
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The following table sets forth information regarding our Directors, Supervisors and senior management. Our Directors, Supervisors and members of senior management all meet the relevant CBRC qualification requirements for their respective positions. For those whose appointments require approval by the CBRC, the approvals have been duly obtained.

Directors:

Name	Age	Date of Joining Our Bank	Current Position	Date of Appointment to the Board	Responsibilities
Mr. GUO Zhiwen (郭志文)	46	July 1997	Chairman of the Board	May 2004	Responsible for the overall strategy in planning and overseeing the management of our Bank and responsible for the Development Strategy Committee
Mr. LIU Zhuo (劉卓)	50	October 2000	Vice chairman of the Board, secretary to the Board	September 2007	Responsible for the overall day-to-day management and operations of our Bank, as well as overseeing and handling corporate, legal and regulatory compliance and administrative matters relating to our Bank, and also performing his duties as a Director through the Board and the Development Strategy Committee, and the Risk Management and Related Transactions Control Committee
Ms. GAO Shuzhen (高淑珍)	50	January 2001	Executive Director, president	May 2011	Responsible for overseeing our business development and the overall management of our business and operations, and also performing her duties as a Director through the Board and the Development Strategy Committee
Mr. ZHANG Taoxuan (張濤軒)*	52	May 2012	Non-executive Director	May 2012	Performing his duties as a Director through the Board and the Development Strategy committee

* The appointment of Mr. Zhang was approved by the CBRC Heilongjiang Bureau in 2012. However, as a government officer, Mr. Zhang may be prohibited from holding positions in any enterprises or other profit-making organisations. Our Bank undertakes that we will elect another director to replace Mr. Zhang according to our Articles of Association if the relevant regulatory authority deems it necessary.

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Name	Age	Date of Joining Our Bank	Current Position	Date of Appointment to the Board	Responsibilities
Mr. CHEN Danyang (陳丹陽)	40	April 2006	Non-executive Director	April 2006	Performing his duties as a Director through the Board and the Nomination and Remuneration Evaluation Committee
Mr. CUI Luanyi (崔鸞懿)	33	May 2011	Non-executive Director	May 2011	Performing his duties as a Director through the Board and the Risk Management and Related Transactions Control Committee
Mr. QIN Hongfu (覃紅夫)	36	May 2011	Non-executive Director	May 2011	Performing his duties as a Director through the Board and the Audit Committee
Mr. MA Yongqiang (馬永強)	38	June 2012	Independent non-executive Director	June 2012	Performing his duties as a Director through the Board, the Nomination and Remuneration Evaluation Committee and responsible for the Audit Committee
Mr. ZHANG Shengping (張聖平)	48	June 2012	Independent non-executive Director	June 2012	Performing his duties as a Director through the Board, the Audit Committee and responsible for the Risk Management and Related Transactions Control Committee
Mr. HE Ping (何平)	48	October 2012	Independent non-executive Director	October 2012	Performing his duties as a Director through the Board, the Nomination and Remuneration Evaluation Committee and the Risk Management and Related Transactions Control Committee
Mr. DU Qingchun (杜慶春)	42	October 2012	Independent non-executive Director	October 2012	Performing his duties as a Director through the Board and the Risk Management and Related Transactions Control Committee and responsible for the Nomination and Remuneration Evaluation Committee
Mr. WAN, Kam To (尹錦滔)	61	October 2013	Independent non-executive Director	October 2013	Performing his duties as a Director through the Board, the Nomination and Remuneration Evaluation Committee and the Audit Committee

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Name	Age	Date of Joining Our Bank	Current Position	Date of Appointment to the Board	Responsibilities
Mr. KONG Siu Chee (江紹智)	67	October 2013	Independent non-executive Director	October 2013	Performing his duties as a Director through the Board, the Development Strategy Committee and the Audit Committee

Supervisors:

