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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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**WEIHAI CITY COMMERCIAL BANK CO., LTD.\***

**威海市商業銀行股份有限公司\***

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

**(Stock Code: 9677)**

**(1) PROPOSED CHANGE OF COMPANY NAME**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**(3) NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

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The letter from the Board is set out on pages 3 to 7 of this circular.

The 2024 Second Extraordinary General Meeting of the Bank will be convened at the Conference Room, 3/F, Digital Financial Center, No. 137A Qingdao North Road, Weihai City, Shandong Province, the PRC at 9:00 a.m. on Monday, December 30, 2024.

Whether or not you intend to attend and/or vote at the 2024 Second Extraordinary General Meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the proxy form to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders), or to the office of the Board of the Bank (in case of Domestic Shareholders) as soon as possible and in any event, not later than 24 hours before the fixed time (i.e. 9:00 a.m. on Sunday, December 29, 2024) to hold the 2024 Second Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending in person and voting at the 2024 Second Extraordinary General Meeting should you so wish, in this case, the proxy form should be deemed to be revoked. A form of proxy for use at the 2024 Second Extraordinary General Meeting is enclosed with this circular and such form of proxy has been sent to the Shareholders together with this circular.

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

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## DEFINITIONS

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

“2024 Second Extraordinary General Meeting”	the 2024 second extraordinary general meeting of the Bank to be convened at the Conference Room, 3/F, Digital Financial Center, No. 137A Qingdao North Road, Weihai City, Shandong Province, the PRC at 9:00 a.m. on Monday, December 30, 2024, or any adjournment thereof
“Articles of Association”	the articles of association of the Bank, as amended, modified or otherwise supplemented from time to time
“Bank”	Weihai City Commercial Bank Co., Ltd.*, a joint stock limited company established in the PRC in July 1997 in accordance with the relevant PRC laws and regulations, and, if the context requires, includes its predecessors, branches and sub-branches, excluding its subsidiary
“Board” or “Board of Directors”	the board of Directors of the Bank
“Change of Company Name”	the proposal to (i) change the Chinese full name of the Bank from “威海市商業銀行股份有限公司” to “威海銀行股份有限公司”; (ii) change the Chinese short name of the Bank from “威海市商業銀行” to “威海銀行”; (iii) change the English full name of the Bank from “WEIHAI CITY COMMERCIAL BANK CO., LTD.” to “WEIHAI BANK CO., LTD.”; (iv) change the English short name of the Bank from “WEIHAI CITY COMMERCIAL BANK” to “WEIHAI BANK”; and (v) “WEIHAI CITY COMMERCIAL BANK CO., LTD.” in the names of the Bank’s branches is partially changed to “WEIHAI BANK CO., LTD.”, accordingly
“Company Law”	the Company Law of the People’s Republic of China, as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) issued by the Bank, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB

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## DEFINITIONS

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“Group”	the Bank and its subsidiary
“H Share(s)”	the ordinary share(s) issued by the Bank in Hong Kong under the Global Offering, with a nominal value of RMB1.00 each, which are subscribed for and traded in HKD, and are listed and traded on the Hong Kong Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	December 12, 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its printing
“PRC”	the People’s Republic of China, but for the purpose of this circular only and, unless the context otherwise requires, excluding Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and H Share(s) of the Bank
“Shareholder(s)”	holder(s) of the Shares

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LETTER FROM THE BOARD

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**WEIHAI CITY COMMERCIAL BANK CO., LTD.\***  
**威海市商業銀行股份有限公司\***

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

**(Stock Code: 9677)**

*Executive Directors:*

Mr. MENG Dongxiao (*Chairman*)  
Mr. ZHANG Wenbin  
Ms. TAO Zunjian  
Mr. LU Jiliang

*Registered Address and Address  
of Head Office:*

No. 137A, Qingdao North Road  
Weihai City  
Shandong Province, the PRC

*Non-executive Directors:*

Mr. ZHAO Bing  
Mr. CHEN Xiaojun  
Mr. JIAO Weifeng  
Ms. LI Jie

*Principal Place of Business in  
Hong Kong:*

40th Floor, Dah Sing Financial  
Centre  
248 Queen's Road East  
Wanchai  
Hong Kong

*Independent Non-executive Directors:*

Mr. FAN Chi Chiu  
Mr. WANG Yong  
Ms. SUN Zuying  
Mr. YANG Yunhong  
Mr. PENG Feng

*To the Shareholders,*

Dear Sir/Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME**  
**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**AND**  
**(3) NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING**

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## LETTER FROM THE BOARD

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### I. INTRODUCTION

The 2024 Second Extraordinary General Meeting of the Bank will be convened at the Conference Room, 3/F, Digital Financial Center, No. 137A Qingdao North Road, Weihai City, Shandong Province, the PRC at 9:00 a.m. on Monday, December 30, 2024. The following resolutions will be proposed at the 2024 Second Extraordinary General Meeting for the Shareholders to consider and, if thought fit, to approve: (1) proposed Change of Company Name; and (2) proposed amendments to the Articles of Association.

A notice convening the 2024 Second Extraordinary General Meeting is set out on pages 40 to 42 of this circular.

The purpose of this circular is to provide you with further details of these proposed matters to enable you to make an informed voting decision on the proposed resolutions at the 2024 Second Extraordinary General Meeting.

### II. MATTERS TO BE RESOLVED AT THE 2024 SECOND EXTRAORDINARY GENERAL MEETING

#### 1. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement dated December 12, 2024 of the Bank in relation to, among others, the proposed Change of Company Name.

The Board of Directors proposes to (i) change the Chinese full name of the Bank from “威海市商業銀行股份有限公司” to “威海銀行股份有限公司”; (ii) change the Chinese short name of the Bank from “威海市商業銀行” to “威海銀行”; (iii) change the English full name of the Bank from “WEIHAI CITY COMMERCIAL BANK CO., LTD.” to “WEIHAI BANK CO., LTD.”; (iv) change the English short name of the Bank from “WEIHAI CITY COMMERCIAL BANK” to “WEIHAI BANK”; and (v) “WEIHAI CITY COMMERCIAL BANK CO., LTD.” in the names of the Bank’s branches is partially changed to “WEIHAI BANK CO., LTD.”, accordingly.

The English stock short name and the Chinese stock short name of the Bank will remain unchanged.

#### Reasons for the Change of Company Name

The Directors of the Bank have considered that the stock listed and issued on the Main Board of the Hong Kong Stock Exchange short name “WEIHAI BANK”, is inconsistent with the Bank’s short name “WEIHAI CITY COMMERCIAL BANK”, which is prone to cause ambiguity. Therefore, in order to ensure the consistency and standardization of the Bank’s name, the Bank intends to make reference to its peers in changing the name of the Bank to ensure that any confusion to the Shareholders will be avoided.

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## LETTER FROM THE BOARD

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### Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (a) the passing of the special resolution by the Shareholders at the 2024 Second Extraordinary General Meeting of the Bank approving the Change of Company Name; and
- (b) obtaining or completing any necessary approvals or filings of the National Financial Regulatory Administration Shandong Office and relevant national regulatory authorities by the Bank.

Subject to the satisfaction of the conditions set out above, the Bank will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### Effect of the Change of Company Name

The proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates bearing the existing English and Chinese names of the Bank will, after the Change of Company Name, continue to be evidence of the title and be valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Bank. Once the proposed Change of Company Name has become effective, any new share certificates of the Bank will be issued only in the new name of the Bank and the securities of the Bank will be traded on the Hong Kong Stock Exchange in the new name. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Bank.

The Bank will submit the proposal to be considered and, if thought fit, approved by the Shareholders at the 2024 Second Extraordinary General Meeting, which, among other things, authorizes the Board of Directors and agrees the Board of Directors to re-authorize the Chairman of the Board to handle all matters related to the change of Company Name such as application for approval, the amendments to the Articles of Association, filing, announcement and industrial and commercial changes.

## 2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement dated December 12, 2024 of the Bank in relation to, among others, the proposed amendments to the Articles of Association.

In view of the Bank's proposal to Change of Company Name, the Bank further amended the Articles of Association to perfect the corporate governance of the Bank in accordance with the Company Law that came into effect on 1 July 2024, the Regulations on the Work of the Organizations at the Primary Level of State-owned Enterprises of the Communist Party of China (Trial) and other latest laws, regulations and regulatory provisions, as well as in light of the actual conditions of the Bank.

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## LETTER FROM THE BOARD

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The proposed amendments to the Articles of Association shall be subject to the approval of the National Financial Regulatory Administration Shandong Office after consideration and approval at the 2024 Second Extraordinary General Meeting by special resolution. The proposed amended Articles of Association shall be effective from the date on which an approval of the National Financial Regulatory Administration Shandong Office is obtained by the Bank.

The Bank will submit the proposal to be considered and, if thought fit, approved by the Shareholders at the 2024 Second Extraordinary General Meeting, which, among other things, authorizes the Board of Directors and agrees the Board of Directors to re-authorize the Chairman of the Board to make necessary adjustment to the amendments according to the requirements of the regulatory authorities, and handle all matters related to the amendments to the Articles of Association such as application for approval, filing, announcement and industrial and commercial changes.

For details of the proposed amendments to the Articles of Association, please refer to Appendix I of this circular. The amendments have been approved by the Board of Directors. The Articles of Association is prepared in Chinese and there is no official English version. Therefore, any English translation is for reference only and the Chinese version shall prevail in case of any inconsistency.

