

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT MEMBERS

Directors

The following table sets out certain information relating to our Directors.

Name	Age	Position	Appointment Date
Mr. TANG Shuangning....	59	Chairman of the Board of Directors, Non-executive Director	November 19, 2012
Mr. LUO Zhefu	60	Vice Chairman of the Board of Directors, Non-executive Director	November 19, 2012
Mr. GUO You.....	56	Executive Director, President	November 19, 2012
Mr. WU Qing	60	Executive Director	November 19, 2012
Mr. WU Jian.....	43	Non-executive Director	November 19, 2012
Ms. Narentuya.....	57	Non-executive Director	November 19, 2012
Mr. WU Gang.....	54	Non-executive Director	November 19, 2012
Ms. WANG Shumin.....	57	Non-executive Director	November 19, 2012
Mr. WANG Zhongxin.....	58	Non-executive Director	November 19, 2012
Mr. WU Gaolian.....	61	Non-executive Director	January 21, 2013
Mr. ZHOU Daojiong	79	Independent Non-executive Director	January 21, 2013
Mr. ZHANG Xinze.....	67	Independent Non-executive Director	November 19, 2012
Mr. QIAO Zhimin	61	Independent Non-executive Director	January 7, 2013
Mr. XIE Rong	60	Independent Non-executive Director	January 7, 2013
Ms. FOK Oi Ling Catherine ⁽¹⁾	55	Independent Non-executive Director	October 25, 2013
Mr. WANG Wei ⁽²⁾	55	Independent Non-executive Director	November 19, 2012

(1) Ms. FOK Oi Ling Catherine was elected as an Independent Non-executive Director of the Bank by the general meeting of the Shareholders on October 25, 2013, and her appointment is subject to the approval of the CBRC.

(2) Mr. WANG Wei has tendered his resignation due to work commitments. According to the relevant requirement under the PRC law, one-third of the Board shall comprise independent Directors. Therefore, the resignation of Mr. WANG Wei will take effect upon the appointment of Ms. FOK Oi Ling Catherine having been approved by the CBRC.

Mr. TANG Shuangning has served as Chairman of the Board of Directors since he joined our Bank in July 2007. Mr. TANG was appointed as Chairman of the current Board of Directors and a Non-executive Director of our Bank on November 19, 2012. Mr. TANG currently also serves as chairman of the board of directors of China Everbright (Group), China Everbright Holdings, China Everbright Limited (listed on the Hong Kong Stock Exchange, HK Stock Code: 00165) and China Everbright International Limited (listed on the Hong Kong Stock Exchange, HK Stock Code: 00257). Mr. TANG is also a director of Sun Life Everbright and a director of Everbright Securities (listed on the Shanghai Stock Exchange, SH Stock Code: 601788). Mr. TANG worked successively as the deputy chief (acting head) of the general office of the Liaoning Branch of China Construction Bank and senior executive vice president of the Shenyang Branch of China Construction Bank from August 1982 to August 1989, executive vice president of the Shenyang Branch of the PBOC and deputy head of the Shenyang Branch of SAFE from August 1989 to February 1994, president of the Shenyang Branch of the PBOC and head of the Shenyang Branch of SAFE from February 1994 to May 1997, and also worked successively as director general of the Credit Management Department, the Currency, Gold and Silver Bureau and the First Department of Bank Supervision of the PBOC from May 1997 to April 2003. From April 2003 to June 2007, Mr. TANG was vice chairman of the CBRC. Mr. TANG graduated from Dongbei University of Finance and Economics with a bachelor's degree in infrastructure, accounting and credit in 1982 and with a master's degree in economics in 1997. Mr. TANG is a senior economist as accredited by the PBOC. He is a member of the National Committee of the 11th Chinese People's Political Consultative Conference, a representative of the 12th National People's Congress, vice chairman of the Agriculture and Rural Affairs Committee of the 12th National People's Congress and a recipient of a Special Government Allowance granted by the State Council.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. LUO Zhefu has served as Vice Chairman of the Board of Directors since he joined our Bank in April 2009. Mr. LUO was appointed as Vice Chairman of the current Board of Directors and a Non-executive Director of our Bank on November 19, 2012. Currently, Mr. LUO is also an executive director and the general manager of China Everbright (Group), vice chairman of the board of directors of Everbright Securities (listed on the Shanghai Stock Exchange, SH Stock Code: 601788) and a director of Sun Life Everbright. Mr. LUO previously served successively as assistant chief of the Research Office, deputy chief of the Education Department, deputy chief of the Capital Planning Department, general manager of the Planning Department, president of Shenzhen Branch, president of Hong Kong Branch and president of Beijing Branch of Agricultural Bank of China from July 1986 to November 2000. From November 2000 to December 2008, Mr. LUO served as executive vice president and an executive director of China Construction Bank (listed on the Hong Kong Stock Exchange, HK Stock Code: 00939; listed on the Shanghai Stock Exchange, SH Stock Code: 601939). Mr. LUO graduated from Trade Economy Department of Jilin Financial and Trade College in 1982 with a bachelor's degree in economics, majoring in commerce and economics, and graduated from the Finance, Commerce and Materials Economics Department of the Graduate School of the Chinese Academy of Social Sciences in 1986 with a master's degree in economics, majoring in commerce economics. Mr. LUO is a senior economist as accredited by Agricultural Bank of China. He is a member of the National Committee of the 12th Chinese People's Political Consultative Conference.

Mr. GUO You has served as an Executive Director and President of our Bank since August 2004. Mr. GUO was appointed as an Executive Director of the current Board of Directors on November 19, 2012. Mr. GUO currently also serves as vice chairman of the board of directors of China Everbright (Group). From January 1989 to January 1997, Mr. GUO worked in the SAFE and served as the deputy division chief of the Foreign Exchange Reserve Division of the Foreign Exchange Business Management Department of the SAFE, chief of the Foreign Exchange Trading Department of the Foreign Reserve Operation Center of the SAFE and deputy general manager of China Investment Corporation (Singapore) of the SAFE. From January 1997 to August 1998, Mr. GUO served as the deputy director general of the Foreign Financial Institution Supervision Department of the PBOC. Mr. GUO joined our Bank in 1998, serving as an Executive Vice President of our Bank from August 1998 to December 1999 and as Vice Chairman of the Board of Directors of our Bank from August 2004 to April 2009. He previously served as the chief executive officer of China Everbright Limited (listed on the Hong Kong Stock Exchange, HK Stock Code: 00165) from December 1999 to July 2004. During this period, Mr. GUO also served as an executive director and the deputy general manager of China Everbright (Group), standing director of our Bank, and a director of Everbright Securities (Listed on the Shanghai Stock Exchange, SH Stock Code: 601788). Mr. GUO graduated from Heihe District Normal School of Heilongjiang province majoring in English in 1980. Mr. GUO obtained a graduate certificate from the U.S. Research Institute of Yellow River University in 1989 with a major in U.S. studies, and obtained a Ph.D. in finance from Southwestern University of Finance and Economics in 2008. Mr. GUO is a senior economist as accredited by China Everbright (Group) and a representative of the 13th Beijing People's Congress.

