the requirements of the two-year special campaign to enhance internal control and risk management, refine the comprehensive risk management system, and optimise the end-to-end control mechanisms for risk identification, assessment, measurement, monitoring and disposal. The Board will drive the transformation of risk prevention and control from reactive response to proactive early warning, from decentralised management to centralised management, and from experience-based judgement to data-driven decision-making. The Board will continue to strengthen credit risk management capabilities, enhance the monitoring and analysis of process indicators such as the overdue rate and watchlist rate, and actively utilise technological means to improve the timeliness and coverage of risk warnings. The Board will reinforce accountability and performance evaluation mechanisms, intensify efforts to recover non-performing loans, and enhance the efficiency of risk asset disposal.

Secondly, continuously improving internal control and compliance mechanisms. The Board will foster a mindset focused on bottom lines and awareness of red lines, maintaining a sense of reverence at all times. The Board will intensify advocacy and training efforts, integrating the core principles of the "Five Dos and Five Don'ts" – a financial culture with Chinese characteristics – into the entire process of daily operations and management. The Board will refine mechanisms and processes, strictly enforce regulations, ensure accountability at every level, and effectively manage critical stages and key personnel. For key areas, the Board will insist on prior review and the implementation of regulations first. The Board will fully leverage the combined oversight of compliance, audit and disciplinary inspection functions, further improve coordination mechanisms and strengthen supervisory synergy, thereby jointly building a compliance defence line that ensures "daring not to violate, unable to violate, and unwilling to violate".

4. Strengthening capital management to solidify the foundation for development

The Board will prudently formulate and dynamically adjust capital plans and annual capital management plans in light of changes in the macroeconomic environment, regulatory requirements, market conditions and strategic planning. The Board will deepen capital constraint and incentive mechanisms, strictly enforce budget management, promptly optimise and adjust our business structure, enhance the efficiency of resource allocation, and regularly conduct stress tests on capital adequacy to ensure that capital adequacy ratios consistently meet regulatory requirements. Building on the continuous improvement of our internal capital replenishment

capabilities, the Board will continue to explore diversified and sustainable capital replenishment channels, improve dynamic capital replenishment mechanisms, and ensure that capital always meets the needs of business development.

5. Fulfilling social responsibility and enhancing brand image

Adhering to the principle of finance for the people, the Board will fully demonstrate the responsibility of a state-owned bank whilst achieving our own high-quality and sustainable development. The Board will continuously improve consumer rights protection mechanisms, enhance the professionalism and precision of consumer protection work, and effectively strengthen customers' sense of fulfilment, happiness and security. The Board will maintain open communication with stakeholders including the government, local communities, regulators and Shareholders; deepen cooperation between government, banks and enterprises; strengthen community services; implement regulatory requirements; actively address stakeholder concerns; and fully support economic and social development. The Board will consciously integrate social responsibility into the entire process of strategic planning, operational management and business development, achieving synergistic improvements in economic, social and environmental benefits, and establishing a positive image as a responsible bank.

As 2026 marks the inaugural year of the Bank's 15th Five-Year development strategy and a pivotal year for deepening reforms and enhancing quality and efficiency, the Board will remain steadfastly focused on the vision of becoming a "first-class city commercial bank nationwide". By embracing innovative thinking, fostering consensus, reinforcing confidence and proactively adapting to market trends, the Board will strive to create a new chapter of high-quality and sustainable development for the Bank through a higher strategic perspective, a broader vision and more concrete measures.

This report has been reviewed and approved by the tenth meeting of the ninth session of the Board and is hereby submitted to the Annual General Meeting for deliberation.

Proposed amendments to the rules of procedure for Shareholders' General Meetings are detailed as follows:

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Chapter 1 General Provisions	**Chapter 1 General Provisions**	
Article 2 As from the date on which these Rules take effect, these Rules constitute a binding document regulating the Shareholders' Meetings, Shareholders, Directors, ~~**Supervisors,**~~ President and other senior management personnel.	**Article 2** As from the date on which these Rules take effect, these Rules constitute a binding document regulating the Shareholders' Meetings, Shareholders, Directors, President and other senior management personnel.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.
Chapter 2 Functions and Powers of Shareholders' Meetings	**Chapter 2 Functions and Powers of Shareholders' Meetings**	
Article 6 The Shareholders' Meeting is the highest authority of the Bank. It shall exercise the following functions and powers in accordance with the law: (I) to elect and replace Directors ~~**and Supervisors**~~ which are not appointed as employee representatives and to decide on the remuneration of the relevant Directors ~~**and Supervisors**~~; (II) to consider and approve reports made by the Board;	**Article 6** The Shareholders' Meeting is the highest authority of the Bank. It shall exercise the following functions and powers in accordance with the law: (I) to elect and replace Directors which are not appointed as employee representatives and to decide on the remuneration of the relevant Directors; (II) to consider and approve reports made by the Board;	Amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
~~**(III) to consider and approve reports made by the Board of Supervisors;**~~		
(~~IV~~) to consider and approve the Bank's profit distribution plans and loss recovery plans;	**(IV)** to consider and approve the Bank's profit distribution plans and loss recovery plans;	
(~~V~~) to resolve on the increase or reduction in the Bank's registered capital;	**(V)** to resolve on the increase or reduction in the Bank's registered capital;	
(~~VI~~) to resolve on the issuance of bonds or the listing of the Bank;	**(VI)** to resolve on the issuance of bonds or the listing of the Bank;	
(~~VII~~) to resolve on the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;	**(VII)** to resolve on the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;	
(~~VIII~~) to amend the Articles of Association;	**(VIII)** to amend the Articles of Association;	
(~~IX~~) to resolve on the engagement or dismissal of the accounting firm that is responsible for the regular statutory audits of the Bank's financial reports;	**(IX)** to resolve on the engagement or dismissal of the accounting firm that is responsible for the regular statutory audits of the Bank's financial reports;	

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
(~~X~~) in principle, the Bank does not provide any third party with any risk-taking guarantee other than normal business such as letter of guarantees, and if necessary, resolve on such guarantee;	**(IX)** in principle, the Bank does not provide any third party with any risk-taking guarantee other than normal business such as letter of guarantees, and if necessary, resolve on such guarantee;	
(~~XI~~) to consider the purchase and disposal of fixed assets and intangible assets, external investment, acquisition and sale of assets, asset disposal and write-off, pledge of assets, entrusted wealth management, etc. involving an amount exceeding 30% (exclusive) of the Bank's latest audited net assets, as well as especially significant related party transactions, etc.;	**(X)** to consider the purchase and disposal of fixed assets and intangible assets, external investment, acquisition and sale of assets, asset disposal and write-off, pledge of assets, entrusted wealth management, etc. involving an amount exceeding 30% (exclusive) of the Bank's latest audited net assets, as well as especially significant related party transactions, etc.;	
(X~~H~~) to consider and approve matters regarding the change in use of proceeds raised~~.~~	(X**I**) to consider and approve matters regarding the change in use of proceeds raised;	
(X~~HH~~) to consider equity incentive plans and employee stock ownership plans;	(X**II**) to consider equity incentive plans and employee stock ownership plans;	

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
(X~~IV~~) to consider and approve the rules of procedure for Shareholders' Meetings, the Board of Directors ~~and the Board of Supervisors~~;	(X**III**) to consider and approve the rules of procedure for Shareholders' Meetings, **and** the Board of Directors;	
(X~~V~~) to resolve on the purchase of the ~~Company~~'s shares in accordance with the law;	(X**IV**) to resolve on the purchase of the **Bank**'s shares in accordance with the law;	
(X~~VI~~) to consider proposals raised by the Shareholders who hold above 1% of the total voting shares of the Bank;	(X**V**) to consider proposals raised by the Shareholders who hold above 1% of the total voting shares of the Bank;	
(X~~VII~~) to consider other issues which should be decided by the Shareholders' Meeting as stipulated by the laws, administrative regulations, departmental rules or the Articles of Association.	(X**VI**) to consider other issues which should be decided by the Shareholders' Meeting as stipulated by the laws, administrative regulations, departmental rules or the Articles of Association **of the Bank**.	

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Chapter 3 Procedures of Shareholders' Meetings	**Chapter 3 Procedures of Shareholders' Meetings**	
Article 8 The Bank shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following events: (I) the number of Directors is less than the quorum required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association; (II) the outstanding loss of the Bank is at least one-third of the Bank's total paid-up Share capital; (III) Shareholder(s) severally or jointly holding more than 10% shares of the Bank ("**proposing Shareholder(s)**") have requested to convene the meeting; (IV) the Board deems it necessary to convene the meeting;	**Article 8** The Bank shall convene an extraordinary general meeting within two months from the date of occurrence of any of the following events: (I) the number of Directors is less than the quorum required by the Company Law or less than two-thirds of the number stipulated in the Articles of Association; (II) the outstanding loss of the Bank is at least one-third of the Bank's total paid-up Share capital; (III) Shareholder(s) severally or jointly holding more than 10% shares of the Bank ("**proposing Shareholders**") have requested to convene the meeting; (IV) the Board deems it necessary to convene the meeting;	Amended the relevant wordings due to the dissolution of the Board of Supervisors with its authority exercised by the Audit Committee of the Board.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
(V) the Board ~~**of Supervisors**~~ proposes to convene the meeting;	(V) **the Audit Committee of** the Board proposes to convene the meeting;	
(VI) above half of the independent Directors propose to convene the meeting;	(VI) above half of the independent Directors propose to convene the meeting;	
(VII) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, or the Articles of Association of the Bank.	(VII) any other circumstances as stipulated by the laws, administrative regulations, departmental rules, or the Articles of Association of the Bank.	
In the case of item (II) above, the time limit for convening an extraordinary general meeting shall be calculated from the day when the Bank becomes aware of the occurrence of the event.	In the case of item (II) above, the time limit for convening an extraordinary general meeting shall be calculated from the day when the Bank becomes aware of the occurrence of the event.	
In the case of item (III) above, the number of shares held shall be calculated based on the date on which the Shareholders submit the written request.	In the case of item (III) above, the number of shares held shall be calculated based on the date on which the Shareholders submit the written request.	

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Chapter 4 Convening of Shareholders' Meetings	**Chapter 4 Convening of Shareholders' Meetings**	
Article 12 The Board ~~**of Supervisors may**~~ propose to the Board to convene an extraordinary general meeting, and shall put forward such proposal to the Board in writing. The Board shall, pursuant to laws, administrative regulations and the Articles of Association of the Bank, give a written reply on whether or not it agrees to convene such an extraordinary general meeting within 10 days after receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original proposal set forth in the notice shall be subject to approval by the Board ~~**of Supervisors**~~.	**Article 12** The **Audit Committee of the** Board **shall** propose to the Board to convene an extraordinary general meeting, and shall put forward such proposal to the Board in writing. The Board shall, pursuant to laws, administrative regulations and the Articles of Association of the Bank, give a written reply on whether or not it agrees to convene such an extraordinary general meeting within 10 days after receipt of the proposal. If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original proposal set forth in the notice shall be subject to approval by **the Audit Committee of** the Board.	Amended the relevant wordings due to the dissolution of the Board of Supervisors with its authority exercised by the Audit Committee of the Board.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
If the Board does not agree to convene the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general meeting, and the Board ~~**of Supervisors**~~ may convene and preside over the meeting by itself.	If the Board does not agree to convene the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general meeting, and **the Audit Committee of** the Board may convene and preside over the meeting by itself.	