### **III. 2024 SECOND EXTRAORDINARY GENERAL MEETING**

The 2024 Second Extraordinary General Meeting of the Bank will be convened at the Conference Room, 3/F, Digital Financial Center, No. 137A Qingdao North Road, Weihai City, Shandong Province, the PRC at 9:00 a.m. on Monday, December 30, 2024, to consider and, if thought fit, approve the resolutions relating to the matters set out in the notice of the 2024 Second Extraordinary General Meeting. A notice convening the 2024 Second Extraordinary General Meeting is set out on pages 40 to 42 of this circular. A form of proxy for use at the 2024 Second Extraordinary General Meeting is enclosed with this circular and such form of proxy has been sent to the Shareholders together with this circular.

The Bank's register of members will be closed from Sunday, December 29, 2024 to Monday, December 30, 2024 (both days inclusive), during which no transfer of Shares will be effected. The Shareholder(s) whose name(s) appear(s) in the Bank's register of Shareholders on Monday, December 30, 2024 shall be entitled to attend and vote at the 2024 Second Extraordinary General Meeting. In order to be eligible to attend and vote at the 2024 Second Extraordinary General Meeting, all transfer documents together with relevant share certificates and other appropriate documents shall be sent for registration to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or to the office of the Board (in case of Domestic Shareholders) by 4:30 p.m. on Friday, December 27, 2024.

If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other authorization documents under which the instrument is signed must be notarized and shall be deposited together and at the same



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## LETTER FROM THE BOARD

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time with the instrument appointing the proxy. To be valid, the proxy form together with a copy of the notarized power of attorney or other authorization documents must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or the office of the Board (in case of Domestic Shareholders) not later than 24 hours before the fixed time (i.e. 9:00 a.m. on Sunday, December 29, 2024) of holding the 2024 Second Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2024 Second Extraordinary General Meeting or any adjournment thereof should you so wish, in this case, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to the Hong Kong Listing Rules, all resolutions at the 2024 Second Extraordinary General Meeting will be voted by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands). The voting results will be published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Bank ([www.whccb.com](http://www.whccb.com)) in accordance with the Hong Kong Listing Rules.

#### IV. RECOMMENDATIONS

The Board (including independent non-executive Directors) is of the opinion that all resolutions proposed at the 2024 Second Extraordinary General Meeting are in the interests of the Bank and the Shareholders as a whole. Thus, the Board recommends that the Shareholders should vote in favor of all the relevant resolutions proposed at the 2024 Second Extraordinary General Meeting.

#### V. ADDITIONAL INFORMATION

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

**Weihai City Commercial Bank Co., Ltd.\***  
**Board of Directors**

Weihai, the PRC  
December 12, 2024

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

Proposed amendments to the Articles of Association are detailed as follows:

Original Articles of Association	Amended Articles of Association
<p><b>Article 1</b> To adapt to the requirements for development of socialist market economy, establish a modern state-owned enterprise system with Chinese characteristics, protect the legitimate rights and interests of <b><u>Weihai City Commercial Bank Co., Ltd.</u></b> (hereinafter referred to as “the Bank”), Shareholders and creditors, regulate the organization and behaviour of the Bank, protect the legitimate rights and interests of the Bank, Shareholders, depositors and other stakeholders, the Articles of Association are formulated in accordance with Constitution of the Communist Party of China, the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Interim Measures for Management of Commercial Bank Equity, Code of Corporate Governance of Banking and Insurance Institutions, <b><u>Special Regulations of the State Council on the Overseas Offering and the Listing of Shares by Joint Stock Limited Companies (hereinafter referred to as “Special Regulations”)</u></b>, <b><u>Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as “Mandatory Provisions”)</u></b>, <b><u>Reply on Opinions Concerning the Supplement and Amendment to Articles of Association by Companies to be Listed in Hong Kong (Zheng Jian Hai Han [1995] No. 1)</u></b>, <b><u>Opinion on Further Standardizing Operations and Intensifying Reform of Companies Listed Overseas</u></b> and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules” or “Listing Rules”) and other relevant administrative regulations and departmental rules.</p>	<p><b>Article 1</b> To adapt to the requirements for development of socialist market economy, establish a modern state-owned enterprise system with Chinese characteristics, protect the legitimate rights and interests of <b><u>Weihai Bank Co., Ltd.</u></b> (hereinafter referred to as “the Bank”), Shareholders and creditors, regulate the organization and behaviour of the Bank, protect the legitimate rights and interests of the Bank, Shareholders, depositors and other stakeholders, the Articles of Association are formulated in accordance with Constitution of the Communist Party of China, the Company Law of the People’s Republic of China (hereinafter referred to as “Company Law”), Commercial Banking Law of the People’s Republic of China (hereinafter referred to as “Commercial Banking Law”), Interim Measures for Management of Commercial Bank Equity, Code of Corporate Governance of Banking and Insurance Institutions, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules” or “Listing Rules”) and other relevant administrative regulations and departmental rules.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 4</b> Registered name of the Bank: <u>威海市商業銀行股份有限公司</u>; Short name: <u>威海市商業銀行</u>; Full name in English: <u>WEIHAI CITY COMMERCIAL BANK CO., LTD.</u>; Short name in English: <u>WEIHAI CITY COMMERCIAL BANK.</u></p>	<p><b>Article 4</b> Registered name of the Bank: <u>威海銀行股份有限公司</u>; Short name: <u>威海銀行</u>; Full name in English: <u>WEIHAI BANK CO., LTD.</u>; Short name in English: <u>WEIHAI BANK.</u></p>
<p><b>Article 8</b> <u>The chairman of the Board is the legal representative of the Bank.</u></p>	<p><b>Article 8</b> <u>The legal representative of the Bank is the chairman of the Board (the Director who acts on behalf of the Bank) elected by the Board and registered in accordance with laws. If a Director who serves as the legal representative resigns, he/she shall be deemed to have resigned from the position of the legal representative simultaneously. Where the legal representative resigns, the Bank shall determine a new legal representative within thirty days from the date of the resignation of the legal representative.</u></p>
<p><b>Article 19</b> All shares issued by the Bank shall be in registered form and have par values, with each share having par value of RMB1.00. The Bank's share certificates shall specify:</p> <p>(I) Name of the Bank;</p> <p>(II) Date of establishment of the Bank;</p> <p>(III) Type of share certificate, par value and number of shares represented;</p> <p>(IV) Share certificates number;</p> <p>(V) Other matters that shall be specified pursuant to the Company Law, <u>Special Regulations</u> and the regulations of the securities regulatory authorities at the place where shares of the Bank are listed and the stock exchange where shares of the Bank are listed.</p> <p>...</p>	<p><b>Article 19</b> All shares issued by the Bank shall be in registered form and have par values, with each share having par value of RMB1.00. The Bank's share certificates shall specify:</p> <p>(I) Name of the Bank;</p> <p>(II) Date of establishment of the Bank <u>or the time of issuance of its share certificates</u>;</p> <p>(III) Type of share certificate, par value and number of shares represented;</p> <p>(IV) Share certificates number;</p> <p>(V) Other matters that shall be specified pursuant to the Company Law and the regulations of the securities regulatory authorities at the place where shares of the Bank are listed and the stock exchange where shares of the Bank are listed.</p> <p>...</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 50</b> Change of the shareholder register resulting from transfer of shares shall not be registered within <u>30</u> days before convening of a Shareholders' general meeting or five days prior to the base date on which the Bank decides to distribute dividends.</p> <p>If the securities regulatory authorities at the place where shares of the Bank are listed have special provisions, such provisions shall prevail.</p>	<p><b>Article 50</b> Change of the shareholder register resulting from transfer of shares shall not be registered within <u>20</u> days before convening of a Shareholders' general meeting or five days prior to the base date on which the Bank decides to distribute dividends.</p> <p>If the securities regulatory authorities at the place where shares of the Bank are listed have special provisions, such provisions shall prevail.</p>
<p><b>Article 55</b> <u>The Bank</u> has established a CPC committee of Weihai <u>City Commercial</u> Bank Co., Ltd. (hereinafter referred to as "CPC Committee of the Bank") and a CPC discipline inspection committee of Weihai <u>City Commercial</u> Bank Co., Ltd. (hereinafter referred to as "Disciplinary Inspection Committee of the Bank").</p>	<p><b>Article 55</b> <u>In accordance with the Constitution of the Communist Party of China and with the approval of superior Party organizations,</u> the Bank has established a CPC committee of <u>Weihai Bank</u> Co., Ltd. (hereinafter referred to as "CPC Committee of the Bank"). <u>Meanwhile, the Bank has also established</u> a CPC discipline inspection committee of <u>Weihai Bank</u> Co., Ltd. (hereinafter referred to as "Disciplinary Inspection Committee of the Bank") <u>according to the relevant requirements.</u></p>

