

Articles of Association of Bank of Tianjin Co., Ltd.*

Approved at the 2025 first extraordinary general meeting held by Bank of Tianjin Co., Ltd.
on September 25, 2025

Content

Chapter 1	General Provisions	1
Chapter 2	Objectives and Scope of Business	4
Chapter 3	Party Committee	6
Chapter 4	Shares	8
Section 1	Issuance of Shares	8
Section 2	Increase and Reduction of Shares and Share Repurchase	10
Section 3	Transfer of Shares	11
Chapter 5	Shareholders and General Meeting	13
Section 1	General Provisions for Shareholders	13
Section 2	General Provisions for General Meetings	28
Section 3	Convening of General Meetings	31
Section 4	Proposal and Notice of General Meetings	33
Section 5	Holding of General Meetings	35
Section 6	Voting and Resolutions of General Meetings	39
Section 7	Special Procedures for Voting by a Certain Class of Shareholders	43
Chapter 6	Directors and Board of Directors	45
Section 1	Directors	45
Section 2	Independent Directors	52
Section 3	Board of Directors	60
Section 4	Special Committees under the Board of Directors	68
Section 5	Secretary to the Board of Directors	75
Chapter 7	The President and Senior Management	77
Chapter 8	Qualifications and Obligations of Directors and Senior Management Officers	80
Chapter 9	Financial Accounting System, Profits Distribution and Audit	82
Section 1	Financial Accounting System	82
Section 2	Internal Audit	85
Section 3	Engagement of Accounting Firms	86
Chapter 10	Notices and Announcements	87
Chapter 11	Mergers, Division, Dissolution and Liquidation	88
Section 1	Mergers or Division	88
Section 2	Dissolution and Liquidation	90
Chapter 12	Amendments to these Articles of Association	93
Chapter 13	Supplemental Provisions	94

Chapter 1 General Provisions

Article 1 For the purpose of protecting the legitimate rights and interests of Bank of Tianjin Co., Ltd. (hereinafter referred to as the “Bank”), its shareholders, employees and creditors, and of standardizing the organization and activities of the Bank, the Articles of Association of the Bank (hereinafter referred to as the “Articles”) are hereby formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the People’s Bank of China Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China (hereinafter referred to as the “Commercial Banking Law”), the Interim Measures for Equity Management of Commercial Banks, the Corporate Governance Standards for Banking and Insurance Institutions, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Guidelines for Articles of Association of Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies and other relevant laws, regulations and regulatory provisions, the Rules Governing the Listing of Securities on The Hong Kong Stock Exchange (hereinafter referred to as the “Listing Rules”) as well as relevant rules of the securities regulatory authorities of the place where the Bank’s shares are listed.

The “laws, regulations and regulatory provisions” referred to in these Articles refer to the laws, regulations, rules, judicial interpretations and notices officially promulgated by the legislature at all levels and other government authorities of the PRC (including any modifications, amendments, re-enactment or merger of the PRC laws and any regulations, articles, judicial interpretations or notices issued in accordance with the PRC laws, but excluding the laws, regulations and case laws of the Hong Kong Special Administrative Region (hereinafter referred to as “Hong Kong”), the Macau Special Administrative Region and Taiwan Region).

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

The Bank was established by way of promotion pursuant to the Approval of the Establishment of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 155) granted by the People’s Bank of China and the Approval of the Opening of Tianjin Urban Cooperative Bank (Yin Fu [1996] No. 352) granted by the People’s Bank of China, and obtained the financial license. The Bank was registered with the Hexi District Market Supervision Administration of Tianjin Municipality and obtained its business license on November 6, 1996. In April 1998, the Bank changed its name to Tianjin Commercial Bank pursuant to the Approval of the Change of Name of Tianjin Urban Cooperative Bank (Jin Yin Yin [1998] No. 71) granted by the People’s Bank of China. In February 2007, the Bank changed its name to Bank of Tianjin pursuant to the Approval of the Change of Name of Tianjin Commercial Bank (Yin Jian Fu [2007] No. 65) granted by the former China Banking Regulatory Commission. The Bank’s uniform social credit code is 911200001030702984.

Article 3

Registered name of the Bank:

Chinese name in full: 天津銀行股份有限公司

Chinese name in short: 天津銀行

English name in full: BANK OF TIANJIN CO., LTD.

English name in short: BANK OF TIANJIN

Article 4 Address of the Bank: 15 Youyi Road, Hexi District, Tianjin; Postal code: 300201.

Telephone: 86-22-28405262,

facsimile: 86-22-28405518.

Article 5 The registered capital of the Bank is RMB6,070,551,822.

Article 6 The Bank is a perpetually existing joint stock limited company. The term of business is long-term.

Article 7 The legal representative of the Bank shall be the chairman of its Board of Directors, who represents the Bank and executes its affairs. If the chairman of the Board of Directors is unable to fulfil his/her duties, the president shall be the legal representative. Where the chairman of the Board of Directors who concurrently serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time.

If a legal representative resigns, the Bank shall determine a new legal representative as soon as possible after the date of the resignation of the legal representative.

The legal consequences of civil activities performed by the legal representative in the name of the Bank shall be borne by the company. The restrictions on the functions and powers of the legal representative as stipulated in the Articles of Association or by the general meeting shall not be used against any bona fide counterparty. If the legal representative causes damage to others in the performance of his/her duties, the Bank shall bear civil liability. After the Bank assumes civil liability, it may claim reimbursement from the legal representative at fault in accordance with laws, regulations or the Articles of Association of the Bank.

Article 8 The capital of the Bank is divided into shares of equal par value, and the shareholders shall bear liability for the Bank to the extent of the shares subscribed by them, and the Bank shall bear liability for its debts to the extent of its total assets.

Article 9 Upon the coming to effect of these Articles, it shall constitute a legally binding document governing the organization and activities of the Bank, and defines the rights and obligations between the Bank and its shareholders, and among the Bank's shareholders themselves, and it shall be legally binding on the Bank, the party organization and members of the party committee, the shareholders, directors and senior management officers of the Bank. The Bank may, in accordance with these Articles, institute lawsuits against the shareholders, directors and senior management officers of the Bank. The shareholders may, in accordance with these Articles, institute lawsuits against other shareholders, the Bank, and the directors and senior management officers of the Bank.

The shareholders, directors, senior management officers and other persons of the Bank shall comply with laws, regulations, regulatory provisions and these Articles, and exercise their rights and fulfill their obligations in accordance with the principles of respective duties, responsibilities, co-ordination, effective checks and balances to safeguard the lawful rights and interests of the Bank.

Article 10 The “directors” referred to in these Articles shall include all members of the Board of Directors who serve as executive directors and non-executive directors (including independent directors) unless the context otherwise requires or otherwise specifies.

The “senior management officers” referred to in these Articles shall mean the persons who hold positions in the head office of the Bank within the scope of the qualification regulatory system for senior management officers of banking institutions. (Including but not limited to, personnel appointed by the board of directors, the chief information officer, the chief risk officer, the chief auditor, the chief accountant, as required by relevant superiors or regulatory authorities.)

The aforesaid directors and senior management officers shall have the qualifications required by the superiors or the regulatory authorities and be subject to review by or filing with such regulatory authorities.

Article 11 The business activities of the Bank are subject to the supervision and administration by the banking regulatory authorities under the State Council and their agencies and other relevant government authorities. The Bank is an independent corporate legal person and carries out financial business in accordance with the laws without interference from any entity or individual.

Article 12 The Bank adopts a class one legal person system. Subject to approval of the banking regulatory authorities under the State Council, the Bank may set up, change or cancel entities, including but not limited to branch and sub-branch entities, subsidiary companies and representative offices in the PRC or outside the PRC, according to the provisions of laws and regulations of the PRC and other relevant countries or regions. The branch and sub-branch entities set up by the Bank outside the PRC shall operate all banking or other businesses permitted by laws and regulations of the places of operation.

With the exception of subsidiary companies, the branch and sub-branch entities of the Bank shall not have legal person qualification. The organization establishment and business operation of these entities shall comply with the requirements of laws and regulations and be within the scope of authority granted by the head office of the Bank. The head office of the Bank shall assume the civil liabilities of branch and sub-branch entities. The head office of the Bank exercises central leadership and administration over the major personnel appointment and removal, business policies, comprehensive plans, fund transfers, basic rules and regulations and external affairs of branch and sub-branch entities, and implements the financial system of unified auditing, unified transfer of capital and management at various levels in relation to the branch organs.

The Bank may establish certain special committees and internal management organs according to the requirements of business operation and management.

Article 13 The Bank may invest in other limited liability companies, joint stock limited companies and other legal persons according to the provisions of laws and regulations, and shall assume responsibilities to any such invested corporations to the extent as limited by its capital contribution or shares subscribed. However, unless otherwise provided by laws and regulations, the Bank shall not become a capital contributor that shall bear joint and several liabilities for the debts of the invested enterprises.

Article 14 The Bank adheres to the market-oriented operation mechanism, continues to deepen the reform of three systems, and implements the internal management personnel that can be promoted and demoted, employees that can be hired and fired, and income that can be increased and reduced.

(1) In accordance with the principles of market-oriented selection, contract-based management, differentiated remuneration and market-oriented exit, and based on the actual situation of the Bank to implement the professional manager system in the senior management, the Bank standardizes the term management of members of the senior management, scientifically determines the contractual objectives, implements remuneration in a rigid manner, and strictly evaluates dismissal.

(2) The Bank adheres to the market-oriented staff selection and employment mechanism, fully implements the employment system with labor contract as the core, promotes open recruitment of employees, selection and competition of management personnel, appointment system and contract-based management of management personnel, and adjustment and dismissal of the incompetent, and forms a healthy flow mechanism of survival of the fittest.

(3) The Bank deepens the market-oriented remuneration distribution system, comprehensively promotes the performance appraisal of all employees, establishes a market-competitive remuneration distribution system for key core talents, and flexibly carries out medium and long-term incentives in various ways. The Bank implements deferred payment of performance-based remuneration and recourse deduction to prevent aggressive operation and illegal and non-compliant activities.

Article 15 The Bank shall, in accordance with the relevant provisions in the Constitution of the Communist Party of China (the “CPC”) and the laws and regulations, set up the CPC organization, establish the working mechanism of the CPC carry out the CPC’s activities, equip with sufficient and strong party staff and ensure the working expenses of the CPC organization. The Bank shall provide the necessary conditions for the CPC to organize its activities.

Chapter 2 Objectives and Scope of Business

Article 16 The business objectives of the Bank are: to adhere to the path of financial development with Chinese characteristics, uphold the cultural philosophy of Chinese-style finance, actively practice the political and people-oriented nature of financial work, enhance the professionalism of financial work, adhere to the principles of “safety, liquidity, and profitability” for sustainable operations, and focus on the positioning of “serving the local economy, serving small and medium-sized enterprises, and serving urban and rural residents”, concentrate on core responsibilities and main businesses, deepen efforts in the local area, and excel in external regional markets. We adhere to specialized and differentiated operations to build a modern first-class regional bank that satisfies the municipal party committee, reassures regulators, earns societal praise, delights shareholders, and instills pride in employees.

Article 17 Upon registration pursuant to the laws, the business scope of the Bank is:

- (1) receiving deposits of the public;
- (2) granting short-term, medium-term and long-term loans;
- (3) handling settlement within and outside the PRC;
- (4) handling bills acceptances and discounting;
- (5) issuing financial bonds;
- (6) acting as agents in issuance, honoring and underwriting of government bonds;
- (7) buying and selling government bonds and financial bonds;
- (8) inter-bank borrowings;
- (9) bank cards business;
- (10) providing letter of credit services and guarantees;
- (11) acting as agent in the collection and payment of monies and insurance business;
- (12) providing safe deposit box services;
- (13) securities investment fund sales business;
- (14) client transaction settlement funds custody business as a legal person bank;
- (15) foreign exchange deposits, foreign exchange loans;
- (16) foreign exchange remittances, foreign currency conversion;
- (17) settlement and sale of foreign exchange;
- (18) foreign exchange inter-bank borrowings;
- (19) foreign exchange guarantees;
- (20) foreign exchange borrowings;
- (21) providing foreign currency bills acceptances and discounting services;
- (22) credit investigation, advisory and witnessing businesses;
- (23) trading and trading as agent of foreign currency securities apart from stocks;

(24) trading and trading as agent in foreign exchange;

(25) other businesses as approved by the banking regulatory authorities under the State Council and other regulatory authorities.

Chapter 3 Party Committee

Article 18 In accordance with the Constitution of the CPC and relevant regulations, the Bank shall establish the Bank of Tianjin Co., Ltd. Committee of the CPC (hereinafter referred to as the “Party Committee”) with the approval of the higher-level CPC organization. At the same time, the Bank shall accept the supervision of the discipline inspection and supervision team appointed by the higher-level discipline inspection commission and supervision commission as required to provide them with corresponding working conditions.

The Party Committee of the Bank shall be elected by the CPC members’ general meeting or the CPC members’ representatives’ general meeting, and each term of office is generally five years. Upon expiry of term, the Party Committee shall be re-elected on schedule.

The number of Party Committee secretary, deputy secretary and members of the Bank shall be set according to the approval of the higher-level CPC organization, and shall be elected or appointed in accordance with the relevant provisions of the Constitution of the CPC.

Article 19 Adhering to and improving the leadership system of “two-way entry and cross-appointment”, eligible team members of the Party Committee may join the Board of Directors and senior management through statutory procedures, and eligible CPC members in the Board of Directors and senior management may join the Party Committee in accordance with relevant regulations and procedures.

Article 20 The Party Committee of the Bank shall play a leading role, take the direction, manage the overall situation, ensure the implementation, and discuss and decide on major matters of the Bank in accordance with the provisions. Its main duties are:

(1) to strengthen the CPC political construction of the Bank, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics, educate and guide all CPC members to always maintain a high degree of consistency with the CPC Central Committee with Comrade Xi Jinping as the core in political stance, political direction, political principles and political path;

(2) to thoroughly study and implement Xi Jinping’s Thought on Socialism with Chinese Characteristics for a New Era, study and promote the theory of the CPC, implement the CPC’s guidelines and policies, supervise and ensure the implementation of the major decisions and arrangements of the CPC Central Committee and the resolutions of the higher-level CPC organization in the Bank;

(3) to study and discuss major operation and management issues of the Bank and support the Board of Directors and senior management to exercise their functions and powers according to the laws;

(4) to strengthen the leadership and control over the staff selection and employment of the Bank, and focus on the construction of leadership team, cadre team and talent team of the Bank;

(5) to perform the main responsibility of building a clean and honest party culture of the Bank, lead the internal discipline inspection organization to perform the supervision and accountability duties, strictly regulate political discipline and political rules, and promote the comprehensive and strict governance of the party to the grassroots level;

(6) to strengthen the construction of grassroots party organization and teams of CPC members, and lead the employees to actively participate in the reform and development of the Bank;

(7) to lead the Bank's ideological and political work, spiritual civilization construction and unified frontline work, and lead the Bank's labor union, Communist Youth League, women's organizations and other group organizations.

Article 21 Major operation and management matters of the Bank shall be studied and discussed by the Party Committee before being decided by the Board of Directors in accordance with its functions and powers and prescribed procedures. The matters to be studied and discussed mainly include:

(1) implementation of major initiatives of the CPC Central Committee in its decision-making and deployment as well as national development strategies;

(2) the development strategy, medium and long-term development plan and important reform plan of the Bank;

(3) the fundamental directional issues in asset restructuring, equity transfer, capital operation and large-amount investment of the Bank;

(4) the establishment and adjustment of the organizational structure of the Bank and the formulation and modification of important rules, regulations and systems;

(5) major issues concerning the Bank's safe production, maintenance of stability, rights and interests of employees and social responsibilities;

(6) other important matters that shall be studied and discussed by the Party Committee.

The Bank shall formulate a list of matters to be studied and discussed by the Party Committee and clarify the powers and responsibilities of the Party Committee and other governance bodies such as the Board of Directors and the senior management.

The Party Committee of the Bank shall strictly conduct pre-study and discussion on major operation and management matters, focusing on whether the decision-making matters are in line with the theory, direction and policy of the CPC, whether the decision-making and deployment of the CPC Central Committee and the national and regional development strategies are implemented, whether it is conducive to promoting the high-quality development of the Bank, enhancing the competitiveness of the Bank and realizing the preservation and appreciation of the value of state-owned assets, and whether it is conducive to safeguarding social public interests and legitimate rights and interests of the employees.

The Party Committee of the Bank shall conduct pre-study and discussion on major operation and management matters, insist on the unity of decision-making quality and efficiency, generally through procedures such as making motions, formulating proposals, research and discussion by the Party Committee, communication before the Board meetings, and giving opinions by the Party Committee team members and other CPC members who have entered into the Board of Directors during consideration at the Board meetings in accordance with the opinions formed at the meetings of the Party Committee.

Article 22 In accordance with the principles that are conducive to strengthening the work of the CPC and efficient coordination, the Party Committee of the Bank shall set up the Party Committee Office, the Organization Department of the Party Committee, the Publicity Department of the Party Committee, the Mass Organization Work Department, the United Front Department of the Party Committee and other working institutions, the management of leading personnel and the construction of grassroots party organizations are generally led and held responsible by a single department, and if it is led and held responsible by two departments, they shall be under the same leadership members. There shall be a certain proportion of full-time and part-time staff for party affairs, with the same rank and treatment as the operation management personnel.

The Bank shall provide the necessary conditions for party organization activities, protect the working funds of the party organizations through inclusion in administrative expenses, party fee retention and other channels, and favor front-line production and operation. The portion included in administrative expenses is generally arranged at the ratio of 1% of the total staff salaries of the Bank in the previous year, and is included in the annual budget of the Bank. The Bank shall integrate and utilize various resources to build a good place for party organization activities.

Article 23 The Bank shall continue to improve the democratic management system with the employee representative meeting as its basic form under the leadership of the Party Committee, and shall listen to the opinions of employees on major decisions. Major issues involving the vital interests of employees must be considered by the employee representative meeting or the employee meeting to ensure that the employee representatives participate in corporate governance in an orderly manner according to law.

Chapter 4 Shares

Section 1 Issuance of Shares

Article 24 The shares of the Bank are in the form of stock. The Bank shall have ordinary shares at all times. All of the currently issued shares of the Bank are ordinary shares.

The Bank may issue other classes of shares according to its needs, in accordance with the applicable laws and regulations and upon the necessary procedures performed by the departments authorized by the securities regulatory authority of the State Council or the State Council.

Article 25 The shares in the Bank shall be issued in a fair and just manner and each share of the same class shall have the same rights.

The conditions of issuance and price of each share of the same class shall be the same in each issue. Subscribers shall pay the same price for each share subscribed.

Article 26 The ordinary shares issued by the Bank shall have a par value denominated in Renminbi. The par value of each share shall be Renminbi 1.00. Relevant laws and regulations apply to the par value of preferred shares and other kinds of shares to be issued.

Article 27 Subject to the necessary procedures performed by the banking regulatory authorities and securities regulatory authorities under the State Council or other relevant regulatory authorities, the Bank may issue its shares to domestic and overseas investors.

The overseas investors mentioned in the preceding paragraph refer to investors in overseas countries, Hong Kong Special Administrative Region of the People's Republic of China (hereinafter referred to as the "PRC") (hereinafter referred to as "Hong Kong"), Macau Special Administrative Region and Taiwan Region who subscribe for the shares issued by the Bank; and domestic investors refer to investors in the PRC, excluding the regions mentioned above, who subscribe for the shares issued by the Bank.

Article 28 The shares issued by the Bank to domestic investors for subscription in Renminbi shall be referred to as domestic shares. The shares issued by the Bank to overseas investors for subscription in foreign currencies shall be referred to as foreign shares. Foreign shares listed overseas shall be referred to as overseas-listed foreign shares.

Overseas-listed foreign shares issued by the Bank and listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Stock Exchange") shall be referred to as H shares.

Shares issued by the Bank domestically are retained under share registration institutions in compliance with laws and regulations for safe custody; whereas the H shares of the Bank are mainly retained under the safe custody of entrusted Hong Kong securities clearing companies, and such shares may also be held under the personal names of shareholders.

Article 29 The promoters of the Bank were the original shareholders of 65 urban credit cooperatives and 2 business departments, as well as the newly joined shareholders, with a total of 1,009,973.7 thousand shares (including the total share capital of 460,273.7 thousand shares after the quantification of the shareholding of the original credit cooperatives, and the newly raised share capital of 549,700 thousand shares). Except for the shares after quantification of the shareholdings from the shareholders of the original urban credit cooperatives, the remaining shares of the Bank were subscribed and fully paid up by the newly joined shareholders with monetary funds.

Article 30 The total number of shares of the Bank is 6,070,551,822 shares. The Bank's share capital structure is: 6,070,551,822 ordinary shares, among which 4,305,952,759 are domestic shares, representing 70.93% of the total shares issued by the Bank; and 1,764,599,063 H shares, representing 29.07% of the total shares issued by the Bank.

Section 2 Increase and Reduction of Shares and Share Repurchase

Article 31 Pursuant to the needs of operation and business development and in accordance with relevant provisions of laws, regulations and these Articles, the Bank may, subject to approval of relevant competent authorities, increase its registered capital in the following ways:

- (1) offering shares to unspecified targets;
- (2) offering shares to specified targets;
- (3) allotting bonus shares to existing shareholders;
- (4) transferring capital reserve to share capital;
- (5) other methods stipulated by relevant competent authorities or by laws and regulations.

Article 32 The Bank may, subject to the provisions of these Articles and upon approval of relevant competent authorities of the State, reduce its registered capital. Any reduction of registered capital of the Bank shall be made in compliance with the Company Law, the Commercial Banking Law and other laws and regulations and the procedures specified in these Articles.

Article 33 The Bank shall not purchase shares of the Bank. Except in the following circumstances:

- (1) reduction of registered capital of the Bank;
- (2) merger with other companies that hold shares in the Bank;
- (3) utilizing shares for employee stock ownership plan or equity incentives;
- (4) repurchasing is demanded by shareholders who disagree to the resolution of the general meeting on the merger or division of our Bank;
- (5) utilizing shares for conversion of convertible corporate bonds issued by the Bank;
- (6) safeguarding the Bank's value and shareholders' interests as necessary;
- (7) other circumstances permitted by the laws, regulations and regulatory provisions.

The purchase by the Bank of the shares of the Bank for the circumstances set out in the preceding paragraph (1) and (2) shall be resolved by a resolution of the general meeting. The purchase of the shares of the Bank for the circumstances set out in the preceding paragraph (3), (5) and (6) shall be resolved by a resolution of a board meeting at which more than two-thirds of the directors are present.

After the Bank has repurchased its own shares in accordance with the first paragraph of this Article, the shares so repurchased shall be cancelled within ten (10) days from the date of repurchase (under the circumstance set out in (1)), or shall be transferred or cancelled within six (6) months (under the circumstances set out in (2) and (4)), or the shares of the Bank held by it in aggregate shall not exceed 10% of the total issued shares of the Bank and shall be transferred or cancelled within three (3) years (under the circumstances set out in (3), (5) and (6)). Where the Bank repurchases its own shares as a listed company, it shall perform its information disclosure obligations in accordance with the Securities Law. If the Bank repurchases its own shares under the circumstances set out in (3), (5) and (6) of the first paragraph of this Article, such repurchase shall be conducted through open and centralized trading.

If the relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed stipulate otherwise in respect of the matters relating to the aforesaid purchase of shares, those provisions shall prevail.