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 13 ~~**Shareholder(s) severally or jointly holding more than 10% shares with voting rights at the meeting to be convened shall have the right to request the Board to convene an extraordinary general meeting or a class meeting, and shall follow the following procedure:**~~ ~~**Shareholder(s) severally or jointly holding more than 10% shares with voting rights at the meeting to be convened shall propose to the Board in writing to convene the extraordinary general meeting or class meeting and specify the topics of the meeting. The Board shall, pursuant to laws, administrative regulations and the Articles of Association of the Bank, give a written reply on whether or not it agrees to convene the extraordinary general meeting or class meeting within 10 days after receipt of the request.**~~ The aforesaid number of shares held shall be calculated based on the date on which the Shareholders submit the written request.	**Article 13** **Shareholders who individually or together hold over ten percent of the shares of the Bank shall propose to convene an extraordinary general meeting to the Board in writing. Within ten days of receiving such proposal, the Board shall provide its written decision as to whether it agrees to convene such meeting in accordance with the laws, administrative regulations and the Articles of Association of the Bank.** The aforesaid number of shares held shall be calculated based on the date on which the Shareholders submit the written request. If the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant Shareholders.	The deleted contents complied with the provisions of the repealed Mandatory Provisions for Companies Listing Overseas ("**Mandatory Provisions**"), and this Article was amended accordingly with reference to Article 54 of the Guidelines on the Articles of Association of Listed Companies and Article 65 of the Articles of Association. **Article 54** Shareholders who individually or together hold over ten percent of the shares of the company (including preferred shares with restored voting rights) shall propose to convene an extraordinary general meeting to the Board of Directors in writing. Within ten days of receiving such proposal, the Board of Directors shall provide its written decision as to whether it agrees to convene such meeting in accordance with the laws, administrative regulations and the Articles of Association.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
If the Board agrees to convene the extraordinary general meeting ~~**or class meeting**~~, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant Shareholders. If the Board does not agree to convene the extraordinary general meeting ~~**or class meeting**~~ or fails to give a written reply within 10 days after receipt of the request, the Shareholder(s) severally or jointly holding more than 10% shares with voting rights at the meeting to be convened shall have the right to request the Board ~~**of Supervisors**~~ to convene an extraordinary general meeting ~~**or class meeting**~~, and shall put forward such request to the Board ~~**of Supervisors**~~ in writing.	If the Board does not agree to convene the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the request, the Shareholder(s) severally or jointly holding more than 10% shares with voting rights at the meeting to be convened shall have the right to request **the Audit Committee of** the Board to convene an extraordinary general meeting, and shall put forward such request to **the Audit Committee of** the Board in writing. If **the Audit Committee of** the Board agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of such request. Any change to the original proposal set forth in the notice shall be approved by the relevant Shareholders.	If the Board of Directors agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board of Directors. Any change to the original request set forth in the notice shall be subject to approval by the relevant Shareholders. If the Board of Directors does not agree to convene the extraordinary general meeting or fails to give a written reply within 10 days after receipt of the request, the Shareholder(s) severally or jointly holding more than 10% shares of the company (including preferred shares with restored voting rights) shall have the right to request the audit committee to convene an extraordinary general meeting, and shall put forward such request to the audit committee in writing.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
If the Board ~~**of Supervisors**~~ agrees to convene the extraordinary general meeting ~~**or class meeting**~~, it shall serve a notice of such meeting within five days after receipt of such request. Any change to the original proposal set forth in the notice shall be approved by the relevant Shareholders. If the Board ~~**of Supervisors**~~ fails to serve the notice of Shareholders' meeting within the prescribed period, it shall be deemed as failing to convene and preside over the Shareholders' meeting, and the Shareholder(s) severally or jointly holding more than 10% shares of the Bank ~~**(such shares have voting rights at the meeting to be convened)**~~ for consecutively 90 days ~~**("convening Shareholder(s)")**~~ may convene and preside over the meeting by themselves.	If **the Audit Committee of** the Board fails to serve the notice of Shareholders' meeting within the prescribed period, it shall be deemed as failing to convene and preside over the Shareholders' meeting, and the Shareholder(s) severally or jointly holding more than 10% shares of the Bank for consecutively 90 days may convene and preside over the meeting by themselves.	If the audit committee agrees to convene the extraordinary general meeting, it shall serve a notice of such meeting within five days after receipt of such request. Any change to the original request set forth in the notice shall be approved by the relevant Shareholders. If the audit committee fails to serve the notice of Shareholders' meeting within the prescribed period, it shall be deemed as failing to convene and preside over the Shareholders' meeting, and the Shareholder(s) severally or jointly holding more than 10% shares of the company (including preferred shares with restored voting rights) for consecutively 90 days may convene and preside over the meeting by themselves.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 14 Where the Board ~~**of Supervisors**~~ or convening Shareholders decide to convene a Shareholders' meeting by itself/themselves, it/they shall notify the Board in writing and file with the ~~**China Banking Regulatory Authority at the location of the Bank and the stock exchange where shares of the Bank are listed**~~ in accordance with relevant regulations. Before the resolution is published at the Shareholders' meeting, the shareholding of convening Shareholders shall not be less than 10%. The convening Shareholders shall, upon issuing a notice of Shareholders' meeting and announcing the resolution thereof, submit the relevant documentation to the ~~**CSRC office at the location of the Bank and the stock exchange**~~.	**Article 14** Where **the Audit Committee of** the Board or convening Shareholders decide to convene a Shareholders' meeting by itself/themselves, it/they shall notify the Board in writing and file with the **regulatory authority** in accordance with relevant regulations. Before the resolution is published at the Shareholders' meeting, the shareholding of convening Shareholders shall not be less than 10%. The **Audit Committee of the Board or the** convening Shareholders shall, upon issuing a notice of Shareholders' meeting and announcing the resolution thereof, submit the relevant documentation to the **regulatory authority in accordance with relevant regulations**.	Amended this Article accordingly with reference to Article 55 of the Guidelines on the Articles of Association of Listed Companies and Article 66 of the Articles of Association. **Article 55** Where the audit committee or Shareholders decide to convene a shareholders' meeting by itself/themselves, it/they shall notify the Board of Directors in writing and file with the stock exchange(s). The audit committee or the convening shareholders shall, upon issuing a notice of Shareholders' meeting and announcing the resolution thereof, submit the relevant documentation to the stock exchange(s). Before the resolution is published at the Shareholders' meeting, the shareholding of convening Shareholders (including preferred shares with restored voting rights) shall not be less than 10%.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 15 With regard to the Shareholders' meeting convened by the Board ~~**of Supervisors**~~ or Shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a Shareholder register as of the shareholding registration date. The convener shall not use the Shareholder register for purpose other than convening a Shareholders' meeting.	**Article 15** With regard to the Shareholders' meeting convened by **the Audit Committee of** the Board or Shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a Shareholder register as of the shareholding registration date. The convener shall not use the Shareholder register for purpose other than convening a Shareholders' meeting.	Amended the relevant wordings due to the dissolution of the Board of Supervisors with its authority exercised by the Audit Committee of the Board.
Article 16 Expenses necessary for a Shareholders' meeting convened by the Board ~~**of Supervisors**~~ or Shareholders by itself/themselves shall be borne by the Bank ~~**and deducted from the monies payable by the Bank to the defaulting Directors**~~.	**Article 16** Expenses necessary for a Shareholders' meeting convened by **the Audit Committee of** the Board or Shareholders by itself/themselves shall be borne by the Bank.	Amended the relevant wordings due to the dissolution of the Board of Supervisors with its authority exercised by the Audit Committee of the Board, and amended with reference to Article 68 of the Articles of Association.
Chapter 5 Proposals and Notices of Shareholders' Meetings	**Chapter 5 Proposals and Notices of Shareholders' Meetings**	
Article 19 Where the Bank convenes a Shareholders' meeting, the Board, the Board ~~**of Supervisors**~~ and Shareholder(s) severally or jointly holding more than 1% shares of the Bank shall be entitled to make proposals to the Bank in writing.	**Article 19** Where the Bank convenes a Shareholders' meeting, the Board, **the Audit Committee of** the Board and Shareholder(s) severally or jointly holding more than 1% shares of the Bank shall be entitled to make proposals to the Bank in writing.	Amended the relevant wordings due to the dissolution of the Board of Supervisors with its authority exercised by the Audit Committee of the Board.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 20 Shareholder(s) severally or jointly holding more than 1% shares of the Bank may submit written interim proposals to the convener 10 days before a Shareholders' meeting is convened. The convener shall serve a supplementary notice of Shareholders' meeting by announcement within two days after receipt of the proposals and announce the contents of the interim proposals, unless the interim proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the functions and powers of the Shareholders' meeting. Save as specified in the preceding paragraph, the convener, after issuing the notice of the Shareholders' meeting, shall neither revise the proposals stated in the notice of Shareholders' meetings nor add new proposals. Proposals not set out in the notice of Shareholders' meeting or not complying with Article 18 of these Rules shall not be voted on or resolved at the Shareholders' meeting.	**Article 20** Shareholder(s) severally or jointly holding more than 1% shares of the Bank may submit written interim proposals to the convener 10 days before a Shareholders' meeting is convened**, and the interim proposals shall have clear subject and specific matters for resolution**. The convener shall serve a supplementary notice of Shareholders' Meeting by announcement within two days after receipt of the proposals and announce the contents of the interim proposals, **and submit such interim proposals to the Shareholders' Meeting for consideration,** unless the interim proposals violate the laws, administrative regulations or provisions of the Articles of Association **of the Bank**, or do not fall within the functions and powers of the Shareholders' meeting. Save as specified in the preceding paragraph, the convener, after issuing the notice of the Shareholders' meeting, shall neither revise the proposals stated in the notice of Shareholders' meetings nor add new proposals.	Amended this Article accordingly with reference to Article 115 of the Companies Law and Article 70 of the Articles of Association. **Article 115** The time and place of a Shareholders' meeting and the matters to be considered at the meeting shall be notified to all Shareholders 20 days before the meeting is held. A notice of extraordinary general meeting shall be notified to all Shareholders 15 days prior to the meeting.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
	Proposals not set out in the notice of Shareholders' meeting or not complying with Article 18 of these Rules shall not be voted on or resolved at the Shareholders' meeting.	Shareholders who severally or jointly hold more than 1% shares of the company may submit written interim proposals to the Board of Directors 10 days before the shareholders' meeting. The interim proposals shall have clear subject and specific matters for resolution. The Board of Directors shall notify other shareholders within two days after receipt of the proposal and submit such interim proposal to the Shareholders' meeting for consideration; unless the interim proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the functions and powers of the Shareholders' meeting. The company shall not increase the shareholding percentage for Shareholders proposing interim proposals. A company that publicly issues shares shall make the notification specified in the preceding two paragraphs in the form of an announcement. The Shareholders' meeting shall not make resolutions on matters not specified in the notice.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 21 The notice of a Shareholders' meeting shall be issued by the convener, which can be the Board, the Board ~~**of Supervisors**~~ or convening Shareholder(s).	**Article 21** The notice of a Shareholders' meeting shall be issued by the convener, which can be the Board, **the Audit Committee of** the Board or convening Shareholder(s).	Amended the relevant wordings due to the dissolution of the Board of Supervisors with its authority exercised by the Audit Committee of the Board.
Article 23 The notice of a Shareholders' meeting shall be made in writing and contain the following contents: (I) the time, venue and duration of the meeting; (II) the matters and proposal to be discussed at the meeting; (III) a prominent statement that a Shareholder ~~**entitled to attend and vote at**~~ the Shareholders' meeting is entitled to appoint one or more proxy/proxies to attend and vote on his/her behalf and such proxy need not be a Shareholder of the Bank;	**Article 23** The notice of a Shareholders' meeting shall be made in writing and contain the following contents: (I) the time, venue and duration of the meeting; (II) the matters and proposal to be discussed at the meeting; (III) a prominent statement that a Shareholder **including all ordinary Shareholders and Shareholders holding special voting shares entitled to attend** the Shareholders' meeting is entitled to appoint one or more proxy/proxies **in writing** to attend and vote on his/her behalf and such proxy need not be a Shareholder of the Bank;	The deleted contents complied with the provisions of Mandatory Provisions, and this Article was amended accordingly with reference to Article 61 of the Guidelines on the Articles of Association of Listed Companies and Article 72 of the Articles of Association. **Article 61** The notice of a Shareholders' meeting shall contain the following contents: (I) the time, venue and duration of the meeting; (II) the matters and proposal to be discussed at the meeting;

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
(IV) the shareholding registration date of Shareholders entitled to attend the Shareholders' meeting.	(IV) the shareholding registration date of Shareholders entitled to attend the Shareholders' meeting;	(III) a prominent statement that Shareholders including all ordinary Shareholders (including preferred shares with restored voting rights) and Shareholders holding special voting shares entitled to attend the Shareholders' meeting is entitled to appoint proxy(ies) in writing to attend and vote on his/her/their behalf and such proxy need not be a Shareholder of the company;
(V) ~~**all necessary information and explanation to enable Shareholders to make informed decisions on the matters to be discussed. This means that when the following matters, which shall include, but shall not be limited to: any merger, Share repurchase, Share capital reorganization or other change in the structure of the Bank, are involved, the detailed terms of the proposed transaction, copies of the proposed agreement (if any) and detailed explanation as to the cause and effect of such a proposed transaction shall be provided;**~~	(V) the name and phone number of the contact person of the meeting; **(VI) specify the time and procedure for online voting or other means;** (**VII**) other requirements stipulated by laws **and** regulations, regulatory rules and the Articles of Association of the Bank.	(IV) the shareholding registration date of Shareholders entitled to attend the Shareholders' meeting; (V) the name and phone number of the contact person of the meeting; (VI) specify the time and procedure for online voting or other means.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
~~(VI) if any of the Directors, Supervisors or senior management personnel have material interest in the matters to be discussed, they shall disclose the nature and extent of such interest; and if the effects of the matters to be discussed have a different effect on a Director, Supervisor or senior management member as Shareholders compared to other Shareholders of that same class, they shall explain this difference;~~ ~~(VII) the full text of any proposed special resolution to be voted on at the meeting;~~ ~~(VIII) the time and address for serving the power of attorney for the voting proxy for the meeting;~~ ~~(IX)~~ the name and phone number of the contact person of the meeting; ~~(X)~~ other requirements stipulated by laws, regulations, regulatory rules and the Articles of Association of the Bank.		

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 26 If the election of Directors ~~**or Supervisors**~~ is proposed to be discussed at a Shareholders' meeting, the notice of such meeting shall adequately disclose the detailed information of the Director ~~**or Supervisor**~~ candidates, which information shall at least include: …… (V) information of the Directors ~~**or Supervisors**~~ appointed or re-designated that shall be disclosed according to the provisions of the Listing Rules. Unless a Director ~~**or Supervisor**~~ is elected via the accumulative voting system, each candidate for Director ~~**or Supervisor**~~ shall be proposed via a single proposal.	**Article 26** If the election of Directors is proposed to be discussed at a Shareholders' meeting, the notice of such meeting shall adequately disclose the detailed information of the Director candidates, which information shall at least include: …… (V) information of the Directors appointed or re-designated that shall be disclosed according to the provisions of the Listing Rules. Unless a Director is elected via the accumulative voting system, each candidate for Director shall be proposed via a single proposal.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Chapter 6 Holding of Shareholders' Meetings	**Chapter 6 Holding of Shareholders' Meetings**	
Article 28 The venue of Shareholders' meeting of the Bank is the domicile of the Bank or other place specified in the notice of Shareholders' meeting.	**Article 28** The venue of Shareholders' meeting of the Bank is the domicile of the Bank or other place specified in the notice of Shareholders' meeting. **Shareholders' meetings shall be held onsite at the venue.** **The Bank may also, when conditions are ripe, provide network or any other means for its Shareholders to conveniently participate in Shareholders' meetings. Shareholders participating in a Shareholders' meeting by the aforementioned means shall be deemed to have attended such meeting.**	Amended with reference to Article 61 of the Articles of Association. **Article 61** The venue of Shareholders' meeting of the Bank is the domicile of the Bank or other place specified in the notice of Shareholders' meeting. Shareholders' meetings shall be held onsite at the venue. The Bank may also, when conditions are ripe, provide network or any other means for its Shareholders to conveniently participate in Shareholders' meetings. Shareholders participating in a Shareholders' meeting by the aforementioned means shall be deemed to have attended such meeting.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 30 …… Where a major Shareholder appoints a proxy to attend the Shareholders' meeting, the proxy shall be a person other than that major Shareholders and their related parties, parties acting in concert, Directors ~~**and Supervisors**~~ nominated by that Shareholder. A major Shareholder shall not accept proxies from non-related parties or parties acting in concert to attend the Shareholders' meeting.	**Article 30** …… Where a major Shareholder appoints a proxy to attend the Shareholders' meeting, the proxy shall be a person other than that major Shareholders and their related parties, parties acting in concert, **and** Directors nominated by that Shareholder. A major Shareholder shall not accept proxies from non-related parties or parties acting in concert to attend the Shareholders' meeting.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 31 The power of attorney issued by a Shareholder to appoint a proxy to attend a Shareholders' meeting shall be in written form and specify: (I) ~~**the names of proxies and number of shares they represent;**~~ (II) ~~**whether they have the right to vote;**~~ (III) directive to vote for or against or abstain from voting ~~**on each**~~ and every issue considered in the agenda of the Shareholders' meeting; (IV) the date of issue and validity period of the power of attorney~~;~~	**Article 31** The power of attorney issued by a Shareholder to appoint a proxy to attend a Shareholders' meeting shall be in written form and specify: (I) **name of the principal and class and quantity of shares held thereby in the Bank;** (II) **the names of the authorized proxies;** (III) **specific instructions of the Shareholder, including** directive to vote for or against or abstain from voting and every issue considered in the agenda of the Shareholders' meeting; (IV) the date of issue and validity period of the power of attorney**.**	The deleted contents complied with the provisions of Mandatory Provisions, and this Article was amended accordingly with reference to Article 67 of the Guidelines on the Articles of Association of Listed Companies and Article 79 of the Articles of Association. **Article 67** Shareholder to appoint a proxy to attend a Shareholders' meeting shall be in written form and specify: (I) name of the principal and class and quantity of shares held thereby of the company; (II) the names of the proxies; (III) specific instructions of the Shareholder, including directive to vote for or against or abstain from voting and every issue considered in the agenda of the shareholders' meeting; (IV) the date of issue and validity period of the power of attorney;

