
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

OVERVIEW

Our Board currently consists of 15 Directors, of whom five are executive Directors, five are non-executive Directors and five are independent non-executive Directors. The Directors are appointed by our Shareholders for a term of three years, and may be appointed for consecutive terms. However, the term of an independent non-executive Director shall not exceed six years according to our Articles.

Our Board of Supervisors currently consists of nine Supervisors, of whom three are external Supervisors, three are Shareholder representative Supervisors and three are employee representative Supervisors. The current Supervisors (other than our employee representative Supervisors) were appointed by our Shareholders and the current employee representative Supervisors were appointed by the representatives of our labor union. The Supervisors are appointed for a term of three years, and may be appointed for consecutive terms. However, the term of any external Supervisor shall not exceed six years according to our Articles.

Directors and Supervisors

The following table sets out information regarding our Directors and Supervisors. Each of the Directors and the Supervisors satisfies the qualification requirements under relevant PRC laws and regulations for his or her positions.

Directors

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointment Date</u>	<u>Responsibilities</u>
Mr. Li Hongming (李宏鳴)	56	chairman, executive Director	July 2013	Developing our business strategy and making major business decisions
Ms. Xu Demei (許德美)	56	vice chairman, executive Director	December 2005	Assisting the chairman in developing our business strategy and making major business decisions
Mr. Wu Xuemin (吳學民)	45	executive Director, president	October 2010 ⁽¹⁾	Taking charge of overall corporate affairs, and managing the human resources department
Mr. Zhang Renfu (張仁付)	51	executive Director	December 2005	Managing the general office, the compliance department, the security department, the CPC matters department, the infrastructures construction office, and liaising with the audit department
Mr. Ci Yaping (慈亞平)	54	executive Director, vice president	December 2005 ⁽²⁾	Managing the financial planning department, the credit review department, the risk management department, the research and development department, and liaising the office of the Board and the office of the Board of Supervisors

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<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointment Date</u>	<u>Responsibilities</u>
Mr. Zhang Feifei (張飛飛)	54	non-executive Director	April 2012	Participating in the development of our business strategies
Mr. Qian Zheng (錢正)	60	non-executive Director	December 2009	Same as above
Mr. Guo Shigang (過仕剛)	57	non-executive Director	December 2009	Same as above
Mr. Wu Tian (吳天)	49	non-executive Director	December 2009	Same as above
Mr. Gao Yang (高央)	47	non-executive Director	December 2009	Same as above
Mr. Au Ngai Daniel (歐巍)	45	independent non- executive Director	July 2013	Participating in making major business decisions and advising on issues relating to our corporate governance, connected transactions, audit, and remuneration of the Directors, the Supervisors and the senior management
Mr. Dai Genyou (戴根有)	63	independent non- executive Director	October 2010	Same as above
Mr. Wang Shihao (王世豪)	63	independent non- executive Director	October 2011	Same as above
Mr. Zhang Shenghuai (張聖懷)	51	independent non- executive Director	October 2011	Same as above
Mr. Wen Jinghui (溫京輝)	43	independent non- executive Director	October 2011	Same as above

Notes:

- (1) Mr. Wu Xuemin has been an executive Director of our Bank since October 2010, and has been serving as the president of the Bank since November 2010.
- (2) Mr. Ci Yaping was an executive Director of our Bank from December 2005 to November 2009 and has been re-appointed as an executive Director of our Bank since May 2011. He has been a vice president of our Bank since December 2005.

Supervisors

Our Supervisors are responsible for overseeing our Board of Directors and senior management in discharging their responsibilities and reviewing financial statements.

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Appointment Date</u>	<u>Responsibilities</u>
Mr. Zhang Zhen (張震)	58	chairman of the Board of Supervisors, employee representative Supervisor	December 2005	Taking charge of the work of the Board of Supervisors, and supervising our operational and financial activities
Mr. Xu Chongding (許崇定)	55	employee representative Supervisor, chairman of labor union	April 2011	Supervising our operational and financial activities on behalf of our employees, and taking charge of any activities of the trade union

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Name	Age	Position	Appointment Date	Responsibilities
Mr. He Tao (何濤)	44	employee representative Supervisor, deputy general manager of the compliance department	July 2013	Supervising our operational and financial activities on behalf of our employees, and taking charge of the work of the compliance department
Mr. Cheng Rulin (程儒林)	50	shareholder representative Supervisor	July 2013	Supervising our operational and financial activities on behalf of our shareholders
Mr. Wu Guozhong (吳國忠)	49	shareholder representative Supervisor	December 2009	Same as above
Mr. Cheng Hong (程宏)	47	shareholder representative Supervisor	December 2009	Same as above
Ms. Cheng Junpei (程俊佩)	50	external Supervisor	December 2009	Supervising our operational and financial activities
Mr. Fan Libo (范黎波)	49	external Supervisor	December 2009	Same as above
Ms. Pan Shujuan (潘淑娟)	58	external Supervisor	July 2013	Same as above

Directors

Executive Directors

Mr. Li Hongming is an executive Director and chairman of our Bank. Mr. Li joined us in July 2013 as an executive Director and chairman. Mr. Li's primary working experiences include: the first class inspector and then deputy head of the policy research division under the policy research office of the Anhui Provincial CPC Committee from October 1991 to January 1993, deputy head of the production system division and head of the enterprises system division of the Anhui Provincial System Reform Commission from January 1993 to November 1995, deputy director and director of the Development Research Center of Anhui Provincial Government from November 1995 to February 2001, deputy secretary-general of the Anhui Provincial Committee of CPC and director of its policy research office from April 2001 to June 2003, deputy secretary of the Huangshan Municipal CPC Committee, mayor and secretary of the CPC Committee of Huangshan Municipal Government, director of the Management Committee of Huangshan Scenic District from September 2003 to February 2008, secretary of the Suzhou Municipal Committee of CPC from February 2008 to June 2013, director of the Standing Committee of the Suzhou Municipal People's Congress from February 2009 to June 2013, and the first secretary of the Party Working Committee of Suzhou Ma'anshan Modern Industrial Park from July 2012 to June 2013. Mr. Li obtained a bachelor's degree in automation from Hefei University of Technology in January 1982, graduated in September 1990 from a research master's degree program in principles of Marxism as offered by the University of Science and Technology of China, and studied in the University of Maryland in the United States of America as a visiting scholar from February 1998 to August 1998.

Ms. Xu Demei is an executive Director and a vice chairman of our Bank. Ms. Xu joined us in December 2005 as a vice chairman and an executive Director. Ms. Xu has over 35 years' working

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experience in the financial industry. Her primary working experience include: vice president of Fanchang County Sub-branch of Agricultural Bank of China from April 1984 to March 1992, president of Fanchang County Sub-branch of Agricultural Bank of China from March 1992 to May 1993, vice president of Wuhu Branch of Agricultural Bank of China from May 1993 to April 1998, vice president of the Ma'anshan Branch of Agricultural Bank of China from April 1998 to November 1998, chairman of the board of directors and president of Ma'anshan City Commercial Bank from November 1998 to December 2005, and vice secretary-general of the Ma'anshan Municipal People's Government from October 2005 to December 2006. Ms. Xu obtained a bachelor's degree in economic management from the Correspondence College of Party School of the Central Committee of CPC in December 1997. Ms. Xu obtained the qualification of senior economist from Ma'anshan Municipal Economic Society of Anhui Provincial Economic Society in August 1999.