Section 3 Transfer of Shares

Article 34 Shares of the Bank shall be transferred in accordance with relevant laws and regulations. The transferee shall possess the qualifications required by laws and regulations to invest in the Bank. Approval procedures for obtaining or holding shares of the Bank shall be performed in accordance with laws and regulations.

Article 35 Shares which have been in issue before the Bank's public offering shall not be transferred within one year from the date of the Bank's listing and trading on a stock exchange.

Directors and senior management officers of the Bank shall inform the Bank about their holdings of the shares in the Bank (including preferred shares) and any changes in their shareholding in time. During their term of office determined upon taking office, the shares transferred each year shall not exceed 25% of the total number of shares of the same class held by any such aforementioned persons. The shares of the Bank held by any such aforementioned persons shall not be transferred within one year from the date of listing on the exchange. Any such aforementioned persons shall not transfer shares of the Bank held by them within six months after they cease to be employed.

If the laws and regulations, regulatory rules and the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed have other restrictions on transfers of shares, those provision(s) shall be complied with too.

Where the shares were pledged within the lock-up period as prescribed by laws and regulations, the pledgee shall not exercise the pledge rights during such lock-up period.

Article 36 Transfer of shares of the Bank shall be registered with the stock registration organization entrusted by the Bank.

All fully-paid H shares are freely transferable in accordance with these Articles. However, the Board of Directors may refuse to recognize the instruments of transfer without having to state any reason unless the conditions stipulated below are met:

(1) the instrument of transfer and other documents, which are related to and may affect the ownership of any registered securities, shall be registered, and the standard fee prescribed by Hong Kong Stock Exchange in the Listing Rules in relation to the registration of transfer documents and other documents which relate to or may affect the title of any shares has been paid to the Bank (any fees shall not exceed the maximum fees stipulated in the Listing Rules);

(2) the instrument of transfer are only in relation to H shares;

(3) stamp duty (as stipulated by the laws of Hong Kong) which is payable for the instrument of transfer has been duly paid;

(4) the relevant share certificate(s) and any other evidence which the Board of Directors may reasonably require to show that the transferor has the right to transfer the shares have been provided;

(5) where the shares are intended to be transferred to joint holders, the number of such joint holders is not more than four (4);

(6) the shares are free and clear of any lien of the Bank.

If the Board of Directors refuses to register any transfer of shares, the Bank shall issue a notice to the transferor and the transferee within 2 months from the date on which the transfer application has been duly submitted, to notify them of the refusal to register such transfer.

Article 37 All transfers of H shares shall adopt written instruments of transfer in writing in an ordinary or usual form or in any other form acceptable to the Board of Directors (including standard transfer form or other form of transfer as prescribed by the Hong Kong Stock Exchange from time to time). The instruments of transfer may be signed by hand or (where the transferor or transferee is a corporation) sealed with the company's seal. Where the transferor or transferee is a recognized clearing house as defined by relevant regulations in accordance with the Law of Hong Kong from time to time (hereinafter referred to as the "recognized clearing house"), or its proxy, the instruments of transfer may be signed by hand or in a machine-imprinted format.

All instruments of transfer shall be kept at the legal address of the Bank, the address of the share registrar or the addresses designated by the Board of Directors from time to time.

Chapter 5 Shareholders and General Meeting

Section 1 General Provisions for Shareholders

Article 38 Share certificates of the Bank shall be in paper form or other forms prescribed by the securities regulatory authority of the State Council. Share certificates of the Bank are in paper form and shall specify:

(1) name of the Bank;

(2) date of the Bank's establishment or the date of issuance of the share certificate;

(3) the class of the share certificate, the par value and the number of shares represented by each share certificate, in the case of shares without par value, the number of shares represented by the certificate;

(4) serial number of the share certificate;

(5) other matters that must be specified according to requirements of laws, regulations and rules of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed.

Where the promoters' shares are in paper form, the words "promoters' shares" shall be indicated.

The overseas-listed shares of the Bank may be in the form of foreign depository receipts or in other derivative forms of shares in accordance with the laws and the securities registration and depository practices prevailing of the jurisdiction in which the shares of the Bank are listed.

Article 39 The share certificates of the Bank shall be signed by the legal representative. Where the securities exchange in which the shares of the Bank are listed requires other senior management officers of the Bank to sign the share certificates, the share certificates shall be signed by such other senior management officers. The share certificates shall become effective after a seal of the Bank is affixed or imprinted thereon. The signatures of the legal representative or other relevant senior management officers of the Bank on the share certificates can be provided in printed form.

When scripless shares of the Bank are issued and traded, the applicable provisions of the securities regulatory authorities in the jurisdiction in which the shares of the Bank are listed shall be followed.

Article 40 Shareholders holding overseas-listed foreign shares who apply for the replacement share certificates shall comply with the laws, the rules of the stock exchange and other relevant regulations of the jurisdiction in which the original registers of shareholders holding overseas listed foreign shares are kept.

If the share certificates held by shareholders of H shares are lost, the replacement application shall comply with the following requirements:

(1) Applicants shall submit an application via a standard form designated by the Bank alongside a notarial certificate or statutory declaration. The notarial certificate or statutory declaration shall include the reason why the applicant is making the application, the circumstances in which the share certificate(s) was/were lost with supporting evidence, and a declaration that no other persons can request to be registered as a shareholder in respect of the Relevant Shares;

(2) The Bank has received no declarations from anyone other than the applicant requesting registration as a shareholder over such shares before the Bank decides to issue replacement share certificates;

(3) If the Bank decides to issue the replacement share certificates to the applicant, an announcement of its intention to issue the certificates shall be published in a newspaper designated by the Board of Directors. The period for this announcement shall be 90 days and the announcement shall be published at least once every 30 days during this period;

(4) Prior to the publication of the aforesaid announcement, the Bank shall submit a copy of the proposed announcement to the stock exchange on which its shares are listed, and shall publish the announcement after obtaining the stock exchange's confirmation that the announcement has been displayed at the stock exchange. The announcement shall be displayed at the stock exchange for 90 days; If the shareholders of the Relevant Shares registered on the register of shareholders do not consent to the issuance of replacement share certificates, the Bank shall send a copy of the proposed announcement to such shareholders by post;

(5) Upon the expiry of the 90-day publication period for the announcement as stipulated in (3) and (4) of this Article, if no objections are received by the Bank regarding the issue of replacement share certificates, replacement share certificates shall be issued in accordance with the submitted application;

(6) Once replacement share certificates are issued pursuant to this Article, the Bank shall immediately cancel the Original Share Certificates, and this cancellation and replacement shall be recorded in the register of shareholders;

(7) All expenses incurred by the Bank in connection with the cancellation of the Original Share Certificates and the issuance of replacement share certificates shall be borne by the applicant. The Bank is entitled to refuse to take any action unless the applicant provides a reasonable guarantee that it can pay the expenses.

Where power is taken to issue share warrants to bearer, no new share warrant shall be issued to replace one that has been lost, unless the Bank is satisfied beyond reasonable doubt that the original has been destroyed.

Article 41 The Bank establishes a register of shareholders on the basis of certificates provided by the securities registrar and clearing house, and the register of shareholders is sufficient evidence of shareholders' ownership of the Bank's shares.

The original register of shareholders for holders of H Shares shall be maintained in Hong Kong.

A shareholder shall enjoy rights and assume obligations according to the class of shares held. Shareholders who hold shares of the same class will have the same rights and obligations.

Article 42 No changes shall be made to the register of shareholders within twenty days prior to the date of a general meeting, or within five days before the reference date set by the Bank for the purpose of distribution of dividends.

If alternate provisions are stipulated by the securities regulatory authority located in the jurisdiction where the shares of the Bank are listed, those provisions shall apply.

Article 43 When the Bank convenes a general meeting, distributes dividends, undergoes liquidation or engages in any other act that is subject to the confirmation of his/her/its capacity as shareholder, the Board of Directors or the convener of the general meeting shall stipulate a date for shareholding registration. The shareholders who are recorded in the register of shareholders at the closing of the market on the date for shareholding registration shall be the shareholders who are entitled to the relevant rights and interests.

The interval between the date for shareholding registration and the date of the general meeting shall be no more than seven working days. If the stock exchange where the Bank's shares are listed stipulates otherwise in respect of the shareholding registration date for convening the general meeting, such stipulation shall apply. Once confirmed, the shareholding registration date may not be changed. In the event that the Bank postpones the convening of a general meeting, the shareholding registration date for shareholders entitled to attend the general meeting as stipulated in the original notice shall not be changed.

Article 44 Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:

(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);

(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);

(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death which the Board of Directors deem appropriate for the purpose of changing the register of shareholders;

(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Bank, to receive notices of the Bank; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares. Any joint shareholder may sign the proxy form, provided that if more than one joint shareholders attend the general meeting in person or by proxy, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Bank in respect of the joint shareholding.

With regard to the joint shareholders of any shares, if the Bank pays distribution or allotment such as dividend, bonus or return on capital that should be paid to the joint shareholders to any one shareholder among the joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares.

Article 45 Holders of the shares of the Bank shall enjoy the following rights:

(1) to receive dividends and other kinds of distributions as determined by the number of shares held by them;

(2) to request the holding of, convene, preside, attend or appoint a proxy to attend and to speak at general meetings in accordance with the laws, and to exercise the corresponding voting rights;

(3) to supervise and manage the operation of the Bank, and to make suggestions and enquiries accordingly;

(4) to transfer, bestow or pledge shares held by them in accordance with the laws, regulations and these Articles;

(5) to inspect and duplicate the Articles of Association, register of shareholders, minutes of the general meetings, resolutions of the board meetings, and financial accounting reports;

(6) to participate in the distribution of the remaining assets of the Bank based on the number of shares held in the event of the Bank's dissolution or liquidation;

(7) to demand the Bank to acquire their shares (for shareholders who disagree with the resolutions adopted at a general meeting in relation to the merger or division of the Bank);

(8) to enjoy other rights conferred by laws, regulations, regulatory provisions and these Articles.

A shareholder who holds individually or in aggregate more than 3% of the shares of the Bank for more than one hundred and eighty consecutive days may request or appoint an intermediary institution, such as an accounting firm or a law firm, to inspect the accounting books and accounting certificates of the Bank, and shall submit a written request to the Bank stating the purpose thereof. If the Bank has reasonable grounds to believe that the shareholder's inspection of the accounting books and certificates is for an improper purpose that may harm the legitimate interests of the Bank, the Bank may refuse to provide access, and shall reply to the shareholder in

writing within fifteen days from the date of the shareholder's written request, stating the reasons for the refusal. If the Bank refuses to provide access, the shareholder may file a lawsuit with the People's Court. The shareholders referred to in this paragraph and the intermediary organizations such as accounting firms and law firms entrusted by them to inspect or copy the relevant materials shall comply with the provisions of laws and administrative regulations relating to the protection of state secrets, commercial secrets, personal privacy and personal information.

Where any shareholder demands to inspect or copy the relevant materials of the Bank's wholly owned subsidiaries, the previous paragraph and the item (5) above shall apply.

Shareholders of the Bank shall comply with the provisions of the Company Law, the Securities Law and other laws and administrative regulations when inspecting or copying relevant materials.

Where a shareholder requests to inspect or obtain the relevant information as set forth in the preceding Article, such shareholder shall provide the Bank with written documents evidencing the class and number of shares held by such shareholder in the Bank and the Bank shall provide the above information at the request of such shareholder upon verification of the shareholder's identity.

Shareholders of the Bank shall exercise their rights as shareholders in accordance with the Company Law and other laws and regulations, regulatory requirements and the Articles of Association.

Article 46 If a resolution of a general meeting or a board resolution violates laws or regulations, the shareholders shall have the right to request a people's court to declare such resolution invalid.

If the procedure for convening a general meeting or Board of Directors' meeting, or the method of voting at either type of meeting, violates laws, administrative regulations or these Articles, or the contents of a resolution violates these Articles, shareholders shall have the right to request a people's court to rescind the resolution within sixty days from the date on which the resolution is adopted. This does not apply if the convening procedures or voting methods of the general meeting or the meeting of the Board of Directors are only slightly flawed and have no substantial impact on the resolution. Shareholders who are not notified to attend the general meeting may petition to a people's court to revoke the resolution within sixty days from the date they become aware or ought to become aware of the resolution. If they do not exercise the right to revoke within one year from the date the resolution was made, the right to revoke shall be extinguished.

Where the Board, Shareholders and other relevant parties dispute the validity of a solution of the general meeting, they shall promptly file a lawsuit with the people's court. Before the people's court makes a revocation of the resolution or other judgement or ruling, the relevant parties shall implement the resolution of the general meeting. The Bank, the Directors and senior management members shall effectively perform their duties to ensure the normal operation of the Bank.

Where the people's court makes a judgement or ruling on a relevant matter, the Bank shall fulfill its obligation to disclose the information in accordance with laws and regulations, and the provisions of the Securities Regulatory Authority of the State Council, fully explain the impact, and actively cooperate with the enforcement of the judgement or ruling after it has come into effect. Where corrections to prior events are involved, they will be handled in a timely manner and the corresponding information disclosure obligation will be fulfilled.

Where the resolution of a general meeting or a meeting of the Board of Directors is declared invalid, revoked or confirmed to be invalid by the people's court, the Bank shall apply to its registration authority for cancellation of the registration already made in accordance with the resolution, and the civil legal relationship between the Bank and the bona fide counterparty formed in accordance with the resolution shall not be affected.

Resolutions of a general meeting or the Board of Directors of the Bank shall not be established in any of the following circumstances:

(I) a general meeting or a meeting of the Board of Directors was not convened to make the resolution;

(II) the resolution was not voted at a general meeting or a meeting of the board of directors;

(III) the number of attenders of the meeting or their voting rights do not meet the quorum or the number of voting rights as required by the law or the Articles of Association;

(IV) the number of attenders in favour of the resolution or their voting rights do not meet the quorum or the number of voting rights as required by the law or the Articles of Association.

Article 47 If any director or member of senior management (other than the members of the Audit Committee) has violated laws, regulations, regulatory provisions or provisions of these Articles in performing his duties in the Bank and therefore has caused loss to the Bank, shareholders who have individually or jointly held more than 1% or more of the shares in the Bank for one hundred and eighty consecutive days may make a written request to the Audit Committee to initiate legal proceedings at a people's court. If a member of the Audit Committee has violated laws, regulations or provisions of these Articles in performing its duties and therefore has caused loss to the Bank, shareholders may make a written request to the Board of Directors to initiate legal proceedings at a people's court.

If the Audit Committee or the Board of Directors rejects or fails to initiate legal proceedings within thirty days after receiving the request, or the situation is so urgent that the Bank's interests will suffer irremediable harm if legal proceedings are not initiated immediately, the shareholders specified in the preceding paragraph shall have the right to directly initiate legal proceedings at a people's court in their own names for the benefit of the Bank.

If any other person infringes the Bank's interest and therefore has caused loss to the Bank, the shareholders specified in the first paragraph of this Article may initiate legal proceedings at a people's court pursuant to procedures stated in the two preceding paragraphs.

If the directors, members of the Audit Committee, or senior management officers of the Bank's wholly-owned subsidiaries are in the circumstances specified in the first paragraph of this Article, or if others infringe upon the legitimate rights and interests of the Bank's wholly-owned subsidiaries and cause losses, shareholders who have continuously held more than 1% of the Bank's shares for more than 180 days, either individually or collectively, may, in accordance with the provisions of the preceding three paragraphs, submit a written request to the audit committee or board of directors of the wholly-owned subsidiary to file a lawsuit with the people's court or file a lawsuit directly with the people's court in their own name.

Article 48 If any director or senior management officer has violated the laws, regulations, regulatory provisions or provisions of these Articles and has therefore impaired the interests of the shareholders, the shareholders may initiate legal proceedings at a people's court.

Article 49 Holders of the shares of the Bank shall have the following obligations:

(1) to abide by the laws, regulations, regulatory provisions, and these Articles;

(2) to pay, on schedule, the share capital as determined by the number of shares subscribed for by them and the prescribed method of capital contribution;

(3) shareholders to use their own funds from legitimate sources to invest in shares, and not to use non-own funds such as entrusted funds and debt funds to invest in shares, unless otherwise stipulated by laws, regulations or regulatory systems;

(4) not to withdraw their paid share capital except in circumstances allowed by laws and regulations; the shareholding ratio and the number of shareholding institutions to comply with the regulatory provisions, and not to entrust others or accept entrustment from others to hold shares of the Bank;

(5) to truthfully inform the Bank of the financial information, shareholding structure, source of capital of shares, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investments in other financial institutions and other information in accordance with laws, regulations and regulatory provisions;

(6) the relevant shareholders to promptly notify the Bank in writing in accordance with laws, regulations and regulatory provisions if there is any change in the controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries of the shareholders;

(7) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions in the event of merger or division of shareholders, when ordered to suspend business for rectification, designated custody, takeover, revocation or other measures, or are in the process of dissolution, liquidation or bankruptcy, or their authorized representative, company name, business premises, business scope and other major events have changed;

(8) to promptly notify the Bank in writing of the relevant circumstances in accordance with laws, regulations and regulatory provisions if the shares of the Bank held by the shareholders are involved in litigation, arbitration, being subject to enforcement action by judicial authorities, pledged or released pledge;

(9) Investors, together with their related parties and persons acting in concert, who intend to hold for the first time or increase by in aggregate, jointly or severally, more than 5% of total capital or total shares of the Bank, should seek prior consideration of the Bank's Board of Directors, then report for approval of banking regulatory authorities of the State Council. Investors, together with their related parties and persons acting in concert, who hold, jointly or severally, more than 1% but less than 5% of total capital or total shares of the Bank, should report to relevant banking regulatory authority of the State Council within ten working days after obtaining their equities. Shareholders who should have sought approval of or reported to but failed to seek approval of or report to relevant regulatory authorities shall not exercise rights to request to convene a general meeting, vote, nominate, propose, dispose etc.;

(10) not to prejudice the interests of other shareholders and the Bank and to observe laws, regulations and regulatory provisions when the shareholders transfer or pledge their shares of the Bank or conduct related party transactions with the Bank;

(11) shareholders and their controlling shareholders and de facto controllers not to abuse shareholders' rights or use related party relationships to prejudice the legitimate rights and interests of the Bank, other shareholders and stakeholders, not to interfere with the decision-making rights and management rights entrusted to the Board of Directors and senior management officers in line with these Articles, and not to bypass the Board of Directors and senior management and directly intervene in the Bank's operations and management; where the Bank's shareholders abuse the rights of shareholders to damage the interests of the Bank or other shareholders, they shall assume liability for compensation;

(12) not to abuse the independent legal person status or limited liability of shareholders to damage the interests of the Bank's creditors;

(13) shareholders to cooperate with the regulatory authorities in investigation and risk disposal in the event of risk events or major violations of the Bank;

(14) no withdrawal of capital contributions is permitted;

(15) to assume other obligations of shareholders imposed by the laws, regulations, regulatory provisions or these Articles.

The Board of Directors shall verify the capital contributions made by shareholders. If it is found that a shareholder has violated the provisions of the second item of the preceding paragraph, the Bank shall issue a written notice to the shareholder requesting payment of the outstanding capital contribution. The notice may specify a grace period of no less than sixty days for the payment of the outstanding capital contribution; If the shareholder fails to fulfil their obligation to make the capital contribution by the end of the grace period, the Bank may, upon resolution of the Board of Directors, issue a written notice of forfeiture to the shareholder. From the date of issuance of the notice, the shareholder shall lose their equity interest corresponding to the unpaid capital contribution. The forfeited equity interest shall be transferred in accordance with the law, or the registered capital shall be reduced accordingly and the equity interest shall be cancelled; If the equity is not transferred or cancelled within six months, the other shareholders of the Bank shall fully contribute the corresponding capital in proportion to their capital contributions. If a shareholder objects to the forfeiture, they shall file a lawsuit with the people's court within thirty days from the date of receipt of the notice of forfeiture. If the Board of Directors fails to timely fulfil the obligations prescribed in this paragraph and causes losses to the company, the Directors responsible shall bear compensation liability.

If a shareholder fails to fully contribute the capital within the prescribed time limit, in addition to fully contributing the capital to the Bank, the shareholder shall also bear liability for compensation for any losses caused to the Bank. If a shareholder withdraws capital, in addition to returning the withdrawn capital, if losses are caused to the Bank, the directors and senior management officers who are liable shall bear joint and several liability for compensation with the shareholder.

If a shareholder abuses their shareholder's rights and causes losses to the Bank or other shareholders, they shall be liable for compensation in accordance with the law. If a shareholder abuses the Bank's legal person status and limited liability of shareholders to evade debts, thereby severely damaging the interests of the Bank's creditors, they shall be jointly and severally liable for the Bank's debts.

In the event of any major risk events, the Bank will adopt appropriate loss absorption and risk mitigation mechanisms in accordance with relevant laws and regulations and the recovery and disposal plan formulated by the Bank, and the shareholders shall provide active support accordingly.

Article 50 Prior to the approval of shareholders' qualifications, the shareholders shall undertake in writing that the pledge of equity interests must comply with the guidance of regulatory policies and the requirements of these Articles and relevant equity management systems.

Shareholders shall not pledge their shares of the Bank if the balance of loans they borrowed from the Bank exceeds the audited net book value of the shares held by them in the previous year.

The Bank shall not accept its own shares as the subject of pledge. If the shareholders use their shares in the Bank to provide guarantees for themselves or others, they shall comply strictly with the requirements of the laws, regulations and regulatory authorities, and inform the Board of Directors of the Bank in advance.

Where a shareholder who has representation on the Board of Directors, or directly, indirectly or jointly holds or controls more than two percent of the shares or voting rights in the Bank pledges his shares held in the Bank, it shall make filing to the Board of Directors of the Bank in advance, which shall state the basic information of the pledge, including the reasons for the pledge, the number of shares involved, the term of pledge and the particulars of the pledgee. Where the Board of Directors considers the pledge to have material adverse impacts on the stability of the Bank's shareholding, corporate governance, risk and related party transactions control, the filing shall not be accepted. The director(s) nominated by a shareholder proposing to pledge his shares in the Bank shall abstain from voting at the meeting of the Board of Directors at which such proposal is considered.

Upon the registration of the pledge of equity interests, the shareholders involved shall provide the Bank with the relevant information in relation to the pledge of equity interests in a timely manner, so as to facilitate the Bank's risk management and information disclosure compliance.

Where a shareholder pledges 50 percent or more of his equity interests in the Bank, the voting rights of such shareholder at the general meeting, as well as the voting rights of the director(s) acting as nominees of such shareholder at meetings of the Board of Directors, shall be subject to restrictions.

Article 51 Shareholders shall safeguard the interests of the Bank.

For shareholders who have made false statements, abused their rights of shareholders or acted to damage the interests of the Bank, a banking regulatory authority may restrict or prohibit related-party transactions between the Bank and them, limit their shareholding in the Bank and their amount of mortgaged equities, and their rights to request to convene a general meeting, vote, nominate, propose, dispose etc.

Article 52 Shareholders shall not be offered by the Bank of terms of credit that are more favorable over other customers regarding same type of credit.

Article 53 Substantial shareholders of the Bank shall refer to shareholders who hold or control more than 5% of the shares or voting rights of the Bank, or who hold less than 5% of the total capital or total shares but have a significant influence on the operation and management of the Bank. The shareholding percentage of shareholders and their related parties and persons acting in concert shall be aggregated.

The “significant influence” in the preceding paragraph includes, but is not limited to, deploying directors or senior management officers to the Bank, affecting the Bank’s financial and operational management decisions through agreements or other means, and other circumstances identified by the banking regulatory authorities under the State Council or their agencies.

