
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bank of Jinzhou Co., Ltd.*, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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锦州银行股份有限公司

Bank of Jinzhou Co., Ltd.*

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

(Stock code: 0416)

- (1) PROPOSED AMENDMENTS TO**
- (i) THE ARTICLES OF ASSOCIATION;**
 - (ii) THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS;**
 - (iii) THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS' MEETINGS;**
 - (iv) THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS' MEETINGS;**
- (v) THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS; AND**
- (vi) THE RULES FOR THE IMPLEMENTATION ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION;**
- (2) PROPOSED ELECTION OF AN EXECUTIVE DIRECTOR; AND**
- (3) NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of the Bank to be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 10:00 a.m. on Tuesday, 24 January 2017 is set out on pages 74 to 76 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. If you intend to attend the EGM by proxy, you are required to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the H Shares registrar and transfer office of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Bank's registered office in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (in respect of Domestic Shares) as soon as possible but in any event by not later than 24 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

* *Bank of Jinzhou 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.*

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS’ GENERAL MEETINGS	9
APPENDIX II — PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS’ MEETINGS	31
APPENDIX III — PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS’ MEETINGS	45
APPENDIX IV — PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS	49
APPENDIX V — PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION	64
NOTICE OF 2017 FIRST EXTRAODINARY GENERAL MEETING	74

DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise.

“A Share(s)”	ordinary share(s) proposed to be issued by the Bank pursuant to the A Share Offering and subscribed for in RMB
“A Share Offering”	the Bank’s proposed initial public offering of not more than 1,927,000,000 A Shares, which are proposed to be listed on the Shanghai Stock Exchange and have been approved by the Shareholders at the annual general meeting and the class meetings of the Bank on 29 June 2016, subject to the approval of the CBRC, the CSRC and other relevant regulatory authorities
“Articles of Association”	the articles of association of the Bank, as amended from time to time, or the articles of association of the Bank to be effective upon the completion of A Share Offering, as the case may be
“Bank”	Bank of Jinzhou Co., Ltd,* (錦州銀行股份有限公司) a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Main Board of the Stock Exchange
“Board”	the board of Directors of the Bank
“CBRC”	China Banking Regulatory Commission
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Bank
“Domestic Share(s)”	the ordinary share(s) in the capital of the Bank with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in Renminbi by PRC nationals and/or PRC corporate entities
“EGM”	the 2017 first extraordinary general meeting of the Bank to be held at the meeting room of 34th Floor, No.68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 10:00 a.m. on Tuesday, 24 January 2017
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the capital of the Bank with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice of the EGM as set out on pages 74 to 76 of this circular
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Share(s) and the H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



锦州银行股份有限公司

Bank of Jinzhou Co., Ltd.*

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

(Stock code: 0416)

Executive Directors:

ZHANG Wei
CHEN Man
ZHAO Jie
WANG Jing
WANG Xiaoyu

Registered office:

No. 68 Keji Road
Jinzhou City
Liaoning Province
The PRC

Non-executive Directors:

LI Dongjun
ZHANG Caiguang
WU Zhengkui
GU Jie

Principal place of business

in Hong Kong:
18/F, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Independent non-executive Directors:

JIANG Daxing
DENG Xiaoyang
NIU Sihu
JIANG Jian
CHOON Yew Khee

9 December 2016

To the Shareholders,

Dear Sir/Madam,

- (1) PROPOSED AMENDMENTS TO**
(i) THE ARTICLES OF ASSOCIATION;
(ii) THE RULES OF PROCEDURES FOR
SHAREHOLDERS' GENERAL MEETINGS;
(iii) THE RULES OF PROCEDURES FOR
THE BOARD OF DIRECTORS' MEETINGS;
(iv) THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS' MEETINGS;
(v) THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS; AND
(vi) THE RULES FOR THE IMPLEMENTATION ON THE ADMINISTRATION OF
THE RELATED CREDIT EXTENSION;
- (2) PROPOSED ELECTION OF AN EXECUTIVE DIRECTOR; AND**
(3) NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the Notice and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

At the EGM, ordinary resolutions will be proposed to approve (1) the proposed amendments to (i) the Rules of Procedures for Shareholders' General Meetings; (ii) the Rules of Procedures for the Board of Directors' Meetings; (iii) the Rules of Procedures for the Board of Supervisors' Meetings; (iv) the Administrative Measures for the Related Transactions; and (v) the Rules for the Implementation on the Administration of the Related Credit Extension; and (2) the proposed election of an executive Director, and a special resolution will be proposed to approve the proposed amendments to the Articles of Association.

Each of the above-mentioned rules are prepared in Chinese without an official English version. Any English translation is for reference only. In case of any inconsistency, the Chinese version shall prevail.

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the circular of the Bank dated 13 May 2016 and the poll results announcement of the Bank's annual general meeting dated 29 June 2016. The Shareholders have approved the amendments to the Articles of Associations and amendments to the Articles of Association consequential to the A Share Offering (collectively, the "**29 June Amendments**"). In addition to the 29 June Amendments, the Board has further proposed to amend the related provision of the Articles of Association in accordance with the recently updated requirements of the *Guidance for the Articles of Association of Listed Companies*. The amendments are subject to the approval by way of special resolution at the EGM and the approval by the CBRC, and shall be effective upon the completion of the A Share Offering.

The further amendments to the 29 June Amendments are set out below:

Original Article 128 in the 29 June Amendments

The shareholders attending the shareholders' general meeting shall deliver one of the following kinds of opinions on the proposals put forward for voting: consent, objection or abstention, except for the securities registration and settlement institutions which, being the nominal holders of shares subject to Shanghai-Hong Kong Stock Connect, shall make declaration according to the intentions of actual holders.

...

LETTER FROM THE BOARD

Amended Article 128

The shareholders attending the shareholders' general meeting shall deliver one of the following kinds of opinions on the proposals put forward for voting: consent, objection or abstention, except for the securities registration and settlement institutions which, being the nominal holders of shares subject to the interconnection mechanism of the Mainland and Hong Kong stock market transactions, shall make declaration according to the intentions of actual holders.

...

(2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS, THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS' MEETINGS AND THE RULES OF PROCEDURES FOR THE BOARD OF SUPERVISORS' MEETINGS

In order to meet the relevant regulatory requirements in connection with the A Share Offering, documents, such as the *Company Law of the PRC*, the *Securities Law of the PRC* and the *Guidance for the Articles of Association of Listed Companies*, the Board has proposed to amend the following rules: (i) the Rules of Procedures for Shareholders' General Meetings, (ii) the Rules of Procedures for the Board of Directors' Meetings, and (iii) the Rules of Procedures for the Board of Supervisors' Meetings, which are subject to the approval by way of ordinary resolutions at the EGM and shall take effect upon the completion of A Share Offering.

The details of the proposed amendments to the above-mentioned rules of procedures are set out in Appendix I to Appendix III to this circular.

(3) PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

In order to meet the relevant regulatory requirements and laws in connection with the A Share Offering, such as the *Company Law of the PRC* and the *Listing Rules of the Shanghai Stock Exchange*, the Board proposed to amend the Administrative Measures for the Related Transactions, an internal corporate governance rule of the Bank, which are subject to the approval by way of ordinary resolution at the EGM and shall take effect upon the completion of A Share Offering.

The details of the proposed amendments to the above-mentioned administrative measures are set out in Appendix IV to this circular.

(4) PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION

In order to meet the relevant regulatory requirements and laws in connection with the A Share Offering, such as the *Law of the PRC on Commercial Banks*, the *Administrative Measures for Associated Transactions Between Commercial Banks, Insiders and Shareholders* and the *Rules for the Compilation and Submission of Information Disclosure by Companies Publicly Offering Securities*

LETTER FROM THE BOARD

No. 26-Specific Provisions on Information Disclosure by Commercial Banks, the Board proposed to amend the Rules for the Implementation on the Administration of the Related Credit Extension, an internal corporate governance rule of the Bank, which are subject to the approval by way of ordinary resolution at the extraordinary general meeting to be held by the Bank and shall take effect upon the completion of A Share Offering.

The details of the proposed amendments to the above-mentioned rules are set out in Appendix V to this circular.

The Board wishes to emphasize that the proposed A Share Offering is subject to, among other things, the approval by the CSRC and other relevant regulatory authorities, and it may or may not materialize.

(5) PROPOSED ELECTION OF AN EXECUTIVE DIRECTOR

Reference is made to the Bank's announcement dated 5 December 2016 in relation to the proposed election of Mr. Huo Lingbo ("Mr. Huo") as an executive Director. The nomination and remuneration committee of the Bank and the Board approved the proposed appointment of Mr. Huo as an executive Director, subject to the approvals at the EGM and by the relevant regulatory authorities.

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

Mr. HUO Lingbo (霍凌波), aged 59, has been appointed as the executive vice president of the Bank (performing president's duties) since December 2012, and as party secretary of the Bank since December 2006. Mr. Huo is primarily responsible for the overall daily business and operation management of the Bank, and the operation of the committee of Party office of our Bank.

Mr. Huo has over 26 years of experience in the banking industry and over 13 years of experience in management. Mr. Huo served as deputy head and head of Jinzhong Urban Credit Cooperative (錦中城市信用社) from February 1989 to February 1992 and from February 1992 to August 1995, respectively. Mr. Huo then served as vice president and deputy party secretary of the Bank from August 1995 to December 2006 and from April 2004 to December 2006, respectively.

Mr. Huo graduated from the Liaoning Radio and TV University (遼寧廣播電視大學) majoring in electronics in Liaoning, the PRC in August 1985 and graduated from a postgraduate course (part-time) of economics management in the Party School of C.P.C. of Liaoning Province (中共遼寧省委黨校) in Liaoning, the PRC in July 1996. He has been accredited as a senior economist by the Personnel Department of Liaoning Province (遼寧省人事廳) since August 1996.

Save as disclosed above, Mr. Huo did not hold any other positions in the Bank or any of its subsidiaries, or hold any directorships in other listed companies in the last three years. Mr. Huo does not have any relationship with any Director, senior management or substantial Shareholders of the Bank, nor does he have or is deemed to have any interest or short positions in the Shares, underlying shares or debentures of the Bank or any of its associated corporation within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

The Bank will enter into a service contract with Mr. Huo for his position as an executive Director of the Bank for an initial term commencing from the date of approval by the relevant regulatory authorities till the end of the fourth session of the Board which may be terminated by either party furnishing written notice of not less than three months and in any event subject to retirement and re-election at annual general meeting pursuant to the Articles of Association. Mr. Huo will not receive any Director's fee from the Bank during his term. He will receive remuneration based on his management positions in the Bank, including all current income and deferred payments of basic salaries, bonuses and allowances. The Bank will disclose the remuneration of Directors in its annual report each year.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Huo that need to be brought to the attention of the Shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

(6) THE EGM

The EGM will be held at the meeting room of 34th Floor, No.68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 10:00 a.m. on Tuesday, 24 January 2017 to consider and, if thought fit, to pass resolutions in respect of the matters set out in the notice of the EGM. Notice of the EGM is set out on pages 74 to 76 of this circular.

If you are eligible and intend to attend the EGM, please complete and return the reply slip, in accordance with the instructions printed thereon as soon as possible and in any event no later than 20 days before the date appointed for holding such meeting or any adjournment thereof.

Shareholders who intend to attend the EGM by proxy are required to complete and return the proxy form, in accordance with the instructions printed thereon as soon as possible and in any event not later than 24 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at such meeting or any adjournment thereof should you so wish.

(7) CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement to attend and vote at the EGM, the register of members of the Bank will be closed from Sunday, 25 December 2016 to Tuesday, 24 January 2017 (both days inclusive), during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the EGM is Tuesday, 24 January 2017. In order to be qualified to attend and vote at the EGM, all transfers documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in respect of H Shares), or to the Bank's registered office in the PRC at No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Friday, 23 December 2016.

LETTER FROM THE BOARD

(8) VOTING BY POLL

According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Results of the poll voting will be published on the Bank's website at www.jinzhoubank.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

(9) RECOMMENDATION

The Board considers that all resolutions to be proposed at the EGM are in the best interests of the Bank and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of all the resolutions to be proposed at the EGM.

By order of the Board
Bank of Jinzhou Co., Ltd.*
Zhang Wei
Chairman

Jinzhou, the PRC, 9 December 2016

APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR SHAREHOLDERS' GENERAL MEETINGS

The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The amended Rules of Procedures for Shareholders' General Meetings are now compared with the existing version as follows to highlight the amendments. After adding new articles, the numbering of the articles will be re-numbered accordingly. The following amendments will become effective from the date when the A Shares to be issued under the A Share Offering are listed on the relevant stock exchange.

