

OS AP01

Appointment of director of an overseas company



Companies House

☒ **What this form is for**
You may use this form to appoint
an individual as a director of an
overseas company.

☐ **What this form is NOT**
You cannot use the form to
appoint a corporate director of an
overseas company. To do this, please
use OS AP02 'Appointment of
director of an overseas company'.

THURSDAY



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24/08/2023

#17

COMPANIES HOUSE

1 Overseas company details

Company number F C 0 3 2 1 9 2

Company name in full
or alternative name as
registered in the UK CHINA CITIC BANK CORPORATION LIMITED

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of director's appointment

Date of appointment d 2 d 8 m 0 m 3 y 2 y 0 y 2 y 2

3 New director's details

Title* MR

Full forename(s) CHENG

Surname LIU

Former name(s) ①

Country/State of
residence ② CHINA

Nationality CHINESE

Month/year of birth ③ X X m 1 m 2 y 1 y 9 y 6 y 7

Business occupation
(if any) ④ Director

① **Former name(s)**
Please provide any previous names
(including maiden or married names)
which have been used for business
purposes in the last 20 years.

Continue in Section 8 if required.

② **Country/State of residence**
This is in respect of your usual
residential address as stated in
Section 4a.

③ **Month and year of birth**
Please provide month and year only.
Provide full date of birth in
section 3a.

④ **Business occupation**
If you have a business occupation,
please enter here. If you do not,
please leave blank.

4 New director's service address ⑤

Please complete your service address below. You must also complete your usual
residential address in Section 4a.

Building name/number 6-30/F and 32-42/F, Building No. 1

Street 10 Guanghua Road

Chaoyang District

Post town Beijing

County/Region

Postcode 1 0 0 0 2 0

Country China

⑤ **Service address**
This is the address that will appear
on the public record. This does not
have to be your usual residential
address.

If you provide your residential
address here it will appear on the
public record.

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Director's authority

Please enter the extent of your authority as director. Please tick one box.		1 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. 2 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	<input checked="" type="checkbox"/> Limited 1 <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	See Articles of Asso, Article 171, 172, 174, 183, 184 page 61-67 attached	
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly 2	
If applicable, name(s) of person(s) with whom you are acting jointly	See 2022 Published Financial Statement with a list of authorised directors page 99 attached	

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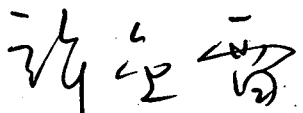
UK establishments

A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below.

UK establishment name	Registration number							
CHINA CITIC BANK CORPORATION LIMITED	B	R	0	1	7	2	6	3
LONDON BRANCH								

7

Signature

Signature	<div>Signature</div> <div>X  X</div>	
This form may be signed and authorised by: Director, Secretary, Permanent representative.		

8

Additional former name(s) (continued from Section 3)

Former name(s) 3		3 Additional former names Use this space to enter any additional names.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name China Citic Bank Corporation Ltd

London Branch

Address

5th Floor, 99 Gresham Street

Post town

London

County/Region

Postcode

E C 2 V 7 N G

Country

United Kingdom

DX

Telephone

0207 710 9100



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number as registered in the UK match the information held on the public Register.
- ☐ You have completed the date of appointment.
- ☐ You have included all former names used for business purposes over the last 20 years.
- ☐ You have completed the nationality box in Section 3.
- ☐ You have provided a correct date of birth.
- ☐ You have provided a business occupation if there is one.
- ☐ You have provided both the service address and the usual residential address.
- ☐ Addresses must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have enclosed a relevant higher protection application if applying for this at the same time as completing this form.
- ☐ You have entered the extent of the director's authority in Section 6.
- ☐ You have completed Section 6, if applicable.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.



Where to send

You may return this form to any Companies House address:

England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:

The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:

The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Chapter 3 Corporate Governance

This page has been extracted from 2022
"Annual Result Announcement" page 104.

3.6.1.3 Appointment, Resignation and Dismissal of Directors

On 20 January 2022, the 1st Extraordinary General Meeting of 2022 of the Bank elected Mr. Liu Cheng as an executive director and Mr. Liu Tsz Bun Bennett as an independent non-executive director of the 6th Session of the Board of Directors of the Bank. Upon the approval by the CBIRC, Mr. Liu Cheng began to serve as executive director of the 6th Session of the Board of Directors of the Bank as of 28 March 2022, and Mr. Liu Tsz Bun Bennett began to serve as independent non-executive director of the 6th Session of the Board of Directors of the Bank as of 24 June 2022.