The substantial shareholders of the Bank shall not transfer their shares of the Bank within five years from the date on which they obtain the equities. Save for such circumstances as banking regulatory authorities under the State Council approving them to take steps to control risks or ordering them to transfer their equities, or their equities being subject to law enforcement, or their equities being transferred between entities under the control of the same investor, substantial shareholders shall notify the Board of Directors of the Bank in advance of any transfer of shares of the Bank (except for transfer of shares in the open market which does not involve the purchase of shares of more than 1% of the total shares of the Bank). Any entity or individual that purchases more than 5% of the total shares of the Bank shall obtain prior approval from the banking regulatory authorities under the State Council. If the relevant regulations of the securities regulatory authorities of the place where the shares of the Bank are listed have other provisions on the restrictions on transfer of overseas listed shares, such provisions shall prevail.

Substantial shareholders shall notify equity management department of the Bank and make submissions to the Board of Directors for filing within five working days if the circumstances set out in (6), (7) and (8) of Article 49 of these Articles occur and they receive administrative penalty or criminal punishment due to serious violations of the laws and regulations, other circumstances occur that may affect the qualifications of shareholders or result in changes in their shareholdings in the Bank.

If the aforementioned occurs and the shareholder does not timely fulfill the reporting obligation, the shareholder shall be held accountable for the consequences arising therefrom.

Article 54 When a substantial shareholder invests in the shares of the Bank, he shall undertake in writing that he shall comply with the laws, regulations, regulatory provisions and these Articles, and explain the purpose of investing in the shares of the Bank.

If a substantial shareholder breaches its undertakings, the Bank may take corresponding restrictions on its shareholder's rights in accordance with the relevant regulatory rules on equity management of commercial banks and the Articles of Association.

Article 55 The substantial shareholders of the Bank and their controlling shareholders and de facto controllers shall not:

- (1) be listed as a joint subject of punishment for dishonesty by relevant authorities;
- (2) have serious evasion of bank debts;
- (3) provide false materials or make false statements;
- (4) be materially responsible for a commercial bank's operational failure or major violations of laws and regulations;
- (5) refuse or prevent banking regulatory authorities under the State Council from performing supervision according to law;
- (6) be subject to investigation and punishment by financial regulatory authorities or relevant government departments due to violation of laws and regulations, resulting in adverse impact;
- (7) other circumstances that may adversely affect the operation and management of the Bank.

Article 56 The shareholders, in particular the substantial shareholders, shall protect the interests and reputation of the Bank, and support the Bank in operating in compliance with the laws. The shareholders shall support the formulation of reasonable capital planning by the Board of Directors, such that the Bank may continuously meet the regulatory requirements. The substantial shareholders shall make long-term commitment in writing to the Bank to replenish capital to the Bank when necessary, which forms a part of the Bank's capital planning. The substantial shareholders shall report their capital replenishment capacity to the banking regulatory authorities under the State Council or their agencies through the Bank every year.

Article 57 When the Bank's capital adequacy ratio fails to satisfy regulatory requirement or there occurs insufficient capital, the Bank shall suspend or reduce the distribution of profit, formulate reasonable supplementary capital planning so that the capital adequacy ratio can be met within the stipulated period according to the regulatory requirement or for the purpose of satisfying business development and strategic implementation needs. Capital is also replenished from ways such as the increasing core capital and issuing subordinate bonds. The substantial shareholders shall not hinder other shareholders from replenishing the Bank's capital or the entry of new, eligible shareholders.

Article 58 When the credit extended by the Bank to a substantial shareholder is overdue, his voting rights at the general meeting and the voting rights of the directors nominated or appointed by him in the Board of Directors shall be restricted. Restrictions on other shareholders' voting rights at general meetings will be imposed if their credit extended by the Bank is overdue. The Bank shall record the aforementioned circumstances in the minutes of the general meeting and the minutes of meeting of the Board of Directors. The Bank is entitled to apply the dividend and profit distribution to repay the borrowings to the Bank. Upon liquidation of the Bank, the assets allocated shall be applied in priority to repay the borrowings to the Bank.

Article 59 The substantial shareholders of the Bank shall establish an effective risk isolation mechanism to prevent risk from spreading and transferring among shareholders, the Bank and other related institutions.

Article 60 The substantial shareholders of the Bank shall effectively manage the cross-positions as the members of the Board of Directors, senior management officers of the Bank and other related institutions to prevent conflicts of interest.

Article 61 The major shareholders of the Bank refer to the shareholders who meet one of the following conditions:

- (1) holding more than 10% equity interests in the Bank;
- (2) actually holding the most equity interests in the Bank with no less than 5% shareholding ratio (including shareholders with the same number of shares);
- (3) nominating more than two directors;
- (4) being considered by the Board of Directors of the Bank as having controlling impact on the operation and management of the Bank;
- (5) other circumstances as determined by the banking regulatory authorities under the State Council or its agencies.

Shareholding ratio of shareholders and their related parties and persons acting in concert shall be calculated on an aggregate basis. If the aggregate shareholding ratio meets the above conditions, the relevant shareholders shall be regarded as major shareholders.

Article 62 The major shareholders of the Bank shall exercise their rights as shareholders in a proper manner through corporate governance procedures to safeguard the independent operation of the Bank, and shall not illegally interfere with or restrict the Bank by any of the following means, unless otherwise provided by laws and regulations or approved by the banking regulatory authorities under the State Council:

- (1) setting up pre-approval procedures for resolutions of the general meeting and the Board of Directors;
- (2) intervening in the normal employment procedures of the Bank's staff, or directly appointing or removing the staff by bypassing the general meeting and the Board of Directors;
- (3) intervening in the performance evaluation of the directors and other staff of the Bank;

(4) intervening the Bank's normal business decision-making procedures;

(5) intervening in the Bank's financial and accounting activities such as financial accounting, fund transfer, asset management and expense management;

(6) giving business plans or instructions to the Bank;

(7) requiring the Bank to grant loans or provide guarantees;

(8) intervening the independent operation of the Bank in other forms.

Article 63 Where a major shareholder of the Bank pledges more than 50% of his/her equity interests in the Bank, the major shareholder and the directors nominated by him/her shall not exercise their voting rights at the general meeting and the Board meeting.

The major shareholders of the Bank shall not provide guarantee for debts of any parties other than the shareholders themselves and their related parties with their equity interests in the Bank, and shall not hold equity interests in the Bank on behalf of others, hold equity interests in the form of non-compliant related parties or transfer equity interests in disguised form of equity pledges.

The major shareholders of the Bank shall promptly, accurately and completely inform the Bank of the information on the pledge and its release with regard to the equity held by them, which shall be disclosed by the Bank in its annual report.

Article 64 The major shareholders of the Bank are prohibited from conducting improper related party transactions with the Bank or taking advantage of their influence over the Bank to obtain improper benefits by the following means:

(1) obtaining bank credit facilities such as loans, bills acceptance and discounting, bond investment and special purpose vehicle investment with terms better than similar transactions with non-related parties;

(2) illegally occupying and using the funds or other interests of the Bank by means of loans or guarantees;

(3) causing the Bank to bear the relevant expenses that are unreasonable or shall be borne by the major shareholders and their related parties;

(4) purchasing or leasing the Bank's assets on terms more favorable than similar transactions with non-related parties, or selling or leasing inferior assets to the Bank;

(5) using the Bank's intangible assets for free or on terms more favorable than those of similar transactions with non-related parties, or charging the Bank excessive intangible asset usage fees;

(6) taking advantage of the position of major shareholder to seek business opportunities belonging to the Bank;

(7) making use of the undisclosed information or commercial secrets of the Bank for gains;

(8) conducting improper related party transactions or obtaining improper benefits in other ways.

Article 65 The Bank shall not provide guarantee for the major shareholders of the Bank for their non-public issuance of bonds, nor shall the Bank purchase such bonds directly or through financial products.

Article 66 Major shareholders shall support the Bank to adjust its profit distribution policy according to its own operating conditions, risk conditions, capital planning and market environment, and balance the relationship between cash dividends and capital replenishment. In any of the following circumstances, the major shareholders of the Bank shall support the reduction or non-distribution of cash dividends:

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

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

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

(4) material risk events or material non-compliance with laws and regulations of the Bank;

(5) other circumstances that the banking regulatory authority of the State Council and its local offices consider should not distribute dividends.

Article 67 The major shareholders of the Bank shall strengthen their supervision of the directors they have nominated in accordance with the law, and shall promptly make adjustments to those who are unable to perform their duties effectively in accordance with laws and regulations, the provisions of these Articles of Association, and regulatory requirements.

Article 68 The major shareholders of the Bank shall pay attention to the exercise of shareholders' rights and the fulfillment of shareholders' obligations by other shareholders. If they discover any actions that harm the interests of the Bank or the legitimate rights and interests of other stakeholders, they shall promptly notify the Bank. The Bank shall take appropriate measures in a timely manner in accordance with laws, regulations, and the provisions of this Articles of Association, and report to the banking regulatory and administrative authorities under the State Council.

Article 69 The controlling shareholder of the Bank shall refer to the shareholder holding more than 50% of the total share capital of the Bank; or the shareholder holding less than 50% of the shares of the Bank but having sufficient voting rights according to his/her shares to have a significant impact on the resolutions of the general meeting.

Article 70 The controlling shareholder and the de facto controller of the shares shall exercise their rights and fulfill their obligations in accordance with laws and regulations and the provisions of the State Council supervisory and regulatory authorities, and shall safeguard the interests of the Bank.

The controlling shareholder and the de facto controller of the shares of the Bank shall comply with the following requirements:

(1) exercising shareholders' rights in accordance with the law, refraining from abusing control rights or damaging the legitimate interests of the Bank or other shareholders by taking the advantage of its affiliate relationship, and a shareholder or controller shall be liable for compensation if it breaches this Article and thereby causes loss to the Bank;

(2) strictly fulfilling the public statements and commitments made, and not arbitrarily changing or waiving them;

(3) strictly fulfilling information disclosure obligations in accordance with relevant regulations, actively cooperating with the Bank in information disclosure work, and promptly notify the Bank of any major events that have occurred or are likely to occur;

(4) not occupying or misappropriating the Bank's funds for any purpose;

(5) not forcing, instructing, or requiring the Bank and its relevant personnel to provide guarantees in violation of laws and regulations;

(6) not using the Bank's undisclosed material information for personal gain, not disclosing any undisclosed material information related to the Bank in any manner, or not engaging in illegal activities such as insider trading, short-term trading, or market manipulation;

(7) not harming the legitimate rights and interests of the Bank and other shareholders via unfair related party transactions, profit distributions, asset restructurings, external investments, or other actions;

(8) ensuring the integrity of the Bank's assets, the independence of its personnel, financial independence, institutional independence, and business independence, and refrain from affecting the Bank's independence in any way;

(9) other provisions of laws and regulations, the State Council supervisory and regulatory authorities and these Articles of Association.

A controlling shareholder or de facto controller of the Bank who does not serve as a director of the Bank but actually manages the Bank's affairs shall be subject to the requirements under these Articles of Association in relation to the fiduciary duties and the duties of diligence of the directors.

Article 71 The credit balance granted by the Bank to individual entities such as substantial shareholders or their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 10% of the net capital of the Bank. The total credit balance granted by the Bank to a single substantial shareholder and its controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries shall not exceed 15% of the net capital of the Bank.

The controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries referred to in this Article shall be consistent with the definition in the Interim Measures for the Equity Management of Commercial Banks.

Article 72 In addition to the obligations required under the laws, regulations, regulatory provisions or the provisions stipulated by a stock exchange located at the jurisdiction in which the shares of the Bank are listed, when exercising its rights as a shareholder, the controlling shareholder shall not exercise its voting rights and make decisions on the following issues as these issues are detrimental to the interests of all or some of the shareholders:

(1) relieving a director of their responsibility to act in good faith and in the best interests of the Bank;

(2) approving a director (for his/her own or for the benefit of others) in depriving the Bank of its assets in any form, including but not limited to any business opportunities that are advantageous to the Bank;

(3) approving a director (for his/her own or for the benefit of others) in depriving other shareholders of their personal interests, including but not limited to any distribution rights and voting rights, unless the deprivation is made pursuant to a Bank restructuring submitted to and adopted at the general meeting in accordance with these Articles.

Section 2 General Provisions for General Meetings

Article 73 General meetings of the Bank are composed of all shareholders. The general meeting shall be an organ of power of the Bank and shall exercise the following powers in accordance with the law:

(1) to consider and approve the rules of procedure of the general meeting and the Board of Directors;

(2) to elect and replace directors and to decide on the remuneration of the relevant directors;

(3) to review and approve reports made by the Board of Directors;

(4) to review and approve the Bank's plans for profit distribution and loss recovery;

(5) to adopt resolutions concerning the increase or reduction in the Bank's registered capital;

(6) to adopt resolutions on the repurchase of the Bank's shares in accordance with the laws;

(7) to adopt resolutions regarding the issuance of corporate bonds or company listing;

(8) to review matters related to the Bank's purchase or sale of major assets exceeding 30% of the Bank's most recent audited total assets within one year;

(9) to review non-commercial banking business guarantee matters;

(10) to decide and approve on the change in the use of proceeds on the funds raised;

(11) to review and approve proposal for the share incentive plans and the employee stock ownership plan;

(12) to adopt resolutions on the merger, division, dissolution, liquidation or other change in corporate form of the Bank;

(13) to amend these Articles;

(14) to decide on the engagement, dismissal of the accounting firm performing regular statutory audit on the Bank's financial reports or the discontinuation of the appointment of the accounting firm;

(15) to review proposals raised by shareholders who hold 3% or more of shares of the Bank;

(16) to review and approve other issues which should be decided by the general meeting as stipulated by the laws, regulations, regulatory provisions or these Articles.

The Bank shall decide on the issuance of shares not exceeding fifty percent of the issued shares within three years by resolution of the Board of Directors. However, the issuance of shares with non-monetary assets as consideration shall be approved by the general meetings. If the Board of Directors decides to issue shares, resulting in changes to the Bank's registered capital or the number of issued shares, any amendments to the relevant provisions of these Articles of Association shall not require further approval by general meetings. If the securities regulatory authority of the stock exchange where the Bank's shares are listed has additional provisions regarding the issuance of shares, such provisions shall prevail. Where the Board of Directors decides to issue new shares, the board resolution shall be passed by more than two-thirds of all Directors.

General meeting of the Bank authorizes the Board of Directors to have the resolutions made regarding the issuance of corporate bonds. The issuance of corporate bonds convertible into shares by the Bank shall be decided by the Board of Directors, and the specific implementation shall comply with the provisions of laws and regulations, requirements of banking regulatory and administrative authorities under the State Council as well as requirements by securities regulatory authorities.

Except as otherwise provided by laws and regulations, or by the securities regulatory authority of the State Council, or as expressly authorized by this Articles of Association to be exercised by the Board of Directors, the above general meeting's scope of authority shall not be granted to the Board of Directors, other institutions or individuals to exercise. If it is necessary, reasonable and legal, the decision-making for the implementation and execution of any specific issues related to the foregoing issues which are unable or unnecessary to be decided immediately at the general meeting can be delegated to the Board of Directors. If the shareholders delegate their decision-making to the Board of Directors, the authorization given shall be clear and specific. If these Articles require that the abovementioned authorities to be delegated to the Board of Directors are to be adopted by the general meeting by way of ordinary resolution, such resolutions shall be approved by more than half of the voting rights of the shareholders (including proxies thereof) attending the general meeting. If these Articles require that authority to be delegated to the Board of Directors are to be adopted by the general meeting by way of special resolution, such resolutions shall be approved by two-thirds or more of the voting rights of the shareholders (including proxies thereof) attending the general meeting.

Article 74 The following external guarantee activities of the Bank shall be subject to approval by general meetings.

(1) Any guarantee provided by the Bank and the wholly-owned subsidiaries of the Bank after the total amount of external guarantees exceeds 50% of the Bank's latest audited net assets;

(2) Any guarantee provided by the Bank after the total amount of external guarantees exceeds 30% of the Bank's latest audited total assets;

(3) Guarantees provided by the Bank within one year where the guarantee amount exceeds 30% of the Bank's latest audited total assets;

(4) Guarantees provided for guarantee recipients with a debt-to-equity ratio exceeding 70%;

(5) Guarantees where the single guarantee amount exceeds 10% of the latest audited net assets;

(6) Guarantees provided to shareholders, actual controllers, and their affiliated parties.

External guarantees refer to guarantees issued by the Bank to third parties that involve risk, excluding normal business such as letters of guarantee and standby letters of credit.

If providing guarantees to external parties in violation of the approval authority and review procedures stipulated in the Articles of Association causes losses to the Bank, the Bank shall pursue the responsibility of the relevant personnel.

Article 75 There are two types of general meetings: annual general meetings and extraordinary general meetings. The annual general meeting shall be held once a year within six (6) months after the previous financial year end.

Article 76 An extraordinary general meeting shall be convened within two months from the date of occurrence of any of the following events:

(1) the number of directors fails to meet the minimum number required by the Company Law or is less than two-thirds of the number stipulated in these Articles;

(2) the unrecovered losses of the Bank reach one-third of the Bank's total share capital;

(3) shareholders who individually or jointly hold more than 10% (including preferred shares with voting rights restored etc.) of the Bank have requested;

(4) more than half and at least two of the independent directors propose to convene the extraordinary general meeting;

(5) the Board of Directors deems it necessary to convene the meeting;

(6) the Audit Committee proposes to convene the meeting;

(7) any other circumstances as stipulated by the laws, regulations, regulatory provisions or these Articles.

Article 77 The Bank shall convene general meetings either at its domicile or at any other place specified in the notice of a general meeting.

Once the notice of a general meeting is issued, the venue of the on-site general meeting shall not be changed without valid reasons. If a change is necessary, the convener shall make an announcement and state the reasons at least two working days before the on-site meeting date.

The Bank shall arrange for the venue such that a physical meeting can be held. The Bank should make available the participation of the general meeting through safe, economical and convenient internet or other means for the convenience of the mid and minority shareholders. Shareholders participating the general meeting by such means shall be regarded as present.

Article 78 When a general meeting is being held, the Bank shall engage lawyers to observe the meeting and give legal opinions as to the matters set out below:

(1) whether the procedures for convening and holding the meeting are in compliance with the laws, regulations, regulatory provisions and these Articles;

(2) whether the qualifications of the attendees and convener are legal and valid;

(3) whether the voting procedures and voting outcome of the general meeting are legal and valid;

(4) legal opinions on other relevant issues as requested by the Bank.

Section 3 Convening of General Meetings

Article 79 The general meeting is convened by the Board of Directors in accordance with the laws, regulations, regulatory provisions and these Articles.

Article 80 More than half and at least two of independent Directors are entitled to propose to the Board of Directors that an extraordinary general meeting be convened, and shall submit the proposal in writing. The Board of Directors shall, within ten days of receiving the proposal, provide written feedback stating whether they agree to or object to the proposal in accordance with the laws, regulations, regulatory provisions and these Articles.

The Board of Directors shall issue notice of a general meeting within five days of resolution of the Board of Directors upon agreeing to convene an extraordinary general meeting. Where the Board of Directors object to convene an extraordinary general meeting, it shall provide reasons.

Article 81 The Audit Committee proposing for convening of extraordinary general meeting to the Board of Directors, shall submit the proposal in writing. The Board of Directors shall grant feedback in writing of agreement or disagreement within ten days subsequent to the receipt of the proposal in accordance with prescriptions of the law, regulations, regulatory provisions and these Articles.

The Board of Directors shall give notice of a general meeting within five days subsequent to resolution of the Board upon agreeing to convene an extraordinary general meeting and shall obtain consent of the Audit Committee on any alteration of the original proposal.

If the Board of Directors disagrees with convening of an extraordinary general meeting or does not grant feedback within ten days subsequent to the receipt of the proposal, it shall be deemed as unable to perform or have not performed its duties of convening general meeting, and the Audit Committee may convene and preside over a meeting by itself.

Article 82 Shareholders individually or in aggregate holding 10% or more of the Bank's shares (including preferred shares with voting rights restored etc.) have the right to request that the Board of Directors convene an extraordinary general meeting or a class shareholder meeting, and such requests should be made in writing and state the topics of meeting. The Board of Directors shall grant feedback in writing of whether to convene the extraordinary general meeting or class shareholder meeting within ten days from the receiving date of such request in accordance with the laws, regulations, regulatory provisions and these Articles. The shareholding is based on their shareholdings held by shareholders on the date such request is proposed in writing.

The Board of Directors shall give notice of a general meeting or a class shareholder meeting within five days from adoption of the resolution of the Board upon agreeing to convene an extraordinary general meeting or a class shareholder meeting, and shall obtain the consent of the relevant shareholders in relation to any change to the original proposals stated in the notice.

If the Board of Directors decides against the convening of an extraordinary general meeting or a class shareholder meeting, or the Board of Directors fails to grant feedback within ten days from receiving the proposal, shareholders individually or in aggregate holding 10% or more of the Bank's shares (including preferred shares with voting rights restored etc.) proposing for convening an extraordinary general meeting or a class shareholder meeting, shall send a request to the Audit Committee in writing.

Where the Audit Committee agrees to convene the extraordinary general meeting or class shareholders meeting, it shall give notice of a general meeting or a class shareholder meeting within five days of receiving the request, and any change to the original proposals stated in the notice shall obtain the consent of the relevant shareholders.

If the Audit Committee fails to issue notice of the general meeting or class shareholder meeting, the Audit Committee will be deemed not to convene or preside over the general meeting or class shareholder meeting and such a meeting may be convened and presided over by shareholders who individually or in aggregate, for at least ninety consecutive days, hold 10% or more of the Bank's shares (including preferred shares with voting rights restored etc.) (hereinafter referred to as the "Convening Shareholders").

Article 83 If either the Audit Committee or shareholders propose to convene a general meeting on their own initiatives, the Board of Directors shall be informed in writing.

The shareholding proportion (including preferred shares with voting rights restored etc.) of the Convening Shareholders before making resolutions in the general meeting shall not be less than 10%.

The Audit Committee or Convening Shareholders shall submit the relevant evidentiary materials to relevant regulatory authorities when the Audit Committee or Convening Shareholders issue the notice of general meeting and the announcement of the resolutions passed at the general meeting.

Article 84 With respect to a general meeting convened by the Audit Committee or the shareholders, the Board of Directors and the secretary of the Board of Directors shall cooperate. The Board of Directors shall offer the register of shareholders as at the shareholding registration date.

If the Board of Directors fails to provide the register of shareholders, the conveners may apply to the securities registration and clearing institution for the register of shareholders, taking with them the announcement regarding the notice convening the general meeting. The register of shareholders provided to the conveners shall only be used for the general meeting and shall not be used for other purposes.

Article 85 Necessary costs arising out of a general meeting convened by the Audit Committee or the shareholders on their own shall be borne by the Bank.

Section 4 Proposal and Notice of General Meetings

Article 86 When the Bank convenes general meetings, the Board of Directors, the Audit Committee and shareholders individually or in aggregate holding 1% or more of the Bank's voting shares (including preferred shares with voting rights restored etc.) shall be entitled to submit their proposals to the Bank.

The proposal of general meetings shall meet all of the following requirements:

- (1) the contents of the proposal shall be within the scope of authority of the general meeting;
- (2) it shall have definite topics for consideration and specific items to be decided by resolution;
- (3) it shall be in compliance with the laws, regulations, regulatory provisions and the relevant provisions of these Articles;
- (4) it shall be in written form and submitted or delivered to the Board of Directors and convener of general meeting.

Proposals which have not been set out in the notice of a general meeting or which are not in compliance with the above requirements of these Articles shall not be put forward and voted upon as resolutions at a general meeting.