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 1 These rules of procedures (hereinafter referred to as the “Rules”) are formulated by Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Bank”) in accordance with relevant laws and regulations and regulatory documents, including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”), as well as the Articles of Association of Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Articles of Association”), with reference to actual conditions of the Bank, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders’ general meeting and perform its power as the supreme authority.</p>	<p>Article 1 These rules of procedures (hereinafter referred to as the “Rules”) are formulated by Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Bank”) in accordance with relevant laws and regulations and regulatory documents, including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, <u>the Rules for Shareholders’ General Meeting of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (hereinafter referred to as the “Listing Rules of the Shanghai Stock Exchange”)</u> and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules <u>of the Stock Exchange</u>”), as well as the Articles of Association of Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Articles of Association”), with reference to actual conditions of the Bank, in order to protect the lawful interests of shareholders, ensure normal order and operating efficiency of the shareholders’ general meeting and perform its power as the supreme authority.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>New article</p>	<p><u>Article 4</u> The Bank shall convene a shareholders’ general meeting in strict accordance with the relevant provisions of the laws, administrative regulations, the Articles of Association, the Rules and the listing rules of stock exchange(s) where the shares of the Bank are listed for trading, and shall ensure that shareholders can exercise their rights according to law.</p> <p><u>The Board of the Bank shall by due diligence perform its duties, and shall organize general meetings in a serious and timely manner. All the Directors of the Bank shall be diligent and responsible to ensure the normal convening of a shareholders’ general meeting and its lawful exercise of functions and powers.</u></p>
<p>Article 5 The location for the Bank to convene a shareholders’ general meeting shall be the Bank’s domicile or other places specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting will set up an assembly room and be held in the form of live meeting. Unless otherwise required by relevant laws and regulations or the Listing Rules, the Bank may also provide network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p>	<p>Article 5 <u>Article 6</u> The location for the Bank to convene a shareholders’ general meeting shall be the Bank’s domicile or other places specified in the notice of the shareholders’ general meeting.</p> <p>The shareholders’ general meeting will set up an assembly room and be held in the form of live meeting. Unless otherwise required by relevant laws and regulations, <u>the Listing Rules of the Shanghai Stock Exchange</u> or the Listing Rules <u>of the Stock Exchange</u>, the Bank may also provide network or other means for the convenience of shareholders to attend the general meeting according to the relevant provisions. Shareholders attend the general meeting through the aforesaid means shall be considered as present.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
New article	<p><u>Article 7</u> <u>When a shareholders’ general meeting is being held, the Bank shall engage lawyers to observe the meeting, give legal opinions as to the matters set out below, and make announcements as to the matters set out below as required by the rules of the jurisdiction in which the shares of the Bank are listed:</u></p> <p><u>(1) whether the procedures for convening and holding the shareholders’ general meeting are in compliance with the laws, administrative regulations, the Articles of Association and the Rules;</u></p> <p><u>(2) whether the qualifications of the attendees and convener are legal and valid;</u></p> <p><u>(3) verify the qualifications of shareholders who have put forward new proposals at the shareholders’ general meeting;</u></p> <p><u>(4) whether the voting procedures and voting outcome of the shareholders’ general meeting are legal and valid;</u></p> <p><u>(5) legal opinions on other relevant issues as requested by the Bank.</u></p>
<p>Article 6</p> <p>...</p> <p>(17) examining other matters which shall be decided by the shareholders’ general meeting according to the laws, administrative regulations, departmental rules, the Listing Rules, securities regulatory body where the Bank’s stocks are listed for trading, the Articles of Association, and the Bank’s other internal rules.</p>	<p>Article 6 <u>Article 8</u></p> <p>...</p> <p>(17) examining other matters which shall be decided by the shareholders’ general meeting according to the laws, administrative regulations, departmental rules, the Listing Rules, securities regulatory body where the Bank’s stocks are listed for trading, the Articles of Association <u>of the Bank</u>, and the Bank’s other internal rules.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
New article	<p><u>Article 9 The following conduct of security provision for external parties by the Bank shall be subject to review and approval at shareholders’ general meeting:</u></p> <p><u>(1) any security provided after the total amount of security for external parties by the Bank and its subsidiaries has reached or exceeded 50% of the Bank’s latest audited net assets;</u></p> <p><u>(2) any security provided after the total amount of security for external parties by the Bank has reached or exceeded 30% of the Bank’s latest audited total assets;</u></p> <p><u>(3) a security provided in favour of an external party with an asset to liability ratio exceeding 70%;</u></p> <p><u>(4) a single security the amount of which exceeds 10% of the Bank’s latest audited net assets;</u></p> <p><u>(5) a security provided in favour of a shareholder, an actual controller and its related/connected party.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 8 Shareholders’ general meetings include annual general meetings and extraordinary general meetings. Annual general meetings shall be held once a year within six (6) months after the end of the previous accounting year. There is no stipulation on the number of extraordinary general meetings to be convened each year.</p>	<p>Article 8 Article 11 Shareholders’ general meetings include <u>annual general meetings</u> and extraordinary general meetings. <u>Annual general meetings</u> shall be held once a year within six (6) months after the end of the previous accounting year. There is no stipulation on the number of extraordinary general meetings to be convened each year. <u>An extraordinary general meeting shall be called within two (2) months upon occurrence of any of the circumstances as stipulated in Article 100 of the Company Law, Article 77 of the Articles of Association and Article 14 of the Rules which so require.</u></p> <p><u>In the event that it is unable to convene a shareholders’ general meeting within the period specified above, the Bank shall submit the reason to the local resident office of China Securities Regulatory Commission and the stock exchange(s) where the Bank’s stocks are listed for trading, and make a public announcement in relation thereto.</u></p>
<p>New article</p>	<p><u>Article 12 At the annual general meeting, the Board of Directors and the board of supervisors shall report to the shareholders’ general meeting their work over the previous year, and each independent director shall also present his work report.</u></p>
<p>New article</p>	<p><u>Article 13 The Board shall convene a shareholders’ general meeting in a timely manner within the period specified in Articles 11 hereof.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 9</p> <p>...</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental regulations, the Listing Rules or the Articles of Association.</p> <p>...</p>	<p>Article 9 Article 14</p> <p>...</p> <p>(6) Other circumstances stipulated by laws, administrative regulations, departmental regulations, <u>the Listing Rules of the Shanghai Stock Exchange</u>, the Listing Rules <u>of the Stock Exchange</u> or the Articles of Association.</p> <p>...</p>
<p>Article 10 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within Ten (10) days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders.</p> <p>...</p>	<p>Article 10 Article 15 More than half of and no less than two (2) independent directors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors. The board of directors shall give a written reply on agreeing or disagreeing to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association <u>of the Bank</u> within Ten (10) days after receiving a proposal put forward by independent directors on convening an extraordinary general meeting of shareholders.</p> <p>...</p>
<p>Article 11 The board of supervisors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors, and shall put forward its proposal to the board of directors in written form. The board of directors shall give a written reply on whether to agree or disagree to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association within Ten (10) days after receiving the proposal.</p> <p>...</p>	<p>Article 11 Article 16 The board of supervisors shall have the right to propose for an extraordinary general meeting of shareholders to the board of directors, and shall put forward its proposal to the board of directors in written form. The board of directors shall give a written reply on whether to agree or disagree to convene an extraordinary general meeting of shareholders according to the provisions of the laws, administrative regulations and the Articles of Association <u>of the Bank</u> within Ten (10) days after receiving the proposal.</p> <p>...</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 13</p> <p>...</p> <p>The shareholders that convene the meeting shall, when sending out a notice on meeting and circulating an announcement on the resolution of the shareholders’ general meeting, submit the relevant certification materials to the securities regulatory authority of the State Council at the locality of the Bank and the stock exchange(s) where the Bank’s stocks are listed for trading.</p>	<p>Article 13 Article 18</p> <p>...</p> <p>The shareholders that convene the meeting shall, when sending out a notice on meeting and circulating an announcement on the resolution of the shareholders’ general meeting, submit the relevant certification materials to the securities regulatory authority of the State Council at the locality of the Bank, the banking regulatory authority of the State Council and the stock exchange(s) where the Bank’s stocks are listed for trading.</p>
<p>Article 14 In respect to the shareholders’ general meeting convened by the board of supervisors or shareholders on its/their own initiative, the Board of Directors and its secretary shall show cooperation. The Board of Directors shall provide the register of shareholders on the date of equity registration.</p>	<p>Article 14 Article 19 In respect to the shareholders’ general meeting convened by the board of supervisors or shareholders on its/their own initiative, the Board of Directors and its secretary shall show cooperation. The Board of Directors shall provide the register of shareholders on the date of equity registration. <u>If the Board of Directors fails to provide the register of shareholders, the convener may apply to the securities registration and clearing organisation for such register on the strength of the relevant announcement on the convening of the shareholders’ general meeting. The register of shareholders obtained by the convener shall not be used for any purpose other than the convening of the shareholders’ general meeting.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 16</p> <p>...</p> <p>Where the shareholders convene the shareholders’ general meeting by themselves, the convener shall recommend one representative to preside over the meeting.</p> <p>When the shareholders’ general meeting is held and the presider of the meeting violates the rules of procedure and makes it difficult for the shareholders’ general meeting to continue its meeting, the shareholders’ general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue the meeting.</p>	<p>Article 16 Article 21</p> <p>...</p> <p>Where the shareholders convene the shareholders’ general meeting by themselves, the convener shall recommend one representative to preside over the meeting. <u>If for whatever reason the shareholder can not elect a chairman of the meeting, such chairman shall be acted by the shareholder (including shareholder proxy) who attends such meeting and have the largest voting right.</u></p> <p>When the shareholders’ general meeting is held and the presider of the meeting violates the Rules of procedure and makes it difficult for the shareholders’ general meeting to continue its meeting, the shareholders’ general meeting may recommend one person as the presider of the meeting upon consent of not less than half of the voting shareholders that are present at the meeting, and continue the meeting.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 18 A notice of shareholders’ general meeting shall at lease include the following information and comply with Article 87 of the Articles of Association:</p> <p>...</p> <p>(5) the list of the name and the phone number of the permanent contact person of the meeting.</p> <p>...</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between forty-five (45) to fifty (50) days before the date of the general meeting according to relevant requirements. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting. Such notice shall also be published according to the Listing Rules.</p>	<p>Article 18 Article 23 A notice of shareholders’ general meeting shall at lease include the following information and comply with Article 87 Article 90 of the Articles of Association:</p> <p>...</p> <p><u>(5) the record date for shareholders who are entitled to attend the shareholders’ general meeting;</u></p> <p>(5)(6) the list of the name and the phone number of the permanent contact person of the meeting.</p> <p>...</p> <p>The public notice in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority of the State Council between forty-five (45) to fifty (50) days before the date of the general meeting according to relevant requirements. After the publication of such notice, the holders of domestic shares shall be deemed to have received the notice of the relevant shareholders’ general meeting. Such notice shall also be published according to <u>the Listing Rules of the Shanghai Stock Exchange and</u> the Listing Rules <u>of the Stock Exchange.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
New article	<p><u>Article 24 In the event that a shareholders’ general meeting of the Bank adopts online transmission or other ways, the time and procedures for voting via internet or by other ways will be specifically stated in the notice of the shareholders’ general meeting.</u></p> <p><u>The beginning time for voting via internet or other ways for the shareholders’ general meeting shall not be earlier than 3:00 p.m. of the day prior to the onsite general meeting, and shall not be later than 9:30 a.m. of the day when the onsite general meeting is convened and its closing time shall not be earlier than 3:00 p.m. of the day when the onsite general meeting is closed.</u></p>
New article	<p><u>Article 25 The notice and supplemental notice of the shareholders’ general meeting should fully and completely disclose specific contents of all the resolutions and all information or explanation to enable the shareholders to make reasonable judgment on the matters proposed to be discussed. Independent directors should comment on the matters proposed to be discussed and their comments should be disclosed in the notice or supplemental notice of the shareholders’ general meeting.</u></p> <p><u>Meanwhile, convener shall disclose other information on the website of the Shanghai Stock Exchange to enable the shareholders to make reasonable judgment on the matters proposed to be discussed.</u></p>
Article 19 ... (2) whether there is any connected relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank; ...	<p>Article 19 <u>Article 26</u></p> <p>...</p> <p>(2) whether there is any connected / <u>related</u> relationship with the Bank or with the controlling shareholders and de facto controllers of the Bank;</p> <p>...</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 20 Shareholders may attend a shareholders’ general meeting in person or appoint a proxy to attend and vote on their behalf. Shareholders who intend to attend the meeting shall serve the written reply slip to the Bank 20 days prior to the date of the meeting.</p> <p>A shareholder shall entrust the proxy in writing, which shall submit the letter of attorney to the Bank; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity’s stamp or signed by the proxy officially appointed by the shareholder.</p> <p>The appointment of proxies by shareholders shall comply with the Articles of Association.</p>	<p>Article 20 Article 27 Shareholders may attend a shareholders’ general meeting in person or appoint a proxy to attend and vote on their behalf. Shareholders who intend to attend the meeting shall serve the written reply slip to the Bank 20 days prior to the date of the meeting.</p> <p><u>Any shareholder entitled to attend and vote at the shareholders’ meeting shall have the right to appoint 1 or several persons (who may not be shareholders) to act as his proxy to attend and vote at the meeting on his behalf. The proxy/proxies so appointed by the shareholder shall exercise the following rights:</u></p> <ol style="list-style-type: none"> <u>(1) the shareholder’s right to speak at the meeting;</u> <u>(2) the right to demand or join in demanding a poll;</u> <u>(3) the right to vote by hand or on a poll, but for a shareholder who has appointed more than one proxy, such proxies may only vote on a poll.</u> <p>A shareholder shall entrust the proxy in writing, which shall submit the letter of attorney to the Bank; if the shareholder is a legal entity, the written entrustment file shall be sealed by the legal entity’s stamp or signed by <u>its Directors or</u> the proxy officially appointed by the shareholder.</p> <p>The appointment of proxies by shareholders shall comply with the Articles of Association.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 21 A shareholder shall attend the meeting upon the strength of his/her ID card or other valid certificates or proof or stock rights account certificate that can prove his/her identity; a proxy who attends the meeting entrusted by a shareholder shall show his/her valid ID card and the letter of attorney issued by the shareholder.</p> <p>...</p>	<p>Article 21 Article 28 A shareholder shall attend the meeting upon the strength of his/her ID card or other valid certificates or proof or stock rights account certificate that can prove his/her identity; a proxy who attends the meeting entrusted by a shareholder shall show his/her valid ID card and the letter of attorney issued by the shareholder.</p> <p>...</p>
<p>Article 22</p> <p>...</p> <p>(6) the signature (or seal) of entrusting party; Where the entrusting party is an institutional shareholder, the legal entity shall seal on the letter of attorney.</p> <p>...</p>	<p>Article 22 Article 29</p> <p>...</p> <p>(6) the signature (or seal) of entrusting party; Where the entrusting party is an institutional shareholder, the legal entity shall seal on the letter of attorney.</p> <p>...</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 23 The instrument appointing a voting proxy shall be placed at the domicile of the Bank or at such other place as specified in the notice of the meeting within twenty-four (24) hours prior to the meeting at which the proxy is authorised to vote or within twenty-four (24) hours prior to the specified time of the vote. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Bank or at such other place as specified in the notice of the meeting. The power of attorney may be delivered to the Bank by facsimile but the original copy shall be delivered to the Bank prior to the holding of the meeting. Where the entrusting party is a legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall be entitled to attend the Bank’s shareholders’ general meeting as the representative of such legal person.</p> <p>...</p>	<p>Article 23 Article 30 The instrument appointing a voting proxy shall be placed at the domicile of the Bank or at such other place as specified in the notice of the meeting within twenty-four (24) hours prior to the meeting at which the proxy is authorised to vote or within twenty-four (24) hours prior to the specified time of the vote. Where the instrument is signed by another person authorised by the entrusting party, the power of attorney or other authorization document shall be notarised. The notarised power of attorney or other authorization document shall be placed together with the instrument appointing the voting proxy at the domicile of the Bank or at such other place as specified in the notice of the meeting. The power of attorney may be delivered to the Bank by facsimile but the original copy shall be delivered to the Bank prior to the holding of the meeting. Where the entrusting party is a legal person, its legal representative or the person authorized by resolution of its Board or other decision-making body shall be entitled to attend the Bank’s shareholders’ general meeting as the representative of such legal person.</p> <p><u>If the shareholder is the recognized clearing house or its attorney as defined under the Securities and Futures Ordinance of Hong Kong, such shareholder is entitled to appoint one or more persons as his proxies to attend on his behalf at the shareholders’ general meeting or at any class meeting, but, if one or more persons have such authority, the letter of authorization shall contain the number and class of the shares in connection with such authorization. Such person can exercise the right on behalf of the recognized clearing house (or its attorney) as if he were the individual shareholder of the Bank.</u></p> <p>...</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 26 After the notice of the shareholders’ general meeting is sent out, unless there is an incident of force majeure or other accidents or change under relevant requirements, the Board shall not change the time of the shareholders’ general meeting.</p>	<p>Article 26 Article 33 After the notice of the shareholders’ general meeting is sent out, unless there is an incident of force majeure or other accidents or change under relevant requirements, the Board shall not change the time of the shareholders’ general meeting-, <u>and resolutions stated in the notice of the shareholders’ general shall not be cancelled. In case of any postponement or cancellation, the convener shall publish an announcement and provide an explanation at least 2 working days before the original date of the meeting.</u></p>
<p>Article 27 When the shareholders’ general meeting are convened by the Bank, if there are relevant requirements under the relevant laws and regulations or the Listing Rules, all directors, supervisors and board secretary shall attend the meeting, and the president and other senior management shall be present at the meeting.</p>	<p>Article 27 Article 34 When the shareholders’ general meeting are convened by the Bank, if there are relevant requirements under the relevant laws and regulations, <u>the Listing Rules of the Shanghai Stock Exchange</u> or the Listing Rules <u>of the Stock Exchange</u>, all directors, supervisors and board secretary shall attend general meeting, and the president and other senior management shall be present at the meeting.</p>
<p>Article 29</p> <p>...</p> <p>The shareholders’ general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting of shareholders or that is inconsistent with Article 83 of the Articles of Association and Article 30 hereof.</p>	<p>Article 29 Article 36</p> <p>...</p> <p>The shareholders’ general meeting shall not vote on or make a resolution for any proposal that is not listed in the notice on the general meeting of shareholders or that is inconsistent with Article 83 Article 86 of the Articles of Association and Article 307 hereof.</p>
<p>Article 31 The Board shall act in the best interests of the Bank and shareholders, and review the resolutions to the shareholders’ general meeting in accordance with Article 30 hereof.</p>	<p>Article 31 Article 38 The Board shall act in the best interests of the Bank and shareholders, and review the resolutions to the shareholders’ general meeting in accordance with Article 307 hereof.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
New article	<u>Article 41 The Board and other conveners will take such necessary measures to ensure the normal order of the shareholders’ general meeting. For any disturbance to the order of the meeting and acts infringing on the lawful interests of the shareholders, measures will be taken to prevent them, and the relevant authority will be reported to pursue the matter.</u>
New article	<u>Article 42 The convener and the legal advisers retained by the Bank shall verify the legal eligibility of the shareholders based on the register of shareholders provided by the securities registration and clearing authority and shall register the name of the shareholders together with the numbers of shares with voting rights in their possession. Before the chairman of the meeting declares the number of shareholders and proxies present at the meeting as well as the total number of shares with voting rights in their possession, registration for the meeting shall be ended.</u>
New article	<u>Article 43 Chairman of the meeting should announce the number of shareholders and proxies present at the venue of the meeting and the total shares held by them with voting rights, and the number of shareholders and proxies present at the venue of meeting and the total shares held by them with voting rights shall be the number recorded by the meeting.</u>
Article 38 Shareholders who are in violation of the Article 37 shall be prohibited from speaking or forced to stop by the chairman of the meeting. Any person present at the meeting may submit their opinions or questions in writing to the chairman of the meeting.	Article 38 <u>Article 48</u> Shareholders who are in violation of the Article 37 <u>Article 47</u> shall be prohibited from speaking or forced to stop by the chairman of the meeting. Any person present at the meeting may submit their opinions or questions in writing to the chairman of the meeting.