Working as the Bank's independent non-executive directors for six years, Mr. He Cao and Ms. Chen Lihua, on 28 June 2022, and Mr. Qian Jun, on 26 December 2022, respectively resigned from the Board of Directors as the Bank's independent non-executive directors and relevant positions at the special committees under the Board of Directors. As the resignation of the abovementioned three independent non-executive directors will cause the proportion of independent non-executive directors in the Board of Directors to be less than one third, the resignation of Mr. He Cao, Ms. Chen Lihua and Mr. Qian Jun will take effect when the new independent non-executive directors elected by the Bank's annual meeting take office after their qualifications are approved by the CBIRC. Prior to that, Mr. He Cao, Ms. Chen Lihua and Mr. Qian Jun will continue to perform their duties as the Bank's independent non-executive directors and members of the special committees under the Board of Directors in accordance with relevant laws, regulations, regulatory requirements and the provisions in the Bank's Articles of Association.

On 16 November 2022, the 2nd Extraordinary General Meeting of 2022 of the Bank elected Mr. Zhou Bowen and Mr. Wang Huacheng as independent non-executive directors of the 6th Session of the Board of Directors of the Bank. The qualifications of Mr. Zhou Bowen and Mr. Wang Huacheng as independent non-executive directors are to be reviewed and approved by the regulatory authorities.

3.6.2 Information on Work of the Board of Directors

During the reporting period, the Board of Directors convened 15 meetings (including 14 on-site meetings and 1 meeting via written resolutions). At the meetings, the Board of Directors deliberated and adopted 97 proposals, including the 2021 Annual Report, 2021 Profit Distribution Plan, 2022 Business Plan, 2022 Financial Budget Plan, 2021 Sustainable Development Report, 2022 Audit Plan, Development Plan for Tier-two Branches in 2022, Report for the First Quarter of 2022, 2022 Interim Report, Report for the Third Quarter of 2022, amendment to the information disclosure management measures and supporting rules, amendment to the Articles of Association, nomination of Mr. Zhou Bowen and Mr. Wang Huacheng as candidates for independent non-executive directors of the 6th Session of the Board of Directors of China CITIC Bank Corporation Limited, amendment to the Management Measures for Asset Impairment of China CITIC Bank, and formulation of the Management Measures for Implementation of the Expected Credit Loss Method of China CITIC Bank. In addition, the Board of Directors listened to 42 presentations respectively regarding the reports on operating results of the Bank in 2021 and each quarter of 2022, reports on comprehensive risk management in 2021 and each quarter of 2022, reports on internal control & compliance and anti-money laundering in 2021 and the first half year of 2022, report on consumer rights protection in 2021 and the first half of 2022, report on outsourcing risk assessment in 2021, development of inclusive finance in 2021 and work plan for 2022, innovations of the Bank in 2021, regulatory circular and rectification in 2021, rectification of problems identified in audits in 2021-2022, etc. In accordance with regulatory requirements and the Articles of Association of the Bank, relevant significant events were all submitted to the on-site Board meetings for deliberation. Matters requiring voting by written resolutions and eligible for the same as per laws, regulations and the Articles of Association of the Bank were deliberated at the meetings for voting by written resolutions.

The resolutions of the Board meetings have been published on the official websites of SSE (www.sse.com.cn), HKEXnews (www.hkexnews.hk) and the Bank (www.citicbank.com).

3.6 Board of Directors

3.6.1 Composition and Responsibilities of the Board of Directors

The Board of Directors is the decision-making body of the Bank. As at the disclosure date of this report, the 6th Session of the Board of Directors comprised 11 members. As per the Articles of Association of the Bank, the principal responsibilities of the Board of Directors include the following: to convene the general meeting and make work reports to the meeting; to implement the resolutions adopted by the general meeting; to determine the development strategies, business plans and investment proposals of the Bank; to prepare the annual financial budget and final accounts of the Bank; to prepare the profit distribution plans and loss remedy plans of the Bank; to determine the plans for major investment, major assets acquisition and disposal and other major matters of the Bank in accordance with the Articles of Association and within the scope of authorization of the general meeting; to prepare proposals for the amendments to the Bank's Articles of Association; to appoint or dismiss the President of the Bank and the board secretary and to determine matters relating to their remuneration, awards and punishment; according to the nomination of the President, to appoint or dismiss the Vice President, Business Directors and other senior management members who shall be appointed by the Board according to regulatory requirements, and to determine matters relating to their remuneration, awards and punishment; to review and establish the basic management rules and internal management structure of the Bank, etc. The Board of Directors should listen to the opinions of the Bank's Party Committee prior to making decisions on major issues of the Bank.