Name	Age	Date of Joining Our Bank	Current Position	Date of Appointment to the Board of Supervisors	Role and Responsibilities
Mr. ZHANG Bin (張濱)	55	July 1997	Chairman of the Board of Supervisors	April 2012	Responsible for supervising the Board and senior management
Ms. CHENG Yun (程雲)	50	July 1997	Vice chairman of the Board of Supervisors, employees representative Supervisor	April 2012	Responsible for supervising the Board and senior management
Ms. WANG Ying (王穎)	42	July 1997	Employees representative Supervisor	June 2007	Responsible for supervising the Board and senior management
Mr. CHEN Yutao (陳宇濤)	39	March 2010	Employees representative Supervisor	April 2011	Responsible for supervising the Board and senior management
Ms. LU Yujuan (盧育娟)	29	September 2013	Shareholders representative Supervisor	September 2013	Responsible for supervising the Board and senior management
Ms. BAI Fan (白帆)	39	July 2013	External Supervisor	July 2013	Responsible for supervising the Board and senior management
Mr. WANG Jiheng (王吉恒)	49	August 2011	External Supervisor	August 2011	Responsible for supervising the Board and senior management
Ms. MENG Rongfang (孟榮芳)	48	September 2013	External Supervisor	September 2013	Responsible for supervising the Board and senior management

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Senior Management:

Name	Age	Date of Joining Our Bank	Current Senior Management Position	Date of Appointment	Role and Responsibilities
Ms. GAO Shuzhen (高淑珍)	50	January 2001	President	May 2010	Responsible for overseeing our business development and the overall management of our business and operations, responsible for our human resources department and the construction management department
Mr. LIU Zhuo (劉卓)	50	October 2000	Secretary to the Board	September 2008	Responsible for the overall day-to-day management and operations of our Bank, as well as overseeing and handling corporate, legal and regulatory compliance and administrative matters relating to our Bank
Mr. LI Qiming (李啟明)	55	April 1999	Vice president	November 2007	Responsible for managing the office of our headquarters, our strategy development department, our operational management department and our security department
Mr. ZHANG Qiguang (張其廣)	41	June 2001	Vice president, chief financial officer	Vice president: April 2012; Chief financial officer: May 2011	Responsible for managing our financial planning department, our investment banking and interbank department, our financial market department, our corporate banking department and our international business department
Mr. LV Tianjun (呂天君)	47	June 2001	Vice president, chief risk officer	Vice president: April 2012; Chief risk officer: May 2011	Responsible for managing our risk management department, our risk assets management department and our compliance management department

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Name	Age	Date of Joining Our Bank	Current Senior Management Position	Date of Appointment	Role and Responsibilities
Mr. LU Weidong (盧衛東)	43	August 2013	Vice president, chief information officer	August 2013	Responsible for our technology development department and the electronic banking department
Mr. XU Shaoguang (徐紹光)	53	July 1997	Chief credit approval officer	May 2011	Responsible for managing our credit approval department and our credit management department
Mr. WANG Haibin (王海濱)	44	July 1997	Assistant to the president	April 2012	Responsible for the executive work of our Harbin Branch
Ms. SUN Jiawei (孫嘉巍)	44	July 1997	Assistant to the president	April 2012	Responsible for our small enterprises banking department, our personal banking department, our rural banking department and our microcredit R&D centre

Company Secretary:

Name	Age	Date of Joining Our Bank	Current Position	Date of Appointment
Ms. SUN Feixia (孫飛霞)	43	July 1997	Joint company secretary	January 2014
Dr. NGAI Wai Fung (魏偉峰)	52	January 2014	Joint company secretary	January 2014

Mr. GUO Zhiwen, chairman of the Board, is responsible for the overall strategy for planning and overseeing the management of our Bank. Mr. LIU Zhuo, vice chairman of the Board, secretary to the Board, is responsible for the overall day-to-day management and operations of our Bank, as well as overseeing and handling corporate, legal and regulatory compliance and administrative matters relating to our Bank. Ms. GAO Shuzhen, executive Director and president of our Bank, is responsible for overseeing our business development and the overall management of our business and operations. Our non-executive Directors, including our independent non-executive Directors, perform their duties through the Board and do not participate in the day-to-day management of our business operations. Our Supervisors are responsible for supervising the Board and senior management. The members of our senior management are responsible for the day-to-day management of our business operations.