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 40</p> <p>...</p> <p>In the course of considering matters relating to connected transactions at the shareholders’ general meeting, the shareholders involved in the connected transactions will abstain from voting under the laws and regulations and the Listing Rules. The number of voting shares represented by such shareholders shall be excluded from the total number of voting shares present at the meeting.</p>	<p>Article 40 <u>Article 50</u></p> <p>...</p> <p><u>When material issues affecting the interests of minority shareholders are considered at the shareholders’ general meeting, the votes of minority shareholders shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</u></p> <p><u>The soliciting of shareholders’ voting rights can be carried out by the Board, independent directors, and the shareholders who comply with relevant regulations. Information including the specific voting preference shall be fully provided to the shareholders for whom voting rights are being solicited. Consideration or defacto consideration for soliciting shareholders’ voting rights is prohibited. The Bank shall not impose any minimum shareholding limitation for soliciting voting rights.</u></p> <p>In the course of considering matters relating to connected/<u>related</u> transactions at the shareholders’ general meeting, the shareholders involved in the connected/<u>related</u> transactions will abstain from voting under the laws and regulations, <u>the Listing Rules of the Shanghai Stock Exchange</u> and the Listing Rules <u>of the Stock Exchange</u>. The number of voting shares represented by such shareholders shall be excluded from the total number of voting shares present at the meeting.</p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 41 The resolution announcement of the shareholders’ general meeting shall be given full disclosure of non-related shareholders’ vote.</p> <p>While the shareholders’ general meeting examines related/connected transactions matters, the related shareholders shall withdraw from the voting; where the meeting need the related shareholders to give explanations, the related shareholders bear the duty and obligation to make truthful explanation in the meeting.</p> <p>The meeting presider shall announce at the beginning of the meeting where there are matters that related shareholders shall withdraw from voting.</p> <p>Related shareholder can withdraw by himself/herself, or any other shareholder attending the shareholders’ general meeting can put forward withdrawing requests.</p>	<p>Article 41 Article 51 The resolution announcement of the shareholders’ general meeting shall be given full disclosure of non-related/connected shareholders’ vote.</p> <p>While the shareholders’ general meeting examines related / connected transactions matters, the related/connected shareholders shall withdraw from the voting; where the meeting need the related/connected shareholders to give explanations, the related/connected shareholders bear the duty and obligation to make truthful explanation in the meeting.</p> <p>The meeting presider shall announce at the beginning of the meeting where there are matters that related/connected shareholders shall withdraw from voting.</p> <p>Related/connected shareholder can withdraw by himself/herself, or any other shareholder attending the shareholders’ general meeting can put forward withdrawing requests.</p>
<p>New article</p>	<p><u>Article 52 When a voting is made on the election of directors or supervisors at a shareholders’ general meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the shareholders’ general meeting.</u></p> <p><u>The “cumulative voting system” as mentioned in the preceding paragraph means that each ordinary share shall have the same voting right as the number of directors or supervisors to be elected, and the voting right held by the shareholders may be used collectively when the directors or supervisors are elected at the shareholders’ general meeting.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
New article	<u>Article 55 A poll demanded on the election of the meeting presider or the adjournment of the meeting shall be taken forthwith. A poll demanded on any other matters shall be taken at such time as the meeting presider may decide, and the meeting may proceed to discuss other matters. The results of the poll shall still be taken as a resolution adopted at that meeting.</u>
New article	<u>Article 56 When voting by poll, a shareholder (including a proxy) entitled to two or more votes need not cast all his votes in the same way.</u>
Article 45 Subject to the compliance of the relevant laws, regulations and the Listing Rules, the same voting right can only be exercised by means of one of the following: vote at the scene, through network or other voting methods. The same voting right with duplicate voting will be subject to the outcome of the first voting.	Article 45 <u>Article 58</u> Subject to the compliance of the relevant laws, regulations, <u>the Listing Rules of the Shanghai Stock Exchange</u> and the Listing Rules <u>of the Stock Exchange</u> , the same voting right can only be exercised by means of one of the following: vote at the scene, through network or other voting methods. The same voting right with duplicate voting will be subject to the outcome of the first voting.
Article 46 The shareholders shall duly complete the written ballot paper as required. The shareholders attending the shareholders’ general meeting shall deliver one of the following kinds of opinion on the proposals put forward for voting: consent, objection or abstention. Where shareholders attending the shareholders’ general meeting cast abstention votes, such votes will not be counted in the total number of shares of voting in the calculation of relevant poll results. ...	Article 46 <u>Article 59</u> The shareholders shall duly complete the written ballot paper as required. The shareholders attending the shareholders’ general meeting shall deliver one of the following kinds of opinion on the proposals put forward for voting: consent, objection or abstention, <u>except for the declaration by securities registration and clearing institution as the nominal holder of stock connect mechanism between mainland and Hong Kong stock markets, based on the actual holders’ intentions.</u> Where shareholders attending the shareholders’ general meeting cast abstention votes, such votes will not be counted in the total number of shares of voting in the calculation of relevant poll results. ...

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 47 The poll taken on each matter considered in the meeting shall be counted by at least two shareholder representatives and one supervisor. The counting result shall be made public on spot by those who count the votes as appointed by the chairman of the meeting. In the meantime, vote monitors shall be qualified as and when stipulated in the provisions of relevant laws, regulations or Listing Rules.</p>	<p>Article 47 Article 60 The poll taken on each matter considered in the meeting shall be counted by at least two shareholder representatives and one supervisor. The counting result shall be made public on spot by those who count the votes as appointed by the chairman of the meeting. In the meantime, vote monitors shall be qualified as and when stipulated in the provisions of relevant laws, regulations, <u>the Listing Rules of the Shanghai Stock Exchange</u> or the Listing Rules <u>of the Stock Exchange</u>.</p>
<p>New articles</p>	<p><u>Article 61 For the voting on motions at a shareholders’ general meeting, the lawyer, shareholder representatives and supervisor representative shall be responsible for vote counting and scrutinizing jointly.</u></p> <p><u>Shareholders or their proxies that vote online or by other means shall have the right to check and inspect their voting results through the relevant voting system.</u></p>
<p>Article 48 The chairman of the meeting shall determine whether resolutions put forward at the shareholders’ general meeting have been adopted according to the voting outcome which shall also be announced at the meeting. The voting outcome on the resolutions will be recorded in the minutes.</p>	<p>Article 48 Article 62 The on-site shareholders’ general meeting shall not be concluded earlier than that through Internet or by other means. The chairman of the meeting shall determine whether resolutions put forward at the shareholders’ general meeting have been adopted according to the voting outcome which shall also be announced at the meeting. The voting outcome on the resolutions will be recorded in the minutes.</p> <p><u>Before the formal announcement of voting results, the Bank, vote counters, vote monitors, substantial shareholders, network service provider and other parties involved in the onsite general meeting, the network and other means of voting, shall assume obligation to keep confidential the voting results.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 53</p> <p>...</p> <p>(7) Other matters other than those stated to be adopted by special resolutions by the laws, administrative regulations, the Listing Rules or the Articles of Association.</p>	<p>Article 53 Article 67</p> <p>...</p> <p>(7) Other matters other than those stated to be adopted by special resolutions by the laws, administrative regulations, <u>the Listing Rules of the Shanghai Stock Exchange</u>, the Listing Rules <u>of the Stock Exchange</u> or the Articles of Association <u>of the Bank</u>.</p>
<p>Article 54</p> <p>...</p> <p>(7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Bank’s shares are listed or the Articles of Association, as well as other matters, as determined by way of an ordinary resolution of the shareholders’ general meeting, which may have a significant impact on the Bank and require adoption by way of a special resolution.</p>	<p>Article 54 Article 68</p> <p>...</p> <p>(7) Other matters prescribed in the laws and administrative regulations, departmental regulations, provisions of securities regulatory authority of the locality where the Bank’s shares are listed or the Articles of Association <u>of the Bank</u>, as well as other matters, as determined by way of an ordinary resolution of the shareholders’ general meeting, which may have a significant impact on the Bank and require adoption by way of a special resolution.</p>
<p>New article</p>	<p><u>Article 72 Where the shareholders’ general meeting adopts the proposal on the election of relevant directors or supervisors, the post-taking time of the newly appointed directors or supervisors shall be calculated from the date when the resolution of the shareholders’ general meeting is adopted.</u></p>
<p>New article</p>	<p><u>Article 73 Where the shareholders’ general meeting adopts the proposal on profit distribution, cash dividends, rights issue or capitalisation of capital reserves, the Bank shall implement the specific scheme within two (2) months upon conclusion of the shareholders’ general meeting.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
New article	<p><u>Article 75</u> The resolutions of the shareholders’ general meeting shall be announced in a timely manner, and the announcement shall indicate the number of shareholders and proxies that attended the meeting, the total amount of their voting shares and its proportion to the total voting shares of the Bank, the voting method, the voting result of each proposal and detailed contents of each resolution. The announcement on resolutions of shareholders’ general meeting shall also be made in compliance with the requirements of the listing rules of the stock exchange on which the Bank’s shares are listed.</p>
New article	<p><u>Articles 76</u> Where a proposal is not adopted or the shareholders’ general meeting changes the resolution of any previous shareholders’ general meeting, it shall give a special notice in the announcement on the resolution of the shareholders’ general meeting.</p>
New article	<p><u>Article 77</u> Any resolution of the shareholders’ general meeting that violates any laws or administrative regulations shall be deemed as invalid.</p> <p><u>The controlling shareholders and de facto controller of the Bank shall not restrict or hinder small and medium investors from legally exercising their voting rights and shall not prejudice the legal rights of the Bank and the small and medium investors.</u></p> <p><u>If the convening procedures or voting methods for the general meeting violate the laws, administrative regulations or the Articles of Association, or any content of a resolution runs counter to the Articles of Association, the shareholders on their own initiative may submit to the people’s court to cancel the resolution within sixty (60) days after the said resolution is made.</u></p>

**APPENDIX I PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR SHAREHOLDERS' GENERAL MEETINGS**

Existing “Rules of Procedures for Shareholders’ General Meetings”	Amended “Rules of Procedures for Shareholders’ General Meetings”
<p>Article 61 Attendance of shareholders, number of their shares, proxy forms, results of each resolution, minutes of the meeting and the validity of the procedure to hold the meeting shall be verified by written legal opinion issued by an engaged law firm or be notarially certified if required.</p>	<p>Article 61 Attendance of shareholders, number of their shares, proxy forms, results of each resolution, minutes of the meeting and the validity of the procedure to hold the meeting shall be verified by written legal opinion issued by an engaged law firm or be notarially certified if required.</p>
<p>Article 62 The matters not provided in the Rules shall be dealt with in accordance with relevant provisions set forth in the Articles of Association, Company Law and the Listing Rules.</p> <p>The Articles of Association, Company Law, the Listing Rules and other laws and regulations shall prevail over the Rules for any inconsistency therewith. If the Rules do not contradict with the provisions of the Articles of Association, Company Law, the Listing Rules and other laws and regulations, but contain more specific requirements, the Board of Directors may choose to act either in accordance with the requirements of the Rules or in accordance with the provisions of the Articles of Association, Company Law, the Listing Rules and other laws and regulations.</p>	<p>Article 62 Article 80 The matters not provided in the Rules shall be dealt with in accordance with relevant provisions set forth in the Articles of Association, Company Law, <u>the Rules for Shareholders’ General Meeting of Listed Companies, the Listing Rules of the Shanghai Stock Exchange</u> and the Listing Rules <u>of the Stock Exchange</u>.</p> <p>The Articles of Association, Company Law, <u>the Rules for Shareholders’ General Meeting of Listed Companies, the Listing Rules of the Shanghai Stock Exchange</u>, the Listing Rules <u>of the Stock Exchange</u> and other laws and regulations shall prevail over the Rules for any inconsistency therewith. If the Rules do not contradict with the provisions of the Articles of Association, Company Law, <u>the Rules for Shareholders’ General Meeting of Listed Companies, the Listing Rules of the Shanghai Stock Exchange</u>, the Listing Rules <u>of the Stock Exchange</u> and other laws and regulations, but contain more specific requirements, the Board of Directors may choose to act either in accordance with the requirements of the Rules or in accordance with the provisions of the Articles of Association, Company Law, <u>the Rules for Shareholders’ General Meeting of Listed Companies, the Listing Rules of the Shanghai Stock Exchange</u>, the Listing Rules <u>of the Stock Exchange</u> and other laws and regulations.</p>
<p>Article 64 Upon approval by the shareholders’ general meeting, the Rules shall come into effect from the date on which the Bank is listed.</p>	<p>Article 64 Article 82 Upon approval by the shareholders’ general meeting, the Rules shall come into effect from the date on which the <u>Bank’s shares are</u> is <u>listed on the Shanghai Stock Exchange</u>.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS' MEETINGS

The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The amended Rules of Procedures for the Board of Directors' Meetings are now compared with the existing version as follows to highlight the amendments. After adding new articles, the numbering of the articles will be re-numbered accordingly. The following amendments will become effective from the date when the A Shares to be issued under the A Share Offering are listed on the relevant stock exchange.