Original Articles of Association	Amended Articles of Association
<p><u>The candidates for the secretary, deputy secretary, and member of the CPC Committee and secretary of the Discipline Inspection Commission of the Bank shall be reviewed and approved in accordance with the administrative authority of corporate leaders,</u></p> <p>The CPC Committee of the Bank establishes level by level primary party committees, general party branch committees and party branch committees in accordance with relevant regulations, establishes and improves <b><u>primary party organizations and carries out party activities.</u></b> The party organization of the Bank conducts general elections on a regular basis in accordance with the Interim Regulations on the Election of Primary Organizations of the Communist Party of China.</p>	<p><u>The leading group of the CPC Committee of the Bank shall be arranged based on the management authority in accordance with the Constitution of the Communist Party of China, the Regulations on the Work of the Organizations at the Primary Level of State-owned Enterprises of the Communist Party of China (Trial) and other provisions. The leading group of the CPC Committee generally consists of 5 to 9 members, including a secretary of the CPC Committee, 1 to 2 deputy secretaries and a secretary of the Discipline Inspection Committee.</u></p> <p>The CPC Committee of the Bank establishes level by level primary party committees, general party branch committees and party branch committees in accordance with relevant regulations, establishes and improves <b><u>a working body of the party, assigns workers for party affairs, provides necessary conditions for the activities of the party organization and ensure the work funds of the party organization.</u></b> The party organization of the Bank conducts general elections on a regular basis in accordance with the Regulations on the Election of Primary Organizations of the Communist Party of China.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 56</b> The Bank has improved relevant rules and regulations to clarify the responsibilities of the CPC Committee of the Bank, Shareholders’ general meetings, Board of Directors, Board of Supervisors and senior management. The CPC Committee supports the Shareholders’ general meetings, Board of Directors, Board of Supervisors and senior management in exercising their functions and powers according to laws. The Bank has incorporated institutional setup, division of responsibilities, staffing, work tasks, and fund guarantee of its CPC Committee into the management system, and established a coordinated and effective corporate governance mechanism in which the aforesaid organs perform their respective duties within their terms of reference.</p> <p>Eligible party committee members may be appointed as members of the Board of Directors, Board of Supervisors and senior management through legal procedures, and eligible party members from the Board of Directors, Board of Supervisors and senior management of the Company may be appointed as members of the party committee pursuant to relevant requirements and procedures.</p>	<p><b>Article 56</b> The Bank has improved relevant rules and regulations to clarify the responsibilities of the CPC Committee of the Bank, Shareholders’ general meetings, Board of Directors, Board of Supervisors and senior management. The CPC Committee supports the Shareholders’ general meetings, Board of Directors, Board of Supervisors and senior management in exercising their functions and powers according to laws. The Bank has incorporated institutional setup, division of responsibilities, staffing, work tasks, and fund guarantee of its CPC Committee into the management system, and established a coordinated and effective corporate governance mechanism in which the aforesaid organs perform their respective duties within their terms of reference.</p> <p><b>Article 59 <u>By insisting on and improving the leadership mechanism of “Dual Entry and Cross Appointment”</u></b>, eligible members of the CPC Committee may be appointed as members of the Board of Directors, Board of Supervisors and senior management through legal procedures, and eligible party members from the Board of Directors, Board of Supervisors and senior management of the Company may be appointed as members of the CPC Committee pursuant to relevant requirements and procedures.</p> <p><b><u>Generally, the position of the secretary of the CPC Committee and the chairman of the Board shall be assumed by the same person, while the chairman of the Board and President of the Bank shall not be the same person. The President of the Bank who is a party member shall serve as the deputy secretary of the CPC Committee and join the Board.</u></b></p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 57</b> The Bank has established a discussion and decision-making mechanism for its CPC Committee to make clear the scope of and procedures for CPC Committee’s decision-making and participation in decision on major issues. The study and discussion of the CPC Committee of the Bank is the prepositive procedure for the Board and senior management to make decisions on major issues, that is, major issues relating to business management shall not be decided on by the Board or senior management until studied and discussed by the CPC Committee.</p> <p><b>Article 58</b> The CPC Committee of the Bank shall, upon full consultation, make scientific, democratic and lawful decisions on major issues by virtue of collective leadership, democratic centralism, individual consultations and decision by meetings.</p>	<p><b>Article 57</b> The Bank has established a discussion and decision-making mechanism for its CPC Committee to make clear the scope of and procedures for CPC Committee’s decision-making and participation in decision on major issues. The study and discussion of the CPC Committee of the Bank is the prepositive procedure for the Board and senior management to make decisions on major issues, that is, major issues relating to business management shall not be decided on by the Board or senior management until studied and discussed by the CPC Committee.</p> <p>The CPC Committee of the Bank shall, upon full consultation, make scientific, democratic and lawful decisions on major issues by virtue of collective leadership, democratic centralism, individual consultations and decision by meetings.</p> <p><b><u>The CPC Committee shall strictly control the authorization and decision-making plan of the Board and senior management to prevent irregular or excessive authorization. The CPC Committee generally does not conduct preliminary research and discussion on decision-making matters authorized by the Board to the chairman of the Board and senior management.</u></b></p>

Original Articles of Association	Amended Articles of Association
<p data-bbox="245 261 778 400"><u>Article 59</u> The CPC committee of the Bank shall perform duties according to the Constitution of the Communist Party of China and other regulations of the CPC.</p> <p data-bbox="245 559 778 846">(I) to undertake to supervise the implementation of the guidelines and policies of the CPC and the State in the Bank, and implement the major strategic decisions of the Party Central Committee and the State Council, and relevant significant work arrangements of the CPC organization at a higher level;</p>	<p data-bbox="817 261 1350 517"><u>Article 58</u> The CPC Committee of the Bank shall play a leading role in setting the direction, managing the overall situation and ensuring the implementation, and discuss and decide on major issues of the Bank in accordance with the regulations, with the main responsibilities as follows:</p> <p data-bbox="817 559 1350 921">(I) to strengthen the Party’s political building, adhere to and implement the fundamental, basic and important systems of socialism with Chinese characteristics, and educate and guide all Party members to maintain a high degree of consistency with the Party Central Committee with Comrade XI Jinping as the core in terms of political stance, political direction, political principles and political path;</p> <p data-bbox="817 963 1350 1596">(II) to thoroughly study and implement the XI Jinping Thought on Socialism with Chinese Characteristics in the New Era, learn and publicize the theories of the Party, implement the Party’s lines, guidelines and policies, supervise and ensure the implementation of the major decisions and deployments of the Party Central Committee and the resolutions of the Party organizations of the higher level in the Bank; to promote the Bank in shouldering responsibilities and missions, focusing on the main responsibilities and main businesses, serving major strategies of the country and the province, and fully performing the economic, political and social responsibilities;</p>



Original Articles of Association	Amended Articles of Association
<p>(II) to strengthen leadership and control of talent selection and appointment, <u>manage the standards, procedures, investigation, recommendation and supervision, and insist on the principle of the CPC managing the cadres in combination with the Board of Directors selecting the managers according to laws and the managers exercising rights according to laws;</u></p> <p>(III) to study and discuss reform and development, significant matters concerning business management and major issues concerning immediate interests of the employees of the Bank, and propose opinions and suggestions, and support the Shareholders' general meetings, Board of Directors, Board of Supervisors and senior management in performing duties according to laws; and the employee representatives' meeting in carrying out work;</p> <p>(IV) <b>to undertake</b> the entity responsibility for comprehensively strengthening the CPC discipline; <b>to provide leadership over the Party's ideological, organizational, work style, spiritual civilization, corporate culture, and anti-corruption and clean government construction, and</b> ideological work <b>across the Bank;</b></p>	<p><b>(IV)</b> to strengthen leadership and control of talent selection and appointment, <b>and the building of the leading group, cadre and talents team;</b></p> <p>(III) to study and discuss reform and development, significant matters concerning business management and major issues concerning immediate interests of the employees of the Bank, and propose opinions and suggestions, and support the Shareholders' general meetings, Board of Directors, Board of Supervisors and senior management in performing duties according to laws; and the employee representatives' meeting in carrying out work;</p> <p><b>(V) to implement</b> the entity responsibility for comprehensively strengthening the CPC discipline, <b>lead and support the disciplinary and supervisory organizations to fulfil their supervisory and disciplining responsibilities as well as exercise strict political disciplines and political rules and promote Party's comprehensive and strict governance in every aspect to the primary level;</b></p> <p><b>(VI) to improve the CPC's work style construction of the Bank, strictly implement the spirit of the Central Committee's eight-point decision, and resolutely oppose the "Four Malfeasances", especially formalism and bureaucracy;</b></p>