The Board of Directors of the Bank has completed self-assessment of the effectiveness of the design and operation of its internal control. Please refer to "Internal Control Assessment" in this chapter for details.

3.6.1.1 Members of the Board of Directors

Members of the Board of Directors of the Bank as of the disclosure date of this report are listed as follows:

Name	Position	Gender	Date of birth	Term of office	Year-beginning shareholding	Year-end shareholding	Pre-tax payable remuneration earned from the Bank during the reporting period (RMB10 thousand)	Whether receiving remuneration from the Bank's related party (parties)
Zhu Hixin	Chairman, Non-executive Director	Male	Mar. 1968	Jun. 2021-Jun. 2024	0	0	-	Yes
Fang Heying	Vice Chairman, Executive Director, President	Male	Jun. 1966	Sep. 2018-Jun. 2024	715,000	915,000	-	Yes
Cao Guoqiang	Non-executive Director	Male	Dec. 1964	Sep. 2018-Jun. 2024	0	0	-	Yes
Liu Cheng	Executive Director, Executive Vice President	Male	Dec. 1967	Mar. 2022-Jun. 2024	0	624,000	202.70	No
Guo Danghui	Executive Director, Vice President	Male	May 1964	Sep. 2019-Jun. 2024	636,000	636,000	193.20	No
Huang Fang	Non-executive Director	Female	May 1973	Nov. 2016-Jun. 2024	0	0	-	Yes
Wang Yankang	Non-executive Director	Male	Mar. 1971	Apr. 2021-Jun. 2024	0	0	-	Yes
He Cao	Independent Non-executive Director	Male	Sep. 1955	Jun. 2016-when the new Independent Non-executive Director takes office	0	0	30.00	No
Chen Lihua	Independent Non-executive Director	Female	Sep. 1962	Jun. 2016-when the new Independent Non-executive Director takes office	0	0	28.00	No
Qian Jun	Independent Non-executive Director	Male	Jul. 1970	Dec. 2016-when the new Independent Non-executive Director takes office	0	0	31.00	No
Liu Tsz Bun Bennett	Independent Non-executive Director	Male	Dec. 1962	Jun. 2022-Jun. 2024	0	0	14.99	No

- Notes: (1) The starting time of the terms of office of the re-elected/re-engaged directors listed above is the time of their respective initial appointment/engagement.
 (2) Mr. He Cao, Ms. Chen Lihua and Mr. Qian Jun have respectively submitted letters of resignation to the Board of Directors because they have been serving as the Bank's independent non-executive directors for six years. The resignation of the abovementioned three independent non-executive directors will take effect when the new independent non-executive directors elected by the Bank's general meeting take office after their qualifications are approved by the CBIRC.
 (3) The final remunerations of the directors who receive remunerations from the Bank are still undergoing confirmation, and the remaining amounts will be disclosed upon completion of the confirmation process.
 (4) The non-executive directors (not including independent non-executive directors) receive no remuneration for director from the Bank.
 (5) Changes in shareholdings of directors, supervisors and senior management members of the Bank during the reporting period listed in Chapter 3 of this report were all attributed to shareholding increase in the secondary market. All of them held the Bank's ordinary H shares, except that Mr. Wang Kang held the Bank's ordinary A shares.

As the Board of Directors developed the *Policy on Diversity of Board Members*, the current session of the Board of Directors consists of members of different genders, ages, cultures, educational backgrounds and professional experiences. Two of the directors are female, making up 18% of the total. Therefore, the composition of the Board of Directors meets the requirement of diversity.

As at the end of the reporting period, none of the incumbent directors during the reporting period was subject to penalties imposed by the securities regulatory authorities in the past three years.

Article 170 The Board of Directors shall have a chairman and a vice chairman. The chairman and vice chairman of the Board of Directors shall be Directors and shall be elected or removed with the approval of a majority of all Directors.