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
<p>Article 1 In order to further standardize the working and decision-making procedures of the Board of Directors of the Bank of Jinzhou Co., Ltd. (the “Bank”), ensure that the Bank’s decision-making process is democratic and scientific, and bring operation and decision-making center role of the Board of Directors into full play, these Rules of Procedures (hereinafter referred to as “these Rules”) are enacted in accordance with the requirements of the relevant laws, regulations, regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions of Articles of Association of Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”) and the Articles of Association of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as “Articles of Association”).</p>	<p>Article 1 In order to further standardize the working and decision-making procedures of the Board of Directors of the Bank of Jinzhou Co., Ltd. (the “Bank”), ensure that the Bank’s decision-making process is democratic and scientific, and bring operation and decision-making center role of the Board of Directors into full play, these Rules of Procedures (hereinafter referred to as “these Rules”) are enacted in accordance with the requirements of the relevant laws, regulations, regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China, the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions of Articles of Association of Overseas Listed Companies, <u>the Governance Standards of Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter referred to as the “SSE Listing Rules”)</u>, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as <u>“Stock Exchange Listing Rules”</u>) and the Articles of Association of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as “Articles of Association”).</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
<p>Article 4</p> <p>...</p> <p>(2) demonstrate the role of leader and guidance whenever there is potential conflict of interests such as where the Bank entered into related transactions so as to fully protect the legitimate rights and interests of the Bank and the Shareholders as a whole;</p> <p>...</p> <p>(5) perform other duties under the Listing Rules, including performing duties and giving opinions regarding the Bank’s connected transactions and advising the independent shareholders of the Bank in respect of disclosable transactions under the Listing Rules.</p>	<p>Article 4</p> <p>...</p> <p>(2) demonstrate the role of leader and guidance whenever there is potential conflict of interests such as where the Bank entered into related/<u>connected</u> transactions so as to fully protect the legitimate rights and interests of the Bank and the Shareholders as a whole;</p> <p>...</p> <p>(5) perform other duties under <u>the SSE Listing Rules and the Stock Exchange</u> Listing Rules, including performing duties and giving opinions regarding the Bank’s related/<u>connected</u> transactions and advising the independent shareholders of the Bank in respect of disclosable transactions under <u>the SSE Listing Rules and the Stock Exchange</u> Listing Rules.</p>
<p>Article 5</p> <p>...</p> <p>(19) verify the Bank’s compliance with the Corporate Governance Code specified in Listing Rules of Stock Exchange and the information disclosed in the Corporate Governance Report;</p> <p>(20) other functions and powers conferred by laws, administrative regulations, departmental rules, rules (including the Listing Rules) or the Articles of Association.</p> <p>...</p>	<p>Article 5</p> <p>...</p> <p>(19) verify the Bank’s compliance with the Corporate Governance Code specified in <u>Stock Exchange</u> Listing Rules of Stock Exchange and the information disclosed in the Corporate Governance Report;</p> <p>(20) other functions and powers conferred by laws, administrative regulations, departmental rules, rules (including <u>the SSE Listing Rules and the Stock Exchange</u> Listing Rules) or the Articles of Association.</p> <p>...</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
The Board of Directors shall perform its duties in compliance with the national laws, administrative regulations, the Articles of Association, the Listing Rules and shareholders’ resolutions.	The Board of Directors shall perform its duties in compliance with the national laws, administrative regulations, the Articles of Association, <u>the SSE Listing Rules</u> , the <u>Stock Exchange Listing Rules</u> and shareholders’ resolutions.
New Article	<u>Article 6 An office is established under the Board of Directors to handle the daily affairs of the Board of Directors.</u>
Article 7 The directors are elected or replaced by the shareholders’ general meeting for a term subject to the Articles of Association and the Listing Rules. Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders’ general meeting may remove any director before the expiration of his/her term of office by way of an ordinary resolution (but claims made pursuant to any contract are not affected).	Article 7 <u>Article 8</u> The directors are elected or replaced by the shareholders’ general meeting for a term subject to the Articles of Association, <u>the SSE Listing Rules</u> and the <u>Stock Exchange Listing Rules</u> . Under the prerequisite to abide by relevant laws and administrative regulations, the shareholders’ general meeting may remove any director before the expiration of his/her term of office by way of an ordinary resolution (but claims made pursuant to any contract are not affected).
Article 8 ... (7) other functions and powers conferred by the Articles of Association, the Listing Rules or the shareholders’ general meeting.	Article 8 <u>Article 9</u> ... (7) other functions and powers conferred by the Articles of Association, <u>the SSE Listing Rules</u> , the <u>Stock Exchange Listing Rules</u> or the shareholders’ general meeting.
Article 9 The directors shall comply with the laws, administrative regulations, the Listing Rules and the Articles of Association, and bear the following faithful obligations to the Bank: ... (9) shall not impair the interests of the Bank by making use his associate relationship; ...	Article 9 <u>Article 10</u> The directors shall comply with the laws, administrative regulations, <u>the SSE Listing Rules</u> , the <u>Stock Exchange Listing Rules</u> and the Articles of Association, and bear the following faithful obligations to the Bank: ... (9) shall not impair the interests of the Bank by making use his associate/ <u>connected</u> relationship; ...

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
<p>Article 10 The directors shall comply with the laws, administrative regulations, the Listing Rules and the Articles of Association, and bear the following diligence obligations to the Bank:</p> <p>...</p>	<p>Article 10 Article 11 The directors shall comply with the laws, administrative regulations, <u>the SSE Listing Rules</u>, the <u>Stock Exchange</u> Listing Rules and the Articles of Association, and bear the following diligence obligations to the Bank:</p> <p>...</p>
<p>Article 11</p> <p>...</p> <p>(4) A director that violates laws and regulations, regulatory documents, the Listing Rules or the Articles of Association and causes losses to the Bank in performing duties of the Bank shall be liable for compensations.</p>	<p>Article 11 Article 12</p> <p>...</p> <p>(4) A director that violates laws and regulations, regulatory documents, <u>the SSE Listing Rules</u>, the <u>Stock Exchange</u> Listing Rules or the Articles of Association and causes losses to the Bank in performing duties of the Bank shall be liable for compensations.</p>
<p>Article 14 The Board of Directors shall have one chairman of Board of Directors. The chairman of Board of Directors shall be elected by more than half of all the directors on the board meeting, and have a term of office for three (3) years and may be re-elected. The chairman of the Board of Directors and the president of the Bank shall be divided.</p>	<p>Article 14 Article 15 The Board of Directors shall have one chairman <u>and one vice chairman</u> of Board of Directors. The chairman <u>and vice chairman</u> of Board of Directors shall be elected by more than half of all the directors on the board meeting, and have a term of office for three (3) years and may be re-elected. The chairman of the Board of Directors and the president of the Bank shall be divided.</p>
<p>Article 18 The board secretary could concurrently serve as the chief of the office of Board of Directors, responsible for the work of the office of Board of Directors and the daily management work of each committee secretary. The Bank could set up the post of company secretary under the Listing Rules, who could assist the board secretary in performing the duties provided in Article 16 above except for those stipulated by the Listing Rules and other relevant laws and regulations.</p>	<p>Article 18 Article 19 The board secretary could concurrently serve as the chief of the office of Board of Directors, responsible for the work of the office of Board of Directors and the daily management work of each committee secretary. The Bank could appoint a company secretary under the <u>Stock Exchange</u> Listing Rules, who could assist the board secretary in performing the duties provided in Article 16 <u>Article 17</u> above except for those stipulated by the <u>Stock Exchange</u> Listing Rules and other relevant laws and regulations.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
Article 19 The board meeting will be convened by the chairman. The board meeting shall be held upon the attendance of more than half of directors.	Article 19 Article 20 The board meeting will be convened by the chairman. The board meeting shall be held upon the attendance of more than half of directors. <u>The chairman of the Board of Directors shall convene and preside over the board meeting; and when the chairman of the Board of Directors cannot perform such functions or fails to do so, the vice chairman of the Board of Directors shall convene the interim board meeting; and when the vice chairman of the Board of Directors cannot perform such functions or fails to do so, a director jointly elected by more than half of the directors shall perform such functions.</u>
Article 21 The Bank will hold one meeting chaired by the chairman only with non-executive directors (including independent non-executive directors) every year in order to carry out an independent audit on the business status of the Bank and perform other duties under the Listing Rules.	Article 21 Article 22 The Bank will hold one meeting chaired by the chairman only with non-executive directors (including independent non-executive directors) every year in order to carry out an independent audit on the business status of the Bank and perform other duties under <u>the SSE Listing Rules and the Stock Exchange</u> the Listing Rules.
Article 24 ... (8) other circumstances stipulated by the Articles of Association or the Listing Rules.	Article 24 Article 25 ... (8) other circumstances stipulated by the Articles of Association, <u>the SSE Listing Rules</u> or the <u>Stock Exchange</u> Listing Rules.
New Article	Article 26 <u>Notice of a regular board meeting shall be given by the office of Board of Directors, affixed with its seal, to all the directors, supervisors, the president and board secretary 14 days before the date of meeting by hand, fax, e-mail or other means. Where the notice is not served by hand, telephone acknowledgement and records shall be made accordingly.</u>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
New Article	<p><u>Article 29 After the written notice of the regular meeting is issued, if the meeting date, venue or any other item needs to be changed, or the meeting proposal needs to be supplemented, modified or cancelled, a change notice shall be given in writing three days prior to the originally scheduled meeting date to specify the reasons and contents of the new proposal as well as the relevant materials. If the change notice is given within three days prior to the originally scheduled meeting date, the meeting shall be postponed accordingly or convened on new schedule upon the approval of all directors who will attend the meeting.</u></p> <p><u>After the notice of the interim meeting is issued, if the meeting date, venue or any other item needs to be changed, or the meeting proposal needs to be supplemented, modified or cancelled, a prior approval from all directors who will attend the meeting shall be obtained and the corresponding records shall be made.</u></p>
New Article	<p><u>Article 30 The board meeting cannot be convened unless more than half of the directors are present. Where the requirement of the minimum number of participants fails to be met due to some relevant director’s refusal or failure to attend the meeting, the chairman and the board secretary shall report it to the regulatory authorities timely.</u></p> <p><u>The supervisors may and the president and the board secretary without a concurrent post of director shall present at the board meeting. The meeting presider, if he/she considers necessary, can inform other relevant personnel to attend the meeting.</u></p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS’ MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
<p>Article 28 Each director shall have one voting right. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, unless otherwise stipulated in the Articles of Association or the Listing Rules.</p> <p>The director that has associated relationship with the resolution of the board meeting about the related transactions shall not exercise the right to vote on the resolution, nor exercise voting rights on behalf of other directors. The board meeting could be held upon the attendance of directors without associated relationship, and the resolution of the board meeting shall be passed upon the approval of directors without associated relationship. The matters that shall be passed upon the approval of more than two thirds (2/3) of the directors of the Board must be passed upon the approval of more than two thirds (2/3) of the directors without associated relationship. In the event of less than three (3) attending directors without associated relationship, the matter shall be submitted to the shareholders’ general meeting for deliberation.</p> <p>...</p>	<p>Article 28 Article 32 Each director shall have one voting right. The resolutions of the Board of Directors must be passed upon the approval of more than half of all the directors, unless otherwise stipulated in the Articles of Association, the SSE Listing Rules or the Stock Exchange Listing Rules.</p> <p>The director that has associated/connected relationship with the resolution of the board meeting about the related/connected transactions shall not exercise the right to vote on the resolution, nor exercise voting rights on behalf of other directors. The board meeting could be held upon the attendance of directors without associated/connected relationship, and the resolution of the board meeting shall be passed upon the approval of directors without associated/connected relationship. The matters that shall be passed upon the approval of more than two thirds (2/3) of the directors of the Board must be passed upon the approval of more than two thirds (2/3) of the directors without associated/connected relationship. In the event of less than three (3) attending directors without associated/connected relationship, the matter shall be submitted to the shareholders’ general meeting for deliberation.</p> <p>...</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
<p>Article 29</p> <p>...</p> <p>Except as otherwise required by the Articles of Association and the Listing Rules, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.</p>	<p>Article 29 Article 33</p> <p>...</p> <p>Except as otherwise required by the Articles of Association, <u>the SSE Listing Rules</u> and the <u>Stock Exchange</u> Listing Rules, the Board of Directors may accept a written motion to replace the board meeting, the draft of the motion shall be sent to each director by specially-assigned persons, post, telegram or fax, if the Board of Directors has distributed the motion to all directors, after the number of directors signing to consent has reached the quorum for making a decision, and the motion is sent to the Board Secretary by the above-mentioned ways, the motion shall be the resolution of the Board of Directors, and the board meeting is not needed to be convened.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing "Rules of Procedures for the Board of Directors' Meetings"	Amended "Rules of Procedures for the Board of Directors' Meetings"
New Article	<p><u>Article 34 When a director authorizes other director or is authorized to attend the board meeting, the following principles shall be followed:</u></p> <p><u>(1) When the related/connected transactions are discussed in the meeting, the non-associated/connected directors shall not authorize the associated/connected directors to attend the meeting, while the associated/connected directors shall not accept the authorization of the non-associated/connected directors, either;</u></p> <p><u>(2) The independent directors shall not authorize the non-independent directors to attend the meeting, while the non-independent directors shall not accept the authorization of the independent directors, either;</u></p> <p><u>(3) The directors shall not fully authorize other directors to attend the meeting without giving their personal opinions and voting intentions on the proposal, while the relevant directors shall not accept the full authorization or grant the unclearly defined authorization.</u></p> <p><u>(4) One director shall not accept the authorizations of more than two directors or authorize the director who has been authorized by other two directors to attend the meeting.</u></p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
<p>Article 30 The voting of Board of Directors shall be through meeting (including video conference) and the voting method for the resolution of the Board of Directors is by hand or on a poll.</p> <p>Under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the interim board meeting may be held in a communication voting method and make resolutions, and signed by the attending directors. The profit distribution plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital increase plan, major shareholding structure change and financial reorganization, etc., shall be submitted to the Board of Directors for approval by two third (2/3) and shall not be voted in a communication way.</p>	<p>Article 30 Article 35 The voting of Board of Directors shall be through meeting (including video conference) and the voting method for the resolution of the Board of Directors is by hand or on a poll. <u>Three options in form of the affirmative vote, negative vote and abstention are available for the directors to show their voting intentions. The participating directors shall choose one of them. Where any participating director fails to choose or chooses two or more options at the same time, the meeting presider shall ask the relevant director to make second round of choosing. The directors who refuse to choose or fail to return after leaving the meeting without any choosing shall be deemed to have abstained from voting.</u></p> <p>Under the prerequisite to sufficiently ensure directors to express opinions and have the full conditions to understand the meeting subject and issues and other information, the <u>regular and</u> interim board meetings may be held in a communication voting method and make resolutions, and signed by the attending directors. The profit distribution plan, major investment, the major asset disposal plans, recruiting or dismissing senior management, the capital increase plan, major shareholding structure change and financial reorganization, etc., shall be submitted to the Board of Directors for approval by two third (2/3) and shall not be voted in a communication way.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
New Article	<p><u>Article 36 When more than half of the participating directors or more than two independent directors believe that they cannot make a judgment on the relevant matters because the proposal is not clear or specific, or because of other reasons such as inadequate meeting materials, the meeting presider shall ask for suspension of voting on the topic in the meeting.</u></p> <p><u>The directors who propose to suspend voting shall provide explicit prerequisite for the proposal to be resubmitted for deliberation.</u></p>
New Article	<p><u>Article 37 After participating directors have cast their votes, the securities affairs representative and relevant personnel of the office of Board of Directors shall collect directors’ voting ballots in time, and submit to the secretary to the Board of Directors to conduct counting under the supervision of a supervisor or an independent director.</u></p> <p><u>When a meeting is held on site, the chairman of the meeting shall announce the results of counting on site; and in other circumstances, he/she shall require the secretary to the Board of Directors to notify the directors of the voting results on the next working day after the end of the specified voting deadline.</u></p> <p><u>If a director casts his or her votes after the chairman of the meeting has announced the voting results or the specified voting deadline is over, his or her votes will not be counted.</u></p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
New Article	<p><u>Article 38 The directors shall avoid voting on the relevant proposal in the following circumstances:</u></p> <p><u>(1) When the SSE Listing Rules or the Stock Exchange Listing Rules stipulates the directors should avoid voting;</u></p> <p><u>(2) When the directors themselves deem necessary to avoid voting;</u></p> <p><u>(3) When the Articles of Association of the Bank specifies the directors should avoid voting due to their related / connected relationships with the enterprise involved by the meeting proposal.</u></p>
Article 33 Meeting minutes of the board meetings are kept by the office of Board of Directors as the Bank’s files. The preservation period of those meeting minutes shall be ten years.	<p>Article 33 Meeting minutes of the board meetings are kept by the office of Board of Directors as the Bank’s files. The preservation period of those meeting minutes shall be ten years.</p>
New Article	<p><u>Article 42 The participating directors shall sign the meeting minutes for confirmation on behalf of themselves and the directors who authorize them to attend. Any director who has different views on the meeting minutes can make a written explanation when signing the minutes; when necessary, he/she shall report it to the regulatory authorities timely; he/she can also make a public statement.</u></p> <p><u>Where any director fails to sign for confirmation as proceeding article stipulates and make a written explanation on his/her different views, or fails to report it to the regulatory authorities or make a public statement, he/she shall be deemed to have fully agreed with the contents of the meeting minutes.</u></p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
New Article	<p><u>Chapter IX Announcement and Implementation of Resolutions of the Board of Directors</u></p> <p><u>Article 43 The announcement of resolutions of the Board of Directors shall be handled by the secretary of the Board of Directors in accordance with the relevant provisions of the SSE Listing Rules and the Stock Exchange Listing Rules. Prior to the disclosure of announcement of resolutions, the participating directors and other members attending the meeting, including the recording and service personnel, shall bear the duty of confidentiality on the contents of resolutions.</u></p>
New Article	<p><u>Article 44 The chairman shall urge relevant staff to implement the resolutions of the Board of Directors and inspect the implementation of such resolutions, and notify the implementation of resolutions that have been formed at the following board meetings.</u></p>
New Article	<p><u>Chapter X Archiving of Meeting Files</u></p> <p><u>Article 45 The meeting files of the Board of Directors, including the meeting notices and materials, attendance book, the power of attorney authorizing proxy directors to attend the meeting, meeting recordings, voting ballots, as well as the meeting minutes, meeting summary, resolution record, resolution announcement and others that have been signed by the participating directors, shall be kept by the office of Board of Directors.</u></p> <p><u>The preservation period of those meeting files shall be more than ten years.</u></p>