Directors

Executive Directors

Mr. GUO Zhiwen (郭志文), 46, has been an executive Director of our Bank since May 2004 and chairman of our Board since October 2008. Mr. Guo has been the legal representative of our Bank since October 2008 and secretary of the party committee of our Bank since December 2003. He is also currently a deputy to the 12th People's Congress of Heilongjiang Province. Mr. Guo joined our Bank in

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July 1997. From July 1997 to October 2008, he worked as president of the Longqing Sub-branch of our Bank, assistant to the president, vice president and the president of our Bank. Prior to joining our Bank, from August 1994 to July 1997, Mr. Guo worked at Heilongjiang Longqing Urban Credit Cooperatives as deputy general manager and general manager. Between August 1994 and December 1995, Mr. Guo also concurrently served as general manager of the exploitation division of the Youth Development Foundation of Heilongjiang. Prior to that, from July 1988 to August 1994, Mr. Guo was deputy general manager of the operational department of Heilongjiang Youth Social Service Centre and deputy general manager of the exploitation division of the Youth Development Foundation of Heilongjiang. Mr. Guo received a bachelor's degree in economics from Renmin University of China in January 1998 and an EMBA degree from Peking University in July 2008. He has 19 years of experience in banking, and has been a senior economist as accredited by the Personnel Department of Heilongjiang Province since September 1998.

Mr. LIU Zhuo (劉卓), 50, has been an executive Director of our Bank since September 2007 and vice chairman of our Board since April 2012. Mr. Liu has also been secretary to the Board of our Bank since September 2008. Mr. Liu joined our Bank in October 2000. From October 2000 to April 2012, he held a number of positions in our Bank, including office general manager, deputy chairman of the Labour Union, general manager of the business department and assistant to the president of our Bank. Prior to joining our Bank, from May 1990 to October 2000, Mr. Liu held various positions in the Harbin Municipal Committee of the Communist Youth League, including section officer of the industrial office, deputy head of the urban areas department. From August 1986 to May 1990, Mr. Liu worked at the technological section of Harbin Municipal Shipyard. Mr. Liu received a bachelor's degree in engineering from Wuhan Water Transportation Engineering Institute in July 1986. He has 13 years of experience in banking.

Ms. GAO Shuzhen (高淑珍), 50, has been an executive Director of our Bank since May 2011 and president of our Bank since May 2010. Ms. Gao is also currently a deputy to the 14th People's Congress of Harbin. Ms. Gao joined our Bank in January 2001. From January 2001 to May 2010, she held a number of positions in our Bank, including general manager of the market development department, general manager of the personal banking department, assistant to the president and vice president. Prior to joining our Bank, from July 1988 to January 2001, Ms. Gao worked at the Harbin Branch of Agricultural Bank of China as section chief of the system management section under the international business department, vice president of the Huijin sub-branch and deputy general manager of the market development department. Ms. Gao received a bachelor's degree in economics from Heilongjiang University in July 1985, a master's degree in economics from Harbin Normal University in July 1988, a doctor's degree in management from Northeast Agricultural University in June 2006 and an EMBA degree from Tsinghua University in June 2011. She has 25 years of experience in banking, and has been a senior economist as accredited by Agricultural Bank of China since December 1996.