Mr. Wu Xuemin is an executive Director and president of our Bank. Mr. Wu joined us in October 2010 as our executive Director and has been serving as our president and an executive Director since November 2010. Mr. Wu has over 17 years' working experience in the financial industry. His primary working experience include: deputy director of the newspaper and theories department of China Construction Bank from July 1996 to July 2002, deputy director of the office of the board of directors and the administrative office of China UnionPay Co., Ltd. from July 2002 to May 2006, general manager of the Anhui Branch of China UnionPay Co., Ltd. from May 2006 to February 2010, general manager of the strategic development department as well as the legal and compliance department of China UnionPay Co., Ltd. from February 2010 to September 2010. Mr. Wu obtained a bachelor's degree in metal materials and heat treatment from Harbin Institute of Technology in July 1990, a master's degree in economics from Renmin University of China in January 2001 and a master of business administration degree for senior management from Fudan University in January 2005.

Mr. Zhang Renfu is an executive Director of our Bank. Mr. Zhang joined us in December 2005 as an executive Director. His primary working experience include: deputy director of the liaison division of the general office of Anhui Provincial Government from September 1995 to August 1998, researcher at the third division of the secretariat of the general office of Anhui Provincial Government from August 1998 to February 2001, deputy director of the fifth division of the general office of Anhui Provincial Government from February 2001 to May 2003, deputy director of the secretariat and then deputy director of the second division of the secretariat of the general office of Anhui Provincial Government from May 2003 to May 2005, the deputy director in charge of the work of the finance office of Anhui Provincial Government from May 2005 to December 2005. Mr. Zhang obtained a bachelor's degree in history from Xiamen University in July 1983 and a master of laws degree in party history from Renmin University of China in July 1988, and obtained the qualification of senior economist as accredited by the Department of Personnel of Anhui Province in November 2007.

Mr. Ci Yaping is an executive Director and vice president of our Bank. Mr. Ci joined us in December 2005 and has been our vice president ever since. He was an executive Director of our Bank from December 2005 to November 2009 and has been re-appointed as an executive Director of the Bank since May 2011. Mr. Ci has over 33 years' working experience in the financial industry. His primary working experience include: vice president of Anqing Branch of the Bank of Communications from July 1994 to February 1997, chairman of the board of directors and president of Anqing City Commercial Bank from February 1997 to December 2005. Mr. Ci graduated from the Correspondence College of Party School of the Anhui Provincial Committee of CPC in December 1997 with a

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bachelor's degree in economic management, and obtained the qualification of economist from Anhui Branch of Industrial and Commercial Bank of China Limited in December 1990.

Non-executive Directors

Mr. Zhang Feifei is a non-executive Director of our Bank. Mr. Zhang joined us in April 2012 as our non-executive Director. Mr. Zhang has over 30 years' working experience as governmental officers. His primary working experiences include: deputy director and then director of Anhui Provincial System Reform Commission from December 1984 to February 1997, mayor of Feixi County, Anhui Province from February 1997 to October 1998, deputy mayor, member of the standing committee of the government and then first deputy mayor of Huaibei, Anhui Province from October 1998 to June 2007, member of the standing committee of the government, first deputy mayor and then mayor of Chaohu, Anhui Province from June 2007 to August 2011, chairman of the board of directors of Anhui Energy Group Co., Ltd. since October 2011, chairman of the board of directors of Anhui Province Wenergy Company Limited, an electricity producers listed on Shenzhen Stock Exchange since December 2011, and director of Guoyuan Securities Company Limited, a shareholder of our Bank and a financial service institution listed on Shenzhen Stock Exchange, since April 2012. Mr. Zhang obtained a bachelor's degree in economics from Anhui University in July 1982 and a master's degree in management from University of Science and Technology of China in June 2009.

Mr. Qian Zheng is a non-executive Director of our Bank. Mr. Qian joined us in December 2009 as a non-executive Director. Mr. Qian has over 20 years' working experience in the financial industry. His primary working experiences include: secretary and section chief of the general office of Anhui CPC Committee from August 1982 to December 1985, deputy director and then director of the general office of Anhui People's Congress from December 1985 to May 1993, deputy general manager of Anhui Trust and Investment Company from May 1993 to September 1996, chairman of the board of directors of Anhui Innovation and Investment Company from November 2000 to October 2008 and general manager of Anhui Credit Guaranty Group Co., Ltd. since October 2008. Mr. Qian obtained a bachelor's degree in economics from Anhui University in August 1982. Mr. Qian obtained the qualification of senior economist from the Review Committee for Senior Economist of Anhui Province in May 1996.

Mr. Guo Shigang is a non-executive Director of our Bank. Mr. Guo joined us in December 2009 as a non-executive Director. Mr. Guo has over 18 years' working experience in the financial industry. His primary working experiences include: staff of the policy research division of the policy research office, secretary of the secretariat of the administrative office and then inspector (at deputy) of the integrated division of the administrative office of Anhui CPC Committee from January 1982 to July 1992, secretary to the secretary-general of Anhui CPC Committee from July 1992 to May 1995, assistant to the general manager and then deputy general manager of Anhui International Trust and Investment (Group) Co., Ltd. from May 1995 to May 2001, deputy general manager of Anhui Guoyuan Holding (Group) Co., Ltd. (a shareholder of our Bank) and general manager and chairman of the board of Anhui Guoyuan Trust and Investment Co., Ltd. from May 2001 to September 2005, general manager of Anhui Huangshan (Hong Kong) Co., Ltd. from March 2001 to September 2005, general manager of Anhui Guoyuan Holding (Group) Co., Ltd. (a shareholder of our Bank) and chairman of the board of directors of Anhui Guoyuan Trust Co., Ltd. since September 2005. Mr. Guo obtained a bachelor's degree in literature from the Chinese Faculty of Anhui University in January 1982.

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Mr. Wu Tian is a non-executive Director of our Bank. Mr. Wu joined us in December 2009 as a non-executive Director. His primary working experiences include: principal clerk of the second office, assistant researcher and researcher of the first division of the secretariat, director of the third department and deputy director (at director level) of the second division of the administrative office of the government of Anhui Province from September 1991 to April 2004, deputy general manager of Anhui Highway Company (a shareholder of our Bank) from April 2004 to July 2007, and deputy general manager and general counsel of that company from July 2007 and January 2010, deputy general manager and general counsel of Anhui Expressway Holding Group Co., Ltd. (formerly known as Anhui Highway Company) from January 2010 to May 2010, director, deputy general manager and general counsel of that company from May 2010 to November 2010, and director and general manager of that company since November 2010. Mr. Wu obtained a bachelor's degree in engineering from Anhui Institute of Technology in August 1985 and a master's degree in engineering from Zhejiang University in December 1995.