**APPENDIX II PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS' MEETINGS**

Existing “Rules of Procedures for the Board of Directors’ Meetings”	Amended “Rules of Procedures for the Board of Directors’ Meetings”
<p>Article 35 For any item not provided under these Rules, the relevant provisions of the Articles of Association, the Company Law and the Listing Rules shall be applicable for its execution.</p> <p>If any inconsistency exists between these Rules and the Articles of Association, the Company Law, the Listing Rules and other laws and regulations, the latter shall prevail. These Rules may be amended by the Board of Directors and approved by the shareholders’ general meeting according to the requirements of the applicable laws and regulations and the actual circumstances of the Bank.</p>	<p>Article 35 Article 46 For any item not provided under these Rules, the relevant provisions of the Articles of Association, the Company Law, the SSE Listing Rules and the Stock Exchange Listing Rules shall be applicable for its execution.</p> <p>If any inconsistency exists between these Rules and the Articles of Association, the Company Law, the SSE Listing Rules, the Stock Exchange Listing Rules and other laws and regulations, the latter shall prevail. These Rules may be amended by the Board of Directors and approved by the shareholders’ general meeting according to the requirements of the relevant laws and regulations and the actual circumstances of the Bank.</p>
<p>Article 36 These Rules, after approval by the shareholders’ general meeting, shall become effective on the date of listing of the Bank.</p>	<p>Article 36 Article 47 These Rules, after approval by the shareholders’ general meeting, shall become effective on the date of listing of the shares of the Bank on the Shanghai Stock Exchange.</p>

**APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF SUPERVISORS’ MEETINGS**

The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The amended Rules of Procedures for the Board of Supervisors’ Meetings are now compared with the existing version as follows to highlight the amendments. After adding new articles, the numbering of the articles will be re-numbered accordingly. The following amendments will become effective from the date when the A Shares to be issued under the A Share Offering are listed on the relevant stock exchange.

Existing “Rules of Procedures for the Board of Supervisors’ Meetings”	Amended “Rules of Procedures for the Board of Supervisors’ Meetings”
<p>Article 1 In order to determine the duties and responsibilities of the Board of Supervisors of the Bank of Jinzhou Co., Ltd. (the “Bank”), govern the organizational behavior and operating procedures of the Board of Supervisors and determine the responsibilities and obligations of Supervisors, these Rules of Procedures (hereinafter referred to as “these Rules”) are enacted in accordance with the requirements of the relevant laws, regulations, regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions of Articles of Association of Overseas Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”) and the Articles of Association of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as “Articles of Association”).</p>	<p>Article 1 In order to determine the duties and responsibilities of the Board of Supervisors of the Bank of Jinzhou Co., Ltd. (the “Bank”), govern the organizational behavior and operating procedures of the Board of Supervisors and determine the responsibilities and obligations of Supervisors, these Rules of Procedures (hereinafter referred to as “these Rules”) are enacted in accordance with the requirements of the relevant laws, regulations, regulatory documents including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China (hereinafter referred to as the “Securities Law”), the Special Provisions of the State Council on the Offering and Listing of Shares Overseas by Joint Stock Limited Companies, the Mandatory Provisions of Articles of Association of Overseas Listed Companies, <u>Governance Standards of Listed Companies, Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter referred to as the “SSE Listing Rules”)</u>, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “<u>Stock Exchange</u> Listing Rules”) and the Articles of Association of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as “Articles of Association”).</p>

**APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF SUPERVISORS' MEETINGS**

Existing “Rules of Procedures for the Board of Supervisors’ Meetings”	Amended “Rules of Procedures for the Board of Supervisors’ Meetings”
<p>Article 7</p> <p>.....</p> <p>(14) taking legal proceedings against directors and senior management personnel in accordance with Article 152 of the Company Law;</p> <p>.....</p>	<p>Article 7</p> <p>.....</p> <p>(14) taking legal proceedings against directors and senior management personnel in accordance with Article 152 Article 151 of the Company Law;</p> <p>.....</p>
<p>New Article</p>	<p><u>Article 14 The resolutions of the Board of Supervisors passed at a meeting of the Board of Supervisors convened by the Bank shall be timely reported and delivered to the Shanghai Stock Exchange after the close of the meeting, and after being registered with the Shanghai Stock Exchange, the resolutions of the Board of Supervisors shall be disclosed by way of an announcement.</u></p>
<p>New Article</p>	<p><u>Article 15 The announcement on the resolutions of the Board of Supervisors shall include the following contents:</u></p> <p><u>(1) Description on the time, venue and manner of convening the meeting, and whether the relevant laws, administrative regulations, departmental rules, other regulatory documents and the Articles of Association of the Bank have been complied with;</u></p> <p><u>(2) The number and names of supervisors who appointed proxies to attend the meeting and who were absent from the meeting, the reasons for absence and the names of proxies for such supervisors;</u></p> <p><u>(3) The number of votes for, against and in abstention with respect to each motion and the reasons of the relevant supervisors who voted against or abstained from voting on the motion;</u></p> <p><u>(4) The specific content of the items for consideration and the resolutions passed by the meeting.</u></p>

**APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF SUPERVISORS' MEETINGS**

Existing “Rules of Procedures for the Board of Supervisors’ Meetings”	Amended “Rules of Procedures for the Board of Supervisors’ Meetings”
<p>Article 15 The meeting of the Board of Supervisors shall be attended by the supervisors personally. The supervisor unable to attend may appoint another supervisor in writing to attend the meeting of the Board of Supervisors on his behalf, the power of attorney shall clearly state the scope of authorization.</p>	<p>Article 15 Article 17 The meeting of the Board of Supervisors shall be attended by the supervisors personally. The supervisor unable to attend may appoint another supervisor in writing to attend the meeting of the Board of Supervisors on his behalf, the power of attorney shall clearly state the scope of authorization. <u>One supervisor shall not accept the appointment by more than two supervisors as proxy for each meeting of the Board of Supervisors, the proxy who attends the meeting on behalf of another supervisor shall exercise the rights within the scope of authorization. The supervisor who did not attend a meeting of the Board of Supervisors and did not appoint another supervisor to attend on his behalf shall be deemed to have waived his voting right at such meeting.</u></p>
<p>Article 20 The Board of Supervisors and the supervisors shall be responsible for the resolutions of the Board of Supervisors.</p>	<p>Article 20 Article 22 <u>The resolutions of the Board of Supervisors shall be signed for confirmation by supervisors who attended the meeting. Supervisors shall warrant the truthfulness, accuracy, completeness of the contents of the announcement on the resolutions of the Board of Supervisors without false records, misleading statements or material omissions therein.</u> The Board of Supervisors and the supervisors shall be responsible for the resolutions of the Board of Supervisors.</p>
<p>Article 22 The minutes of meetings and resolutions of meetings of the Board of Supervisors are file records of the Bank, and shall be kept by the office of the Board for a period of 10 years.</p>	<p>Article 22 The minutes of meetings and resolutions of meetings of the Board of Supervisors are file records of the Bank, and shall be kept by the office of the Board for a period of 10 years.</p>

**APPENDIX III PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF SUPERVISORS' MEETINGS**

Existing “Rules of Procedures for the Board of Supervisors’ Meetings”	Amended “Rules of Procedures for the Board of Supervisors’ Meetings”
New Article	<p><u>Chapter VIII Keeping the Files of Meetings</u></p> <p><u>Article 28 The files of meetings of the Board of Supervisors, including, inter alia, notices of meetings and meeting materials, meeting attendance signature records, audio recordings of meetings, voting results, minutes of meetings and announcements of resolutions signed and confirmed by supervisors who attended the respective meetings, shall be kept in custody by the office of the Board of Supervisors.</u></p> <p><u>The information on meetings of the Board of Supervisors shall be kept for a period of more than 10 years.</u></p>
<p>Article 27 For any item not provided under these Rules, the relevant provisions of the Articles of Association, the Company Law and the Listing Rules shall be applicable for its execution.</p> <p>If any inconsistency exists between these Rules and the Articles of Association, the Company Law, the Listing Rules and other laws and regulations, the latter shall prevail. These Rules may be amended by the Board of Supervisors and approved by the shareholders’ general meeting according to the requirements of the applicable laws and regulations and the actual circumstances of the Bank.</p>	<p>Article 27 <u>Article 29</u> For any item not provided under these Rules, the relevant provisions of the Articles of Association, the Company Law, <u>the SSE Listing Rules</u> and the <u>Stock Exchange Listing Rules</u> shall be applicable for its execution.</p> <p>If any inconsistency exists between these Rules and the Articles of Association, the Company Law, <u>the SSE Listing Rules</u>, the <u>Stock Exchange Listing Rules</u> and other laws and regulations, the latter shall prevail. These Rules may be amended by the Board of Supervisors and approved by the shareholders’ general meeting according to the requirements of the relevant laws and regulations and the actual circumstances of the Bank.</p>
Article 28 These Rules, after approval by the shareholders’ general meeting, shall become effective on the date of listing of the Bank.	<p>Article 28 <u>Article 30</u> These Rules, after approval by the shareholders’ general meeting, shall become effective on the date of listing of <u>the shares of the Bank on the Shanghai Stock Exchange.</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The amended Administrative Measures for the Related Transactions are now compared with the existing version as follows to highlight the amendments. After adding new articles, the numbering of the articles will be re-numbered accordingly. The following amendments will become effective from the date when the A Shares to be issued under the A Share Offering are listed on the relevant stock exchange.