Article 87 Shareholders individually or in aggregate holding 1% or more of the Bank's voting shares (including preferred shares with voting rights restored etc.) may submit provisional proposals to the convener in writing ten days prior to the date of the general meeting. The convener shall issue a supplementary notice of the general meeting with the content of such provisional proposals upon review and satisfaction that such provisional proposals comply with the provisions in Article 86 of these Articles, and shall submit such provisional proposals to the general meeting for consideration, within two days after receipt thereof, unless such provisional proposals are in violation of the requirements under laws, administrative regulations or Articles of Association of the Bank, or fall out of the scope of authority of the general meeting. Requirements otherwise provided in the listing rules of the stock exchange where the Bank's shares are listed shall also be met.

Except for the circumstances provided in the preceding paragraph, the conveners shall not amend nor add any new proposals to those which are set out in the original notice of the general meeting.

Article 88 Where the Board of Directors decides not to include the proposals into the agenda of a general meeting, explanations and comments shall be made at the general meeting. The contents of the proposals and explanations of the Board of Directors shall be recorded in the meeting minutes together with the resolutions after conclusion of the general meeting.

Article 89 Any proposed shareholder who disagrees with the Board of Directors' decisions on excluding his/her proposal from the agenda of the general meeting may, according to the relevant provisions such as Article 82 of these Articles, request the convening of an extraordinary general meeting.

Article 90 When the Bank is to convene an annual general meeting, a notice shall be given by public announcement to each shareholder on the time and venue of the meeting as well as matters to be considered twenty days before the general meeting. Notice of an extraordinary general meeting shall be given by public announcement to each shareholder fifteen days before the meeting. When the Bank calculates the above period, the date of the meeting shall be excluded.

Article 91 The notice of a general meeting shall meet the following requirements:

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

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

(3) it shall contain a prominent statement stating that shareholders including all holders of ordinary shares (including holders of preferred shares with voting rights restored) and holders of shares with special voting rights are entitled to attend the general meeting and are entitled to appoint proxies in writing to attend the meeting and vote and such proxy need not be a shareholder;

(4) it shall state the shareholding registration date of the shareholders who are entitled to attend the meeting;

(5) it shall state the time and address for lodging the proxy forms of the relevant meeting;

(6) it shall state the name and phone number of the contact person for meeting affairs;

(7) it shall state the issuance date of the notice of the general meeting;

(8) it shall state the voting time and voting procedures online or by other means;

(9) it shall satisfy other requirements stipulated by the laws, regulations, regulatory provisions and these Articles.

A blank proxy form shall also be delivered together with the notice of a general meeting.

The text of the notice of meeting shall be given in Chinese and English. In case of any discrepancy between the two versions, the Chinese version shall prevail.

Article 92 If the election of directors is intended to be discussed at the general meeting, the notice of the general meeting shall fully disclose the details of the candidates for the role of directors, and shall at least include the following particulars:

(1) personal particulars, such as education background, work experience and any part-time work undertaken;

(2) whether there is any related party relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;

(3) disclosure of their shareholding in the Bank;

(4) whether they have been subject to any penalties imposed by the regulatory authority and other relevant departments, and any stock exchange disciplinary action;

(5) information in relation to the new appointment or re-designation of directors as required by the Listing Rules.

Article 93 Except for the election of directors via the accumulative voting mechanism, each director candidate shall be submitted in a single proposal. Voting on each candidate for directors shall be carried out at the general meeting separately.

Article 94 The notice for convening general meetings of the Bank shall be issued in the form of a public announcement. For holders of H shares (regardless whether they have voting rights at the general meeting), such announcement shall be delivered by hand or prepaid mail. The address of the recipients shall be the address registered in the register of shareholders.

Once the notice of a general meeting is issued, the meeting shall not be postponed or cancelled without valid reasons, and proposals contained in the notice shall not be withdrawn. In the event of any postponement or cancellation, the convener shall make an announcement and state the reasons at least two working days before the scheduled meeting date.

Section 5 Holding of General Meetings

Article 95 The Board of Directors and other conveners shall take necessary measures to maintain order at general meetings. Behaviors such as disruption of the meeting, provocation of trouble and infringement on the legitimate rights and interests of shareholders shall be prevented and promptly reported to relevant authorities for investigation.

Article 96 All shareholders, including shareholders of ordinary shares (including holders of preferred shares with voting rights restored), holders of shares with special voting rights, whose names appear on the register of shareholders on the date of registration of equity entitlements or their proxies shall be entitled to attend the general meeting and exercise their voting rights in accordance with the relevant laws, regulations, regulatory provisions and these Articles.

Article 97 Any shareholder entitled to attend and having voting rights at a general meeting shall be entitled to appoint one or more persons (the(se) person(s) need not be shareholder(s)) as prox(ies) to attend and vote on their behalf. A proxy may exercise the following powers at a general meeting in accordance with the authorization from that shareholder:

(1) the same right of speech as the shareholder at the meeting;

(2) the authority to demand or join other shareholders in demanding a poll;

(3) the right to vote by a show of hands or on a poll, but when more than one proxy has been appointed, the proxies only have the right to vote on a poll.

Article 98 A shareholder shall entrust the proxy in writing. The written power of attorney shall be signed by the principal or by the proxy entrusted thereby in writing; if the principal is a legal person or other institution, the power of attorney shall be signed under the seal of the legal person or under the hand of its legal representative or other representative duly authorized.

Article 99 If an individual shareholder attends the meeting in person, he/she shall produce his/her own identification cards or other valid credentials or proof of their identities or share certificate. If a proxy is appointed to attend the meeting, the proxy shall produce his/her own identification cards or document, instrument of proxy and certificate providing proof of the shareholding of the appointing shareholder.

A corporate shareholder shall attend the meeting through its legal representative or a proxy appointed by its legal representative. If a legal representative attends the meeting, he/she shall produce his/her own identification cards or document, valid identification documents showing that he/she qualifies to serve as a legal representative. If a proxy attends the meeting, he/she shall produce his/her own identification cards or document, written power of attorney granted by the legal representative of the corporate shareholder.

Article 100 The power of attorney used by shareholders to appoint proxies to attend the general meeting shall contain the following information:

(1) the name of the appointer and the class and number of shares of the Company held by him/her;

(2) name of the proxy;

(3) the specific instructions from shareholders, including instructions on how to vote (voting in the affirmative, negative, or in abstention) in relation to each of the resolutions on the agenda of the general meeting;

(4) date of issuance and term of validity;

(5) signature (or seal) of the appointing shareholder; if the appointing shareholder is a corporate shareholder, the document shall be affixed with the legal person's seal.

Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.

Article 101 The power of attorney shall be placed at the Bank's domicile or at any other place designated in the notice of the general meeting, and at least twenty-four (24) hours prior to either the convening of the relevant meeting in which the resolutions are to be voted or the designated voting time. If the power of attorney is signed by a person authorized by the appointing shareholder instead of the appointing shareholder himself/herself, the power of attorney or other authorization documents authorizing the signing shall be notarized. The notarized power of attorney or other authorization documents shall, together with the proxy form, be placed at the Bank's domicile or any other place designated in the notice of the general meeting.

If the shareholder is an authorized clearing house as defined in Hong Kong Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong) or its agent, such a shareholder is entitled to appoint one or more than one persons or corporate representative it deems suitable to act as its proxy in the general meeting or class shareholder general meeting or creditors' meeting. If two or more persons are appointed as proxies, the power of attorney shall clearly state the number and the class of shares represented by each of the proxies. The proxy forms shall be signed by the respective proxies appointed by the authorized clearing house, and the proxies so appointed may represent the authorized clearing house or its agent in exercising its rights, including to speak and vote at any meeting (without being required to present share certificate, certified statement of proxy and/or further evidence of due authorization) as if that proxy is a natural person shareholder of the Bank.

Article 102 The blank proxy form issued either by the Board of Directors or the convener of the general meeting to the shareholder for the appointment of proxies shall freely allow the shareholder to instruct his/her proxy to vote as he/she sees fit (voting in the affirmative, negative, or in abstention), and to give separate instructions for each resolution that will be voted at the meeting.

Article 103 If the appointing shareholder has passed away, lost his/her ability to act, withdrawn the appointment, withdrawn the authorization of the signed proxy form or has transferred all of his/her shares prior to voting, as long as the Bank has not received any written notice regarding these matters before the commencement of the relevant meeting, the vote cast by the proxy in accordance with the proxy form shall remain valid.

Article 104 The meeting attendance records shall be prepared by the Bank. The records shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card or passport numbers, the number of voting shares held or represented by them, and the names (or corporate names) of the proxies.

Article 105 The convener and the lawyers appointed by the Bank shall verify the legitimacy of the shareholders' qualifications based on the records available from the register of shareholders provided by the securities registration and clearing authority, and shall record the names (or corporate names) of shareholders attending the meeting and the number of voting shares held by them. The registration process for the meeting shall be completed before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them.

Article 106 The general meeting is presided by the chairman of the Board of Directors. If the chairman is unable to perform or does not perform his/her duties, the meeting shall be presided by the vice chairman; where the vice chairman is unable to perform or does not perform his/her duties, a director elected by more than half of the directors shall preside. If the Board of Directors is unable to perform or does not perform its duty of convening general meeting, the Audit Committee shall convene the meeting in a timely manner. A general meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. Where the convener of the Audit Committee is unable or fails to perform his/her duties, the meeting shall be presided over by a member of the Audit Committee jointly elected by more than half of members of the Audit Committee. If the Audit Committee does not convene and preside over the meeting, shareholders individually or in aggregate holding one-tenth or more of the Bank's shares for a period longer than ninety consecutive days can convene the meeting, which shall be presided over by a representative elected by conveners of meeting. In the event that the general meeting cannot proceed due to violation of the rules of procedure by the chairperson of the meeting when a general meeting is held, the general meeting may appoint a person as the chairperson of the meeting with the consent of a majority of the shareholders with voting rights present at the meeting and the meeting shall continue.

If for any reason the shareholders are unable to elect a chairman of the meeting, the shareholder (including proxy) present at the meeting holding the largest number of voting shares shall be the chairman of the meeting.

Article 107 Where the general meeting requires directors and senior management officers to attend the meeting, the directors and senior management officers shall observe the meeting and answer the inquiries of shareholders.

The chairman of the meeting shall, prior to voting, announce the number of shareholders and proxies attending the meeting and the total number of voting shares represented by them, with the figures recorded in the attendance records prevailing.

At the annual general meeting, the Board of Directors should report to the shareholders on the work they have undertaken over the past year. Every independent director shall also report on the work.

The directors and senior management officers shall make explanation and interpretation on the inquiry and suggestions of the shareholders at the general meeting.

Article 108 Minutes shall be recorded for the general meeting, and the Secretary to the Board of Directors shall be in charge of recording the minutes. The minutes shall contain the following information:

(1) the time, venue, and agenda of the meeting, as well as the name (or corporate name) of the convener;

(2) the names and positions of the chairman of the meeting, and the directors and senior management officers who attend or observe the meeting;

(3) the number of shareholders and proxies present at the meeting, the total number of shares with voting rights held by them, and the percentage in relation to the total number of the Bank's shares;

(4) the deliberation process for each resolution, key points of speeches made and voting outcome;

(5) any enquiries or suggestions made by shareholders and corresponding explanation or response, etc.;

(6) the name of the lawyer(s), vote counter and scrutineer;

(7) any other matters required by the provisions of these Articles to be recorded in the minutes.

Article 109 The convener shall ensure that the minutes are truthful, accurate and complete. The attending directors, Secretary to the Board of Directors, convener or their representatives and the chairman of the meeting shall sign on the minutes. The minutes, list of signatures by shareholders in attendance, powers of attorney, and valid information regarding alternative voting methods shall be filed and form part of the Bank's files that will be kept permanently.

Article 110 The Bank shall formulate the rules of procedure regarding the general meeting, and specify the convening and voting procedures, including convening method, documents preparation, voting method, the abstention from voting by related party shareholders, notification, registration, and consideration of proposals, voting, counting of votes, announcement of voting results, formation of meeting resolutions, minutes of meetings and signature, announcements and the principle of authorization by the general meeting to the Board of Directors. The authorization principle should be clear and specific in terms of contents. The rules of procedure for the general meeting shall be prepared by the Board of Directors and approved by the general meeting.

Article 111 The convener shall ensure that the general meeting does not end until final resolutions have been concluded. In the event that the general meeting is adjourned or resolutions cannot be reached due to force majeure or other special circumstances, necessary measures shall be taken to reconvene the meeting as soon as possible or conclude the meeting immediately and an announcement shall be published in a timely manner.

Section 6 Voting and Resolutions of General Meetings

Article 112 The resolutions of a general meeting shall either be classified as ordinary resolutions or special resolutions.

Ordinary resolutions shall be approved by a simple majority of voting rights held by the shareholders (including their proxies) attending the meeting.

Special resolutions shall be approved by not less than two-thirds of voting rights held by the shareholders (including their proxies) attending the meeting.

Article 113 The following matters shall be resolved by way of an ordinary resolution in general meetings:

(1) consideration and approval of the rules of procedure of general meetings, the Board of Directors of the Bank;

(2) appointment and dismissal of directors, and remuneration of the relevant directors;

(3) work reports of the Board of Directors;

(4) profit distribution plans and loss recovery plans of the Bank;

(5) resolutions on appointment and dismissal of accounting firms which regularly perform statutory audit for the Bank's financial reports;

(6) matters that should be approved by special resolutions or be subject to unanimous approval apart from those required by the laws and regulations or these Articles.

Article 114 The following matters shall be resolved by way of a special resolution:

(1) an increase or reduction of the registered capital of the Bank and the issuance of any class of shares, warrants and other similar securities;

(2) issuance of corporate bonds or company listing;

(3) consideration and approval of proposal of share incentive plans;

(4) repurchase of the Bank's shares;

(5) purchases or sales of material assets by the Bank within one year or the guarantee amount provided to others exceeding 30% of the latest audited total assets of the Bank;

(6) division, spin-off, merger, dissolution, liquidation or any other change in the corporate form of the Bank;

(7) amendments to these Articles;

(8) removal of independent directors;

(9) special resolution matters as stipulated in Article 273;

(10) any other matters which are required by the laws, regulations, regulatory provisions and these Articles, and any matter decided by the general meeting by way of an ordinary resolution to have a material effect on the Bank should therefore be adopted by a special resolution.

Article 115 When a shareholder (including proxy) votes at a general meeting by exercising his/her voting rights according to the number of shares carrying the right to vote, each share shall have one vote.

The shares held by the Bank have no voting rights, and such part of the shareholding shall not be counted as the total number of shares with voting rights held by shareholders attending the meeting.

If any shareholder shall abstain from voting on a certain matter or is limited to casting of affirmative or negative votes on a certain matter, any votes cast by the shareholder or proxy in violation of the aforesaid requirements or restrictions shall not be included in the voting results.

Article 116 Related shareholders shall not participate in voting when matters concerning related party transactions are considered at a general meeting, and the shares with voting rights represented by the related shareholders shall not be counted into the total number of valid votes. The resolutions adopted at the general meeting should fully disclose the voting results by non-related shareholders.

Article 117 Unless the Bank is under special circumstances such as a crisis, the Bank shall not enter into contracts to entrust the management of all or the important businesses to persons other than the directors and senior management officers of the Bank without approval in the form of a special resolution adopted in a general meeting.

Article 118 All proposals shall be voted separately at the general meeting. If there are a number of proposals related to the same matter, votes shall be cast in the order of which the proposals are presented. Except where there is force majeure or other special circumstances resulting in the adjournment of the general meeting or the failure to adopt resolutions, no resolutions proposed in the general meeting shall be set aside or skipped.

Article 119 The general meeting, while considering proposals, will not modify the key contents of such proposals. If there is any change, it shall be treated as a new proposal which cannot proceed for voting at such general meeting.

Article 120 The same voting right can only be exercised through either on-site voting or one other voting form. Where more than one vote is cast for the same voting right, the choice of the first vote shall prevail.

Article 121 Voting at a general meeting will be made by open ballot.

Article 122 On a poll taken at a meeting, a shareholder (including his/her proxies) entitled to two or more votes need not cast all the votes towards for or against.

Article 123 Before a proposal is put to vote at a general meeting, two representatives of the shareholders shall be nominated to count the votes and to act as the scrutineers. If a shareholder is associated with the matter to be considered, the shareholder and his/her/its proxy shall neither count the votes nor act as the scrutineer.

During the voting process of a general meeting, the vote count and examination of the poll shall be conducted by lawyers, representatives of shareholders and qualified persons appointed according to the Listing Rules, and the voting outcome shall be announced at the meeting. The voting outcome for each resolution shall be recorded in the meeting minutes.

Article 124 The ending time of the on-site general meeting shall not be earlier than online or other means. For every proposed resolution, the voting circumstances and voting outcome shall be announced at the meeting, and the chairman of the meeting shall decide and announce whether the resolution has been adopted based on the voting outcome.

Prior to the formal announcement of the voting outcome, all interested parties attending the meeting in person and involving in other voting form, including the Bank, the vote counter, the scrutineer, shareholders and network service providers, etc., have an obligation to keep the voting results confidential.

Article 125 Shareholders attending the general meeting shall submit one of the following opinions to the proposed resolutions: for, against or abstain. The securities registration and clearing organization shall be the nominee holder of shares under the Mainland-Hong Kong Stock Connect, except where declaration is made in accordance with the actual holder's intent.

Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast shall be deemed as having waived their voting rights, and the corresponding poll shall be counted as "Abstain".

Article 126 If the chairman of the meeting has any doubts as to the voting outcome of any resolution, he/she may have the votes recounted. If the chairman does not recount the votes and the shareholders or their proxies who have attended the meeting have doubts as to the outcome announced by the chairman, they may request a vote recount immediately after the announcement of the voting outcome, and the chairman shall have the votes recounted immediately.

If the votes are counted at a general meeting, the result shall be recorded into the minutes.

Article 127 Resolutions adopted at the general meeting shall be announced in a timely manner in accordance with the requirements of the laws and regulations. The announcement shall specify the number of shareholders and proxies attending the meeting, the total number of voting shares held by them and the proportion relative to the total number of shares with voting rights of the Bank and voting method, as well as the voting method of each proposal and the voting outcome, and details of each resolution adopted. In resolving on any proposal made by shareholders, the names and shareholdings of the shareholders and contents of the proposal shall be specified.

Article 128 If the proposal regarding the election of the directors is approved at the general meeting, the newly elected director's term of service shall commence on the date on which the resolution is adopted at the general meeting. If their qualifications are subject to the approval by the relevant regulatory authority, the term of office shall commence on the date when their qualifications are approved by such regulatory authority.

Article 129 The Bank shall implement any plans of cash distribution, issue of bonus shares or increase of share capital by capitalization adopted at a general meeting within two months after the conclusion of general meeting.

Article 130 The Board of Directors of the Bank shall submit the minutes and the resolutions of the general meeting and other documents to the banking regulatory authorities under the State Council in a timely manner.

Section 7 Special Procedures for Voting by a Certain Class of Shareholders

Article 131 Shareholders who hold different classes of shares are classified as “class shareholders”.

Class shareholders are entitled to rights and are subject to the obligations pursuant to the laws, regulations, regulatory provisions and these Articles.

Class shareholders within the Bank shall enjoy equal rights to receive dividends or other forms of distributions.

Article 132 If the Bank proposes to change or nullify certain rights of a certain class of shareholders, such proposal should be passed by a special resolution at the general meeting and passed at the meeting convened according to Articles 133 to 137 of these Articles for the related class of shareholders.

Article 133 The rights of a certain class of shareholders shall be deemed to be changed or nullified in the following circumstances:

(1) to increase or reduce in the quantity of the shares of that class, or increase or reduce the quantity of the shares of other classes which enjoy the same or more voting rights, distribution rights or other privileges as the shares of that class;

(2) to convert whole or part of the shares of that class into other class(es), convert whole or part of the shares of other class(es) into that class, or grant such conversion rights;

(3) to nullify or reduce rights to accrued dividends or to cumulative dividends attaching to that class of shares;

(4) to reduce or nullify the privileged rights of that class of shares to acquire dividends or obtain distribution of assets during liquidation of the Bank;

(5) to increase, nullify or reduce the conversion, option, voting, transfer or privileged allotment rights of that class of shares or the rights of such class of shares to obtain securities issued by the Bank;

(6) to nullify or reduce the rights of that class of shares to receive amounts payable by the Bank in a particular currency;

(7) to establish new class(es) of shares which enjoy the same or more voting rights, distribution rights or other privileges as compared with that class of shares;

(8) to restrict the transfer and ownership of that class of shares, or increase such restrictions;

(9) to grant the share subscription options or share conversion options of that or another class of shares;

(10) to increase the rights or privileges of other class(es) of shares;

(11) any restructuring scheme of the Bank that may result in the assumption of disproportionate responsibilities by different classes of shareholders during the restructuring;

(12) to revise or nullify the provisions in these Article.

Upon approval by the banking regulatory authorities and securities regulatory authorities under the State Council, the shareholders of the Bank may transfer their unlisted shares to overseas investors or convert them into foreign shares and list them abroad for trading. The listing and trading of the above shares on the overseas stock exchange shall comply with the regulatory procedures, regulations and requirements of the overseas securities market. The listing and trading on any overseas stock exchange of the above shares shall not be deemed to change or nullify the rights of a certain class of shareholders and shall not require the voting of the class general meeting.

Article 134 The shareholders of a class of shares that are affected, whether they originally have voting rights at general meetings, shall be entitled to vote on the matters concerning subparagraphs (2) to (8), (11) and (12) of Article 133 at the meeting for such class of shareholders, but shareholders with conflicts of interests therein shall have no voting rights at the meeting for such class of shareholders.

The shareholders with conflict of interests mentioned in the preceding paragraph shall have the meaning as follows:

(1) if the Bank has made a repurchase tender offer to all shareholders in the same proportion or has repurchased its own shares through public transaction on a stock exchange, “shareholders with conflicts of interests” shall mean the controlling shareholders defined in these Articles;

(2) if the Bank has repurchased shares under an off-market agreement, “shareholders with conflicts of interests” shall mean shareholders who are connected with the aforementioned agreement;

(3) under a restructuring scheme of the Bank, “shareholders with conflicts of interests” shall mean shareholders who assume liability in a lower proportion than other shareholders of the same class, or those who own different interests as compared with other shareholders of the same class.

Article 135 A resolution of the meeting for a certain class of shareholders shall be adopted by more than two-thirds of the voting shares represented by shareholders of that class present at the meeting in accordance with Article 134.

Article 136 When convening a meeting for a certain class of shareholders, the Bank shall, with reference to the notice period requirement for convening a general meeting in these Articles, issue a written notice to all shareholders in the relevant class whose names appear on the register of shareholders, stating the matters to be considered at the meeting and the time and venue of the meeting.

Article 137 The notice of a meeting for a certain class of shareholders only needs to be delivered to the shareholders entitled to vote at that meeting.

The procedures for convening a meeting for a certain class of shareholders shall be the same as the procedures for the general meeting to the extent practical, and the provisions in these Articles relating to the procedure to convene a general meeting shall apply to the class shareholder meeting.

Article 138 Apart from other classes of shareholders, the shareholders of domestic shares and overseas-listed foreign shares are deemed to be shareholders of different classes.

