

**ARTICLES OF ASSOCIATION**

(Reprinted in September 2018 embodying all alterations  
subsequent to the adoption of the Articles of Association on 23rd February 1973)

**OF**

**CMB WING LUNG BANK LIMITED**

(招商永隆銀行有限公司)

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Incorporated the 5th day of December, 1956.

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**Certified True Copy**  
*For and on behalf of*  
**CMB WING LUNG BANK LIMITED**

.....  
*Director(s)*

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Incorporated the 5th day of December, 1956.

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No. 4610

[COPY]  
COMPANIES REGISTRY  
CERTIFICATE OF CHANGE OF NAME

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**I hereby certify that**

WING LUNG BANK, LIMITED  
(永隆銀行有限公司)

having by special resolution changed its name, is now incorporated under the  
Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in the name of

CMB WING LUNG BANK LIMITED  
招商永隆銀行有限公司

Issued on 28 September 2018.

(Signed) Ms Ada L L CHUNG  
**Registrar of Companies**  
**Hong Kong Special Administrative Region**

Note:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

WING LUNG BANK, LIMITED

(永隆銀行有限公司)

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SPECIAL RESOLUTION

Pursuant to Section 548 of the  
Companies Ordinance, Cap.622

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Passed the 28th day of September 2018

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By a written resolution signed by China Merchants Bank Co., Ltd, the sole shareholder of the Bank, pursuant to Section 548 of the Companies Ordinance, the following resolution was passed as Special Resolution on 28th day of September 2018:

That the Articles of Association of the Bank be amended as follows:

(a) Memorandum of Association

By deleting such part in its entirety.

(b) Sub-heading above Article 1

By deleting the words "TABLE A" and substituting therefor the words "MODEL ARTICLES".

(c) Article 1

By deleting the words "the First Schedule to the Companies Ordinance" and substituting therefor the words "the Companies (Model Articles) Notice (LN77 of 2013)".

(d) Article 2

(i) By deleting the word "32" and substituting therefor the word "622" in the definition of "The Ordinance or the Companies Ordinance".

(ii) By deleting the word "32" and substituting therefor the word "622" and adding the words "the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) of the Laws of Hong Kong" immediately after the words "Hong Kong" in the definition of "The Statutes".

(iii) By adding the words "including, where applicable, communication by means of inclusion of the relevant information on the Company's website" immediately after the word "medium" in the definition of "Electronic communication".

(e) New Sub-heading and New Articles 2A and 2B

By adding the following as new Sub-heading and new Articles 2A and 2B immediately after Article 2:

"2A. The name of the Company is "CMB WING LUNG BANK LIMITED"(招商永隆銀行有限公司).

2B. The liability of members of the Company shall be limited to any amount unpaid on the shares held by the members."

(f) Article 3

By deleting the words "suffered by it to be in abeyance" and substituting therefor the words "temporarily suspended".

(g) Article 6

By deleting this Article in its entirety.

(h) Article 7

(i) By deleting the words "Subject to the provisions of the Statutes and these Articles the shares (whether forming part of the initial capital or not) shall be under the control of the Board which may allot and issue the same to such persons (including any Director) on such terms and conditions and at such times as it shall think fit, but so that no shares shall be issued at a discount except in accordance with the Statutes." and substituting therefor the words "The Directors must not exercise any power conferred on them to allot shares in the Company without the prior approval of the Company by ordinary resolution if the approval is required by section 140 of the Ordinance. "

(ii) By adding the word "ordinary" immediately after the words "the Company may from time to time by".

(i) Article 11

(i) By deleting the words "within two months after allotment or" immediately before "within ten business days".

(ii) By adding the words "allotment or" immediately before "lodgment of a transfer".

(j) Article 22

By deleting the words ",whether on account of the amount of the share or by way of premium" immediately after "at any fixed date".

(k) Sub-heading above Article 44

By deleting this Sub-heading in its entirety.

(l) Articles 44 to 47

By deleting these Articles in their entirety.