Original Articles of Association	Amended Articles of Association
<p>(V) to enhance construction of the primary party organizations and party forces of the Bank, give full play to the party branch's battle fortress role and the party members' exemplary and vanguard role, and unite with and lead the cadres and employees in actively devoting themselves to the Bank's reform, transformation and development;</p> <p>(VI) to deal with other relevant important matters within the terms of reference of the CPC committee.</p>	<p><u>(VIII) to lead the ideological and political work, the spiritual civilization work and the united front work, and lead mass organizations such as the labor union, Communist Youth League and Women's Organization;</u></p> <p><u>(VII)</u> to enhance <u>construction</u> of the primary party organizations and building of party forces of the Bank, give full play to the party branch's battle fortress role and the party members' exemplary and vanguard role, and unite with and lead the <u>mass</u> cadres employees in actively devoting themselves to the Bank's reform, transformation and development;</p> <p><u>(IX)</u> to deal with other relevant important matters within the terms of reference of the CPC committee.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 63</b> The holders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>...</p> <p><u>(V) to apply for obtaining relevant information in accordance with the laws, regulations, regulatory rules and the Articles of Association, including:</u></p> <p><u>1. obtaining a copy of the Articles of Association after paying the costs and expenses incurred;</u></p> <p><u>2. having the right to inspect and photocopy, after paying reasonable expenses, the following documents:</u></p> <p style="padding-left: 40px;"><u>(1) all parts of the shareholder register;</u></p> <p style="padding-left: 40px;"><u>(2) the personal information of the Directors, Supervisors and senior management personnel of the Bank, including:</u></p> <p style="padding-left: 80px;"><u>(a) current and former names and aliases;</u></p> <p style="padding-left: 80px;"><u>(b) principal address (domicile);</u></p> <p style="padding-left: 80px;"><u>(c) nationality;</u></p> <p style="padding-left: 80px;"><u>(d) full-time and all other part-time occupations and positions;</u></p> <p style="padding-left: 80px;"><u>(e) identification documents and their numbers.</u></p> <p><u>(3) share capital of the Bank;</u></p>	<p><b>Article 63</b> The holders of ordinary shares of the Bank shall enjoy the following rights:</p> <p>...</p> <p><u>(V) to review and make copies of the Articles of Association, the shareholder register, the minutes of Shareholders' general meetings, the resolutions of Board meetings, the resolutions of meetings of the Board of Supervisors and the financial reports, and may put forward suggestions or raise inquiries about the business operations of the Bank;</u></p> <p><u>Shareholders severally or jointly holding more than 3% shares of the Bank for 180 consecutive days or more may request for review of the accounting books and accounting vouchers of the Bank. If Shareholders request for review of the accounting books and accounting vouchers, they shall submit a written request to the Bank stating the purpose. If the Bank, has reasonable grounds to believe that the Shareholder's requests to review the accounting books and accounting vouchers has improper purposes and may impair the legitimate interests of the Bank, it may reject the request of the Shareholder to review the books and shall, within 15 days from the Shareholder's written request, respond to the Shareholder in writing, which shall include an explanation. If the Bank rejects the request of any Shareholder to review the accounting books, the Shareholder may initiate proceedings in the people's court.</u></p> <p><u>A Shareholder may appoint an accounting firm, a law firm, or other intermediaries to review the materials specified in the preceding paragraph.</u></p>

Original Articles of Association	Amended Articles of Association
<p>(4) <u>reports on the aggregate par value, number, and highest and lowest prices of each class of shares in relation to any repurchase by the Bank of its own shares since the last fiscal year, as well as all the expenses paid by the Bank in relation to such repurchases;</u></p> <p>(5) <u>minutes of the Shareholders' general meetings;</u></p> <p>(6) <u>the latest audited financial statements, and the reports of the Board, auditors and the Board of Supervisors as announced by the Bank;</u></p> <p>(7) <u>the special resolutions of the Bank;</u></p> <p>(8) <u>a copy of the latest annual report and annual return already submitted to the State Administration for Industry and Commerce of PRC or other competent authorities for filing.</u></p>	<p><u>A Shareholder and the accounting firm, law firm, or other intermediaries appointed by it shall comply with the provisions of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy, personal information etc., when reviewing and duplicating the relevant materials;</u></p> <p><u>If a Shareholder of the Bank requests for a review or reproduction of the relevant materials, the Shareholder shall comply with the Securities Law of the People's Republic of China and other laws and administrative regulations.</u></p> <p>...</p>
<p><u>Except the documents set out in item (2) above, the Bank shall, according to the Hong Kong Listing Rules, keep the above documents in items (1) to (8) at the Hong Kong address of the Bank for the free inspection by the public and holders of overseas listed foreign shares. Documents set out in item (5) are for inspection by Shareholders only. Shareholders may have access to copies of the minutes of Shareholders' general meeting free of charge during the office hours of the Bank. If any Shareholder asks for copies of relevant meeting minutes, the Bank shall send out the said copies within seven days after receipt of reasonable expenses. The Bank may refuse to provide any of the aforesaid documents if the documents to be inspected and photocopied contain the trade secrets and sensitive information about the price of the Shares of the Bank.</u></p> <p>...</p>	

Original Articles of Association	Amended Articles of Association
<p>(VIII) to have other rights conferred in accordance with the laws, administrative regulations, departmental rules or the Articles of Association.</p> <p><b><u>Save as otherwise provided by laws, regulations or the Articles of Association, if any person who directly or indirectly has interests exercises the rights attached to his/her shares in the Bank without disclosing such interests to the Bank, the Bank shall not freeze or otherwise damage any rights enjoyed by the said person based on his/her shares in the Bank for this reason.</u></b></p> <p>Shareholders who shall seek approval from but fail to report to regulatory authorities shall not exercise such rights as the right to request convening the Shareholders' general meeting, voting right, right of nomination, proposal right and right of disposition. For any Shareholder who has made any false statement, abuses Shareholder's rights or has other acts that harm the interests of the Bank, the China Banking Regulatory Authority may restrict or prohibit any related party transactions between the Bank and him/her and restrict the quota of a commercial bank's equity held by him/her and equity pledge ratio as well as his/her rights including the right to request convening the Shareholders' general meeting, voting right, right of nomination, proposal right and right of disposition.</p>	<p>(VIII) to have other rights conferred in accordance with the laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>Shareholders who shall seek approval from but fail to report to regulatory authorities shall not exercise such rights as the right to request convening the Shareholders' general meeting, voting right, right of nomination, proposal right and right of disposition. For any Shareholder who has made any false statement, abuses Shareholder's rights or has other acts that harm the interests of the Bank, the China Banking Regulatory Authority may restrict or prohibit any related party transactions between the Bank and him/her and restrict the quota of a commercial bank's equity held by him/her and equity pledge ratio as well as his/her rights including the right to request convening the Shareholders' general meeting, voting right, right of nomination, proposal right and right of disposition.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 64</b> If any Shareholder needs to access the relevant information as set out in the preceding article, the said Shareholder shall provide the Bank with written documents bearing evidence of the class and number of shares held by the said Shareholder, and the Bank shall provide the said information as required by the said Shareholder upon authentication of the said Shareholder.</p> <p>If a Shareholder exercises the aforesaid right to know, he/she shall keep confidential the Bank's trade secrets and reasonably use the Bank's information in accordance with laws and regulations. Any Shareholder shall bear relevant legal consequences according to laws for any damage to the Bank or other parties arising from his/her violation of the confidentiality obligation.</p>	<p><b>Article 64</b> If any Shareholder needs to access <u>and photocopy</u> the relevant information as set out in the preceding article, the said Shareholder shall provide the Bank with written documents bearing evidence of the class and number of shares held by the said Shareholder, and the Bank shall provide the said information as required by the said Shareholder upon authentication of the said Shareholder.</p> <p>If a Shareholder exercises the aforesaid right to know, he/she shall keep confidential the Bank's trade secrets and reasonably use the Bank's information in accordance with laws and regulations. Any Shareholder shall bear relevant legal consequences according to laws for any damage to the Bank or other parties arising from his/her violation of the confidentiality obligation.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 68</b> The holders of ordinary shares of the Bank shall have the following obligations:</p> <p>...</p> <p>(III) not to withdraw their contributed share capital except in circumstances allowed by the laws and regulations;</p> <p>(IV) not to abuse Shareholder’s right to harm the interests of the Bank or other Shareholders; not to abuse the independent status of legal person or Shareholder’s limited liability to harm the interests of creditors of the Bank;</p> <p>if any Shareholder of the Bank misuses his/her Shareholder’s right, thereby causing any loss to the Bank or other Shareholders, the said Shareholder shall be liable for compensation according to laws;</p> <p>if any Shareholder of the Bank abuses the independent status of legal person of the Bank or Shareholder’s limited liability or evades debts, thereby seriously damaging the interests of the creditors of the Bank, the said Shareholder shall bear joint liability for the Bank’s debts;</p> <p>...</p>	<p><b>Article 68</b> The holders of ordinary shares of the Bank shall have the following obligations:</p> <p>...</p> <p>(III) not to withdraw their contributed share capital <b><u>and not to flee capital</u></b> except in circumstances allowed by the laws and regulations;</p> <p>(IV) not to abuse Shareholder’s right to harm the interests of the Bank or other Shareholders; not to abuse the independent status of legal person or Shareholder’s limited liability to harm the interests of creditors of the Bank;</p> <p>if any Shareholder of the Bank misuses his/her Shareholder’s right, thereby causing any loss to the Bank or other Shareholders, the said Shareholder shall be liable for compensation according to laws;</p> <p>if any Shareholder of the Bank abuses the independent status of legal person of the Bank or Shareholder’s limited liability or evades debts, thereby seriously damaging the interests of the creditors of the Bank, the said Shareholder shall bear joint liability for the Bank’s debts;</p> <p><b><u>if any Shareholder of the Bank conducts any action as specified in the preceding paragraph by using two or more companies controlled by him/her, each of the company shall bear joint liability for the debts of any one of the companies;</u></b></p> <p>...</p>