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
		(V) the signature (or seal) of a proxy is required. If the proxy is a corporate Shareholder, the seal of the legal entity shall also be affixed.
Article 32 **The** signature ~~**(or seal)**~~ of a proxy is required~~**. I**~~f the proxy is a corporate Shareholder, the legal representative of the proxy shall affix his/her signature and the company seal~~ **~~of the legal representative~~**. ~~**Such a power of attorney shall specify that in default of directives from the Shareholder, the proxy may vote as he/she thinks fit**~~.	**Article 32** **Where the** signature of a proxy **(Shareholder)** is required**, i**f the proxy is a corporate Shareholder, the legal representative of the proxy shall affix his/her signature and the company seal.	Amended this Article accordingly with reference to Article 67 of the Guidelines on the Articles of Association of Listed Companies and Article 79 of the Articles of Association. **Article 67** …… (V) the signature (or seal) of a proxy is required. If the proxy is a corporate Shareholder, the seal of the legal entity shall also be affixed.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 33 The power of attorney for voting shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time. Where such a power of attorney is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the domicile of the Bank or such other place as specified in the notice of meeting. ~~**Where the principal is a corporate Shareholder, its legal representative or a person authorized by the Board or other decision-making body shall attend the Shareholders' general meeting of the Bank on its behalf.**~~	**Article 33** The power of attorney for voting **by proxy** shall be deposited at the domicile of the Bank or such other place as specified in the notice of meeting at least 24 hours prior to the meeting at which the proxy is authorized to vote or 24 hours before the scheduled voting time. Where such a power of attorney **for voting by proxy** is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the power of attorney for voting, be deposited at the domicile of the Bank or such other place as specified in the notice of meeting.	The deleted contents complied with the provisions of Mandatory Provisions, and this Article was amended accordingly with reference to Article 68 of the Guidelines on the Articles of Association of Listed Companies and Article 80 of the Articles of Association. **Article 68** Where such a power of attorney for voting by proxy is signed by a person authorized by the principal, the power of attorney authorizing signature or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents, and the power of attorney for voting shall be deposited at the domicile of the company or such other place as specified in the notice of meeting.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 34 The Bank shall be responsible for preparing an attendance register. The attendance register shall state the names (or corporate names), identity card numbers ~~**and addresses**~~ of the attendees, the number of voting shares held or represented by them, names (or corporate names) of the principals and so on.	**Article 34** The Bank shall be responsible for preparing an attendance register. The attendance register shall state the names (or corporate names), identity card numbers of the attendees, the number of voting shares held or represented by them, names (or corporate names) of the principals and so on.	Amended this Article accordingly with reference to Article 69 of the Guidelines on the Articles of Association of Listed Companies and Article 82 of the Articles of Association. **Article 69** The company shall be responsible for preparing an attendance register. The attendance register shall state the names (or corporate names), identity card numbers of the attendees, the number of voting shares held or represented by them, names (or corporate names) of the principals and so on.
Article 35 ~~**When the Shareholders' meeting is being convened, the Directors, Supervisors and secretary of the Board of the Bank shall attend the meeting, and the President and other senior management personnel shall be present at the meeting without voting rights.**~~	**Article 35** **Where the Shareholders' meeting requires the Directors and senior management personnel to be present at the meeting, Directors and senior management personnel shall be present and accept inquiries from Shareholders.**	The deleted contents complied with the provisions of Mandatory Provisions, and this Article was amended accordingly with reference to Article 71 of the Guidelines on the Articles of Association of Listed Companies and Article 84 of the Articles of Association. **Article 71** Where the Shareholders' meeting requires the Directors and senior management personnel to be present at the meeting, Directors and senior management personnel shall be present and accept inquiries from shareholders.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 36 The Board~~, the Board of Supervisors~~ of the Bank and other conveners shall take necessary measures to ensure the solemnity and proper order of the Shareholders' meeting. The Bank shall have the right to reject persons, other than Shareholders (or proxies), Directors, ~~Supervisors,~~ senior management personnel, secretary of the Board, appointed lawyer(s) and persons invited by the Board, to enter the meeting venue. The Bank shall take measures to stop any act disturbing the order of the Shareholders' meeting, seeking trouble or infringing upon the legitimate rights and interests of other Shareholders, and shall responsively report such act to relevant authorities for investigation and treatment.	**Article 36** The Board of the Bank and other conveners shall take necessary measures to ensure the solemnity and proper order of the Shareholders' meeting. The Bank shall have the right to reject persons, other than Shareholders (or proxies), Directors, senior management personnel, secretary of the Board, appointed lawyer(s) and persons invited by the Board, to enter the meeting venue. The Bank shall take measures to stop any act disturbing the order of the Shareholders' meeting, seeking trouble or infringing upon the legitimate rights and interests of other Shareholders, and shall responsively report such act to relevant authorities for investigation and treatment.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 39 A Shareholders' meeting convened by the Board shall be ~~**chaired and**~~ presided over by the chairman of the Board~~**; i**~~n the event that the chairman is incapable of performing or is not performing his/her duties, the vice chairman (the vice chairman jointly elected by a majority of the Directors if there are two or more vice chairmen) shall ~~**chair**~~ the meeting; in the event that the vice chairman is incapable of performing or is not performing his/her duties, a Director of the Bank jointly nominated by a majority of the Directors shall ~~**chair and**~~ preside over the meeting~~**; if no chairman of the meeting is appointed, the attending Shareholders may elect a person to chair the meeting**~~.	**Article 39** A Shareholders' meeting convened by the Board shall be presided over by the chairman of the Board**.** **I**n the event that the chairman is incapable of performing or is not performing his/her duties, the vice chairman (the vice chairman jointly elected by a majority of the Directors if there are two or more vice chairmen) shall **preside over** the meeting; in the event that the vice chairman is incapable of performing or is not performing his/her duties, a Director of the Bank jointly nominated by a majority of the Directors shall preside over the meeting. A Shareholders' meeting convened by **the Audit Committee of** the Board on its own initiative shall be **convened** and presided over by the **Chairperson of the Audit Committee** of the Board. If the **Chairperson of the Audit Committee** of the Board is incapable of performing or is not performing his/her duties, a **member of the Audit Committee of the Board** jointly recommended by a majority of **members of the Audit Committee of the Board** shall preside over the meeting.	The deleted contents complied with the provisions of Mandatory Provisions, and this Article was amended accordingly with reference to Article 72 of the Guidelines on the Articles of Association of Listed Companies and Article 84 of the Articles of Association. **Article 72** A Shareholders' meeting shall be presided over by the chairman of the Board of Directors. In the event that the chairman is incapable of performing or is not performing his/her duties, the vice chairman (the vice chairman jointly elected by a majority of the Directors if there are two or more vice chairmen in the company) shall preside over the meeting; in the event that the vice chairman is incapable of performing or is not performing his/her duties, a Director jointly nominated by a majority of the Directors shall preside over the meeting.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
A Shareholders' meeting convened by the Board ~~**of Supervisors**~~ on its own initiative shall be ~~**chaired**~~ and presided over by the ~~**chairman**~~ of the Board ~~**of Supervisors**~~. If the ~~**chairman**~~ of the Board ~~**of Supervisors**~~ is incapable of performing or is not performing his/her duties, a ~~**Supervisor of the Bank**~~ jointly recommended by a majority of ~~**the Supervisors**~~ shall ~~**chair and**~~ preside over the meeting. A Shareholders' meeting convened by the Shareholders on their own initiative shall be ~~**chaired and**~~ presided over by a representative elected by the convener. When a Shareholders' meeting is held and the presider of the meeting violates these rules of procedure which makes it difficult for the Shareholders' meeting to continue, the Shareholders in the Shareholders' meeting may elect one person to act as the presider of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the Shareholders with voting rights who are present at the meeting.	A Shareholders' meeting convened by the Shareholders on their own initiative shall be presided over by **the convener or** a representative elected by the convener. When a Shareholders' meeting is held and the presider of the meeting violates these rules of procedure which makes it difficult for the Shareholders' meeting to continue, the Shareholders in the Shareholders' meeting may elect one person to act as the presider of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the Shareholders with voting rights who are present at the meeting.	A shareholders' meeting convened by the audit committee on its own initiative shall be presided over by the convener of the audit committee. If the convener of the audit committee is incapable of performing or is not performing his/her duties, a member of the audit committee jointly recommended by a majority of members of the audit committee shall preside over the meeting. A shareholders' meeting convened by the Shareholders on their own initiative shall be presided over by the convener or a representative elected by the convener. When a Shareholders' meeting is held and the presider of the meeting violates these rules of procedure which makes it difficult for the Shareholders' meeting to continue, the Shareholders in the Shareholders' meeting may elect one person to act as the presider of the meeting to continue the meeting so long as the proposed chairman has the consent of more than half of the Shareholders with voting rights who are present at the meeting.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 40 At an annual general meeting, the Board ~~**and the Board of Supervisors**~~ shall report to the Shareholders' meeting about their work in the past year, and independent Directors shall also make his/her work report.	**Article 40** At an annual general meeting, the Board shall report to the Shareholders' meeting about their work in the past year, and independent Directors shall also make his/her work report.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.
Article 42 Unless the trade secrets of the Bank are involved and cannot be disclosed at the Shareholders' meeting, the Directors~~**, Supervisors**~~ and senior management personnel shall make explanations in relation to the inquiries and suggestions made by Shareholders at Shareholders' meetings.	**Article 42** Unless the trade secrets of the Bank are involved and cannot be disclosed at the Shareholders' meeting, the Directors and senior management personnel shall make explanations in relation to the inquiries and suggestions made by Shareholders at Shareholders' meetings.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Chapter 7 Voting and Resolutions	**Chapter 7 Voting and Resolutions**	
Article 45 The following matters shall be approved by an ordinary resolution at a Shareholders' meeting: (I) work reports of the Board~~ **and the Board of Supervisors**~~; (II) profit distribution plans and loss recovery plans proposed by the Board; (III) appointment, dismissal, remuneration and payment method of the members of the Board~~ **and members of the Board of Supervisors**~~; (IV) the annual reports of the Bank; (V) matters other than those required by the laws~~, **administrative** regulations~~ or the Articles of Association of the Bank to be approved by a special resolution.	**Article 45** The following matters shall be approved by an ordinary resolution at a Shareholders' meeting: (I) work reports of the Board; (II) profit distribution plans and loss recovery plans proposed by the Board; (III) appointment, dismissal, remuneration and payment method of the members of the Board; (IV) the annual reports of the Bank; (V) matters other than those required by the laws **and** regulations**, regulatory rules** or the Articles of Association of the Bank to be approved by a special resolution.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 46 The following matters shall be approved by a special resolution at a Shareholders' meeting: (I) an increase or reduction in the registered capital ~~**and the issuance of any class of shares, warrants and other similar securities**~~ of the Bank; (II) the division, merger, dissolution and liquidation, or change of the form of organization of the Bank; (III) the issuance of bonds or listing of the Bank; (IV) amendments to the Articles of Association of the Bank; (V) the purchases or sales of major assets or guarantees in a year with the transaction amount exceeding 30% of the Bank's latest audited total assets; (VI) equity incentive plans;	**Article 46** The following matters shall be approved by a special resolution at a Shareholders' meeting: (I) an increase or reduction in the registered capital of the Bank; (II) the division, **spin-off,** merger, dissolution and liquidation, or change of the form of organization of the Bank; (III) the issuance of bonds or listing of the Bank; (IV) amendments to the Articles of Association of the Bank; (V) the purchases or sales of major assets or guarantees in a year with the transaction amount exceeding 30% of the Bank's latest audited total assets; (VI) equity incentive plans; (VII) dismissal of independent Directors;	The deleted contents complied with the provisions of Mandatory Provisions, and this Article was amended accordingly with reference to Article 82 of the Guidelines on the Articles of Association of Listed Companies and Article 94 of the Articles of Association. **Article 82** The following matters shall be approved by a special resolution at a Shareholders' meeting: (I) an increase or reduction in the registered capital of the company; (II) the division, spin-off, merger, dissolution and liquidation of the company; (III) amendments to the Articles of Association; (IV) the purchases or sales of major assets or guarantees provided to others in a year with the transaction amount exceeding 30% of the company's latest audited total assets;

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
(VII) ~~**repurchase of the Bank's shares;**~~ ~~**(VIII)**~~ dismissal of independent Directors; ~~**(IX)**~~ other matters that are specified by laws~~,~~ ~~**administrative**~~ regulations or the Articles of Association of the Bank to be adopted by a special resolution and that, resolved by the Shareholders' meeting by an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.	(**VIII**) other matters that are specified by laws **and** regulations**, regulatory rules** or the Articles of Association of the Bank to be adopted by a special resolution and that, resolved by the Shareholders' meeting by an ordinary resolution, may have a material effect on the Bank and should therefore be adopted by a special resolution.	(V) equity incentive plans; (VI) other matters that are specified by laws, administrative regulations or the Articles of Association to be adopted by a special resolution and that, resolved by the Shareholders' meeting by an ordinary resolution, may have a material effect on the company and should therefore be adopted by a special resolution.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 47 A Shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights he/she represents. Each Share shall have one vote. Shares held by the Bank have no voting rights and shall be excluded from the total number of voting shares represented by the Shareholders attending the Shareholders' meeting. Pursuant to the laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed, Hong Kong Listing Rules and the Articles of Association, if any Shareholder must abstain from voting on any resolution or is restricted to declaring only affirmative vote or only dissenting vote on any resolution, then any vote declared by the said Shareholder or proxy thereof against the aforesaid provision or restriction shall not be counted in the voting result.	**Article 47** A Shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights he/she represents. Each Share shall have one vote. Shares held by the Bank have no voting rights and shall be excluded from the total number of voting shares represented by the Shareholders attending the Shareholders' meeting. Pursuant to the laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed, Hong Kong Listing Rules and the Articles of Association **of the Bank**, if any Shareholder must abstain from voting on any resolution or is restricted to declaring only affirmative vote or only dissenting vote on any resolution, then any vote declared by the said Shareholder or proxy thereof against the aforesaid provision or restriction shall not be counted in the voting result.	Amended the wordings with reference to the Article 95 of the Articles of Association. **Article 95** A Shareholder (including his/her proxy) shall exercise his/her voting rights based on the number of shares with voting rights he/she represents. Each Share shall have one vote. Shares held by the Bank have no voting rights and shall be excluded from the total number of voting shares represented by the Shareholders attending the Shareholders' meeting. Pursuant to the laws, administrative regulations, rules governing securities of the place where shares of the Bank are listed, Hong Kong Listing Rules and the Articles of Association, if any Shareholder must abstain from voting on any resolution or is restricted to declaring only affirmative vote or only dissenting vote on any resolution, then any vote declared by the said Shareholder or proxy thereof against the aforesaid provision or restriction shall not be counted in the voting result.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
The Board, independent Directors and qualified Shareholders may collect voting rights from Shareholders ~~**in accordance with the Articles of Association of the Bank and the provisions of these Rules**~~.	The Board, independent Directors and qualified Shareholders **of the Bank** may **openly** collect voting rights from Shareholders. **They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from Shareholders. It is prohibited to collect voting rights from Shareholders with compensation or compensation in disguised form. The Bank shall not set minimum shareholding percentage limit for collection of voting rights.**	The Board, independent Directors and qualified Shareholders may openly collect voting rights from Shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from Shareholders. It is prohibited to collect voting rights from Shareholders with compensation or compensation in disguised form. The Bank shall not set minimum shareholding percentage limit for collection of voting rights.
Article 50 Unless the Bank is in a crisis or any special circumstance, the Bank shall not enter into any contract with anyone other than a Director~~**, Supervisor**~~ or senior management personnel to have all or significant part of the Bank's business in the care of such person, unless approved by the Shareholders at a Shareholders' meeting by way of special resolution ~~**in advance**~~.	**Article 50** Unless the Bank is in a crisis or any special circumstance, the Bank shall not enter into any contract with anyone other than a Director or senior management personnel to have all or significant part of the Bank's business in the care of such person, unless approved by the Shareholders at a Shareholders' meeting by way of special resolution.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 51 List of Director ~~**or Supervisor**~~ candidates shall be submitted by way of proposal to the Shareholders' meetings for voting. Resolutions in respect of the election of Directors ~~**or Supervisors**~~ may be passed by way of accumulative voting pursuant to the Articles of Association of the Bank or resolution of the Shareholders' meeting. The accumulative voting system referred to in the preceding paragraph means that, in the election of Directors ~~**or Supervisors**~~ at the Shareholders' meeting, each Share shall be entitled to the number of votes equivalent to the number of Directors ~~**or Supervisors**~~ to be elected at the Shareholders' meeting, and Shareholders may consolidate their votes for one or more Directors ~~**or Supervisors**~~, i.e. the number of votes each Shareholder is entitled to shall be equal to the number of shares held by the Shareholder multiplied by the number of Directors to be elected, and Shareholders may cast all their votes either collectively in favour of one Director ~~**or Supervisor**~~ candidate or separately in favour of a number of Director ~~**or Supervisor**~~ candidates. As such, those who have got more votes shall be elected at the Shareholders' meeting.	**Article 51** List of Director candidates shall be submitted by way of proposal to the Shareholders' meetings for voting. Resolutions in respect of the election of Directors may be passed by way of accumulative voting pursuant to the Articles of Association of the Bank or resolution of the Shareholders' meeting. The accumulative voting system referred to in the preceding paragraph means that, in the election of Directors at the Shareholders' meeting, each Share shall be entitled to the number of votes equivalent to the number of Directors to be elected at the Shareholders' meeting, and Shareholders may consolidate their votes for one or more Directors, i.e. the number of votes each Shareholder is entitled to shall be equal to the number of shares held by the Shareholder multiplied by the number of Directors to be elected, and Shareholders may cast all their votes either collectively in favour of one Director candidate or separately in favour of a number of Director candidates. As such, those who have got more votes shall be elected at the Shareholders' meeting.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
The Board shall announce bibliographical details and basic information about the Director ~~**or Supervisor**~~ candidates to Shareholders.	The Board shall announce bibliographical details and basic information about the Director candidates to Shareholders.	
Article 52 The method and procedure for nominating of candidates for Directors ~~**and Supervisors**~~ required to be elected and replaced at the Shareholders' meeting of the Bank are: (I) The Nomination and Remuneration Committee of the Board and the Shareholders severally or jointly holding more than 3% of the Bank's total shares with voting rights may propose candidates for non-independent Directors according to the number of non-independent Directors to be elected to the extent of the number specified by the Articles of Association of the Bank; the nomination methods of independent Director candidates are set forth in Article 1~~72~~ of the Articles of Association of the Bank. The number of nominees shall comply with the Articles of Association.	**Article 52** The method and procedure for nominating of candidates for Directors required to be elected and replaced at the Shareholders' meeting of the Bank are: (I) The Nomination and Remuneration Committee of the Board and the Shareholders severally or jointly holding more than 3% of the Bank's total shares with voting rights may propose candidates for non-independent Directors according to the number of non-independent Directors to be elected to the extent of the number specified by the Articles of Association of the Bank; the nomination methods of independent Director candidates are set forth in Article 1**40** of the Articles of Association of the Bank. The number of nominees shall comply with the Articles of Association.	Deleted the relevant contents of Supervisors and amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
~~**The Board of Supervisors and the Shareholders severally or jointly holding more than 3% of the Bank's total shares with voting rights may propose for Shareholder Supervisors according to the number of Supervisors to be elected to the extent of the number specified by the Articles of Association of the Bank; the nomination methods of external Supervisors candidates are set forth in Article 253 of the Articles of Association. The number of nominees shall comply with the Articles of Association.**~~ ~~**A Shareholder and his/her related party shall not nominate candidates for Directors and Supervisors to the Shareholders' general meeting at the same time; where a candidate for Director (Supervisor) nominated by a Shareholder and his/her related party has been approved to sit on the Board or the Board of Supervisors, the Shareholder shall not nominate any other candidate for Director (Supervisor) until the term of office of the Director (Supervisor) expires;**~~	<u>G</u>enerally, the number of candidates for Directors nominated by a Shareholder and his/her related party shall not exceed one-third of the number of members of the Board, except as otherwise prescribed by the State. (II) The Nomination and Remuneration Committee of the Board shall make preliminary examination on the qualifications and conditions of the Director candidates, and submit the qualified candidates to Board for consideration. Upon approval by the Board, the list of Director candidates shall be submitted as a written proposal to the Shareholders' meeting. The Board shall disclose to the Shareholders such information about the Director candidates as sufficient for the Shareholders in voting for the candidates.	