Non-executive Directors

Mr. ZHANG Taoxuan (張濤軒), 52, has been a non-executive Director of our Bank since May 2012. Mr. Zhang has been general manager of Harbin Economic Development (哈爾濱市經濟開發投資公司), head of the treasury division and general manager of the payment centre of Harbin Municipal Finance Bureau since April 2011. From December 2005 to April 2011, Mr. Zhang was the deputy head of the treasury division and deputy general manager of the payment centre in Harbin Municipal Finance Bureau, and the deputy general manager and general manager of Harbin Microfinance Loan Guarantee Centre for the Laid-off and Unemployed. From November 1996 to December 2005, Mr. Zhang held a number of positions in Harbin Municipal Finance Bureau, including associate chief officer and chief officer of

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budget division, chief officer of the treasury division. From June 1990 to November 1996, Mr. Zhang held a number of positions in Songhuajiang Municipal Finance Bureau, including officer in industry division, chief accountants and deputy general manager in budget division. From March 1981 to June 1990, Mr. Zhang worked at the Harbin Tonghe Sub-branch of Agricultural Bank of China. Mr. Zhang received a master's degree in agriculture popularisation from Northeast Agricultural University in January 2010. He has nine years of experience in banking, and has been an accountant as accredited by the MOF since December 1992.

Mr. CHEN Danyang (陳丹陽), 40, has been a non-executive Director of our Bank since April 2006. Mr. Chen has been vice president of Heilongjiang Tuokai Economic and Trading Company Limited (黑龍江拓凱經貿有限公司) since October 2003. Prior to that, Mr. Chen used to work at the Haikou Office of China Cinda Asset Management Co., Ltd. and China Construction Bank. Mr. Chen received a bachelor's degree in economics from Hunan College of Finance and Economics in June 1995 and has been an accountant as accredited by the MOF since May 1999.

Mr. CUI Luanyi (崔鸞懿), 33, has been a non-executive Director of our Bank since May 2011. Mr. Cui has been chief business officer of Heilongjiang Tiandi Yuanyuan Network Technology Company Limited (黑龍江天地源遠網絡科技有限公司) since May 2006. Prior to that, from September 2003 to May 2006, Mr. Cui worked as a teacher at the Telecommunications School of Tianjin University. Mr. Cui received a bachelor's degree in engineering from Tianjin University in June 2003 and a master's degree in economics from University Of International Business and Economics in June 2009.

Mr. QIN Hongfu (覃紅夫), 36, has been a non-executive Director of our Bank since May 2011. Mr. Qin has been chief financial officer of Harbin Kechuang Xingye Investment Company Limited (哈爾濱科創興業投資有限公司) since September 2004. Prior to that, from July 2000 to August 2004, Mr. Qin was an accountant of Hebei Yongzhengde Accounting Firm. Mr. Qin received a bachelor's degree in management from Shijiazhuang University of Economics in June 2000 and has been an accountant as accredited by the MOF since September 2005.

Independent Non-executive Directors

Mr. MA Yongqiang (馬永強), 38, has been an independent non-executive Director of our Bank since June 2012. Mr. Ma has been executive dean of the School of Accounting of Southwestern University of Finance and Economics since June 2013, and has been its professor and doctoral tutor since September 2006. From September 2006 to June 2013, Mr. Ma worked as deputy dean of the School of Accounting of Southwestern University of Finance and Economics. From July 2004 to August 2006, Mr. Ma worked at the Postdoctoral Studies Centre of Renmin University of China. Mr. Ma received a bachelor's degree in management from Hunan College of Finance and Economics in June 1999, and a doctor's degree in management from Southwestern University of Finance and Economics in June 2004.