(m) Article 48

(i) By deleting the punctuation "-" immediately after the words "Ordinary Resolution" and the following sub-paragraphs (a) to (c) and substituting therefor the words "alter its share capital in any manner authorised and subject to any conditions prescribed by the Statutes".

(ii) By deleting the punctuation "-" immediately after the words "Special Resolution", the word "(d)" immediately before "reduce its share capital" and the words "or any capital redemption reserve fund" immediately after the words "reduce its share capital".

(n) New Article 48A

By adding the following as new Article 48A after Article 48:

"48A. The Board shall not exercise any power conferred on it to allot shares in the Company without the prior approval of the Company by ordinary resolution if the approval is required by section 140 of the Ordinance."

(o) Article 53

(i) By adding the word "financial" immediately after the words "The Company shall in each".

(ii) By deleting the words "Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next."

(iii) By adding the words "in accordance with the Ordinance" immediately after the words "in that year".

(p) Article 54

By adding the words "or sent to the Company in hard copy form or in electronic form" immediately after the words "deposited at the Office".

(q) Article 56

By adding the words "(and if the meeting is to be held in two or more places, the principal place of the meeting and the other place or places of the meeting)" immediately after the words "specifying the place".

(r) Article 59

By adding the words "In determining attendance for the purposes of quorum, it is immaterial whether members attending a meeting are in the same place as each other. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that; if they have rights to speak and vote at the meeting, they are able to exercise them." to the end of this Article.

(s) Article 69

By adding the words "(save that, where a member appoints more than one proxy, the proxies so appointed are not entitled to vote on a show of hands)" immediately after the words "shall have one vote".

(t) Article 74

By deleting the words "Provided that the number of proxies so appointed by the member to attend on the same occasion shall not exceed 2" immediately after the words "the same occasion".

(u) Article 76

By adding the words ", or, if an electronic address is specified in the notice of meeting or in the instrument of proxy issued by the Company, sent by electronic means to that address (subject to any conditions or limitations specified therein)" immediately after the words "by the Company".

(v) Article 77

- (i) By adding the word "CMB" immediately before the words "WING LUNG BANK" and deleting the punctuation "," immediately before the word "LIMITED" in line 3 of paragraph (a) and line 4 of paragraph (b).
- (ii) By deleting the word "19" in lines 9 and 10 of paragraph (a) and substituting therefor the word "20".
- (iii) By deleting the word "19" in lines 11 and 12 of paragraph (b) and substituting therefor the word "20".

(w) Article 86

- (i) By adding the words ", transaction" immediately after the word "contract" in lines 3, 6, 8, 10, 12, 14, 16 and 37 of paragraph (b).
- (ii) By adding the words "as long as such Director has complied with the requirement to declare his interest under this sub-paragraph," immediately after the words "established," in line 7 of paragraph (b).
- (iii) By adding the words "the contracts, transactions or arrangements mentioned as follows ("the Exempted Contracts, Transactions and Arrangements"), namely" immediately after the words "this prohibition shall not apply to" in line 16 of paragraph (b).
- (iv) By deleting the words "nor to" immediately after the words "such fund and scheme relates," in line 36 of paragraph (b).
- (v) By adding the words ", transaction or arrangement" immediately after the word "contract" in lines 49 and 52 of paragraph (b) and line 4 of paragraph (c).
- (vi) By adding the words ", and for the latter case, the quorum shall be determined in accordance with Article 114(b)" immediately after the word "considered" in line 5 of paragraph (c).

(x) Article 93

- (i) By deleting the word "wives" and substituting therefor the word "spouses" in lines 6, 9 and 12 of paragraph (a) and line 7 of paragraph (b).
- (ii) By adding the words "or widowers" immediately after the word "widows" in lines 6, 9 and 12 of paragraph (a) and line 7 of paragraph (b).



(iii) By deleting the word "wife" in line 1 of paragraph (b) and substituting therefor the words "or her spouse".

(iv) By adding the words "or widower" immediately after the word "widow" in line 1 of paragraph (b).

(y) Article 104

By adding the words "or sent to the Company in hard copy form or in electronic form and received by the Company" immediately after the words "left at the Office".

