

# **CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.\***

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

## **Articles of Association**



Adopted at the 2025 First Extraordinary General Meeting , 2025 First H Share Class Meeting and the 2025 First Domestic Share Class Meeting of CDB Leasing on July 31, 2025

Approved by National Administration of Financial Regulation  
Shenzhen Office on December 5, 2025

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

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# Articles of Association of China Development Bank Financial Leasing Co., Ltd.

## CHAPTER 1: GENERAL PROVISIONS

**Article 1** In order to protect the lawful rights and interests of China Development Bank Financial Leasing Co., Ltd. (the “Company”) and its shareholders, employees and creditors, and to regulate the organisation and acts of the Company, these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), Securities Law of the People’s Republic of China (the “Securities Law”), Guidelines for the Articles of Association of the Listed Companies, Law of the People’s Republic of China on Regulation of and Supervision over the Banking Industry, Administrative Measures on Financial Leasing Companies, Implementation Measures for Administrative Licensing Matters of Non-banking Financial Institutions, Corporate Governance Standards for Banking and Insurance Institutions, Measures for Evaluation of the Performance of Directors and Supervisors of Banking and Insurance Institutions (Trial), Measures for the Supervision of Major Shareholders of Banking and Insurance Institutions (Trial), Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other regulations.

**Article 2** The Company is a joint stock limited company and non-bank financial institution incorporated in accordance with the Company Law and other relevant laws and administrative regulations of the PRC.

The Company was restructured from the previous China Development Bank Financial Leasing Company Limited (founded in 1984) into a joint stock company with limited liability as approved by the Approval of the Change of the Company Name of China Development Bank Financial Leasing Company Limited (Shen Yin Jian Fu [2015] No.295) (《深圳銀監局關於國銀金融租賃有限公司變更公司名稱的批覆》(深銀監覆[2015]295號)), the Approval of the Changes of the Articles of Association of China Development Bank Financial Leasing Company Limited (Shen Yin Jian Fu [2015] No.296) (《深圳銀監局關於國銀金融租賃有限公司章程變更的批覆》(深銀監覆[2015]296號)) and the Approval of the Change of Registered Capital of China Development Bank Financial Leasing Company Limited (Shen Yin Jian Fu [2015] No.297) (《深圳銀監局關於國銀金融租賃有限公司變更註冊資本的批覆》(深銀監覆[2015]297號)), issued to the Company by Shenzhen Office of the former China Banking Regulatory Commission (the current National Financial Regulatory Administration) on 25 September 2015, and the Company was incorporated through the way of promotion on 28 September 2015, and obtained a new business license upon registration changes with the Market and Quality Supervision Commission of Shenzhen Municipality on the same day. The unified social credit code of the Company is 9144030061920064R.

The promoters of the Company were China Development Bank (國家開發銀行), HNA Group Company Limited (海航集團有限公司), Xi’an Aircraft Industry (Group) Company Ltd. (西安飛機工業(集團)有限責任公司), Jiangsu Jia Yuan Investment Company Limited (江蘇佳源投資有限公司), Qitian Holding Company Limited (啟天控股有限公司), Bank of Urumqi Co., Ltd. (烏魯木齊銀行股份有限公司), Sichuan Financial Leasing Co., Ltd. (四川金融租賃股份有限公司), and Huilian Assets Management Company Limited (匯聯資產管理有限公司).

Among the above promoters, HNA Group Company Limited (海航集團有限公司) and Sichuan Financial Leasing Co., Ltd. (四川金融租賃股份有限公司) no longer hold shares in the Company, and Xi’an Aircraft Industry (Group) Company Ltd. (西安飛機工業(集團)有限責任公司) has been merged by absorption by AVIC Aircraft Co., Ltd. (中航飛機股份有限公司).

**Article 3** The Company shall establish an organisation of the Communist Party of China in accordance with the relevant requirements of the Constitution of the Communist Party of China to carry out activities of the Party. The Party Committee of the Company shall adhere to the centralised and unified leadership of the CPC Central Committee over financial work, conduct in-depth study and implementation of Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, play the role of leadership, provide direction, manage overall situation and ensure implementation, and ensure that the guidelines and policies as well as major deployment of both the Party and the State shall be thoroughly implemented in the Company. The Company shall incorporate Party leadership at all levels of corporate governance, and adhere to the principles of Party control over cadres and Party control over talent.

The Company shall provide the necessary conditions for the activities of the Party organisation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs, and provided with sufficient funds to operate the Party organisation.

The Company shall implement the principal and supervisory responsibilities relating to the conduct and integrity of the Party, strengthen the establishment of Party organisation at basic level and the composition of Party members, and shall also ensure that the Party will supervise its own conduct and comprehensively enforce strict discipline.

**Article 4** The Company's registered Chinese name: 國銀金融租賃股份有限公司

Or for short: 國銀金租

The Company's registered English name: CHINA DEVELOPMENT BANK FINANCIAL LEASING CO., LTD.

Or for short: CDB Leasing

**Article 5** Domicile of the Company: CDB Financial Center, No. 2003 Fuzhong Third Road, Futian District, Shenzhen, Guangdong Province, the PRC.

Post code: 518000

**Article 6** The chairman of the board of directors shall be the Company's legal representative, and represent the Company in the execution of corporate affairs. If the chairman resigns, he or she shall be deemed to have simultaneously resigned as the legal representative.

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

The Company is an independent legal entity with independent properties and rights therein, which shall enjoy civil rights and assume civil obligations in accordance with laws.

All the Company's assets are divided into equal shares. Each shareholder is liable for the Company to the extent of the amount of his/her/its subscribed shares. The Company is responsible for its debts to the extent of its total assets.

**Article 8** The Articles of Association are approved by the special resolution of the shareholders' meeting of the Company and shall become effective on the date of approval by the banking regulatory authority. From the date on which the Articles of Association come into effect, the original Articles of Association of the Company shall automatically become invalid.

From the date on which the Articles of Association come into effect, the Articles of Association shall become a legally binding document which regulates the Company's organisation and acts, the rights and obligations between the Company and the shareholders, and among the shareholders.

**Article 9** The Articles of Association are binding on the Company and its shareholders, directors, President and other senior management of the Company, all of whom are entitled, according to the Articles of Association, to claim rights concerning the matters of the Company.

Subject to Article 188 of the Articles of Association, shareholders may take action against the Company pursuant to the Articles of Association and vice versa. Shareholders may also take action against other shareholders pursuant to the Articles of Association, and the shareholders of the Company may take action against the directors, President and other senior management of the Company pursuant to the Articles of Association.

The actions referred to in the preceding paragraph include court proceedings or arbitration proceedings.

**Article 10** Upon approval of relevant government authorities, the Company may set up domestic and overseas subsidiaries, branches, representatives and offices, etc., based on its demands for business development.

**Article 11** The Company shall invest in other enterprises in accordance with laws, regulations and regulatory requirements. Where the laws stipulate that the Company shall not act as an investor bearing joint and several liabilities for the debts of the enterprises it invests in, such provisions shall prevail.

## **CHAPTER 2: OBJECTIVES AND SCOPE OF BUSINESS**

**Article 12** The Company's business objectives are: to adhere to the political and people-oriented nature of financial work, adapt to national development needs and economic and financial reform requirements, focus on the fundamentals of leasing, deepen the integration of industry and finance, serve national strategies, and promote the high-quality development of the real economy.

To adhere to the principles of compliance with laws and regulations and prudent operations, uphold the strategic positioning of "marketisation, professionalisation, internationalisation and digitisation" and practise the values of "soundness, professionalism, honesty and win-win", actively fulfil social responsibilities, build a world-class financial leasing company, and create long-term value for our shareholders and society.

**Article 13** The Company's business scope shall be consistent with and subject to items approved by the banking regulatory authority and company registration authorities.

The Company, with the approval by the banking regulatory authority, may engage in the following businesses in Renminbi or foreign currencies:

- (1) Finance lease business;
- (2) Transferring and acquiring assets subject to finance lease;
- (3) Borrowing of three months (inclusive) or more from non-bank shareholders;

- (4) Interbank lending;
- (5) Obtaining funds from financial institutions;
- (6) Issuing non-capital bonds;
- (7) Accepting lease security deposits;
- (8) Realisation and disposal of residual values of leased properties;
- (9) Establishment of onshore special purpose vehicles to engage in finance lease business;
- (10) Issuing shareholder loans to professional subsidiaries and special purpose vehicles, and providing financing guarantees and performance guarantees for such entities;
- (11) Fixed-income investments;
- (12) Engaging in hedging-type derivative product transactions;
- (13) Providing consulting services related to finance lease; and
- (14) Other businesses approved by the National Financial Regulatory Administration.

The Company shall engage in businesses subject to the scope of business provided by the Articles of Association.

### **CHAPTER 3: SHARES, TRANSFER OF SHARES AND REGISTERED CAPITAL**

**Article 14** There must, at all times, be ordinary shares in the Company. The Company may, according to the provisions of relevant laws and administrative regulations, create other classes of shares.

**Article 15** The equities of the Company shall be represented by shares. The shares issued by the Company shall each have a par value of Renminbi one yuan.

“Renminbi” aforesaid refers to the lawful currency of the PRC.

**Article 16** Issuing of shares of the Company shall adopt a fair and just principle. The same class of shares shall carry equal rights.

Shares issued at the same time and within the same class shall be issued on the same conditions and at the same price. Any such share subscribed by a subscriber shall charge the same price.

**Article 17** When the Company issues shares to Domestic Investors and Foreign Investors, it must meet the conditions stipulated by laws and administrative regulations, and shall register with the securities regulatory authority of the State Council or the department authorised by the State Council in accordance with the law. The Company shall also report to the banking regulatory authority and other relevant regulatory authorities to go through the relevant procedures.



“Foreign Investors” aforesaid refers to those investors who subscribe for the Company’s shares and are located in foreign countries and in the regions of Hong Kong, Macau and Taiwan. “Domestic Investors” refers to those investors who subscribe for the Company’s shares and are located within the territory of the PRC excluding the areas aforesaid.

**Article 18** Shares which the Company issues to Domestic Investors for subscription in Renminbi shall be referred to as “Domestic Shares”. Shares which the Company issues to Foreign Investors for subscription in foreign currencies shall be referred to as “Foreign Shares”. Shares issued with the approval of authorities authorised by the State Council and listed and traded on an overseas stock exchange with the approval of the overseas securities regulatory authorities shall be referred to as Overseas Listed Shares.

“Foreign currencies” aforesaid refers to the lawful currencies of countries or districts outside the PRC which are recognised by the foreign exchange authority of the state and can be used for payments of the shares to the Company.

H Shares of the Company are Overseas Listed Shares of the Company admitted for listing on The Stock Exchange of Hong Kong Limited (“Hong Kong Stock Exchange”), the par value of which is denominated in Renminbi, and are subscribed for and traded in Hong Kong dollars.

**Article 19** Subject to the approval of the Company’s approving department, the Company may issue a total of 9,500 million ordinary shares to its promoters when the Company was restructured into a joint stock company, of which 8,449,932,938 shares were subscribed and held by China Development Bank, representing 88.9466% of the total number of ordinary shares issued by the Company; 795,625,000 shares were subscribed and held by HNA Group Company Limited, representing 8.375% of the total number of ordinary shares issued by the Company; 154,375,000 shares were subscribed and held by Xi’an Aircraft Industry (Group) Company Ltd., representing 1.625% of the total number of ordinary shares issued by the Company; 88,203,937 shares were subscribed and held by Jiangsu Jia Yuan Investment Company Limited, representing 0.9285% of the total number of ordinary shares issued by the Company; 4,500,625 shares were subscribed and held by Qitian Holding Company Limited, representing 0.0474% of the total number of ordinary shares issued by the Company; 3,562,500 shares were subscribed and held by Bank of Urumqi Co., Ltd., representing 0.0375% of the total number of ordinary shares issued by the Company; 2,612,500 shares were subscribed and held by Sichuan Financial Leasing Co., Ltd., representing 0.0275% of the total number of ordinary shares issued by the Company; and 1,187,500 shares were subscribed and held by Huilian Assets Management Company Limited, representing 0.0125% of the total number of ordinary shares issued by the Company.

**Article 20** The registered capital of the Company is paid-up capital in money. If the Company increases its registered capital, the contributions of shareholders for such increased registered capital shall be paid-up capital in money.

**Article 21** The shareholders should support the board of directors in making reasonable capital plans to keep the capital of the Company complying with the provisions of the banking regulatory authority. Substantial shareholders shall make up the capital for the Company when necessary, and shall provide liquidity support when the Company has payment difficulties. Substantial shareholders of the Company shall issue a written undertaking to the Company on the above matter.

The Company shall establish a loss-absorbing and risk-resisting mechanism in accordance with relevant laws, regulations and regulatory requirements. When a major risk event occurs in the Company, corresponding measures shall be taken according to the above-mentioned mechanism. Shareholders shall perform corresponding obligations and assume corresponding responsibilities, mainly including capital increase and share expansion, issuance of new capital tools, reduction of dividend distribution, etc.

The term “substantial shareholder(s)” referred to herein means the shareholder(s) who can directly, indirectly or jointly hold or control no less than 5% of the Company’s shares or voting rights, or the shareholder(s) whose total shareholding is less than 5% but has/have a significant impact on the Company’s operation and management.

**Article 22** Upon the establishment of the Company and the approval of securities regulatory authority of the State Council, the Company has issued 3,142,380,000 H Shares. State-owned shareholders of the Company have transferred to the National Council for Social Security Fund (the “NSSF”) the 314,238,000 state-owned shares in accordance with the national regulations on reduction of the state-owned shares, upon the initial offering of H Shares.

Upon the initial public offering of 3,142,380,000 H Shares in July 2016, the total number of shares of the Company was 12,642,380,000, and the share capital structure of the Company was as follows: holders of Domestic Shares hold 9,185,762,000 shares, representing 72.66% of the total number of ordinary shares; holders of H shares hold 3,456,618,000 shares, representing 27.34% of the total number of ordinary shares.

On 27 December 2019, the Company repurchased and then cancelled 687,024,000 H Shares from Three Gorges Capital Holdings (HK) Co., Ltd (三峽資本控股(香港)有限公司). Meanwhile, the Company issued 687,024,000 Domestic Shares to China Three Gorges Corporation Co., Ltd (中國長江三峽集團有限公司).

As at 31 December 2024, the total number of shares of the Company was 12,642,380,000, and the share capital structure of the Company was as follows: holders of Domestic Shares hold 9,872,786,000 shares, representing 78.09% of the total number of ordinary shares; holders of H Shares hold 2,769,594,000 shares, representing 21.91% of the total number of ordinary shares.