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
~~**and, g**~~enerally, the number of candidates for Directors nominated by a Shareholder and his/her related party shall not exceed one-third of the number of members of the Board, except as otherwise prescribed by the State. (II) The Nomination and Remuneration Committee of the Board ~~**and the Nomination Committee of the Board of Supervisors**~~ shall make preliminary examination on the qualifications and conditions of the Director ~~**or Supervisor**~~ candidates, and submit the qualified candidates to Board ~~**or the Board of Supervisors**~~ for consideration. Upon approval by the Board ~~**or the Board of Supervisors**~~, the list of Director ~~**or Supervisor**~~ candidates shall be submitted as a written proposal to the Shareholders' meeting. The Board ~~**and the Board of Supervisors**~~ shall disclose to the Shareholders such information about the Director ~~**or Supervisory**~~ candidates as sufficient for the Shareholders in voting for the candidates.	(III) The Director candidates shall prior to the Shareholders' meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfill the duties as Director if elected. (IV) In the event of a temporary vacancy of Directors, the Nomination and Remuneration Committee of the Board or Shareholders qualified for nomination shall nominate the candidates and propose them to the Board – for consideration, and to the Shareholders' meeting for election or replacement. (V) Under the accumulative voting system, independent Directors and other Board members shall be elected separately.	

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
(III) The Director ~~**or Supervisor**~~ candidates shall prior to the Shareholders' meeting provide written undertakings that they accept the nominations, that the information announced about them is true and adequate, and that they will diligently fulfill the duties as Director ~~**or Supervisor**~~ if elected. (IV) In the event of a temporary vacancy of Directors ~~**or Supervisors**~~, the Nomination and Remuneration Committee of the Board~~**, the Board of Supervisors**~~ or Shareholders qualified for nomination shall nominate the candidates and propose them to the Board ~~**or the Board of Supervisors**~~ – for consideration, and to the Shareholders' meeting for election or replacement. (V) Under the accumulative voting system, independent Directors and other Board members shall be elected separately.	(VI) Save under the accumulative voting system, the Shareholders' meeting shall vote on the Director candidates separately. If the shares with voting rights held by Controlling Shareholders exceed 30% of the Bank's total shares, the Shareholders' meeting shall apply the accumulative voting system in the election of Directors according to Article **98 of the Articles of Association of the Bank**.	

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
(VI) Save under the accumulative voting system, the Shareholders' meeting shall vote on the Director ~~**and Supervisor candidates**~~ separately. If the shares with voting rights held by Controlling Shareholders exceed 30% of the Bank's total shares, the Shareholders' general meeting shall apply the accumulative voting system in the election of Directors ~~**and Supervisors**~~ according to Article ~~**51 of these Rules**~~.		

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 59 Before proposals are voted on at the Shareholders' meeting, two Shareholder representatives shall be appointed to count, and monitor counting of, the votes. Where any Shareholder has interests in any matter considered, the said Shareholder or proxy thereof shall not participate in counting and monitoring of votes. When proposals are voted on at the Shareholders' meeting, the lawyer, Shareholder representative~~**, Supervisor representative**~~ and the Bank's accounting firm appointed according to the Listing Rules, Share registrar, or external accountant qualified as auditor shall be jointly responsible for the counting and monitoring of the votes as the scrutineer, and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.	**Article 59** Before proposals are voted on at the Shareholders' meeting, two Shareholder representatives shall be appointed to count, and monitor counting of, the votes. Where any Shareholder has interests in any matter considered, the said Shareholder or proxy thereof shall not participate in counting and monitoring of votes. When proposals are voted on at the Shareholders' meeting, the lawyer, Shareholder representative and the Bank's accounting firm appointed according to the Listing Rules, Share registrar, or external accountant qualified as auditor shall be jointly responsible for the counting and monitoring of the votes as the scrutineer, and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.	Amended the relevant wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 60 ~~**T**~~he presider of the meeting shall announce the voting information and result on each proposal and, according to the voting result, on whether such proposal is passed. ~~**His/her decision, which shall be final and conclusive, shall be announced at the meeting and recorded in the meeting minutes.**~~ Before the voting result is announced, the relevant parties including the Bank, counting officer, scrutineer ~~**and Substantial**~~ Shareholders involved in the voting process shall have the confidentiality obligation.	**Article 60** **A Shareholders' meeting shall not conclude earlier at the venue than over the network or otherwise, t**he presider of the meeting shall announce the voting information and result on each proposal and, according to the voting result, on whether such proposal is passed. Before the voting result is announced, the relevant parties including the Bank, counting officer, scrutineer**,** Shareholders **and network service provider** involved in the voting process shall have the confidentiality obligation.	The deleted contents complied with the provisions of Mandatory Provisions, and this Article was amended accordingly with reference to Article 92 of the Guidelines on the Articles of Association of Listed Companies and Article 107 of the Articles of Association. **Article 92** A Shareholders' meeting shall not conclude earlier at the venue than over the network or otherwise, the presider of the meeting shall announce the voting information and result on each proposal and, according to the voting result, on whether such proposal is passed. Before the voting result is announced, the relevant parties including the company, counting officer, scrutineer, Shareholders and network service provider involved at the venue of the Shareholders' meeting, over the network or otherwise shall have the confidentiality obligation.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 62 If the presider of the meeting has any doubt as to the result of a resolution which has been put to vote on at the Shareholders' meeting, he/she may organize the counting of the votes. If the presider of the meeting has not counted the votes, any Shareholder who is present in person or by proxy and who objects to the result announced by the presider of the meeting may, immediately after the announcement of the voting result, demand that the votes be counted, and the presider of the meeting shall organize the counting of the votes immediately. If votes are counted at a Shareholders' meeting, the counting result shall be recorded in the meeting minutes. ~~**The meeting minutes shall be kept in the domicile of the Bank together with the signature list of Shareholders attending the meeting and the power of attorney for attendance by proxy.**~~	**Article 62** If the presider of the meeting has any doubt as to the result of a resolution which has been put to vote on at the Shareholders' meeting, he/she may organize the counting of the votes. If the presider of the meeting has not counted the votes, any Shareholder who is present in person or by proxy and who objects to the result announced by the presider of the meeting may, immediately after the announcement of the voting result, demand that the votes be counted, and the presider of the meeting shall organize the counting of the votes immediately. If votes are counted at a Shareholders' meeting, the counting result shall be recorded in the meeting minutes.	The deleted contents complied with the provisions of Mandatory Provisions, and this Article was amended accordingly with reference to Article 95 of the Guidelines on the Articles of Association of Listed Companies and Article 109 of the Articles of Association. **Article 95** Resolutions for the Shareholders' meeting shall be announced in due time. The announcement shall specify the number of attending Shareholders and their proxies, the total number of voting shares held by them and the proportion of these shares to the total number of the voting shares of the company, the voting method, the voting result of each resolution and the details of each of the resolutions passed.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
	Resolutions for the Shareholders' meeting shall be announced in due time. The announcement shall specify the number of attending Shareholders and their proxies, the total number of voting Shares held by them and the proportion of these Shares to the total number of the voting Shares of the Bank, the voting method, the voting result of each resolution and the details of each of the resolutions passed.	
Article 63 The convener shall ensure that a Shareholders' meeting is held continuously until final resolutions are arrived at. If the Shareholders' meeting is suspended or fails to reach any resolution due to force majeure or for other special reasons, the convener shall take necessary measures to resume the Shareholders' meeting as soon as possible or directly terminate the Shareholders' meeting and make a responsive announcement in accordance with laws, regulations and rules governing securities of the place where shares of the Bank are listed. Meanwhile, the convener shall report to ~~**the China Banking Regulatory Authority at the location of the Bank**~~.	**Article 63** The convener shall ensure that a Shareholders' meeting is held continuously until final resolutions are arrived at. If the Shareholders' meeting is suspended or fails to reach any resolution due to force majeure or for other special reasons, the convener shall take necessary measures to resume the Shareholders' meeting as soon as possible or directly terminate the Shareholders' meeting and make a responsive announcement in accordance with laws, regulations and rules governing securities of the place where shares of the Bank are listed. Meanwhile, the convener shall report to **regulatory authorities**.	Amended the wordings with reference to the Article 91 of the Articles of Association. **Article 91** The convener shall ensure that a Shareholders' meeting is held continuously until final resolutions are arrived at. If the Shareholders' meeting is suspended or fails to reach any resolution due to force majeure or for other special reasons, the convener shall take necessary measures to resume the Shareholders' meeting as soon as possible or directly terminate the Shareholders' meeting and make a responsive announcement in accordance with laws, regulations and rules governing securities of the place where shares of the Bank are listed. Meanwhile, the convener shall report to regulatory authorities.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Chapter 8 Minutes and Announcement of Resolutions of the Shareholders' Meeting	**Chapter 8 Minutes and Announcement of Resolutions of the Shareholders' Meeting**	
Article 64 The Shareholders' meetings shall have meeting minutes, which shall be in the charge of the secretary of the Board. The meeting minutes shall specify: (I) the time, venue and agenda of the meeting, and the name of the convener; (II) the names of the presider of the meeting, and the Directors, ~~**Supervisors,**~~ President and other senior management personnel ~~**attending, or**~~ present without voting rights, at the meeting; ……	**Article 64** The Shareholders' meetings shall have meeting minutes, which shall be in the charge of the secretary of the Board. The meeting minutes shall specify: (I) the time, venue and agenda of the meeting, and the name of the convener; (II) the names of the presider of the meeting, and the Directors, President and other senior management personnel present without voting rights, at the meeting; ……	Amended this Article accordingly with reference to Article 77 of the Guidelines on the Articles of Association of Listed Companies and Article 89 of the Articles of Association. **Article 77** The Shareholders' meetings shall have meeting minutes, which shall be in the charge of the secretary of the Board of Directors. The meeting minutes shall specify: (I) the time, venue and agenda of the meeting, and the name of the convener; (II) the names of the presider of the meeting, and the directors and senior management personnel present without voting rights, at the meeting; ……

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Article 65 The convener shall ensure the meeting minutes are true, accurate and complete. The attending Directors ~~**and Supervisors,**~~ secretary of the Board, the convener or representative thereof and the presider of the meeting shall sign the meeting minutes. The meeting minutes, the signature list of Shareholders attending the meeting and the power of attorney for attendance by proxy, the valid information relating to the voting by other means shall be kept permanently as the Bank's files by the secretary of the Board. The Board shall file the minutes and resolutions of Shareholders' meetings and other documents with the China Banking Regulatory Authority.	**Article 65** The convener shall ensure the meeting minutes are true, accurate and complete. The attending **or presenting** Directors secretary of the Board, the convener or representative thereof and the presider of the meeting shall sign the meeting minutes. The meeting minutes, the signature list of Shareholders attending the meeting and the power of attorney for attendance by proxy, the valid information relating to the voting by other means shall be kept permanently as the Bank's files by the secretary of the Board. The Board shall file the minutes and resolutions of Shareholders' meetings and other documents with the China Banking Regulatory Authority.	Amended this Article accordingly with reference to Article 78 of the Guidelines on the Articles of Association of Listed Companies and Article 90 of the Articles of Association. **Article 78** The convener shall ensure the meeting minutes are true, accurate and complete. The attending or presenting Directors secretary of the Board of Directors, the convener or representative thereof and the presider of the meeting shall sign the meeting minutes. The meeting minutes, the signature list of Shareholders attending the meeting and the power of attorney for attendance by proxy, the valid information relating to the voting online and voting by other means shall be kept for at least ten years.