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
<p>Article 1 In order to protect the legitimate interests of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Bank”), the shareholders and related stakeholders, regulate related transactions, control the risk of related transactions and facilitate the safe and stable operation of the Bank, these Measures are formulated in accordance with the laws, regulations and rules including the Commercial Banking Law of the People’s Republic of China, the Company Law of the People’s Republic of China, the Administrative Measures on Related Transactions with Insiders and Shareholders of Commercial Banks and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”).</p>	<p>Article 1 In order to protect the legitimate interests of the Bank of Jinzhou Co., Ltd. (hereinafter referred to as the “Bank”), the shareholders and related stakeholders, regulate related transactions, control the risk of related transactions and facilitate the safe and stable operation of the Bank, these Measures are formulated in accordance with the laws, regulations and rules including the Commercial Banking Law of the People’s Republic of China, the Company Law of the People’s Republic of China, the Administrative Measures on Related Transactions with Insiders and Shareholders of Commercial Banks, <u>the Information Disclosure Rules on Companies Publicly Offering Securities No. 26 — Special Disclosure Rules on Commercial Banks (2014 Amendment)</u> (hereinafter referred to as “<u>Special Disclosure Rules on Commercial Banks</u>”), <u>Rules Governing the Listing of Stocks on Shanghai Stock Exchange</u> (hereinafter referred to as the “<u>SSE Listing Rules</u>”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “<u>Stock Exchange</u> Listing Rules”).</p>
<p>Article 2 Related transactions of the Bank shall comply with the laws, administrative regulations, Listing Rules, the relevant accounting system and the relevant banking regulatory and administrative provisions. These Measures are applicable to the Bank and all subsidiaries.</p>	<p>Article 2 Related transactions of the Bank shall comply with the laws, administrative regulations, <u>the SSE Listing Rules, the Stock Exchange</u> Listing Rules, the relevant accounting system and the relevant banking regulatory and administrative provisions. These Measures are applicable to the Bank and all subsidiaries.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
<p>Article 5 Related legal persons or other entities of the Bank include:</p> <p>...</p> <p>(6) Related legal persons or other entities recognized or deemed by the China Banking Regulatory Commission and/or the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in accordance with the law.</p>	<p>Article 5 Related legal persons or other entities of the Bank include:</p> <p>...</p> <p>(6) Related legal persons or other entities recognized or deemed by the China Banking Regulatory Commission (the “CBRC”), China Securities Regulatory Commission (the “CSRC”), the Shanghai Stock Exchange (the “SSE”) and/or the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in accordance with the law.</p> <p><u>The Bank and the legal persons set out in the aforesaid item (2), which are under the common control of the State-owned assets administrative authority, will not constitute a related relationship solely for this reason, but except in cases where the legal representative, general manager or more than half of the directors of the legal person who are concurrently acting as directors, supervisors or senior management members of the Bank.</u></p>
<p>Article 6 Related natural persons of the Bank include:</p> <p>...</p> <p>(6) Related natural persons of related parties recognized or deemed by the China Banking Regulatory Commission and/or Stock Exchange in accordance with the law.</p>	<p>Article 6 Related natural persons of the Bank include:</p> <p>...</p> <p>(6) Related natural persons of related parties recognized or deemed by the China Banking Regulatory Commission CBRC, the CSRC, the SSE and/or Stock Exchange in accordance with the law.</p>
<p>Article 7 Related transactions of the Bank refer to all transactions conducted by the Bank and all subsidiaries with related parties, including but not limited to the transfer of resources or obligations between the Bank and the related parties as follows:</p> <p>...</p> <p>(4) Other related transactions specified by the China Banking Regulatory Commission or other regulatory authorities.</p>	<p>Article 7 Related transactions of the Bank refer to all transactions conducted by the Bank and all subsidiaries with related parties, including but not limited to the transfer of resources or obligations between the Bank and the related parties as follows:</p> <p>...</p> <p>(4) Other related transactions specified by the China Banking Regulatory Commission or other regulatory authorities CBRC, CSRC, SSE and/or Stock Exchange.</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
<p>Article 9 According to the existing net capital and operating conditions of the Bank, related transactions of the Bank are divided into general related transactions, significant related transactions and very significant related transactions:</p> <p>...</p> <p>Moreover, the related transactions of the Bank may be classified as one-off related transaction and continuing related transactions according to the requirements of the Listing Rules. One-off related transaction refers to a related transaction which can be completed in one time; continuing related transactions refer to the related transactions where a particular transaction may be conducted continuously within a certain period of time. For continuing related transactions, pursuant to the requirements of the Listing Rules, the Bank must set an annual cap on transactions. ... After approval, a relevant announcement will be published in accordance with the applicable requirements of the Listing Rules.</p>	<p>Article 9 According to the existing net capital and operating conditions of the Bank, related transactions of the Bank are divided into general related transactions, significant related transactions and very significant related transactions:</p> <p>...</p> <p>Moreover, the related transactions of the Bank may be classified as one-off related transaction and continuing related transactions according to the requirements of the <u>Stock Exchange</u> Listing Rules. One-off related transaction refers to a related transaction which can be completed in one time; continuing related transactions refer to the related transactions where a particular transaction may be conducted continuously within a certain period of time. For continuing related transactions, pursuant to the requirements of the <u>Stock Exchange</u> Listing Rules, the Bank must set an annual cap on transactions. ...After approval, a relevant announcement will be published in accordance with the applicable requirements of the <u>Stock Exchange</u> Listing Rules.</p>
<p>Article 10 Natural persons, legal persons or other entities which enter into agreements or make arrangements with related parties of the Bank, and the aforesaid conditions of related parties are satisfied after the effective date, are deemed as the related parties of the Bank.</p>	<p>Article 10 Natural persons, legal persons or other entities which enter into agreements or make arrangements with related parties of the Bank, and the aforesaid conditions of related parties are satisfied after the effective date <u>or within the next 12 months</u>, are deemed as the related parties of the Bank.</p>
<p>New Article</p>	<p><u>Article 11 Natural persons, legal persons or other entities which have satisfied the aforesaid conditions of related parties during the past 12 months are deemed as the related parties of the Bank.</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
New Article	<u>Article 12 The Bank’s directors, supervisors, senior management members, shareholders with more than 5% equity interest and their parties acting in concert, and de facto controllers, shall inform the Bank timely about the existence of the related relationship between them and the Bank, and the Bank shall report to the SSE for filing.</u>
Article 16 Articles 14 and 15 of these Measures require that natural persons, legal persons or other entities with reporting obligations shall at the same time of reporting provide the Bank with a warranty in writing to ensure the report’s truthfulness, accuracy, completeness ...	Article 16 18 Articles 14 16 and 15 17 of these Measures require that natural persons, legal persons or other entities with reporting obligations shall at the same time of reporting provide the Bank with a warranty in writing to ensure the report’s truthfulness, accuracy, completeness ...
Article 18 The pricing principles of related transactions. The related transaction activities of the Bank shall observe the commercial principles and attain justice, fairness and transparency. The pricing principles of related transactions shall not deviate from the price or fee standard provided by independent third parties in the market. Related transactions must be agreed in writing. After the Bank has signed the related transactions, in case the following circumstances have occurred, pursuant to the requirements of the Listing Rules, the Bank must comply again with the announcement and shareholders’ approval requirements ...	Article 18 20 The pricing principles of related transactions. The related transaction activities of the Bank shall observe the commercial principles and attain justice, fairness and transparency. The pricing principles of related transactions shall not deviate from the price or fee standard provided by independent third parties in the market. Related transactions must be agreed in writing. After the Bank has signed the related transactions, in case the following circumstances have occurred, pursuant to the requirements of the <u>Stock Exchange Listing Rules and the SSE Listing Rules</u> , the Bank must comply again with the announcement and shareholders’ approval requirements ...