(z) Article 109

By adding the punctuation "," immediately after the words "nominate any other Director".

(aa) Article 113

(i) By adding the word "CMB" immediately before the words "WING LUNG BANK" and deleting the punctuation "," immediately before the word "LIMITED" in line 3 of the paragraph.

(ii) By deleting the word "19" in line 10 of paragraph and substituting therefor the word "20".

(bb) Article 114

By deleting this Article in its entirety and substituting therefor the following new Article:

"114. (a) The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, half of all the Directors (rounded up to the nearest and upper whole number) shall constitute a quorum. \*

(b) Subject to the exceptions mentioned in Article 86(b), at any Directors' meeting where any contract, transaction or arrangement in which a Director or any of his associates (as defined in Article 86(d)) is materially interested is considered, such interested Director shall still be counted in the quorum."

(cc) Article 115

By deleting the words "It shall not be necessary to give notice of a Board Meeting to any Director for the time being absent from Hong Kong."

(dd) Article 116

By deleting the words "be Chairman of" immediately after the words "choose some one of their number to" and substituting therefor the words "preside at".

(ee) Article 118

By deleting this Article in its entirety and substituting therefor the following new Article:

"118. (a) Questions arising at any meeting shall be decided by a majority of votes of all those Directors who are entitled to vote according to sub-paragraph (b) below and who shall constitute majority of all those Directors who are not Interested Directors (whether present in the meeting or not).

(b) (i) Subject to sub-paragraph (ii) below, all the Directors present shall be entitled to vote at the meeting.

(ii) An Interested Director shall not be entitled to vote in respect of the relevant contract, transaction or arrangement, and if he/she shall vote his/her vote shall not be counted;

(c) (i) Subject to sub-paragraph (ii) below, in case of an equality of votes, the Chairman or such other Director presiding at the meeting of the Board shall have a second and casting vote;

(ii) If the Chairman or such other Director presiding at the meeting of the Board (as the case may be) is an Interested Director, then the Chairman or such other Director shall not be entitled to any second and casting vote in respect of the relevant contract, transaction or arrangement, and no other Director shall not be entitled to any second and casting vote in respect of such contract, transaction or arrangement.

(d) In this Article, "Interested Director" means a director or any of his associates (as defined in Article 86(d)) is materially interested a contract, transaction or arrangement to be considered in the meeting of the Board (save and except the Exempted Contracts, Transactions and Arrangements (as defined in Article 86(b))."

(ff) New Article 118A

By adding the following as new Article 118A after Article 118:

"118A. Any Director or his alternate may validly participate in a meeting of the Board or a committee of the Board through the medium of telephone conference or similar form of communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting then is."

(gg) Article 123

By deleting this Article in its entirety and substituting therefor the following new Article:

"123. (a) A resolution in writing signed, or assented to by electronic communication, by majority of all the Directors or alternate Directors for the time being who are entitled to Notice of Board Meetings and entitled to sign on or assent to such resolution according to sub-paragraph (b) of this Article in Hong Kong (rounded up to the nearest whole and upper number) shall be as effective for all purposes as a resolution passed at a meeting of the Board duly convened, held and constituted and may consist of several documents in like form each signed by one or more of the Directors.\*

(b) (i) Subject to sub-paragraph (ii) below, all the Directors or alternate Directors for the time being entitled to Notice of Board Meetings shall be entitled to sign on or assent to a resolution in writing.

(ii) Subject to the exception mentioned in Article 86(b), where any contract, transaction or arrangement in which a director or any of his/her associates (as defined in Article 86(d)) is materially interested is considered, such interested Director shall not be entitled to sign on or assent to a resolution in respect of such contract, transaction or arrangement, and if he shall sign on or assent to such resolution his signature or assent shall not be counted."

(hh) Article 125

(i) By adding the words "The Board may decide by what means and in what form the Seal or Official Seal (whether for use outside Hong Kong or for sealing securities) is to be used." immediately before the words "The Board shall provide" in paragraph (a).