Original Rules of Procedure for Shareholders' General Meetings	Amended Rules of Procedure for Shareholders' Meeting	Basis/Remarks of Amendments
Chapter 9 Special Procedures for Voting by Class Shareholders	**Delete the whole chapter**	Deleted the relevant chapter and articles in accordance with the amendments to the Articles of Association.
Chapter ~~10~~ Supplementary Provisions	**Chapter 9 Supplementary Provisions**	
Article ~~76~~ These Rules shall come into effect from the date of **~~listing of H Shares publicly issued by the Bank on the Hong Kong Stock Exchange for trading upon~~** the approval by ordinary resolution at the Shareholders' meeting.	**Article 68** These Rules shall come into effect from the date of the approval by ordinary resolution at the Shareholders' meeting.	Amend the wordings.

Proposed amendments to the Rules of Procedure for the Board of Directors are detailed as follows:

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article 4 The Board shall exercise the following functions and powers: …… (XX) to formulate a development strategy and supervise its implementation~~**, and to approve green credit strategies**~~; …… (XXIV) to establish a communication mechanism with the Shareholders' meeting~~,~~ the CPC Committee ~~**and the Board of Supervisors**~~ on major issues to provide truthful information and reports; …… (XXVIII) to exercise any other functions and powers prescribed by the laws, administrative regulations, rules or the Articles of Association and authorized by the Shareholders' meetings.	**Article 4** The Board shall exercise the following functions and powers: …… (XX) to formulate a development strategy and supervise its implementation; …… (XXIV) to establish a communication mechanism with the Shareholders' meeting **and** the CPC Committee on major issues to provide truthful information and reports; …… (XXVIII) to exercise any other functions and powers prescribed by the laws, administrative regulations, rules or the Articles of Association and authorized by the Shareholders' meetings.	Amended this Article accordingly with reference to **Article 110** of the Guidelines on the Articles of Association of Listed Companies and Article 120 of the Articles of Association. **Article 120** The Board of Directors shall exercise the following functions and powers: …… (XX) to formulate a development strategy and supervise its implementation; …… (XXIV) to establish a communication mechanism with the Shareholders' meeting, the CPC Committee on major issues to provide truthful information and reports; ……

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
		(XXVIII) to exercise any other functions and powers prescribed by the laws, administrative regulations, rules or the Articles of Association and authorized by the Shareholders' meetings.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
~~**Article 5 Each of the Bank's Directors shall perform his/her duties in accordance with fiduciary principle; and shall not put himself/herself in a position where his/her duty may conflict with his/her interest. This principle shall include (but not limited to) fulfilling the following obligations:**~~ ~~**(I) to act honestly in the best interest of the Bank;**~~ ~~**(II) to act within the scope of its powers and not to exceed such powers;**~~ ~~**(III) to exercise his/her proportional decision power in person without being subject to the manipulations of other persons, and not to transfer such power to other persons unless permitted by law or administrative regulation or approved by the Shareholders with full knowledge at the Shareholders' meeting;**~~	**Delete**	The deleted contents complied with the provisions of the repealed Mandatory Provisions for Companies Listing Overseas ("**Mandatory Provisions**")

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
~~(IV) to treat Shareholders of the same class with equality, and different classes with fairness;~~ ~~(V) not to enter into contracts or conduct transactions or make arrangements with the Bank unless otherwise provided by the Articles of Association of the Bank or approved by the Shareholders with full knowledge at the Shareholders' meeting;~~ ~~(VI) not to employ the Bank's assets in any way so as to pursue interests for himself/herself unless approved by the Shareholders with full knowledge at the Shareholders' meeting;~~ ~~(VII) not to accept any bribery or other illegal income by using his/her powers and position, and seize the assets of the Bank in any manner, including but not limited to opportunities beneficial to the Bank;~~		

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
~~(VIII) not to accept commissions relating to the transactions of the Bank, without the approval of the Shareholders with full knowledge at the Shareholders' meeting;~~ ~~(IX) to obey the Articles of Association of the Bank, perform his/her duties honestly and faithfully, protect the Bank's interests, and not to pursue his/her personal gain by taking advantage of his/her powers and positions at the Bank;~~ ~~(X) not to compete with the Bank in any way unless approved by the Shareholders with full knowledge at the Shareholders' meeting;~~ ~~(XI) not to misappropriate the funds of the Bank or lend the funds of the Bank to other persons, open accounts in his/her own or another individual's name for deposit of the Bank's assets, or use Bank's assets as security for the debts of the Shareholders of the Bank or other individuals;~~		

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
~~(XII) not to divulge the confidential information relating to the Bank received during his/her term of office, unless approved by the Shareholders with full knowledge at the Shareholders' meeting; and not to use such information unless for the purpose of the Bank's interests; however, it is allowed to disclose such information to a court of law or other governing authorities under the following circumstances:~~ ~~1. as prescribed by law;~~ ~~2. as required for the purpose of public interest;~~ ~~3. as required for the purpose of such Director's, Supervisor's, senior management personnel's own interests.~~ ~~(XIII) other obligations required by the laws, administrative regulations and the Articles of Association of the Bank.~~		

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article 8 Independent Directors of the Bank are Directors who do not hold any positions in the Bank other than directorship and do not maintain with the Bank and its Shareholders, de facto controllers a connection which may possibly **~~hamper~~** their independent and objective judgments. Independent Directors shall fulfil the obligations of honesty and diligence to the Bank and all the Shareholders thereof. The following persons shall not serve as independent Directors: ~~(I) persons serving the Bank or enterprises held or actually controlled by the Bank and their immediate family members and major social connections (immediate family members shall include spouse, parents, children, grandparents and siblings; and major social connections shall include parents – in – law, sons/daughters-in-law, spouses of siblings, siblings of spouse, etc.), or persons serving the Bank or enterprises held or actually controlled by the Bank in the three years before taking up the office and their immediate family members;~~	**Article 7** Independent Directors of the Bank are Directors who do not hold any positions in the Bank other than directorship and do not maintain **direct or indirect interest** with the Bank and its **Substantial** Shareholders, de facto controllers **or** a connection which may possibly **affect** their independent and objective judgments **in other ways**. Independent Directors shall fulfil the obligations of honesty and diligence to the Bank and all the Shareholders thereof. The following persons shall not serve as independent Directors: **(I) persons working in the Bank or its subsidiary and their spouses, parents, children and near relatives;** **(II) persons who directly or indirectly hold 1% or above of the issued shares of the Bank or who are natural person Shareholders amongst the top ten Shareholders of the Bank and their spouses, parents and children;**	Amended this Article accordingly with reference to Article 2 of the Measures for the Administration of Independent Directors of Listed Companies, Article 127 of the Guidelines on the Articles of Association of Listed Companies, Article 135 and Article 137 of the Articles of Association. **Article 2** Independent Directors are Directors who do not hold any positions in listed companies other than directorship and do not maintain direct or indirect interest with the listed company he/she is employed by, and its Substantial Shareholders, de facto controllers or a connection which may possibly affect their independent and objective judgments in other ways. Independent Directors shall perform their duties independently, without being affected by the listed company and its Shareholders, de facto controllers and other entities or individuals.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
~~(II) Shareholders or persons and their immediate family members serving the Shareholder entities which directly or indirectly hold more than 1% of the Bank's issued shares (immediate family members shall include spouse, parents, children, grandparents and siblings);~~ ~~(III) individual Shareholders in the top 10 Shareholders of the Bank and their immediate family members;~~ ~~(IV) employees of the enterprises that have failed to repay their borrowings from the Bank upon maturity;~~ ~~(V) de facto controllers of the Bank and persons serving its subsidiaries;~~	**(III) persons working in a Shareholders' unit which directly or indirectly holds 5% or above of the issued shares of the Bank or in the unit of the top five Shareholders of the Bank and their spouses, parents and children;** **(IV) persons working in the affiliates of the Bank's Controlling Shareholders or de facto controllers and their spouses, parents and children;** **(V) persons having material business dealings with the Bank and its Controlling Shareholders, de facto controllers or their respective affiliates, or persons working in entities that have material business dealings with the Bank, and their Controlling Shareholders or de facto controllers;**	**Article 127** An independent Director shall maintain his/her independence. The following persons shall not serve as independent Directors: (I) persons working in the company or its subsidiary and their spouses, parents, children and near relatives; (II) persons who directly or indirectly hold 1% or above of the issued shares of the company or who are natural person Shareholders amongst the top ten Shareholders of the company and their spouses, parents and children; (III) persons working in a Shareholders' unit which directly or indirectly holds 5% or above of the issued shares of the company or in the unit of the top five Shareholders of the company and their spouses, parents and children;

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
(VI) persons ~~**serving institutions**~~ which provide financial, legal, consulting and other ~~**business connections for or have interest relationship**~~ with the Bank and its Controlling Shareholders or their respective subsidiaries, including but not limited to all members of the project team of intermediaries, reviewing officers at all levels, persons signing the report, partners and persons-in-charge;	(VI) persons which provide financial, legal, consulting**, sponsorship** and other **services** with the Bank and its Controlling Shareholders**, de facto controllers,** or their respective subsidiaries, including but not limited to all members of the project team of intermediaries, reviewing officers at all levels, persons signing the report, partners**, Directors, senior management personnel** and persons-in-charge;	(IV) persons working in the affiliates of the company's controlling Shareholders or de facto controllers and their spouses, parents and children;
		(V) persons having material business dealings with the company and its Controlling Shareholders, de facto controllers or their respective affiliates, or persons working in entities that have material business dealings with the company, and their Controlling Shareholders or de facto controllers;
~~(VII) **persons serving as Directors, Supervisors or senior management personnel in the entities which have significant business transactions with the Bank and its Controlling Shareholders or their respective subsidiaries, or persons serving as Directors, Supervisors or senior management personnel in the controlling Shareholder entities of the entities having such business transactions;**~~	**(VII)** persons falling under items (I) to **(VI) within the latest twelve months;**	(VI) persons which provide financial, legal, consulting, sponsorship and other services with the company and its Controlling Shareholders, de facto controllers or their respective subsidiaries, including but not limited to all members of the project team of intermediaries, reviewing officers at all levels, persons signing the report, partners, Directors, senior management personnel and persons-in-charge;
	(VIII) persons who cannot serve as independent Directors stipulated by laws and regulations, regulatory provisions and the Articles of Association.	

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
~~(VIII)~~persons falling under items (I) to ~~(VII) within the preceding year~~; ~~(IX) any other persons on whom the Bank can carry out control or exert significant influence by various means;~~ ~~(X) other persons who cannot serve as independent Directors under laws, administrative regulations and departmental rules.~~	**Affiliates of the Bank's Controlling Shareholders and de facto controllers as set out in items (IV) to (VI) of the preceding paragraphs, exclude enterprises that are controlled by the same state-owned asset management entity as the Bank and do not constitute a related party relationship with the Bank under the relevant provisions.** **The independent Directors shall conduct an annual self-examination of their independence and submit such examination results to the Board. The Board shall evaluate the independence of the existing independent Directors annually and issue a special opinion, and disclose the same in the annual report.**	(VII) persons falling under items (I) to (VI) within the latest twelve months; (VIII) other persons who do not possess independence as stipulated by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, business rules of the stock exchange and the provisions of Articles of Association. Affiliates of the company's Controlling Shareholders and de facto controllers as set out in items (IV) to (VI) of the preceding paragraphs, exclude enterprises that are controlled by the same state-owned asset management entity as the company and do not constitute a related party relationship with the company under the relevant provisions.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
		The independent directors shall conduct an annual self-examination of their independence and submit such examination results to the Board of Directors. The Board of Directors shall evaluate the independence of the existing independent Directors annually and issue a special opinion, and disclose the same in the annual report.
Article ~~9~~ Except for the circumstances under Article **~~8~~** of these Rules, a person shall not serve as independent Director of the Bank in any of the following circumstances when: (I) he/she was removed from office by his/her original entity due to failure to perform duties diligently; (II) he/she used to be a person in charge of high-risk financial institutions and there is no evidence that he/she was not responsible for the cancellation or loss of assets of such institutions;	**Article 8** Except for the circumstances under Article 7 of these Rules, a person shall not serve as independent Director of the Bank in any of the following circumstances when: (I) he/she was removed from office by his/her original entity due to failure to perform duties diligently; (II) he/she used to be a person in charge of high-risk financial institutions and there is no evidence that he/she was not responsible for the cancellation or loss of assets of such institutions;	Amended this Article accordingly with reference to Article 8 of the Measures for the Administration of Independent Directors of Listed Companies and Article 139 of the Articles of Association. **Article 8** In principle, an independent director can concurrently serve as an independent Director in at most three domestic listed companies, and shall ensure that he/she has enough time and energy to effectively perform the duties as an independent Director.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
(III) he/she failed to attend the Board meetings for two consecutive times or failed to attend more than one-third of Board meetings in person during his/her term of office as an independent Director;	(III) he/she failed to attend the Board meetings for two consecutive times or failed to attend more than one-third of Board meetings in person during his/her term of office as an independent Director;	
(IV) he/she serves as an independent Director in more than five domestic and overseas companies~~.~~ ~~He~~/she serves as an independent Director in more than two commercial banks at the same time. He/she serves as an independent Director in commercial banks which are related to each other and exists a conflict of interest (except the association caused by the Independent Director's part-time job);	(IV) he/she serves as an independent Director in more than five domestic and overseas companies**, or he/she serves as an independent Director in more than three domestic listed companies, or h**e/she serves as an independent Director in more than two commercial banks at the same time. He/she serves as an independent Director in commercial banks which are related to each other and exists a conflict of interest (except the association caused by the Independent Director's part-time job);	
(V) other circumstances in which he/she shall not hold the position of independent director stipulated by laws~~, administrative~~ regulations, ~~departmental rules, normative documents~~ or the Articles of Association.	(V) other circumstances in which he/she shall not hold the position of independent director stipulated by laws **and** regulations, **regulatory provisions** or the Articles of Association **of the Bank**.	