Mr. WU Qing joined our Bank in January 2003, and has served as a Director of our Bank since November 2007. Mr. WU was appointed as an Executive Director of the current Board of Directors on November 19, 2012. Mr. WU is also the chairman of the board of directors of Everbright Financial Leasing. Mr. WU previously served as the Senior Executive Vice President and Chairman of the Board of Supervisors of our Bank. From March 1991 to January 2003, Mr. WU served successively as the executive vice president of the Beijing Branch of China Construction Bank, president of the Shanxi Branch of China Construction Bank, and general manager of the Computing Center, general manager of the Information Technology Department and general manager of the Electronic Banking Department of China Construction Bank. Mr. WU received a graduate certificate from the Correspondence School (presently the School of Continuing Education) of Renmin University of China in capital construction economics in 1986. Mr. WU is a senior economist as accredited by China Construction Bank.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. WU Jian has served as a Non-executive Director of our Bank since December 2007. Mr. WU was appointed as a Non-executive Director of the current Board of Directors on November 19, 2012. Mr. WU currently also works at Huijin as the chief of Everbright Equity Division of the 2nd Banking Department and a director of China Everbright Industrial (Group) Company Ltd. Mr. WU previously served as the deputy chief of the Risk Alert Division of the Risk Management Department, the chief of the Risk Measurement Division of the Risk Management Department, assistant to the general manager of the Risk Management Department of the head office of China Construction Bank from September 2001 to December 2006 and general manager of the Risk Policy Department and chief of the Implementation Office of the New Basel Capital Accord of the head office of Shanghai Pudong Development Bank from December 2006 to December 2007. Mr. WU graduated from the School of Technology Economics and System Engineering of Tianjin University with a bachelor's degree in engineering majoring in technical economics in 1993, obtained a master's degree in engineering from Tianjin University majoring in technological economy in 1996, and obtained a Ph.D. in economics from the Institute of Economics of the Chinese Academy of Social Sciences in 1999. Mr. WU is a post-doctoral researcher at the Institute of Finance of the PBOC and he holds the title of research fellow.

Ms. Narentuya has served as a Non-executive Director of our Bank since December 2010. Ms. Narentuya was appointed as a Non-executive Director of the current Board of Directors on November 19, 2012. Ms. Narentuya currently works at Huijin. Ms. Narentuya served successively as deputy division chief of the industrial enterprise division of the Finance Department of Inner Mongolia from December 1983 to July 1988, division chief of the MOF central enterprise division residing in the Finance Department of Inner Mongolia from July 1988 to May 1995, and deputy inspector and then inspector of the MOF Inspector's Office residing in Inner Mongolia from May 1995 to October 2010. Ms. Narentuya studied at the Finance Department of Tianjin University of Finance and Economics majoring in public finance from 1975 to 1978 and received a graduate certificate from Tianjin University of Finance and Economics in 1978. Ms. Narentuya is a senior accountant as accredited by the Professional Title Reform Leading Group of the Inner Mongolia Autonomous Region and is a non-practicing member of the Chinese Institute of Certified Public Accountants.

Mr. WU Gang has served as a Non-executive Director of our Bank since December 2010. Mr. WU was appointed as a Non-executive Director of the current Board of Directors on November 19, 2012. Mr. WU currently works at Huijin. Mr. WU worked as deputy division chief of the Foreign Exchange and Foreign Affairs Department of the MOF from September 1994 to December 1995, deputy division chief and then chief of the International Cooperation Department of the MOF from December 1995 to July 1998, division chief and then deputy director general of the International Department of the MOF from July 1998 to June 2000 and deputy director general and then inspector (director-general-level) of the Department of Administration and Politics and Law of the MOF from June 2000 to October 2010. Mr. WU worked as Second Secretary of the Permanent Mission of China to the United Nations from August 1988 to February 1993. Mr. WU graduated from the Foreign Languages and Literature Department of Wuhan University in 1982 with a bachelor of arts degree, majoring in English and received a master's degree in public management from the National University of Singapore in 2004.

Ms. WANG Shumin has served as a Non-executive Director of our Bank since February 2012. Ms. Wang was appointed as a Non-executive Director of the current Board of Directors on November 19, 2012. Ms. WANG currently works at Huijin and is concurrently a director of China Securities Co., Ltd. Ms. WANG was deputy division head and then division head of the Regulation and Law Department of the MOF from June 1986 to October 1991, division head of the Policy and Law Department of the SAFE from November 1992 to May 1994. From May 1994 to August 2004, she successively served as deputy director general of the Policy and Law Department, Balance of Payments Department, and the Administration and Inspection Department of the SAFE, as well as Inspector of the SAFE and press secretary of the SAFE.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Ms. Wang served as a director of China Construction Bank (listed on the Hong Kong Stock Exchange, HK Stock Code: 00939; listed on the Shanghai Stock Exchange, SH Stock Code: 601939) from September 2004 to June 2011. Ms. WANG graduated from Zhongnan University of Economics and Law with a bachelor's degree in law in 1982. Ms. WANG serves as an arbitrator of the China International Economic and Trade Arbitration Commission. Ms. WANG is qualified to practice law in China and she also is a senior economist as accredited by the PBOC.

Mr. WANG Zhongxin has served as a Non-executive Director of our Bank since June 2012. Mr. WANG was appointed as a Non-executive Director of the current Board of Directors on November 19, 2012. Mr. WANG currently works at Huijin. Mr. WANG worked as the deputy head and then head of the Finance Department of the Finance and Trade Office of Shanxi Province and as the assistant to the mayor of Datong City, Shanxi Province from 1986 to 1993. Mr. WANG worked successively as deputy special agent at the Taiyuan Resident Office and Jinan Resident Office of the NAO, and deputy head of the preparatory group, deputy special agent and special agent at Chongqing Resident Office of the NAO from August 1993 to May 2005. Mr. WANG has been the director general of the Department of Social Security Audit of the NAO from May 2005 to March 2010 and the chief of Science and Engineering Audit Office of the NAO from March 2010 to May 2012. Mr. WANG graduated from the Accounting Department of Shanxi Finance and Economics Institute and was awarded with a regular undergraduate diploma in 1979. Mr. WANG is a senior auditor.

Mr. WU Gaolian has served as a Non-executive Director of our Bank since January 2013. He currently works at Huijin. Mr. WU previously served as deputy county chief and then executive deputy county chief of Fusong County, Jilin Province from August 1985 to March 1992. Mr. WU took various positions in People's Insurance Company of China (PICC Property and Casualty Company Limited) from March 1992 to December 2000, including general manager of Jilin Province Tonghua City branch, deputy general manager of Jilin Province branch and general manager of Guangxi Province branch. Mr. WU served as general manager of Liaoning Province branch of People's Insurance Company of China from December 2000 to July 2003. Mr. WU also served as executive vice president of the People's Insurance Company Group of China (the People's Insurance Company of China Holding Company) from July 2003 to August 2008 and as a director and president of China Reinsurance (Group) Corporation from August 2008 to August 2012. Mr. WU graduated from the Graduate School of the Chinese Academy of Social Sciences with a master's degree in April 1998, majoring in money and banking. Mr. WU is a senior economist as accredited by PICC Jilin Province branch.