Original Articles of Association	Amended Articles of Association
<p>(XVI) to assume other obligations required by the laws, administrative regulations and the Articles of Association.</p> <p>When a major risk event occurs, the Bank will adopt appropriate loss absorption and risk resilience mechanisms according to the provisions of relevant laws and regulations as well as the recovery and disposal plans formulated by the Bank, and Shareholders shall give positive support.</p> <p><b><u>Shareholders shall not be liable for making any additional contribution to the share capital other than according to the terms agreed by the subscriber of the shares at the time of subscription.</u></b></p>	<p>(XVI) to assume other obligations required by the laws, administrative regulations and the Articles of Association.</p> <p>When a major risk event occurs, the Bank will adopt appropriate loss absorption and risk resilience mechanisms according to the provisions of relevant laws and regulations as well as the recovery and disposal plans formulated by the Bank, and Shareholders shall give positive support.</p> <p><b><u>Substantial Shareholders shall make relevant commitments in accordance with relevant laws, regulations and regulatory requirements and fulfill them effectively. The Bank has the right to take corresponding restrictive measures against substantial Shareholders who violate the commitments.</u></b></p>
<p><b>Article 71</b> The Bank shall not <b><u>provide financing guarantee for debts</u></b> of Shareholders and their related parties unless they provide counter-guarantee by bank deposits or treasury bonds.</p> <p><b><u>Financing guarantee mentioned in the preceding paragraph refers to the guarantee provided by commercial banks for financing behaviors of Shareholders and their related entities.</u></b></p>	<p><b>Article 71</b> The Bank shall not <b><u>provide guarantee (including contingencies equivalent to guarantee) for financing behaviors of related parties,</u></b> Shareholders and their related parties unless <b><u>the related parties,</u></b> Shareholders and their related parties provide <b><u>sufficient</u></b> counter-guarantee by bank deposits or treasury bonds.</p>



Original Articles of Association	Amended Articles of Association
<p><b>Article 75</b> The Shareholders' general meeting shall be an organ of power of the Bank. It shall exercise the following functions and powers in accordance with the law:</p> <p><b><u>(I) to decide on the business policies and investment plans of the Bank;</u></b></p> <p>(II) to elect and replace Directors and Supervisors which are not appointed as employee representatives and to decide on the remuneration of the relevant Directors and Supervisors;</p> <p>(III) to consider and approve reports made by the Board;</p> <p>(IV) to consider and approve reports made by the Board of Supervisors;</p> <p><b><u>(V) to consider and approve the Bank's annual financial budget reports and final account reports;</u></b></p> <p>(VI) to consider and approve the Bank's profit distribution plans and loss recovery plans;</p> <p>(VII) to resolve on the increase or reduction in the Bank's registered capital;</p> <p>(VIII) to resolve on the issuance of bonds or the listing of the Bank;</p> <p>(IX) to resolve on the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;</p> <p>(X) to amend the Articles of Association;</p>	<p><b>Article 75</b> The Shareholders' general meeting shall be an organ of power of the Bank. It shall exercise the following functions and powers in accordance with the law:</p> <p><b><u>(I)</u></b> to elect and replace Directors and Supervisors which are not appointed as employee representatives and to decide on the remuneration of the relevant Directors and Supervisors;</p> <p><b><u>(II)</u></b> to consider and approve reports made by the Board;</p> <p><b><u>(III)</u></b> to consider and approve reports made by the Board of Supervisors;</p> <p><b><u>(IV)</u></b> to consider and approve the Bank's profit distribution plans and loss recovery plans;</p> <p><b><u>(V)</u></b> to resolve on the increase or reduction in the Bank's registered capital;</p> <p><b><u>(VI)</u></b> to resolve on the issuance of bonds or the listing of the Bank;</p> <p><b><u>(VII)</u></b> to resolve on the merger, division, dissolution, liquidation, or change of the form of organization of the Bank;</p> <p><b><u>(VIII)</u></b> to amend the Articles of Association;</p>

Original Articles of Association	Amended Articles of Association
<p>(XI) <u>to resolve on the engagement, dismissal or discontinuation of the appointment of the accounting firm by the Bank;</u></p> <p>(XII) to consider and approve the matters concerning guarantee as specified in Article [76];</p> <p>(XIII) to consider the purchase and disposal of fixed assets and intangible assets, external investment, acquisition and sale of assets, pledge of assets, entrusted wealth management, etc. involving an amount exceeding 30% (exclusive) of the Bank's latest audited net assets, as well as especially significant related party transactions, etc.;</p> <p>(XIV) to consider equity incentive plans;</p> <p>(XV) to consider and approve the rules of procedures for the Shareholders' general meeting, the Board of Directors and Board of Supervisors;</p> <p>(XVI) to pass a resolution in relation to the acquisition of the shares of the Bank in accordance with the requirements of the laws;</p> <p>(XVII) to consider proposals raised by the Shareholders who hold above <u>3%</u> of the total voting shares of the Bank;</p>	<p><u>(IX) to resolve on the engagement or dismissal of the accounting firm that is responsible for the regular statutory audits of the Bank's financial reports;</u></p> <p><u>(X)</u> to consider and approve the matters concerning guarantee as specified in Article [76];</p> <p><u>(XI)</u> to consider the purchase and disposal of fixed assets and intangible assets, external investment, acquisition and sale of assets, <b><u>asset disposal and write-off</u></b>, pledge of assets, entrusted wealth management, etc. involving an amount exceeding 30% (exclusive) of the Bank's latest audited net assets, as well as especially significant related party transactions, etc.;</p> <p><u>(XII) to consider and approve the change in use of proceeds raised;</u></p> <p><u>(XIII)</u> to consider equity incentive plans <b><u>and employee stock ownership plans;</u></b></p> <p><u>(XIV)</u> to consider and approve the rules of procedures for the Shareholders' general meeting, the Board of Directors and Board of Supervisors;</p> <p><u>(XV)</u> to pass a resolution in relation to the acquisition of the shares of the Bank in accordance with the requirements of the laws;</p> <p><u>(XVI)</u> to consider proposals raised by the Shareholders who hold above <u>1%</u> of the total voting shares of the Bank;</p>