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article 15 The Related Party Transactions Control Committee is mainly responsible for: …… (V) regularly reporting to the Board **~~and the Board of Supervisors~~** on confirmed related parties and related party transactions; ……	**Article 14** The Related Party Transactions Control Committee is mainly responsible for: …… (V) regularly reporting to the Board on confirmed related parties and related party transactions; ……	Amended the wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
~~**Article 17 The Audit Committee is mainly responsible for:**~~ ~~**(I) formulating internal audit systems, mid – and long-term audit plans and annual audit work plans, etc., and submitting them to the Board for approval;**~~ ~~**(II) reviewing the duty performance by the Bank's chief audit officer and the person in charge of the audit department, and providing recommendations and opinions to the Board on their appointment and removal;**~~ ~~**(III) listening to the work reports of the internal audit department of the Bank, guiding the internal audit work of the audit department, and evaluating and supervising the audit work;**~~	**Article 16 The Audit Committee shall exercise the functions and powers of the Board of Supervisors as stipulated in the Company Law. It shall be responsible for reviewing the Bank's financial information and its disclosure, supervising and evaluating internal and external audit work as well as internal controls. The following matters shall be submitted to the Board for consideration upon obtaining approval from more than half of all members of the Audit Committee:** **(I) disclosure of financial information set out in financial accounting reports and periodic reports, and internal control evaluation reports;** **(II) engagement or dismissal of the accounting firm undertaking the Bank's audits work;** **(III) appointment or dismissal of the financial controller of the Bank;**	Amended this Article accordingly due to the dissolution of the Board of Supervisors with its powers and functions exercised by the Audit Committee of the Board, and with reference to Article 133 and Article 135 of the Guidelines on the Articles of Association of Listed Companies and Article 167 of the Articles of Association. **Article 133** The audit committee is established under the Board of Directors of the company to exercise the functions and powers of the Board of Supervisors as stipulated in the Company Law. **Article 135** The audit committee shall be responsible for reviewing the company's financial information and its disclosure, supervising and evaluating internal and external audit work as well as internal controls. The following matters shall be submitted to the Board of Directors for consideration upon obtaining approval from more than half of all members of the audit committee:

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
~~(IV) examining the implementation of internal audit work and reporting the audit work to the Board;~~ ~~(V) evaluating and resolving on internal audit procedure as authorized by the Board;~~ ~~(VI) recommending independent external audit institutions (accounting firms) to the Board of the Bank; reviewing and supervising the audit of the Bank's operation and management by external audit institutions and making recommendations for the renewal or removal of such external audit institutions;~~ ~~(VII) putting forward the external audit plan of the year (including the scope, procedure and method of audit), and reviewing the opinions and suggestions of the external audit institution after completion of audit;~~	**(IV) changes to accounting policies, changes to accounting estimates or correction of material accounting errors made for reasons other than changes in accounting standards;** **(V) other matters stipulated by laws and regulations, regulatory requirements and the Articles of Association.**	(I) disclosure of financial information set out in financial accounting reports and periodic reports, and internal control evaluation reports; (II) engagement or dismissal of the accounting firm undertaking the audits work of the listed company; (III) appointment or dismissal of the financial controller of the listed company; (IV) changes to accounting policies, changes to accounting estimates or correction of material accounting errors made for reasons other than changes in accounting standards; (V) other matters as stipulated by laws, administrative regulations, the provisions of the China Securities Regulatory Commission and the provisions of Articles of Association.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
~~(VIII) coordinating the communication between internal auditors and external auditors;~~ ~~(IX) auditing the financial information of the Bank and disclosure thereof;~~ ~~(X) reviewing the internal control system of the Bank;~~ ~~(XI) keeping abreast of major financial matters and changes in accounting policies of the Bank, and carrying out relevant work accordingly;~~ ~~(XII) providing proposals to the Board on the staffing and composition of the audit institution according to the operating activities, asset size and shareholding structure of the Bank;~~ ~~(XIII) fulfilling other duties as authorized by the Board.~~		

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article ~~20~~ Board meetings include periodic meetings and extraordinary meetings. Periodic meetings shall be held at least four times every year, and shall be convened by the chairman of the Board. A written notice of the meeting shall be made to all the Directors **~~and Supervisors~~** 14 days before the date of the meeting, and the agenda and relevant meeting documents shall be delivered to all Directors three days before the meeting is held. Extraordinary meetings shall be arranged by the Board in accordance with the Articles of Association of the Bank and these Rules. The notice of the meeting shall be made to all the Directors **~~and Supervisors~~** 5 work days before the date of the meeting	**Article 19** Board meetings include periodic meetings and extraordinary meetings. Periodic meetings of the Board shall be held at least four times every year, and shall be convened by the chairman of the Board. A written notice of the meeting shall be made to all the Directors 14 days before the date of the meeting, and the agenda and relevant meeting documents shall be delivered to all Directors three days before the meeting is held. Extraordinary meetings shall be arranged by the Board in accordance with the Articles of Association of the Bank and these Rules. The notice of the meeting shall be made to all the Directors 5 work days before the date of the meeting	Amended the wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article ~~22~~ The chairman of the Board shall convene and preside over an extraordinary Board meeting within 10 days in any of the following circumstances when it is: (I) considered necessary by the chairman of the Board; (II) **~~jointly~~** proposed by more than one-third of the Directors; (III) proposed by more than **~~half~~** of the independent Directors; (IV) proposed by the Board **~~of Supervisors~~**; (V) proposed by the President; (VI) proposed by Shareholders representing more than one-tenth of the voting rights; (VII) required by the regulatory authority.	**Article 21** The chairman of the Board shall convene and preside over an extraordinary Board meeting within 10 days in any of the following circumstances when it is: (I) considered necessary by the chairman of the Board; (II) proposed by more than one-third of the Directors; (III) proposed by more than **two** of the independent Directors; (IV) proposed by **the Audit Committee of** the Board; (V) proposed by the President; (VI) proposed by Shareholders representing more than one-tenth of the voting rights; (VII) required by the regulatory authority.	Amended this Article accordingly with reference to Article 117 of the Guidelines on the Articles of Association of Listed Companies and Article 125 of the Articles of Association. **Article 117** Extraordinary Board meetings may be proposed to be convened by Shareholders representing more than one-tenth of the voting rights, more than one-third of the Directors, or the audit committee. The chairman shall convene and preside over the Board meeting within 10 days of receiving such proposal.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article 23 The notice of Board meeting shall specify: (I) date and venue of the meeting; (II) **~~form~~** of the meeting; (III) reasons for holding the meeting and proposals; **~~(IV) the convener and the presider of the meeting, proposer of and written proposal for the extraordinary meeting;~~** **~~(V) requirements for the Directors to attend the meeting in person or by proxy;~~** **~~(VI) associate(s) and means of contact;~~** **~~(VII)~~** date on which the notice is sent.	**Article 22** The notice of Board meeting shall specify: (I) date and venue of the meeting; (II) **duration** of the meeting; (III) reasons for holding the meeting and proposals; **(IV)** date on which the notice is sent.	Amended this Article accordingly with reference to Article 119 of the Guidelines on the Articles of Association of Listed Companies and Article 127 of the Articles of Association. **Article 119** The notice of Board meeting shall specify: (I) date and venue of the meeting; (II) duration of the meeting; (III) reasons for holding the meeting and topics for discussion; (IV) date on which the notice is sent.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article 24 The notice of a Board meeting may be delivered to all Directors~~, Supervisors~~ and other relevant personnel by direct delivery, fax, email or other means as stipulated in these Rules and the Articles of Association. Where the notice is delivered by means other than direct delivery, confirmation of delivery shall be obtained by telephone and a record thereof shall be made.	**Article 23** The notice of a Board meeting may be delivered to all Directors and other relevant personnel by direct delivery, fax, email or other means as stipulated in these Rules and the Articles of Association. Where the notice is delivered by means other than direct delivery, confirmation of delivery shall be obtained by telephone and a record thereof shall be made.	Amended the wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article 26 Directors shall attend Board meetings in person. If any Director cannot attend the meeting for any reason, he/she shall review the meeting documents in advance, form definite opinions, and appoint another Director in writing to attend the meeting on his/her behalf. The proxy who attends the meeting shall present the power of attorney sealed or signed by the principal which shall specify~~:~~ ~~**(I) the names of the principal and proxy;**~~ ~~**(II) brief opinions of the principal on respective proposals;**~~ ~~**(III) the principal's scope of authorization and instructions about voting intent in relation to respective proposals;**~~ ~~**(IV) signature of the principal, date, etc.**~~ ……	**Article 25** Directors shall attend Board meetings in person. If any Director cannot attend the meeting for any reason, he/she shall review the meeting documents in advance, form definite opinions, and appoint another Director in writing to attend the meeting on his/her behalf. The proxy who attends the meeting shall present the power of attorney sealed or signed by the principal which shall specify **the proxy's name, matters covered by the proxy, scope of authorization, and validity period.** ……	Amended this Article accordingly with reference to Article 123 of the Guidelines on the Articles of Association of Listed Companies and Article 128 of the Articles of Association. **Article 123** Directors shall attend Board meetings in person. If any Director cannot attend the meeting for any reason, he/she may authorize in writing another Director to act on his/her behalf. A letter of attorney shall specify the proxy's name, matters covered by the proxy, scope of authorization and validity period and shall be signed or sealed by the principal. The Director attending the meeting as a proxy shall exercise the rights of a Director within the scope of authorization. If a Director fails to attend a Board meeting in person or by proxy, the said Director shall be deemed as having waived his/her right to vote at the meeting.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article 29 ~~Supervisors, t~~he President (who is not a Director), Secretary of the Board and financial controller of the Bank may attend Board meetings. The chairman or the presider of the meeting shall determine which other persons may attend, and shall announce this before the meeting commences. No other persons may attend Board meetings without the consent of the chairman or the presider of the meeting.	**Article 28** **T**he President (who is not a Director), Secretary of the Board and financial controller of the Bank may attend Board meetings. The chairman or the presider of the meeting shall determine which other persons may attend, and shall announce this before the meeting commences. No other persons may attend Board meetings without the consent of the chairman or the presider of the meeting.	Amended the wordings due to the dissolution of the Board of Supervisors.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article 38 Each Director shall have one vote. Resolutions of the Board shall be passed by a majority of all Directors. The following matters considered at the Board meetings shall not be voted on by written resolutions and shall be passed by more than two-thirds of the Directors: (I) formulation of the proposals for increase or decrease of the Bank's registered capital and proposals for issue of bonds, or other securities and listing; (II) formulation of the proposals for any amendment to the Articles of Association; (III) formulation of the plans for merger, division, dissolution, or change in corporate form; (IV) capital replenishment plans; (V) formulation of the major investment and major asset disposal plans;	**Article 37** Each Director shall have one vote. Resolutions of the Board shall be passed by a majority of all Directors. The following matters considered at the Board meetings shall not be voted on by written resolutions and shall be passed by more than two-thirds of the Directors: (I) formulation of the proposals for increase or decrease of the Bank's registered capital and proposals for issue of bonds, or other securities and listing; (II) formulation of the proposals for any amendment to the Articles of Association; (III) formulation of the plans for merger, division, dissolution, or change in corporate form; (IV) capital replenishment plans; (V) formulation of the major investment and major asset disposal plans;	Amended with reference to Article 131 of the Articles of Association. **Article 131** The following matters considered at the Board meetings shall not be voted on by written resolutions and shall be passed by more than two-thirds of the Directors: (I) formulation of the proposals for increase or decrease of the Bank's registered capital and proposals for issue of bonds, or other securities and listing; (II) formulation of the proposals for any amendment to the Articles of Association; (III) formulation of the plans for merger, division, dissolution, or change in corporate form; (IV) capital replenishment plans; (V) formulation of the major investment and major asset disposal plans;

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
(VI) appointment or dismissal of the senior management personnel;	(VI) appointment or dismissal of the senior management personnel;	(VI) appointment or dismissal of the senior management personnel;
(VII) formulation of the remuneration plans;	(VII) formulation of the remuneration plans;	(VII) formulation of the remuneration plans;
(VIII) profit distribution plans;	(VIII) profit distribution plans;	(VIII) profit distribution plans;
(IX) ~~**major equity change and financial restructuring;**~~	(IX) other matters which are stipulated by laws **and** regulations, **regulatory rules** or the Articles of Association, and which are considered by more than half of all Directors to have a significant impact on the Bank and should be approved by more than two-thirds of the Board.	(IX) other matters which are stipulated by laws, administrative regulations, departmental rules, normative documents or the Articles of Association, and which are considered by more than half of all Directors to have a significant impact on the Bank and should be approved by more than two-thirds of the Board.
~~**(X)**~~ other matters which are stipulated by laws~~**, administrative** regulations, **departmental rules, normative documents**~~ or the Articles of Association, and which are considered by more than half of all Directors to have a significant impact on the Bank and should be approved by more than two-thirds of the Board.		

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article 46 Minutes shall be drawn up for Board meetings in respect of the items on the agenda; the minutes shall record the proceedings and the results of voting. The minutes shall specify: (I) the date~~,~~ venue ~~**and form**~~ of the meeting; ~~**(II) names of the convener and presider;**~~ ~~**(III) sending of the notice of the meeting;**~~ ~~**(IV)**~~ names of the attending Directors and the Directors (proxies) attending the meeting on behalf of others; ~~**(V)**~~ agenda of the meeting; ~~**(VI)**~~ summaries of the speeches of Directors; ~~**(VII)**~~ voting method and result for each resolution (the voting result shall set out the numbers of pros, cons and abstentions).	**Article 45** Minutes shall be drawn up for Board meetings in respect of the items on the agenda; the minutes shall record the proceedings and the results of voting. The minutes shall specify: (I) the date **and** venue of the meeting **and names of the convener**; **(II)** names of the attending Directors and the Directors (proxies) attending the meeting on behalf of others; **(III)** agenda of the meeting; **(IV)** summaries of the speeches of Directors; **(V)** voting method and result for each resolution (the voting result shall set out the numbers of pros, cons and abstentions).	Amended this Article accordingly with reference to Article 125 of the Guidelines on the Articles of Association of Listed Companies and Article 134 of the Articles of Association. **Article 125** The minutes of a Board meeting shall specify: (I) the date and venue of the meeting and names of the convener; (II) names of the attending Directors and the Directors (proxies) attending the meeting on behalf of others; (III) agenda of the meeting; (IV) summaries of the speeches of Directors; (V) voting method and result for each resolution (the voting result shall set out the numbers of pros, cons and abstentions). Deleted as this original Article was based on the Guidelines on the Due Diligence of the Boards of Directors of Joint-Stock Commercial Banks, which is not a mandatory provision under the Articles of Association.

Original Rules of Procedure for the Board of Directors	Amended Rules of Procedure for the Board of Directors	Basis/Remarks of Amendments
Article ~~49~~ These Rules have been resolved and approved by the Board, and shall come into effect from the date of **~~listing of H Shares publicly issued by the Bank on the Hong Kong Stock Exchange for trading upon~~** the approval at the Shareholders' meeting.	**Article 48** These Rules have been resolved and approved by the Board, and shall come into effect from the date of the approval at the Shareholders' meeting.	Amended the wordings.
Article ~~50~~ Where amendments to these Rules are required, a proposal for such amendments shall be put forward by the Office of the Board or the Secretary of the Board, and shall be approved by the Board, and shall come into effect on the date of **~~listing of H Shares publicly issued by the Bank on the Hong Kong Stock Exchange for trading upon~~** the approval at the Shareholders' meeting.	**Article 49** Where amendments to these Rules are required, a proposal for such amendments shall be put forward by the Office of the Board or the Secretary of the Board, and shall be approved by the Board, and shall come into effect on the date of the approval at the Shareholders' meeting.	Amended the wordings.

In 2025, the independent Directors of the Bank were able to attend Shareholders' General Meetings, Board meetings and meetings of special committees as scheduled, express fair and objective independent opinions, perform their duties earnestly and diligently, and practically safeguard the legitimate rights and interests of the Bank and all the Shareholders, especially minority Shareholders, in accordance with foreign and domestic laws and regulations such as the Company Law, the Corporate Governance Standards for Banking and Insurance Institutions (《銀行保險機構公司治理準則》) and the Corporate Governance Code under the Hong Kong Listing Rules, the Articles of Association of the Bank and other relevant regulations. The duty report of the independent Directors for 2025 is now reported as follows:

I. BASIC INFORMATION OF INDEPENDENT DIRECTORS

The composition of the Bank's Board of Directors is diversified, scientific, balanced and professional. As of the end of 2025, the ninth session of the Board of Directors of the Bank consisted of 14 members, including 5 independent Directors, and the number of independent Directors accounted for over one-third of the total number of members of the Board. All the independent Directors of the Bank had theoretical foundation and professional experience in economics, finance, accounting and management. Holding no management position of the Bank, they had the independence required for independent Directors. Meanwhile, the chairmen of the Nomination and Remuneration Committee, the Related Party Transactions Control Committee and the Audit Committee were all independent Directors, and complied with regulatory requirements and the provisions of the Articles of Association of the Bank.