Mr. Gao Yang is a non-executive Director of our Bank. Mr. Gao joined us in December 2009 as a non-executive Director. His primary working experiences include: director of Beijing Automobile Investment Co., Ltd. since May 2003, chairman of the board of Zhongjing Industry (Group) Co., Ltd. since August 2006, chairman of the board of directors of China Strategic Holdings Limited (a company listed in the Hong Kong Stock Exchange and primarily engaged in the production and sale of battery products and the relevant accessories, and securities investment) from September 2006 to November 2007, director of Guilin Automobile Industrial Group Company Ltd. since April 2010, director of Beijing Automobile Co. Ltd. since September 2010, chairman of the board of directors of Zhongjing Sihai Company Ltd. since June 2011, director of Guosheng Huaxing Investment Company Ltd. since October 2011, director of Mudanjiang Futong Automotive Air Conditioning Co., Ltd since December 2012, and chairman of the board of directors of Guoshenghuaxing Investment Co., Ltd. since May 2013. Mr. Gao Yang studied hotel management at Meini Vocational School in Vienna from March 1985 to March 1987 as an auditing student.

Independent Non-executive Directors

Mr. Au Ngai Daniel is an independent non-executive Director of our Bank. Mr. Au joined us in July 2013 as our independent non-executive Director. Mr. Au has over 20 years' working experience in financial investment industry. Mr. Au worked for A.T. Kearney Inc. in the United States and Bankers Trust Company. His other primary working experiences include: vice president, director, managing director and then partner of Newbridge Capital Limited from April 1995 to March 2006, during which he completed by far the only transaction in relation to a nation-wide Joint Stock Commercial Bank in which a foreign investor has a controlling interest in China, and served as a director of Shenzhen Development Bank Co., Ltd. (currently known as PingAn Bank Co., Ltd.), a nation-wide Joint Stock Commercial Bank listed on the Shenzhen Stock Exchange, from December 2004 to December 2007. Mr. Au was involved in the establishment of the Bohai Industrial Investment Fund, the first private equity fund in China in April 2006 and was the chief executive officer of that fund until August 2008. He established Star Capital Partners Limited in March 2010, which is engaged in businesses such as fund management and financial advisory services for financing and merger and acquisition. Mr. Au obtained a Master in Business Administration from McGill University in Canada in June 1993.

Mr. Dai Genyou is an independent non-executive Director of our Bank. Mr. Dai joined us in October 2010 as our independent non-executive Director. Mr. Dai has over 38 years' working

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experience in the financial industry, including over 25 years of experience in management. His primary working experiences include: vice president of Anqing Branch of the PBOC, and then division head of the first economic analysis division of investigation and research office of the PBOC, and then division head of the economic analysis division and then the deputy director of investigation and statistics department of the PBOC from October 1983 to February 1993. He worked at the finance and trade team of the office of the central leading group on financial and economical affairs of the PBOC from February 1993 to November 1997 and served as a deputy team leader since September 1994, and was concurrently a deputy director of investigation and statistics department of the PBOC. He was the director of the monetary policy department and secretary general of monetary policy committee of the PBOC from November 1997 to November 2003, director of the credit management department of the PBOC from November 2003 to April 2007 and director of the credit management center of the PBOC from April 2004 to March 2010. Mr. Dai has been an independent non-executive director of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (a company listed on the Main Board of the Shanghai Stock Exchange, primarily engaged in the business of property development, operation and investment in the high technological industries) since April 2010. Mr. Dai obtained a bachelor's degree in political economy from Anhui Laodong University (the predecessor of Anhui University) in September 1977. Mr. Dai obtained the qualification of senior economist as accredited by PBOC in May 1989, and was honored as an expert with special allowances from the State Council in October 2000.

Mr. Wang Shihao is an independent non-executive Director of our Bank. Mr. Wang joined us in October 2011 as our independent non-executive Director. Mr. Wang has over 34 years' working experience in the financial industry. His primary working experiences include: clerk, chief, deputy director and director of Shanghai Branch of the PBOC from February 1979 to December 1990, director of Shanghai Urban Credit Cooperatives from February 1991 to December 1995, vice president of Shanghai Bank from December 1995 to August 2010, director of City Commercial Bank Clearing Centre since September 2002, visiting professor of National Accounting Institute, Shanghai Jiao Tong University, Fudan University and Shanghai University of Finance and Economics since July 2010, January 2011, June 2012 and May 2013, respectively, and a special expert for policy decision of Shanghai Government since March 2008. Mr. Wang has been an independent non-executive director of Shanghai Jinfeng Investment Co., Ltd, a company providing combined property services and listed on the Shanghai Stock Exchange, since May 2012. Mr. Wang graduated from Fudan University in July 1984 with a bachelor's degree in financial management, obtained a master's degree in economics from East China Normal University in February 1994, a master of business administration certificate jointly granted by Shanghai Jiao Tong University and Universität Konstanz in Germany in July 1998, as well as an executive master of business administration certificate from Shanghai National Accounting Institute and a master of business administration degree from The University of Arizona in the United States in June 2005. Mr. Wang obtained the qualification of senior economist as accredited by the Head Office of the PBOC in July 1993.

Mr. Zhang Shenghuai is an independent non-executive Director of our Bank. Mr. Zhang joined us in October 2011 as our independent non-executive Director. Mr. Zhang has over 16 years' working experience as a capital markets lawyer. His primary working experiences include: a senior partner of Beijing Tianyin Law Firm since December 2002, and commissioner of the ninth session of the Public Offering Review Committee of CSRC since May 2007. Mr. Zhang has also been an independent director of Beijing Haohua Energy Resources Co., Ltd., a coal mining company listed on the Main Board of Shanghai Stock Exchange since September 5, 2012 and an independent director of Beijing Trust & Far Technology Co., Ltd, an IT infrastructure and other service provider listed on the

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growth enterprises market of the Shenzhen Stock Exchange since December 27, 2012. Mr. Zhang obtained a bachelor's degree in law from Southwest University of Political Science and Law in July 1983, a master's degree in law from China University of Political Science and Law in July 1988, and doctoral degree of law from Renmin University of China in June 2006. Mr. Zhang obtained a lawyer's qualification from the Ministry of Justice of the People's Republic of China on June 2, 1997.

Mr. Wen Jinghui is an independent non-executive Director of our Bank. Mr. Wen joined us in October 2011 as our independent non-executive Director. Mr. Wen has over 20 years' working experience in the accounting industry. His primary working experiences include: director partner and deputy general manager of Reanda Certified Public Accountants since April 1998. Mr. Wen was also an independent director of Sinodata Co., Ltd. (a software developer listed on the Main Board of Shenzhen Stock Exchange) since July 2007, an independent director of Yonyou Software Co., Ltd. (a software and service provider listed on the Main Board of the Shanghai Stock Exchange) since February 2008, an independent director of Xinyu Iron & Steel Co., Ltd. (an iron and steel manufacturer listed on the Main Board of the Shanghai Stock Exchange) since February 2008, and an independent director of Jiangsu Wuzhong Industrial Co., Ltd. (a pharmaceutical company listed on the Main Board of Shanghai Stock Exchange) since May 2008. Mr. Wen obtained a bachelor's degree in management information system from School of Management of Beijing Institute of Technology in July 1993. Mr. Wen obtained the qualification of certified accountant from The Chinese Institute of Certified Public Accountants in December 1995.