The chairman of the Board of Directors and the President of the Bank shall be separate individuals.

Article 171 The Board of Directors shall exercise the following duties and powers:

- (1) to convene the shareholders general meetings and to make a work report to the meeting;
- (2) to implement the resolutions adopted by the shareholders general meeting;
- (3) to determine the development strategies, business plans and investment proposals of the Bank;
- (4) to prepare the annual financial budget and final accounts of the Bank;
- (5) to prepare the profit distribution plans and plans for making up losses of the Bank;
- (6) in accordance with this Articles of Association and within the scope of authorization of the shareholders general meeting, to determine the plans for major investment, major assets acquisition and disposal and other major matters;
- (7) to prepare proposals for the increase or reduction of registered capital of the Bank;
- (8) to prepare proposals for merger, division, dissolution, liquidation or change in the form of the Bank;
- (9) to prepare proposals for the issue of debt securities or other valuable papers with the purpose of replenishment of the capital of the Bank as well as the listing thereof;
- (10) to decide all the matters in relation to the issue of debt securities other than those with the purpose of replenishment of the capital of the Bank;
- (11) to prepare proposals for repurchase of ordinary shares of the Bank;
- (12) to prepare proposals for the amendment of this Articles of Association;
- (13) to appoint or dismiss the President of the Bank and the Secretary of the Board of Directors and to determine matters relating to their remuneration, rewards and punishment;
- (14) according to the nomination of the President, to appoint and dismiss the vice president, chief officers and other senior management personnel who shall be appointed by the Board of Directors, according to regulatory requirements, and to determine matters relating to their remuneration, awards and punishment;

- (15) to review and establish the basic management system and internal management structure of the Bank;
- (16) to establish, improve and ensure the effective implementation of the internal control system of the Bank;
- (17) to approve the Bank's internal audit charter, mid-to-long term audit plans, annual work plan and internal audit system;
- (18) to review and establish the codes and standards of the Bank, which shall specify the codes of conduct for management and business staff at all levels, require explicitly employees at all levels to promptly report the possible conflict of interest, specify the specific accountability terms and establish a corresponding mechanism to handle the same;
- (19) to decide the establishment of domestic tier one (directly controlled) branch, directly controlled institutions and overseas institutions;
- (20) to decide the policies and procedures on disclosure of information of the Bank;
- (21) to decide the information reporting system and request the senior management personnel to report on operation matters of the Bank to it on a regular basis;
- (22) to propose the appointment or removal of the accounting firms to the shareholders general meeting;
- (23) to decide procedures on management of related party transactions; to review and approve or authorize the Audit and Related Party Transactions Control Committee under the Board of Directors to approve the related party transactions (except for the related party transactions that should be approved by the shareholders general meeting in accordance with applicable laws); to report on related party transactions and the implementation of the relevant procedures to the shareholders general meeting;
- (24) to review and approve the proposals submitted by each specialized committee under the Board of Directors;
- (25) according to the applicable regulatory requirements, to listen to the work reports of the President of the Bank and other senior management, and to monitor and ensure the effective discharge of their managerial responsibilities;
- (26) to review and approve the rules of procedures of each specialized committees of the Board of Directors;

- (27) to be ultimately responsible for the consolidated statement management of the Bank, under which to be responsible for formulating the overall strategic plans, to review and supervise the formulation and enforcement of the implementation plans of consolidated statement management, and to establish a periodic review and evaluation system, in compliance with applicable requirements of the banking regulatory authorities of the State Council on consolidated statement supervision;
- (28) to decide on the matters relevant to preference shares issued by the Bank within the authorization of the shareholders general meeting, including but not limited to deciding on whether to repurchase, convert or distribute dividends;
- (29) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules or this Articles of Association, or conferred by the shareholders general meetings.

The Board of Directors shall seek advice from the Bank's Party Committee before making decisions on the Bank's major issues.

Article 172 The authority of the Board of Directors with respect to investment with the Bank's assets, or acquisition or disposal of assets of the Bank shall be determined by the shareholders general meeting. The Board of Directors shall establish a strict review, decision-making and authorization system in relation to the aforesaid authority, and report to the shareholders general meeting for approval.