**Article 23** The registered capital of the Company shall be RMB12,642,380,000.

**Article 24** Upon the demands of operation and business development, the Company may, in accordance with the provisions of laws and regulations, and upon resolution by the shareholders’ meeting, increase its capital in the following ways:

- (1) issuing shares to unspecified investors;
- (2) issuing shares to specified investors;
- (3) dispatching bonus shares to existing shareholders;
- (4) capitalisation of capital reserve;
- (5) other means specified by laws, and administrative regulations and by the securities regulatory authority of the State Council.



The increase in the share capital of the Company by issuing new shares shall be approved by the banking regulatory authority in accordance with the Articles of Association and shall be conducted in accordance with the procedures under relevant laws and administrative regulations.

After the Company's increase or decrease of registered share capital, the Company shall register changes with the company registration authority in accordance with the law and make an announcement.

**Article 25** Unless otherwise provided by laws, administrative regulations, regulatory requirements and the securities regulatory authorities of the place where the shares of the Company are listed and Hong Kong Stock Exchange, shares of the Company are transferable in accordance with the law.

**Article 26** The Company shall not accept any pledge with its own shares as the objectives.

Where a promoter shareholder pledges or otherwise uses the Company's shares as security for itself or others, such promoter shareholder shall strictly abide by the laws, regulations and the requirements of the regulatory authorities, and inform the board of directors in writing in advance. Where a promoter shareholder intends to transfer the shares of the Company, such promoter shareholder shall provide prior written notice to the board of directors of the Company.

The term "promoter shareholder(s)" referred to herein means the person(s) among the promoters stipulated in Article 2 of the Articles of Association who legally hold(s) the shares of the Company and whose name(s) is/are registered in the register of shareholders.

**Article 27** Substantial shareholders of the Company shall undertake not to pledge their shareholdings in the Company or place them under trust. Substantial shareholders of the Company shall not transfer their shareholdings within five years commencing from the date of equity acquisition (save for special circumstances such as taking risk disposal measures with the approval by the banking regulatory authority, ordering the transfer by the banking regulatory authority, involving judicial enforcement, or transferring equity between different entities controlled by the same investor).

Directors and senior management of the Company shall declare to the Company their shareholdings in the Company and any alternation of such shareholdings. They shall not transfer more than 25% of all the shares they held in the Company in any particular year during their tenure. They shall not transfer their shares of the Company within six months after they have terminated their employment in the Company. If the restriction on the transfer of shares provided herein relates to H Share, such transfer shall be in compliance with related requirements of the Hong Kong Listing Rules and relevant applicable laws and regulations.

**Article 28** Any gains from the sale of their shares of the Company by any Company's directors, senior management or shareholders holding no less than 5% of the shares of the Company within six months after purchasing such shares, or thereafter any gains from repurchasing such shares of the Company within six months after the sale thereof, shall be attributed to the Company. The board of directors of the Company shall forfeit such gains from the abovementioned parties. If the restriction on the transfer of shares provided herein relates to H Share, such transfer shall be in compliance with related requirements of the Hong Kong Listing Rules and relevant applicable laws and regulations. However, if a securities company holds no less than 5% of the shares due to its unsold shares for underwriting, the sale of these shares shall not be subject to the restriction of six months.

If the board of directors of the Company fails to comply with the provision set forth in the preceding paragraph, a shareholder shall have the right to require the board of directors to implement within thirty days. If the board of directors fails to do so within the aforementioned time limit, a shareholder shall have the right to initiate proceedings in a court directly in his/her/its own name in the interests of the Company.

If the board of directors of the Company fails to comply with the provision set forth in the first paragraph of the Articles of Association, the responsible director(s) shall be jointly and severally liable thereof in accordance with the law.

## **CHAPTER 4: REDUCTION OF CAPITAL AND REPURCHASE OF SHARES**

**Article 29** The Company may reduce its registered capital. The reduction of the registered capital shall follow the procedures set out in the Articles of Association in accordance with the Company Law and other relevant regulations.

The registered capital of the Company after reduction shall not be less than the statutory minimum which is RMB1 billion.

**Article 30** The Company must be approved by the banking regulatory authority and prepare a balance sheet and an inventory of assets when reducing its registered capital.

The Company shall notify its creditors within 10 days from the date the shareholders' meeting resolves to reduce its registered capital and shall publish an announcement in a newspaper or through the National Enterprise Credit Information Publicity System within 30 days. Creditors shall, within 30 days upon receiving the notice or within 45 days since the date of the first public announcement for those who have not received the notice, be entitled to demand the Company to pay its debts in full or to provide a guarantee.

When the Company reduces its registered capital, it shall reduce the number of shares held by shareholders in proportion to their shareholdings, unless otherwise provided by laws, administrative regulations, the securities regulatory authorities of the place where the shares of the Company are listed, or the listing rules, or a special resolution of a shareholders' meeting of the Company.

**Article 31** The Company may not acquire its own shares, except under any of the following circumstances:

- (1) reducing the registered capital of the Company;
- (2) merging with any other companies holding shares of the Company;
- (3) using shares for employee stock ownership plans or equity incentives;
- (4) being requested to repurchase the shares of the Company by the shareholders who object to the resolutions adopted at the shareholders' meeting concerning merger or division of the Company;
- (5) using shares for the conversion of convertible corporate bonds issued by the Company;
- (6) safeguarding the Company's value and shareholders' rights and interests as necessary; and
- (7) other circumstances permitted by laws and administrative regulations.

**Article 32** The Company may acquire its own shares through an open and centralised transaction or other means approved by laws, administrative regulations, and the securities regulatory authority of the State Council and the securities regulatory authorities of the place where the shares of the Company are listed.

Where the Company acquires its own shares due to the circumstances specified in items (3), (5) and (6) of Article 31, it shall be conducted through an open and centralised transaction.

**Article 33** If the Company acquires its own shares pursuant to Article 31, in the case of item (1), the shares shall be cancelled within ten days from the date of acquisition; in the cases of items (2) and (4), the shares shall be transferred or cancelled within six months; in the case of items (3), (5) and (6), the total number of shares held by the Company shall not exceed 10% of the total issued shares of the Company, and shall be transferred or cancelled within three years.

In case of acquisition of H Shares of the Company, if the listing rules of the place where the Company's shares are listed contain separate provisions regarding treasury shares arising from such share acquisition, such provisions shall prevail.

When the Company acquires its own shares, it shall fulfil its information disclosure obligations in accordance with the requirements of laws and regulations.

## **CHAPTER 5: FINANCIAL ASSISTANCE FOR ACQUISITION OF SHARES**

**Article 34** The Company or its subsidiaries shall not provide gifts, advances, loans, guarantees or other financial assistance to others for the purpose of acquiring shares in the Company or its parent company, except where the Company implements an employee stock ownership plan in accordance with laws and regulations.

**Article 35** It shall not be deemed to be activities prohibited by Article 34 of the Articles of Association if the following conditions are met:

- (1) the provision of financial assistance by the Company is in good faith and in the interest of the Company;
- (2) financial assistance is approved by resolution of shareholders' meeting;
- (3) the cumulative total amount of financial assistance does not exceed 10% of the total issued share capital of the Company.

The director(s) and senior management personnel who are responsible for any violation of Article 34 and Article 35 which cause any loss to the Company shall be liable for compensation.

## **CHAPTER 6: SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS**

**Article 36** Share certificates of the Company shall be in registered form.

The share certificates of the Company shall, aside from matters required by the Company Law, also contain other matters required to be stated therein by the stock exchange(s) on which the Company's shares are listed.

**Article 37** Share certificates of the Company shall be signed by the chairman of the Company's board of directors. Where the stock exchange(s) on which the Company's shares are listed require other senior management of the Company to sign on the share certificates, the share certificates shall also be signed by such senior management. The share certificates shall take effect after being sealed or affixed by way of printing with the seal of the Company. The share certificate shall only be affixed with the Company's seal under the authorisation of the board of directors. The signatures of the chairman of the board of directors or other senior management of the Company may be printed in mechanical form.

Where the securities regulatory authority or stock exchange of the place where the Company's shares are listed provides otherwise regarding the paperless issuance and trading of the Company's shares, such provisions shall apply.

**Article 38** The Company shall keep a register of shareholders based on the certificates provided by the securities registration agencies.

The register of shareholders shall be sufficient evidence of the shareholders' shareholdings in the Company, and shareholders shall have the right to inspect the register of shareholders.

**Article 39** The transfer of the H Shares listed in Hong Kong shall be effected by transfer documents in a normal or ordinary form or any other transfer documents in writing accepted by the board of directors (including standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time); transfer documents may be signed by hand only or under seal (if the transferor or transferee is a company). If the transferor or transferee is a recognised clearing house (the "Recognised Clearing House") or its attorney as defined by relevant rules applicable from time to time in accordance with the law of Hong Kong, the transfer form may be signed by hand or printed by machine.

All of the transfer documents shall be deposited at the residence of the Company or at such other place as is specified by the board of directors from time to time.

**Article 40** No change shall be made in the register of shareholders as a result of a transfer of shares within five days before the record date for the Company's distribution of dividends.

The period during which the registration of share transfers is suspended prior to the convening of the shareholders' meeting shall be decided in accordance with laws, administrative regulations or the provisions of the stock exchange in the place where the Company's shares are listed.

**Article 41** When the Company convenes a shareholders' meeting, distributes dividends, is liquidated or undertakes any other acts requiring determination of identity of shareholders, the board of directors shall decide on a date for the registration of rights attaching to shares. The shareholders of the Company who appear in the register of shareholders after the close of trading on such registration date are entitled to the relevant rights.

**Article 42** Any shareholder registered in the register of shareholders or any person who requests his/her name (title) be entered in the register of shareholders may, if its/his/her share certificate relating to the shares is lost, may apply in accordance with the provisions of laws and regulations to the Company for a replacement share certificate in respect of such shares.

## CHAPTER 7: RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

**Article 43** A shareholder of the Company is a person who lawfully holds shares of the Company and whose name (title) is entered in the register of shareholders.

A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held by him/her/it; shareholders who hold shares of the same class shall enjoy the same rights and assume the same obligations. Shareholders of various classes shall enjoy that same rights for any distribution by way of dividend or otherwise. When the credit extended by the Company to shareholders is overdue, the voting rights of such shareholders in shareholders' meetings and of directors nominated by or representing such shareholders in board meetings shall not be exercised.

If the shareholder of the Company is a legal entity, the rights shall be enforced by its legal representative or an agent of the legal representative.

**Article 44** The ordinary shareholders of the Company shall enjoy the following rights:

- (1) obtain dividends and other profit distributions on the basis of the number of shares held by them;
- (2) request, convene, preside over and participate or to appoint proxies to participate in shareholders' meetings and exercise voting rights in accordance with laws and regulations;
- (3) supervise the Company's operations, and raise suggestions and inquiries;
- (4) transfer shares in accordance with laws, administrative regulations and provisions of the Articles of Association;
- (5) upon payment of a reasonable fee, inspect and copy the Articles of Association, the register of shareholders, the minutes of shareholders' meetings, the resolutions of the meetings of the board of directors, and the financial and accounting reports.

A shareholder requesting for inspection of information or access to materials referred to in the preceding paragraphs shall provide the Company with written documents evidencing the class and number of shares that he/she/it holds. The Company shall provide such information and materials as requested by the shareholder after confirming the identity of the shareholder.

Shareholders who inspect or copy relevant materials shall comply with the provisions of laws and administrative regulations concerning the protection of state secrets, trade secrets, personal privacy and personal information. If the content to be inspected or copied involves the Company's trade secrets, inside information or the personal privacy of relevant personnel, the Company may refuse to provide such materials.

- (6) participate in the distribution of the surplus assets of the Company according to their shareholding when the Company is terminated or liquidated; and
- (7) other rights conferred by laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association.

**Article 45** If the content of a resolution of a shareholders' meeting or the board of directors violates any laws or administrative regulations, such resolution shall be invalid.

If the procedure for convening or the method of voting at a shareholders' meeting or a meeting of the board of directors violates any laws, administrative regulations or the Articles of Association, or if the contents of a resolution breaches the Articles of Association, a shareholder may file a petition with the court to revoke the resolution within 60 days from the date on which the resolution is passed. However, this does not apply to cases where the procedure for convening or the method of voting at a shareholders' meeting or a meeting of the board of directors has only minor defects that do not substantially affect the resolution.

Shareholders who have not been notified to attend the shareholders' meeting may, within 60 days from the date on which they know or should have known of the resolution of the shareholders' meeting, file a petition with the people's court to revoke the resolution. If the right of revocation is not exercised within one year from the date on which the resolution is passed, such right of revocation shall be extinguished.

**Article 46** If a director not being a member of the audit committee or any senior management has violated any laws, regulations or the Articles of Association in the course of performing his/her duties to the Company, and thereby caused the Company to incur a loss, shareholder(s) who individually or jointly hold(s) no less than 1% of the Company's shares for no less than 180 consecutive days may request in writing the audit committee to initiate proceedings in the name of the Company in the court. If the audit committee has violated any laws, regulations or the Articles of Association in the course of performing its duties to the Company, and thereby caused the Company to incur a loss, the abovementioned shareholder(s) may request in writing the board of directors to initiate proceedings in the name of the Company in the court in respect thereof.

If the audit committee or the board of directors refuses to initiate proceedings after receipt of a written request from the shareholder(s) as mentioned in the preceding paragraph, or fails to initiate proceedings within thirty days since the date of receipt of the request, or under urgent circumstances where failure to initiate the proceedings immediately would cause irreparable damage to the Company's interests, the shareholders mentioned in the preceding paragraph are entitled to directly initiate proceedings in the court in their own names in the interests of the Company.

If any third party infringes the lawful interests of the Company and has caused a loss to the Company, the shareholders mentioned in the first paragraph of this Article may initiate proceedings in the court according to the provisions of the two preceding paragraphs.

**Article 47** If a director or any senior management violates any laws, regulations or the Articles of Association and prejudices the interests of the shareholders, the shareholders may initiate proceedings in the court in respect thereof.