Supervisors

Mr. Zhang Zhen is the chairman of our Board of Supervisors and an employee representative Supervisor. Mr. Zhang joined us in December 2005 as the chairman of our Board of Supervisors and an employee representative Supervisor. Mr. Zhang has over 33 years' working experience in the financial industry. His primary working experiences include: joined Sixian Sub-branch of Agricultural Bank of China as a credit clerk in December 1979; deputy division head of the planning division of Suxian District Branch of Agricultural Bank of China from May 1984 to December 1985, deputy head of the planning division of Suxian District Branch of the PBOC from December 1985 to July 1987, vice president of Suxian District Branch of the PBOC from August 1987 to March 1998, during which he was seconded to the Tibet Autonomous Region Branch of the PBOC as deputy director of its planning and saving department from August 1987 to August 1989 to support the construction of Tibet, vice president and then president of Huaibei Center Sub-branch of the PBOC from March 1998 to February 2002, director of the bank administration department of Hefei Center Sub-branch of the PBOC from February 2002 to October 2003, director of the ICBC supervision department of the CBRC Anhui Office from October 2003 to December 2004, and director of state-owned bank supervision division I of the CBRC Anhui Office from December 2004 to December 2005. Mr. Zhang obtained a bachelor's degree in economic management from the Correspondence College of Party School of the Central Committee of CPC in December 1997, the qualification of economist from Anhui Branch of the PBOC in December 1987 and the qualification of senior economist from PBOC's Head Office in November 1999.

Mr. Xu Chongding is an employee representative Supervisor and the chairman of labor union of our Bank. Mr. Xu joined us in February 1997 as the director of the personnel division of Hefei City United Bank. Mr. Xu has over 21 years' working experience in the financial industry. His primary working experiences include: director of the personnel division of Hefei City Commercial Bank Corporation Limited (known as Hefei City United Bank from April 1997 to July 1998) from February

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1997 to December 2005, general manager of the human resources department of our Bank from December 2005 to May 2011, chairman of the labor union of our Bank and an employee representative Supervisor of our Bank since April 2011. Mr. Xu obtained a bachelor's degree in physical education from Anhui Normal University in December 1982.

Mr. He Tao is an employee representative Supervisor and deputy general manager in charge of the work of the compliance department of our Bank. Mr. He joined us in February 1997 as division head of the clearing division under the accounting department of Hefei City United Bank. Mr. He has over 21 years' working experience in the financial industry. His primary working experiences include: accountant of Hefei Science & Technology Development Experimental Bank from July 1992 to February 1997, division head of the clearing division of the accounting department of Hefei City Commercial Bank Corporation Limited (known as Hefei City United Bank from April 1997 to July 1998) from February 1997 to January 2001, vice president of Hupo Shanzhuang Sub-branch of Hefei City Commercial Bank Corporation Limited from January 2001 to May 2003, vice president and president of Daoxianglou Sub-branch of Hefei City Commercial Bank Corporation Limited from May 2003 to December 2005, president of Daoxianglou Sub-branch of Hefei Branch of our Bank from December 2005 to January 2007, assistant to the general manager of the business department of our Head Office from January 2007 to April 2008, vice president of Hefei Branch of our Bank from April 2008 to April 2012, deputy general manager of the corporate banking department of our Bank and general manager of our strategic customer center from April 2012 to June 2013, deputy general manager in charge of the work of the compliance department of our Bank since June 2013, and an employee representative supervisor of our Bank since July 2013. Mr. He obtained an associate's degree in finance and accounting from Anhui University in July 1992, a bachelor's degree in foreign economic from the Correspondence Institute of Party School of the Central Committee of CPC in December 1996, and a master's degree in economic management from the Correspondence Institute of Party School of the Central Committee of CPC in July 2009. Mr. He obtained the qualification of economist from the Ministry of Personnel of the People's Republic of China in November 1997.

Mr. Cheng Rulin is a shareholder representative Supervisor of our Bank. Mr. Cheng joined us in July 2013 as a shareholder representative Supervisor. His primary working experiences include: secretary of Hefei Municipal Government and secretary of the Standing Committee of Hefei Municipal Government from May 1991 to December 1996, editor of Hefei Political Newspaper from May 1991 to December 1996, assistant to the director and deputy director of the Liaison Office in Beijing of Hefei Municipal Government from December 1996 to February 2004, deputy director of the Key Project Office of Hefei Municipal Office from January 2000 to February 2004, deputy director of the Comprehensive Investigation and Research Department of the Economic Restructuring Office of the State Council from September 2001 to September 2002, vice president of Hefei Xingtai Holding Group Co., Ltd. from February 2004 to February 2013, chairman of Hefei Xingtai Assets Management Co., Ltd. since July 2008, chairman of Anhui Shares Exchange Co., Ltd. since January 2009, president of Hefei Xingtai Holding Group Co., Ltd. since February 2013, director of Guoyuan Agricultural Insurance Co., Ltd. since July 2007 and shareholder representative Supervisor of our Bank since July 2013. Mr. Cheng obtained a master's degree in management from the Australian National University in December 2007.

Mr. Wu Guozhong is a shareholder representative Supervisor of our Bank. Mr. Wu joined us in December 2009 as a shareholder representative Supervisor. His primary working experiences include: head of the finance department and the securities department, deputy general manager, board secretary, and then director of Tongling Nonferrous Metal Group Co., Ltd. from October 1996 to

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September 2008, and deputy chief accountant and head of the finance department of Tongling Nonferrous Metal Group Holding Co., Ltd. since September 2008. Mr. Wu obtained a bachelor's degree in finance and accounting from Zhejiang Metallurgical and Economic Junior College (浙江冶金經濟專科學校) in July 1985, and a master of business administration degree from Anhui College of Business Administration in December 2002. Mr. Wu obtained the qualification of senior accountant from State Bureau of Nonferrous Metal Industry in September 1998.

Mr. Cheng Hong is a shareholder representative Supervisor of our Bank. Mr. Cheng joined us in December 2009 as a shareholder representative Supervisor. His primary working experiences include: lecturer of Anhui Construction Industry Institute from September 1988 to February 1990, general manager of Shenzhen Decorative Art Co., Ltd. from June 1990 to April 1992, chairman of the board of Hefei Taili Decorative Art Co., Ltd. from November 1992 to July 2008, chairman of the board of Anhui Hengtai Real Estate Company Limited since November 1996, chairman of the board of Anhui Hengtai Group Co. Ltd. since November 1996, chairman of the board of Tongling Maoyuan Investment Company since September 1997, and chairman of the board of Nanxiang Hengtai (Suzhou) Logistics Industry Co., Ltd. since February 2013. Mr. Cheng obtained a bachelor's degree in architecture from Anhui Construction Industry Institute in July 1988. He then studied in Zhejiang Academy of Art (currently known as China Academy of Art) and graduated in July 1990. Mr. Cheng also obtained a master's degree in business management for executives from Cheung Kong Graduate School of Business in October 2012. Mr. Cheng obtained his qualification as a senior engineer from the Construction Office of Anhui Province in June 1998.