Mr. ZHANG Shengping (張聖平), 48, has been an independent non-executive Director of our Bank since June 2012. Mr. Zhang has been independent director of Guangdong No. 2 Hydropower Engineering Company (listed on Shenzhen Stock Exchange, stock code: 002060) since November 2013. Mr. Zhang has been independent director of Huizhou Speed Wireless Technology Co., Ltd. (listed on Shenzhen Stock Exchange, stock code: 300322) since January 2012, independent director of Guangdong Golden Horse Tourism Group Co., Ltd. (previously listed on Shenzhen Stock Exchange, stock code: 000602, has been delisted since 14 August 2013) since August 2011. Mr. Zhang has been member of the Party Committee of Guanghua School of Management of Peking University since July 2011, assistant dean and executive director of the ExEd (Executive Education) of Guanghua School of Management of Peking University since May 2011 and associate professor of Guanghua School of Management of Peking

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University since August 2002. From June 2006 to December 2012, Mr. Zhang was independent director of Yinzuo Group Co., Ltd. (listed on Shanghai Stock Exchange, stock code: 600858). From June 2006 to June 2012, Mr. Zhang was independent non-executive director of Hisense Kelon Electrical Holdings Co., Ltd. (listed on Hong Kong Stock Exchange, stock code: 00921; listed on Shenzhen Stock Exchange, stock code: 000921). Prior to his position as an associate professor of Guanghua School of Management of Peking University, from July 2000 to June 2002, Mr. Zhang was a post doctorate of Guanghua School of Management of Peking University. From July 1987 to June 2000, Mr. Zhang worked as a teaching assistant, lecturer and associate professor at the School of Economics of Shandong University. Mr. Zhang received a doctor's degree in economics from Nankai University in July 2000.

Mr. HE Ping (何平), 48, has been an independent non-executive Director of our Bank since October 2012. Mr. He has been teaching in the School of Finance of Renmin University of China since 1991 and is currently deputy dean, professor and doctoral tutor of the school. Mr. He is also a deputy to the 15th People's Congress of Haidian District of Beijing and a member of its Finance and Economics Working Committee. He studied in Renmin University of China as a master's degree candidate from 1988 to 1991. Prior to that and from July 1985 to August 1988, Mr. He worked at the Enshi Autonomous Prefecture Bureau of Cultural Affairs, Hubei Province. Mr. He received a bachelor's degree in history from Wuhan University in July 1985, a master's degree in history from Renmin University of China in June 1991 and a doctor's degree in history from Renmin University of China in July 1996.

Mr. DU Qingchun (杜慶春), 42, has been an independent non-executive Director of our Bank since October 2012. Mr. Du has been a partner of Beijing Dacheng Law Offices since August 2013. From April 2002 to July 2013, Mr. Du was executive partner and a lawyer of Beijing Weiming Law Firm. From July 1998 to January 2001, Mr. Du worked at China Construction Bank. He studied in Peking University as a master's degree candidate from 1995 to 1998. He worked at the Political Management Cadre School of Heilongjiang Province from July 1992 to July 1995. Mr. Du received a bachelor's degree in law from Peking University in July 1992, and a master's degree in law from Peking University in July 1998.

Mr. WAN Kam To (尹錦滔), 61, has been an independent non-executive Director of our Bank since October 2013. Mr. Wan has been an independent non-executive director of Kerry Logistics Network Limited (listed on Hong Kong Stock Exchange, stock code: 00636) since November 2013, Mr. Wan has been independent non-executive director of Shanghai Pharmaceuticals Holding Co., Ltd. (listed on Hong Kong Stock Exchange, stock code: 02607; listed on Shanghai Stock Exchange, stock code: 601607) since June 2013, independent non-executive director of S.Culture International Holdings Limited (listed on Hong Kong Stock Exchange, stock code: 01255) since May 2013, independent non-executive director of KFM Kingdom Holdings Limited (listed on Hong Kong Stock Exchange, stock code: 03816) since September 2012, independent non-executive director of Dalian Port (PDA) Company Limited (listed on Hong Kong Stock Exchange, stock code: 02880; listed on Shanghai Stock Exchange, stock code: 601880) since June 2011, independent director of RDA Microelectronics, Inc. (listed on NASDAQ Stock Market, stock code: RDA) since November 2010, independent non-executive director of Huaneng Renewables Corporation Limited (listed on Hong Kong Stock Exchange, stock code: 00958) since August 2010, independent non-executive director of Fairwood Holdings Limited (listed on Hong Kong Stock Exchange, stock code: 00052) since September 2009, independent non-executive director of China Resources Land Limited (listed on Hong Kong Stock Exchange, stock code: 01109) since March 2009 and independent director of Mindray Medical International Limited (listed on New York Stock Exchange, stock code: MR) since September 2008. Prior to that, Mr. Wan was independent non-executive director of GreaterChina Professional Services Limited (listed on Hong Kong Stock Exchange, stock code: 08193) from May 2011 to November 2013. From July 1975 to June 2008, Mr. Wan held various positions in PricewaterhouseCoopers Hong Kong, including audit manager, audit director and partner, and was a