**Article 48** The ordinary shareholders of the Company shall assume the following obligations:

- (1) to abide by laws and regulations, regulatory requirements and the provisions in the Articles of Association;
- (2) to pay subscription monies in respect of the shares subscribed for and the method of subscription; to use self-owned funds from legal sources to invest in the Company, and not to use entrusted funds, debt funds and other non-self-owned funds to invest in the Company, unless otherwise stipulated by laws, regulations or the State Council;



- (3) to comply with regulatory requirements in relation to shareholding ratio and the number of institutional shareholders, and not to entrust others or accept entrustment from others to hold shares of the Company;
- (4) in accordance with laws, regulations and regulatory requirements, to truthfully inform the Company of the financial information, equity structure, source of investment capital, controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries, investment in other financial institutions, other significant changes etc.;
- (5) not to withdraw his/her/its share capital unless required by laws or regulations;
- (6) if the controlling shareholder, de facto controller, related party, person acting in concert, or ultimate beneficiary of a shareholder changes, the relevant shareholder shall promptly notify the Company of such change in writing in accordance with laws, regulations and regulatory requirements;
- (7) to inform the following events of the shareholders to the Company in written form in time according to laws, regulations and regulatory requirements: merger, spinoff, being subject to measures including suspension of operation for rectification, designated custody, takeover or cancellation, or entering into dissolution, liquidation or bankruptcy procedure, or changes in their legal representative, company names, places of operation, scope of operation and other material events;
- (8) to inform the Company in written form in time according to laws, regulations and regulatory requirements if the shares of the Company held by the shareholders are involved in litigation or arbitration, subject to legal enforcement by judicial authorities, subject to pledge, or discharged from pledge;
- (9) shareholders who transfer or pledge their shares of the Company or conduct connected transactions with the Company shall comply with laws, regulations and regulatory requirements, and shall not impair the interests of other shareholders and the Company;
- (10) shareholders subject to approval but yet to be approved by the regulatory authorities or yet to report to the regulatory authorities shall not exercise the right to request to convene a shareholders' meeting, voting right, right to nominate, right to raise a proposal, right of disposition and other rights;
- (11) a shareholder, his/her/its controlling shareholder and de facto controller shall not abuse his/her/its rights as a shareholder or exploit his/her/its connected relationship to impair the Company's, other shareholders' and stakeholders' legitimate rights and interests; not to abuse the Company's independent legal person status or his/her/its limited liability as a shareholder to impair the interests of the Company's creditors; not to intervene in the decision-making power and management power that the board of directors and the senior management are entitled to in accordance with the Articles of Association, or directly intervene in the business management of the Company bypassing the board of directors and the senior management. If a shareholder abuses his/her/its rights as a shareholder and causes a loss to the Company or other shareholders, he/she/it shall be liable for damages in accordance with the law. If a shareholder abuses the Company's independent legal person status or his/her/its limited liability as a shareholder to evade and repudiate debts, thereby materially impairing the interests of the Company's creditors, he/she/it shall bear joint and several liabilities for the debts of the Company.

For shareholders who make false statements, abuse shareholders' rights or have other acts impairing the Company's interests, the banking regulatory authority may restrict or prohibit the Company from conducting related party transactions with such shareholders, and restrict their shareholding limit of the Company, etc., and may restrict such shareholders from exercising the right to request to convene a shareholders' meeting, voting right, right to nominate, right to raise a proposal, right of disposition and other rights.

- (12) in case of a major case, risk event or a major violation on part of the Company, shareholders shall cooperate with the regulatory authorities in investigation and risk disposal; and
- (13) other obligations imposed by laws, administrative regulations, regulatory requirements and the Articles of Association.

**Article 49** Other than performing the obligations required by laws, administrative regulations or relevant requirements of the listing rules of the place where the Company's shares are listed and those required by the Articles of Association on part of ordinary shareholders, the Controlling Shareholder or de facto controller (as such term is defined in Article 50 of the Articles of Association) of the Company may not use his/her/its connected relationship to damage the Company's interests. If this requirement is contravened, resulting in damage to the Company, he/she/it should be liable for compensation.

Major shareholders shall strengthen supervision over the performance of their nominated directors in accordance with laws, and adjust those who cannot effectively perform their duties in a timely manner in accordance with laws, regulations, the provisions of the Articles of Association and regulatory requirements.

**Article 50** The term "Controlling Shareholder" of the Company referred to in the Articles of Association means a shareholder who holds more than 50% of the total share capital of the Company; or a shareholder who holds less than 50% of the shares but whose voting rights are sufficient to exert a significant influence on the resolutions of the shareholders' meeting.

The term "major shareholder" of the Company referred to in the Articles of Association means a shareholder of the Company who satisfies one of the following conditions:

- (1) holding not less than 15% of the Company's equity;
- (2) actually holding the most equity in the Company, and the shareholding ratio being not less than 5% (including shareholders holding the same number of shares);
- (3) nominating two or more directors;
- (4) being regarded by the board of directors of the Company as having a controlling influence on the operation and management of the Company; or
- (5) other circumstances as determined by the banking regulatory authority.

Shareholding ratios of shareholders and their related parties and persons acting in concert are calculated on a combined basis. If the total shareholding ratio satisfies the above requirements, the relevant shareholders are regarded as major shareholders for treatment.

The term “de facto controller” of the Company referred to in the Articles of Association means a person who can actually control the actions of the Company through investment relationships, agreements or other arrangements.

The “acting in concert” referred to in this Article means an act or fact that an investor expands the number of voting rights of the Company’s shares that it can control jointly with other investors through agreements or other arrangements.

**Article 51** The nomination of the candidates for directors of the Company by shareholders should be strictly subject to the conditions and procedures required by laws, regulations, listing rules of the place where the Company’s shares are listed and the Articles of Association. The candidates for directors nominated by shareholders shall have relevant professional knowledge and the abilities of decision and supervision.

## **CHAPTER 8: THE PARTY COMMITTEE**

**Article 52** The Company shall establish Party Committee. The Party Committee shall consist of one secretary, one to two deputy secretaries and several other members. The chairman of the board of directors and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. The Company shall insist on and improve the leadership system of “mutual entry and cross appointment” under which eligible members of the Party Committee can join the board of directors and the senior management through legal procedures, while eligible Party members of the board of directors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, the Company shall establish Commission for Discipline Inspection in accordance with the provisions.

**Article 53** The Party Committee of the Company shall, in accordance with the Constitution of the Communist Party of China, the Work Regulation on Grassroots Organisation in State-owned Enterprises of the Communist Party of China (Trial) and other internal rules, regulations and requirements of the Party, perform the duties.

- (1) to enhance the building of the Party in the Company and adhere to and implement the fundamental policies, basic policies and important policies of socialism with Chinese characteristics, to ensure and supervise the implementation of the Party and national policies in the Company and implement major strategic decisions of the Central Committee of the Communist Party of China and the State Council as well as important work arrangements of superior Party organisations;
- (2) to strengthen the Company’s leadership and gate keeping role in the process of selection and appointment of personnel, to reinforce the building of a leadership team, a cadre team and a talent team, with a strong record of political integrity, professional competence and excellent conduct, focusing on standards, procedure, evaluation, recommendation and supervision, and to uphold the integration of the principle that the Party manages the cadres with the lawful selection of the senior management by the board of directors and the lawful exercise of authority of appointment, promotion and demotion of personnel by the senior management, building a team of high caliber financial professionals who are loyal, clean and responsible;

- (3) to study and discuss the reform, development and stability of the Company, major operational and management issues and major issues concerning employees' interests, and to provide suggestions. To support the shareholders' meeting, the board of directors and the senior management of the Company in performing their duties in accordance with laws and to support the staff representative assembly in carrying out its work;
- (4) to assume the primary responsibility to exercise strict self-governance in every respect of the Party, to lead the Company's ideological and political work, the united front work, the cultural and ethical cultivation, corporate culture cultivation as well as the work of mass organisations such as the Trade Union, the Communist Youth League and the Women Organisation, to actively practise a financial culture with Chinese characteristics, to lead the construction of the Party's working style and its clean and honest administration, and to support the Commission for Discipline Inspection of the Party in earnestly performing its supervisory responsibilities;
- (5) to strengthen the building of grassroots Party organisations and ranks of Party members of the Company, to give full play to the role of Party branches as militant bastions and to the role of Party members as vanguard and exemplary, to unite and lead employees to devote themselves into the reform and development of the Company;
- (6) other material matters that fall within the duty of the Party Committee.

**Article 54** The Company adheres to the integration of strengthening the leadership of the Party and improving corporate governance, embedding the leadership of the Party into all aspects of corporate governance. The board of directors and senior management consciously maintain the leading role of the Party Committee. For material operation and management matters of the Company, the Party Committee shall conduct prior review and deliberation before the board of directors or senior management makes a decision according to their authority and prescribed procedures. The board of directors' annual work report and the senior management's business and operations report shall be submitted to the Party Committee for prior comment.

The Party Committee of the Company shall implement the system of combining collective leadership with individual division of responsibilities. Members of the leadership team of the Party Committee who are going to be the members of the board of directors and the senior management must implement the decisions of the Party Committee. The Party Committee of the Company shall uphold and improve the working system of the Party Committee, improve its working rules and decision-making mechanism, insist on concurrent scheming, planning, implementation, appraisal of both party-building and business operation, and ensure that the Party's theories, approaches, principles and policies are implemented in the Company.

**Article 55** Based on the principle of simplification and high efficiency, the Company shall set up the Party's work organisations in accordance with the relevant requirements of the superior Party organisation in combination with actual needs, and equip with a certain proportion of full-time and part-time Party staff. The Company shall select and strengthen the secretary of grassroots Party organisations, step up the training of Party branch secretaries and Party staff, arrange and guarantee the Company's Party organisation work funds in accordance with relevant regulations, integrate and utilise all kinds of resources, build and make good use of Party organisation activity positions.

## CHAPTER 9: SHAREHOLDERS' MEETINGS

**Article 56** The shareholders' meeting is composed of all shareholders, which is the organ of authority of the Company and shall exercise its functions and powers in accordance with the law.

**Article 57** The shareholders' meeting shall exercise the following functions and powers:

- (1) electing and replacing directors who are not employee representatives and deciding on matters concerning their remuneration;
- (2) examining and approving work report of the board of directors;
- (3) examining and approving the Company's annual financial budget and final account proposals;
- (4) examining and approving the Company's plans for profit distribution and loss recovery plan;
- (5) adopting resolutions concerning the increase or reduction of the Company's registered capital;
- (6) adopting resolutions on merger, division, dissolution, liquidation or change of corporate form of the Company;
- (7) adopting resolutions on the annual plans for issuance of corporate bonds;
- (8) adopting resolutions on the engagement, dismissal or non-reappointment of accounting firms that conduct regular statutory audits of the Company's financial reports, as well as determining their remuneration;
- (9) amending the Articles of Association, and considering and approving the Rules and Procedures for Shareholders' Meetings and Rules and Procedures for the board of directors;
- (10) examining the material equity investment, bond investment, asset acquisition, asset disposal, asset write-off, external guarantee and other trading matters that shall be approved by the shareholders' meeting as stipulated by laws, regulations and the listing rules of the place where the shares of the Company are listed;
- (11) examining and approving the equity incentive scheme;
- (12) adopting resolutions on acquisition of the shares of the Company in accordance with laws and regulations;
- (13) adopting resolutions on the listing of the Company;
- (14) examining the proposals raised by the shareholders who individually or jointly hold 1% or more of the shares of the Company; and
- (15) other issues that shall be approved by the shareholders' meeting as stipulated by laws, administrative regulations, departmental rules, the listing rules of the place where the shares of the Company are listed and regulatory requirements as well as the Articles of Association.

Matters within the scope of authority of the shareholders' meeting shall be considered and decided by the shareholders' meeting to safeguard the decision-making rights of the shareholders of the Company on such matters. Under necessary, reasonable, lawful, and compliant circumstances, the shareholders' meeting may authorise the board of directors to decide on or entrust the board of directors to handle specific matters related to the matters resolved that cannot or need not be decided immediately at the shareholders' meeting. The content of the authorisation or entrustment shall be clear and specific.

**Article 58** The Company shall not, without the prior approval of shareholders' meeting, enter into any contract with any person, other than a director, President and other senior management, whereby the Company delegates the management and administration of the whole or any substantial part of the Company's business to such person. Where the banking regulatory authority takes over the Company or facilitates its restructuring in accordance with laws, such actions shall be carried out in accordance with relevant laws and regulations.

**Article 59** Shareholders' meetings include annual shareholders' meetings and extraordinary shareholders' meetings. Annual shareholders' meetings shall be held once each year and within six months from the close of the preceding accounting year.

The board of directors shall convene an extraordinary shareholders' meeting within two months from the date of occurrence of any of the following events:

- (1) the number of directors is less than the number stipulated in the Company Law or two-thirds of the number specified in the Articles of Association;
- (2) the uncovered losses of the Company reach one-third of the Company's total share capital;
- (3) shareholders who individually or jointly hold 10% or more of the shares of the Company request to convene the meeting in writing;
- (4) no less than one-half of all independent directors and no less than two independent directors so propose; or
- (5) the board of directors deems it necessary or the audit committee so proposes;
- (6) other circumstances specified by laws, administrative regulations, departmental rules, the listing rules of the place where the Company's shares are listed and the Articles of Association.

**Article 60** The venue to hold a shareholders' meeting of the Company is the Company's domicile or such other place as is specified in the notice convening the meeting.

The shareholders' meetings shall be held at a meeting place in the form of on-site meeting. The Company may also use the network or any other means for its shareholders to make it convenient for them to participate in the shareholders' meetings.

**Article 61** When the Company convenes an annual shareholders' meeting, a notice in writing of the meeting shall be given twenty days before the date of the meeting and fifteen days before the date of the extraordinary shareholders' meeting to notify all shareholders of the time and place of the meeting and the matters to be considered.



When calculating the days of notice, the date of the meeting and the date on which the notice is issued should not be included.

**Article 62** When the Company convenes a shareholders' meeting, shareholders individually or jointly holding 1% or more of the total voting shares of the Company shall be entitled to submit ad hoc proposals in writing to the board of directors. The board of directors shall notify other shareholders within two days after receiving the proposals and submit such ad hoc proposals to the shareholders' meeting for consideration.

Ad hoc proposals submitted by shareholders shall meet the following requirements:

- (1) the content of the resolutions shall fall within the business scope of the Company and the functions and powers of the shareholders' meeting without violating any laws or administrative regulations or the Articles of Association;
- (2) contain definite subjects for discussion and specific matters to be resolved; and
- (3) shall be delivered to the board of directors in writing 10 days prior to the date of the shareholders' meeting.

**Article 63** A shareholders' meeting shall not make resolution on any matter not stated in the notice for the meeting.

**Article 64** A notice of shareholders' meeting of the Company shall be made in writing and contain the following contents:

- (1) the place, date and time of the meeting;
- (2) matters and proposals submitted for consideration at the meeting;
- (3) the shareholding registration date for shareholders eligible to attend the meeting;
- (4) it shall contain a conspicuous statement that shareholders entitled to attend and vote have the right to entrust in writing one or more proxies to attend and vote on their behalf and that such proxy need not be a shareholder;
- (5) the name, telephone number and the email address of the standing contact person of the meeting;
- (6) the voting time and voting procedures of the shareholders' meeting; and
- (7) other contents required by laws, administrative regulations, regulatory requirements and the listing rules of the place where the Company's shares are listed.

**Article 65** Notice of shareholders' meetings shall be published on the websites of the Hong Kong Stock Exchange and the Company.

The public notice for holders of Domestic Shares shall also be sent to shareholders specifically by email.