Original Articles of Association	Amended Articles of Association
<p>(XVIII) to consider other issues which should be decided by the Shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The aforesaid matters within the functions and powers of the Shareholders' general meeting shall be considered and decided by the Shareholders' general meeting. But, in necessary, reasonable and lawful circumstances, the Shareholders' general meeting may authorize the Board to make such decisions and such authorization shall be clear and specific in content.</p> <p>With regard to authorization granted by the Shareholders' general meeting to the Board, if the matter should be approved by the Shareholders' general meeting via an ordinary resolution according to the Articles of Association, it shall be passed by votes representing a majority of the voting rights held by the Shareholders (including their proxies) present at the meeting; and if the matter should be approved by the Shareholders' general meeting via a special resolution according to the Articles of Association, it shall be passed by votes representing more than two-thirds of the voting rights held by the Shareholders (including their proxies) present at the meeting.</p>	<p>(XVII) to consider other issues which should be decided by the Shareholders' general meeting as stipulated by the laws, administrative regulations, departmental rules or the Articles of Association.</p> <p>The aforesaid matters within the functions and powers of the Shareholders' general meeting shall be considered and decided by the Shareholders' general meeting. But, in necessary, reasonable and lawful circumstances, the Shareholders' general meeting may authorize the Board to make such decisions and such authorization shall be clear and specific in content.</p> <p>With regard to authorization granted by the Shareholders' general meeting to the Board, if the matter should be approved by the Shareholders' general meeting via an ordinary resolution according to the Articles of Association, it shall be passed by votes representing a majority of the voting rights held by the Shareholders (including their proxies) present at the meeting; and if the matter should be approved by the Shareholders' general meeting via a special resolution according to the Articles of Association, it shall be passed by votes representing more than two-thirds of the voting rights held by the Shareholders (including their proxies) present at the meeting.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 89</b> Where the Bank convenes a Shareholders' general meeting, the Board, the Board of Supervisors and Shareholder(s) severally or jointly holding more than <u>3%</u> shares of the Bank shall be entitled to make proposals to the Bank in writing.</p> <p>Shareholder(s) severally or jointly holding more than <u>3%</u> shares of the Bank may submit written interim proposals to the convener 10 days before a Shareholders' general meeting is convened. The convener shall serve a supplementary notice of Shareholders' general meeting within two days after receipt of the proposals and announce the contents of the interim proposals.</p> <p>Save as specified in the preceding paragraph, the convener, after issuing the notice of the Shareholders' general meeting, shall neither revise the proposals stated in the notice of Shareholders' general meetings nor add new proposals.</p> <p>Proposals not set out in the notice of Shareholders' general meeting or not complying with Article [88] of the Articles of Association shall not be voted on or resolved at the Shareholders' general meeting.</p>	<p><b>Article 89</b> Where the Bank convenes a Shareholders' general meeting, the Board, the Board of Supervisors and Shareholder(s) severally or jointly holding more than <u>1%</u> shares of the Bank shall be entitled to make proposals to the Bank in writing.</p> <p>Shareholder(s) severally or jointly holding more than <u>1%</u> shares of the Bank may submit written interim proposals to the convener 10 days before a Shareholders' general meeting is convened. The convener shall serve a supplementary notice of Shareholders' general meeting <b><u>by announcement</u></b> within two days after receipt of the proposals and announce the contents of the interim proposals, <b><u>unless the interim proposals violate the laws, administrative regulations or provisions of the Articles of Association, or do not fall within the functions and powers of the Shareholders' general meeting.</u></b></p> <p>Save as specified in the preceding paragraph, the convener, after issuing the notice of the Shareholders' general meeting, shall neither revise the proposals stated in the notice of Shareholders' general meetings nor add new proposals.</p> <p>Proposals not set out in the notice of Shareholders' general meeting or not complying with Article [88] of the Articles of Association shall not be voted on or resolved at the Shareholders' general meeting.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 90</b> When the Bank is to convene an annual general meeting, the conveners shall issue a notice, <u>20 workdays prior to</u> the date of the meeting, to all Shareholders whose names appear on the shareholder register, stating the time and venue of the meeting and the matters to be considered at the meeting. A notice of extraordinary general meeting shall be served to all Shareholders <u>10 workdays or 15 days (whichever is earlier) prior to</u> the date of the meeting.</p> <p>If the securities regulatory authorities at the place where shares of the Bank are listed have provisions on a longer notice period for Shareholders' general meetings, such provisions shall apply.</p>	<p><b>Article 90</b> When the Bank is to convene an annual general meeting, the conveners shall issue a notice <u>by announcement, 21 days prior to</u> the date of the meeting, to all Shareholders whose names appear on the shareholder register, stating the time and venue of the meeting and the matters to be considered at the meeting. A notice of extraordinary general meeting shall be served to all Shareholders <u>by announcement, 15 days prior to</u> the date of the meeting.</p> <p>If the securities regulatory authorities at the place where shares of the Bank are listed have provisions on a longer notice period for Shareholders' general meetings, such provisions shall apply.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 105</b></p> <p>...</p> <p>A Shareholders' general meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. In the event that the chairman is incapable of performing or is not performing his/her duties, the vice chairman (the vice chairman jointly elected by <u>more than half</u> of the Directors if there are two or more vice chairmen) shall chair and preside over the meeting. In the event that the vice chairman is incapable of performing or is not performing his/her duties, a Director jointly nominated by <u>more than half</u> of the Directors shall chair and preside over the meeting. If no chairman of the meeting is appointed, the attending Shareholders may elect a person to chair the meeting. <u>If the Shareholders fail to elect the chairman of meeting for any reason, the Shareholder (including proxy thereof) holding the most voting shares thereat shall chair the meeting.</u></p> <p>A Shareholders' general meeting convened by the Board of Supervisors on its own initiative shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is incapable of performing or is not performing his/her duties, a Supervisor jointly recommended by <u>more than half</u> of the Supervisors shall chair and preside over the meeting.</p> <p>...</p>	<p><b>Article 105</b></p> <p>...</p> <p>A Shareholders' general meeting convened by the Board of Directors shall be chaired and presided over by the chairman of the Board of Directors. In the event that the chairman is incapable of performing or is not performing his/her duties, the vice chairman (the vice chairman jointly elected by <u>a majority</u> of the Directors if there are two or more vice chairmen) shall chair and preside over the meeting. In the event that the vice chairman is incapable of performing or is not performing his/her duties, a Director jointly nominated by <u>a majority</u> of the Directors shall chair and preside over the meeting. If no chairman of the meeting is appointed, the attending Shareholders may elect a person to chair the meeting.</p> <p>A Shareholders' general meeting convened by the Board of Supervisors on its own initiative shall be chaired and presided over by the chairman of the Board of Supervisors. If the chairman of the Board of Supervisors is incapable of performing or is not performing his/her duties, a Supervisor jointly recommended by <u>a majority</u> of the Supervisors shall chair and preside over the meeting.</p> <p>...</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 150</b> The Board of Directors shall exercise the following functions and powers:</p> <p>...</p> <p>(III) to decide on operational plans and investment plans of the Bank;</p> <p>(IV) to <u>formulate</u> annual financial budget reports and final account reports of the Bank;</p> <p>...</p> <p>(IX) to <u>decide</u> on matters such as external investments, acquisition and sale of assets, pledge of assets, entrusted wealth management, related party transactions and data management of the Bank based on laws, regulations, regulatory provisions and <u>Articles of Association</u>;</p> <p>...</p> <p>(XX) to formulate a development strategy and supervise its implementation, and to approve green credit strategies;</p> <p>(XXI) to protect the legal rights of financial consumers and other stakeholders, and to formulate strategies, policies and objectives for the protection of consumer's rights and interests, to urge the senior management of the whole Bank to effectively carry out and implement relevant work, to regularly listen to the senior management's special report on this work, and to supervise and evaluate the comprehensiveness, promptness and effectiveness of the Bank's consumer rights protection work and the performance of the senior management in this respect, with the relevant work as the important content of information disclosure;</p> <p>...</p>	<p><b>Article 150</b> The Board of Directors shall exercise the following functions and powers:</p> <p>...</p> <p>(III) to decide on operational plans and investment plans of the Bank;</p> <p>(IV) to <u>consider and approve</u> annual financial budget reports and final account reports of the Bank;</p> <p>...</p> <p>(IX) to <u>consider and approve</u> on matters such as external investments, acquisition and sale of assets, <u>asset disposal and write-off</u>, pledge of assets, entrusted wealth management, related party transactions and data management of the Bank based on laws, regulations, regulatory provisions and <u>Articles of Association</u>;</p> <p>...</p> <p>(XX) to formulate a development strategy and supervise its implementation, and to approve green credit strategies;</p> <p><u>(XXI) to determine the environmental, social and governance (ESG) strategic plans, annual goals, major policies and basic systems of the Bank, to assume the ultimate responsibility for ESG management, and to supervise and evaluate the implementation of the Bank's ESG strategy;</u></p> <p><u>(XXII)</u> to protect the legal rights of financial consumers and other stakeholders, and to formulate strategies, policies and objectives for the protection of consumer's rights and interests, to urge the senior management of the whole Bank to effectively carry out and implement relevant work, to regularly listen to the senior management's special report on this work, and to supervise and evaluate the comprehensiveness, promptness and effectiveness of the Bank's consumer rights protection work and the performance of the senior management in this respect, with the relevant work as the important content of information disclosure;</p> <p>...</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 153</b> The Board shall determine the authority for purchase and disposal of fixed assets and intangible assets, external investment, acquisition and sale of assets, pledge of assets, entrusted wealth management and related party transactions, establish stringent examination and decision making procedures, organize relevant specialists or professional personnel to review material investment projects, and report such investment projects and matters required to be reported to the Shareholders' general meeting according to the Articles of Association to the Shareholders' general meeting for approval.</p> <p>...</p>	<p><b>Article 153</b> The Board shall determine the authority for purchase and disposal of fixed assets and intangible assets, external investment, acquisition and sale of assets, <b><u>asset disposal and write-off</u></b>, pledge of assets, entrusted wealth management and related party transactions, establish stringent examination and decision making procedures, organize relevant specialists or professional personnel to review material investment projects, and report such investment projects and matters required to be reported to the Shareholders' general meeting according to the Articles of Association to the Shareholders' general meeting for approval.</p> <p>...</p>
<p><b>Article 191</b> The vice chairman of our Board shall assist the chairman in performing his/her duties. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman. In the event that the vice chairman is unable or fails to perform his/her duties, a Director shall be elected jointly by <b><u>more than a half</u></b> of the Directors to perform such duties.</p>	<p><b>Article 191</b> The vice chairman of our Board shall assist the chairman in performing his/her duties. If the chairman is unable or fails to perform his/her duties, such duties shall be performed by the vice chairman. In the event that the vice chairman is unable or fails to perform his/her duties, a Director shall be elected jointly by <b><u>a majority</u></b> of the Directors to perform such duties.</p>
<p><b>Article 197</b> The Board of the Bank establishes the <b><u>Strategic Development Research Committee</u></b>, Related Party Transactions Control Committee, Risk Management Committee, Audit Committee, Nomination and Remuneration Committee and Consumer Rights Protection Committee.</p> <p>...</p>	<p><b>Article 197</b> The Board of the Bank establishes the <b><u>Development Strategy and Social Responsibility Committee</u></b>, Related Party Transactions Control Committee, Risk Management Committee, Audit Committee, Nomination and Remuneration Committee and Consumer Rights Protection Committee.</p> <p>...</p>