The special voting procedures at a general meeting for class shareholders shall not apply in the following cases:

(1) upon the approval by way of a special resolution adopted by a general meeting, the Bank independently or simultaneously issues domestic shares and/or overseas-listed foreign shares every twelve (12) months, provided that the amount of each class of shares intended to be issued is not more than 20% of the issued and outstanding shares of the respective class;

(2) the Bank's plan on issuing domestic shares and overseas-listed foreign shares at the time of incorporation, which shall be completed within fifteen (15) months upon the date of the performance of relevant procedures of the securities regulatory authority;

(3) the relevant authorities such as the securities regulatory authorities of the State Council have performed the relevant procedures for unlisted shares held by shareholders of domestic shares of the Bank to be transferred into overseas-listed foreign shares, to be transferred to overseas investors or converted into foreign shares and to be listed and traded in overseas stock exchanges.

Chapter 6 Directors and Board of Directors

Section 1 Directors

Article 139 The directors of the Bank include executive directors and non-executive directors (including independent directors).

Executive director of the Bank means the director who, in addition to serving as a director, also assumes the duties of a senior management officer.

Non-executive director of the Bank means the director who does not hold any other positions in the Bank except for director and does not assume the duties of a senior management officer.

Independent director of the Bank means the person who meets the requirements of Article 148.

Article 140 Directors of the Bank shall meet the following basic criteria:

- (1) shall be with full civil capacity;
- (2) shall have good records of compliance with laws and regulations as well as records of integrity in business conduct;
- (3) shall be of good character and reputation;
- (4) shall possess knowledge, experience and abilities required to hold the designated position;
- (5) shall have good records in economic and financial practices;
- (6) shall have sound personal and family financial position;
- (7) shall have the independence required to hold the designated position;
- (8) shall perform the duty of loyalty and diligence to the Bank;
- (9) shall have no less than 5 years of work experience in law, economics, finance, accounting or other experiences conducive to performing duties and responsibilities of a director;
- (10) shall be able to use the Bank's financial statements and statistical statements to judge the Bank's operation, management and risk profile;
- (11) shall understand the Bank's corporate governance structure, the Articles of Association and the duties of the Board of Directors;
- (12) other criteria required by the laws, regulations and regulatory provisions.

The following person shall not hold director position in the Bank :

- (1) a non-natural person;
- (2) a person without or with limited civil capacity;
- (3) the person has intentional and gross negligence criminal records;
- (4) a person who has been penalized or sentenced due to endangering national security, committing terrorist activities, corruption, bribery, embezzlement, appropriation of property, crimes committed by organizations of a gangland nature or the disruption of the socialist market economy, or deprivation of political rights for the crimes committed was carried out and having a record of committing crimes with other intent or gross negligence;
- (5) the person is under investigation by judicial authorities for suspected violations of criminal law and the investigation is still ongoing;
- (6) the person is judged by the relevant competent authorities as having violated the provisions of relevant securities regulations, which involves fraudulent or dishonest acts, and less than five years have elapsed since the ruling;

(7) the person has misconducts which violate social moral resulting in bad influence;

(8) the person has worked for any entity that is in violation of the laws, or is personally liable or directly responsible for material losses to that entity, and the case is serious;

(9) the person serves or served as a director or a member of senior management of entity taken over, cancelled, declared bankrupt or having its business license revoked, unless proving that this person is at no fault;

(10) a legal representative of companies or enterprises which were ordered to close down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business licenses of the companies or enterprises were revoked or the order of close-down;

(11) the person violates of professional ethics or conduct; or serious dereliction of duty resulting in significant loss or a bad influence;

(12) the person instigates, or participates in an employer confronting legal supervision or case investigation;

(13) directors and senior management officers whose term of office has been cancelled for a specific period and the cancellation period has not expired, or being permanently disqualified, or penalized by regulatory authorities and other financial regulatory departments more than twice;

(14) a person imposed by the banking regulatory authorities of the State Council with measures prohibiting access into the market and five years have not elapsed from which the measures were adopted;

(15) the person who does not satisfy the requirements of these Articles, but take improper means to obtain approval for qualification;

(16) a person or his/her spouse who is still in default on a relatively large amount of overdue debt, including but not limited to overdue loans with the Bank;

(17) a person and his/her close relatives who jointly hold more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;

(18) a person and the shareholder entity controlled by him/her who/which jointly hold more than 5% of the Bank's shares, with the total credits from the Bank significantly exceeding the net equity of the Bank held by him/her/them;

(19) a person or his/her spouse who works in the shareholder entity holding more than 5% of the Bank's shares, with the total credits obtained by such shareholder entity from the Bank significantly exceeding the net equity of the Bank held by it, unless it can be proven that such credit has no relationship with him/her and his/her spouse;

(20) circumstances in which a person's other positions have obvious conflicts of interests with his/her proposed position and current position in the Bank, or obviously disperse his/her time and energy on performing duties of the Bank;

(21) the person is banned from holding leadership positions in enterprises by the laws and regulations;

(22) a person who is listed as a dishonest person subject to enforcement by the People's Court due to his/her failure to pay off a relatively large sum of due debt; who has been identified by government department as a joint subject of punishment for dishonesty due to serious dishonesty and punished accordingly in the banking industry, or who has had other records of serious dishonesty within the last five years;

(23) a person who has been publicly declared by any stock exchange to be unsuitable for serving as the directors and senior management of any listed company and the time limit has not expired;

(24) other circumstances in which the person is banned from serving as a director and senior management officer of the Bank by the laws and regulations.

The election or appointment of directors and senior management officers in contravention to the provisions under the preceding paragraph shall be null and void. Upon any contravention of the above by the directors or senior management officers during their terms of office, the Bank shall remove them from their positions and cease them from performing their duties.

The term "close relatives" in these Articles includes spouses, parents, children, siblings, grandparents, maternal grandparents, grandchildren and maternal grandchildren.

Article 141 Directors shall be elected or removed from office by shareholders at a general meeting and may be removed by the general meeting before the expiry of his/her term of office. The term of office of a director shall be three years, and a director may be re-elected and re-appointed upon expiry of his/her term of office.

The methods and procedures to nominate directors are as follows:

(1) Candidates for non-independent directors shall be nominated by the Nomination and Remuneration Committee of the Board of Directors, and the number of such persons to be elected shall be within the number of persons stipulated in these Articles. Shareholders individually or in aggregate holding 3% or more of the Bank's voting shares may propose candidates for non-independent directors to the Board of Directors.

The number of directors nominated by any same shareholder and his/her/its associates in principle shall not exceed one third of the total number of the members of the Board of Directors unless otherwise required.

(2) The Nomination and Remuneration Committee of the Board of Directors of the Bank or shareholder(s) individually or in aggregate holding more than 1% of the total voting shares issued by the Bank may propose candidates for independent directors to the Board of Directors, and shareholders who have nominated candidates for non-independent directors shall not nominate any candidates for independent directors. In principle, the same shareholder can propose one candidate for independent director only. The selection and appointment of independent directors shall be primarily market-based.

(3) The Nomination and Remuneration Committee of the Board of Directors shall make preliminary examination on the qualifications and conditions of the candidates for directors and submit the qualified candidates to the Board of Directors for consideration. Upon consideration and approval by the Board of Directors, candidates for directors shall be submitted to the general meeting through written proposals.

(4) After the general meeting convenes and approves the proposal on the election of directors, the Bank shall submit the relevant materials of all nominees to the banking regulatory authorities of the State Council and other relevant regulatory authorities. If the Board of Directors of the Bank objects to the relevant situation of the nominees, it shall submit the written opinions of the Board of Directors at the same time.

A nominee who has objection to his/her nomination or qualification from the relevant regulatory authorities shall not be considered as a candidate for director.

(5) The candidates for directors shall, before the convening of the general meeting, make written undertakings, express their consent to their nomination, confirm the truthfulness and completeness of publicly-disclosed information of candidates for directors and undertake that they will duly perform their responsibilities and duties upon election.

(6) The Board of Directors, before the convening of the general meeting, shall disclose the detailed information on the candidates for directors to the shareholders in accordance with the laws, regulations and these Articles, so as to ensure that the shareholders will have sufficient knowledge on the candidates when casting their votes.

(7) When an additional director is temporarily nominated, the Nomination and Remuneration Committee of the Board of Directors or the shareholders satisfying the conditions for making such nomination may propose a candidate to the Board of Directors for consideration, and to the general meeting for election or replacement.

The term of office of a director shall be calculated from the date on which he/she takes up the office, until the expiration of the term of office of the Board of Directors. Where re-election is not carried out promptly after a director's term of office expires, the director shall continue to perform the duties owed by a director before a new director is elected to take up the office, subject to the laws, regulations and these Articles.

The Bank shall have one staff director depending its actual conditions, the staff director shall be elected by the Bank's staff at workers congress, staff meeting or through other means, and there was no need to be approved in the general meeting.

Senior management officers may concurrently serve as directors. However, the total number of directors who concurrently serve as senior management officers and directors who are employee representatives shall not exceed half of the total number of directors of the Bank.

Article 142 Directors shall assume the following duties to the Bank :

(1) to exercise the rights conferred by the Bank in a prudent, careful and diligent manner to ensure that the commercial activities of the Bank are in line with the requirements of the laws, regulations, regulatory provisions and various national economic policies and that the Bank's business activities do not exceed the business scope stated in the business license;

(2) to be responsible to all shareholders and fairly treat all shareholders in the performance of their duties;

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

(4) to attend board meetings on time, fully review matters to be considered by the Board of Directors, express opinions independently, professionally and objectively, and vote independently on the basis of prudent judgment;

(5) to supervise over the implementation of the resolutions of the general meeting and the Board of Directors by the senior management;

(6) to sign written confirmation in relation to the periodic reports and to ensure the truthfulness, accuracy and completeness of information disclosed by the Bank;

(7) to provide true information and data to the Audit Committee and not to obstruct with the performance of duties by the Audit Committee;

(8) to understand and address the conditions of the Bank on an ongoing basis, and to give advice and recommendations to commercial banking business through the Board of Directors and its special committees;

(9) to actively participate in the training organized by the Bank and regulatory authorities, understand the rights and obligations of directors, be familiar with relevant laws, regulations and regulatory provisions, and continuously possess the professional knowledge and ability necessary to perform their functions and duties;

(10) to implement high standards of professional ethics and consider the legitimate rights and interests of stakeholders;

(11) to perform their functions and duties in good faith, due diligence and prudence with loyalty and diligence obligation to the Bank, and ensure that they have sufficient time and energy to perform their duties;

(12) to abide by the laws, regulations, regulatory provisions and these Articles.

Article 143 The directors shall attend the Board meetings earnestly and responsibly, and shall express explicitly their opinions on matters to be considered.

Directors shall attend at least two-thirds of the Board meetings in person each year. If a director cannot attend the meeting due to certain reason, he/she may entrust another director in writing to attend on his/her behalf.

A director who fails to attend Board meetings in person two times consecutively and fails to appoint another director to attend on behalf shall be deemed to have failed to perform duties, and the Board of Directors shall advise the general meeting to replace him/her.

Article 144 A director may resign before the term of office expires. He/she shall submit a written resignation to the Board of Directors, and the Bank will disclose relevant situation within two days.

Where the resignation of a director during the term of office causes the number of directors on the Bank's Board of Directors to fall below the minimum quorum or less than two-thirds of the quorum stipulated in these Articles, the director who proposes to resign shall continue to perform the director's functions and duties before a new director is elected to take up the office. If the Bank is in the process of disposing of material risks, the directors of the Bank shall not resign without the approval of the regulatory authorities.

Saved as the aforesaid, the resignation of a director shall take effect upon the delivery of the written resignation to the Board of Directors.

When the number of directors of the Board of Directors fall below the minimum quorum specified in the Company Law or the minimum quorum required for voting of the Board of Directors due to the removal of directors by the general meeting, death, resignation of independent directors from loss of independence, or other inability to perform the functions and duties of directors, the functions and powers of the Board of Directors shall be exercised by the general meeting until the number of directors of the Board of Directors meets the requirements.

Article 145 If the resignation of a director is tendered or his term of office expires, the director shall complete all handover formalities with the Board of Directors, but the obligations owed to the Bank and shareholders are not discharged before the resignation becomes effective or for a reasonable period thereafter or upon the expiry of his/her term of office and remain effective during the reasonable time. Responsibilities that a director shall assume due to performance of his/her duties during his/her term of office shall not be exempted or terminated due to resignation.

Article 146 A director shall not represent the Bank or the Board of Directors in his/her own name, unless otherwise provided in these Articles or legally authorized by the Board of Directors. A director shall announce his/her views and role in advance when he/she acts in his/her own name, if there is a possibility that a third party may reasonably believe that the director is representing the Bank or the Board of Directors.

The validity of an act of a director of the Bank on behalf of the Bank is not, as against a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.

Article 147 Before the expiry of the director's term of office, the general meeting shall not dismiss any director without any reason. Subject to the relevant laws and regulations, any director whose term of office has not expired may be removed by an ordinary resolution of the general meeting (but such director's claim for damages under any contract shall not be affected thereby).

Section 2 Independent Directors

Article 148 The Bank shall have independent directors. Independent director of the Bank means the director who does not hold any other positions in the Bank and has no direct or indirect interest, or other relationship with the Bank and substantial shareholders, de facto controllers that may affect such director's ability to make independent and objective judgments.

Independent directors perform the duties and responsibilities independently, without any interference by entities or individuals such as the Bank, major shareholders and de facto controllers.

Independent directors shall have a fiduciary and diligent duty to the Bank and all shareholders of the Bank. They shall earnestly fulfill their responsibilities in accordance with laws, regulations, regulatory rules, and provisions of these Articles. They shall play a role in participating in decision-making, supervising and balancing, and providing professional advice in the Board of Directors to maintain the overall interests of the Bank and protect the legitimate rights and interests of minority shareholders.

Unless otherwise provided for in this section, the provisions on directors in these Articles shall apply to independent directors.

Article 149 The number of independent directors shall be no fewer than one-third of the Board of Directors' total director number and shall be no fewer than three. At least one of the independent directors shall have appropriate professional qualifications under the Listing Rules or appropriate accounting or related financial management expertise, and at least one of the independent directors shall reside in Hong Kong.

Unless otherwise provided for in this section, the provisions on directors in this Chapter shall apply to independent directors.

An independent director shall attain a high professional level and have good reputation, and shall meet the following criteria:

(1) be qualified to serve as a director pursuant to the laws, regulations, regulatory provisions and these Articles;

(2) perform the duties and responsibilities independently, without any interference by substantial shareholders or de facto controllers of the Bank, or other entities or individuals who have a material interest in the Bank;

(3) have a bachelor degree or above, or intermediate vocational titles of relevant professions or above;

(4) have no less than five years' experience in law, economics, finance or other work experience conducive to performing the duties and responsibilities of an independent director;

(5) be familiar with the operation and management of commercial banks and relevant laws, regulations, regulatory provisions and rules;

(6) be able to read, understand and analyze credit reports and financial statements of commercial banks;

(7) have sufficient time and energy to effectively perform the duties and responsibilities and undertake to duly perform the duties of diligence;

(8) have good personal morality, with no bad records such as major dishonesty, etc.;

(9) other conditions stipulated by the laws, regulations, regulatory rules, and provisions of these Articles.

Article 150 The following persons may not serve as independent directors of the Bank:

(1) a person who and whose close relative jointly hold more than 1% of the Bank's shares;

(2) a person who or whose close relative holds a position in any shareholder entity that holds more than 1% of the Bank's shares;

(3) a person who or whose close relative holds a position in the Bank or entities under the control or de facto control of the Bank (but not including independent director);

(4) a person who is a person described in paragraph (3) above in the three years before taking up the office (but not including independent director);

(5) a person who or whose close relative holds a position in any entity that is unable to repay the loan provided by the Bank when falling due;

(6) a person who or whose close relative holds a position, invests in or de facto controls over any entity which for the time being, or within two years prior to the date of his/her proposed appointment as an independent director, has a relationship of business, liabilities or debts with, or any interests in the Bank, its holding company or any of their respective subsidiaries or core connected persons, or person who serves as the controlling shareholder, main responsible persons, director (excluding independent director) or his/her respective close associates by providing such professional consultancy services as legal, accounting, auditing, management consultancy and guarantee cooperation services to the Bank, thus impeding his/her independence in the performance of duties;

(7) a person who or whose close relative may be controlled or imposed significant effect by major shareholders and senior management of the Bank, thus impeding his/her independence in the performance of duties;

(8) a person who or whose immediate relative, for the time being or within one year prior to the date of his/her proposed appointment, has or has had any material interest in the principal business activities of the Bank, its holding company, the subsidiaries of the Bank or its holding company; is or has been involved in any material business transaction with the Bank, its holding company, the subsidiaries of the Bank or its holding company; or has any material commercial transaction with any of the Bank's core connected persons;

(9) a person who is removed by former employer for failure to perform due diligence;

(10) a person who served as principal officers of high-risk financial institutions and are unable to prove he/she are not liable for the cancellation or loss of assets of such financial institutions;

(11) any other person not permitted to serve as an independent director by the banking regulatory authority of the State Council, the securities regulatory authorities of the place where the Bank's shares are listed and any other relevant regulatory authorities.

The term "immediate relatives" in this Article means spouses, his/her (or spouse's) children or step-children (natural or adopted) under the age of 18 years.

Article 151 The selection and appointment of independent directors shall mainly follow the market principle. A list of nominated candidates for independent directors can be drawn up by the Nomination and Remuneration Committee of the Board of Directors.

The qualification of the candidates for directors shall be reviewed by the Nomination and Remuneration Committee of the Board of Directors with a focus on the independence, expertise, experience and capability and a clear opinion on the review. The names of qualified candidates shall be submitted to the Board of Directors for consideration. After approval by way of a Board resolution, written proposals shall be submitted to the general meeting for election. The qualification of the candidates shall be verified by the banking regulatory authority under the State Council.

A natural person may serve as an independent director in a maximum of five domestic or foreign enterprises at the same time. Such person, in principle, may serve as an independent director for a maximum of three domestic listed companies and shall not serve as an independent director in more than two commercial banks at the same time.

Where a person also serves as an independent director of a banking or insurance institution, the relevant institutions shall not have a related party relationship and there shall be no conflict of interests.

An independent director who holds positions in financial institutions other than the Bank, or directors sit on each other's boards, shall inform the Bank in advance and undertake that there is no conflict of interests between such positions and their positions in the Bank.

Article 152 The nomination, election and replacement of independent directors shall be carried out pursuant to laws and regulations and the provisions of these Articles, and shall be in compliance with the following provisions:

(1) The independent directors of the Bank shall be nominated by the Nomination and Remuneration Committee of the Board of Directors, or the shareholders holding individually or in aggregate more than 1% of the total number of voting shares issued by the Bank, and shall be elected by the general meeting; the nominator shall not nominate persons with whom he or she has interested or other close relationships that may affect the independent performance of duties as candidates for independent directors of the Bank.

An investor protection agency established by law may publicly request the shareholders to entrust it to exercise their rights to nominate the independent directors on their behalf.

(2) The nominator of an independent director shall obtain the consent of the nominee prior to the nomination. The nominator shall be fully informed of the nominee's occupation, education, title, detailed work experience, all part-time positions, etc., and shall express opinions on his/her qualifications and independence as an independent director. The nominee shall make a declaration that there is no relationship between himself/herself and the Bank that would affect his/her independence and objective judgment. Before assuming office, an independent director should also make a statement to the Board of Directors to ensure that he/she has sufficient time and energy to perform his/her duties and that he/she undertakes to perform duties diligently. The Board of Directors of the Bank shall disclose the above information to shareholders prior to the general meeting at which an independent director is to be elected.

(3) After the general meeting is convened and the resolution on the election of independent directors is passed, the Bank shall submit the relevant materials of all nominees to the banking regulatory authority of the State Council and other relevant regulatory authorities. If the Board of Directors of the Bank objects to the relevant information of a nominee, it shall submit the written opinions of the Board of Directors at the same time.

A nominee whose nomination or qualification for office is contested by the relevant regulatory authorities shall not be a candidate for independent director.

(4) The term of service of an independent director shall be the same as that of other directors of the Bank and may be re-elected and re-appointed upon the expiration of the term of office, provided that such term of office shall not be more than six years on an accumulative basis.

Article 153 An independent director shall perform the following duties:

(1) participate in the decision-making of the Board of Directors and express a clear opinion on matters discussed;

(2) supervise potential material conflicts of interest between the Bank, its controlling shareholders, de facto controllers, directors, and senior management officers as stipulated by laws, regulations and regulatory rules, so as to ensure that the decisions of the Board of Directors are in line with the overall interests of the Bank, and to protect the legitimate rights and interests of minority shareholders;

(3) provide professional and objective advice on the operation and development of the Bank and promote the improvement of the standard of decision-making by the Board of Directors;

(4) other duties as stipulated in laws, regulations, regulatory rules and provisions of these Articles.

Article 154 In addition to the powers conferred to directors by the Company Law and other relevant laws, regulations, regulatory provisions and rules and these Articles, independent directors shall also have the following powers:

(1) independently engage intermediaries to audit, provide consultation on or verify specific matters of the Bank;

(2) to propose to the Board of Directors to convene an extraordinary general meeting;

(3) to propose to convene a meeting of the Board of Directors;

(4) to openly solicit shareholders' rights from shareholders in accordance with the laws;

(5) to express independent opinions on matters that may jeopardize the rights and interests of the listed company or minority shareholders;

(6) other powers stipulated by the laws, regulations, regulatory provisions and these Articles.

Article 155 Independent directors shall perform their duties in good faith, independently and diligently, effectively safeguard the legitimate rights and interests of the Bank, the minority shareholders and financial consumers, and shall not be influenced by shareholders, de facto controllers, senior management or other entities or individuals with significant interests in the Bank.

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

The “failures in the corporate governance mechanism” referred to in this Article shall include, but not limited to, the failure of the Board of Directors to be constituted for more than one year; the failure of the Board of Directors to adopt effective resolutions due to prolonged conflicts among directors, which are unable to be resolved by the general meeting; the failure of the Board of Directors to convene a general meeting for more than one year; the failure of the general meeting to meet the vote cast required by the laws or these Articles on a poll such that no valid resolution has been passed at the general meeting for more than one year; the failure of the proposal for capital increase to be passed due to insufficient capital adequacy or solvency; the failure of the existing governance mechanism to function properly, resulting in serious difficulties in operation and management, and other circumstances as determined by the regulatory authorities.

Article 156 Independent directors shall work on-site for the Bank no less than fifteen working days each year. Independent directors who hold chairman positions in the Audit Committee, Consumer Rights Protection Committee, Risk Management Committee and Related Party Transactions Control Committee of the Board of Directors shall work for the Bank no less than twenty working days each year. Independent directors shall attend at least two-thirds of the Board meetings in person each year. If an independent director cannot attend a meeting due to certain reasons, he/she shall review the meeting materials in advance, form a clear opinion and appoint in writing other independent directors to attend the meeting on his/her behalf.

In addition to attending general meetings, meetings of the Board of Directors and its special committees as required, the independent directors may perform their duties by various means, such as obtaining information on the operations of the Bank on a regular basis, listening to reports from the management, communicating with intermediaries, such as the head of the internal audit institution and the accounting firm that undertakes the audit services of the Bank, conducting on-site inspections, and communicating with the minority shareholders.

Article 157 Prior to the convening of a board meeting, the independent directors may communicate with the secretary to the Board of Directors to enquire about the matters to be considered, request for supplementary materials, and offer opinions and suggestions. The Board of Directors and relevant officers shall carefully study the questions, requests and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of amendments to proposals and other matters.

Article 158 Independent directors shall give objective, impartial and independent opinions on the matters discussed at the Board meetings, and shall in particular, address their opinions to the Board of Directors on the following matters:

- (1) the major related party transactions;
- (2) the nomination, appointment and dismissal of the directors and the appointment and removal of senior management officers;
- (3) the remuneration of the directors and senior management officers;
- (4) the profit distribution plans;
- (5) engagement or removal of the accounting firms responsible for performing regular and statutory audits for the financial reports of the Bank;
- (6) other matters that may cause material impact on the legitimate rights and interests of the Bank, the minority shareholders and the financial consumers;
- (7) other matters stipulated by the laws, regulations, regulatory provisions or these Articles.