Mr. ZHOU Daojiong has served as an Independent Non-executive Director of our Bank since January 2013. He also works as the counsel of the China Pacific Economic Cooperation Council (PECC) and the chairman of the PECC Financial Market Development Committee. He is also an independent director of China International Fund Management Co., Ltd., Orient Securities Company Limited, Singfor Life Insurance Co., Ltd and chairman of the China Society of Urban Economy. Mr. ZHOU served as the president of China Construction Bank (listed on the Hong Kong Stock Exchange, HK Stock Code: 00939; listed on the Shanghai Stock Exchange, SH Stock Code: 601939) and as the president of the former China Investment Bank from December 1984 to April 1994. Mr. ZHOU served as the executive deputy director of the Securities Committee of the State Council from October 1992. He also successively served as executive vice president of China Development Bank Corporation from April 1994 to March 1995, chairman of CSRC from March 1995 to June 1997 and a special inspector designated by the State Council from March 1998 to August 2000. Mr. ZHOU also served as chairman of the board of supervisors of China Construction Bank from April 1994 to August 2000. Mr. ZHOU graduated from the Party School of the Central Committee of the Communist Party of China in July 1983, with a junior college certificate, majoring in national economy. Mr. ZHOU is a senior economist.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. ZHANG Xinze has served as an Independent Non-executive Director of our Bank since November 2011, and was appointed as an Independent Non-executive Director of the current Board of Directors on November 19, 2012. Mr. ZHANG is an independent director of Zhangjiagang Rural Commercial Bank Co., Ltd. and Fujian Hongbo Printing Co., Ltd. (listed on the Shenzhen Stock Exchange, Shenzhen Stock Code: 002229). Mr. ZHANG currently also serves as a director of Lubin Shuwei Management Consulting (Beijing) Co., Ltd. and the vice chairman of the China Economic Value Added Application Association. Mr. ZHANG previously served as the secretary and deputy division chief of the General Affairs Division of the General Office of the PBOC from September 1982 to March 1987, and took up different appointments between March 1987 and August 2004, including division chief of the Price Investigation Division of Survey and Statistics Department, division chief, deputy director general, and bureau-level inspector of the Economy Analysis Department of the PBOC, an inspector of the Credit Information Administration and the deputy director of the Credit Information Center of the PBOC. From August 2004 to August 2007, Mr. ZHANG served as a non-executive director of Bank of China (listed on the Hong Kong Stock Exchange, HK Stock Code: 03988; listed on the Shanghai Stock Exchange, SH Stock Code: 601988). Mr. ZHANG graduated from the Department of Finance of Renmin University of China in 1982 with a bachelor's degree in economics, majoring in finance and economics. Mr. ZHANG is a certified research fellow of the PBOC.

Mr. QIAO Zhimin has served as an Independent Non-executive Director of our Bank since January 2013. He is also an independent director of Wuhan Rural Commercial Bank. Mr. QIAO previously took various positions in Bank of China (listed on the Hong Kong Stock Exchange, HK Stock Code: 03988; listed on the Shanghai Stock Exchange, SH Stock Code: 601988) from February 1978 to July 1996, including deputy division chief of Finance and Accounting Bureau of the head office, executive vice president of the Luxembourg branch, deputy general manager of Coordination and Planning Department of the head office. Mr. QIAO worked as deputy director general of Accounts Division, deputy director general of the First Supervision Division, head (bureau-level) of the ICBC Supervision Team in the PBOC from July 1996 to July 2003. Mr. QIAO also served as director of the Accounting Department of the CBRC from July 2003 to January 2007, and vice chairman and then chairman of the board of supervisors of China Minsheng Banking Corporation (listed on the Hong Kong Stock Exchange, HK Stock Code: 001988; listed on the Shanghai Stock Exchange, SH Stock Code: 600016) from January 2007 to April 2012. Mr. QIAO graduated from the Hunan Institute of Economics with a master's degree in economics in September 1999, majoring in finance. Mr. QIAO is a senior accountant.

Mr. XIE Rong has served as an Independent Non-executive Director of our Bank since January 2013. He serves as a professor at the Shanghai National Accounting Institute. He is also an independent director of Tianjin Capital Environmental Protection Group Company Limited (listed on the Hong Kong Stock Exchange, HK Stock Code: 01065; listed on the Shanghai Stock Exchange, SH Stock Code: 600874), Sinopharm Group Co., Ltd. (listed on the Hong Kong Stock Exchange, HK Stock Code: 01099), Shanghai Baosight Software Co., Ltd. (listed on the Shanghai Stock Exchange, SH Stock Code: A share, 600845, B share, 900926), Shenyin & Wanguo Securities Co., Ltd. and China Traditional Chinese Medicine Co. Limited (formerly known as Winteam Pharmaceutical Group Limited) (listed on the Hong Kong Stock Exchange, HK Stock Code: 00570) and director of SAIC Motor Corporation Limited (listed on the Shanghai Stock Exchange, SH Stock Code: 600104) and Shanghai Electric (Group) Corporation. Mr. XIE served at Shanghai University of Finance and Economics as an associate professor, professor, doctoral supervisor and associate dean of the School of Accounting from December 1985 to December 1997. During this period, Mr. XIE was also a visiting senior research fellow at the University of Warwick in the United Kingdom for one year and served as a part-time certified public accountant at Da Hua Certified Public Accountants and PricewaterhouseCoopers Da Hua CPAs Limited. Mr. XIE worked as a partner at KPMG Huazhen from December 1997 to October 2002 and the associate dean of Shanghai National Accounting Institute from October 2002 to August 2012. Mr. XIE previously worked as an

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

independent director of China CITIC Bank Corporation Limited (listed on the Hong Kong Stock Exchange, HK Stock Code: 00998; listed on the Shanghai Stock Exchange, SH Stock Code: 601998) from February 2007 to October 2012. Mr. XIE is a member of the Steering Committee of Post-graduate Education of the Academic Degree Commission of the State Council, standing director of the China Auditing Society, standing director of the China Accounting Society, vice chairman of the Shanghai Cost Research Society and member of the Expert Consultation Committee of the SSE Corporate Governance of the Shanghai Stock Exchange. Mr. XIE graduated from the Shanghai University of Finance and Economics in January 1993 and obtained a Ph.D. in economics. Mr. XIE is a senior non-practicing certified public accountant and a recipient of a Special Government Allowance granted by the State Council.

Ms. FOK Oi Ling Catherine will serve as an Independent Non-executive Director of our Bank upon obtaining the CBRC's approval to her appointment. Ms. FOK has extensive experiences in commerce and management of retail banking business. From 1981 to 2006, she served successively in the Hongkong and Shanghai Banking Corporation Limited as manager of the International Trade Financing Division and the Commercial Credit Division, regional director of industrial and commercial banking and trade finance, chief of the Risk Management Department of retail banking, regional director of retail banking and director of wealth management and investment products for the retail banking business. Ms. Fok served as chief of retail banking business at HSBC Bank (China) Company Limited from 2006 to 2009. She served as director of business integration of Asia-Pacific Region of the Hongkong and Shanghai Banking Corporation Limited from 2010 to 2012, during which she also served as a marketing and management counsel to the retail banking business of Bank of Communications Co., Ltd. She did not hold any directorship in any listed companies in the last three years. Ms. FOK is currently the honorary chairman of the Hong Kong Chamber of Commerce in China – Shanghai, a voting member of the Hong Kong Professionals and Senior Executives Association and a member of the Finance and Economics Group under its Economic Affairs Committee, and a member of the Hong Kong Women Professional & Entrepreneurs Association. Ms. FOK graduated from the Chinese University of Hong Kong with a master's degree in business administration. She is an associate of The Hong Kong Institute of Bankers and a certified financial management planner.