**Article 66** The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting or any resolutions adopted thereat.

**Article 67** Any shareholder entitled to attend a shareholders' meeting of the Company shall be entitled to speak at the meeting. Any shareholder entitled to attend and vote at a shareholders' meeting of the Company may attend and vote at the meeting in person or appoint one or more other persons (whether a shareholder or not) as his/her/its proxy to attend and vote on his/her/its behalf.

If the shareholder is a HKSCC, as defined by relevant rules applicable from time to time in Hong Kong, the HKSCC is entitled to appoint one or more persons it thinks fit as its proxies to attend on its behalf at any shareholders' meeting, any class meeting or any creditor meeting; but, if one or more persons have such authorisation, the letter of authorisation shall contain the number and class of the shares under authorisation with respect to each of such persons and shall be signed by the persons authorised by the HKSCC. Such authorised person can attend the meeting (without presenting the proof of shareholding, notarially certified authorisation and/or further proofs to verify that he/she is duly authorised) and exercise the right on behalf of the HKSCC as if he/she is a shareholder of the Company, and shall be entitled to the statutory rights same as those of other shareholders, including the right to speak and vote.

**Article 68** Shareholders who entrust a proxy to attend a shareholders' meeting shall issue a proxy authorisation letter in writing.

The proxy letter issued by a shareholder to entrust a proxy to attend shareholders' meeting shall contain the following contents:

- (1) name or designation of the appointer, and the class and number of shares in the Company held by him/her;
- (2) name of the proxy;
- (3) specific instructions from the shareholder, including instructions on each item to be discussed on the agenda of the shareholders' meeting, stating whether the shareholder agrees to, objects to or abstains from voting on the resolution etc.;
- (4) issuing date of the proxy letter and its effective period; and
- (5) signature (or seal) of the appointer; where the appointer is a shareholder which is a legal entity, it shall be stamped with the seal of legal entity or signed by its director or duly authorised representative.

**Article 69** Individual shareholders attending the meeting in person shall present their ID cards or other valid documents or certificates that can prove their identities. Proxies attending the meeting on behalf of shareholders shall present their valid identity documents and the shareholder's proxy authorisation letter.

If the shareholder is a legal entity or other institution, its legal representative, responsible person or such person as is authorised by resolution of its board of directors or other governing bodies may attend any shareholders' meeting as a representative of the appointer (all deemed to be shareholders present in person). A legal representative or responsible person who attends the meeting shall present his/her ID card and valid proof of his/her status as legal representative or responsible person. A proxy who attends the meeting shall present his/her own ID card and the written proxy authorisation letter issued by the legal entity or other institution.

If a shareholder is unable to attend in person and unable to sign the proxy authorisation letter in person, he/she may authorise other person to sign on his/her behalf. The power of attorney or other authorisation documents authorising other person to sign must be notarised. Notarised power of attorney or documents shall be deposited at the Company's residence or at other place specified in the notice convening the shareholders' meeting, together with the proxy authorisation letter.

**Article 70** The format of power of attorney or proxy letter provided to shareholders by the board of directors of the Company for appointing proxies shall enable the shareholders to instruct their proxies to vote for or against or abstain from voting and to make instructions on each item to be discussed on the agenda of the shareholders' meeting. The proxy letter shall specify whether the proxy may vote as he/she thinks fit in the absence of instructions from the shareholder.

**Article 71** A vote given in accordance with the terms of an instrument of proxy shall be valid if no notice in writing had been given to the Company with respect to the previous death or loss of capacity of the appointer, revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the relevant shares before the commencement of the relevant meeting.

**Article 72** When a shareholders' meeting is held, the directors and senior management of the Company should attend the meeting, and answer and give explanation to the inquiries and proposals raised by shareholders unless there is a proper reason.

**Article 73** The shareholders' meeting shall be presided over by the chairman of the meeting. The chairman of the meeting should, before voting, announce the number of shareholders and their proxies as well as their shares held with voting rights. The number of shareholders and their proxies, as well as their shares held with voting rights, shall be in accordance with those registered at the meeting.

**Article 74** Resolutions of shareholders' meetings shall include ordinary resolutions and special resolutions.

An ordinary resolution must be passed by a majority of the voting rights held by the shareholders (including proxies) present at the meeting.

A special resolution must be passed by two-thirds or more of the voting rights held by the shareholders (including proxies) present at the meeting.

**Article 75** Shareholders (including their proxies) are entitled to exercise such voting rights as are attached to the voting shares which he represents at shareholders' meeting. Each share shall have one voting right.

Shares of the Company held by the Company shall not carry voting rights and shall not be included in the total number of voting shares present at the shareholders' meeting.

When the shareholders' meeting is examining connected transactions, the connected shareholders shall not vote and the shares they hold shall not be counted into the effective total voting shares. The announcement of the shareholders' meeting resolution shall disclose the voting results of non-connected shareholders.

Where any shareholder, under laws, regulations, departmental rules and the listing rules of the place where the Company's shares are listed and regulatory requirements, is required to abstain from voting on or restricted to vote only for or only against any particular resolution, any votes cast by such shareholder or its proxy in contravention of such requirement or restriction shall not be counted in the total number of valid votes cast.

**Article 76** Any vote of shareholders at a shareholders' meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

**Article 77** On a poll, a shareholder (including their proxies) who is entitled to have two or more votes need not cast all of his/her/its votes for or against a resolution.

**Article 78** The following matters shall be resolved by an ordinary resolution of a shareholders' meeting:

- (1) work reports of the board of directors;
- (2) profit distribution plans and loss make-up plans prepared by the board of directors;
- (3) election of non-employee directors and their remuneration and manner of payment, dismissal of directors other than employee directors and independent directors;
- (4) annual budgets and final account reports;
- (5) appointment, removal or non-reappointment of the accounting firm that conducts regular statutory audits of the Company's financial reports, as well as matters related to its remuneration; and
- (6) matters other than those which are required by the laws, administrative regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association to be adopted by special resolutions.

**Article 79** The following matters shall be resolved by a special resolution of a shareholders' meeting:

- (1) increase or reduction of the Company's share capital, repurchase of shares of the Company and issuance of any category of shares, warrants or other similar securities;
- (2) issuance of corporate bonds or the listing of the Company;
- (3) division, merger, dissolution, liquidation and change of the form of the Company;
- (4) amendment of the Articles of Association;
- (5) removal of independent director(s);

- (6) consideration and approval of proposal for equity incentive plan; and
- (7) any other matters that, as provided by laws, administrative regulations, the listing rules of the place where the Company's shares are listed or the Articles of Association and as resolved by way of an ordinary resolution of the shareholders' meeting, may have a significant impact on the Company and require adoption by a special resolution.

**Article 80** Where any shareholders request for the convention of an extraordinary shareholders' meeting or a class meeting specified in Chapter 10 of the Articles of Association, the following procedures shall be followed:

- (1) Shareholders who individually or jointly hold no less than ten percent of the Company's voting shares shall have the right to request the board of directors in writing to convene the extraordinary shareholders' meeting. Two or more shareholders that jointly hold ten percent or more of the Company's voting shares in such a meeting shall have the right to sign a copy or more of the request in writing in the same form and content with the proposals to be discussed and request the board of directors to convene an extraordinary shareholders' meeting or a class meeting. The board of directors shall, within ten days after it receives the aforesaid request, decide whether to convene an extraordinary shareholders' meeting or a class meeting and provide a response in writing to the shareholders. If the board of directors decides to convene an extraordinary shareholders' meeting or a class meeting, it shall convene the extraordinary shareholders' meeting or class meeting as soon as possible after it receives the request. The numbers of shares held by the shareholder(s) shall be counted on the date of the request in writing.
- (2) If the board of directors disagrees to convene a meeting or fails to respond within ten days after it receives the aforesaid written request, it shall be deemed that the board of directors is unable or fails to fulfil its duty to convene a shareholders' meeting. Shareholders who individually or jointly hold no less than 10% of the Company's shares may propose in writing to the audit committee to convene an extraordinary shareholders' meeting. If the audit committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice to convene the meeting within five days after it receives the request. If the audit committee fails to convene and preside over the meeting, or fails to respond within ten days after it receives the shareholders' request, shareholders who individually or jointly hold 10% or more of the Company's shares for a continuous period of no less than ninety days may convene and preside over the meeting at their discretion, and the meeting may be conducted in a manner which is as similar as possible to that of shareholders' meetings convened by the board of directors.

If the audit committee or shareholders decide to convene a shareholders' meeting at their discretion, they shall notify the board of directors in writing, and the Company shall bear the necessary expenses for the meeting.

**Article 81** Shareholders' meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his/her duties, the meeting shall be presided over by the vice chairman of the board of directors. If the vice chairman of the board of directors is unable or fails to perform his/her duties, a director of the Company shall be elected by no less than half of the directors to preside over the meeting.

**Article 82** If the chairman of the meeting has any doubt as to the result of the vote, he/she may have the votes counted. If the chairman of the meeting has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the chairman of the meeting may, immediately after the declaration of the result, demand that the votes be counted and the chairman of the meeting shall arrange the vote-counting immediately.

**Article 83** If votes are counted in a shareholders' meeting, the result of the count shall be recorded in the minutes of the meeting.

The minutes shall be kept as corporate records together with the attendance lists of the shareholders present at the meeting and proxy authorisation letter permanently.

## **CHAPTER 10: SPECIAL PROCEDURES FOR VOTING BY CLASS SHAREHOLDERS**

**Article 84** Those shareholders who hold different classes of shares are class shareholders.

Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association.

**Article 85** Rights conferred on any class of shareholders may not be varied or abrogated unless approved by a special resolution of shareholders' meeting, and by holders of that affected class of shares at a separate class shareholders' meeting convened in accordance with Articles 87 to 91.

**Article 86** The following circumstances shall be deemed to be variation or abrogation of the rights of class shareholders:

- (1) to increase or decrease the number of shares of such class, or to increase or decrease the number of shares of class having voting or distribution rights or privileges equal to or more than those of shares of such class;
- (2) to effect an exchange of all or part of the shares of such class into shares of another class or to effect an exchange or create a right of exchange of all or part of the shares of another class into the shares of such class;
- (3) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of such class;
- (4) to reduce or remove a dividend preference or a liquidation preference during the process of the Company's liquidation, attached to shares of such class;
- (5) to add, remove or reduce conversion rights, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of such class;
- (6) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of such class;
- (7) to create a new class of shares having voting or distribution right or privileges equal to or more than those of the shares of such class;
- (8) to restrict the transfer or ownership of the shares of such class or add such restriction;



- (9) to issue rights to subscribe for, or convert into, shares of such class or another class;
- (10) to increase the rights and privileges of shares of another class;
- (11) to restructure the Company where the proposed restructuring will result in different classes of shareholders bearing a disproportionate burden of responsibilities in such proposed restructuring; and
- (12) to revise or abrogate any provisions of the Articles of Association.

**Article 87** Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' meetings, shall nevertheless have the right to vote at class meetings in respect of matters concerning sub-paragraphs (2) to (8), (11) and (12) of Article 86, but interested shareholder(s) shall not be entitled to vote at such class meetings.

"Interested shareholder(s)", as used in the first paragraph of this Article, means:

- (1) where the Company acquires the shares of the Company pursuant to Article 32 of the Articles of Association, "interested shareholder(s)" shall refer to shareholders who are required to abstain from voting in accordance with the laws, administrative regulations, the listing rules and the regulations of the securities regulatory authority of the place where the Company's shares are listed.
- (2) in the case of a restructuring plan of the Company, "interested shareholder(s)" refers to those shareholders who assume responsibilities to a lesser extent than other shareholders of the same class or those shareholders who enjoy interests different from other shareholders of the same class.

**Article 88** Resolutions of a class meeting shall be passed by votes representing no less than two-thirds of the voting rights held by the shareholders of that class presented at the relevant meeting who, according to Article 87, are entitled to vote thereat.

**Article 89** For class meeting convened by the Company, unless a class meeting is convened concurrently with the annual shareholders' meeting, in which case a written notice shall be given twenty business days prior to the convening of the meetings, a written notice shall be given fifteen days prior to the class meeting to notify all shareholders in the share register of that class of the date, the place and the matters to be considered of the meeting.

**Article 90** Notice of class meetings may only be served to shareholders entitled to vote thereat.

Class meetings shall be conducted in a manner as similar as possible to that of shareholders' meetings. The provisions of the Articles of Association relating to the manner of convening shareholders' meetings shall apply to class meetings.

**Article 91** Except shareholders of other types of shares, shareholders holding Domestic Shares and shareholders holding H Shares are considered as shareholders of different classes.

## **CHAPTER 11: THE BOARD OF DIRECTORS**

### **Section 1 Directors**

**Article 92** The Company shall have a board of directors. The board of directors shall consist of eight to nine directors.

The board of directors consists of one chairman and one vice chairman, with the chairman and vice chairman as executive directors, and three independent directors, who are non-executive directors. The board of directors shall consist of one employee director who is an employee representative.

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

The Company does not have a board of supervisors or supervisors. The functions and powers of the board of supervisors as stipulated in the Company Law and other laws and regulatory requirements are exercised by the audit committee under the board of directors. The specific functions and powers are separately stipulated in the Rules and Procedures for Shareholders' Meetings, Rules and Procedures for the board of directors and Rules and Procedures for the audit committee of the Company.

**Article 93** Non-employee directors shall be elected by the shareholders' meeting. Employee directors shall be elected and removed democratically by the staff of the Company through the staff representative meeting, general staff meeting or otherwise. The senior management of the Company may not serve as an employee director.

The term of office of a director is three years and is eligible for re-election upon expiry of his/her term of office. The term of office of any re-elected directors shall commence from the date of election by a competent authority such as the shareholders' meeting or the staff representative meeting. The term of office of any person who fills the casual vacancy on, or as an addition to the board of directors shall expire at the end of the term of the current session of the board of directors and shall be eligible for re-election.

The chairman and the vice chairman shall be elected and removed by a majority of all directors. The term of office for the chairman and the vice chairman shall be three years, and they may be re-elected and re-appointed.

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

Directors are not required to hold any shares of the Company.