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partner of PricewaterhouseCoopers Hong Kong for over 16 years. Mr. Wan received advanced diploma in accounting from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in October 1975 and has been a Hong Kong chartered accountant and a member of Hong Kong Institute of Certified Public Accountants since June 1989 and the Association of Chartered Certified Accountants since September 1985. Considering the totality of Mr. Wan's educational background and professional experience, the Board is of the view that Mr. Wan possesses appropriate accounting and related financial management expertise as provided under Rule 3.10(2) of the Hong Kong Listing Rules. Mr. Wan has been named as one of the defendants in one pending defamation lawsuit in Pakistan in connection with an audit report Mr. Wan prepared in his capacity as a volunteering member of the Rotary Foundation Cadre on a project sponsored by the Rotary Foundation in Pakistan. The plaintiff in the lawsuit is only seeking damages in aggregate of PKR50 million (equivalent to approximately HK\$4 million) against the 16 defendants (one of whom is Mr. Wan) and so far as Mr. Wan is aware, there are no other claims (including criminal claims) in relation to this matter. Mr. Wan understands that the Rotary Foundation will apply to remove Mr. Wan as a defendant to such lawsuit. The Bank is of the view that, in light of the facts of this lawsuit, in particular, the alleged defamatory conduct does not directly relate to the audit report prepared by Mr. Wan and Mr. Wan's only involvement is in his performance of his duties to conduct the audit in his capacity as a volunteering member of the Rotary Foundation Cadre and has no direct involvement in the alleged defamatory conduct, the lawsuit has no impact on the character and integrity of Mr. Wan and does not affect the performance by Mr. Wan of his duties as a director of the Bank under Rules 3.08 and 3.09 of the Hong Kong Listing Rules.

Mr. KONG Siu Chee (江紹智), 67, has been an independent non-executive Director of our Bank since October 2013. Mr. Kong has been independent non-executive director of China New Town Development Co., Ltd. (listed on Hong Kong Stock Exchange, stock code: 01278; listed on Singapore Stock Exchange, stock code: D4N) since November 2006. Prior to that, from April 1999 to December 2005, he was director and alternate chief executive officer of CITIC Ka Wah Bank. From 1993 to 1994, he was director of Champion Technology Holdings Limited. Mr. Kong joined Standard Chartered Bank in 1969 and had served the bank for almost 24 years, during this period, he was a senior administrative member. Mr. Kong received a bachelor's degree of arts from The University of Hong Kong in November 1969 and an MBA degree from the Chinese University of Hong Kong in December 1980, and received a diploma in banking from the Chartered Banker Institute in London in December 1973.