Mr. WANG Wei has tendered his resignation due to work commitments and his resignation will take effect upon the appointment of Ms. FOK Oi Ling Catherine having been approved by the CBRC. He has served as an Independent Non-executive Director of our Bank since May 2008. Mr. WANG was appointed as an Independent Non-executive Director of the current Board of Directors on November 19, 2012. Mr. WANG also serves as chairman of the board of directors of China M&A Group and, concurrently, chairman of China Mergers & Acquisitions Association, independent director of Shanghai Chengtou Holding Co., Ltd. (listed on the Shanghai Stock Exchange, SH Stock Code: 600649) and independent director of Lifan Industry (Group) Company (listed on the Shanghai Stock Exchange, SH Stock Code: 601777). Mr. WANG previously worked at China Construction Bank (listed on the Hong Kong Stock Exchange, HK Stock Code: 00939; listed on the Shanghai Stock Exchange, SH Stock Code: 601939) in 1982, Bank of China (listed on the Hong Kong Stock Exchange, HK Stock Code: 03988; listed on the Shanghai Stock Exchange, SH Stock Code: 601988) from 1985 to 1987, Chemical Banking Corporation (presently J.P. Morgan Chase & Co.) from 1987 to 1988, the World Bank from 1988 to 1989 and China Southern Securities Co., Ltd. from 1992 to 1996. Mr. WANG also served as independent director of China Sports Industry Group Co., Ltd. (listed on Shanghai Stock Exchange, SH Stock Code: 600158) from September 2005 to April 2012. Mr. WANG obtained a master's degree in economics at the Financial Research Institute of the PBOC in 1985, and obtained a Ph.D. in economics from the Graduate School of Arts and Sciences of Fordham University in 1992.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Supervisors

The following table sets out certain information relating to our Supervisors.

Name	Age	Position	Appointment Date
Mr. CAI Haoyi	59	Shareholder Representative Supervisor Chairman of the Board of Supervisors	November 19, 2012 January 11, 2013
Mr. MU Huijun	57	Employee Representative Supervisor Vice Chairman of the Board of Supervisors	November 5, 2012 November 19, 2012
Mr. CHEN Shuang	46	Shareholder Representative Supervisor	November 19, 2012
Mr. WANG Pingsheng	56	Shareholder Representative Supervisor	November 19, 2012
Ms. ZHANG Chuanju.....	56	Shareholder Representative Supervisor	November 19, 2012
Mr. WU Junhao	48	Shareholder Representative Supervisor	November 19, 2012
Mr. YU Erniu	64	External Supervisor	November 19, 2012
Mr. James Parks STENT ...	67	External Supervisor	November 19, 2012
Ms. CHEN Yu	48	Employee Representative Supervisor	November 5, 2012
Mr. YE Donghai	50	Employee Representative Supervisor	November 5, 2012
Mr. MA Ning.....	42	Employee Representative Supervisor	November 5, 2012

Mr. CAI Haoyi has served as a Shareholder representative Supervisor of our Bank since November 2012 and was appointed as the chairman of the Board of Supervisors of our Bank in January 2013. Mr. CAI previously served as associate dean of the Graduate Department of the Financial Research Institute, vice president of Institute of International Finance, deputy director general of Research Bureau and secretary general of Monetary Policy Committee of the PBOC from July 1986 to March 2007. Mr. CAI worked as a non-executive director of Bank of China (listed on the Hong Kong Stock Exchange, HK Stock Code: 03988; listed on the Shanghai Stock Exchange, SH Stock Code: 601988) from March 2007 to November 2012. Mr. CAI graduated from the Faculty of Economics of Peking University with a bachelor's degree in economics in July 1983, and from the Institute of International Finance of the PBOC with a master's degree in economics in July 1986. Mr. CAI graduated from the Graduate Department of the Institute of International Finance of the PBOC with a Ph.D. in economics in July 2001. Mr. CAI holds the title of researcher. Mr. CAI is a master supervisor of the PBC School of Finance at Tsinghua University, a doctoral supervisor at University of International Business and Economics, a post-doctoral supervisor at the Institute of International Finance of the PBOC, and a director of China Society for Finance and Banking. Mr. CAI is a recipient of a Special Government Allowance granted by the State Council.

Mr. MU Huijun had served as an employee representative Supervisor and Vice Chairman of the Board of Supervisors of our Bank since November 2009 (Mr. MU acted as the Chairman of the Board of Supervisors of our Bank from September 2010 to November 2012). Mr. MU has served as Vice Chairman of the Working Committee of the Labor Union of our Bank since November 2009, chairman of the board of supervisors of Everbright Financial Leasing since May 2010, director of China Everbright Investment Management Corporation and director of Shanghai Everbright Convention & Exhibition Center since June 2004. Mr. MU previously served as executive vice president of the Yantai Branch of the PBOC, division chief of the General Affairs Division and division chief of the Legislation Division of the Department of Treaties and Laws of the PBOC from November 1989 to July 2000, chief of the General Affairs Division of the Work Department of the Supervisory Committee of the Central Financial Work Committee from July 2000 to October 2001, full-time supervisor and deputy chief of the general offices of the boards of supervisors of China Everbright (Group) and China CITIC Group as appointed by the State Council from October 2001 to June 2004 and director of China Everbright (Group) and general manager of the Financial Management Department of China Everbright (Group) from June 2004 to October 2009. Mr. MU graduated from Beijing Vocational Legal College (now named as Beijing College of Politics and Law) with

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

a diploma in law in 1985 and completed an in-service graduate program for party leaders at the Correspondence Institute of the Party School of the Central Committee of the Communist Party of China in 2000, majoring in economic management.

Mr. CHEN Shuang has served as a Shareholder representative Supervisor of our Bank since December 2007. Mr. CHEN was appointed as a Shareholder representative Supervisor of the current Board of Supervisors on November 19, 2012. Currently Mr. CHEN is director and deputy general manager of China Everbright Holdings, and, concurrently, an executive director and chief executive officer of China Everbright Limited (listed on the Hong Kong Stock Exchange, HK Stock Code: 00165). Mr. CHEN is a director of Everbright Securities Company Limited (listed on the Shanghai Stock Exchange, SH Stock Code: 601788), an independent director of Noah Holdings Limited (listed on the New York Stock Exchange, NY Stock Code: NOAH.N) and an independent non-executive director of China Nonferrous Mining Corporation Limited (listed on the Hong Kong Stock Exchange, HK Stock Code:01258). He previously served as division chief of the Legal Affairs Division of the Head Office of the Bank of Communications (listed on the Hong Kong Stock Exchange, HK Stock Code: 03328; listed on the Shanghai Stock Exchange, SH Stock Code: 601328) from December 1999 to February 2001, and deputy general manager of China Everbright Limited (listed on the Hong Kong Stock Exchange, HK Stock Code: 00165) from September 2004 to August 2007. He graduated from East China College of Political Science and Law (now named as East China University of Political Science and Law) with a master of law degree in 1992 and obtained a legal diploma from University of Hong Kong School of Professional and Continuing Education in 2003. Mr. CHEN is currently a non-official member of Financial Services Department Council, the Chairman of Chinese Financial Association of Hong Kong, the Vice Chairman of Chinese Securities Association of Hong Kong and the visiting professor of East China University of Political Science and Law. Mr. CHEN is qualified to practice law in China and is a senior economist as accredited by China Everbright (Group).