Major investment and major assets acquisition and disposal involved in daily operation shall be implemented by the President of the Bank in accordance with the project and the amount approved in the annual budget. The following authorization mechanism shall apply for projects in excess of the approved budget and project whose content is not specified even though the amount is within the approved budget:

- (1) a single amount below RMB200 million (inclusive) shall be approved by the President of the Bank and shall be reported to the Board of Directors for filing;
- (2) a single amount above RMB200 million (exclusive) but below RMB500 million (inclusive), once approved by the Audit and Related Party Transactions Control Committee as authorized by the Board of Directors, shall be approved by the chairman of the Board of Directors and shall be reported to the Board of Directors for filing;
- (3) a single amount above RMB500 million (exclusive) but not exceeding 10% (inclusive) of the latest audited net asset value of the Bank shall be approved by resolution of the Board of Directors;
- (4) a single amount exceeding 10% (exclusive) of the latest audited net asset value of the Bank shall be approved by ordinary resolution of the shareholders general meeting.

The amount of separate acquisitions and disposals of the same or related assets by the Bank within 12 consecutive months shall be aggregated.

Article 173 The Board of Directors shall make explanation to the shareholders general meeting for any non-standard audit opinions expressed by the certified public accountant on the financial reports of the Bank.

Article 174 Without the prior approval of the shareholders general meeting, the Board of Directors may not dispose or agree to dispose the fixed assets where the aggregate of the expected value of the fixed assets for the proposed disposal and the value of the fixed assets disposed within the four months period immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets shown in the last balance sheet reviewed by the shareholders general meeting.

A disposal of fixed assets in this article shall include the assignment of certain interest in assets other than using fixed assets as collaterals.

The validity of transactions whereby the Bank disposes fixed assets shall not be affected by the breach of the first paragraph of this article.

Article 175 The Board of Directors shall formulate the rules of procedures of the Board of Directors to ensure the efficiency and scientific decision-making of the Board of Directors.

Article 176 If the Board of Directors dismisses the President of the Bank during his term of office, the Board of Directors shall promptly inform and make written explanation to the Board of Supervisors.

Article 177 The Board of Directors shall accept the supervision of the Board of Supervisors and shall not obstruct, or hinder the inspections, audits and other activities conducted by the Board of Supervisors in accordance with its functions.

Article 178 The chairman of the Board of Directors shall exercise the following powers:

- (1) to preside over the shareholders general meeting as well as to convene and preside over the meetings of the Board of Directors;
- (2) to supervise and examine the implementation of resolutions of the Board of Directors;
- (3) to supervise and examine the work of special committees;
- (4) to sign the share certificates, corporate debt securities and other securities of the Bank;
- (5) to sign important documents of the Board of Directors and other documents which shall be signed by legal representative/chairman of the Board of Directors of the Bank;

- (6) to exercise other functions conferred by the Board of Directors and that shall be performed by the legal representative/chairman of the Board of Directors of the Bank in accordance with the relevant laws, administrative regulations and rules;
- (7) to exercise the special right to dealing with the affairs of the Bank in accordance with laws and in the interest of the Bank under the emergent force majeure such as extraordinarily serious natural disaster, and timely report to the Board of Directors and shareholders general meeting after the event.

Article 179 The meetings of the Board of Directors shall consist of regular meetings and interim meetings. The Supervisors shall be notified to attend the meetings of the Board of Directors as non-voting delegates.

Article 180 The regular meetings of the Board of Directors shall be held at least four times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 10 days prior to a regular meeting of the Board of Directors.

Article 181 The chairman of the Board of Directors shall convene and preside over an interim meeting of the Board of Directors within 10 days under any of the following circumstances:

- (1) the chairman of the Board of Directors deems it necessary;
- (2) shareholders representing 10% or above of voting rights propose for such a meeting;
- (3) more than one-third of Directors propose for such a meeting;
- (4) a majority of the independent Directors propose for such a meeting;
- (5) the Board of Supervisors proposes for such a meeting;
- (6) the President of the Bank proposes for such a meeting in emergency circumstances.

Notice for holding the interim meeting of the Board of Directors shall be issued within a reasonable period of time.

Article 182 The meeting of the Board of Directors shall be held only if a majority of the Directors are present at the meeting. If a Director has material interest in the proposed matters to be resolved at the meeting, such meeting of the Board of Directors shall be held only if a majority of Directors having no material interest in the proposed matters to be resolved present at the meeting.