The opinions of Independent Directors on the decision of the Bank shall be recorded in the minutes of meeting of the Board of Directors.

Article 159 The independent directors of the Bank may elect an independent director who shall be responsible for convening a special meeting attended by the independent directors to study issues relating to the performance of duties.

Article 160 Independent directors shall have committed a serious dereliction of duty in any of the following circumstances:

- (1) divulgence of trade secrets and impairment of the legitimate interests of the Bank;
- (2) acceptance of illicit benefits in the performance of their duties, or the seeking of private benefits by taking advantage of the status of an independent director;
- (3) failure to raise an opposing opinion despite being fully aware that a Board resolution violates the laws, regulations, regulatory provisions or these Articles;
- (4) failure to exercise the veto power to related party transactions which have caused significant loss to the Bank;

(5) other serious dereliction identified by the banking regulatory authority under the State Council.

If an independent director has been disqualified by the relevant regulatory authority due to serious dereliction of duty, he/she shall no longer be an independent director of the Bank. He/she shall be automatically removed from the position from the date he/she is disqualified. Such independent directors shall not serve as an independent director in the Bank for the remaining time of their life.

If the number or proportion of independent directors on the Board of Directors of the Bank falls below the minimum number or required proportion as stipulated in the relevant laws and regulations or these Articles due to disqualification or removal of independent directors, or due to the failure of the independent directors to meet the conditions of independence or other circumstances that make them unsuitable to perform the duties of independent directors, the Bank shall convene a general meeting as soon as possible to elect and replenish the number of independent directors.

Article 161 To ensure the effective performance of duties and powers by independent directors, the Bank shall provide the following necessary working conditions and personnel support for independent directors:

(1) the Bank shall ensure that independent directors have the same information right as other directors, and provide independent directors with necessary information to participate in decision-making in a timely and complete manner;

(2) the Bank shall provide the necessary working conditions for independent directors to perform their duties and designate the board office, the board secretary and other dedicated departments and dedicated personnel to assist independent directors in performing their duties;

(3) the Secretary to the Board of Directors shall ensure the unimpeded access to information between the independent directors and other directors, senior management and other relevant personnel, and ensure that the independent directors have access to adequate resources and necessary professional advice when performing their duties;

(4) the reasonable expenses incurred from engaging professional entities and the reasonable costs incurred when carrying out duties by independent directors shall be borne by the Bank.

Article 162 The Bank shall grant the independent directors an appropriate allowance. The criteria of the allowance plan shall be formulated by the Board of Directors, and be considered and approved by the general meeting. No independent directors shall obtain any additional and undisclosed benefits from the Bank, the substantial shareholders of the Bank or interested institutions or individuals in addition to the abovementioned allowances.

Article 163 The Bank could establish a liability insurance system for independent directors to reduce the risks that may be caused by independent directors in normal performing their duties.

Article 164 An independent director may resign before the term of office expires. Prior to the approval of resignation of the independent director by the Board of Directors, the independent director shall continue to carry out his/her duties.

The resigning independent director shall submit a written resignation report to the Board of Directors, and serve a written statement on the immediately following general meeting to specify any circumstances related to the resignation or any fact that he/she believes requires the attention of the shareholders and creditors.

Article 165 If the resignation of an independent director causes the number of independent directors to account for less than one-third in the Board of Directors, such independent director shall continue to perform his/her duties until a new independent director takes office, unless he/she resigns or is dismissed due to the loss of independence.

Article 166 The Board of Directors has the right to propose at a general meeting to remove an independent director before the expiration of the term of office in any of the following circumstances:

- (1) material dereliction of duty specified in Article 160 of these Articles;
- (2) failure to resign from the position when he/she is no longer qualified to be an independent director;
- (3) failure to attend the Board meetings in person three times consecutively shall be deemed to have failed to perform duties, and the Bank shall convene a general meeting to remove his/her position and elect a new independent director within three months;
- (4) other circumstances provided by the laws, regulations, regulatory provisions and these Articles where an independent director is no longer suitable for holding such position.

In case of such early dismissal, the Bank shall disclose the specific reasons and basis in a timely manner. If the independent directors have any objections, the Bank shall make disclosure timely.

If an independent director fails to be qualified to serve as a director pursuant to the laws, regulations, regulatory provisions and the Articles of Association as well as the independence requirements stipulated by these Articles, he/she shall immediately cease to perform his/her duties and resign from his/her position. If the resignation is not tendered, the Board of Directors shall, as soon as it knows or ought to have known of the occurrence of such fact, remove him/her from office in accordance with the regulations.

In the event that an independent director resigns or is relieved of his/her duties as a result of circumstances touching upon the provisions of the preceding paragraph, resulting in the proportion of independent directors on the Board of Directors or its special committees not complying with the provisions of laws, regulations or the Articles of Association, or if there is a lack of professional accountants among the independent directors, the Bank shall complete the by-election of such independent directors within sixty days from the date of the occurrence of the aforesaid fact.

Article 167 If the Board of Directors proposes at a general meeting to remove an independent director, it shall report to relevant regulatory authority and issue a written notice to the independent director one month before such general meeting. The independent director shall have the right to express the opinion orally or in writing before the voting, and shall have the right to submit such opinion to the banking regulatory authority under the State Council five days prior to the general meeting. The shareholders shall vote after reviewing the independent director's opinion.

Section 3 Board of Directors

Article 168 The Bank shall establish a Board of Directors, which shall be accountable to the general meeting.

Article 169 The Board of Directors of the Bank shall be composed of seventeen (17) directors, including four (4) executive directors, thirteen (13) non-executive directors (including six (6) independent directors and one (1) staff director). There is one chairman and one vice chairman for the Board of Directors. The chairman and vice chairman shall be elected by more than half of all directors under the Board of Directors. The chairman shall not concurrently serve as the president.

Article 170 The Board of Directors shall be the decision-making body of the Bank, which formulates strategies, makes decisions and prevents risks. The Board of Directors performs the following duties and powers:

- (1) convene and report to general meetings;
- (2) implement resolutions adopted at general meetings;
- (3) make decisions on the Bank's business plans and investment plans;
- (4) consider and approve the Bank's annual financial budgets and final accounts as well as formulate risk-based capital allocation;
- (5) formulate the Bank's proposals on profit distribution and loss recovery plans;
- (6) formulate proposals on the capital replenishment plans, such as increase or reduction of the Bank's registered capital and other securities, listing plans, plans of applying capital funds raised, as well as supervise and performance these proposals, in order to the ensure capital adequacy ratio of the Bank comply with regulatory requirement;
- (7) formulate plans for significant acquisitions, purchase of the Bank's shares, or merger, division, dissolution or other change in the form of the Bank;
- (8) consider and approve matters including external investments, assets acquisition, assets disposal and write-off, pledge of assets, related party transactions and data governance, issuance of corporate bonds and decision of issuing no more than 50% of its issued shares (other than the capital contribution in the form of non-monetary property) within three years in accordance with laws, regulations, regulatory provisions, these Articles and the relevant authorization systems of the Bank;
- (9) decide on the establishment of the Bank's internal management departments;
- (10) appoint or remove the Bank's president and Secretary to the Board of Directors in accordance with the recommendations of the chairman; appoint or remove the members of the Bank's senior management, including the vice president and assistants to the president in accordance with the recommendations of the president, and determine their remunerations, rewards and punishment;
- (11) formulate proposals on the remuneration and subsidies of the directors of the Bank;

- (12) formulate the basic management systems of the Bank;
- (13) review and approve the strategy of green credit, monitor and evaluate the Bank's fulfillment of social responsibility and promote sustainable financial development;
- (14) formulate the Bank's risk tolerance, risk management and internal control policies and assume ultimate responsibility for overall risk management;
- (15) formulate amendments to these Articles, formulate rules of procedure of the general meetings and rules of procedure of the Board of Directors, consider and approve the terms of reference of special committees of the Board of Directors;
- (16) approve internal audit rules and audit plans, work plans of the Bank;
- (17) manage or authorize Related Party Transactions Control Committee to manage related party transaction;
- (18) determine the strategies of operation and development for long and medium term and material business development plans of the Bank, as well as supervise their effective implementation;
- (19) formulate the capital planning of the Bank, assume ultimate responsibility for capital or solvency management;
- (20) to establish the Bank's information disclosure system, to manage the information disclosure matters of the Bank, and to assume ultimate responsibility for the truth, completeness, accurateness and timeliness of the Banks' accounting and financial reporting system;
- (21) propose to the general meeting the engagement or dismissal of the accounting firm that conducts regular and statutory audit of the financial reports of the Bank;
- (22) supervise and evaluate the work performance of the directors and senior management officers of the Bank, listen to the president's work report and inspect the president's work;
- (23) consider any major capital expenditure, contract and commitment which exceeds the expenditure limit for senior management officers set by the Board of Directors;
- (24) draw up share incentive and equity repurchase plans of the Bank;
- (25) regularly evaluate and improve corporate governance of the Bank, and make necessary amendment for existing problems;
- (26) safeguard the legitimate rights and interests of financial consumers and other stakeholders;

(27) establish mechanisms to identify, review and manage conflicts of interests between the Bank and its shareholders, especially the substantial shareholders;

(28) assume management responsibility for the shareholders affairs;

(29) to consider matters of the payment for the merger of the Bank not exceeding 10% of the Bank's net assets;

(30) other rights conferred by the laws, regulations, regulatory provisions, relevant rules of the securities regulatory authorities of the place where the Bank's shares are listed or these Articles and general meeting.

The powers of the Board of Directors shall be exercised collectively by the Board of Directors. The powers of the Board of Directors stipulated by the Company Law shall generally not be delegated to the chairman, directors, other institutions or individuals. Where delegation is necessary for certain specific decision-making matters, it shall be done by means of resolution of the Board of Directors. The Board of Directors shall only delegate its power once for a single specific matter, and shall not grant power generally or permanently to any other institutions or individuals.

Matters beyond the scope authorized by the general meeting shall be submitted to the general meeting for deliberation.

Article 171 The Board of Directors of the Bank shall perform its responsibility diligently and undertake the ultimate responsibility of equity affairs management, consumer rights and interests protection, large risk exposure management, data governance, book risk interest rate management, practitioner behavior management, money laundering risk management and other related work.

Article 172 The Board of Directors shall formulate the rules of procedure for its meetings to ensure that the Board of Directors has put the resolutions adopted at the general meeting into action so as to promote work efficiency and make scientific decisions.

Article 173 The Board of Directors shall explain at a general meeting the qualified opinions contained in the audit reports issued by registered accountants in respect of the Bank's finance.

Article 174 The Board of Directors shall specify the scope of external investment, asset acquisition and sales, pledge of assets, external guarantee, trust of wealth management, related party transactions, and external donations, etc. and set up a stringent internal control system, formulate a comprehensive investigation and decision making process. Specialists and professionals should be organized to assess any major investment projects and seek approval at a general meeting.

Article 175 The Board of Directors of the Bank shall assess the qualifications of major shareholders, the fulfillment of commitments, the implementation of the Articles of Association or terms of agreements and compliance with laws, regulations and regulatory provisions at least on an annual basis. It shall assess the financial position, shareholding and related party transactions of the previous year of major shareholders and report on the general meeting or through written documents, as well as submit the assessment reports to the banking supervision and administration department under the State Council in a timely manner.

Article 176 The Bank shall improve its internal control mechanisms for related-party transactions, optimize the management processes for such transactions, and ensure that review opinions on critical stages, as well as resolutions and records from meetings of the related-party transaction control committee, are clear and traceable.

General related-party transactions shall be reviewed in accordance with the Bank's internal management systems and authorization procedures and filed with the related-party transaction control committee. Major related-party transactions shall be reviewed by the related-party transaction control committee and submitted to the Board of Directors for approval. Resolutions made at Board of Directors meetings must be approved by more than two-thirds of the non-related directors. If the number of non-related directors attending the Board of Directors meeting is less than three, the matter shall be submitted to the general meeting for review.

Related party transactions involving the Bank's directors, senior management officers, their close relatives, enterprises directly or indirectly controlled by such persons, and other related parties with whom directors or senior management officers have other related party relationships shall be reviewed by the related-party transaction control committee and submitted to the Board of Directors for approval in accordance with the provisions of the Articles of Association. Such transactions shall not be exempt from review under the related party transaction management regulations of the banking regulatory and administrative authorities under the State Council. If the subject matter of the aforementioned related-party transactions is the Bank's routine financial products or services, and the amount of each transaction and the cumulative transaction amount do not reach the threshold for major related-party transactions, the Board of Directors may make a unified resolution on such related-party transactions.

Related party transactions required to submit to a general meeting for consideration shall be adopted by the Board of Directors through a resolution, and such resolution shall not be implemented until being approved at the general meeting. Any shareholder who has a conflict of interest in such connected transactions shall abstain from voting on such resolution.

Article 177 The chairman of the Board of Directors shall have the following duties and powers:

(1) to preside over general meetings, and convene and preside over meetings of the Board of Directors, and to determine the matters to be considered according to laws;

(2) to supervise and examine the implementation of resolutions of the Board of Directors and report to the Board of Directors;

(3) to sign certificates of shares and bonds issued by the Bank;

(4) to exercise the duties and powers of a legal representative;

(5) to sign material documents of the Board of Directors and other documents which shall be signed by the legal representative of the Bank;

(6) to lead the formulation of each plan and report that shall be submitted by the Board of Directors to general meeting;

(7) in the event of an occurrence of any severe natural disaster or any other force majeure event, to exercise the special power in relation to the Bank's affairs in the Bank's interests and in compliance with the legal provisions, and subsequently report such activities to the Board of Directors and the shareholders at a general meeting;

(8) to nominate candidates for the president and Secretary to the Board of Directors as well as other personal who shall be proposed by chairman for appointment or removal by the Board of Directors;

(9) to propose candidate for member of each special committees of the Board of Directors to the Board of Directors of the Bank;

(10) other duties and powers conferred by the Board of Directors.

Article 178 The vice chairman shall assist the chairman with his or her work, if the chairman of the Board is unable to perform his/her authorities or fails to perform his/her duties and responsibilities, the vice chairman shall perform such duties; where the vice chairman is incapable of performing or not performing his/her duties, a director shall be recommended by half or more directors jointly to perform such duties and responsibilities on behalf. Where the chairman is temporarily vacant due to the fact that the qualifications of the new chairman have not been approved or other reasons, the Bank shall designate personnel who meet the corresponding qualifications to perform duties on behalf of the chairman, and report to the decision-making authority for the qualification examination within ten days from the date of the designation. The time of performing duties on behalf of the chairman shall not exceed six months.

Article 179 The Board of Directors shall hold a regular meeting at least once a quarter and the chairman shall convene and preside the meeting. All the directors shall be notified in writing to attend the meeting fourteen days before the meeting. The meeting agenda and relevant documents shall be served ten days before the meeting.

Article 180 In any of the following circumstances, the Bank shall convene a provisional Board meeting:

- (1) it is proposed by more than one-tenth of the shareholders with voting rights;
- (2) it is proposed by more than one-third of the directors;
- (3) it is proposed by two or more independent directors;
- (4) it is proposed by the Audit Committee;
- (5) it is deemed necessary by the chairman.

Article 181 Board meetings may be held on site or in the form of written resolution.

Where any director is unable to immediately sign a resolution of the meeting held by telephone, video call or other instant communication and discussion, an oral vote shall be taken. A director's oral vote shall have the same effect as a written signature, provided that the subsequent written signature shall be consistent with the oral vote at the meeting. If there is a discrepancy between the two, the oral vote shall prevail. An oral vote shall take effect from the date on which it is made, but the director shall sign the written documents as soon as possible.

The term "conference on site" in these Articles refers to a meeting held by means of live, video, telephone, etc., which ensures instant communication and discussion among the attendees.

The term "written resolution" in these Articles refers to a meeting at which proposals are served, separately or in sequence to, to the directors for their resolutions.

Article 182 Where a Board meeting is held in the form of written resolution, if the Board of Directors has sent the proposal to all the directors, and the directors who have signed the proposal have reached the quorum required to adopt the resolution, the contents of the proposal shall be deemed to be the resolution of the Board of Directors after a written document signed and approved by such directors is served on the Secretary to the Board of Directors or the Board office.

Article 183 The Board of Directors shall notify all directors of the date of the meeting in accordance with related provisions, and provide them with adequate materials before such meeting, including background introduction of the subject matters, any information and details which can facilitate the directors to make decisions.

Extraordinary meetings of the Board of Directors shall be convened by the chairman. The Board of Directors shall notify all directors five days before such meeting in the form of a written notice sent by hand, registered mail, telegraph, telex, faxes or e-mail.

If a provisional meeting of the Board of Directors is convened due to an urgent matter and the circumstances set forth in paragraphs (1) to (4) of Article 180, the chairman or other conveners of the Board meeting shall convene and preside over the Board meeting within ten days after receipt of the proposal.

Article 184 The notice of a Board meeting shall contain the following contents:

- (1) the date, place and duration of the meeting;
- (2) the reason for holding the meeting and agenda and subject matters;
- (3) names and telephone numbers of the permanent contact persons for meeting matters;
- (4) the date of issuance of the meeting notice.

Article 185 The Board meetings shall only be held when more than half of the directors attend the meeting. Resolutions adopted at the Board meetings must be approved by more than half of the directors.

The Board of Directors shall obtain the approval of more than half of all members of the Audit Committee before making resolutions relating to matters provided in Article 198.

The senior management officers who don't hold directorship shall be allowed to attend meetings convened by the Board of Directors as non-voting delegates. The host of meeting, if he/she considers necessary, may inform other relevant personnel to attend the Board meeting.

Voting at the Board meetings may be conducted by conference on site or by written resolution. Each director shall have one vote.

Article 186 The following matters shall be approved by more than two-thirds of all directors and the Board meeting shall not be convened by written resolution:

- (1) formulation of plans concerning an increase or reduction in the registered capital;
- (2) formulation of plans concerning merger, division, dissolution or change of form of the Bank;
- (3) formulation of plans concerning external guarantee, issuance of bonds, etc.;
- (4) formulation of draft of articles and plans concerning amendments to the Articles of Association;
- (5) profit distribution;
- (6) remuneration plans;
- (7) material investment;
- (8) material asset disposal;
- (9) appointment or dismissal of senior management officers;
- (10) plans for capital replenishment;
- (11) significant changes in equity;
- (12) financial restructuring;
- (13) other matters required by laws, regulations, regulatory provisions and these Articles.

Article 187 Directors who have related party relations with enterprise or individual involved in the resolutions to be discussed at the Board meetings, such directors shall report to the Board of the Directors in writing in a timely manner. Directors who have related party relations shall not exercise their voting rights on such proposal, nor can they exercise any voting rights on behalf of other directors. The Board meeting shall only be held if more than half of the directors who do not have any related party relations are present. Resolutions of the Board of Directors shall be adopted by more than half of the directors without related party relations with the matter to be resolved. Where less than three directors with no related party relations with the matter are present at the Board meeting, such proposals shall be submitted to the shareholders for approval.

Article 188 Directors shall attend meetings convened by the Board of Directors in person. Directors shall attend Board meetings in a serious and responsible manner and express clear opinions on the matters under discussion. If a director cannot attend the meeting due to certain reasons, he/she may appoint another director in writing to attend and vote on behalf according to the wishes of the principal, who shall bear the legal liability independently.

The proxy form shall state the names of the director and the proxy, brief comments of the director on each proposal, scope of authorization, instructions on voting in respect of each of the proposals, validity period as well as signature of the director and date, etc.

The proxy director shall present the written power of attorney to the chairman of the meeting, explain proxy attendance in the attendance book, and exercise the rights of the director within the scope of authorization. If a director is unable to attend a board meeting in person and has not appointed a representative to attend the meeting, the same shall be deemed to be a waiver of the voting right at such meeting, and the director shall bear the same legal liabilities in respect of resolutions of the Board of Directors.

The appointment of proxy for a board meeting shall comply with the following:

- (1) If related party transactions are to be considered, a director who has interest in the transactions shall not appoint or be appointed by another director as proxy to attend the meeting on his behalf;
- (2) An independent director shall not appoint a non-independent director and shall not accept the appointment by a non-independent director to attend a board meeting on his behalf;
- (3) A director shall not appoint another director to attend a board meeting without stating his opinions and voting instruction and the other director shall not accept such appointment;
- (4) A director in principle shall accept appointments from a maximum of two directors who are not personally present at the meeting. When considering related party transactions, an unrelated director shall not appoint a related director to attend on behalf. A director shall not appoint another director who has been appointed by two other directors to attend a board meeting.

Article 189 Minutes shall be taken to record the decisions of matters discussed in the on-site meeting (except for voting by written resolutions). Directors attending the meeting shall sign the minutes. Where a director disagrees with the minutes, he/she may append a note to his/her signature. The board meeting minutes shall be kept as the Bank's files permanently.

The Bank shall record the Board meetings in the forms of audio, video, etc.

Article 190 Board meeting minutes shall include the following:

- (1) the date and place of the meeting, the names of the presider and convener;
- (2) the names of directors attending the meeting and the names of directors (proxies) appointing or appointed by others to attend the Board meeting;
- (3) the agenda and topics of the meeting;
- (4) the main points of directors' speeches;
- (5) the method and results of the voting for each proposal (the voting results shall state the numbers of votes and the names of the voters voting in the affirmative, negative, or in abstention);
- (6) other relevant contents of the meeting;
- (7) name of the recorder of the meeting.

Article 191 Directors shall sign the Board resolutions and be responsible for the Board resolutions. If the Board resolutions violate the laws, rules or these Articles, resolutions of the general meeting, and thus causes serious losses to the Bank, the directors participating in the resolutions shall be liable to the Bank for the losses. However, a director may be exempted from such liability if it is verified that such director has stated its objection when voting and the same was recorded in the Board meeting minutes. The minutes and resolutions of the Board meetings shall be submitted to the banking regulatory authorities under the State Council for record in a timely manner.

Section 4 Special Committees under the Board of Directors

Article 192 The Board of Directors shall establish the Strategic Development Committee, the Audit Committee, the Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee. Other special committees can also be established if necessary.

Members of each Board committee shall be comprised of no less than three director members with expertise and work experience commensurate with the functions of the special committees. Independent directors shall form the majority of the Audit Committee and, the Nomination and Remuneration Committee. The independent directors shall in principle represent no less than one-third of the Risk Management Committee and the Related Party Transactions Control Committee. Members of the Audit Committee can only be comprised of non-executive directors who do not serve as senior management officers of the Bank while meet the requirements of the Listing Rules, and at least one of whom is an independent director with appropriate qualifications or accounting or related financial management expertise as required under the Listing Rules. The accounting professional among independent directors shall serve as the convener. Members of the Audit Committee shall not have any relationship with the Bank that may affect their independent and objective judgment. Employee representatives of the Board members may serve as members of the Audit Committee. Directors nominated by controlling shareholders shall not serve as a member of the Related Party Transactions Control Committee and the Nomination and Remuneration Committee.

A chairman shall be appointed to each special committee to take charge of convening the activities of each special committee; the chairman of the Audit Committee, the Nomination and Remuneration Committee and the Related Party Transactions Control Committee shall be independent directors; the chairman of each special committee may not concurrently serve as the chairman of another special committee.