**Article 94** The nominating means and procedures of non-employee directors are as follows:

- (1) the nomination committee of the board of directors or the shareholders who individually or jointly hold no less than three percent of the Company's total shares with voting rights may nominate the candidates for non-independent directors to the board of directors. In principle, directors nominated by the same shareholder and his/her/its related parties shall not be more than one-third of the total number of board members, if the number of substantial shareholders of the Company (the same shareholder and his/her/its related parties are considered as one shareholder) does not exceed five, the number of directors nominated by the same shareholder and his/her/its related parties may be more than one-third of the total number of board members. At the same time, the proportion of directors nominated by each party shall be reasonably determined in accordance with the principle of appropriate dispersion;
- (2) the nomination committee of the board of directors shall avoid being influenced by shareholders, and independently and prudently exercise the right to nominate directors. The nomination committee of the board of directors shall conduct preliminary review of the qualifications and conditions of the candidates for the directors, and propose competent candidates to the board of directors for consideration; upon consideration and approval of the board of directors, the candidates shall be proposed to the shareholders' meeting in the form of a written proposal;
- (3) the candidates for the directors shall, prior to the shareholders' meeting, make written commitments agreeing to accept the nomination, undertaking that the information publicly disclosed is true and complete, and undertaking to duly perform the duties of a director once elected;
- (4) the board of directors shall, prior to convening the shareholders' meeting, disclose detailed information of the candidates to shareholders according to laws, regulations and the Articles of Association in order to ensure that shareholders could have sufficient knowledge of the candidates during voting;
- (5) each candidate shall be voted one by one in the shareholders' meeting; and
- (6) if required to fill a casual vacancy, the nomination committee of the board of directors or the shareholders satisfying conditions for nomination shall submit the proposal to the board of directors for consideration. The election or replacement shall be conducted in the shareholders' meeting.

**Article 95** A director may resign before expiration of his/her term. The resigning director shall submit a resignation report in writing to the board of directors.

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

Except as specified in the preceding paragraph, the director's resignation shall be effective when the written resignation report is served to the board of directors.

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

**Article 96** In the absence of a legal authorisation by the Articles of Association or by the board of directors, no director may represent the Company or the board of directors in his/her name. When a director acts in his/her name, insofar as a third party would reasonably think that such director is representing the Company or the board of directors, that director should declare his/her position and capacity in advance.

**Article 97** When a director violates laws, regulations or the Articles of Association while performing his/her duties, and causes losses to the Company, he/she should be responsible to compensate.

**Article 98** Subject to relevant laws and administrative regulations, the shareholders' meeting shall have power by ordinary resolution to remove a non-independent director before the expiration of his/her term of service, and by special resolution to remove an independent director before the expiration of his/her term of service (but without prejudice to any claim for damages under any contract by such director).

Directors shall attend in person no less than two-thirds of the on-site meetings of the board of directors every year. If they are unable to attend in person for some reason, they may entrust other directors in writing to attend on their behalf. In principle, a director can accept the entrustment of at most two directors who do not attend the meeting in person. When considering related party transactions, non-related directors shall not entrust related directors to attend the meeting on their behalf.

Where a director fails to attend meetings of the board of directors and has not appointed a representative to attend the meetings on his/her behalf for two consecutive times, he/she shall be deemed as incapable to perform his/her duty. The board of directors shall propose the shareholders' meeting to remove the director.

## **Section 2 Independent Directors**

**Article 99** The Company shall set up the policies of independent directors. Independent directors refer to the directors who hold no position in the Company other than the position of director, and who maintain no relations with the Company and its shareholders and de facto controllers that might affect them from making objective judgments independently. At least one independent director of the Company should be finance or accounting professional.

The independent directors' period of office shall be three years and renewable upon re-election but shall not exceed six years.

**Article 100** An independent director shall meet the following basic requirements:

- (1) with qualifications required to be a director of listed companies according to laws, administrative regulations, listing rules of the stock exchange on which the Company's shares are listed and other relevant provisions;
- (2) meeting the independence requirements as stated in the listing rules of the stock exchange on which the Company's shares are listed and being capable of performing his/her duties independently and not affected by substantial shareholders, de facto controller or other institutions or individuals who or which has a material interest in the Company;
- (3) with basic knowledge on the operation of listed companies and being familiar with relevant laws, administrative regulations, rules and regulations;
- (4) with no less than five years' working experience in law, economics, finance, finance and accounting or other fields conducive to performing his/her duties as an independent director and being the professionals in the fields of economics, finance, law or finance and accounting;
- (5) being capable of judging the Company's operation management and risk profile from the Company's financial statements and statistical statements;
- (6) being familiar with the Company's governance structure, the Articles of Association and the duties of the board of directors, and knowing very well about the rights and obligations of the directors;
- (7) other requirements set forth in the Articles of Association.

**Article 101** Apart from those who shall not act as directors of the Company, the following persons shall not act as an independent director of the Company as well:

- (1) the principal and his/her close relatives who in aggregate hold no less than one percent of the Company's shares;
- (2) the principal or his/her close relatives working in a shareholder unit that holds no less than one percent of the Company's shares;
- (3) the principal or his/her close relatives who take office in the Company or in an institution controlled or actually controlled by the Company;
- (4) the principal or his/her close relatives who take office in an institution which fails to duly repay the debts of the Company;
- (5) the principal or his/her close relatives who take office in an institution having business relation in areas of law, accounting, audit, management consultancy and guarantee cooperation or having credit and debt interest in the Company, thus impeding his/her independence in the performance of duties;
- (6) the principal or his/her close relatives who may be controlled or materially impacted by the Company's substantial shareholders and senior management, thus impeding his/her independence in the performance of duties;

- (7) the principal who has taken office in similar types of companies;
- (8) the principal who has served as an independent director in no less than five domestic and overseas enterprises; and
- (9) other persons who are not allowed to serve as independent directors as stipulated by the banking regulatory authority, the securities regulatory authorities of the place where the shares of the Company are listed, and other relevant regulatory authorities.

The close relatives mentioned in this article include spouse, parents, children, siblings, grandparents and maternal grandparents.

**Article 102** The nomination committee of the board of directors or the shareholders who individually or jointly hold no less than one percent of the Company's total shares with voting rights may recommend the candidates for independent directors to the board of directors. Shareholders and their related parties who have already nominated non-independent directors shall not nominate independent directors in principle. However, if all substantial shareholders have already nominated non-independent directors, shareholders who have already nominated non-independent directors and their related parties may nominate additional independent directors, and the effectiveness of internal checks and balances within the board of directors and the independence of directors shall be ensured at the same time.

The qualifications of nominated candidates for independent directors shall be reviewed by the nomination committee of the board of directors, and the review focuses on independence, professional knowledge, experience and ability, etc. The independent directors shall be elected by the shareholders' meeting, and the appointment shall be reported to banking regulatory authority for approval of qualifications.

**Article 103** An independent director may resign prior to the expiration of his/her term of office. Such independent director shall continue to perform his/her duties until the resignation is approved by the board of directors.

An independent director who intends to resign shall submit a written resignation report to the board of directors and submit a written statement at the most recently held shareholders' meeting to specify any circumstances related to the resignation or facts which he/she believes as necessary to draw the attention of shareholders and creditors to.

Provided that the independent director's resignation causes the number of independent directors to fall below three or one-third of the number of board members, the leaving independent director shall, prior to a new independent director taking his/her office, continue to perform his/her duties as a director, save for those resigning or being removed due to loss of independence.

**Article 104** The independent directors shall ensure that they have sufficient time and energy to effectively perform their duties, and work for the Company for at least fifteen working days annually.

An independent director may entrust another independent director to attend the board meeting on his/her behalf, and shall not entrust a non-independent director to attend on his/her behalf. However, if he/she fails to attend the board meeting in person for three consecutive times, he/she shall be deemed to have failed to perform his/her duties, and the Company shall hold a shareholders' meeting within three months to remove him/her from his/her position and elect a new independent director.



**Article 105** An independent director shall have the following special powers other than those stipulated in the Company Law and other relevant laws, regulations, listing rules of the stock exchange on which the shares of the Company are listed and the Articles of Association:

- (1) to propose to the board of directors to convene an extraordinary shareholders' meeting, with the consent of no less than half of all independent directors and no less than two independent directors;
- (2) to propose to convene an extraordinary board meeting, with the consent of no less than two independent directors; and
- (3) subject to consent from all independent directors and at the Company's expenses, to appoint external auditor or consulting organisation independently to audit and advise on detailed matters of the Company.

**Article 106** An independent director shall provide objective, fair and independent opinions on the matters discussed at shareholders' meetings or board meetings, particularly the following:

- (1) material connected party transactions;
- (2) nomination, appointment and removal of directors, and appointment and removal of senior management;
- (3) remuneration of directors and senior management;
- (4) profit distribution plans;
- (5) appointment or dismissal of the accounting firms for periodic statutory audits of the Company's financial reports;
- (6) matters that may have significant impact on the legitimate interests of the Company, minority shareholders and financial consumers in the opinion of independent directors;
- (7) matters that may cause significant losses to the Company in the opinion of independent directors; and
- (8) other matters specified by laws, administrative regulations, rules or the Articles of Association.

**Article 107** The independent director shall not be dismissed without proper reason before the term of his/her office expires. If an independent director is dismissed by the Company before the term of his/her office expires, the Company shall disclose the dismissal as special disclosure matter.

**Article 108** An independent director shall be deemed to have committed gross neglect of duty under any of the following circumstances if such independent director:

- (1) has disclosed the trade secret and impaired the lawful interest of the Company;
- (2) has accepted undue benefit during the course of performing his/her duties, or has sought private gains by taking advantage of his/her status of acting as an independent director;

- (3) has failed to raise an objection despite being fully aware that the resolution of the board of directors has violated the laws, administrative regulations or the Articles of Association;
- (4) has failed to exercise his/her veto power in connection with a connected transaction which will cause significant losses to the Company; and
- (5) is engaged in any other gross neglect of duty as prescribed by the banking regulatory authority.

If an independent director is disqualified by the banking regulatory authority on the ground that he/she has committed gross neglect of duty, he/she shall be automatically removed from his/her duty since the date of disqualification.

**Article 109** The board of directors shall have the right to propose the dismissal of an independent director at a shareholders' meeting if such director:

- (1) has committed material dereliction of duty;
- (2) does not resign from his/her position when he/she is not or no longer qualified to act as an independent director;
- (3) fails to attend three consecutive board meetings in person, or fails to appoint another independent director on his/her behalf for two consecutive board meetings in his/her absence, or attends in person less than two-thirds of the total number of the board meetings within one year;
- (4) fails under other circumstances as provided for in laws, administrative regulations and rules under which an independent director is no longer suitable for holding such position.

**Article 110** If the board of directors proposes the dismissal of an independent director at a shareholders' meeting, it shall send a written notice to the independent director concerned one month prior to the convening of the shareholders' meeting. The independent director shall have the right to give his/her representations orally or in writing before voting, and shall have the right to submit his/her representations to the banking regulatory authority five days prior to the convening of the shareholders' meeting. Shareholders shall vote at the shareholders' meeting after considering the representations of such independent director.

**Article 111** The Company shall pay remuneration and allowance to independent directors. The standard for such payment shall be set by the board of directors, and considered and adopted at a shareholders' meeting.

**Article 112** As regard to the policies of independent directors, if not provided in this section, the provisions of relevant laws, regulations, rules and listing rules of the stock exchange where the shares of the Company are listed shall apply.

### **Section 3 Board of Directors**

**Article 113** The board of directors exercises the following functions and powers:

- (1) to convene shareholders' meeting and to report its work to the shareholders' meeting;
- (2) to implement the resolutions of the shareholders' meeting;
- (3) to formulate the Company's medium-to-long term strategic development plans and supervise the implementation of such strategies; to determine the business schemes and investment proposals of the Company;
- (4) to formulate the Company's annual financial budgets plan and final accounts plan;
- (5) to formulate the Company's profit distribution plan and loss recovery plan;
- (6) to formulate proposals for the increase or reduction of the Company's registered capital and to formulate and approve the detailed plans for the issue of the bonds under the annual plan for the issue of the bonds approved at the shareholders' meeting, among others, the asset-backed securitisation launched by the Company;
- (7) to formulate plans for the material acquisition, repurchase of the Company's shares or merger, division, dissolution or change of corporate form of the Company;
- (8) to determine the structure of internal management departments of the Company and the plan regarding the establishment, merger, transfer, division, restructuring, dissolution, bankruptcy, or change of corporate form of the Company's branches and major subsidiaries, except for those that shall be submitted to the shareholders' meeting for approval in accordance with the provisions of the Articles of Association;
- (9) to elect the chairman and vice chairman of the board of directors of the Company;
- (10) to appoint or dismiss the President and secretary of the board of directors of the Company, and to determine their remuneration, rewards and penalties; to appoint or dismiss chairmen of all special committees under the board of directors;
- (11) pursuant to the President's nominations to appoint or dismiss a Vice President, chief financial officers and other senior management, to decide on their remuneration, incentive and punishment and to supervise the performance of duties by the senior management;
- (12) to formulate the Company's basic management policies and terms of reference of all special committees under the board of directors;
- (13) to propose plans for amendments to the Articles of Association, Rules and Procedures for Shareholders' Meetings and Rules and Procedures for the board of directors;
- (14) to propose the Company's equity incentive scheme;
- (15) to be responsible for the matters in relation to the information disclosure of the Company and to assume the ultimate responsibility for the authenticity, accuracy, completeness and timeliness of accounting and financial reporting;

- (16) to determine the establishment of special committees and to elect their members;
- (17) to determine the Company's risk management system which includes risk appetite, risk assessments, financial control, internal audit and legal risk control and monitor its implementation; to formulate the Company's policies on risk tolerance, risk management and internal control and to assume the ultimate responsibility for overall risk management;
- (18) to propose the appointment, re-appointment or dismissal of the accounting firm for periodic statutory audits of the Company's financial reports to the shareholders' meeting;
- (19) to listen to the regular or non-regular work reports from the Company's President or the other management which is entrusted by the President;
- (20) to consider and approve the external donation that is no less than three million yuan;
- (21) to consider and approve the major financial accounting policies and accounting estimates changes;
- (22) to determine the staff establishment, compensation plan and performance appraisal of the senior management;
- (23) to consider the material equity investments, bond investments, acquisition of assets, disposition of assets, write off of assets, mortgage of assets and external guarantee except for those which shall be approved by the shareholders' meeting in accordance with the Articles of Association;
- (24) to formulate the capital plans of the Company and to assume the ultimate responsibility for capital or solvency management;
- (25) to consider the material related party transactions which shall be approved by the board of directors pursuant to the laws, regulations and listing rules of the place on which the Company's shares are listed, and to assume the ultimate responsibility for the management of related party transactions;
- (26) to regularly evaluate and improve corporate governance, to safeguard the legitimate rights and interests of financial consumers and other stakeholders, and to establish a mechanism for identifying, reviewing and managing conflicts of interest between the Company and shareholders, especially substantial shareholders; to assume the ultimate responsibility for consumer rights protection work;
- (27) to assume responsibility for the management of shareholder's affairs;
- (28) to formulate data strategies, to approve or authorise the approval of major matters related to data governance, to urge senior management to improve the effectiveness of data governance, and to assume the ultimate responsibility for data governance; and
- (29) to exercise other functions and powers conferred by laws, regulations, listing rules of the place where the Company's shares are listed, the shareholders' meeting or the Articles of Association.

Resolutions relating to the above, with the exception of sub-paragraphs (5), (6), (7), (10), (11), (13), (22), (23), (24) and (25) which shall require the consent of no less than two-thirds of the directors, shall require the consent of a majority of the directors. The board of directors shall carry out its duties in accordance with the PRC laws, administrative regulations, the Articles of Association and resolutions of the shareholders.