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
<p>Article 19 When the Bank makes decision and carries out voting on the related transactions, the relevant related shareholders, related directors and other personnel with related relationship shall not participate.</p>	<p>Article 19<u>21</u> When the Bank makes decision and carries out voting on the related transactions, the relevant related shareholders, related directors and other personnel with related relationship shall not participate. <u>Related directors who abstain from voting shall not exercise the voting right on behalf of other directors.</u></p> <p><u>Related directors include the following directors or directors with one of the following circumstances:</u></p> <p><u>(1) a counterparty of the transaction;</u></p> <p><u>(2) the direct or indirect controller of the counterparty of the transaction;</u></p> <p><u>(3) an employee of the counterparty, or an employee of the legal person or other entities that may directly or indirectly control the counterparty, or an employee of the legal person or other entities directly or indirectly controlled by the counterparty;</u></p> <p><u>(4) closely related family members (including spouse, children aged 18 or above and their spouses, parents and parents of spouses, brothers and sisters and their spouses, brothers and sisters of spouses, parents of the children’s spouses) of the counterparty or its direct or indirect controller;</u></p> <p><u>(5) closely related family members (including spouse, children aged 18 or above and their spouses, parents and parents of spouses, brothers and sisters and their spouses, brothers and sisters of spouses, parents of the children’s spouses) of the directors, supervisors or senior management members of the counterparty or its direct or indirect controller;</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
	<p><u>(6) Directors considered by the regulatory authorities, such as the CSRC and SSE, or considered by the Bank based on the principles of substance rather than form that their independent commercial judgment may be affected.</u></p> <p><u>Related shareholders include the following shareholders or shareholders with one of the following circumstances:</u></p> <p><u>(1) a counterparty of the transaction;</u></p> <p><u>(2) the direct or indirect controller of the counterparty of the transaction;</u></p> <p><u>(3) directly or indirectly controlled by the counterparty of the transaction;</u></p> <p><u>(4) directly or indirectly controlled by the same legal person or other entities or natural person as the counterparty;</u></p> <p><u>(5) shareholders whose voting rights are restricted due to the incomplete performance of equity transfer agreements or other agreements entered with the counterparty or its related parties;</u></p> <p><u>(6) Shareholders considered by the regulatory authorities, such as the CSRC and SSE, that the interest of the Bank may be tilted in favor of them.</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
New Article	<p><u>Article 22 In considering matters of related transactions by the Board of the Bank, the attendance of more than half of the non-related directors will form the quorum. Resolutions of the Board meetings must be passed by more than half of the non-related directors. Matters that require to be passed by more than 2/3 of the votes of directors according to the Articles of Association of the Bank must be passed by more than 2/3 of the votes of non-related directors. If the number of non-related directors in attendance at the Board meeting is less than 3, the Bank should submit the transaction to the shareholders’ general meeting for consideration.</u></p>
<p>Article 21 General related transactions are approved by the Bank in accordance with internal authorization procedures, and will be reported to the Related-party Transactions Control Committee for filing. General related transactions may also approved according to the significant related transaction procedures.</p> <p>In addition, the related transactions of the Bank are required to comply with the relevant disclosure requirements under the provisions of the Listing Rules, including complying with the reporting, announcement, shareholders’ approval and annual review requirements. Pursuant to the relevant asset ratio, revenue ratio, consideration ratio and share capital ratio required by the Listing Rules ... or (d) other waiver conditions specified by the Listing Rules ... the Bank shall establish an independent committee under the Board pursuant to the requirements of the Listing Rules by then...</p>	<p>Article 2124 General related transactions are approved by the Bank in accordance with internal authorization procedures, and will be reported to the Related-party Transactions Control Committee for filing. General related transactions may also approved according to the significant related transaction procedures.</p> <p>In addition, the related transactions of the Bank are required to comply with the relevant disclosure requirements under the provisions of the <u>Stock Exchange</u> Listing Rules, including complying with the reporting, announcement, shareholders’ approval and annual review requirements. Pursuant to the relevant asset ratio, revenue ratio, consideration ratio and share capital ratio required by the <u>Stock Exchange</u> Listing Rules ... or (d) other waiver conditions specified by the <u>Stock Exchange</u> Listing Rules ... the Bank shall establish an independent committee under the Board pursuant to the requirements of the <u>Stock Exchange</u> Listing Rules by then...</p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
New Article	<p><u>Article 25 Any related transaction between the Bank and a related natural person with a transaction amount above RMB300,000, and any related transaction conducted with a related legal person with a transaction amount above RMB 3 million and representing more than 0.5% of the absolute value of the audited net assets of the Bank for the latest period (except guarantee provided by the Bank), shall be timely disclosed. When the Bank discloses matters of related transactions, it shall publish an announcement according to the requirements of the SSE Listing Rules and submit the specified documents to the SSE.</u></p> <p><u>When the Bank conducts related transactions relating to, among other things, the “provision of financial assistance” and “entrusted wealth management”, the actual amount incurred should be used as the calculation standard for the purpose of disclosure, and shall be aggregated on accumulative basis within 12 consecutive months according to the category of the transaction. For other related transactions save as mentioned above, the Bank shall adopt the following standard and subject to the principle of aggregation on accumulative basis within 12 consecutive months to perform its relevant obligations, such as disclosure:</u></p> <p><u>(1) transactions conducted with the same related party;</u></p> <p><u>(2) transactions conducted with different related parties in respect of the relevant transaction subject category.</u></p> <p><u>Related transactions for which the relevant obligations, such as disclosure, have been performed will not be included in the relevant scope of accumulative calculation.</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
<p>Article 22 Significant related transactions, or other related transactions that require approval by the Board pursuant to the requirements of the Listing Rules, shall be submitted to the Board for approval after being reviewed by the Related-party Transactions Control Committee of the Bank.</p>	<p>Article 2226 Significant related transactions, or other related transactions that require approval by the Board pursuant to the requirements of the Listing Rules; <u>The following related transactions of the Bank</u> shall be submitted to the Board for approval after being reviewed by the Related-party Transactions Control Committee of the Bank.:</p> <p><u>(1) Significant related transaction prescribed under Article 9 of these Measures;</u></p> <p><u>(2) Related transaction between the Bank and the related parties with transaction amount above RMB 30 million and representing more than 1% of the audited net assets of the Bank for the latest period according to the requirements of the Special Disclosure Rules on Commercial Banks;</u></p> <p><u>(3) Other related transactions requiring approval by the Board according to the requirements of the CSRC, the CBRC, the SSE and the Stock Exchange.</u></p> <p><u>Related transaction prescribed under item (2) of the above paragraph shall be disclosed timely.</u></p>
<p>Article 23 Very significant related transactions and other related transactions that require independent shareholders’ approval pursuant to the requirements of the Listing Rules shall be submitted to the shareholders’ general meeting for approval.</p>	<p>Article 2327 <u>The following related transactions of the Bank shall be submitted to the shareholders’ general meeting for approval:</u></p> <p><u>(1) Very significant related transactions prescribed under Article 9 of these Measures and;</u></p> <p><u>(2) Related transaction between the Bank and the related parties with transaction amount representing more than 5% of the audited net assets of the Bank for the latest period according to the requirements of the Special Disclosure Rules on Commercial Banks;</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
	<p><u>(3) Related transaction between the Bank and the related parties with transaction amount above RMB30 million (other than indebtedness in the provision of guarantee by the Bank, transfer of cash assets as a gift, pure reduction of obligations of the Bank) and representing more than 5% of the absolute value of audited net assets of the Bank for the latest period according to the requirements of the SSE Listing Rules;</u></p> <p><u>(4) Other related transactions that require independent shareholders’ approval pursuant to the requirements of the Stock Exchange Listing Rules, shall be submitted to the shareholders’ general meeting for approval.</u></p> <p><u>Related transactions prescribed under item (3) of the above paragraph shall be disclosed timely, if the subject of transaction is equity interest or other non-cash asset, the audit or valuation report on the transaction subject issued by the securities service institution qualified to execute securities and futures related businesses should also be provided.</u></p>
New Article	<p><u>Article 28 In the joint establishment of a company by the Bank and a related party by way of capital contribution, the capital contribution amount of the Bank shall be used as the transaction amount. When the capital contribution amount of the Bank has reached the prescribed standard in Article 28, and if all contributing parties contribute the entire capital amount in cash, and determine the shareholding ratio of the respective parties in the company to be established according to the ratio of capital contribution, an application may be made to the SSE for a waiver from the applicable requirement of submission to the shareholders’ general meeting for consideration.</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
New Article	<p><u>Article 29 For a related transaction between the Bank and the related party as a result of one party participating in actions such as public tender and public auction, the Bank may apply to the SSE for a waiver from considering and disclosing the transaction in the manner of a related transaction.</u></p>
New Article	<p><u>Article 30 In conducting ordinary related transactions recognized under the SSE Listing Rules between the Bank and the related party, disclosure shall be made and the corresponding consideration procedures shall be performed according to the following requirements:</u></p> <p><u>(1) For ordinary related transaction agreements considered and approved by the shareholders’ general meeting or the Board meeting and in the course of execution, if no material changes have occurred in the major terms during the course of performance, the Bank shall disclose the practical performance status of the various agreements according to requirements in the annual report and interim report, and explain whether in compliance with the requirements of the agreements. If material changes have occurred in the major terms or the renewal is required upon expiry of the agreements during the course of performance of the agreements, the Bank shall submit the amended or renewed ordinary related transaction agreements based on the total transaction amount involved in the agreements to the Board or shareholders’ general meeting for consideration, those agreements without a specific total transaction amount shall be submitted to the shareholders’ general meeting for consideration;</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
	<p><u>(2) For ordinary related transaction that occurs for the first time, the Bank shall enter into an agreement in writing with the related party and make timely disclosure, it shall be submitted to the Board or shareholders’ general meeting for consideration based on the total transaction amount involved in the agreement, if the agreement does not have a specific total transaction amount, it shall be submitted to the shareholders’ general meeting for consideration; the agreement after reviewed and disclosed shall be dealt with based on ordinary related transaction it conducted as prescribed in the preceding paragraph;</u></p> <p><u>(3) There are numerous ordinary related transactions of various categories newly occurred each year and signing of new ordinary related transaction agreements are often needed, it is difficult to submit each agreement to the Board or the shareholders’ general meeting for consideration according to the requirements as said above. The Bank may, prior to the disclosure of the report of the preceding year, make a reasonable estimation on the total amount of ordinary related transactions of the Bank that will occur during the current year by categories, and make a submission based on the estimated result to the Board or the shareholders’ general meeting for consideration and disclosure. For ordinary related transactions within the scope of estimation, the Bank shall disclose the total amount by categories in the annual report and the interim report. The amount in excess of the estimated total amount in the actual performance by the Bank shall be re-submitted based on the excess amount to the Board or the shareholders’ general meeting for consideration and disclosure.</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
New Article	<p><u>Article 31 For ordinary related transaction agreement between the Bank and the related party for a duration of more than 3 years, the relevant consideration procedures and disclosure obligations shall be performed again for every 3 years.</u></p>
New Article	<p><u>Article 32 The content of the ordinary related transaction agreement shall include at least the principles and basis of pricing, the transaction price, the total amount of transactions or the stating clearly the method of determination of the specific total amount, and major terms regarding the timing and method of payment, etc.</u></p> <p><u>For an agreement which has not determined the specific transaction price but only states that reference to market price will be considered, the Bank shall also disclose the actual transaction price, the market price and its determination method, reasons for any difference between both types of prices when performing its disclosure obligations.</u></p>
New Article	<p><u>Article 33 The consideration and disclosure of the following transactions conducted between the Bank and the related party may be waived from the requirements in the form of related transactions:</u></p> <p><u>(1) One party subscribes for the shares, corporate bonds or enterprise bonds, convertible corporate bonds or other derivative instruments under public issuance by the other party;</u></p> <p><u>(2) One party acts as a member of an underwriting team to underwrite the shares, corporate bonds or enterprise bonds, convertible corporate bonds or other derivative instruments under public issuance by the other party;</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
	<p><u>(3) One party receives dividends, bonus or remuneration according to the resolution of the shareholders’ general meeting of the other party;</u></p> <p><u>(4) Other transactions recognized by the SSE.</u></p>
<p>Article 25 Significant related transactions and annual credit extension with an amount reaching the level of a significant related transaction shall be reported to the Board of Supervisors within 10 days from the date of approval. Related transactions related to the directors of the Bank and senior management members of the headquarters shall be reported to the Board of Supervisors within 10 business days from the date of approval.</p>	<p>Article 2535 Significant related transactions and annual credit extension with an amount reaching the level of a significant related transaction shall be reported to the Board of Supervisors within 10 days from the date of approval, <u>and shall also reported to the CBRC.</u> Related transactions related to the directors of the Bank and senior management members of the headquarters shall be reported to the Board of Supervisors within 10 business days from the date of approval.</p>
<p>Article 30 The Bank shall not provide guarantee beyond the ordinary scope of operating business to related parties, except in cases where the related parties provide reverse guarantee of full amount secured by certificates of bank deposits or treasury bonds.</p>	<p>Article 3040 The Bank shall not provide guarantee beyond the ordinary scope of operating business to related parties, except in cases where the related parties provide reverse guarantee of full amount secured by certificates of bank deposits or treasury bonds. <u>All guarantees provided by the Bank for parties, whether with a large or small amount, shall be timely disclosed after consideration and approval by the Board, and shall be submitted to the shareholders’ general meeting for consideration. The Bank is not allowed to issue unsecured loans to related parties.</u></p>
<p>New Article</p>	<p><u>Article 42 Borrowings shall not be provided, directly or indirectly, to directors, supervisors and senior management members by the Bank.</u></p>

APPENDIX IV PROPOSED AMENDMENTS TO THE ADMINISTRATIVE MEASURES FOR THE RELATED TRANSACTIONS

Existing “Administrative Measures for the Related Transactions”	Amended “Administrative Measures for the Related Transactions”
<p>Article 41 Related transactions of the Bank, in addition to compliance with the requirements of these Measures, shall also comply with the requirements on related transactions under the relevant laws, regulations, rules (including Listing Rules) and systems; in case of any inconsistency between these Measures and the relevant laws and regulations, the relevant laws and regulations shall prevail. If the relevant provisions of these Measures have no conflict with the relevant laws, regulations, rules and systems, but the provisions have more detailed requirements, then the Bank is entitled to select implementation according to these Measures or according to the relevant laws, regulations, rules and systems.</p>	<p>Article 41<u>52</u> Related transactions of the Bank, in addition to compliance with the requirements of these Measures, shall also comply with the requirements on related transactions under the relevant laws, regulations, rules (including <u>SSE Listing Rules and Stock Exchange Listing Rules</u>) and systems; in case of any inconsistency between these Measures and the relevant laws and regulations, the relevant laws and regulations shall prevail. If the relevant provisions of these Measures have no conflict with the relevant laws, regulations, rules and systems, but the provisions have more detailed requirements, then the Bank is entitled to select implementation according to these Measures or according to the relevant laws, regulations, rules and systems.</p>
<p>Article 42 These Measures shall be implemented from the date of consideration and approval by the shareholders’ general meeting.</p>	<p>Article 42<u>53</u> These Measures shall be implemented <u>effective</u> from the date of <u>listing of the shares of the Bank on the SSE after</u> consideration and approval by the shareholders’ general meeting.</p>

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

The English version of this appendix is an unofficial translation of its Chinese version for reference purpose only. In case of any discrepancies, the Chinese version shall prevail.

The amended Rules for the Implementation on the Administration of the Related Credit Extension are now compared with the existing version as follows to highlight the amendments. After adding new articles, the numbering of the articles will be re-numbered accordingly. The following amendments will become effective from the date when the A Shares to be issued under the A Share Offering are listed on the relevant stock exchange.

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
In order to protect the legitimate interests of the shareholders of the Bank and related stakeholders, regulate the practice of the Bank on credit extended to related parties, control the risk of credit extended to related parties and facilitate the safe and stable operation of the Bank, these Detailed Rules are formulated in accordance with the laws and regulations including the Commercial Banking Law of the People’s Republic of China, the Administrative Measures on Related Transactions with Insiders and Shareholders of Commercial Banks and the Articles of Association of the Bank.	In order to protect the legitimate interests of the shareholders of the Bank and related stakeholders, regulate the practice of the Bank on credit extended to related parties, control the risk of credit extended to related parties and facilitate the safe and stable operation of the Bank, these Detailed Rules are formulated in accordance with the laws and regulations including the Commercial Banking Law of the People’s Republic of China, the Administrative Measures on Related Transactions with Insiders and Shareholders of Commercial Banks, <u>the Information Disclosure Rules on Companies Publicly Offering Securities No. 26 — Special Disclosure Rules on Commercial Banks (hereinafter referred to as “Special Disclosure Rules on Commercial Banks”)</u> and the Articles of Association of the Bank.
Article 1 ... (3) Other circumstances specified by the China Banking Regulatory Commission.	Article 1 ... (3) Other circumstances specified by the China Banking Regulatory Commission <u>Administrative Measures for the Related Transactions of the Bank.</u>
Article 3 ... (5) Related legal person or other entities recognized by the China Banking Regulatory Commission in accordance with the law.	Article 3 ... (5) Related legal person or other entities recognized by the China Banking Regulatory Commission <u>Administrative Measures for the Related Transactions of the Bank</u> in accordance with the law.

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
<p>Article 4</p> <p>...</p> <p>(6) Related natural persons recognized by the China Banking Regulatory Commission in accordance with the law.</p>	<p>Article 4</p> <p>...</p> <p>(6) Related natural persons recognized by the China Banking Regulatory Commission <u>Administrative Measures for the Related Transactions of the Bank</u> in accordance with the law.</p>
<p>Article 5 Credit extension to related parties by the Bank are divided into general credit extension to related parties and significant credit extension to related parties.</p> <p>General credit extension to related parties refers to a single transaction between the Bank and a connected party with an amount representing less than 1% of the net capital of the Bank, and the transaction balance between the Bank and such connected party after the occurrence of such transaction represents less than 5% of the net capital of the Bank.</p> <p>Significant credit extension to related parties refers to a single transaction between the Bank and a related party with an amount representing more than 1% of the net capital of the Bank, or the transaction balance between the Bank and such related party after the occurrence of such transaction represents more than 5% of the net capital of the Bank.</p>	<p>Article 5 Credit extension to related parties by the Bank are divided into general credit extension to related parties, and significant credit extension to related parties <u>and very significant related credit extension.</u></p> <p>General credit extension to related parties refers to a single transaction between the Bank and a related party with an amount representing less than 1% of the net capital of the Bank, and the transaction balance between the Bank and such related party after the occurrence of such transaction represents less than 5% of the net capital of the Bank.</p> <p>Significant credit extension to related parties refers to a single transaction between the Bank and a related party with an amount representing more than 1% of the net capital of the Bank, or the transaction balance between the Bank and such related party after the occurrence of such transaction represents more than 5% of the net capital of the Bank.</p> <p><u>Very significant related credit extension refers to a single transaction between the Bank and a related party with an amount representing more than 5% of the net capital of the Bank, or the transaction balance between the Bank and such related party after the occurrence of such transaction represents more than 10% of the net capital of the Bank.</u></p>

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
<p>Article 6 When calculating the transaction balance between a related natural person and the Bank, the transactions between his close relatives and the Bank shall be aggregated in the calculation; when calculating the transaction balance between a related legal person or other entities and the Bank, the transactions between the legal persons or other entities constituting a group customer with him and the Bank shall be aggregated in the calculation.</p>	<p>Article 6 When calculating the transaction balance between a related natural person and the Bank as provided in Article 5 of these Detailed Rules, the transactions between his close relatives and the Bank shall be aggregated in the calculation; when calculating the transaction balance between a related legal person or other entities and the Bank as provided in Article 5 of these Detailed Rules, the transactions between the legal persons or other entities constituting a group customer with him and the Bank shall be aggregated in the calculation.</p>
<p>Article 7 The related insiders of the Bank include the directors, supervisors, senior management members of headquarters and branches, other persons who are entitled to decide on or participate in the credit extension and asset transfer by the Bank.</p> <p>(1) Senior management members of the headquarters: president, deputy president, assistant to president, chief accountant, head of finance and head of internal audit department of the headquarters.</p> <p>(2) Senior management members of branches: president of a branch, deputy president and assistant to president of a branch, president of a direct sub-branch, presidents of first-tier sub-branch and second-tier sub-branch under a branch.</p>	<p>Article 7 The related insiders of the Bank include the directors, supervisors, senior management members of headquarters and branches, other persons who are entitled to decide on or participate in the credit extension and asset transfer by the Bank.</p> <p>(1) Senior management members of the headquarters: president, deputy president, assistant to president, chief accountant, vice president, head of finance and head of internal audit department of the headquarters.</p> <p>(2) Senior management members of branches: president of a branch, deputy president and assistant to president of a branch, president of a direct sub-branch, presidents of first-tier sub-branch and second-tier sub-branch under a branch.</p>