Ms. Cheng Junpei is an external Supervisor of our Bank. Ms. Cheng joined us in December 2009 as our external Supervisor. Her primary working experiences include: acting general manager of a German subsidiary of Metro Group from May 1990 to September 1995, general manager of Swiss DKSH (Shanghai) International Trade from October 1995 to September 2001, deputy general manager of Sinopharm Group Co. Ltd. from October 2001 to May 2004, managing director of Shanghai Tianyi Consulting Company and managing director of Duo Source (Shanghai) International Trade Company from June 2004 to July 2011, and general manager of Sinopharm Pharmaceutical Logistics Company Limited since August 2011. Ms. Cheng obtained a bachelor's degree in economics from Shanghai Institute of Foreign Trade in July 1984, and a master of business administration degree from Nyenrode Business University in the Netherlands in September 1989.

Mr. Fan Libo is an external Supervisor of our Bank. Mr. Fan joined us in December 2009 as our external Supervisor. His primary working experiences include: professor of the International Business School of University of International Business and Economics since December 2004 and a tutor of doctoral students since December 2005. Mr. Fan was also an executive deputy dean of the Haier Business School of University of International Business and Economics from January 2003 to September 2004, and has served as deputy dean of the International Business School of University of International Business and Economics since November 2007. Mr. Fan was granted the State Council Special Allowance for his contribution to the nation's social science education in February 2013. Mr. Fan graduated from Central South University of Technology with a bachelor's degree in law with a major in ideological and political education in July 1987 and a master's degree in philosophy with a major in natural dialectics in July 1992, and obtained a doctoral degree in economics with a major in international trade from the University of International Business and Economics in June 2004.

Ms. Pan Shujuan is an external Supervisor of our Bank. Ms. Pan joined us in July 2013 as an external Supervisor. Her primary working experiences include: professor of Anhui University of

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Finance & Economics (whose predecessor is Anhui Institute of Finance and Trade) since August 2002, dean of the School of Finance of Anhui University of Finance & Economics since June 2008, member of Academic Committee of Anhui University of Finance & Economics since October 2009, director of China Financial Engineering Conference since February 2010, member of Finance Professional Collaboration Team under the Higher Financial Education Branch of China Higher Education Association since August 2010, director of Professor Committee of the School of Finance of Anhui University of Finance & Economics since January 2011, and standing director of Anhui Financial Institution since June 2011. Ms. Pan obtained a bachelor's degree from Anhui Institute of Finance and Trade (currently known as Anhui University of Finance & Economics) in July 1983, and a master's degree in finance from Anhui University of Finance & Economics in July 1993.

Senior Management

Each member of our senior management satisfies the qualification requirements under the relevant PRC laws and regulations for his respective position. The senior management is responsible for the day-to-day management our business. The following table sets forth information regarding our senior management:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>Responsibilities</u>
Mr. Wu Xuemin (吳學民)	45	executive Director, president	Taking charge of overall business affairs and managing the human resources department
Mr. Zhang Renfu (張仁付)	51	executive Director	Managing the general office, the compliance department, the security department, the CPC matters department, the infrastructures office, and liaising with the audit department
Mr. Wang Guisheng (王貴生)	58	vice president	Managing the corporate banking department, the small enterprises banking department, the international business department and the financial market department
Mr. Ci Yaping (慈亞平)	54	executive Director, vice president	Managing the financial planning department, the credit review department, the risk management department, the research and development department, and liaising with the office of directors and supervisors
Mr. Gao Guangcheng (高廣成)	49	vice president	Managing the retail banking department, the electronic banking department, the credit card center and the technology and information department

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Name	Age	Position	Responsibilities
Mr. Zhang Youqi (張友麒)	48	vice president	Managing the accounting management department, the operational management department, the institution management department and the integrated service center
Mr. Yi Feng (易豐)	49	assistant to the president, president of our Hefei Branch	Assisting president and managing the Hefei Branch
Mr. Yan Dongshun (晏東順)	50	assistant to the president, general manager of the corporate banking department	Assisting president and managing the corporate banking department
Mr. Hu Dongdong (胡東東)	48	secretary to the Board, joint company secretary, head of the office of the Board and head of the office of the Board of Supervisors	Managing the administrative work of the board of directors, the office of the board of directors and the office of the board of supervisors, and taking care of the work of company secretary
Mr. Xia Min (夏敏)	42	assistant to the president, general manager of the planning and finance department	Assisting the president with his work, and managing the corporate planning and finance department
Mr. Liu Ming (劉鳴)	56	chief administration officer, Director of the general office	Managing administrative work, and managing the general office

Mr. Wu Xuemin is an executive Director and president of our Bank. See “Directors” section in this chapter for details of his biography.

Mr. Zhang Renfu is an executive Director of our Bank. See “Directors” section in this chapter for details of his biography.

Mr. Wang Guisheng is a vice president of our Bank. Mr. Wang joined us in December 2005 as a vice president. Mr. Wang has over 33 years’ working experience in the banking industry. His primary working experiences include: vice president of the Wuhu Branch of the ICBC from February 1986 to September 1997, president of the Xuancheng Branch of the ICBC from July 1998 to October 2001, director of the supervisory office of ICBC Anhui Branch from October 2001 to December 2001, chairman of the board of Wuhu Commercial Bank from December 2001 to December 2005. Mr. Wang obtained a bachelor’s degree in economic management from the Correspondence College of Party School of the Central Committee of CPC in December 1994. Mr. Wang studied at Anhui College of Finance and Trade as a part-time postgraduate from September 1997 to July 1999 and obtained a master’s degree. Mr. Wang obtained the qualification of senior economist from ICBC in November 1994.

Mr. Ci Yaping is an executive Director and a vice president of our Bank. Please refer to “Directors” section in this chapter for details of his biography.

Mr. Gao Guangcheng is a vice president of our Bank. Mr. Gao joined us in February 1997 as head of Huaihe Road Sub-branch of Hefei City United Bank. Mr. Gao has over 21 years’ working experience in the banking industry. His primary working experiences include: president of Huaihe

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Road Sub-branch of Hefei City Commercial Bank Corporation Limited from January 1999 to December 1999, assistant to the president, vice president and then president of Hefei City Commercial Bank Corporation Limited from December 1999 to December 2005, president of Hefei Branch of our Bank from January 2006 to January 2007, and vice president of our Bank since January 2007. Mr. Gao obtained a bachelor's degree in economics with a major in industrial accounting from Anhui Institute of Finance and Trade in July 1987. Mr. Gao obtained the qualification of certified public accountant from the Certified Public Accountant Examination Committee of the MOF in May 1995. Mr. Gao obtained the qualification of senior economist from Senior Economist Qualification Assessment Committee in November 2007.