The current independent Directors of the Bank are Mr. FAN Chi Chiu, Mr. WANG Yong, Mr. YANG Yunhong, Ms. SUN Zuying and Mr. PENG Feng. Their biographies are as follows:

Mr. FAN Chi Chiu (范智超), with a bachelor's degree in accounting, has served as an independent Director of the Bank since June 2020. He is currently an independent director of Hevol Services Group Co. Limited, Shinelong Automotive Lightweight Application Limited and Xuanzhu Biopharmaceutical Co., Ltd., respectively.

Mr. WANG Yong (王勇), with a doctorate degree in economics, has served as an independent Director of the Bank since November 2022. He is currently the chairman (主任) of the Digital Economy Research Center of the School of Social Sciences, Tsinghua University (清華大學社會科學學院數字經濟研究中心).

Mr. YANG Yunhong (楊雲紅), with a doctorate degree in probability statistics, has served as an independent Director of the Bank since October 2023. He is currently a professor of the Guanghua School of Management of Peking University (北京大學光華管理學院), and an independent director of Xinghe Fund Management Company Limited (興合基金管理有限公司).

Ms. SUN Zuying (孫祖英), with a bachelor's degree in philosophy, has served as an independent Director of the Bank since August 2021. She is currently the legal representative (法定代表人) of Weihai Yinghua Investment Consultation Co., Ltd. (威海英華投資諮詢有限公司).

Mr. PENG Feng (彭鋒), with a doctorate degree in finance, has served as an independent Director of the Bank since December 2024. He is currently the executive partner of Hangzhou Chengyue Technology Partnership (Limited Partnership) (杭州承月科技合夥企業(有限合夥)), the general manager of Shenzhen Chengzhang Technology Co., Ltd. (深圳承章科技有限公司) and the executive partner of Hangzhou Chengxiang Technology Partnership (Limited Partnership) (杭州承襄科技合夥企業(有限合夥)).

II. ANNUAL PERFORMANCE OF DUTIES

In 2025, the Bank convened 1 Annual General Meeting, 1 Extraordinary General Meeting and 2 Shareholders Class Meetings to consider a total of 20 proposals, 6 Board meetings to consider a total of 106 proposals, and 30 meetings of the special committees of the Board to consider a total of 105 proposals. Attendance of the independent Directors of the Bank at the meetings during the Reporting Period is as follows:

Number of meetings attended in person/number of meetings required to attend

Independent Directors	Shareholders' General Meeting	Board	Development Strategy and Social Responsibility Committee	Nomination and Remuneration Committee	Risk Management Committee	Related Party Transactions Control Committee	Audit Committee
FAN Chi Chiu (范智超)	4/4	6/6	–	4/4	–	5/5	10/10
WANG Yong (王勇)	4/4	4/6	4/4	4/4	–	5/5	–
YANG Yunhong (楊雲紅)	4/4	6/6	4/4	4/4	–	–	10/10
SUN Zuying (孫祖英)	4/4	5/6	–	–	5/5	–	10/10
PENG Feng (彭鋒)	4/4	5/6	4/4	4/4	5/5	–	–

Note: "Attended in person" refers to attending meetings in person or on telephone, by video, telecommunication or other methods.

In 2025, the independent Directors of the Bank reviewed the conference materials of the Board and its special committees with due care to gain an in-depth understanding of the resolutions, listened to the operation and management reports of senior management on a regular basis, strengthened the communication with internal audit personnels and accounting firms, and reviewed a range of relevant reports on operation, finance, and risk and internal control to keep abreast with the Bank's daily operations. Furthermore, the independent Directors actively participated in trainings and inspections to continuously improve their professionalism in performing their duties. The Bank actively provides working conditions and staff support to the independent Directors to facilitate their effective performance of their duties.

III. ISSUING INDEPENDENT OPINIONS

In 2025, the independent Directors of the Bank provided independent decision-making and supervision on the matters considered at Shareholders' General Meetings and Board meetings, especially on those that may have significant impacts on the legitimate rights and interests of the Bank, minority Shareholders and financial consumers, such as material related party transactions, financial accounting reports and periodic reports, the appointment of accounting firms, the nomination, appointment and dismissal of Directors, the employment of senior management and profit distribution. The independent Directors expressed fair, objective and independent opinions to effectively safeguard the legitimate rights and interests of the Bank, all the Shareholders, especially minority Shareholders and other stakeholders.

IV. OTHERS

In 2025, the independent Directors of the Bank did not propose to convene an Extraordinary General Meeting or a Board meeting, appoint or dismiss the accounting firm, or engage an external auditor and consultant independently.

In 2025, the independent Directors of the Bank performed their duties in an honest, diligent and independent manner in accordance with the relevant regulations and requirements of domestic and foreign laws and regulations and the Articles of Association of the Bank, which effectively improved the scientific decision-making of the Board and the special committees of the Board and protected the legitimate rights and interests of all Shareholders.

In 2026, the independent Directors of the Bank will further improve their capability to perform their duties in the spirit of due diligence, earnestly participate in meetings of the Board and its special committees, express opinions independently and objectively, actively provide advice and suggestions for the business development of the Bank, and effectively safeguard the overall interests of the Bank and the legitimate rights and interests of all Shareholders.

Independent Directors: FAN Chi Chiu, WANG Yong, YANG Yunhong, Sun Zuying, PENG Feng

In 2025, the Bank continuously standardized the management of related party transactions and evaluated Substantial Shareholders in strict accordance with the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》), the Interim Measures for the Equity Management of Commercial Banks (《商業銀行股權管理暫行辦法》), the Regulatory Measures for the Conduct of Major Shareholders of Banking and Insurance Institutions (《銀行保險機構大股東行為監管辦法》), the Hong Kong Listing Rules, the Administrative Measures for Related (Connected) Party Transactions (《關聯（連）交易管理辦法》) of the Bank and other relevant regulations, to ensure effective operation of the Bank's mechanism on related party transactions. The Bank's management of related party transactions and Substantial Shareholder evaluation in 2025 (the "**beginning of the Reporting Period**" is December 31, 2024 and the "**end of the Reporting Period**" is December 31, 2025) is reported as follows.

I. WORK OF THE RELATED PARTY TRANSACTIONS CONTROL COMMITTEE

In 2025, the Bank convened a total of 5 meetings for the Related Party Transactions Control Committee of the Board of Directors, at which 13 resolutions were considered, mainly involving the risk control of related party transactions and other issues of the Bank, voting on major related party transactions and reporting to the Board of Directors.

II. IMPLEMENTATION OF ADMINISTRATIVE MEASURES FOR RELATED PARTY TRANSACTIONS

(I) Enhanced institutional training

To effectively regulate the management of the Bank's related party transactions, control the risks of related party transactions and safeguard the legitimate rights and interests of the Bank, Shareholders and stakeholders, the Bank strengthened institutional training of related party transactions, clarified departmental responsibilities, enhanced the whole Bank's awareness of related party transactions, eliminated management blind spots, and further refined control requirements in accordance with relevant domestic and foreign laws, regulations and normative documents as well as the requirements of the Bank's Administrative Measures for Related (Connected) Party Transactions.

(II) Continuous update and confirmation of the list of related parties

The Bank, having considered domestic and overseas regulatory documents, stipulated the identification standards of related parties that met regulatory requirements, established a comprehensive, dynamic and complete list of related parties, and managed related parties in a thorough and substantive manner. As of the end of the Reporting Period, the Bank had 1,236 related natural persons and 1,673 related legal persons or other organizations, which amounted to an aggregate of 2,909. The details are as follows:

Regulatory rules	Number of related natural persons	Number of related legal persons or other organizations	Total number of related parties
National Financial Regulatory Administration rules	1,236	1,395	2,631
Hong Kong Stock Exchange rules	198	1,595	1,793
All regulatory rules	1,236	1,673	2,909

Note: As multiple rules are applicable to some related parties at the same time, it is possible that the same related party has been counted repeatedly

(III) Enhanced daily management of related party transactions

In strict accordance with the Administrative Measures for Related (Connected) Party Transactions, the Bank reviewed and approved related party transactions in accordance with the procedures. General related party transactions were approved by the Bank in accordance with the internal authorization procedures and submitted to the Related Party Transactions Control Committee for filing; material related party transactions were submitted to the Board of Directors for approval after being reviewed by the Related Party Transactions Control Committee of the Board of Directors of the Bank; related party transactions with particular significance were submitted to the Shareholders' General Meeting for approval.

Since its launch, the related party transaction management platform of the Bank has gradually connected with other systems of the Bank and constantly improved its system functions. Relying on the whole process of prior, interim and post management and control of the related party transaction management platform, the Bank establishes a systematic and standardized related party transaction management procedures from information identification to reporting and filing, process approval and information disclosure, meeting the requirements of multiple regulators for the refined management of related party transactions.

III. INFORMATION ON RELATED PARTY TRANSACTIONS

In 2025, the related party transactions of the Bank were conducted at such prices that had been determined upon fair negotiation and based on general commercial terms with fair pricing, and on conditions no more favorable than those of similar transactions with non-related parties, without any transfer of interests.

(I) Related party transactions under the Administrative Measures for Related Party Transactions of Banking and Insurance Institutions (《銀行保險機構關聯交易管理辦法》

1. Credit related party transactions

On a consolidated basis, as of the end of the Reporting Period, the credit balance of related party transactions between the Bank and its related parties amounted to RMB4,224 million, representing a decrease of RMB514 million as compared to the beginning of the Reporting Period. The credit balance between the Bank and its related parties accounted for 10.14% of the Bank's net capital, representing a decrease of 2.45 percentage points as compared to the beginning of the Reporting Period, lower than the regulatory standards of 39.86 percentage points.

On an unconsolidated basis, as of the end of the Reporting Period, the credit balance of related party transactions between the Bank and its related parties amounted to RMB6,979 million, representing a decrease of RMB289 million as compared to the beginning of the Reporting Period. The credit balance between the Bank and its related parties accounted for 19.17% of the Bank's net capital, representing a decrease of 2.58 percentage points as compared to the beginning of the Reporting Period, lower than the regulatory standards of 30.83 percentage points.

Both standards aligned with regulatory requirements with no significant impact on the Bank's normal operation. The non-performing ratio of the Bank's related party loans stood at zero, with the quality of related party credit better than the average level of the Bank.

2. Non-credit related party transactions

During the Reporting Period, the Bank did not sign any related party transaction agreement on asset transfer with any related parties. New related party transaction agreements on services during the Reporting Period, mainly include the 33 new development and operation and maintenance contracts with Shandong City Commercial Bank Cooperation Alliance Co., Ltd., with a total expenditure of RMB173,781,600

for development and operation and maintenance fees to Shandong City Commercial Bank Cooperation Alliance Co., Ltd. according to the new and former contracts during the Reporting Period; the subscription contract for the private placement of Domestic Shares with Shandong Hi-Speed Group Co., Ltd. and Shandong Hi-Speed Company Limited, involving amounts of RMB1,066,663,900 and RMB348,136,100 respectively; the advertising placement contract and the advertising promotion contract with Shandong Hi-Speed New Industrial Development Group Co., Ltd. (山東高速新實業開發集團有限公司), with a contract price of RMB11.16 million and RMB2.70 million respectively; the consultancy services contract with Shandong Provincial Communications Planning and Design Institute Group Co., Ltd., with a contract price of RMB98,000; the property lease contract with Shandong Tongda Financial Leasing Co., Ltd. (山東通達金融租賃有限公司), under which the Bank receives an annual rent of RMB3.297 million; the terminal VIP service contract with Shandong Airport Management Group Jinan International Airport Co., Ltd. (山東省機場管理集團濟南國際機場股份有限公司), with a contract price of RMB1,900,000; the corporate in-house training project contract with the Talent Development Institute of Shandong Hi-Speed Group Co., Ltd., with a contract value of RMB53,000; the comprehensive property services agreement with Weihai Binhai New City Property Service Co., Ltd., with an agreement value of RMB57,000; the property lease contract with Weihai International Commercial Mansion Co., Ltd. (威海國際商務大廈有限公司), under which the Bank pays an annual rent of RMB718,700; the property service project contract for Building D of the Jinan Olympic Sports Centre with Shandong Hi-Speed Renhe Property Development Co., Ltd. (山東高速仁和物業發展有限公司), with a contract value of RMB520,000; and the underwriting agreements for the 2025 Science and Technology Innovation Bonds and the 2025 Green Finance Bonds of Weihai Bank Co., Ltd. with Zhongtai Securities Co., Ltd.

Funds supervision and custody agreements signed with Shandong Hi-Speed Group Co., Ltd., Shandong Environmental Protection Industry Group Co., Ltd. (山東環保產業集團有限公司), Shandong Hi-Speed Construction Group Development Co., Ltd. (山東高速建設集團發展有限公司), Shandong Provincial Expressway Maintenance Group Co., Ltd. (山東省高速養護集團有限公司), Shandong Expressway Development Group Co., Ltd. (山東高速公路發展集團有限公司), Weihai Thermoelectricity Group Co., Ltd. (威海熱電集團有限公司) and Dongxing Securities Co., Ltd. (東興證券股份有限公司), amongst others, which serves as a comprehensive service for debt customers with no charge of service fees; the trademark licence contract and a credit business agency agreement with Shandong Hi-Speed Group Co., Ltd., the marketing and promotion cooperation agreement with Shandong Manyi Logistics Technology Co., Ltd. (山東滿易物流科技有限公司), the "Shared e-Loan" business cooperation agreement with Shandong Provincial Road and Bridge Group Co., Ltd.

(山東省路橋集團有限公司), the Shandong electricity retail trading contract with Shandong Hi-Speed Energy Investment Group Co., Ltd. (山東高速能源投資集團有限公司), the Internet marketing and promotion cooperation agreement with Shandong Hi-Speed Xinlian Technology Co., Ltd. (山東高速信聯科技股份有限公司), the loan business cooperation agreement with Xinlian Financing Guarantee (Tianjin) Co., Ltd. (信聯融資擔保(天津)有限公司), the door-to-door collection service agreement with Weihai Thermoelectricity Group Co., Ltd., and the door-to-door disbursement service agreement with Weihai Water Group Co., Ltd. (威海市水務集團有限公司), with no charge of relevant fees.

(II) Connected transactions under the Hong Kong Listing Rules

In 2025, the Bank and its connected persons conducted a series of connected transactions in the normal course of business. In respect of the transactions with connected natural persons, the types of transactions were mainly deposits, wealth management, individual consumption loans and credit cards, all of which were exempted from the reporting, announcement, Shareholders' approval, annual reporting and review under the Hong Kong Listing Rules.

IV. SUBSTANTIAL SHAREHOLDERS AND EVALUATION

(I) Information on Substantial Shareholders

Pursuant to the requirements of the Interim Measures for the Equity Management of Commercial Banks and the Regulatory Measures for the Conduct of Major Shareholders of Banking and Insurance Institutions, the substantial and major shareholders of the Bank consist of Shandong Hi-Speed Group Co., Ltd., Weihai Municipal Finance Bureau (威海市財政局), Shandong Hi-Speed Company Limited, with 35.56%, 15.38% and 11.60% equity interests therein.