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
<p>(3) The aforesaid other persons who are entitled to decide on or participate in the credit extension and asset transfer by the Bank refer to the heads of the relevant departments involved in credit extension and asset transfer businesses in the headquarters and branches and authorized approving persons at all levels in the credit extension and asset transfer businesses (an avoidance system is applicable to customer managers and auditing persons who are not included in the scope of internal persons of the Bank), including the heads of the credit management department, credit review department, corporate banking department, three basis and three smalls business management department of the headquarters, the heads of the risk management department, credit management department, corporate banking department, three basis and three smalls department of the branches.</p>	<p>(3) The aforesaid other persons who are entitled to decide on or participate in the credit extension and asset transfer by the Bank refer to the heads of the relevant departments involved in credit extension and asset transfer businesses in the headquarters and branches and authorized approving persons at all levels in the credit extension and asset transfer businesses (an avoidance system is applicable to customer managers and auditing persons who are not included in the scope of internal persons of the Bank), including the heads of the credit management department pre-lending management department, lending-in-progress management department, post-lending management department, non-performing asset management department, credit review department, corporate banking department, three basis and three smalls business management department of the headquarters, the heads of the risk management department, credit management department, corporate banking department, three basis and three smalls department of the branches.</p>
<p>Article 8 The approval procedures for credit extension to related parties are consistent with the procedures for general credit extension, but after completion of approval, additional approval from the related-party transactions control committee or the Board is added.</p>	<p>Article 8 The approval procedures for credit extension to related parties are consistent with the procedures for general credit extension, but after completion of approval, additional approval from the related-party transactions control committee or, the Board or shareholders’ general meeting is added.</p>
<p>Article 9 General credit extension to related parties follows the internal authorization procedures of approval of the Bank, and reports to the related-party transactions control committee under the Board for approval which has veto right. Significant credit extension to related parties approved by the related-party transactions control committee will be submitted to the Board for approval, significant credit extension to related parties rejected by the committee will be submitted to the Board for filing.</p>	<p>Article 9 General credit extension to related parties follows the internal authorization procedures of approval of the Bank, and reports to the related-party transactions control committee under the Board for approval which has veto right. Significant credit extension to related parties approved by the related-party transactions control committee will be submitted to the Board for approval, significant credit extension to related parties rejected by the committee will be submitted to the Board for filing.</p>

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
New Article	<p><u>Article 10 The following credit extensions to related parties by the Bank shall be reviewed by the related-party transactions control committee of the Bank and then submitted to the Board for approval:</u></p> <p><u>(1) Significant related credit extension as provided in Article 5 of these Detailed Rules;</u></p> <p><u>(2) Pursuant to the requirements of the Special Disclosure Rules on Commercial Banks, credit extension to related party between the Bank and the related party with an amount above RMB30 million and represents more than 1% of the audited net assets of the Bank for the latest period;</u></p> <p><u>(3) Other credit extensions to related parties which require approval by the Board according to the requirements of CSRC, CBRC, SSE and the Stock Exchange.</u></p> <p><u>Credit extension provided in item (2) of the above paragraph shall be timely disclosed. If the credit extension to related parties said in the above paragraph is rejected by the related-party transactions control committee, the same shall be submitted to the Board for filing.</u></p>

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
New Article	<p><u>Article 11 The following credit extensions to related parties by the Bank shall be submitted to the shareholders’ general meeting for approval:</u></p> <p><u>(1) Very significant credit extension to related parties as provided in Article 5 of these Detailed Rules;</u></p> <p><u>(2) Pursuant to the requirements of the Special Disclosure Rules on Commercial Banks, credit extension to related party between the Bank and the related party with an amount representing more than 5% of the audited net assets of the Bank for the latest period;</u></p> <p><u>(3) According to the requirements of the SSE Listing Rules, credit extension to related party between the Bank and the related party with a transaction amount of more than RMB30 million (other than indebtedness in the provision of guarantee by the Bank, transfer of cash assets as a gift, pure reduction of obligations of the Bank) and represents more than 5% of the absolute value of the audited net assets of the Bank for the latest period;</u></p> <p><u>(4) Other credit extension to related parties that require independent shareholders’ approval as provided under the SSE Listing Rules.</u></p>

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
<p>Article 10 Before December 20 in each year, centralized credit extension proposals for related enterprises will be reported by all branches and sub-branches according to established procedures to the headquarters for approval. After completion of approval, the credit review department of the headquarters will prepare the total amount of annual credit extension to related parties by the Bank required to be considered in a proposal on annual credit extension to related enterprises for submission to the Board for consideration, the credit review department will compile an approval reply according to the opinions of the Board and copies of the same will be sent to the relevant divisions, offices, branches and sub-branches.</p>	<p>Article 10Article 12 Before December 20 in each year, centralized credit extension proposals for related enterprises will be reported by all branches and sub-branches will prepare proposals on credit extension to related parties recognized by the headquarters and report to the headquarters for approval according to established procedures to the headquarters for approval. After completion of approval, the credit review department lending-in-progress management department of the headquarters will prepare the total amount of annual credit extension to related parties by the Bank required to be considered in a proposal on annual credit extension to related enterprises for submission to the Board or shareholders’ general meeting for consideration, the credit review department lending-in-progress management department will compile an approval reply according to the opinions of the Board or shareholders’ general meeting and copies of the same will be sent to the relevant divisions, offices departments, branches and sub-branches.</p>
<p>Article 11 The Bank adopts centralized credit extension for extension of credit to a related party or a group customer that includes a related party, within the extent of the total amount of credit extension approved by the related-party transactions control committee or the Board, a single related transaction conducted with a related party is no longer required to be submitted to the related-party transactions control committee or the Board for approval according to the approval procedures for related transactions, only the approval for the authorized limit in the credit extension process is required.</p>	<p>Article 11Article 13 The Bank adopts centralized credit extension for extension of credit to a related party or a group customer that includes a related party, within the extent of the total amount of credit extension approved by the related-party transactions control committee or, the Board or shareholders’ general meeting, a single related transaction conducted with a related party is no longer required to be submitted to the related-party transactions control committee or, the Board or shareholders’ general meeting for approval according to the approval procedures for related transactions, only the approval for the authorized limit in the credit extension process is required.</p>

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
<p>Article 12 The period for credit extension to related enterprises is one year in principle and on the basis of the entire financial year, before credit extension proposal for the next year has been approved, centralized credit extension proposal of the preceding year shall be followed.</p>	<p>Article 12 Article 14 The period for credit extension to related enterprises is one year in principle and on the basis of the entire a complete financial year, before credit extension proposal for the next year has been approved, centralized credit extension proposal of the preceding year shall be followed.</p>
<p>Article 14 The credit review department of the Bank has established the related transaction daily monitoring position which is responsible for the daily monitoring, control and management tasks of credit extension to related enterprises, and also for cooperating with the work of the related-party transactions control committee under the Board.</p>	<p>Article 14 Article 16 The credit review department of the Bank has established the related transaction daily monitoring position The lending-in-progress management department of the headquarters has established the related transaction management position which is responsible for the daily monitoring, control and management tasks of credit extension to related enterprises, and also for cooperating with the work of the Board and related-party transactions control committee under the Board.</p>

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
<p>Article 15 The related transaction monitoring position of the credit review department of the headquarters will deliver monthly (within 5 business days at the beginning of each month, and postpone accordingly on public holidays) a G15 report to the data center of the office of the president.</p> <p>Before submission, the related transaction monitoring position must verify with the credit operation department, accounting and settlement front office, credit system, and shall be responsible for the accuracy and authenticity of the data, after review by the heads of departments and competent leaders of the Bank, the same will be submitted to the data center of the office of the president. After examination and verification by the data center of the office of the president, the same will be submitted to the regulatory authority.</p>	<p>Article 15 Article 17 The related transaction monitoring position of the credit review department of the headquarters will deliver monthly (within 5 business days at the beginning of each month, and postpone accordingly on public holidays) a G15 report to the data center of the office of the president. <u>The post-lending management department of the headquarters is responsible for the submission of data, the lending-in-progress management department will provide assistance and cooperation, and submit the G15 report to the assets and liabilities management department on time (including the monthly, quarterly and annual reports of the department and the group).</u></p> <p>Before submission, the related transaction monitoring management position must verify with the credit operation department, accounting and settlement front office, credit system, and shall be responsible for the accuracy and authenticity of the data, after review by the heads of departments and competent leaders of the Bank, the same will be submitted to the data center of the office of the president <u>assets and liabilities management department</u>. After examination and verification by the data center of the office of the president <u>assets and liabilities management department</u>, the same will be submitted to the regulatory authority.</p>
<p>Article 16 The credit review department of the headquarters is responsible for compiling statistics on the credit extension of related enterprises; and is responsible for the submission of annual proposal on credit extension to related enterprises to the related-party transactions control committee under the Board and the Board.</p>	<p>Article 16 Article 18 The credit review department <u>lending-in-progress management department</u> of the headquarters is responsible for compiling statistics on the credit extension of related enterprises; and is responsible for the submission of annual proposal on credit extension to related enterprises to the related-party transactions control committee, under the Board and the Board <u>and the shareholders’ general meeting</u>.</p>

**APPENDIX V PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION
ON THE ADMINISTRATION OF THE RELATED CREDIT EXTENSION**

Existing “Rules for the Implementation on the Administration of the Related Credit Extension”	Amended “Rules for the Implementation on the Administration of the Related Credit Extension”
Article 20 The Bank shall not issue unsecured loans to related parties; the Bank shall not provide credit extension secured by pledging equity interest of the Bank; the Bank shall not provide guarantee to financing acts of a related party, except in cases where reverse guarantee of full amount is secured by certificates of bank deposits or treasury bonds, the Bank will select secured and guaranteed method in credit extension to related parties as far as possible.	Article 20 Article 22 The Bank shall not issue originate unsecured loans credit extension to related parties; the Bank shall not provide credit extension secured by pledging equity interest of the Bank; the Bank shall not provide guarantee to financing acts of a related party, except in cases where reverse guarantee of full amount is secured by certificates of bank deposits or treasury bonds, the Bank will select secured and guaranteed method in credit extension to related parties as far as possible.
Article 22 After a credit extension to related party by the Bank has been rejected, consideration for the same content is not allowed within 6 months.	Article 22 Article 24 After a credit extension to related party by the Bank has been rejected, consideration for the same content is not allowed within 6 months. <u>If credit extension to a related party is rejected, re-consideration of the same is not allowed within half a year.</u>
Article 24 ... (2) issue unsecured loans to related parties; 	Article 24 Article 26 ... (2) issue originate unsecured loans credit to related parties;
Article 27 The credit review department of the headquarters shall be responsible for the enactment, interpretation and amendment of these Detailed Rules.	Article 27 Article 29 The credit review department <u>lending-in-progress management department</u> of the headquarters shall be responsible for the enactment, interpretation and amendment of these Detailed Rules.
Article 28 These Detailed Rules shall become effective on June 1, 2014.	Article 28 Article 30 These Detailed Rules, <u>after consideration and approval by the shareholders’ general meeting,</u> shall become effective on June 1, 2014. <u>on the date of listing of the shares of the Bank on the SSE.</u>

NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING



锦州银行股份有限公司

Bank of Jinzhou Co., Ltd.*

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

(Stock code: 0416)

NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 first extraordinary general meeting (the “EGM”) of Bank of Jinzhou Co., Ltd. (the “**Bank**”) will be held at the meeting room of 34th Floor, No. 68 Keji Road, Jinzhou City, Liaoning Province, the PRC at 10:00 a.m. on Tuesday, 24 January 2017 to consider and, if thought fit, to pass, with or without modifications, the following resolutions of the Bank:

ORDINARY RESOLUTIONS

1. To consider and approve the proposal on the proposed amendments to the rules of procedures for shareholders’ general meetings;
2. To consider and approve the proposal on the proposed amendments to the rules of procedures for the board of directors’ meetings;
3. To consider and approve the proposal on the proposed amendments to the rules of procedures for the board of supervisors’ meetings;
4. To consider and approve the proposed amendments to the administrative measures for the related transactions;
5. To consider and approve the proposal on the proposed amendments to the rules for the implementation on the administration of the related credit extension;
6. To consider and approve the appointment of Mr. Huo Lingbo as an executive director;

SPECIAL RESOLUTION

7. To consider and approve the proposal on the proposed amendments to the the articles of association.

By order of the Board
Bank of Jinzhou Co., Ltd.*
Zhang Wei
Chairman

Jinzhou, the PRC, 9 December 2016

NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Bank will be closed from Sunday, 25 December 2016 to Tuesday, 24 January 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to be qualified to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the H Share registrar of the Bank (in respect of H Shares), namely Computershare Hong Kong Investor Services Limited, or to the Bank's registered office in the PRC (in respect of Domestic Shares) no later than 4:30 p.m. on Friday, 23 December 2016.
2. Shareholders of the Bank (the "Shareholders") who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves. A proxy need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same.
4. In order to be valid, the proxy form must be deposited, for the holders of H Shares, to the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, or for the holders of Domestic Shares, to the Bank's registered office in the PRC, not less than 24 hours before the time for holding the EGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should you so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of shares held when attending the EGM. If corporate Shareholders appoints authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarially certified copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarially certified documents allowed by the Bank. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
6. Shareholders who intend to attend the EGM should complete and return the reply slip in writing by hand or by post to the Bank's H Shares registrar in Hong Kong (for holders of H Shares) or the registered office of the Bank in the PRC (for holders of Domestic Shares) before Wednesday, 4 January 2017.
7. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall arrange and bear their own transportation and accommodation expenses.
8. The name and address of the Bank's H Shares registrar in Hong Kong is as follows:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor,
Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong

9. The registered office of the Bank in the PRC is as follows:

No. 68 Keji Road
Jinzhou City
Liaoning Province
The PRC

Contact person: Liu Liguo
Tel: 86-0416-3886952

NOTICE OF 2017 FIRST EXTRAORDINARY GENERAL MEETING

10. Where there are joint registered holders of any share(s), any one of such joint holders may attend and vote at the EGM, either in person or by proxy, in respect of such share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the EGM or any adjourned meeting thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Bank in respect of the joint holding.

As at the date of this notice, the Board comprises Mr. Zhang Wei, Ms. Chen Man, Ms. Zhao Jie, Mr. Wang Jing and Ms. Wang Xiaoyu, as executive Directors; Mr. Li Dongjun, Mr. Zhang Caiguang, Mr. Wu Zhengkui and Ms. Gu Jie, as non-executive Directors; Mr. Jiang Daxing, Mr. Deng Xiaoyang, Mr. Niu Sihu, Ms. Jiang Jian and Mr. Choon Yew Khee, as independent non-executive Directors.

** Bank of Jinzhou 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.*