Original Articles of Association	Amended Articles of Association
<p><b>Article 198</b> The <b><u>Strategic Development Research Committee</u></b> is mainly responsible for:</p> <p>(I) studying the long-term development strategies planning and material investment decisions of the Bank and providing suggestions;</p> <p>(II) studying and putting forward the Bank’s development goals, development directions, development priorities, development measures and other development related issues;</p> <p>(III) advising the Board on strategic issues in the Bank’s development;</p> <p>(IV) studying other matters with significant impacts on the development of the Bank and providing suggestions;</p> <p>(V) examining the implementation of the aforesaid matters;</p> <p>(VI) fulfilling other duties as authorized by the Board.</p>	<p><b>Article 198</b> The <b><u>Development Strategy and Social Responsibility Committee</u></b> is mainly responsible for:</p> <p>(I) studying the long-term development strategies planning and material investment decisions of the Bank and providing suggestions;</p> <p>(II) studying and putting forward the Bank’s development goals, development directions, development priorities, development measures and other development related issues;</p> <p>(III) advising the Board on strategic issues in the Bank’s development;</p> <p>(IV) studying other matters with significant impacts on the development of the Bank and providing suggestions;</p> <p><b><u>(V) making recommendations on the environmental, social and governance (ESG) regarding strategic planning, annual targets, major policies and basic systems of the Bank, and assisting in supervising and evaluating the implementation of the Bank’s ESG strategy;</u></b></p> <p>(VI) examining the implementation of the aforesaid matters;</p> <p>(VII) fulfilling other duties as authorized by the Board.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 199</b> The Related Party Transactions Control Committee is mainly responsible for:</p> <p>...</p> <p>(VI) reporting issues about related party transactions to the people’s government at all levels, the People’s Bank of China and <b>CBRC</b>, and providing feasible opinions or suggestions;</p> <p>...</p>	<p><b>Article 199</b> The Related Party Transactions Control Committee is mainly responsible for:</p> <p>...</p> <p>(VI) reporting issues about related party transactions to the people’s government at all levels, the People’s Bank of China and <b><u>China Banking Regulatory Authority</u></b>, and providing feasible opinions or suggestions;</p> <p>...</p>
<p><b>Article 236</b></p> <p>...</p> <p>The chairman of the Board of Supervisors shall convene and preside over Board of Supervisors meetings; where the chairman of the Board of Supervisors cannot or does not fulfill the duty thereof, <b>more than half</b> of the Supervisors may jointly elect a Supervisor to convene and preside over Board of Supervisors meetings.</p> <p>...</p>	<p><b>Article 236</b></p> <p>...</p> <p>The chairman of the Board of Supervisors shall convene and preside over Board of Supervisors meetings; where the chairman of the Board of Supervisors cannot or does not fulfill the duty thereof, <b>a majority</b> of the Supervisors may jointly elect a Supervisor to convene and preside over Board of Supervisors meetings.</p> <p>...</p>
<p><b>Article 262</b> No person shall hold the position of Director, Supervisor, or senior management personnel of the Bank in one of the following circumstances:</p> <p>...</p> <p>(II) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out;</p> <p>...</p>	<p><b>Article 262</b> No person shall hold the position of Director, Supervisor, or senior management personnel of the Bank in one of the following circumstances:</p> <p>...</p> <p>(II) a person who has been penalized or sentenced due to corruption, bribery, embezzlement, appropriation of property or the disruption of the socialist market economy, and five years have not elapsed from which the punishment or deprivation of political rights for the crimes committed was carried out, <b><u>or a person who has been sentenced to probation, where two years have not elapsed following the expiration of the probation period;</u></b></p> <p>...</p>

Original Articles of Association	Amended Articles of Association
<p>(IV) a legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the business license of the company or enterprise was revoked, and a person who has been punished by relevant administrative authorities according to laws for serious personal liability or direct leadership liability for illegal or incompliant operating activities or heavy losses of the institution he/she has worked for;</p> <p>(V) a person or his/her spouse who owes relatively large amounts of due and outstanding debt, including but not limited to overdue loans from <u>the financial institution</u>; or a person who is engaging in high-risk investment obviously beyond his/her risk capacity in connection with his/her family property, and an individual or enterprise employee who has overdue loans from the Bank;</p>	<p>(IV) a legal representative of companies or enterprises which have had their business licenses revoked and the business of such companies or enterprises were compulsorily closed down due to a violation of laws in which such person was personally liable, and three years have not elapsed from which the company or enterprise had its business license revoked <b><u>and was ordered to be closed down</u></b>, and a person who has been punished by relevant administrative authorities according to laws for serious personal liability or direct leadership liability for illegal or incompliant operating activities or heavy losses of the institution he/she has worked for;</p> <p>... (V) a person or his/her spouse who <b><u>is listed as a defaulter by the people's court</u></b> since he/she owes relatively large amounts of due and outstanding debt, including but not limited to overdue loans from <u>the Bank</u>; or a person who is engaging in high-risk investment obviously beyond his/her risk capacity in connection with his/her family property, and an individual or enterprise employee who has overdue loans from the Bank;</p> <p>...</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 295</b> The reserve fund of the Bank may be used to make up the losses of the Bank, to expand the business of the Bank or to be converted into the capital of the Bank. <b><u>However, the capital reserve shall not be used to make up the losses of the Bank.</u></b></p> <p>When the statutory reserve fund is converted into capital, the amount remaining in such statutory reserve fund shall not be less than 25% of the registered capital of the Bank before conversion.</p>	<p><b>Article 295</b> The reserve fund of the Bank may be used to make up the losses of the Bank, to expand the business of the Bank or to be converted into the capital of the Bank.</p> <p><b><u>The discretionary reserve fund and statutory reserve fund shall be used to make up the Bank's losses; if the losses cannot be covered, the capital reserve can be used in accordance with the regulations.</u></b></p> <p>When the statutory reserve fund is converted into capital, the amount remaining in such statutory reserve fund shall not be less than 25% of the registered capital of the Bank before conversion.</p>
<p><b>Article 324</b> In the event of merger of the Bank, the parties concerned shall conclude a merger agreement and prepare balance sheets and property inventories. The Bank shall notify creditors within 10 days from the date on which the resolution in favor of the merger is adopted, and shall <b><u>publish announcements at least three times</u></b> in the newspaper in 30 days. The creditors may require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p>	<p><b>Article 324</b> In the event of merger of the Bank, the parties concerned shall conclude a merger agreement and prepare balance sheets and property inventories. The Bank shall notify creditors within 10 days from the date on which the resolution in favor of the merger is adopted, and shall <b><u>publish announcements in the newspaper or on the National Enterprise Credit Information Publicity System</u></b> in 30 days. The creditors may require the Bank to repay debts or provide corresponding guarantees within 30 days after receipt of the notice or within 45 days after the announcement if the creditors have not received the notice.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 326</b> Where the Bank is divided, the properties shall be divided accordingly.</p> <p>In the event of division of the Bank, the parties concerned shall conclude a division agreement and prepare balance sheets and property inventories. The Bank shall notify creditors within ten days from the date on which the resolution in favor of the division is adopted, and shall <b>publish announcements at least three times</b> in the newspaper in 30 days.</p>	<p><b>Article 326</b> Where the Bank is divided, the properties shall be divided accordingly.</p> <p>In the event of division of the Bank, the parties concerned shall conclude a division agreement and prepare balance sheets and property inventories. The Bank shall notify creditors within ten days from the date on which the resolution in favor of the division is adopted, and shall <b>publish announcements</b> in the newspaper <b>or on the National Enterprise Credit Information Publicity System</b> in 30 days.</p>
<p><b>Article 328</b> The Bank <b>must</b> prepare a balance sheet and a property inventory when the Bank reduces its registered capital.</p> <p>The Bank shall notify the creditors within 10 days of adopting the resolution to reduce its registered capital and being approved by statutory approval authority and shall <b>publish announcements at least three times</b> in the newspaper within 30 days. Creditors shall, within 30 days of receiving a notice or <b>within 90 days since the day of the first announcement</b> for those who have not received a notice, be entitled to require the Bank to repay debts or provide corresponding guarantees.</p>	<p><b>Article 328</b> The Bank <b>shall</b> prepare a balance sheet and a property inventory when the Bank reduces its registered capital.</p> <p>The Bank shall notify the creditors within 10 days of adopting the resolution to reduce its registered capital <b>at the Shareholders' general meeting</b> and being approved by statutory approval authority and shall <b>publish announcements</b> in the newspaper <b>or on the National Enterprise Credit Information Publicity System</b> within 30 days. Creditors shall, within 30 days of receiving a notice or <b>within 45 days since the day of the announcement</b> for those who have not received a notice, be entitled to require the Bank to repay debts or provide corresponding guarantees.</p>

Original Articles of Association	Amended Articles of Association
<p>The registered capital of the Bank after the capital reduction shall not be lower than the minimum of the legal requirement.</p>	<p>The registered capital of the Bank after the capital reduction shall not be lower than the minimum of the legal requirement.</p> <p><u>If the Bank is still in a loss position after covering losses in accordance with the provisions of paragraph 2 of Article 295 in the Articles of Association, it may reduce the registered capital to cover the losses. If the registered capital is reduced to cover the losses, the Bank shall not make any distribution to the Shareholders, nor shall it exempt the Shareholders from the obligations to make capital contributions or pay up the amounts of shares.</u></p> <p><u>Where the registered capital is reduced in accordance with the provisions of the preceding paragraph, the provisions of paragraph 2 of this article shall not apply, but it shall be announced in the newspaper or on the National Enterprise Credit Information Publicity System within 30 days from the date on which the Shareholders' general meeting made a resolution to reduce the registered capital.</u></p> <p><u>After the Bank reduces its registered capital in accordance with the provisions of the preceding two paragraphs, it shall not distribute profits until the cumulative amount of the statutory reserve fund and the discretionary reserve fund reaching 50% of the registered capital of the Bank.</u></p> <p><u>In the event that the registered capital is reduced in violation of the Articles of Association, Shareholders shall refund the funds received by them, and any reduction or waive of capital contributions by Shareholders shall be restored to its original state. If any losses are caused to the Bank, the Shareholders and the responsible Directors, Supervisors and senior management personnel shall bear the liability for compensation.</u></p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 334</b> The liquidation committee shall notify the creditors within 10 days after its establishment and shall <b>publish announcements at least three times</b> in a newspaper within 60 days.</p> <p>...</p>	<p><b>Article 334</b> The liquidation committee shall notify the creditors within 10 days after its establishment and shall <b>publish announcements</b> in a newspaper <b>or on the National Enterprise Credit Information Publicity System</b> within 60 days.</p> <p>...</p>
<p><b>Article 335</b> After the liquidation committee has examined and taken possession of the assets of the Bank and has prepared a balance sheet and property inventory, it shall <b>formulate</b> a liquidation proposal and submit such proposal to the general meeting or <b>relevant competent authority</b> for confirmation.</p> <p>...</p>	<p><b>Article 335</b> After the liquidation committee has examined and taken possession of the assets of the Bank and has prepared a balance sheet and property inventory, it shall <b>formulate</b> a liquidation proposal and submit such proposal to the general meeting or <b>the people's court</b> for confirmation.</p> <p>...</p>
<p><b>Article 336</b> In the event of liquidation due to the dissolution of the company, after the liquidation committee has liquidated the Bank's properties and prepared a balance sheet and a property inventory, if it believes that the Bank's properties are insufficient to repay our debts in full, it shall, upon approval of the Banking Regulatory Authority under the State Council, apply to the people's court for <b>declaration of the bankruptcy</b> in accordance with the law.</p> <p><b>Following a ruling</b> by the people's court that the Bank is <b>bankrupt</b>, the liquidation committee shall transfer to the people's court all matters relating to the liquidation.</p>	<p><b>Article 336</b> In the event of liquidation due to the dissolution of the company, after the liquidation committee has liquidated the Bank's properties and prepared a balance sheet and a property inventory, if it believes that the Bank's properties are insufficient to repay our debts in full, it shall, upon approval of the Banking Regulatory Authority under the State Council, apply to the people's court for <b>bankruptcy liquidation</b> in accordance with the law.</p> <p><b>After</b> the Bank's <b>bankruptcy application has been accepted</b> by the people's court, the liquidation committee shall transfer to <b>the bankruptcy administrator designated</b> by the people's court all matters relating to the liquidation.</p>