Mr. WANG Pingsheng has served as a Shareholder representative Supervisor of our Bank since November 2012. Mr. WANG is the vice chairman of the board of directors of China Reinsurance (Group) Corporation, the chairman of the board of directors of China Life Reinsurance Company Ltd., and the chairman of the board of supervisors of China Continent Property and Casualty Insurance Co., Ltd.. Mr. WANG previously served as deputy general manager of the Shenyang branch of PICC Property Insurance Company Limited, president of Shenyang Urban Cooperative Banks, chairman of the board of directors and president of Shenyang Commercial Bank, head of the Jinan Office of CIRC, director general of Shandong Supervision Bureau of CIRC and vice president of China Reinsurance (Group) Corporation. Mr. WANG graduated from the Department of Automatic Control of Northeastern Engineering School (presently, Northeastern University) in 1982 with a bachelor's degree in engineering majoring in industrial automation and obtained a master's degree in economics from Liaoning University majoring in finance in June 1999. Mr. WANG is a senior economist as accredited by PICC Group.

Ms. ZHANG Chuanju has served as a Shareholder representative Supervisor of our Bank since November 2009. Ms. ZHANG was appointed as a Shareholder representative Supervisor of the current Board of Supervisors of our Bank on November 19, 2012. Ms. ZHANG serves as deputy general manager of China Power Finance Co., Ltd. Ms. ZHANG previously served as division chief and then chief of the Finance Division of Shandong Power Service Corporation from June 1987 to April 1995, manager of the Finance Department of Shandong Luneng Xinyuan Co., Ltd. since April 1995 to September 1998, deputy chief accountant and then chief accountant of Shandong Luneng Development Group Co., Ltd. from September 1998 to December 2003 and chief accountant of Zhong Neng Power Industry Fuel Co. Ltd. from December 2003 to November 2005. Ms. ZHANG graduated from Beijing Power Economy College with a junior college diploma in accounting in 1991. Ms. ZHANG is a senior accountant as accredited by the former State Power Corporation of China.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. WU Junhao has served as a Shareholder representative Supervisor of our Bank since November 2009. Mr. WU has served as a Shareholder representative Supervisor of the current Board of Supervisors of our Bank since November 19, 2012. Mr. WU serves as the manager of the Financial Management Department of Shenergy Group Co., Ltd. Mr. WU previously served as the executive deputy general manager of Shanghai New Resources Investment Consulting Company from July 2000 to October 2001, deputy general manager of Shanghai Bailitong Investment Company from October 2001 to November 2002, deputy chief of Shanghai Shenergy Assets Management Co., Ltd. from September 2003 to January 2006 and deputy chief, chief and senior chief of the Assets Management Department of Shenergy Group Co., Ltd. from January 2006 to August 2009. Mr. WU served as the deputy manager (acting head) of the Financial Management Department of Shenergy Group Co., Ltd. from August 2009 to March 2011. Mr. WU graduated from the Economic Department of East China Normal University with a bachelor's degree in economics in 1986 majoring in political economy and obtained a master's degree in management from East China Normal University in 2000.

Mr. YU Erniu was appointed as an external Supervisor of our Bank on November 19, 2012. From November 2009 to November 2012, he served as a Non-executive Director of our Bank. Mr. YU is concurrently an independent director of First-Trust Fund Management Co., Ltd. Mr. YU previously served as division chief of the Officer Appointment and Removal Division of the Personnel and Education Department of the MOF and as deputy director general and then director general of the Personnel and Education Department of the MOF from October 1987 to August 2004. From August 2004 to June 2007, Mr. YU was Huijin's nominee director of Bank of China (listed on the Hong Kong Stock Exchange, HK Stock Code: 03988; listed on the Shanghai Stock Exchange, SH Stock Code: 601988). From June 2007 to October 2009, he worked as a director, chief officer of the Human Resources Department, and chairman of the Labour Union of China Investment Corporation. Mr. YU graduated from the Chinese People's Liberation Army Air Force Political College majoring in economic management in 1996 and completed a postgraduate program in economic law from the Capital University of Economics and Business in 2001.

Mr. James Parks STENT has served as an external Supervisor of our Bank since November 19, 2012. Before that, he served as an Independent Non-executive Director of our Bank from September 2006 to November 2012. Mr. STENT previously served as assistant vice president of Citibank from 1973 to 1978, vice president of Crocker National Bank from 1979 to 1982, chief executive officer of Rama Tower Company from 1982 to 1984, director, senior vice president, executive vice president and senior executive vice president of Bank of Asia (Public Co., Ltd.) from 1984 to 2004, advisor to the International Water Management Institute in 2002, chief executive officer of WildChina Company from 2003 to 2006, an independent non-executive director of China Minsheng Bank (listed on the Hong Kong Stock Exchange, HK Stock Code: 01988; listed on the Shanghai Stock Exchange, SH Stock Code: 600016) from 2003 to 2006. He was appointed as an independent director of TMB Bank Public Company Limited (listed on the Thailand Stock Exchange, SET Stock Code: TMB) on April 12, 2013. Mr. STENT used to serve as a director of Beijing Cultural Heritage Protection Center. Mr. STENT graduated from the University of California, Berkeley in the United States with a bachelor of arts degree in 1968, and obtained a master's degree in public administration from the Woodrow Wilson School of Public and International Affairs at Princeton University in 1973.

Ms. CHEN Yu has served as an employee representative Supervisor of our Bank since July 2003. Ms. CHEN was appointed as an employee representative Supervisor of the current Board of Supervisors on November 5, 2012. Currently, Ms. CHEN is the general manager of our Planning and Finance Department, and, since May 2010, has been a director of Everbright Financial Leasing. Ms. CHEN previously served as the deputy division chief and then division chief of our Finance and Accounting Department from September 1994 to December 1998, assistant general manager, deputy general manager and then general manager of the Planning and Finance Department of the Banking Department of our Head

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Office from December 1998 to January 2006, assistant to the chief of the Banking Department of our Head Office from January 2006 to September 2007, executive vice president of the Beijing Branch of the Bank from September 2007 to September 2009 and deputy general manager (acting head) of our Planning and Finance Department from September 2009 to August 2010. Ms. CHEN graduated from Beijing College of Finance and Commerce, now named Capital University of Economy and Trade, with a bachelor's degree in economics majoring in public finance in 1988 and obtained a master's degree in executive master of business administration (EMBA) from Tsinghua University.

Mr. YE Donghai has served as an employee representative Supervisor of our Bank since November 2012. He is currently the general manager of the Audit Department of our Bank. Mr. YE served as an instructor at Beijing College of Geological Management Cadre from July 1984 to August 1988. He also served as a clerk, section chief of the Planning Section and deputy division chief in the Finance Department at Beijing Normal University from May 1991 to October 1993. Mr. YE has served in several positions with our Bank, including assistant general manager (vice-general-manager-level) of the Planning and Finance Department from October 1993 to February 1995, deputy general manager (acting head) of the Finance and Accounting Department from February 1995 to June 2001, executive vice president of the Tianjin Branch from June 2001 to June 2004 and deputy general manager (acting head) and then general manager of the Audit Department (currently the Audit Department) from July 2004 to January 2007. Mr YE graduated from Renmin University of China with a master's degree in economics in March 1990. He is a senior accountant.