(II) Related party transactions with Substantial Shareholders

As of the end of the Reporting Period, only Shandong Hi-Speed Group Co., Ltd. had credit business among all Substantial Shareholders in the Bank, with a credit balance of RMB58 million, accounting for 0.16% of the Bank's net capital. If the related companies of the Group were included, the Group credit balance of Shandong Hi-Speed Group Co., Ltd. amounted to RMB2,369 million, accounting for 6.51% of the Bank's net capital.

(III) Evaluation of Substantial Shareholders

The Bank continued to strengthen its Shareholder management. All Substantial Shareholders were able to report relevant information to the Bank in a timely, accurate and complete manner according to the requirements of the Interim Measures for the Equity Management of Commercial Banks, and the Bank verified and gained relevant information on Substantial Shareholders in a timely manner through external platforms such as the "National Enterprise Credit Information Publicity System", "Qichacha" and "Tianyancha", and evaluated Substantial Shareholders based on their participation of the Shareholders' General Meeting and related party transactions.

According to our evaluation, the Substantial Shareholders of the Bank have obtained regulatory approval as to their qualifications, and were able to comply with laws and regulations, regulatory requirements and the Articles of Association of the Bank, properly exercise Shareholders' rights and actively perform Shareholders' obligations and commitments, with a sound financial position, sustainable profitability and the ability to replenish the capital of the Bank.

The report has been considered and approved by the tenth meeting of the ninth session of the Board of Directors, and is hereby submitted to the Annual General Meeting for consideration.

According to the Measures for Performance Evaluation of Directors and Supervisors of Banking and Insurance Institutions (Trial) (《銀行保險機構董事監事履職評價辦法(試行)》) and relevant laws and regulations such as the Bank's Articles of Association and Rules of Procedure of the Audit Committee of the Board of Directors, the Audit Committee of the Board of Directors conducted a comprehensive evaluation of the performance of Directors, Supervisors, and senior management in 2025. The specific situation is reported as follows:

1. PERFORMANCE EVALUATION OF DIRECTORS

In 2025, the Board of Directors adhered to the guidance of the socialist ideology with Chinese characteristics in the new era of Xi Jinping, actively practiced the financial culture with Chinese characteristics, accurately grasped the political and people-oriented nature of financial work, focused on the vision of building a "first-class city commercial bank in China", adhered to integrity and innovation, deepened reform and transformation, solidly promoted high-quality sustainable development, and successfully completed various annual goals and tasks assigned by the Shareholders' meeting. Under the leadership of the Board of Directors, all Directors independently, prudently, objectively, and fairly fulfilled their duties and obligations in accordance with laws, regulations, regulatory policies, and the Articles of Association, promoting scientific decision-making by the Board of Directors and effectively safeguarding the legitimate rights and interests of Shareholders and other stakeholders.

The audit committee evaluated the performance of the 14 Directors of the 9th session of the Board of Directors of the Bank in terms of fulfilling their duties of loyalty, diligence, professionalism, independence and ethical standards, and compliance.

Fulfilling the duty of loyalty. All Directors were able to strictly comply with laws, regulations, and the provisions of the Bank's Articles of Association, with the aim of promoting the stable operation of the Bank, protecting the legitimate rights and interests of Shareholders, and safeguarding the best interests of the Bank. They abided by their commitments, strictly kept secrets, and paid close attention to matters that may harm the interests of the Bank; truthfully disclosed personal occupation, related relationships, concerted action relationships and changes, complied with relevant regulations on related party transactions and performance avoidance, and no behavior of Directors leaking the Bank's trade secrets, concealing problems, or causing damage to the Bank's interests were found.

Performance of diligence obligations. All Directors were able to devote sufficient time and energy to participate in the affairs of the Bank, attended Board meetings and special committee meetings in accordance with regulations, and personally attended more than two-thirds of the total number of Board meetings. The chairman of each special committee has worked for the Bank for more than 20 working days within the year. All Directors were able to timely understand the operational management and risk status of the Bank, and carefully studied and made prudent judgments on matters submitted for Board review. No Director was found to have violated the diligent obligations stipulated by laws, regulations, and the Articles of Association.

Professional performance of duties. All Directors were able to adhere to their own responsibilities, attended meetings in accordance with the law and regulations, actively expressed professional opinions on the development strategy, business strategy, risk management and other matters of the Bank, and put forward reasonable suggestions in capital management, related party transactions, artificial intelligence technology application, data governance, and the acceptance of audit committee responsibilities, demonstrating strong professionalism and promoting scientific decision-making by the Board of Directors. They actively participated in legal, regulatory, and listing knowledge training organized by regulatory authorities, banking associations, and the Bank, continuously improving the necessary professional knowledge and abilities for performing their duties.

Performance independence and moral standards. All Directors were able to adhere to high standards of professional ethics, independently fulfilled their duties, promoted fair treatment of all Shareholders, safeguarded the legitimate rights and interests of stakeholders, and actively fulfilled social responsibilities. No issues were found with Directors being controlled or interfered with in their performance by major Shareholders or insiders.

Compliance status of performance of duties. All Directors were able to comply with laws, regulations, and regulatory provisions, strictly fulfilled their obligations in accordance with the responsibilities, authorities, and procedures stipulated in the Articles of Association, continuously regulated their own performance of duties, fulfilled corresponding responsibilities in accordance with the law and regulations, and promoted the lawful and compliant operation of the Bank. No Director was found to have engaged in any non-compliant behavior such as accepting improper benefits, using their position to seek personal gain for themselves or others, participating in improper interference with the Bank, causing significant risks and losses to the Bank, damaging the interests of the Bank and Shareholders, or violating laws, regulations, and Articles of Association.

Performance evaluation of independent Directors. Independent Directors independently made decisions and supervised matters deliberated by the Shareholders' meeting and the Board of Directors, carefully reviewed materials and proposals from the Board of Directors and special committees, regularly listened to reports on the management of senior management, reviewed various operational reports, financial reports, risk and internal control management reports, and timely understood the daily operating conditions of the Bank; actively participated in training and research to continuously improve professional performance. Independent Directors fully utilized their professional advantages to provide objective and impartial independent opinions on major related party transactions, financial accounting reports and periodic reports, hiring accounting firms, nomination and appointment of Directors, appointment of senior management, profit distribution, and other matters, effectively safeguarding the legitimate rights and interests of the Bank, all Shareholders, especially small and medium-sized Shareholders, and other stakeholders. All independent Directors were able to devote sufficient time and energy to the work of the Bank, and their working hours met regulatory requirements.

According to the provisions of laws and regulations, the Articles of Association of the Bank, and relevant systems, combined with the Report on the Performance of Independent Directors in 2025 and the Report on the Assessment of Directors and Senior Management in 2025, after evaluation, all 14 Directors have been deemed competent in their performance evaluation for 2025.

2. PERFORMANCE EVALUATION FOR SUPERVISORS

In November 2025, in accordance with relevant laws, regulations, and regulatory provisions such as the Company Law, and based on the actual situation of the Bank, the Bank ceased to have the Board of Supervisors, the powers of which were exercised by the audit committee of the Board of Directors as stipulated in the Company Law. During the term of office, the Board of Supervisors diligently and responsibly carried out various supervisory work. Under the leadership of the Board of Supervisors, all supervisors supervised important financial decisions and execution, internal control, and risk management, effectively safeguarding the rights and interests of the Bank, Shareholders, employees, creditors, and other stakeholders. They strictly implemented regulatory requirements, solidly promoted self-examination and rectification work, and comprehensively and effectively fulfilled supervisory responsibilities.

Nine Supervisors of the 9th session of the Board of Supervisors of the Bank strictly abided by laws, regulations, policies and systems, being diligent, responsible, independent and prudent, and effectively fulfilled their duties and obligations. They attended the meetings of the Board of Supervisors and its specialized committees on time, attended the Board meetings and Shareholders' meetings, conscientiously carried out performance supervision, financial supervision, internal control and risk management supervision, fully expressed supervisory opinions on the Bank's

strategic planning and implementation, major related party transactions, annual operating conditions, salary management, financial budget and profit distribution, financial reports, employment of accounting firms, asset liability management, risk management policies and measures, incentive and restraint mechanisms and implementation effects, and highly paid attention to the implementation of the Bank's regulatory opinions and the rectification of problems. External Supervisors effectively safeguarded the legitimate rights and interests of small and medium-sized Shareholders and other stakeholders during the supervision process, without being influenced by major Shareholders, senior management, and other units and individuals with vested interests in the Bank. No non-compliance behavior was found among the Supervisors.

According to laws and regulations, the Articles of Association of the Bank, and relevant systems, after evaluation, all nine Supervisors have been deemed competent in their performance evaluation for the year 2025.

3. EVALUATION OF SENIOR MANAGEMENT

In 2025, the senior management adhered to the leadership of the Party, deeply understood and implemented the economic and financial policies and conference spirit of the Party and the state, adhered to the mission of serving the real economy, scientifically implemented the business development strategy of the Board of Directors, timely implemented the opinions and suggestions of the Board of Directors, actively promoted various business management work, and successfully completed the various goals and tasks assigned by the Board of Directors.

The audit committee evaluated the performance of senior management in terms of compliance, performance, and professional ethics, taking into account their annual work reports, assessment results, and annual audit results.

In 2025, senior management strictly complied with laws, regulations, and internal system requirements of the Bank, adhered to the general tone of "seeking progress while maintaining stability and promoting stability through progress", solidly promoted the transformation of the "four modernizations" reform, and presented a good trend of "stable growth, excellent structure, impressive main business, clear direction, solid foundation, and specialized ability" in business management. New achievements were made in high-quality Party building, business performance, cost reduction and efficiency improvement, promoting the characteristic development of the "five major articles", strategic business reform and innovation, and improving risk control and internal control management. Senior management were loyal, honest, diligent, and efficient in performing their duties, and have successfully completed various tasks in their respective departments. The Bank's various businesses have achieved stable and healthy growth, and risk control was solid and effective, successfully achieving the goals and tasks assigned by the Board of Directors. No senior

management have been found to have acted beyond their authority to obstruct or interfere with the normal performance of the Board of Directors, Board of Supervisors, Directors, and Supervisors, and no actions have been taken to harm the rights and interests of shareholders, depositors, and other stakeholders. The nomination and remuneration committee of the Board of Directors has rated the senior management as competent in their due diligence evaluation for the year 2025.

According to the provisions of laws and regulations, the Articles of Association of the Bank, and relevant systems, after evaluation, the performance evaluation of the two senior management who have served for more than six months and have not served as Directors for the year 2025 is qualified.

This proposal has been considered and approved by the tenth meeting of the ninth session of the Board of Directors and is now submitted to the Annual General Meeting for consideration.

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WEIHAI BANK CO., LTD.*
威海銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 09677)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 annual general meeting (the "**Annual General Meeting**") of Weihai Bank Co., Ltd.* (the "**Bank**") will be held at Weihai Bank Digital Financial Center, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC on Monday, June 29, 2026 at 9:00 a.m.. Unless otherwise defined, the capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated June 8, 2026 (the "**Circular**").

The following resolutions shall be considered and, if thought fit, approved by the Shareholders of the Bank at the Annual General Meeting:

MATTERS TO BE CONSIDERED

Ordinary Resolutions

1. To consider and approve the Work Report of the Board of Directors for 2025

2. To consider and approve the 2025 Annual Report

3. To consider and approve the Profit Distribution Plan for 2025

4. To consider and approve the Resolution on Related (Connected) Party Transactions with Shandong Hi-Speed Group

5. To consider and approve the Appointment of External Auditors for 2026

6. To consider and approve the Proposed Amendments to the Rules of Procedure for Shareholders' General Meeting

7. To consider and approve the Proposed Amendments to the Rules of Procedure for the Board

8. To consider and approve the Proposed Appointment of Independent Non-executive Director

Special Resolution

9. To consider and approve the Resolution on the Issuance Quota of Capital Instruments

MATTERS TO BE REPORTED

1. Duty Report of the Independent Directors for 2025

2. Report on the Control of Related Party Transactions and Evaluation of Shareholders for 2025

3. Report on Evaluation of the Performance of Duties by Directors, Supervisors and Senior Management for 2025

Weihai Bank Co., Ltd.*
Board of Directors

Weihai, China
June 8, 2026

As at the date of this notice, the Board of the Bank comprises Mr. MENG Dongxiao, Mr. ZHANG Wenbin, Mr. LU Jiliang and Mr. JIANG Yi as executive Directors; Mr. CHEN Xiaojun, Mr. ZHAO Bing, Mr. GUO Youhui, Mr. ZHOU Liang and Ms. LI Jie as non-executive Directors; Mr. FAN Chi Chiu, Mr. WANG Yong, Ms. SUN Zuying, Mr. YANG Yunhong and Mr. PENG Feng as independent non-executive Directors.

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

Notes:

1. For more information on the resolutions mentioned above, please refer to the Circular.

2. Registration Procedures for Attending the Annual General Meeting

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

3. Proxy

Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued Shares), whether such person(s) is a Shareholder of the Bank or not, to act as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the Annual General Meeting. The instrument appointing a proxy must be signed by the Shareholder or his/her attorney duly authorized in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If the power of attorney of the proxy is signed by the authorized person of the appointer under a power of attorney or other authorization document(s) given by the appointer, such power of attorney or other authorization document(s) shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarial certified copy of the power of attorney or other authorization document(s) must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders), or to the Office of the Board of the Bank at Room 2309, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC (for the Domestic Shareholders) no later than 24 hours before the fixed time for holding the Annual General Meeting (i.e. 9:00 a.m. on Sunday, June 28, 2026) or any adjournment thereof (as the case may be). In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the Annual General Meeting in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the Annual General Meeting in person or by proxy, only the vote of the person whose name appeared first in the register of members of the Bank relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders. Upon completion and return of the form of proxy and the power of attorney, you can still attend and vote in person at the Annual General Meeting or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

4. Closure of Register of Members

The Bank's register of members will be closed from Wednesday, June 24, 2026 to Monday, June 29, 2026, both days inclusive. The Shareholders whose names appeared in the Bank's register of members on Wednesday, June 24, 2026 shall be entitled to attend and vote at the Annual General Meeting. For a Shareholder to be eligible for attending and voting at the Annual General Meeting, all transfer document(s) together with the relevant share certificates and other appropriate document(s) shall be delivered to our Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the Office of the Board of the Bank at Room 2309, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC (for the Domestic Shareholders) no later than 4:30 p.m. on Tuesday, June 23, 2026.

The Bank's register of members will be closed from Saturday, July 11, 2026 to Thursday, July 16, 2026, both days inclusive, during which period no transfer of the Shares will be effected. The Shareholders whose names appeared in the Bank's register of members on Thursday, July 16, 2026 shall be entitled to receive the 2025 final dividend. For a Shareholder to be eligible for receiving the 2025 final dividend, all transfer documents together with the relevant share certificates and other appropriate documents must be delivered to the H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the Office of the Board at Room 2309, No. 137A, Qingdao North Road, Weihai City, Shandong Province, the PRC (for the Domestic Shareholders) no later than 4:30 p.m., on Friday, July 10, 2026.

5. Publication of Poll Results

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), all resolutions at the Annual General Meeting will be voted by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted only by a show of hands). The results of poll will be published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Bank (www.whccb.com) in accordance with the Hong Kong Listing Rules.

6. Miscellaneous

The Annual General Meeting is expected to last for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own expenses on traveling, dining, and accommodation.