(ii) By adding the words "This Article is without prejudice to the Company's ability to execute a document in any other manner provided for in the Ordinance." immediately after the words "previously given." in paragraph (a).

(ii) Article 138

By adding the words "and the Company shall not be constituted a trustee in respect thereof" immediately after the words "until claimed".

(jj) Article 140

By deleting the words "Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid shares. " in paragraph (a).

(kk) Article 145

By adding the words "subject to due compliance with the Statutes and other applicable laws, rules and regulations, by publishing it on the Company's computer network or its website, giving access to such network or website to the member and giving to the member a notice by any permitted means stating that the notice or other document is available there (a "notice of availability") or (vi)" immediately after the words "newspaper circulating in Hong Kong or (v)".

(ll) Article 150

By deleting paragraph (ii) of this Article in its entirety and substituting therefor the following new paragraph (ii):

"(ii) (a) if sent by electronic communication (other than by making the notice or document available on the Company's computer network or website), shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;

(b) if sent by making the notice or document available on the Company's computer network or website, shall be deemed to have been served after its first posting on the network or website of the Company, or after receipt of the notice of availability from the Company which contains details as specified in the Ordinance from time to time, whichever is later;"

(mm) Article 151

(i) By deleting the word "The" in line 1 and substituting therefor the words "Subject to Article 151A, the".

- (ii) By deleting the words "in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under Section 358 of the Statutes in which relief is granted by the Court save and except any liability in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company or the subsidiary or holding company of the Company or the subsidiary of the holding company of the Company "immediately after the words "office or appointment" in line 3.

(m) New Articles 151A, 151B and 151C

By adding the following as new Articles 151A, 151B and 151C immediately after Article 151:

"151A. Article 151 does not apply to:

- (a) any liability of the Executive Director, Director, Auditor, Secretary and other Officer incurred to the Company or associated company, including but not limited any liability in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or associated company (as the case may be);

- (b) any liability of the Executor Director or Director to pay

- (i) a fine imposed in criminal proceedings; or

- (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or

- (c) any liability incurred by the Executor Director or Director:

- (i) in defending criminal proceedings in which the Director is convicted,

- (ii) in defending civil proceedings brought by the Company, or an associated company of the Company, in which judgment is given against the Director;

- (iii) in defending civil proceedings brought on behalf of the Company by a member of the Company or of an associated company of the Company, in which judgment is given against the Director,

- (iv) in defending civil proceedings brought on behalf of an associated company of the Company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Director; or

- (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Director relief; or

151B. (a) A reference in paragraph (c) of Article 151A to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings

(b) For the purposes of paragraph (a) of this Article, a conviction, judgment or refusal of relief:

- (i) if not appealed against, becomes final at the end of the period for bringing an appeal; or
- (ii) if appealed against, becomes final when the appeal, or any further appeal, is disposed of

(c) For the purposes of sub-paragraph (ii) of paragraph (b) of this Article, an appeal is disposed of if:

- (i) it is determined, and the period for bringing any further appeal has ended; or
- (ii) it is abandoned or otherwise ceases to have effect.

151C. In Articles 151 to 151B, "associated company", in relation to a the Company, has the meaning given to it in the Ordinance."

(oo) Article 153

By deleting this Article in its entirety and substituting therefor the following new Article:

"153. If the Company is wound up and a surplus remains after the payment of debts proved in the winding up, the liquidator:

- (a) may, with the required sanction, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may, for this purpose, set a value the liquidator thinks fair on any property to be so divided; and
- (b) may determine how the division is to be carried out between the members or different classes of members."

(pp) New Articles 154 and 155

By adding the following as new Articles 154 and 155 after Article 153:

"154. The liquidator may, with the required sanction, vest the whole or part of those assets in trustees on trust for the benefit of the contributories that the liquidator, with the required sanction, thinks fit, but a member must not be compelled to accept any shares or other securities on which there is any liability.

155. In Articles 153 and 154, "required sanction" means the sanction of a special resolution of the Company and any other sanction required by the Ordinance. " "

For China Merchants Bank Co., Ltd  
(Sd.) Tian Huiyu

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