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

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

**Article 114** The chairman of the board of directors shall exercise the following powers:

- (1) to preside over shareholders' meetings and to convene and preside over meetings of the board of directors;
- (2) to urge and check on the implementation of resolutions passed by the board of directors at directors' meetings and to be briefed on relevant reports;
- (3) to urge and organise to formulate the rules for the operation of the board of directors and to coordinate the operation of the board of directors;
- (4) to sign the securities certificates issued by the Company;
- (5) to sign the significant documents of the board of directors;
- (6) to sign the significant documents with legal effectiveness on behalf of the Company;
- (7) where there is emergency of force majeure such as serious natural disasters, to exercise the special right of disposal of the Company in accordance with the laws and for the interest of the Company, and report to the board of directors and shareholders' meeting afterwards;
- (8) to exercise other powers specified in laws, regulations or the Articles of Association and conferred by the board of directors.

When the chairman is unable to exercise his/her powers, such powers shall be exercised by the vice chairman who has been designated by the chairman to exercise such powers on his/her behalf.

**Article 115** The vice chairman assists the chairman of the board of directors. When the chairman is unable to perform his/her duties and fails to designate a vice chairman to perform the duties on his/her behalf or fails to perform his/her duties, the vice chairman shall perform the duties. If the vice chairman is unable or fails to perform his/her duties, no less than half of the directors may nominate a director to perform the duties.

**Article 116** The meetings of the board of directors are divided into regular meetings and extraordinary meetings. Regular meetings shall be held at least four times every year, which shall be convened by the chairman of the board of directors and notice of such meeting shall be delivered to all directors at least fourteen days prior to the date of meeting.

Extraordinary meetings of the board of directors shall be held in any of the following circumstances:

- (1) by request of no less than one-third of directors;
- (2) by request of the audit committee;
- (3) by request of no less than two independent directors;
- (4) where the chairman of the board of directors deems necessary;
- (5) by request in writing by shareholders who hold 10% or more of the shares with voting rights of the Company; or
- (6) by request of the President.

**Article 117** Notice of periodic meetings and extraordinary meetings of the board of directors shall be delivered by a dedicated person, telephone, email or other electronic means of communication. The time limit for the delivery of notice of regular meetings of the board of directors shall be at least fourteen days prior to the date of the meeting. The notice of extraordinary meetings shall be delivered to all of the directors three days prior to the date of meeting. In case of an urgent business, extraordinary meetings can be subject to no time limit, provided that the convener of the board of directors shall make necessary explanations at the meeting.

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

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

**Article 118** Meetings of the board of directors may be held on-site (including on-site or via conference call, video conference) or by written resolutions. If the meetings of the board of directors are telephone conferences or video conferences, it shall be ensured that the participating directors are able to hear clearly other directors' speeches and are able to communicate with each other. Where the directors are not able to sign the meeting minutes immediately at such meetings, they shall cast their votes orally and complete the signing on written resolutions as soon as possible. Oral voting by the directors shall have the same effect as signature in writing, but the signature in writing shall comply with the earlier oral voting at the meetings. If there is any discrepancy between such signature and oral voting, the oral voting shall prevail.



If the meetings of the board of directors are convened by means of adopting written resolutions, i.e. by delivering the resolution for review in counterparts or by circulating it among the directors in turn, directors or other directors entrusted by them shall write “for”, “against” or “abstain” on the vote clearly. Once the number of directors who sign in favour of a resolution reaches the quorum as required by the Articles of Association, the resolution shall be deemed adopted. Matters requiring the consent of no less than two-thirds of all directors, including but not limited to profit distribution plan, remuneration plan, major investment, major asset disposal plan, appointment or dismissal of senior management, capital supplement plan and other major matters, shall not be voted by written resolutions.

**Article 119** Meetings of the board of directors shall be held only if a majority of the directors are present, unless otherwise provided for considering the related party transaction matters as provided in Article 121 of the Articles of Association.

Each director shall have one vote. Unless otherwise provided for related party transaction matters in Article 121 of the Articles of Association, a resolution of the board of directors must be passed by more than half or no less than two-thirds of all of the directors of the Company.

When the number of votes for and against a resolution is equal, the chairman of the board of directors shall be entitled to one additional vote.

**Article 120** Directors shall attend the meetings of the board of directors in person. Where a director is unable to attend a meeting for any reason, he/she may appoint another director by a written power of attorney specifying the scope of the authorisation to attend the meeting on his/her behalf.

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

**Article 121** When a director has an associated relationship with an enterprise (which means the director acts as a director or senior management of the counterparty, or acts as a director or senior management in a legal person entity which can exercise direct or indirect control over the counterparty, or in a legal person entity under direct or indirect control of the counterparty) which is involved with a resolution to be decided at a board meeting, he/she cannot vote on that resolution, and cannot vote on behalf of other directors. The board meeting may be held if not less than two-thirds of all the directors who have no relevant interest in the resolutions attend. Resolutions made by the board of directors’ meeting shall be passed by no less than two-thirds of the votes of all the directors who have no relevant interest in the resolutions. Where less than three directors who have no material interest in the resolutions attend the board meeting, the board of directors shall refer such matters to shareholders’ meeting for review.

**Article 122** The board of directors shall keep minutes of resolutions passed at on-site meetings of the board of directors. The minutes shall be signed by the directors present at the meeting and the secretary of the board of directors. If the directors have different opinions on the minutes of the meeting, they may add supplementary explanations when signing. The minutes shall be kept permanently. The directors shall be liable for the resolutions of the board of directors. If a resolution of the board of directors violates the laws, administrative regulations or the Articles of Association and the Company suffers material losses as a result thereof, the directors who participated in the passing of such resolution are liable to compensate the Company therefor. However, if it can be proven that a director expressly objected to the resolution when the resolution was voted on, and that such objection was recorded in the minutes of the meeting, such director may be released from such liability.

The Company shall also record the on-site meeting of the board of directors by means of audio or video recording, etc.

**Article 123** The reasonable fees for the directors to attend the meeting of the board of directors shall be borne by the Company, including inter-city travel expenses for the director traveling to the place of the meeting (if different) from his/her place, fees for business meal and accommodation during the meeting and local travel expenses etc.

## **CHAPTER 12: SECRETARY OF THE BOARD OF DIRECTORS**

**Article 124** The Company shall have one secretary of the board of directors. The secretary is the Company's senior management, who shall be nominated by the chairman of the board of directors, appointed and dismissed by the board of directors and responsible for the board of directors.

**Article 125** The secretary of the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. His/her major duties include the following:

- (1) to assist the directors in handling the daily work of the board of directors, to provide the directors with or, remind them of and ensure that they understand the regulations, policies and requirements of the relevant regulatory authorities in relation to the Company's operation; and to assist the directors and the President in complying with the relevant laws, regulations, regulatory documents, the Articles of Association and other relevant provisions when exercising their powers;
- (2) to organise and prepare the documents for shareholders' meeting and board meetings, to ensure minutes of the meetings are recorded and the decisions of such meetings are in compliance with the statutory procedures, and to monitor the execution of the resolution by the board of directors;
- (3) to organise and coordinate information disclosure with the aim of enhancing the transparency of the Company, and to ensure that the Company prepares and submits the reports and documents required by the regulatory authorities in accordance with laws;
- (4) to be responsible for investor relations, to coordinate the relationship between the Company and the regulatory authorities, intermediaries, media and to coordinate public relations;
- (5) to assist the board of directors in preparing and revising documentation for corporate governance of the Company, and to establish a scientific decision making mechanism and corporate governance procedure;

- (6) to organise to maintain the registers of the shareholders and directors and the documents and minutes of the shareholders' meeting, board meetings and meetings of special committees under the board of directors, and to ensure the availability of the relevant minutes and documents of the Company for access by people entitled thereto in a timely manner; and
- (7) to perform other duties stipulated in the laws, regulations, regulatory documents and the Articles of Association and authorised by the board of directors.

**Article 126** A director or senior management of the Company other than the President and chief accountant may also act as the secretary of the board of directors. Any accountant from the accounting firm which has been appointed by the Company to act as its auditors shall not act as the secretary of the board of directors.

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

### **CHAPTER 13: SPECIAL COMMITTEES UNDER THE BOARD OF DIRECTORS**

**Article 127** The board of directors shall set up certain special committees including strategic decision committee, risk management and internal control committee, related party transaction control committee, audit committee, remuneration committee, nomination committee and social responsibility and consumer rights protection committee.

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

**Article 128** The members of the special committees shall be composed of directors and shall have the professional knowledge or work experience commensurate with the duties of the special committees. The proportion of independent directors in the nomination and remuneration committees shall not be less than percentage requirements stipulated in the Hong Kong Listing Rules. The audit, nomination, remuneration, and related party transaction control committees shall be chaired or headed by an independent director. The audit committee shall consist of no less than three members, with more than half being independent directors. Members shall have professional knowledge and work experience in one aspect of finance, auditing, accounting or law, and shall also meet appropriate professional qualifications or expertise as stipulated in the Hong Kong Listing Rules. At the same time, the Company shall adopt effective internal management measures to prevent issues such as one shareholder dominating or substantial shareholders exercising control.

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

**Article 129** The primary duties of the strategic decision committee are as follows:

- (1) to research on the Company's medium-to-long term strategic development plans, business schemes and investment proposals, and make review suggestions;
- (2) to listen to reports assessing risk factors that may affect the implementation of the Company's strategic development plan regularly, and make suggestions;
- (3) to make suggestions on the adjustment and change of the Company's business scope and main businesses;
- (4) to research on major investment and financing plans that must be approved by the board of directors as stipulated in the Articles of Association, and make suggestions;
- (5) to research on major capital operations and asset operation projects that must be approved by the board of directors as stipulated in the Articles of Association, and make suggestions;
- (6) to research on other major issues affecting the Company's development and make suggestions;
- (7) to supervise and inspect the implementation of sub-paragraphs (1) to (6); and
- (8) other matters prescribed by laws, administrative regulations, regulatory requirements, listing rules of the place where the Company's shares are listed, the Articles of Association or as authorised by the board of directors.

**Article 130** The primary duties of the risk management and internal control committee are as follows:

- (1) to supervise the establishment, improvement and effective implementation of the comprehensive risk management system by senior management, and to consider the overall objectives, basic policies and important policies of the Company's risk management and internal control;
- (2) to supervise the Company's senior management's control on credit risk, liquidity risk, market risk, operational risk, compliance risk, information technology risk, reputational risk, leased properties value risk, concentration risk, country risk, money laundering and sanctions risk, strategic risk and other risks;
- (3) to review the operation of the Company's risk management and internal control mechanisms and make suggestions for improvements, and to conduct at least one annual review of the effectiveness and adequacy of the risk management and internal control systems and internal audit functions; to make a regular assessment of the Company's risk policies, management status and risk-tolerance capacity;
- (4) to report major matters on risk management and internal control to the board of directors of the Company, conduct risk assessments for major decisions, consider solutions to major risks, and provide professional opinions and recommendations;

- (5) based on the external environment and the Company's risk profile, and in conjunction with the Company's business strategy and risk-tolerance, review the Company's risk appetite, make suggestions for major adjustments to the risk appetite, and report to the board of directors in a timely manner;
- (6) other matters prescribed by laws, administrative regulations, regulatory requirements, listing rules of the place where the Company's shares are listed and the Articles of Association or as authorised by the board of directors.

**Article 131** The primary duties of the related party transaction control committee are as follows:

- (1) to review the list of related parties, listen to or review reports on accountability for matters such as failure to report related parties in accordance with regulations and conducting related party transactions in violation of regulations;
- (2) to be responsible for managing the related party transactions, reviewing and improving the Company's related party transaction management policies, and supervising the establishment, improvement, and effective implementation of the related party transaction management system;
- (3) to review matters requiring approval of the board of directors, such as major related party transactions, continuous related party transactions and unified transaction agreements, so as to form resolutions and recommendations, and submit the same to the board of directors for approval in a timely manner, or submit the same via the board of directors to the shareholders' meeting for approval;
- (4) to focus on the compliance, fairness, and necessity of major or special related party transactions, and prevent and control foreseeable risks associated with related party transactions;
- (5) to file and supervise general related party transactions that have been approved in accordance with the Company's related party transaction management policies and authorisation procedures;
- (6) to review related party transaction reports and make recommendations to the board of directors on relevant work;
- (7) other matters required by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed and the Articles of Association or as authorised by the board of directors.

**Article 132** The primary duties of the audit committee are as follows:

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

- (3) to require directors and senior management to rectify their conduct when such conduct harms the interests of the Company;
- (4) to propose convening an extraordinary shareholders' meeting, and to convene and preside over the shareholders' meeting when the board of directors fails to perform its duties of convening and presiding over the shareholders' meeting;
- (5) to submit proposals to the shareholders' meeting;
- (6) to propose convening an extraordinary meeting of the board of directors;
- (7) to initiate proceedings against directors not being members of the audit committee and senior management in accordance with the provisions of Article 46 of the Articles of Association;
- (8) to consider and approve the internal control evaluation proposal of the Company, and supervise and evaluate the internal control efforts of the Company;
- (9) to ensure that internal audit work is supported with sufficient resources and holds an appropriate status; to, as authorised by the board of directors, review important internal audit policies and reports, approve medium-to-long term audit plans and annual audit plans, supervise and evaluate the internal audit work of the Company, and report to the board of directors;
- (10) to propose the appointment or dismissal of the accounting firm responsible for conducting periodic statutory audits of the Company's financial reports, to supervise the work of the accounting firm and to review the report of the accounting firm to ensure that the accounting firm assumes the corresponding audit responsibilities;
- (11) to coordinate communication between the internal audit department of the Company and the accounting firm, and to supervise the relationship between them;
- (12) other matters prescribed by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed, the Articles of Association, the Rules and Procedures for Shareholders' Meetings, the Rules and Procedures for the board of directors and the Rules and Procedures for the Audit Committee, or as authorised by the board of directors.

**Article 133** The primary duties of the remuneration committee are as follows:

- (1) to organise the formulation of remuneration policy and plan of directors and senior management and submit to the board of directors for approval, and propose remuneration distribution plan according to the performance evaluation of directors and senior management and submit to the board of directors for approval;
- (2) other matters prescribed by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed and the Articles of Association or as authorised by the board of directors.