Mr. Zhang Youqi is a vice president of our Bank. Mr. Zhang joined us in December 2005 as an executive Director of our Bank and president of Tongling Branch. Mr. Zhang has over 26 years' working experience in the banking industry. His primary working experiences include: clerk of Foreign Exchange Administration Office, and then principal staff member of Foreign Exchange Swap Center, and then division head of the credit cooperation division and then division head of international settlement department of the banking department of Anhui Branch of the PBOC from July 1986 to June 1998, vice president of Hefei Sub-branch of China Everbright Bank from December 1999 to April 2001, chairman of the board of directors of Tongling Urban Credit Cooperatives from July 2005 to December 2005, and executive Director of our Bank from December 2005 to May 2011, during which Mr. Zhang also served as president of the Tongling Branch of our Bank, general manager of the business department and the institutional management department of our Bank and secretary of the Board from December 2005 to November 2009 and vice president of our Bank since May 2011. Mr. Zhang obtained a bachelor's degree in economics from Anhui Institute of Finance and Trade in July 1986, and a master of business administration degree from Anhui Institute of Business Administration in December 2007. Mr. Zhang obtained the qualification of senior economist from PBOC in October 2001.

Mr. Yi Feng is an assistant to the president of our Bank and president of our Hefei Branch. Mr. Yi joined us in May 2009 as president of Hefei Branch of our Bank and he has been an assistant to the president of our Bank and president of our Hefei Branch since May 2011. Mr. Yi has over 14 years' working experience in the banking industry. His primary working experiences include: deputy director of the administration office of CCB Anhui Branch from April 2000 to September 2001, president of CCB Huangshan Branch from November 2001 to January 2003, director of the entrustment loan department of CCB Anhui Branch from January 2003 to September 2003, general manager of the institution and investment banking department of CCB Anhui Branch from September 2003 to July 2004, president of CCB Hefei Sanxiaokou Sub-branch from October 2004 to May 2007, and president of CCB Hefei City West Sub-branch from October 2007 to May 2009. Mr. Yi graduated from Fuyang Teachers College in Anhui Province in July 1986 with a bachelor's degree in Chinese, and from Xiamen University in June 1993 with a master's degree in arts. Mr. Yi obtained the qualification of senior economist as accredited by CCB in December 2000.

Mr. Yan Dongshun is an assistant to the president of our Bank and general manager of our corporate banking department. Mr. Yan joined our Bank in August 2006 as the general manager of our corporate banking department. Mr. Yan has over 30 years' working experience in the banking industry. His primary working experiences include: vice president of Xiangbei Sub-branch of Agriculture Bank of China from March 1992 to February 1993, deputy division head of the deposit division, deputy general manager and general manager of the real estate credit department of Xiangfan Branch of Agriculture Bank of China from March 1993 to February 1998, president of Xiangcheng Sub-branch of

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Agriculture Bank of China from February 1998 to December 1999, director of the administration office of Wuhan Branch of China Minsheng Banking Corporation from January 2000 to June 2001, director of the administration office of Shenzhen Branch of China Minsheng Banking Corporation from August 2001 to December 2003, general manager of the corporate business department of Shenzhen Branch of China Minsheng Banking Corporation from January 2004 to July 2006, general manager of our corporate banking department since August 2006, and assistant to the president of our Bank and general manager of our corporate banking department since May 2011. Mr. Yan graduated from Central China Normal University in January 2000 with a master's degree in management.

Mr. Hu Dongdong is the secretary to our Board, joint company secretary, head of the office of our Board and head of our office of the Board of Supervisors. Mr. Hu joined us in December 2005 as head of the office of our Board and head of our office of the Board of Supervisors. Mr. Hu has over 28 years' working experience in the banking industry. His primary working experiences include: deputy division head of the financial management division of Wuhu Branch of the PBOC from January 1994 to July 1997, general manager of the financing department, assistant to president and then vice president of Wuhu City Commercial Bank from August 1997 to March 2005, head of the office of our Board and head of the office of our Board of Supervisors since December 2005, and secretary to our Board since April 2011. Mr. Hu obtained a bachelor's degree in economics from the Correspondence College of Party School of the Central Committee of CPC in December 1999, and a master's degree in business administration for senior management from Shanghai University of Finance and Economics in October 2011. Mr. Hu obtained the qualification of economist from Anhui Branch of the PBOC in November 1996. Mr. Hu obtained the qualification of senior economist from the Review Committee for Senior Economist of Anhui Province in October 2008.

Mr. Xia Min is an assistant to the president of our Bank and the general manager of the planned finance department of our Bank. Mr. Xia joined us in February 1997 as credit clerk at the loan division of Hefei City United Bank. Mr. Xia has nearly 20 years' working experience in the banking industry. His primary working experiences include: assistant to the president of Changjiang Middle Road Sub-branch of Hefei City United Bank from February 1998 to June 1998, president of our Xiaoyaojin Sub-branch of Hefei City Commercial Bank Corporation Limited (known as Hefei City United Bank from April 1997 to July 1998) from June 1998 to June 2002, general manager of the fund and finance department of Hefei City Commercial Bank Corporation Limited from June 2002 to August 2005, president and vice president of Hefei City Commercial Bank Corporation Limited from August 2005 to December 2005, general manager of the financial planning department of our Bank since December 2005, and an assistant to president of our Bank since December 2011. Mr. Xia obtained a bachelor's degree in finances from Shanghai University of Finance and Economics in June 1993, and a doctoral degree in economics from Research Institute for Fiscal Science of the MOF in July 2009.

Mr. Liu Ming is the chief administration officer and director of our general office. Mr. Liu joined us in December 2005 as the president of our Wuhu Branch. Mr. Liu has over 18 years' working experience in the banking industry. His primary working experiences include: deputy director of the administrative office of the planning committee of Wuhu City and deputy division head and then division head of the finance and trade division from August 1988 to September 1996. He served as an assistant to the president of Wuhu Branch of CCB from August 1996 to October 1997, and was then joined Wuhu City Commercial Bank in October 1997 where he acted as its vice president from July 1999 to March 2000 and its president from April 2000 to December 2005. He served as the president of Wuhu Branch of our Bank from December 2005 to January 2007, general manager of our

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compliance department from January 2007 to March 2008, director of the general office of our Bank since March 2008 and chief administration officer of our Bank since December 2011. Mr. Liu obtained a bachelor's degree in finance from Anhui University of Finance and Economics (formerly known as Anhui Finance and Trade College) in August 1982, and obtained the qualification of economist from Wuhu Job Title Reform Leading Team in February 1993.

Except as disclosed here, none of our Directors, Supervisors and senior management members are related to other Directors, Supervisors or senior management members.

Except as disclosed above, none of our Directors, Supervisors and senior management members has been a director of any public company, the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding the date of this Prospectus.

Save as disclosed here, there are no other information which needs to be brought to the attention to the shareholders under Rule 13.51(2) of the Listing Rules.

JOINT COMPANY SECRETARIES

Mr. Hu Dongdong is our joint company secretary. See “Senior Management” section in this chapter for details of his biography.