Original Articles of Association	Amended Articles of Association
<p><b>Article 337</b> After completion of liquidation of the Bank, the liquidation committee shall prepare a liquidation report, <u>an income and expenditure statement and an account book in respect of the liquidation period and, after verification by a PRC certified public accountant</u>, shall submit the same to the general meeting or <u>relevant competent authority</u> for confirmation.</p> <p><u>The liquidation committee shall, within 30 days after obtaining confirmation from the general meeting or the relevant competent authority, submit the aforesaid documentation to the company registration authority, and apply to cancel registration and announce termination of the Bank.</u></p>	<p><b>Article 337</b> After completion of liquidation of the Bank, the liquidation committee shall prepare a liquidation report, which shall be submitted to the general meeting or <u>the people’s court</u> for confirmation, <u>and submit the same to the company registration authority, and apply to cancel registration and announce termination of the company.</u></p>
<p><b>Article 338</b> Members of the liquidation committee <u>shall discharge their duties diligently and faithfully, and shall carry out the liquidation in accordance with the laws.</u></p> <p><u>Members of the liquidation committee shall not abuse their official powers to accept bribes or other unlawful income, and not to expropriate the Bank’s property.</u></p> <p><u>If any members of the liquidation committee causes the Bank or any creditors to suffer any loss by reason of their willful default or gross negligence, the members shall be liable to pay compensation.</u></p>	<p><b>Article 338</b> Members of the liquidation committee <u>shall perform liquidation obligations and fulfill the obligations of honesty and diligence.</u></p> <p><u>If any members of the liquidation committee causes the Bank to suffer any loss by reason of their negligence to perform the obligations of liquidation, the members shall be liable to pay compensation; if any members of the liquidation committee causes the creditors to suffer any loss by reason of their willful default or gross negligence, the members shall be liable to pay compensation.</u></p>



Original Articles of Association	Amended Articles of Association
<p><b>Article 345</b> Any amendments to be made to the Articles of Association pursuant to a resolution of the Shareholders' general meeting shall be subject to the approval of the competent authorities; <u>if the amendments to the Articles of Association involve the content of the Mandatory Provisions, such amendments shall take effect after being approved by the company approval department authorized by the State Council and the Securities Commission of the State Council</u>; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the law.</p>	<p><b>Article 345</b> Any amendments to be made to the Articles of Association pursuant to a resolution of the Shareholders' general meeting shall be subject to the approval of the competent authorities; if registration matters are involved, the Bank shall apply for registration of the changes in accordance with the law.</p>
<p><b>Article 356</b> The "De facto controller" mentioned in the Articles of Association means a person who, <u>though not a shareholder of the Bank</u>, is able to exercise the de facto control over the actions of the Bank through investment relationships, agreements or other arrangements.</p>	<p><b>Article 356</b> The "De facto controller" mentioned in the Articles of Association means a person who is able to exercise the de facto control over the actions of the Bank through investment relationships, agreements or other arrangements.</p>
<p><b>Article 360</b> The Articles of Association shall be written in Chinese. Should there be any inconsistency between the Articles of Association written in another language or provided in other versions, the latest Chinese version approved by the China Banking Regulatory Authority and registered with <u>the Administration for Industry and Commerce</u> shall prevail.</p>	<p><b>Article 360</b> The Articles of Association shall be written in Chinese. Should there be any inconsistency between the Articles of Association written in another language or provided in other versions, the latest Chinese version approved by the China Banking Regulatory Authority and registered with <u>the market supervision and management authority</u> shall prevail.</p>
<p><b>Article 365</b> The Articles of Association shall take effect from the date of listing of H Shares publicly issued by the Bank on the Hong Kong Stock Exchange for trading after being reviewed and approved by the Shareholders' general meeting, approved by the China Banking Regulatory Authority and registered with <u>the Administration for Industry and Commerce</u>, and shall be the same when they are modified.</p>	<p><b>Article 365</b> The Articles of Association shall take effect from the date of listing of H Shares publicly issued by the Bank on the Hong Kong Stock Exchange for trading after being reviewed and approved by the Shareholders' general meeting, approved by the China Banking Regulatory Authority and registered with <u>the market supervision and management authority</u>, and shall be the same when they are modified.</p>

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## NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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**WEIHAI CITY COMMERCIAL BANK CO., LTD.\***

**威海市商業銀行股份有限公司\***

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

**(Stock Code: 9677)**

## NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2024 second extraordinary general meeting (the "2024 Second Extraordinary General Meeting") of Weihai City Commercial Bank Co., Ltd.\* (the "Bank") will be held at the Conference Room, 3/F, Digital Financial Center, No. 137A Qingdao North Road, Weihai City, Shandong Province, the PRC on Monday, December 30, 2024 at 9:00 a.m. Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Bank dated December 12, 2024 (the "Circular").

The following resolutions shall be considered and, if thought fit, approved by the shareholders of the Bank at the 2024 Second Extraordinary General Meeting:

### Special Resolutions

1. To consider and approve the proposed Change of Company Name;
2. To consider and approve the proposed amendments to the Articles of Association.

**Weihai City Commercial Bank Co., Ltd.\***  
**Board of Directors**

Weihai, the PRC  
December 12, 2024

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## NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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

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

Notes:

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

**2. Registration Procedures for Attending the 2024 Second Extraordinary General Meeting**

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

**3. Proxy**

Any Shareholder entitled to attend and vote at the 2024 Second Extraordinary General Meeting is entitled to appoint one or more person(s) (if the Shareholder holds two or more issued Shares), whether such person(s) is a Shareholder of the Bank or not, to act as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the 2024 Second Extraordinary General Meeting. The instrument appointing a proxy must be signed by the Shareholder or his/her attorney duly authorized in writing. For a corporate Shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorized in writing. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other authorization documents under which the instrument is signed must be notarized and shall be deposited together and at the same time with the instrument appointing the proxy. To be valid, the proxy form together with a copy of the notarized power of attorney or other authorization documents must be delivered to the Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or the office of the Board (in case of Domestic Shareholders) not later than 24 hours before the fixed time (i.e. 9:00 a.m. on Sunday, December 29, 2024) of holding the 2024 Second Extraordinary General Meeting or any adjournment thereof (as the case may be). In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the 2024 Second Extraordinary General Meeting in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the 2024 Second Extraordinary General Meeting in person or by proxy, only the vote of the person whose name appeared first in the register of members of the Bank relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders. Completion and return of the proxy form and instrument appointing the proxy will not preclude you from attending and voting in person at the 2024 Second Extraordinary General Meeting or any adjournment thereof should you so wish, in this case, the instrument appointing the proxy shall be deemed to be revoked.

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## NOTICE OF 2024 SECOND EXTRAORDINARY GENERAL MEETING

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#### 4. Closure of Register of Members

The Bank's register of members will be closed from Sunday, December 29, 2024 to Monday, December 30, 2024 (both days inclusive). The Shareholder(s) whose name(s) appear(s) in the Bank's register of Shareholders on Monday, December 30, 2024 shall be entitled to attend and vote at the 2024 Second Extraordinary General Meeting. For a Shareholder to be eligible for attending and voting at the 2024 Second Extraordinary General Meeting, all transfer document(s) together with the relevant share certificates and other appropriate document(s) shall be delivered to our Bank's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the H Shareholders) or the office of the Board of the Bank (for the Domestic Shareholders) no later than 4:30 p.m. on Friday, December 27, 2024.

#### 5. Publication of Poll Results

Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), all resolutions at the 2024 Second Extraordinary General Meeting will be voted by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted only by a show of hands). The results of poll will be published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.whccb.com](http://www.whccb.com)) in accordance with the Hong Kong Listing Rules.

#### 6. Miscellaneous

The 2024 Second Extraordinary General Meeting is expected to last for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own expenses on traveling, dining and accommodation.