**Article 134** The primary duties of the nomination committee are as follows:

- (1) to formulate procedures and standards for the election of directors and senior management and make recommendations to the board of directors;
- (2) to make recommendations to the board of directors on the nomination of the candidates for directors, Presidents and board secretary;
- (3) to preliminarily examine the eligibility of the candidates for directors and senior management;
- (4) to make recommendations to the board of directors on the nomination of candidates for chairmen and members of the special committees of the board of directors;
- (5) to examine the structure and composition of the board of directors, and make suggestions to the board of directors;
- (6) to review the work performance of the board of directors;
- (7) to review the succession planning of board members and make suggestions to the board of directors;
- (8) to supervise the implementation of the procedures and standards for the selection and appointment of directors and senior management to ensure that they meet the needs of the Company and satisfy regulatory requirements, and reflect good corporate governance requirements; and
- (9) other matters prescribed by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed and the Articles of Association or as authorised by the board of directors.

**Article 135** The primary duties of the social responsibility and consumer rights protection committee are as follows:

- (1) to consider major issues and important policies of the Company in terms of ESG, including the assessment of the importance of ESG-related matters in the process of operation and management, consider or report to the board of directors significant ESG-related matters, and submit to the board of directors for approval of the annual ESG report;
- (2) to supervise senior management to establish and promote the concepts of green development characterised by conservation, low-carbon practices, environmental protection, and sustainable development within the Company, analyse and assess the risks and opportunities related to the environment, and establish a sustainable development model that achieves mutual benefits with society;
- (3) to study major issues and important policies on consumer rights protection, guide and supervise the establishment and improvement of the consumer rights protection system, and ensure that the relevant institutional requirements are compatible with corporate governance, corporate culture development and business development strategies;

- (4) to consider the annual work report on consumer rights protection submitted by the Company's senior management, provide relevant recommendations, and submit the report to the board of directors for review; supervise the implementation of consumer rights protection requirements and corrective actions;
- (5) to provide opinions on annual external donation matters that are subject to the consideration and approval of the board of directors and submit the same to the board of directors for approval; and
- (6) to consider other matters stipulated by laws, administrative regulations, regulatory requirements, the listing rules of the place where the Company's shares are listed and the Articles of Association, or as authorised by the board of directors.

## **CHAPTER 14: PRESIDENT OF THE COMPANY**

**Article 136** The Company shall have one President, appointed or removed by the board of directors. The qualification of the President must be approved by the banking regulatory authority prior to his/her service.

**Article 137** The President shall be accountable to the board of directors and shall exercise the following functions and powers:

- (1) to be in charge of the Company's operation and management, and to organise the implementation of the resolutions of the board of directors, and report to the board of directors;
- (2) to organise the implementation of the Company's medium-to-long term strategic development plans;
- (3) to organise the implementation of the Company's business plan and investment plans;
- (4) to organise and implement the Company's annual financial budget plan and final financial plan;
- (5) to draft plans for the establishment of the Company's internal management bodies;
- (6) to draft the Company's fundamental management policies, and formulate specific policies, operational procedures, work guidelines and other detailed rules and regulations of the Company;
- (7) to propose to the board of directors the appointment or dismissal of the Company's Vice Presidents, Chief Officers and other senior management;
- (8) to formulate the breakdown scheme of the Company's internal operational indicators and the scheme of performance assessments;
- (9) to decide to appoint or dismiss management personnel other than those required to be appointed or dismissed by the board of directors;
- (10) other functions and powers conferred by the Articles of Association or the board of directors.

**Article 138** The President shall attend meetings of the board of directors.

**Article 139** The President, when performing his/her functions and powers, shall act with loyalty and diligence in accordance with laws, administrative regulations and the Articles of Association.

## **CHAPTER 15: THE QUALIFICATIONS AND DUTIES OF THE DIRECTORS, PRESIDENT AND OTHER SENIOR MANAGEMENT OF THE COMPANY**

**Article 140** A person may not serve as a director, President or other senior management of the Company in any of the following circumstances:

- (1) a person without legal capacity or with restricted legal capacity;
- (2) a person who has been sentenced for corruption, bribery, infringement of property, misappropriation of property or sabotaging the order of a socialist market economy, where less than five years have lapsed since the sentence was served, or a person who has been deprived of his/her political rights and not more than five years have lapsed since the sentence was served, or a person who has been granted probation and not more than two years since the probationary period;
- (3) a person who is a director, factory manager or manager of a company or enterprise which has been dissolved or put into liquidation and who was personally liable for the insolvency of such company or enterprise, where less than three years have elapsed since the date of completion of the insolvent liquidation of the company or enterprise;
- (4) a person who is a legal representative of a company or enterprise, the business license of which was revoked and was ordered to be closed down due to violation of law and who is personally liable therefor, where less than three years have elapsed since the date of the revocation of the business license and being ordered to be closed down;
- (5) a person who has a relatively large amount of debts due and outstanding and is listed as a dishonest debtor by the People's Court;
- (6) a person who is currently under investigation by the legal authority for violation of criminal law which is not yet closed;
- (7) a non-natural person;
- (8) a person who is convicted of contravention of relevant securities regulations provisions by relevant competent authorities, and such conviction involves a fraudulent act or dishonesty, where not more than five years have elapsed since the date of the conviction; and
- (9) other circumstances where a person is prohibited from serving as a corporate leader provided by laws, administrative regulations, the listing rules and regulations of the securities regulatory authorities of the place where the shares of the Company are listed.

Any person who serves as an administrative employee other than a director in the institution of the Controlling Shareholder of the Company may not serve as a senior management of the Company.

**Article 141** Any election or appointment of a director or employment of senior management in violation of the provisions of Article 140 of the Articles of Association shall be invalid.

If a director or senior management falls under any of the circumstances listed in the first paragraph of Article 140 of the Articles of Association during his/her term of office, the Company shall remove him/her from their positions.

**Article 142** In addition to the obligations imposed by laws, administrative regulations or the listing rules of the stock exchange on which shares of the Company are listed, each of the Company's directors, President and other senior management shall owe the following duties to each shareholder when exercising the functions and powers entrusted to him/her by the Company:

- (1) not to cause the Company to exceed the scope of business stipulated in its business license;
- (2) to act honestly and in the best interests of the Company;
- (3) not to expropriate the Company's property in any way, including (without limitation to) usurpation of opportunities advantageous to the Company;
- (4) not to expropriate the individual rights of shareholders, including (without limitation to) rights to distribution and voting rights except for the restructuring of the Company which has been submitted to the shareholders' meeting for approval in accordance with the Articles of Association.

**Article 143** The Company's directors, President and other senior management owe a duty of loyalty to the Company and shall take measures to avoid conflicts of interest between their own interests and those of the Company. They shall not use their functions and powers to obtain improper benefits.

The Company's directors, President and other senior management owe a duty of diligence to the Company and shall exercise reasonable care as a manager would typically exercise in performing his/her duties for the best interests of the Company.

**Article 144** Each of the Company's directors, President and other senior management shall perform his/her duties in accordance with the following principles:

- (1) to exercise powers within the scope of his/her powers, without exceeding such scope;
- (2) to exercise the discretion vested in him/her personally and not to allow himself/herself to act under the control of another and, unless and to the extent permitted by laws, administrative regulations or with the informed consent of shareholders given in a shareholders' meeting, not to delegate the exercise of his/her discretion to other person;
- (3) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;
- (4) not to encroach on the Company's property or misappropriate the Company's funds;
- (5) not to open accounts in his/her own name or other names for the deposit of the Company's funds;

- (6) not to exploit his/her position to accept bribes or other illegal income;
- (7) not to accept commissions from others for transactions with the Company as his/her own;
- (8) not to disclose the Company's secrets without authorisation;
- (9) unless otherwise provided for in the Articles of Association or except with the informed approval of the board of directors or the shareholders' meeting, not to enter into any contract or transaction with the Company directly or indirectly;
- (10) not to use his/her position to seek commercial opportunities which belong to the Company for himself/herself or others. However, except for any of the following circumstances:
  - (i) having reported to the board of directors or shareholders' meeting and obtained approval from the board of directors or by resolution of shareholders' meeting in accordance with the provisions of the Articles of Association;
  - (ii) the Company cannot utilise the commercial opportunities as prescribed by laws, administrative regulations or the Articles of Association.
- (11) not to engage in or facilitate others in engaging in same type of businesses as the Company where he/she is employed without reporting to the board of directors or the shareholders' meeting and obtaining approval from the board of directors or by resolution of shareholders' meeting in accordance with the provisions of the Articles of Association;
- (12) not to impair the interests of the Company for the interests of shareholders, and not to impair the legitimate rights and interests of stakeholders;
- (13) to truthfully inform the Company of his/her own jobs and part-time jobs, to ensure that the job status meets regulatory requirements with no conflict of interest with the Company. In accordance with relevant regulations, to timely report related relationships, concerted action relationships and changes to the board of directors, and to strictly abide by relevant regulations on connected transactions and avoidance of performance of duties.

**Article 145** Each director, President and other senior management of the Company shall not cause the following persons or institutions (associates) to do what he/she is prohibited from doing:

- (1) the spouse or minor child of the director, President and other senior management;
- (2) a person acting in the capacity of trustee of the director, President and other senior management or of any person referred to in sub-paragraph (1) of this Article;
- (3) a person acting in the capacity of partner of the director, President and other senior management or any person referred to in sub-paragraphs (1) and (2) of this Article;
- (4) a company in which the director, President and other senior management, whether alone or jointly with the persons referred to in sub-paragraphs (1), (2) and (3) of this Article or other directors, President and other senior management of the Company, have a de facto controlling interest; and

- (5) the directors, President and other senior management of the controlled company set out in sub-paragraph (4) of this Article.

**Article 146** The loyal duties of the directors, President and other senior management of the Company do not necessarily cease with the termination of their tenure when they propose to resign or when their tenure expires. The duty to keep confidential trade secrets of the Company survives after the termination of their office, until the secrets become publicly available. The continuous period of other duties shall be determined according to the principle of fairness, depending on the time lapse between the act concerned and the termination and the circumstances and the conditions under which the relationships between them and the Company are terminated.

**Article 147** Where a director, President and other senior management of the Company is, directly or indirectly, materially interested in a contract, transaction, arrangement or proposed contract, transaction or arrangement with the Company (other than his/her contract of employment with the Company), he/she shall declare the nature and extent of his/her interests to the board of directors at the earliest opportunity, regardless of whether the contract, transaction or arrangement or proposal therefor is normally subject to the approval of the board of directors.

A director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates (as defined in the Hong Kong Listing Rules) has a material interest nor shall he be counted in the quorum present at the meeting.

Unless the interested director, President and other senior management of the Company discloses his/her interests in accordance with the aforesaid requirements of this Article and the relevant matter is approved by the board of directors at a meeting in which the interested director, President and other senior management is not counted as part of the quorum and refrains from voting, a contract, transaction or an arrangement in which that director, President and other senior management is materially interested is voidable at the discretion of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the relevant director, President and other senior management.

For the purposes of this Article, a director, President and other senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which his/her connected person and close associate (as defined in the Hong Kong Listing Rules) is interested.

**Article 148** Where a director, President and other senior management of the Company gives to the board of directors a notice in writing stating that, by reason of the facts specified in the notice, he/she has an interest in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed to be a sufficient declaration of his/her interests as required by Article 147, so far as the content stated in such notice is concerned, provided that such notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration by the Company.

**Article 149** In addition to any rights and remedies provided by the laws and administrative regulations, where a director, President and other senior management of the Company breaches the duties which he/she owes to the Company, the Company has a right:

- (1) to claim damages from the relevant director, President and other senior management in compensation for losses incurred by the Company as a result of his/her negligence;



- (2) to rescind any contract or transaction which has been entered into by the Company with the director, President and other senior management, and with a third party (where such third party knows or should have known that there is a breach of obligation by such director, President and other senior management);
- (3) to demand a surrender of profits made by the director, President and other senior management in breach of his/her duties;
- (4) to recover any funds which should have been received by the Company and which were received by such director, President and other senior management instead, including (without limitation to) commissions;
- (5) to demand return of interest earned or may have been earned by such director, President and other senior management on funds that should have been paid to the Company.

**Article 150** The Company shall enter into contracts in writing with each director and senior management.

## **CHAPTER 16: FINANCIAL AND ACCOUNTING POLICIES AND PROFIT DISTRIBUTION**

**Article 151** The Company shall establish its financial and accounting policies in accordance with laws, administrative regulations and the requirements of the financial authority of the State Council.

**Article 152** At the end of each fiscal year, the Company shall prepare a financial accounting report which shall be examined and verified by an accounting firm in accordance with laws.

The fiscal year of the Company shall follow Gregorian calendar, commencing on 1 January and ending on 31 December of each year.

**Article 153** The Company shall give notice and make announcement on its annual report and interim report (including the announcement of annual results, announcement of interim results and the auditor's report) on the websites of the Hong Kong Stock Exchange and the Company in accordance with laws and regulations, regulatory requirements and the listing rules of the place where the Company's shares are listed.

**Article 154** In addition to financial statements prepared in accordance with Chinese accounting standards and regulations, the Company may also prepare its financial statements according to the international or overseas accounting standards in the place where the Company's shares are listed. Material differences between the financial statements prepared according to different accounting standards shall be explicitly explained in the notes to the financial statements. When distributing the after-tax profits in the fiscal year, the Company shall base on the lower of the after-tax profits in the aforesaid two financial statements.

**Article 155** The Company shall publish its results announcement twice in each fiscal year, namely an announcement of interim results within two months after the end of the first six months of a fiscal year and an announcement of annual results within three months after the end of the fiscal year.

**Article 156** The Company shall not keep any other accounting books other than those required by law. No company funds may be deposited into any individual's account.

**Article 157** Capital common reserve fund of the Company includes the following items:

- (1) premium received in excess of the par value of the issued shares;
- (2) proceeds from the issuance of no-par value shares that are not included in the registered capital;
- (3) any other items designated for the capital common reserve fund prescribed by the financial authority of the State Council.

**Article 158** When the Company distributes its after-tax profits for the current financial year, it shall draw 10% of its profits as the Company's statutory common reserve, and the general reserve in accordance with the laws, regulations, regulatory documents and the requirements of the relevant regulatory authorities. The Company shall no longer be required to make allocations to its statutory common reserve once the aggregate amount of such reserve exceeds fifty percent of its registered capital.

Where the aggregate balance of the Company's statutory common reserve is insufficient to cover any loss the Company made in the previous financial year, the current financial year's profits shall first be used to cover the loss before any statutory common reserve is drawn therefrom in accordance with the provisions of the preceding paragraph.

Where the Company has drawn a statutory common reserve and general reserve from its after-tax profits, it may, subject to a resolution of the shareholders' meeting, draw a discretionary common reserve from its after-tax profits.

Where losses have been covered and the common reserves have been drawn, any remaining after-tax profits shall be distributed to shareholders on a pro rata basis except for otherwise provided by the Articles of Association.

Where common reserve is to cover the Company's losses, discretionary common reserve and statutory common reserve shall be used first. If it is still insufficient to cover, capital common reserve may be used in accordance with stipulations.

Where statutory common reserve is converted into increased registered capital, the retained portion of such common reserve shall not be less than 25% of the Company's registered capital prior to the conversion.