President of the Bank who is not concurrently a Director shall attend the meeting of the Board of Directors as non-voting delegate.

Article 183 Voting at an onsite meeting of the Board of Directors (including video conference) shall be made by show of hands or by poll. If a Director participates in the onsite meeting through telephone or similar communication equipment, as long as he/she can make himself heard by the other participants at the meeting and can communicate with them, all participating Directors shall be deemed to be present at the meeting in person. Each Director shall have one vote. When the numbers of votes against and in favor of a certain proposal are equal, the chairman of the Board of Directors shall be entitled to one additional vote.

The Board meeting can be convened and pass resolution by way of voting through communication provided that the Directors are guaranteed to fully express their opinions and such resolution shall be signed by the participating Directors. Voting through communication shall have a voting time limit, and Directors who fail to vote within such voting time limit shall be deemed as abstaining from voting.

Resolutions of the Board of Directors shall be passed by a majority of all the Directors. However, resolutions with respect to the following matters shall not be adopted through communication and shall be passed by no less than two-thirds of all the Directors:

- (1) the profit distribution plans and plans for making up losses;
- (2) the proposals for the increase or reduction of the registered capital;
- (3) the proposals for merger, division, dissolution, liquidation or change in the form of the Bank;
- (4) the proposals for the issue of debt securities or other valuable papers with the purpose of replenishment of the capital of the Bank as well as the listing thereof;
- (5) the proposals for repurchase of ordinary shares of the Bank;
- (6) the proposals for the amendment of this Articles of Association;
- (7) the appointment or dismissal of the President or other senior management members of the Bank;
- (8) major matters such as major investment and major assets disposal plan;
- (9) material changes in equity and financial restructuring;
- (10) other matters that a majority of all the Directors of the Board of Directors deem will have a material impact on the Bank and shall be passed by no less than two-thirds of all the Directors;
- (11) deciding on the matters relevant to preference shares issued by the Bank within the authorization of the shareholders general meeting, including but not limited to deciding on whether to repurchase, convert preference shares or distribute dividends;

- (12) other matters that shall be passed by no less than two-thirds of all the Directors as required by applicable laws, administrative regulations, rules and this Articles of Association.

Article 184 If any Director or any of his associates (as defined under the Hong Kong Listing Rules) has material interests in the matters proposed to the Board of Directors, such Director shall abstain from voting in relation to such matter at the Board meeting, such Director shall not exercise his voting rights nor shall he vote on behalf of any other Directors in relation to such matter, and he shall not be counted into the quorum present at the meeting, unless otherwise provided by laws, administrative regulations and rules, and the relevant regulations of the securities regulatory authorities in places where the shares of the Bank are listed.

Resolutions to approve such proposed matters shall be passed by a majority of the Directors having no material interest in such matters.

When resolutions cannot be adopted because the Directors having no material interests present at the meeting are less than 3 or Directors abstain from voting because of having material interest in the proposed matters, the Board of Directors shall submit such proposal to the shareholders general meeting for consideration. The Board of Directors shall explain the deliberations of the Board of Directors concerning such proposal when submitting such proposal to the shareholders general meeting and shall record the opinions of Directors having no material interest in such matter on such proposal.

Resolution passed by the Board of Directors with respect to matters falling within the authority of the shareholders general meeting shall be implemented after being approved by the shareholders general meeting.

Article 185 The Directors shall attend at the meetings of the Board of Directors in person. If the Directors are unable to attend at the meeting in person for certain reasons, they may entrust other Directors in writing to attend the meeting as proxy (if independent Directors are unable to attend the meeting for certain reasons, they shall entrust other independent Directors to attend the meeting as proxy). The letter of proxy shall include particulars such as the names of proxies, entrusted matter, scope of authorization and duration of the authorization, and be signed or stamped by the principal.

Directors attending the meeting as proxy for others shall exercise the director rights within the scope of authorization. Directors failing to attend a meeting in person nor entrusting proxy to attend the meeting shall be deemed to have abstained from voting on such meeting.

Article 186 Minutes of the meeting of Board of Directors shall be prepared in relation to the matters deliberated on the meeting and be signed by the Directors attending the meeting and the recorder. Directors shall be responsible for resolutions adopted by the Board of Directors. Directors participating in the decision-making process for resolutions which are in violation of laws, administrative regulations or this Articles of Association and cause material losses to the Bank shall