As Mr. Hu Dongdong does not possess the qualifications as stipulated under Rule 3.28 and 8.17 of the Listing Rules, we have applied to and have been granted a waiver by the Hong Stock Exchange from strict compliance with the aforementioned Listing Rules. See section headed “Waivers from Strict Compliance with the Listing Rules and Exemptions from Strict Compliance with the Companies Ordinance—Waiver on Qualification of Company Secretary” in this prospectus for details.

Dr. Ngai Wai Fung, FCIS, FCS(PE), CPA and FCCA, is our joint company secretary. Dr. Ngai joined the Bank in October 2013 as our joint company secretary. Dr. Ngai is currently a director and Chief Executive Officer of SW Corporate Services Group Limited. He is a Vice President of Hong Kong Institute of Chartered Secretaries (“HKICS”). Dr. Ngai is a fellow member of HKICS in November 2000, a fellow member of the Institute of Chartered Secretaries and Administrators in the United Kingdom in November 2000, a member of the Hong Kong Institute of Certified Public Accountants in July 2007 and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom in March 2012.

Dr. Ngai held a number of positions in companies that were listed on the Hong Kong Stock Exchange including COSCO International Holdings Limited, China Unicom (Hong Kong) Limited and Industrial and Commercial Bank of China (Asia) Ltd. Dr. Ngai was an independent non-executive director of China Life Insurance Company Limited, a company listed on the Hong Kong Stock Exchange, the Shanghai Stock Exchange and the New York Stock Exchange.

Dr. Ngai currently acts as the joint company secretary of China Pacific Insurance (Group) Co., Ltd., a company listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange, and China Eastern Airlines Corporation Limited, a company listed on the Hong Kong Stock Exchange, the Shanghai Stock Exchange and the New York Stock Exchange; the company secretary of Anton Oilfield Services Group and Sinosoft Technology Group Limited, both of which are listed on the Hong Kong Stock Exchange. In January 2013, Dr. Ngai was appointed as a member of the Working Group on Professional Services under the Economic Development Commission led by the Chief Executive of

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Hong Kong SAR and a member of Qualification and Examinations Board of Hong Kong Institute of Certified Public Accountants. He is also an Adjunct Professor of Law of Hong Kong Shue Yan University.

Dr. Ngai possesses over 25 years of company secretarial experience. Dr. Ngai obtained a doctorate in Finance from the Shanghai University of Finance and Economic in June 2011, a master's degree in Corporate Finance from the Hong Kong Polytechnic University in November 2002, a master's degree in Business Administration (MBA) from Andrews University of the United States in August 1992 and a bachelor's degree (Honours) in Law from the University of Wolverhampton, the United Kingdom in October 1994.

BOARD OF DIRECTORS COMMITTEES

Our Board of Directors delegates certain responsibilities to various committees. In accordance with relevant PRC laws, regulations, our Articles of Association and the Listing Rules, we have formed five board committees, namely the strategic development committee, the audit committee, the nomination and remuneration committee, the risk management committee and the related party transaction control committee.

Strategic Development Committee

Our strategic development committee consists of three executive Directors, four non-executive Directors and one independent non-executive Director. The three executive Directors are Mr. Li Hongming, Mr. Wu Xuemin and Mr. Zhang Renfu. The four non-executive Directors are Mr. Zhang Feifei, Mr. Qian Zheng, Mr. Guo Shigang and Mr. Gao Yang. The one independent non-executive Director is Mr. Wang Shihao. Currently, Mr. Li Hongming is the chair of the committee.

The principal responsibilities of the strategic development committee include:

- drafting operational and management goals, medium to long-term development strategy and listing plans of our Bank and making suggestions in that respect to the Board;
- reviewing the strategic capital allocation and management objectives of assets and liabilities and making suggestions in that respect to the Board;
- preparing plans for the overall development of various financial businesses and making suggestions in that respect to the Board;
- considering strategic development plans for human resources and making suggestions in that respect to the Board;
- supervising and examining the implementation of annual operating plans and investment proposals;
- considering annual financial budgets and final accounts and making suggestions in that respect to the Board;
- considering plans for significant restructuring and re-organization and making suggestions in that respect to the Board;

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- designing significant investment and financing projects, considering proposals in that respect as submitted by the senior management, and making suggestions in that respect to the Board;
- designing merger and acquisition plans, considering proposals in that respect as submitted by the senior management, and making suggestions in that respect to the Board;
- considering plans for information technology development and other special strategic development plans and making suggestions in that respect to the Board; and
- reviewing and evaluating the soundness of our corporate governance structure so as to ensure that the financial reporting, risk management and internal control meet our standards for corporate governance.

Audit Committee

Our audit committee consists of two non-executive Directors and three independent non-executive Directors. The two non-executive Directors are Mr. Zhang Feifei and Mr. Qian Zheng; and the three independent non-executive Directors are Mr. Wen Jinghui, Mr. Dai Genyou and Mr. Zhang Shenhuai. Currently, Mr. Wen Jinghui is the chair of the committee.

The principal responsibilities of the audit committee include:

- checking our financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant views on financial reporting contained in accounting statements and financial reports and other information related to our business operation, and conducting an audit on our operating efficiency, profit distribution and capital utilization;
- checking the letter of recommendations for management (or any equivalent document) to be given by an external auditor to the senior management and ensuring that the Board responds to it in a timely manner, and checking any major questions raised by the external auditor to the senior management with respect to our accounting records, financial accounts or control system, and any responses given by the senior management;
- reviewing our disclosure made to the general meeting and the public, and verifying the integrity, validity, completeness, and accuracy of our financial reports, capital utilization reports and major events;
- reviewing our internal control and financial control systems, and auditing our material connected transactions, monitoring the implementation of our risk management system and its compliance, discussing the internal control system with the senior management and reporting it to the Board, considering major investigation findings on matters relating to the internal control system as delegated by the Board or on its own initiative and the senior management's response to these findings;
- overseeing the implementation of our internal audit systems;
- organizing and guiding the internal audit under the authorization of the Board;
- taking charge of our annual audit, making recommendations to the Board on the appointment, re-appointment and removal of the external auditor, and preparing reports for the truthfulness, accuracy, completeness and timeliness of information contained in the

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audited financial statements based on its own judgment, and submitting them to the Board for discussion and consideration. The audit committee should require the appointed external auditors to give an explanation on their services provided, terms of appointment, fees charged and other relationships or matters that may affect the independence of the audit, and make an evaluation on the independence of external auditors and submit it to the Board for approval. The audit committee should deal with any issue related to the resignation of external auditors or the removal of such external auditors;

- reviewing our financial and accounting policies and practice;
- taking charge of the communication and coordination between the internal auditors and external auditors, and ensuring that the internal audit function is adequately resourced and has appropriate standing within our Bank;
- evaluating the mechanisms for our employees to make whistleblowing on financial statements, internal control or other irregularities, and conducting independent and fair investigations on matters relating to whistleblowing by us, and adopting any mechanism for appropriate actions.