Where the shareholders' meeting distributes profits in violation of the provisions of the preceding paragraph before losses are covered and the statutory common reserve is drawn, the profits distributed must be returned to the Company; shareholders, directors and senior management who are responsible for causing losses to the Company shall be liable for compensation.

The shares held by the Company shall not be entitled to profit distribution.

**Article 159** The Company may distribute dividends in the form of (or in both forms):

- (1) cash;
- (2) shares.

When formulating a prudent profit distribution plan, the Company shall comprehensively consider factors such as the Company's operating status, risk status, capital planning, and market environment, and balance the relationship between cash dividends and capital replenishment.

The Company shall calculate and declare dividends and other payments which are payable to holders of Domestic Shares in Renminbi, and shall pay such amounts in Renminbi within three months following the announcement of dividends distribution. The Company shall calculate and declare dividends and other payments which are payable to holders of H Shares in Renminbi, and shall pay such amounts in foreign currency within three months following the announcement of dividends distribution. The exchange rate shall be the average closing rate for the relevant foreign currency announced by the People's Bank of China during the five business days prior to the announcement of payment of dividend and other amounts. The Company shall pay the foreign currency to holders of H Shares in accordance with the relevant foreign exchange control regulations of the PRC. The dividends distribution shall be implemented by the board of directors as authorised by ordinary resolution of shareholders' meeting.

**Article 160** The Company shall appoint receiving agent on behalf of holders of the H Shares. Such receiving agent shall receive dividends which have been declared by the Company and all other amounts owing by the Company in respect of their H Shares.

The receiving agent appointed on behalf of holders of H Shares shall be a company registered as a trust company under the Trustee Ordinance of Hong Kong.

## **CHAPTER 17: APPOINTMENT OF AN ACCOUNTING FIRM**

**Article 161** The Company shall appoint a certified accounting firm which complies with relevant regulations to audit the Company's annual financial statements and other financial reports.

**Article 162** The term of office of the accounting firm appointed by the Company shall commence from the conclusion of the annual shareholders' meeting and shall end at the conclusion of the next annual shareholders' meeting.

**Article 163** The Company shall provide the accounting firm it appoints with true and complete accounting vouchers, accounting books, financial accounting reports, and other accounting information, and shall not refuse, conceal, or falsify such information.

**Article 164** When the shareholders' meeting and board of directors of the Company vote on the removal of an accounting firm, the accounting firm shall be allowed to state its opinion.

## **CHAPTER 18: INSURANCE**

**Article 165** The Company may establish a liability insurance policy for directors, Presidents and other senior management, and take out liability insurance for the performance of the Company's duties by such persons.

After the Company has taken out or renewed liability insurance for directors, President and other senior management, the board of directors shall report to the shareholders' meeting on the insured amount, scope of coverage and insurance rates of the liability insurance.

## **CHAPTER 19: LABOUR POLICIES AND SOCIAL RESPONSIBILITIES**

**Article 166** If the Company employs the employee, the Company and the employee shall comply with the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China, other relevant laws and regulations of the PRC and relevant labour provisions of the place where the Company is located, and enter into the labour contract according to law.

**Article 167** The Company may formulate its labour and payroll policies and payment methods in accordance with the relevant provisions of the State, the Articles of Association and the economic benefits of the Company.

**Article 168** The Company shall endeavour to improve its employee benefits and to continually improve the working environment and living standards of its employees.

**Article 169** The Company shall participate in retirement, medical, unemployment, work-related injury and other social insurance for its employees in accordance with the relevant laws and regulations of the PRC.

**Article 170** The Company shall implement the development concepts of innovation, coordination, green, openness and sharing, pay attention to environmental protection, actively fulfill social responsibilities, maintain a good social reputation, and create harmonious social relations.

The Company shall regularly disclose environmental, social and governance reports to the public in accordance with relevant laws, regulations, regulatory requirements and the listing rules of the place where the Company's shares are listed.

## **CHAPTER 20: LABOUR UNIONS**

**Article 171** The employees of the Company shall have the right to establish a labour union and engage in labour union activities in accordance with the Labor Union Law of the People's Republic of China.

The Company shall continue to improve the democratic management system under the leadership of the Party Committee with the staff representative assembly as the basic form. Major decisions shall be made with reference to the opinions of employees. Major issues involving the vital interests of employees shall be considered by the staff representative assembly or the general staff meeting to ensure that employee representatives participate in corporate governance in an orderly manner in accordance with the law.

**Article 172** The labour union is the representative of employees' interests. It is basically responsible for: protecting the employees' legal rights in accordance with the requirements of the laws and regulations of the PRC, and assisting the Company in the arrangement and reasonable use of benefits and bonuses; organising the employees' studies and carrying on recreational and sports activities; educating the employees to follow the work rules and try their best to finish each economic task of the Company.

**Article 173** The Company shall provide the necessary conditions and funds for the activities of the labour union in accordance with the requirements of laws, administrative regulations and relevant departmental rules.

## **CHAPTER 21: MERGER AND DIVISION OF THE COMPANY**

**Article 174** The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.

Absorption means that a company absorbs another company and the absorbed company will be dissolved. Where two or more companies merge into a new company, i.e. consolidation, the original companies will be dissolved.

In the event of a merger, approvals from banking regulatory authority shall be obtained, and the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days commencing from the date of the Company's merger resolution and shall publish a public notice in a newspaper or through the National Enterprise Credit Information Publicity System within thirty days commencing from the date of the Company's merger resolution. Creditors may, within a period of thirty days commencing from the date of receipt of the notice, or within a period of forty-five days commencing from the date of the announcement for those who do not receive notice, claim full repayment or require a corresponding security from the Company.

At the time of the merger, rights and indebtedness of each of the merged parties shall be assumed by the Company which survives the merger or the newly established company.

**Article 175** Where there is a division of the Company, its assets shall be divided up accordingly.

In the event of division of the Company, approvals from banking regulatory authority shall be obtained, and the parties to such division shall execute a division agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days commencing from the date of the Company's division resolution and shall publish a public notice in a newspaper or through the National Enterprise Credit Information Publicity System within thirty days commencing from the date of the Company's division resolution.

The liability for the debts before the Company is divided shall be borne by the companies surviving the division, unless the Company and its creditors have entered into a written agreement on payment of debts prior to the division and the agreement stipulates otherwise.

**Article 176** The Company shall, in accordance with laws, apply for change in its registration with the company registration authority where a change in any item in its registration arises as a result of any merger or division. Where the Company is dissolved, the Company shall apply for cancellation of its registration in accordance with law. Where a new company is established, the Company shall apply for registration thereof in accordance with laws.

## **CHAPTER 22: DISSOLUTION AND LIQUIDATION OF THE COMPANY**

**Article 177** The Company shall be dissolved upon the approval by the banking regulatory authority if any of the following circumstances applies:

- (1) the business term specified in the Articles of Association expires or other grounds for dissolution specified in the Articles of Association arise;
- (2) a resolution for dissolution is passed by shareholders' meeting;
- (3) dissolution is necessary due to a merger or division of the Company;
- (4) its business license has been revoked, or it is ordered to close down or is dissolved according to the laws;
- (5) the People's Court shall dissolve the Company in accordance with the provisions of section 231 of the Company Law;
- (6) other legal grounds.

If the Company encounters the grounds for dissolution specified in the preceding paragraph, it shall, within ten days, disclose the grounds for dissolution through the National Enterprise Credit Information Publicity System.

**Article 178** When the Company is dissolved, a liquidation committee shall be established in accordance with the law, and liquidation shall be carried out in accordance with the statutory procedures. Clear arrangements shall be made for the assumption of unmatured debts and related responsibilities. The liquidation process shall be supervised by the banking regulatory authority. After the liquidation is completed, the liquidation committee shall submit the liquidation report and other relevant materials to the banking regulatory authority in accordance with the regulations.

**Article 179** The liquidation committee shall, within ten days of its establishment, send notices to creditors and shall, within sixty days of its establishment, publish a public notice in a newspaper or through the National Enterprise Credit Information Publicity System. A creditor shall, within thirty days of receipt of the notice, or for creditors who have not personally received such notice, within forty-five days of the date of the public notice, declare their claims to the liquidation committee. When reporting its claims, the creditors shall explain the relevant matters concerning the rights and provide supporting documentation. The liquidation committee shall register the creditor's claims. During the claim declaration period, the liquidation committee shall not pay any debts to any creditor.

**Article 180** During the liquidation period, the liquidation committee shall exercise the following functions and powers:

- (1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (2) to notify the creditors and to publish public notices;
- (3) to dispose of and liquidate any unfinished businesses of the Company;



- (4) to pay all outstanding taxes as well as taxes arising in the course of liquidation;
- (5) to settle claims and debts;
- (6) to allocate the surplus assets remaining after the Company's debts have been repaid;
- (7) to represent the Company in any civil proceedings.

**Article 181** After it has sorted out the Company's assets and has prepared the balance sheet and an inventory of assets, the liquidation committee shall formulate a liquidation plan and present it to a shareholders' meeting or to the People's Court for confirmation.

The assets of the Company shall be paid in accordance with the following order: the liquidation charges, staff salary, social insurance, legally prescribed compensation, outstanding tax and company debts.

The shareholders of the Company may allocate the remaining assets of the Company, after paying the expenses provided in the preceding paragraph, in accordance with the proportion of the shares held by the shareholders.

During the liquidation period, the Company continues to exist, but it may not commence operational activities not related to the liquidation. The assets of the Company shall not be distributed to shareholders until debts have been paid off in accordance with the provisions of the preceding paragraph.

**Article 182** Where liquidation is conducted due to the dissolution of the Company, and the liquidation committee, after clearing up the company assets and preparing the balance sheets and the inventory of assets, finding that the company assets is not enough to pay off the debts, it should stop the liquidation immediately, and report to the banking regulatory authority. With the consent of the banking regulatory authority, an application for bankruptcy liquidation of the Company should be filed with the People's Court in accordance with the law.

After the People's Court accepts the application for bankruptcy, the liquidation committee should transfer the liquidation to the bankruptcy administrator appointed by the People's Court.

**Article 183** After the completion of liquidation, the liquidation committee should prepare a liquidation report, submit it to the shareholders' meeting or the People's Court for confirmation, and submit it to the company registration authority to apply for cancellation of the company registration.

## **CHAPTER 23: PROCEDURES FOR AMENDMENT OF THE ARTICLES OF ASSOCIATION**

**Article 184** The Company may amend its Articles of Association in accordance with the requirements of laws, administrative regulations and the Articles of Association.

**Article 185** Amendment of the Articles of Association shall become effective upon receipt of approvals from banking regulatory authority. If there is any change relating to the registered particulars of the Company, application shall be made for change in registration in accordance with laws.

The board of directors may amend the Articles of Association in accordance with the resolution of the shareholders' meeting for amending the Articles of Association and the approval opinion of the banking regulatory authority (if any).

## **CHAPTER 24: NOTICE**

**Article 186** Unless otherwise provided in the Articles of Association, where the notice delivered to the shareholders of H Shares is delivered by public notice, the Company shall submit an electronic version which may be published immediately to the Hong Kong Stock Exchange through the electronic upload system on the same day in accordance with the Hong Kong Listing Rules, to publish it on the website of the Hong Kong Stock Exchange. The announcement shall be published on the Company's website at the same time.

**Article 187** Regarding the way to provide and/or deliver the corporate communications to shareholders in accordance with the Hong Kong Listing Rules, the Company may, in accordance with relevant laws and regulations and the Hong Kong Listing Rules as amended from time to time, deliver or provide with the corporate communications for the shareholders of the Company by electronic communication, by publishing information on the Hong Kong Stock Exchange's designated website and by the Company's website or by post. The corporate communications include but not limited to: circular letters, annual reports, interim reports, notices of shareholders' meeting and other types of corporate communications as provided by the Hong Kong Listing Rules.

Holders of H shares of the Company may also choose to receive printed copies of the above corporate communications by post with a written request.

## **CHAPTER 25: DISPUTE RESOLUTION**

**Article 188** The Company shall abide by the following principles for dispute resolution:

- (1) Whenever any disputes or claims arise between: (i) the Company and its directors or senior management; and (ii) shareholders of the H Shares and the Company; shareholders of the H Shares and the Company's directors, President or other senior management; or shareholders of the H Shares and holders of Domestic Shares, in respect of any rights or obligations arising from this contract, the Articles of Association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company, such disputes or claims shall be submitted to arbitration by the relevant parties.

Where a dispute or claim of rights referred to in the preceding paragraphs is submitted to arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person is the Company, the Company's shareholders, directors, President or other senior management of the Company, comply with the arbitration.

Disputes in respect of the definition of shareholders and disputes in relation to the register of shareholders do not have to be resolved through arbitration.

- (2) The applicant for arbitration shall select the Shenzhen Court of International Arbitration and conduct the arbitration in accordance with its arbitration rules.

- (3) If any disputes or claims of rights are settled by way of arbitration in accordance with sub-paragraph (1) of this Article, the laws of the PRC shall apply, save as otherwise provided in the laws and administrative regulations.
- (4) The award of the arbitral body is final and shall be binding on the parties thereto.
- (5) This agreement to arbitrate is made by the Company on its own behalf and on behalf of each shareholder.

## **CHAPTER 26: SUPPLEMENTARY**

**Article 189** Unless otherwise specified in the Articles of Association, such terms as “no less than”, “within”, “no more than” as mentioned herein shall include in the amount the figures listed; such terms as “majority”, “more than” or “beyond” shall not include the figures listed.

**Article 190** The term “senior management” referred to herein means the President, Vice President, chief officers (including but not limited to chief financial officer, chief risk officer and chief compliance officer), secretary to the board of directors as well as other positions that should be classified as senior management in accordance with laws, administrative regulations and regulatory requirements. The “President” and “Vice President” referred to herein shall have same meanings with the “manager” and “vice manager” specified in the Company Law. The “banking regulatory authority” referred to herein means the National Financial Regulatory Administration and its branch offices. The “court” referred to herein means a competent court and arbitration institution. The “on-site meeting” referred to herein means a meeting that is held in a way that may ensure instant communication and discussion among participants through on-site, video, telephone, etc.

**Article 191** In the Articles of Association, references to “accounting firm” shall have the same meaning as “auditor”. In the Articles of Association, references to “related” shall have the same meaning as “connected” in the Hong Kong Listing Rules.

**Article 192** The Articles of Association shall be written in Chinese. Where the versions written in other languages or other versions have different interpretations, the latest verified Chinese version reviewed by the banking regulatory authority and registered in the company registration authority shall prevail. Where the versions written in other languages have different interpretations, the Chinese version shall prevail.

The Articles of Association shall be interpreted by the board of directors of the Company. Any matters unspecified in the Articles of Association shall be decided by resolutions of the shareholders’ meetings proposed by the board of directors.