Mr. MA Ning has served as an employee representative Supervisor of our Bank since November 2012. He serves as executive vice president and chairman of the labor union of the Beijing Branch of our Bank. Mr. MA previously served in several positions with our Bank, including business chief of the Finance and Accounting Department from July 1998 to February 2000, assistant division chief, deputy division chief and division chief of the Finance Management Division of the Finance and Accounting Department from February 2000 to May 2006, assistant general manager and deputy general manager of the Finance and Accounting Department (presently, the Planning and Finance Department) from May 2006 to November 2009. Mr. MA graduated from Liaoning University in July 1998 with a master's degree in economics.

Save as disclosed herein, there was no information relating to the Directors and Supervisors that is required to be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules.

Senior Management Members

The following table sets out certain information relating to our senior management members.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mr. GUO You	56	Executive Director, President
Mr. WU Qing	60	Executive Director
Mr. LIN Li	45	Senior Executive Vice President
Mr. SHAN Jianbao	59	Executive Vice President
Ms. LI Jie	55	Executive Vice President
Mr. ZHANG Huayu	55	Executive Vice President
Mr. MA Teng	55	Executive Vice President
Mr. LIU Jun	41	Executive Vice President
Mr. LU Hong	50	Executive Vice President, Board Secretary
Mr. QIU Huofa	53	Executive Vice President

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

For detailed biographies of Mr. GUO You and Mr. WU Qing, see “Directors” above. The biographies of other senior management personnel are as follows:

Mr. LIN Li has served successively as an Executive Vice President of our Bank since October 2010 and the Senior Executive Vice President of our Bank since July 2013. Mr. LIN has also served as a director of China UnionPay since February 2011. From March 2005 to December 2008, Mr. LIN served as a director, secretary to the board of directors, general office director and deputy director, chief of the Reform and Development Steering Group Office and chief of the Legal Department of China Everbright (Group). During the same period, he also served successively as deputy chief and chief of the Office of Executive Directors of China Everbright Holdings, chairman of the board of supervisors of China Everbright Investment Management Co., Ltd., chairman of the board of directors of Everbright Real Estate Co., Ltd. and director of Sun Life Everbright. From July 1990 to September 1999, Mr. LIN was successively employed by China Raw Materials Investment Corporation and China Development Bank. Mr. LIN graduated from Renmin University of China in 1990. Mr. LIN was a member of the 10th Committee of the All-China Youth Federation and a member of the Second and Third Committee of the Youth Federation of the Central Government. Mr. LIN is a senior economist as accredited by China Everbright (Group).

Mr. SHAN Jianbao has served as an Executive Vice President of our Bank since March 2000. He served as a Director of our Bank from January 2001 to November 2007. Mr. SHAN previously also served as the chief representative of our South Africa Representative Office. From February 1980 to March 2000, Mr. SHAN worked in Bank of China and served successively as the deputy manager of London Branch of Bank of China, deputy division chief and then division chief of the International Trade Settlement Division of the Henan Branch of Bank of China, assistant president and then executive vice president of the Henan Branch of Bank of China, and general manager of the Settlement Business Department of the head office of Bank of China. Mr. SHAN completed an in-service graduate program at the School of Finance of the Hunan College of Finance and Economy in April 2000 and is a senior economist as accredited by Bank of China.

Ms. LI Jie has served as an Executive Vice President of our Bank since August 2003. Ms. LI joined our Bank in 2001 and previously served as the general manager of the Planning and Finance Department (formerly Finance and Accounting Department) of our Bank from May 2001 to August 2003. Ms. LI previously worked at the Accounting Division of the Huaiyin Office of the Jinan Branch of the Industrial and Commercial Bank of China from January 1980 to April 1984, and served as division chief of the Planning and Finance Department of the Huaiyin Office of the Jinan Branch of the People’s Insurance Company (Group) of China Limited from April 1984 to October 1988. From October 1988 to May 2001, Ms. LI worked with the Bank of Communications successively as deputy division chief of the Planning and Finance Division, and then division chief of the Finance and Accounting Division of the Jinan Branch of Bank of Communications, executive vice president of the Jinan Branch of Bank of Communications and executive vice president and then president of the Zhuhai Branch of Bank of Communications. Ms. LI graduated from Shandong TV University with a junior college diploma in finance in 1986. Ms. LI is an accountant as accredited by Bank of Communications.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. ZHANG Huayu has served as an Executive Vice President of our Bank since March 2007. Mr. ZHANG joined our Bank in 2001 and previously served as assistant President of our Bank and head of the Banking Department of our Head Office. From August 1988 to October 1994, Mr. ZHANG served as chief of general office of the Shangqiu sub-branch of the PBOC in Henan Province, chief of Xiayi sub-branch of the PBOC in Shangqiu Prefecture, Henan Province and chief of the Urban Credit Cooperative of Shangqiu Prefecture, Henan Province. From November 1994 to February 2001, Mr. ZHANG worked with the Bank of Communications successively as division chief of the Management Division of the Credit Department of Zhengzhou Branch, and executive vice president and then president of the Xi'an Branch of Bank of Communications. Mr. ZHANG obtained a Master of Business Administration degree for senior management from the University of International Business and Economics in 2008. Mr. ZHANG is a senior economist as accredited by Bank of Communications.

Mr. MA Teng has served as an Executive Vice President of our Bank since December 2010. From July 1984 to June 2005, Mr. MA worked with the Industrial and Commercial Bank of China successively as deputy chief of the general office of the head office and president of the Wuhan Branch, president of the Hebei Branch, general manager of Bank Card Business Department and president of Mudan Card Center of the head office. From June 2005 to February 2009, Mr. MA served as director and then chief executive officer of Bohai Bank. From November 2009 to December 2010, Mr. MA served as general manager of the Financial Management Department of China Everbright (Group). Mr. MA graduated from Liaoning College of Finance and Economics, now named as Dongbei University of Finance and Economics, with a bachelor's degree in economics in 1984 and obtained a Ph.D. in political economics from Zhongnan University of Economics and Law in 2002. Mr. MA is a senior economist as accredited by Industrial and Commercial Bank of China.

Mr. LIU Jun has served as an Executive Vice President of our Bank since December 2010. Currently, Mr. LIU serves as the president of our Shanghai branch and a director of Sun Life Everbright and chairman of the professional committee of financial derivatives of the National Association of Financial Market Institutional Investors. Mr. LIU joined us in 1993 and successively served as a foreign exchange trader, deputy division chief of the international financing division, deputy division chief and division chief of the correspondent banking division of the International Business Department and assistant general manager of our International Business Department, chief representative of our Hong Kong Representative Office, deputy general manager (acting head) and then general manager of our Treasury Department, general manager of our Investment Banking Department and assistant president of our Bank from July 1993 to December 2010. Mr. LIU graduated from the Public Finance and Monetary Department of Renmin University of China in 1993 with a bachelor's degree in economics majoring in finance, obtained a Master of Business Administration degree from Northeastern State University in Oklahoma, United States in 1996 and obtained a Ph.D. in business administration from Hong Kong Polytechnic University in 2003. Mr. LIU is a member of the 11th Committee of the All-China Youth Federation and a standing member of the Fourth Committee of the Youth Federation of the Central Government. Mr. LIU is a senior economist as accredited by China Everbright (Group).