Nomination and Remuneration Committee

Our nomination and remuneration committee consists of one executive Director, one non-executive Director and three independent non-executive Directors. The one executive Director is Mr. Li Hongming; the one non-executive Director is Mr. Gao Yang; the three independent non-executive directors are Mr. Dai Genyou, Mr. Zhang Shenghuai and Mr. Au Ngai Daniel. Currently, Mr. Dai Genyou is the chair of the committee.

The principal responsibilities of the nomination and remuneration committee include:

- developing the procedures and criteria for electing Directors and senior management, and making recommendations to the Board;
- preliminarily reviewing the qualifications of candidates for Directors and candidates for senior management (especially the chairman and president), and making recommendations to the Board;
- making recommendations to the Board on the structure, number, size and composition (including the skills, knowledge and experience) of the Board, based on our business operation, asset scale and equity structure;
- identifying candidates with suitable qualifications to serve as Directors and senior management, and establishing a mechanism for key talents pool;
- evaluating the independence of independent non-executive Directors;
- developing appraisal criteria for Directors and senior management, organizing performance appraisals for Directors and senior management on a regular basis, and submitting the appraisal results to the Board;
- considering our remuneration management system and policies, preparing the appraisal and remuneration proposals for Directors and senior management, and making recommendations to the Board, developing policies and approval plans, and monitoring the implementation of such plans;

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- Making recommendations to the Board on the remuneration package of individual executive Directors and senior management. The factors that shall be considered by the Committee include salaries paid by comparable companies, time commitment of directors and their responsibilities, employment conditions of other positions within the Bank and whether salaries should be determined on the basis of performance;
- reviewing compensation payable to executive Directors and senior management for any loss or termination of office or appointment, and making recommendations to the Board;
- reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct, and making recommendations to the Board;
- ensuring that no Director or any of his associates (within the meaning of Listing Rules) is involved in deciding his own remuneration.

Risk Management Committee

Our risk management committee consists of two executive Directors, one non-executive Director and one independent non-executive Director. The two executive Directors are Ms. Xu Demei and Mr. Ci Yaping; the one non-executive Director is Mr. Wu Tian; and the one independent non-executive Director is Mr. Wang Shihao. Currently, Mr. Wang Shihao is the chair of the committee.

The principal responsibilities of the risk management committee include:

- reviewing our risk management policies in line with our overall strategy, supervising and evaluating their implementation and effectiveness, and making recommendations in that respect to our Board;
- providing guidance on building our risk management systems;
- supervising and evaluating the establishment, organizational structure, working procedures and effects of the risk management department, and making suggestions for improvement;
- considering our risk report, conducting regular assessments of our risk policy, management status and risk exposure, and making suggestions on improving our risk management and internal control;
- supervising and assessing the risk control by our senior management in respect of credit, market and operation; and
- examining and approving significant risk management affairs or transactions that are beyond the authority of the president or submitted by the president to the risk management committee for consideration, according to the authorization of the Board.

Related party Transaction Control Committee

Our related party transaction control committee consists of one executive Director, one non-executive Director and three independent non-executive Directors. The one executive Director is Ms. Xu Demei; the one non-executive Director is Mr. Wu Tian; and the three independent non-executive Directors are Mr. Zhang Shenghuai, Mr. Wen Jinghui and Mr. Au Ngai Daniel. Currently, Mr. Zhang Shenghuai is the chair of the committee.

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The principal responsibilities of the related party transaction control committee include:

- identifying related parties and connected persons, the relationship among them and with us and related party transactions and connected transactions, managing the risks arising from related party transactions and connected transactions;
- identifying and reviewing significant related party transactions and connected transactions, and submitting the same to the Board for consideration;
- formulating our rules for the management of related party transactions and connected transactions; and
- submitting to the Board, upon completion of each year, a detailed report of the overall status, risk analysis and structural distribution of our related party transactions and connected transactions that occurred in that year.

COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Our Directors and Supervisors receive compensation in the form of Directors' or Supervisors' fees, salaries, housing allowances and other allowances, benefits in kind, the employer's contribution to the pension schemes and discretionary bonuses.

The total compensation before taxation accrued to our Directors for the years ended December 31, 2010, 2011 and 2012 was RMB6,167,000, RMB8,997,000 and RMB9,177,000, respectively. The total compensation before taxation accrued to our Directors for the six months ended June 30, 2013 was RMB4,115,000.

The total compensation before taxation accrued to our Supervisors for the years ended December 31, 2010, 2011 and 2012 was RMB2,888,000, RMB4,218,000 and RMB4,276,000, respectively. The total compensation before taxation accrued to our Supervisors for the six months ended June 30, 2013 was RMB1,805,000.

The total compensation before taxation accrued to our senior management (other than those members of our senior management who were also our Directors or Supervisors for the relevant period) for the years ended December 31, 2010, 2011 and 2012 was RMB3,964,000, RMB12,810,000 and RMB13,608,000. The total compensation before taxation accrued to our senior management (other than those members of our senior management who were also our Directors or Supervisors for the relevant period) for the six months ended June 30, 2013 was RMB5,377,000.

For the year ended December 31, 2010, five highest paid individuals include two Directors and one Supervisor. For the year ended December 31, 2011, five highest paid individuals include three Directors and one Supervisor. For the year ended December 31, 2012, five highest paid individuals include three Directors. For the six months ended June 30, 2013, five highest paid individuals include four Directors. The total compensation before taxation paid to the rest two, one, two and one among the five highest paid individuals for the years ended December 31, 2010, 2011 and 2012 and for the six months ended June 30, 2013 was RMB2,645,000, RMB1,739,000, RMB3,509,000 and RMB733,000, respectively.

We did not pay to our Directors or the five highest paid individuals any inducement fees to join us or as compensation for loss of office for each of the years ended December 31, 2010, 2011 and 2012. Furthermore, none of our Directors waived compensation for the same period.

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Under the arrangement currently in force, we estimate the total compensation before taxation to be accrued to our Directors, Supervisors and senior management for the year ending December 31, 2013 to be approximately RMB8,723,337, RMB4,006,898 and RMB10,778,395, respectively.

COMPLIANCE ADVISER

We have agreed to appoint Guotai Junan Capital Limited to be our compliance advisor upon Listing on the Hong Kong Stock Exchange in compliance with Rules 3A.19 and 19A.05 of the Listing Rules. We expect to enter into a compliance advisor's agreement with the compliance advisor prior to the Listing Date, the material terms of which are as follows:

- the term of office of the compliance advisor will commence on the Listing Date of our Bank and end on the date on which our annual report for the first full financial year commencing after the Listing Date is published, or until the agreement is terminated, whichever is earlier;
- the compliance advisor will provide us with certain services, including guidance and advice as to compliance with the requirements under the Listing Rules and applicable laws, rules, codes and guidelines and advice on the continuing requirements under the Listing Rules and applicable laws and regulations;
- the compliance advisor will, as soon as reasonably practicable, inform us of any amendment or supplement to the Listing Rules announced by the Hong Kong Stock Exchange from time to time, and of any amendment or supplement to the applicable laws and guidelines; and
- the compliance advisor will serve as a channel of communication with the Hong Kong Stock Exchange.