Article 193 The Board of Directors shall specify the rules of meetings and scope of work authority for each special committee, specifying the special committees' duties, rules of meetings, working procedures and matters authorized by the Board of Directors. The establishment, composition, scope of work authority and disclosure of information, etc. of each special committee shall be in accordance with the laws, regulations, regulatory provisions and the regulations of these Articles. Each special committee shall formulate annual working plan and convene meetings regularly.

Article 194 The special committees shall, either expressly authorized by the Board of Directors or as required by laws and regulations, provide professional advice to the Board of Directors or make decisions on professional matters under the authority of the Board of Directors. Each special committee shall communicate with senior management and department heads regarding the operating and risk conditions of the Bank regularly, and give advice and recommendations.

Article 195 Members of the special committees shall continually keep track of the changes and its impact on related matters of the Bank within the scope of the special committees, and raise the issue to the special committees in a timely manner.

Article 196 The relevant matters to be submitted to the Board of Directors for consideration shall first be considered by the relevant special committees, which shall put forward the deliberations. Except as authorized by the Board of Directors according to laws, the deliberations of the special committees cannot be substituted for the voting opinions of the Board of Directors. The special committees may engage intermediary agencies to provide professional advice, with costs to be borne by the Bank.

Article 197 The Bank does not establish a Board of Supervisors or appoint supervisors. The Audit Committee under the Board of Directors shall exercise the functions and powers of the Board of Supervisors as stipulated by the Company Law. The primary duties of which include:

- (1) reviewing the financial position of the Bank;
- (2) supervising the performance of duties by directors and senior management officers of the Bank, and propose the dismissal of any directors or senior management officers who violate laws, administrative regulations, the Articles of Association, or resolutions of the general meetings;
- (3) requiring directors and senior management officers to rectify their actions when such actions harm the interests of the Bank;
- (4) proposing the convening of an extraordinary general meeting and, when the Board of Directors fails to convene or preside over general meetings as required by the Articles of Association, convening and presiding over such meetings;
- (5) submitting proposals to the general meetings;
- (6) initiating legal proceedings against directors or senior management officers in accordance with the law;
- (7) supervising the Board of Directors in establishing sound business principles and value standards and formulating development strategies that are appropriate for the Bank;
- (8) assessing the scientific nature, rationality, and soundness of the Bank's development strategies and preparing assessment reports;
- (9) supervising and inspecting the Bank's business decisions, risk management, and internal control systems and urge rectification;
- (10) supervising the selection and appointment procedures for Directors;
- (11) supervising the implementation of the Bank's compensation management system and the scientific and reasonable nature of compensation schemes for senior management officers;
- (12) reviewing the profit distribution plan of the Bank and providing opinions on the compliance and reasonableness of the profit distribution plan;

(13) reviewing the Bank's periodic reports and providing written review opinions on the truthfulness, accuracy, and completeness of the reports;

(14) evaluating the performance of the Board of Directors and senior management and their members;

(15) other matters required by laws and regulations, regulatory provisions, the Articles of Association, and authorized by the Board of Directors.

In addition to the above duties and responsibilities, the Audit Committee continues to exercise the duties of overseeing and evaluating the Bank's internal controls, internal audit work, and external audit work as stipulated in the Terms of Reference of the Audit Committee.

Article 198 The Audit Committee under the Board of Directors of the Bank is responsible for reviewing and disclosing the Bank's financial information, supervising and evaluating internal and external audit work and internal control. The following matters should be submitted to the Board for deliberation after the consent of more than half of all members of the Audit Committee:

(1) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports;

(2) appointment or dismissal of the accounting firm that undertakes the Bank's regular statutory auditing business;

(3) appointment or dismissal of the Bank's financial officer;

(4) changes in accounting policies, accounting estimates, or corrections of significant accounting errors for reasons other than changes in accounting standards;

(5) other matters as stipulated by the laws, regulations, regulatory provisions, and the Articles of Association.

The Audit Committee shall hold at least one meeting every quarter, and may hold an extraordinary meeting when two or more members propose, or when the convener deems it necessary. The quorum of the meeting of the Audit Committee shall be more than two-thirds of the members present at the meeting. Any resolution of the Audit Committee shall be passed by a majority of its members. When voting on a resolution of the Audit Committee, each member shall have one vote.

Resolutions of the Audit Committee shall be recorded in accordance with relevant regulations, and the members of the Audit Committee attending the meeting shall sign the meeting minutes. The working rules of the Audit Committee shall be formulated by the Board of Directors.

Article 199 The primary duties of the Strategic Development Committee under the Board of Directors of the Bank include the following:

- (1) studying and providing advice on the mid- and long-term development strategies of the Bank;
- (2) supervising and inspecting the implementation of annual operation plans and investment plans;
- (3) studying and formulating the capital supplement plans and channels of the Bank;
- (4) studying and providing advice on the material investment plans and other material matters which have effect on the development of the Bank;
- (5) reviewing modification proposals of Articles of Association;
- (6) reviewing the ESG strategy and listening to the ESG report;
- (7) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.

Article 200 The primary duties of the Related Party Transactions Control Committee under the Board of Directors of the Bank include the following:

- (1) assisting the Board of Directors in performing the duties in the management of related party transactions of the Bank;
- (2) being responsible for researching, formulating and revising the policies, rules and regulations of the Bank's related party transactions;
- (3) being responsible for supervising the senior management's implementation of relevant regulations, systems and policies on related party transaction management;
- (4) reviewing the related party transactions of the Bank in accordance with the provisions of Chinese laws and the business principles of fair and equity;
- (5) being responsible for putting forward review opinions on major related party transactions of the Bank and reporting to the Board of Directors for approval, and accepting the filing of general related party transactions of the Bank;
- (6) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.

Article 201 The primary duties of the Risk Management Committee under the Board of Directors of the Bank include the following:

(1) supervising the risk control condition conducted by the senior management in respect of credit risks, market risks, liquidity risks, operational risks, compliance risks, information technology risks and reputation risks, and conducting regular reviews of the risk reports;

(2) assessing the risk policies, management, tolerance and capacity of the Bank;

(3) supervising the risk management and internal control systems of the Bank, and making proposals on the improvement plans of the risk management and internal control systems of the Bank;

(4) discussing the risk management and internal control system with senior management to ensure the effectiveness of the Bank's risk management systems;

(5) conducting regular review of and supervising the effectiveness of the Bank's risk management systems;

(6) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.

Article 202 The primary duties of the Nomination and Remuneration Committee under the Board of Directors of the Bank include the following:

(1) reviewing the structure, size and composition of the Board, and making recommendations on any proposed changes to the Board to complement the strategy of the Bank;

(2) formulating the criteria and procedures for selecting directors and senior management officers and succession planning for directors, and making recommendations to the Board;

(3) extensively identifying qualified candidates for directors and senior management officers, and making recommendations to the Board;

(4) conducting the preliminary examination of qualifications of candidates for directorships and senior management officers, and making recommendations to the Board on the selection; and assessing the independence of independent non-executive directors;

(5) studying the criteria for appraising directors and senior management officers, conducting the appraisal, and submitting the appraisal reports to the Board;

(6) reviewing the policy and structure of remuneration management of the Bank, formulating the policy and structure for all directors' and senior management officers' remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy, and making recommendations to the Board and overseeing the execution of the proposal;

(7) reviewing and approving compensations payable to directors and senior management officers for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

(8) reviewing compensation arrangements relating to dismissal or removal of any director for his misconduct to ensure that such arrangements are consistent with contractual terms and are otherwise reasonable and appropriate;

(9) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.

Article 203 The primary duties of the Inclusive Finance Development and Consumer Rights Protection Committee under the Board of Directors of the Bank include the following:

(1) studying material issues and important policies of consumer rights protection, guiding and supervising the establishment and improvement of the management system for consumer rights protection;

(2) receiving and reviewing special reports regularly submitted by the senior management regarding the implementation of consumer rights protection, and reporting to the Board in this regard;

(3) reviewing the implementation of the Bank's consumer rights protection work, supervising and assessing the comprehensiveness, timeliness, and effectiveness of the Bank's consumer rights protection work;

(4) reviewing the small and micro business/inclusive financial business development plan, basic management system and other material matters of the Bank, listening and reviewing work reports regularly submitted by the senior management regarding small and micro business/inclusive financial business development, and reporting to the Board in this regard;

(5) supervising the implementation of the Bank's small and micro business/inclusive financial business development plans, policies and basic management systems and making recommendations to the Board;

(6) information disclosure work for small and micro business/inclusive financial business and consumer rights protection;

(7) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.

Article 204 The primary duties of the Digital Finance Committee under the Board of Directors of the Bank include the following:

(1) examining the work related to information technology strategic planning, information technology governance and data governance;

(2) regularly assessing the overall performance of information technology work as well as the implementation progress of information technology strategic planning and major projects on an annual basis;

(3) directing and supervising senior management and its related management departments in information technology construction and governance;

(4) reviewing the reports on information technology situations, including the information technology management report, the information technology risk management report and the business continuity management report, and putting forward improvement measures or suggestions and monitor their implementation;

(5) establishing communication mechanisms with other special committees under the Board to ensure that information is adequately shared and able to support decision-making in relation to the information technology management;

(6) other matters required by the laws, regulations, regulatory provisions and the Articles of Association and authorized by the Board of Directors.

Section 5 Secretary to the Board of Directors

Article 205 The Bank shall have a Secretary to the Board of Directors. The Secretary to the Board of Directors is a senior management officer of the Bank.

Article 206 The Secretary to the Board of Directors shall obtain his/her relevant qualification. The circumstances for qualifying and disqualifying a person as director of the Bank as stipulated in these Articles shall apply to the Secretary to the Board of Directors.

Article 207 The Secretary to the Board of Directors shall be nominated by the chairman, appointed and removed by the Board of Directors and responsible for the Board of Directors, whose major duties and responsibilities are:

(1) being responsible for keeping the register of shareholders, the seal of the Board of Directors and relevant materials; contacting shareholders, receiving visitors and replying to enquiries;

(2) preparing general meetings, the meetings of the Board of Directors and its special committees and being responsible for the minutes of meetings and the keeping of meeting documents and minutes;

(3) being responsible for the information disclosure of the Bank, and ensuring the timely, accurate, legal, truthful and complete disclosure of the Bank's information;

(4) other matters entrusted by the Board of Directors;

(5) other duties stipulated by the laws and regulations, regulatory provisions and these Articles.

Article 208 The Bank's Directors or other of senior management officers may concurrently serve as the Secretary to the Board of Directors, but they must ensure they have sufficient energy and time to undertake their duties and responsibilities as the secretary to the Board of Directors. The accountants of the accounting firm engaged by the Bank, as well as other persons prohibited by the laws and regulations to serve as the Secretary to the Board of Directors shall not serve as the Secretary to the Board of Directors.

If a director of the Bank concurrently serves as the Secretary to the Board of Directors, in the event that an action has to be taken by the director and the Secretary to the Board of Directors respectively, the person acting concurrently as director and the Secretary of the Board of Directors shall not take such action in both of the capacities.

Article 209 The directors, senior management officers and related personnel shall give their positive support and cooperation to the works of the Secretary to the Board of Directors. No institution or individual shall be allowed to interfere with the normal duty performance of the Secretary to the Board of Directors.

Article 210 The appointment and dismissal of the Secretary to the Board of Directors of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No controlling shareholders, de facto controllers and their related parties shall be allowed to interfere with the normal procedures for selection and appointment of the Secretary to the Board of Directors of the Bank, nor shall they be allowed to directly appoint and remove the Secretary to the Board of Directors bypassing the Board of the Directors. The Bank shall adopt an open and transparent way to select and appoint the Secretary to the Board of Directors.

Article 211 The Secretary to the Board of Directors may resign before his/her term of office expires. The specific procedures and measures for such resignation of the Secretary to the Board of Directors shall be specified in the appointment contract between such person and the Bank. The Secretary to the Board of Directors shall not leave his/her position until his/her exit audits are completed.

Article 212 The Board of Directors of the Bank shall have an office under its leadership as a daily administrative body, which shall assist the Secretary to the Board of Directors in the research of the Bank's corporate governance policy theories and related matters, the organization of general meetings, meetings of the Board of Directors and its special committees, the arrangement of the meetings, notice of meetings, resolutions of meetings, minutes of meetings, the collation of meeting minutes, and the keeping and submission of meeting documents; and be responsible for the daily affairs of the Board of Directors and its special committees, the information disclosure of the Bank, the keeping of register of shareholders, the seal of the Board of Directors and relevant materials, the collection, collation and submission of information on the equity pledge of the Bank.

Chapter 7 The President and Senior Management

Article 213 The Bank shall have one president and several vice presidents. The senior management of the Bank shall consist of the president, vice presidents, assistants to the president and other members determined by the Board of Directors of the Bank.

The senior management, as the executive body of the Bank, is responsible for operation, implementation and management enhancement, and carries out operation and management activities in accordance with these Articles and the authorization of the Board of Directors to ensure that the operation of the Bank is in line with the development strategies, risk appetite and other policies formulated and approved by the Board of Directors. The senior management is accountable to the Board of Directors and supervised by the Audit Committee. The senior management is not subject to improper intervention in the operation and management activities within its terms of reference according to the laws.

Article 214 The president shall be nominated by the chairman of the Board of Directors and appointed or dismissed by the Board of Directors. The vice presidents and other senior management members shall be nominated by the president and reported to the Board of Directors for appointment or dismissal.

Article 140 and Article 145 in relation to the conditions prohibiting a person from acting as a director and the management system for resignations shall also be applicable to senior management members.

Article 215 The appointment and dismissal of senior management members of the Bank shall be strictly in compliance with the relevant laws, regulations and these Articles. No controlling shareholders, de facto controllers and their related parties shall be allowed to interfere with the normal procedures for selection and appointment of senior management members of the Bank. No direct appointment or dismissal of senior management members bypassing the Board of Directors shall be allowed. The Bank shall adopt an open and transparent way to select and appoint senior management members.

Under the premise of openness and transparency and following the principles of equal opportunity and merit-based selection, the Bank may select and appoint senior management members through market-oriented selection and appointment mechanism and other means.

The Bank shall establish an incentive mechanism linking the remunerations of senior management members with the performance of the Bank and of the individual under incentive plan approved by the Directors of the Board, in order to attract talents and retain the stability of senior management members.

The Board of Directors' performance appraisal on senior management members shall be the basis for the determination of remunerations and other incentives of senior management members.

Article 216 The term of office of the senior management members of the Bank shall be three years, and may be re-appointed upon expiry of their term.

Article 217 The Bank shall enter into employment contracts with senior management members to specify the rights and obligations between the parties.

Article 218 The president shall execute each resolution of the Board of Directors, as well as organize and carry on business and management activities in accordance with the laws, regulations, these Articles and under the authorization of the Board of Directors, and shall perform the following functions and powers:

(1) propose to the Board of Directors to engage or dismiss senior management members, such as the vice presidents and assistants to the president;

(2) decide to engage or dismiss management officers other than those shall be engaged or dismissed by the Board of Directors;

(3) draft proposals on the establishment of the Bank's internal management departments;

(4) set up the Bank's basic management system;

(5) formulate the Bank's specific regulations;

(6) organize the implementation of the medium-to-long-term business strategies and major business development plans approved by the Board of Directors of the Bank;

(7) formulate the Bank's capital management plan and capital management policy;

(8) draft proposals on increase or deduction of the registered capital of the Bank and issuance of financial bonds of the Bank;

(9) take charge of the business operation management and risk management of the Bank, organize the implementation of the resolutions of the Board of Directors and report the work to the Board of Directors;

(10) draft business plans and investment proposals of the Bank, and organize the implementation of the annual plans and investment proposals upon approval by the Board of Directors;

(11) draft proposals on annual financial budget, final accounts and distribution of profit;

(12) formulate proposals on wages, benefits, rewards and punishment of the Bank's staff, and decide on their appointment and dismissal;

(13) authorize other senior management members of the Bank and persons in charge of internal departments and branches to conduct operational activities;

(14) adopt emergency measures when any major emergency, such as bank run, promptly report them to the banking regulatory authority under the State Council and the Board of Directors;

(15) perform the duties of the Bank's legal representative such as signing relevant documents during the period of acting as the Bank's legal representative in accordance with the Articles of Association;

(16) other duties and powers conferred by these Articles and by the Board of Directors.

The president shall exercise his functions and powers in accordance with relevant laws, regulations and these Articles, and the vice presidents and other senior management members shall assist the president in his work and perform their duties in accordance with relevant authorizations. In the event of the president is vacant or is unable to perform his duties, the Board of Directors shall designate a person who meets the corresponding qualifications to perform the duties on behalf of the president and report to the decision-making authority for qualification examination within ten days from the date of designation. The time for performing duties on behalf of the president shall not exceed six months.

Article 219 The president may attend the Board meetings.

Senior management members of the Bank shall carry out operation and management activities in accordance with these Articles and authorizations of the Board of Directors, actively execute resolution of the general meetings and resolution of the Board of Directors and establish the systems for reporting regularly to the Board of Directors and reporting to the Board of Directors on the operational results, material contracts, financial position, risk profile, business prospects and other information of the Bank in a timely, accurate and complete manner.

Article 220 Senior management members of the Bank shall submit themselves to the supervision of the Audit Committee, regularly report to the Audit Committee in relation to the operational results, material contracts, financial position, risk profile, business prospects and other situations of the Bank, and shall not obstruct or hinder the inspection, supervision or other activities carried out by the Audit Committee according to its functions and powers.

The senior management members of the Bank has the right to request the Audit Committee to raise an objection to any action of the Board of Directors which is in violation of the rules and interferes with the operation and management activities and report to banking regulatory authority under the State Council.

Article 221 Article 142 shall be also applicable to senior management members.

Article 222 The president shall formulate the “Terms of Reference of the Senior Management” and implement such terms after being approved by the Board of Directors.

Senior management of the Bank shall establish and enhance a system of meetings and formulate the meeting rules and procedure.

Article 223 The Terms of Reference of the Senior Management primarily includes the following:

(1) conditions and procedures for convening a presidential business meeting and the participating personnel;

(2) specific duties and responsibilities and division of labor of each of the senior management members;

(3) authorities in relation to the use of the Bank’s funds and assets and the entering into material contracts, as well as the reporting system to the Board of Directors and the Audit Committee;

(4) other matters which are deemed necessary by the Board of Directors.

Article 224 The senior management members of the Bank may resign before their terms of office expire. The specific procedures and measures for such resignation of senior management members shall be specified in the appointment contract between such senior management members and the Bank. Such senior management members shall not leave their positions until their exit audits are completed.

Chapter 8 Qualifications and Obligations of Directors and Senior Management Officers

Article 225 The qualifications for the positions of the directors and senior management officers of the Bank shall meet the requirements stipulated by the laws, regulations, regulatory provisions and these Articles. The qualifications of the directors and senior management officers of the Bank shall be approved by the banking regulatory authority under the State Council.

The Bank shall ensure that the directors and senior management officers meet the corresponding qualifications and possess the corresponding qualifications when they take office and during their term of office.

If any director or senior management officer fails to meet the qualification requirements during his/her term of office, the Bank shall order him/her to make correction within a prescribed time limit or cease his/her appointment, and report the situation to the banking regulatory authority under the State Council.

Article 226 The directors and senior management officers have a duty of loyalty to the Bank, shall adopt measures to avoid conflicts between their own interests and the interests of the Bank, and may not take advantage of their powers to seek improper benefits.

The directors and senior management officers have a duty of diligence to the Bank, and shall exercise due care that a manager ordinarily exercises the best interest of the Bank in executing their functions.

The provisions of the preceding two paragraphs shall apply to the controlling shareholders and de facto controllers of the Bank who do not serve as directors of the Bank but actually carry out the Bank's business.

Article 227 The directors and senior management officers of the Bank in exercising their duties and responsibilities include (but not limited to) the following obligations:

(1) to act in good faith and in the best interests of the Bank;

(2) to exercise powers within the scope of their authority and they shall not exceed their scope of authority;

(3) to exercise in person the discretion conferred on them and free from the influence of others; and not to transfer their discretion for others to exercise in the absence of the laws and regulations providing to the contrary or through the informed consent of shareholders in a general meeting;

(4) to treat all shareholders equally;

(5) directors and senior management officers who enter into contracts or transactions directly or indirectly with the Bank shall report to the general meeting on matters relating to the entering into of contracts or transactions, which shall be resolved and approved by the Board of Directors in accordance with the provisions of the Articles of Association. At the same time, if these Articles, relevant laws and regulations and regulatory requirements provide otherwise in respect of connected transactions, such provisions shall apply;

(6) not to use any assets of the Bank to seek personal advantages in any way without the consent of a general meeting;

(7) not to bribe or accept other forms of illegal income by taking advantage of his authority, nor to embezzle the assets of the Bank in any way, these assets including but not limited to any business opportunities that are advantageous to the Bank;

(8) not to engage in any business similar to that of the Bank for themselves or others without reporting to the general meeting and passing a resolution at the board meeting;

(9) not to accept for themselves commissions in relation to transactions between others and the Bank;

(10) not using the advantages of his or her office to appropriate for himself/herself or for others, business opportunities which ought to belong to the Bank except where they reported to the general meeting and received approval of board meeting resolutions or such business opportunities can not be exploited by the Bank according to laws, administrative regulations or these Articles;

(11) not to misappropriate the funds of the Bank, not to put any assets or funds of the Bank under an account opened in his own name or other's name;

(12) not to lend the funds of the Bank to others in violation of these Articles without being approved by a resolution of board meeting;

(13) not to disclose confidential information of the Company without authorization;

(14) not to damage the interests of the Bank by taking advantage of his/her connections with the Bank;

(15) to engage in any other act that violates the duty of loyalty to the Bank.

Income generated by directors and senior management officers in violation of the preceding paragraphs shall belong to the Bank.

The close relatives of directors and senior management officers, enterprises directly or indirectly controlled by directors and senior management officers, or their close relatives, as well as associates with whom directors and senior management officers have other related relationship, when entering into contracts or conducting transactions with the Bank, shall be subject to the provisions of the clause (5) in the first paragraph of this Article. If the laws, regulations and regulatory provisions provide otherwise, such provisions shall apply.

Article 228 The directors and senior management officers of the Bank shall be liable to indemnify for any losses of the Bank arising from their violation of the laws, regulations, regulatory provisions and these Articles when performing duties.

The Bank shall be liable for any damages to others caused by a director or senior management officers while he/she is performing his/her duties. The director or senior management officers in question shall also be liable if such damages are intentional or caused by his/her gross negligence.

The controlling shareholder or de facto controller of the Bank instructing a director or senior management officers to engage in acts that harm the interests of the Bank or shareholders shall be liable jointly and severally with the director or senior management officers.

Chapter 9 Financial Accounting System, Profits Distribution and Audit

Section 1 Financial Accounting System

Article 229 The Bank shall formulate its financial accounting system in accordance with the laws, regulations, the unified national financial accounting system and the provisions of the relevant regulatory authorities.

Article 230 The Bank shall disclose its interim financial report within two months after the end of the first half of each accounting year, and disclose its annual financial report within four months after the end of each accounting year.

Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provide otherwise, such provisions shall prevail.

Article 231 The accounting year of the Bank shall be beginning from January 1st and ending on December 31st of the calendar year. The Bank shall prepare an annual financial accounting report at the end of each accounting year, which shall be audited by the accounting firm according to law.

The financial accounting reports shall be prepared in compliance with applicable laws, regulations, and the provisions issued by the financial department of the State Council.

Article 232 The financial reports of the Bank shall be made available at the Bank twenty days or earlier before the convening of the annual general meeting for inspection by shareholders. Each shareholder of the Bank shall be entitled to obtain the financial reports mentioned in this chapter.