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. LU Hong has served as an Executive Vice President of our Bank since December 2010 and secretary to the Board of Directors since September 2009. Mr. LU joined our Bank in 1994 and successively served as manager of the Securities Department, division chief of the Office of the Board of Directors, assistant general manager of the Planning and Treasury Department, general manager of the Planning and Finance Department of the Beijing Branch and deputy general manager and then general manager of the Planning and Finance Department of our Head Office (formerly the Finance and Accounting Department). Mr. LU previously worked successively as an engineer of the Planning Institute of the Ministry of Railways and an engineer of the Economy Planning Institute of the Ministry of Railways from June 1987 to May 1993 and as a manager of the Investment Banking Department of Huaxia Securities Co. Ltd. from May 1993 to March 1994. Mr. LU graduated from the Shanghai Railway Institute with a master's degree in engineering majoring in railway engineering in 1987 and obtained a Ph.D. in applied economics from Xi'an Jiaotong University majoring in applied economics in 2001. Mr. LU is a senior economist as accredited by China Everbright (Group).

Mr. QIU Huofa has served as an Executive Vice President of our Bank since August 2013. He joined our Bank in 2001 and has consecutively served as president of the Guangzhou Branch from December 2001 to November 2006, head of the Business Department of our Head Office from January 2007 to August 2007 and president of the Beijing Branch from August 2007 to present. Mr. QIU served in several positions with the Bank of Communications Co., Ltd. (listed on the Hong Kong Stock Exchange, HK Stock Code: 03328; listed on the Shanghai Stock Exchange, SH Stock Code: 601328) from December 1987 to April 2001, including president of Wuchang sub-branch of Wuhan branch, executive vice president of Wuhan branch, and president of Changsha branch. Mr. QIU graduated from the Finance Department of Zhongnan University of Economics in December 1997, and a master's degree in economics majoring in finance from Zhongnan University of Economics and Law in June 2000. Mr. QIU is a representative of the 15th Beijing Xicheng District People's Congress and a senior economist as accredited by the Bank of Communications.

COMPANY SECRETARY

Mr. LU Hong has also been appointed as the company secretary of our Bank. For the biography of Mr. LU, see "Senior Management Members" above.

Ms. LEE Mei Yi has been appointed to act as an assistant to the company secretary of our Bank. Ms. LEE Mei Yi, aged 46, is a director of Corporate Services Department of Tricor Services Limited and a fellow member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. Ms. LEE has over 20 years of experience in the corporate secretarial area.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS COMMITTEES

There are six committees under the Board of Directors, namely the Strategy Committee, Risk Management Committee, Audit Committee, Nomination Committee, Remuneration Committee and Related Party Transactions Control Committee. The committees operate in accordance with terms of reference established by our Board.

Strategy Committee

The Strategy Committee consists of nine Directors, namely Mr. LUO Zhefu, Mr. GUO You, Mr. WU Qing, Ms. Narentuya, Mr. WU Gang, Ms. WANG Shumin, Mr. WANG Zhongxin, Mr. ZHOU Daojiong and Mr. WANG Wei⁽¹⁾, among whom Mr. LUO Zhefu acts as the chairman of the Strategy Committee. The primary duties of the Strategy Committee are to (i) study and regularly advise on our business objectives and medium- to long-term development strategy in accordance with our operations and the changes in the market; (ii) review our capital management objective and our capital replenishment plan in accordance with our strategic objectives and advise on disclosure of our capital adequacy ratio; (iii) review annual business plans and any material change or adjustment in implementation and advise the Board of Directors accordingly; (iv) review and advise on reform plans of operation and management, material investment plans and capital operation plans of the entire Bank that are subject to approval by the Board of Directors; (v) regularly assess and inspect the implementation of the above issues after they have been approved by the Board of Directors and report back to the Board of Directors; and (vi) handle other matters required by law, regulations, rules, normative documents, regulatory rules of the jurisdiction where our Shares are listed, our Articles of Association, or as authorized by the Board of Directors.

Risk Management Committee

Our Risk Management Committee consists of five Directors, namely Mr. GUO You, Mr. WU Jian, Mr. WANG Zhongxin, Mr. WU Gaolian and Mr. QIAO Zhimin, among whom Mr. WU Jian acts as the chairman of the Risk Management Committee. The primary duties of the Risk Management Committee are to: (i) formulate our risk management policies and determine overall risk tolerance before submitting to the Board of Directors for approval and implementing them afterwards; (ii) supervise the risk control undertaken by the senior management in respect of credit risk, market risk, operational risk and liquidity risk; (iii) assess our basic risk management system and risk management mechanism and advise the Board of Directors on improvements to our risk management; (iv) regularly submit risk management reports to the Board of Directors; (v) formulate our capital adequacy ratio management objective and examine and supervise the implementation of capital planning; (vi) regularly examine our capital adequacy ratio indicators and provide recommendations to our management; and (vii) handle other matters required by law, regulations, rules, normative documents, regulatory rules of the jurisdiction where our Shares are listed, our Articles of Association, or as authorized by the Board of Directors.

Audit Committee

The Audit Committee consists of five Directors, namely Mr. WU Jian, Ms. Narentuya, Mr. ZHANG Xinze, Mr. QIAO Zhimin and Mr. XIE Rong, among whom Mr. XIE Rong acts as chairman of the Audit Committee and has the appropriate accounting qualifications as required under Rule 3.10(2) of the Listing Rules. The primary duties of the Audit Committee are to: (i) inspect our internal control system and supervise its implementation so as to ensure the adequacy and effectiveness of our internal controls, discuss the internal control system with the senior management so as to ensure that the senior management

(1) Ms. FOK Oi Ling Catherine will replace Mr. WANG Wei as a member of the Strategy Committee upon her appointment having been approved by the CBRC.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

has established an effective internal control system, and conduct studies, either voluntarily or under the authorization of the Board of Directors, on significant investigation findings in respect of internal control issues and the feedback of the senior management; (ii) inspect our accounting policies, financial position, financial reporting procedures and financial control, review our financial statements and make judgments in respect of the truthfulness, accuracy and completeness of the financial information contained therein, be responsible for our annual auditing as well as the completeness of its annual reports, interim reports and quarterly reports, and review significant financial opinions set out in the financial statements and reports and submit the same to the Board of Directors for consideration and approval; (iii) regularly review the work reports of our internal audit department, inspect and supervise our internal audit work and the internal audit system and its implementation, direct the work of our internal audit department, appraise and monitor the work performance of our internal audit department, ensure coordination between our internal audit department and external auditors, and ensure the internal audit department has full support within the Bank and its work performance is under supervision; (iv) recommend to the Board of Directors in respect of the engagement and removal of external auditors, approve the remuneration and engagement terms of external auditors, deal with any matters regarding the resignation or dismissal of external auditors, direct and supervise the work of external auditors, formulate policies regarding the provision by external auditors of nonaudit services and supervise their implementation, act as the major representative of the Bank for supervising the relationship between the Bank and external auditors, review the explanatory letter on audit matters given by external auditors to the senior management, any material queries raised by external auditors to the senior management on accounting records, financial accounts or systems of control and the response made by the senior management, and ensure that the Board of Directors can respond in a timely manner to the issues raised in the explanatory letter on audit matters given by external auditors to the senior management; (v) evaluate our policies and practices for compliance with relevant legal and regulatory requirements, formulate and evaluate the code of conduct and the compliance manual for directors and employees, evaluate our compliance with the Listing Rules and the disclosures made in the “Corporate Governance Report”, and appoint independent legal counsels or advisors whenever the Committee deems necessary; and (vi) handle other matters required by law, regulations, rules, normative documents, regulatory rules of the jurisdiction where our Shares are listed, our Articles of Association, or as authorized by the Board of Directors.

Nomination Committee

Our Nomination Committee consists of five Directors, namely Mr. ZHOU Daojiong, Mr. WANG Wei⁽¹⁾, Mr. ZHANG Xinze, Mr. QIAO Zhimin and Mr. XIE Rong among whom Mr. ZHOU Daojiong acts as chairman of the Nomination Committee. All of them are Independent Non-executive Directors. The primary duties of the Nomination Committee are to: (i) build a talent pipeline of qualified alternative directors and senior management; (ii) formulate procedures and standards for selecting directors and senior management members, conduct a preliminary examination of the qualifications and conditions of candidates and advise the Board of Directors accordingly; (iii) make recommendations for the Board of Directors’ approval regarding the composition of the other special committees of the Board of Directors based on nomination by the Chairman, the integrated evaluation of the directors’ expertise and the wishes and needs of the Board of Directors; (iv) annually assess the structure, composition (including skills, knowledge and experience) and number of the members of the Board of Directors and make recommendations as to adjustments to be made to the Board of Directors in line with our strategies; (v) evaluate the training provided to and the professional development of the Directors and senior management; and (vi) handle other matters required by law, administrative regulations, rules, normative documents, regulatory rules of the jurisdiction where our Shares are listed, our Articles of Association, or as authorized by the Board of Directors.

(1) Ms. FOK Oi Ling Catherine will replace Mr. WANG Wei as a member of the Nomination Committee upon her appointment having been approved by the CBRC.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Remuneration Committee

The Remuneration Committee consists of nine Directors, including four Non-executive Directors, namely Mr. TANG Shuangning, Mr. WU Gang, Ms. WANG Shumin and Mr. WU Gaolian, and five independent non-executive Directors, namely Mr. ZHOU Daojiong, Mr. WANG Wei⁽¹⁾, Mr. ZHANG Xinze, Mr. QIAO Zhimin and Mr. XIE Rong. Mr. QIAO Zhimin, an Independent Non-executive Director, acts as chairman of the Remuneration Committee. The primary duties of the Remuneration Committee are to: (i) formulate the administrative system for remuneration of directors and senior management of the Bank, and make recommendations regarding the system to the Board of Directors and supervise its implementation; (ii) review the performance of duties of the directors and senior management, and to make recommendations on appraisal and assessment to the Board; (iii) make recommendations on the remuneration packages for directors and senior management and report the same to the Board of Directors for approval; (iv) review the basic policies relating to bank-wide salaries and benefits of the employees, make recommendations to the Board of Directors and supervise its implementation; and (v) handle other matters required by law, regulations, rules, normative documents, regulatory rules of the jurisdiction where our Shares are listed, our Articles of Association, or as authorized by the Board of Directors.

Related Party Transactions Control Committee

The Related Party Transactions Control Committee consists of five members, namely Mr. WU Qing, Mr. WANG Wei⁽²⁾, Mr. ZHANG Xinze, Mr. QIAO Zhimin and Mr. XIE Rong, among whom WANG Wei acts as the chairman of the Related Party Transactions Control Committee. The primary duties of the Related Party Transactions Control Committee are to: (i) keep records of the ordinary related party transactions approved by the Credit Approval Committee of our Head Office authorized by our President or other duly authorized entities; (ii) examine material related party transactions and report the same to the Board of Directors for approval; (iii) after the end of each operating year, make a detailed report to the Board of Directors on the overall status, risks and structure of the related party transactions entered into during the year; (iv) formulate measures on the management of our related party transactions and submit the proposed measures to the Board of Directors for approval before implementation; (v) identify our related parties, report the same to the Board of Directors and Board of Supervisors and promptly announce a list of related parties to the relevant personnel; and (vi) handle other matters required by law, regulations, rules, normative documents, regulatory rules of the jurisdiction where our Shares are listed, our Articles of Association, or as authorized by the Board of Directors.

EMOLUMENTS OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

We offer our Directors and Supervisors, who are also our employees, various compensation in the form of salaries, bonuses, social security plans, housing provident fund plans and other benefits. Our Independent Non-executive Directors and external Supervisors are remunerated based on their responsibilities. As required by the relevant PRC regulations and rules, we participate in defined contribution plans, pension plans and various other benefit plans organized by provincial and municipal governments for our employees (including employees who are Directors and Supervisors).

The aggregate amounts of pre-tax emoluments paid to our Directors and Supervisors for the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013 were approximately RMB8.26 million, RMB10.22 million, RMB8.54 million and RMB4.36 million, respectively.

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- (1) Ms. FOK Oi Ling Catherine will replace Mr. WANG Wei as a member of the Remuneration Committee upon her appointment having been approved by the CBRC.
 - (2) Ms. FOK Oi Ling Catherine will replace Mr. WANG Wei as a member of the Related Party Transactions Control Committee upon her appointment having been approved by the CBRC.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The aggregate amounts of pre-tax emoluments we paid to our five highest paid individuals for the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013 were RMB22.319 million, RMB25.672 million, RMB25.937 million and RMB5.897 million, respectively. The five highest paid individuals are all our domestic staff but are not any of our Directors or Supervisors.

We have not paid any remuneration to our Directors or Supervisors or the five highest paid individuals as an inducement for them to join us or as a compensation for loss of office in respect of the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013. Further, none of our Directors had waived any remuneration during the same period.

Save as disclosed above, no other payments have been paid or are payable, in respect of the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013, by us or any of our subsidiaries to our Directors or Supervisors.

COMPLIANCE ADVISOR

We have appointed China International Capital Corporation Hong Kong Securities Limited as our compliance advisor pursuant to Rule 3A.19 and Rule 19A.05 of the Listing Rules. Pursuant to Rule 3A.23 and Rule 3A.24 of the Listing Rules, our compliance advisor will advise us in the following circumstances:

- before the publication of any regulatory announcement, circular, or financial report;
- where a transaction, which might be a notifiable or connected transaction under the provisions of the Listing Rules, is contemplated, including share issues and share repurchases;
- where we propose to use the proceeds of the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments, or results deviate from any estimate or other information in this prospectus;
- where the Hong Kong Stock Exchange makes an inquiry of us regarding unusual movements in the price or trading volume of our Shares; and
- where we propose to appoint a new director to the Board.

Pursuant to Rule 19A.06 of the Listing Rules, our compliance advisor will on a timely basis, inform us of any amendment or supplement to the Listing Rules that are announced by the Hong Kong Stock Exchange. Our compliance advisor will also inform us of any amendment or supplement to the applicable laws and guidelines.

The term of appointment of the compliance advisor shall commence on the Listing Date and end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date (“Fixed Period”), or until the appointment is terminated, whichever is earlier. In the event of a termination of the appointment which results in a vacancy of compliance advisor during the Fixed Period, our Bank shall appoint a replacement compliance advisor acceptable to the Hong Kong Stock Exchange pursuant to the relevant requirements of the Listing Rules as soon as practicable.