The Bank shall publish the financial accounting report. For holders of overseas listed foreign shares, subject to the requirements of laws and regulations as well as the relevant rules of the securities regulatory authorities of the place where the Bank's shares are listed, the same may be served by publishing it on the website of the Bank, the website of the Hong Kong Stock Exchange and other websites as stipulated by the Listing Rules from time to time.

Where there are otherwise provisions by the laws, regulations or securities regulatory authority in the listing place where our shares are listed in relation thereto, those provisions shall be observed.

Article 233 The Bank shall prepare its financial statements in accordance with the accounting standards and regulations of the People's Republic of China, as well as in accordance with the international accounting standards or the accounting standards required by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.

Article 234 The Bank shall not have any books of accounts in addition to its statutory ones. No fund of the Bank may be kept in any account opened in the name of any individual.

Article 235 The after-tax profit of the Bank for the year shall be distributed in the following order of priority:

- (1) to make up for the losses of previous years;
- (2) to set aside 10% as statutory reserve fund;
- (3) to set aside general reserve;
- (4) to set aside discretionary reserve fund;
- (5) to pay dividends to shareholders in pro rata to their shareholding.

Where the general meeting distributes profits to shareholders before the Bank's making up losses and setting aside statutory reserve funds and violates the foregoing provisions, the shareholders concerned must return to the Bank the profits distributed in violation of the provisions. Shareholders and responsible directors or senior management officers shall be liable for indemnity if it causes losses to the Bank.

Shares of the Bank held by the Bank shall not participate in the distribution of profits.

Article 236 The Bank needs not allocate further amounts if the accumulated amount of the statutory reserve fund is over 50% of its registered capital.

After allocation to the statutory reserve fund, the allocation to the discretionary reserve fund shall be decided by the general meeting.

The premium received by the Bank from the issuance of shares at a price exceeding the par value of the shares, the amount received from the issuance of no-par value shares that is not included in the registered capital, and other items that are required by the financial department of the State Council to be included in the capital reserve fund shall be included in the capital reserve fund of the Bank.

Article 237 The reserve fund of the Bank shall be used for making up the Bank's losses, expanding the Bank's scale of operation or increasing the capital of the Bank.

Where the reserve fund are used to make up for the Bank's losses, the discretionary reserve fund and statutory reserve fund shall be used first; if the losses still cannot be made up, the capital reserve fund may be used in accordance with the requirements.

When the statutory reserve fund is converted to increase registered capital, the balance of such reserve fund shall not be less than 25% of the Bank's registered capital before the conversion.

Article 238 The profit distribution policy of the Bank shall emphasize the reasonable investment return to the shareholders, maintain certain continuity and stability and be in the interest of the Bank's long-term development. The Bank shall distribute dividend at the profit-making year. The Bank may distribute profits via bonus issue, payment of cash dividend and so on.

Article 239 Where the general meeting of the Bank approves proposals for cash dividends, bonus shares or conversion of capital reserve into share capital, or after the Board of Directors of the Bank has formulated a specific plan in accordance with the conditions and upper limit of the next year's interim dividend distribution as considered and approved by the annual general meeting, the Board of Directors of the Bank shall complete the distribution of dividends (or shares) within two months after the general meeting.

Article 240 Payments made by shareholders in advance of calls on any shares shall carry interest. However, shareholders shall not have any right to receive dividends declared thereafter in relation to any such payment made in advance.

Article 241 The Bank shall appoint for shareholders of overseas-listed foreign shares a recipient agent. The recipient agent shall collect on behalf of the shareholders concerned the dividends distributed and other funds payable by the Bank in respect of the overseas-listed foreign shares and safe-keep such dividends and funds in custody for payment to these shareholders.

The collection agent appointed by the Bank shall comply with the laws of the jurisdiction in which the Bank's shares are listed or the relevant requirements of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed.

Article 242 Subject to the laws and regulations, the Bank may exercise the power to forfeit unclaimed dividends in respect of H shares only after the expiry of the applicable effective period upon declaration of dividends.

The Bank has the right to cease delivering dividend notice to the shareholders of overseas-listed foreign shares by mail, but such right can only be exercised after the dividend notice has not been drawn twice consecutively. If a dividend notice fails to reach the expected recipient in the initial mail delivery and is returned, the Bank may exercise the right promptly.

Article 243 The Bank has the right to sell the shares of the untraceable shareholders of H shares through the methods the Board of Directors deems appropriate and subject to the following conditions:

(1) The Bank has distributed dividends on such shares at least three times in a period of twelve years and the dividends are not claimed by anyone during that period;

(2) After the expiration of the twelve-year period, the Bank makes a public announcement in one or more newspapers in the place of listing, stating its intention to sell such shares and notifies the stock exchange of the jurisdiction in which the Bank's shares are listed.

Section 2 Internal Audit

Article 244 The Board of Directors of the Bank shall take ultimate responsibility for the establishment, operation and maintenance of the internal audit system and the independence and effectiveness of the internal audit.

The Audit Committee of the Bank provides guidance and supervision on internal audit work, and has the right to require the Board of Directors and senior management to provide relevant information on audit.

Article 245 The Bank shall establish a chief audit officer or a person in charge of auditing (chief auditor) accordance with relevant regulatory provisions. The chief audit officer or the person in charge of auditing (chief auditor) shall be accountable to the Board of Directors, and shall be appointed and dismissed by the Board of Directors, and shall report to the Board of Directors and its Audit Committee on a regular basis.

Article 246 The Bank shall establish an independent internal audit department responsible for carrying out internal audit-related work, performing supervision and inspection on the business activities, risk management, internal control, financial information and other matters of the Bank and strengthening the audit and supervision of investees and affiliated overseas enterprises. The internal audit department reports to the chief audit officer or the person in charge of auditing (chief auditor).

The Bank shall have sufficient internal audit personnel in accordance with relevant regulatory provisions. The internal audit personnel shall have the professional knowledge, occupational skills and practical experience required for performing internal audit duties.

Article 247 The internal audit institution reports to the Board of Directors.

During the process of supervising and inspecting the Bank's business activities, risk management, internal control and financial information, the internal audit institution shall accept the supervision and guidance of the Audit Committee. Where the internal audit institution discovers relevant material issues or leads, it shall immediately report directly to the Audit Committee.

Article 248 When the Audit Committee communicates with external audit units such as accounting firms and state audit institutions, the internal audit institution shall actively cooperate and provide necessary support and collaboration.

Article 249 The Audit Committee shall participate in the performance assessment of the head of internal audit.

Section 3 Engagement of Accounting Firms

Article 250 The Bank shall engage independent, professional and qualified external auditing advisers to conduct financial audit and conduct regular assessment on the internal control of the Bank.

Article 251 The appointment, dismissal or non-reappointment of an accounting firm shall be decided by the general meeting. The Board of Directors shall not appoint an accounting firm before the decision is made by the general meeting.

Article 252 The term of engagement of an accounting firm engaged by the Bank shall start from the closing of the current annual general meeting and end at the closing of the next annual general meeting.

Article 253 The remuneration of the accounting firm or the ways to determine the remuneration of the accounting firm shall be determined by the general meeting.

Article 254 When the Bank dismisses or does not renew the engagement of an accounting firm, it shall give advance notice to the accounting firm. When voting on dismissal or non-reappointment of an accounting firm at the general meeting, such accounting firm shall be permitted to present its views at the general meeting. Where an accounting firm tenders resignation, it shall explain to the general meeting whether there is any irregularity in the Bank.

Chapter 10 Notices and Announcements

Article 255 The notices of the Bank shall be given in the following ways:

(1) by hand;

(2) by mail, e-mail or fax;

(3) by way of an announcement published in the newspaper or other designated media;

(4) subject to the compliance with the laws, regulations and the rules of the regulatory authorities of the jurisdiction in which the Bank's shares are listed, by way of posting on the website of the Bank and the website designated by the stock exchange;

(5) by such ways as agreed in advance between the Bank and the party to be notified or any other way which is recognized by the party to be notified after having received such notice;

(6) other ways which are recognized by the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed or stipulated in these Articles.

Even where these Articles have otherwise provided for the methods of announcement or notification for any documents, notices, or other corporate communications, subject to the relevant provisions of the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed, the Bank may choose to publish its communications by the means specified in item (4) of the first paragraph in this Article, to replace the means of sending written documents to each shareholder of overseas-listed foreign shares by hand or by prepaid mail. The said communications above refer to any documents sent or to be sent by the Bank to the shareholders for reference or for taking action, include but not limited to annual reports (including annual financial reports), interim reports (including interim financial reports), reports of the Board of Directors (together with balance sheets and income statements), notice of general meetings, circulars and other communications.

Article 256 Unless required otherwise by these Articles, the notice given by the Bank shall be deemed as received by all the relevant persons once publicly announced if the notice is delivered in the form of public announcement.

Article 257 For a notice of the Bank sent by hand, the recipient shall sign (or seal) the relevant receipt, and the receipt date shall be the date of service; for a notice of the Bank sent by mail, the third working day from the date of delivering to mail acceptance institution shall be the date of service; for a notice of the Bank sent by fax, the same day of sending the fax shall be the date of service; for a notice of the Bank sent by emails, the same day of sending the emails shall be the date of service; for a notice of the Bank sent by telex, the third working day from the date of sending the telex shall be the date of service; for a notice issued by announcement, the date of service shall be the date of the first release of such announcement.

Where the securities regulatory authorities of the jurisdiction in which the Bank's shares are listed provides otherwise, such provisions shall prevail.

Article 258 Where, as a result of accidental omission, a notice of meeting is not given to a person who is entitled to receive such notice or where such person has not received the notice, the meeting or any resolution adopted at the meeting shall not be invalidated as a result.

Article 259 Where the relevant provisions of the securities regulatory authorities in the jurisdiction in which the Bank's shares are listed require that the Bank sends, mails, distributes, releases or announces, or provides by other means the Bank's corporate communications in both English and Chinese versions, if the Bank has made appropriate arrangements to determine whether its shareholders expect to receive the English version or the Chinese version only, the Bank may (based on the preference expressed by shareholders) send the English or Chinese version only to relevant shareholders within the scope permitted by the applicable laws and regulations and in accordance with applicable laws and regulations.

Chapter 11 Mergers, Division, Dissolution and Liquidation

Section 1 Mergers or Division

Article 260 The Bank may proceed to a merger or division according to laws.

Article 261 The merger taken by the Bank may be in the form of merger by absorption or merger by the establishment of a new company.

Merger by absorption means the Bank absorbs another company and the absorbed company shall be dissolved. Merger by establishment means the Bank merges with one or more companies to establish a new company, and each party to the merger shall be dissolved.

Article 262 The merger or division of the Bank shall be conducted in accordance with the following procedures:

- (1) the Board of Directors formulates plans for merger or division;
- (2) resolutions of the general meeting in accordance with these Articles;
- (3) the parties concerned enter into a contract of merger or division;
- (4) to go through relevant examination and approval procedures according to law;
- (5) to handle various merger or division matters such as claims and debts;
- (6) to carry out registration of dissolution or change.

If the Bank merges with a company in which the Bank holds more than 90% of the shares, the merged company shall not be subject to a resolution of the general meeting but shall be subject to a resolution of the Board of Directors, and shall notify other shareholders, who shall have the right to request the Bank to purchase their equity or shares at a reasonable price.

If the total payment for the Bank's merger does not exceed 10% of the net assets of the Bank, it may not be subject to a resolution of the general meeting but shall be subject to a resolution of the Board of Directors of the Bank.

Article 263 For a merger of the Bank, the parties to the merger shall sign a merger agreement, and shall prepare a balance sheet and assets list. The Bank shall inform creditors within ten days from the date on which the resolution in favor of the merger is adopted, and shall publish an announcement in the newspaper or National Enterprise Credit Information Publicity System within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.

Article 264 After the merger of the Bank, the entity surviving the merger or the new entity established after the merger shall assume the claims and debts of the parties to the merger.

Article 265 Where the Bank proceeds into a division, its assets shall be divided accordingly.

Where there is a division of the Bank, the parties to the division shall enter into an agreement of division, and prepare a balance sheet and assets list. The Bank shall inform the creditors within ten days from the date on which a resolution is adopted in favor of the division, and shall publish an announcement in the newspaper or National Enterprise Credit Information Publicity System within thirty days.

Article 266 The entity established after division shall assume joint and several liability for the debts incurred by the Bank before division, unless otherwise stipulated in any settlement agreement of debts which may be reached between the Bank and its creditors prior to the division.

Article 267 The Bank must prepare a balance sheet and assets list when it intends to reduce its registered capital.

The Bank shall inform the creditors within ten days from the date on which the resolution of the general meeting in favor of the reduction of registered capital is adopted, and shall publish an announcement in the newspaper or National Enterprise Credit Information Publicity System within thirty days. The creditors shall, within thirty days of the day on which a notice is received, and, in the case where no notice is received, within forty-five days, request that the Bank repays its debts or provide a corresponding guarantee for repayment.

The registered capital of the Bank after reduction shall not be less than the statutory minimum.

Where the Bank reduces its registered capital, it shall reduce the amount of shares in accordance with the proportion of shares held by shareholders, except as otherwise provided by laws and regulations or these Articles.

In case of a reduction of registered capital in violation of the laws and regulations or the requirements of these Articles, the shareholders shall return the funds received, and the reduced capital contribution of the shareholders shall be restored to its original amount; in case of losses caused to the Bank, the shareholders and the responsible directors and senior management officers shall be held liable for compensation.

Article 268 Where the Bank still incurs losses after making up its losses in accordance with Paragraph 2 of Article 237 of these Articles, it may reduce its registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Bank shall not make distribution to shareholders, nor exempt shareholders from their obligation to make capital contribution or payment for the shares.

The provisions of the Paragraph 2 of Article 237 of these Articles shall not apply to the reduction in the registered capital in accordance with the preceding paragraph. The Bank shall publish an announcement in the newspaper or National Enterprise Credit Information Publicity System within thirty days from the date of the resolution on the reduction of its registered capital at the general meeting.

After reducing the registered capital in accordance with the provisions of the preceding two paragraphs, the Bank shall not distribute profits until the cumulative amount of the statutory reserve fund and discretionary reserve fund reaches 50% of the registered capital.

Article 269 When the Bank issues new shares for the purpose of increasing registered capital, shareholders shall not be entitled to pre-emptive rights, unless otherwise provided for in these Articles or determined by a resolution of the general meeting that shareholders shall be entitled to preemptive rights.

Article 270 Where a merger or division of the Bank involves any changes to the registered matters, an application for modification of registration shall be made to the company registration authority in accordance with the law; if the Bank is dissolved, cancellation of registration of the Bank shall be carried out in accordance with the law; where a new company is established, the registration of the incorporation of the company shall be carried out in accordance with the law. For an increase or a reduction of the registered capital of the Bank, an application for modification of registration shall be made to the company registration authority in accordance with the law.

Article 271 The Bank shall be taken over by the banking regulatory authorities under the State Council in accordance with the Commercial Banking Law and other relevant laws and regulations when there is, or is likely to be, a credit crisis which may materially impact the interests of depositors.

The Bank shall abide by such takeover.

Section 2 Dissolution and Liquidation

Article 272 The Bank shall be liquidated according to laws in any of the following circumstances:

- (1) if the general meeting resolves and the regulatory authorities concerned approve to do so;
- (2) if a dissolution is necessary as a result of a merger or division of the Bank;

(3) if the business license of the Bank is revoked or if it is ordered to close down its business or if its business license is canceled in accordance with the law;

(4) where the operation and management of the Bank falls into serious difficulties and its continued existence would cause heavy losses to shareholders, the shareholders holding more than one tenth of the total voting rights of the Bank may apply to a people's court to dissolve the Bank if there are no other solutions;

(5) the Bank is declared bankrupt by a people's court in accordance with the law;

(6) the term of operation set out in these Articles has expired or other events of dissolution specified in these Articles have occurred.

The liquidation and dissolution of the Bank shall comply with the Company Law, the Commercial Banking Law and the requirements of the stock exchange where the securities of the Bank are listed, and shall be approved by relevant regulatory authorities.

Article 273 Where the Bank is dissolved pursuant to items (1), (3), (4) or (6) of Article 272, it shall be liquidated. The directors, being the liquidation obligors shall establish a liquidation committee to begin liquidation within fifteen days from the date of occurrence of grounds for dissolution. The liquidation committee shall comprise the directors, unless the Articles of Association provides otherwise or it is resolved at the general meeting to elect other persons. Where a liquidation committee is not established as scheduled, or there is no liquidation after establishment of a liquidation committee, the interested parties may apply to a people's court to appoint relevant persons to form a liquidation committee to carry out liquidation.

Where the Bank is dissolved pursuant to item (5) of the preceding Article, liquidation shall be conducted by a people's court in accordance with the relevant laws.

If the Bank has any of the circumstances specified in items (1) and (6) of the preceding article, and has not yet distributed assets to shareholders, it may continue to exist by amending these Articles of or by a resolution of the general meeting. An amendment to these Articles in accordance with this paragraph or by a resolution of the general meeting shall be passed by more than two-thirds of the voting rights held by the shareholders present at the general meeting.

Article 274 The liquidation committee shall exercise the following functions and powers during the period of liquidation:

- (1) to liquidate the assets of the Bank and prepare a balance sheet and assets list respectively;
- (2) to inform creditors by notices and public announcements;
- (3) to deal with any unsettled business of the Bank that relates to the liquidation;

- (4) to pay off any outstanding taxes and tax payment incurred in the process of liquidation;
- (5) to clear up claims and debts;
- (6) to distribute the Bank's remaining assets after all debts are paid off;
- (7) to participate in civil litigation on behalf of the Bank.

Article 275 The liquidation committee shall notify creditors within ten days from the date of its establishment, and shall publish an announcement in the newspaper or National Enterprise Credit Information Publicity System within sixty days. The creditors shall make their claims to the liquidation committee within thirty days from the date of receipt of the notice or, within forty-five days from the date of the first public announcement for those who have not received the notice.

When making a claim, creditors shall explain the matters related to their claim and provide relevant evidence of such claims. Claims shall be registered by the liquidation committee.

The liquidation committee shall not settle any debt with any creditors during the period allowed for creditors to make a claim.

Article 276 After the liquidation of the Bank's assets by the liquidation committee and the preparation of a balance sheet and assets list, the liquidation committee shall formulate a liquidation plan and submit it to the general meeting or to the relevant competent authorities for confirmation.

The Bank's assets shall be liquidated in the following order:

- (1) to pay the liquidation costs;
- (2) to pay employees' salaries, social insurance and statutory compensation;
- (3) to pay the principal and legal interest of personal savings deposits;
- (4) to pay all outstanding taxes;
- (5) to settle the Bank's debts;
- (6) to distribute to shareholders according to their classes of shares and proportion of shares being held.

During the liquidation, the Bank shall continue to exist, but shall not carry on any business activities which do not relate to the liquidation. The assets of the Bank shall not be distributed to shareholders before it is used for settlement in accordance with the provisions of the preceding paragraph.

Article 277 With respect to liquidation due to dissolution of the Bank, during the liquidation of the Bank's assets by the liquidation committee, and after preparing a balance sheet and assets list, if the liquidation committee finds the assets of the Bank to be insufficient for the settlement of its debts, the liquidation committee shall apply to the people's court for a bankruptcy liquidation upon approval by the banking regulatory authorities under the State Council.

After a ruling is made by the people's court that the Bank's bankruptcy application be accepted, the liquidation committee shall hand over its liquidation work to the bankruptcy administrator designated by the people's court in accordance with the law.

Where the Bank is declared bankruptcy in accordance with laws, it shall implement bankruptcy liquidation in accordance with the relevant laws relating to bankruptcy of an enterprise.

Article 278 Following the completion of the liquidation, the liquidation committee shall prepare a liquidation report, and submit to the general meeting or the people's court for confirmation and to the Bank's registrar to apply for cancellation of the Bank's registration.

Article 279 Members of the liquidation committee shall perform liquidation duties and bear duties of loyalty and diligence.

Members of the liquidation committee shall not accept any bribes or other illegal income by abusing their authority and shall not misappropriate the assets of the Bank.

Members of the liquidation committee shall be liable for damages and losses if the Bank or creditors incur losses as a result of the deliberate or gross negligence of the members of the liquidation committee.

If members of the liquidation committee fail to fulfill their liquidation obligations in a timely manner and cause losses to the Bank or creditors, they shall be liable for compensation.

If members of the liquidation committee neglect in performing the liquidation obligations and cause losses to the Bank or creditors, they shall be liable for compensation.

Chapter 12 Amendments to these Articles of Association

Article 280 The Bank shall amend these Articles if any of the following circumstances occur:

(1) If, after the relevant laws, regulations, regulatory provisions and the Listing Rules are amended, any term contained in these Articles becomes inconsistent with the mandatory provisions of the amended laws, regulations, regulatory provisions and the Listing Rules;

(2) If a change in the Bank's circumstances results in inconsistency with certain terms specified in these Articles;

(3) The general meeting shall consider to amend these Articles.

Article 281 The Board of Directors shall amend these Articles in accordance with the resolution of the general meeting and the opinions of the relevant competent authorities.

Article 282 Amendments to these Articles are information required to be disclosed by laws and regulations, and an announcement shall be made as required.

Article 283 The proposal for any amendments to be made to these Articles shall be put forward by the Board of Directors, voted through at the general meeting and submitted to the banking regulatory authorities of the State Council for approval. The changes shall be registered in accordance with the law.

Chapter 13 Supplemental Provisions

Article 284 These Articles are written in Chinese. Should there be any inconsistency between these Articles written in another language or provided in other versions, the latest Chinese version approved by the banking regulatory authorities under the State Council shall prevail.

Article 285 Unless required otherwise by these Articles, references to “above”, “within”, “below”, “before” and “until” in these Articles shall include the actual given figures, while references to “less than”, “beyond”, “fewer than”, “more than”, “under”, “exceed”, “surpass” and “over” shall exclude such actual given figures.

Article 286 References to “director” in these Articles, unless the context states or requires otherwise, shall include all members of the Board of Directors serving as chairman, independent director, other director and so on.

Article 287 References to “accounting firm” in these Articles shall bear the same meaning as the “auditor” under the Listing Rules.

Article 288 Interpretation

(1) De facto controller means a person who, though not a shareholder of the Bank, is able to get the de facto control of the Bank through investment relationships, agreement or other arrangements.

(2) Related party relation means the relation between the controlling shareholder, actual controller, directors, senior management officers of the Bank and the enterprise that they control directly or indirectly, and other relation that may cause the transfer of interest of the Bank. However, the relation between fellow State-controlled enterprises shall not be deemed as related party relation merely because they are both controlled by the State.

(3) Non-standard audit opinions mean other audit reports other than standard audit reports, including audit reports with an emphasis of matter but without qualification and audit reports with non-unqualified opinions. Audit reports with non-unqualified opinions include audit reports with qualified opinions, audit reports with adverse opinions and audit reports with disclaimer of opinion.

(4) Working day means a non-statutory holiday stipulated by the State Council.

Article 289 After approval by the banking regulatory authority under the State Council and after consideration and approval by the general meeting, these Articles shall become effective. The existing articles of association of the Bank shall lapse automatically as these Articles become effective. In the event that any provision of these Articles conflicts with any law, regulation, or rule, the provisions of the law, regulation, or rule shall prevail.

Article 290 These Articles shall be construed by the Board of Directors of the Bank.

The English version of the Articles of Association is for reference only. In the event of any discrepancies between the English and the Chinese versions, the Chinese version shall prevail.

* Bank of Tianjin Co., Ltd. is not an authorised 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 authorised to carry on banking/deposit-taking business in Hong Kong.