Supervisors

Mr. ZHANG Bin (張濱), 55, has been chairman of the Board of Supervisors of our Bank since April 2012. Mr. Zhang joined our Bank in July 1997. From July 1997 to April 2012, he worked as president of the Taiping Sub-branch (governing sub-branch), general manager of the assets management department, vice president of the Dazhi Sub-branch (governing sub-branch), assistant to the president and vice president of our Bank. Prior to joining our bank, from July 1996 to July 1997, Mr. Zhang was director of Harbin Taiping Bridge Urban Credit Cooperatives. From July 1988 to July 1996, Mr. Zhang held various positions in Harbin Taiping District Finance Bureau, including head of the credit division and deputy general manager of the Finance Bureau. Prior to that, Mr. Zhang had worked as accountant and salesman. Mr. Zhang received an MBA degree from Harbin Institution of Technology in July 1999. He has 17 years of experience in banking, and has been a senior accountant and a senior economist as accredited by the Personnel Department of Heilongjiang Province since September 2003 and September 1997, respectively.

Ms. CHENG Yun (程雲), 50, has been an employees representative Supervisor and vice chairman of our Board of Supervisors since April 2012. Ms. Cheng joined our Bank in July 1997. From July 1997 to April 2012, she has held a number of positions in our Bank, including deputy general manager and general manager, respectively, of the finance and accounts department, assistant to the president and vice president. Prior to joining our Bank, Ms. Cheng was a clerk in the finance and accounts department of the

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preparatory office set for the establishment of our Bank from December 1996 to July 1997, and manager of the business department of the Shekou Sub-branch of Shenzhen Commercial Bank from September 1993 to December 1996. Ms. Cheng also worked at the accounts office of the Hexing Sub-branch of Harbin Industrial & Commercial Bank from July 1983 to September 1993. Ms. Cheng received a bachelor's degree in economics from Heilongjiang University in June 2004. She has 30 years of experience in banking, and has been a senior accountant as accredited by the Personnel Department of Heilongjiang Province since September 2006 and a senior finance manager as accredited by Chinese Association for Development Strategy since November 2006.

Ms. WANG Ying (王穎), 42, has been an employees representative Supervisor of our Bank since June 2007 and has also been general manager of the Internal Audit Department of our Bank since September 2012. Ms. Wang joined our Bank in July 1997. From July 1997 to September 2012, she has held several positions in our Bank, including assistant to the general manager of the Office of the Board of Supervisors, deputy general manager and assistant to the general manager of the Internal Audit Department. From August 1992 to July 1997, prior to joining our bank, Ms. Wang worked as cashier and accountant respectively of Harbin Urban Credit Union. Ms. Wang graduated from Renmin University of China in July 1997 majoring in monetary banking and received a master's degree in law from China University of Political Science and Law in January 2010. Ms. Wang has 21 years of experience in banking, and has been an accountant as accredited by the MOF since May 1998.

Mr. CHEN Yutao (陳宇濤), 39, has been an employees representative Supervisor of our Bank since April 2011. Mr. Chen has been concurrently deputy general manager of the financial planning department since January 2011, and general manager of the assets and liabilities management department of our Bank since November 2012. He held positions of deputy general manager and assistant to the general manager of the financial planning department at our Bank since March 2010. Prior to joining our Bank, Mr. Chen was senior business manager of the financial planning department of the Shanghai Branch of Hangzhou Bank from November 2008 to March 2010. He worked at Ping An Bank from June 2005 to November 2008 and previously served as (presiding) assistant to the general manager of the finance and accounting department of the Quanzhou Branch of Ping An Bank. Prior to that, Mr. Chen also has work experience as business manager of the financial planning department of the Heilongjiang Branch of China Construction Bank. Mr. Chen received a bachelor's degree in economics from Heilongjiang Economic Management Cadre College in July 2000 and an EMBA degree from Fudan University in June 2013. He has 18 years of experience in banking, and has been a senior accountant as accredited by the Personnel Department of Guangdong Province since January 2008.

Ms. LU Yujuan (盧育娟), 29 has been the shareholders representative Supervisor of our Bank since September 2013. Ms. Lu has been chief executive officer of Heilongjiang Keruan Software Technologies Company Limited (黑龍江科軟軟件科技有限公司) since June 2010. From December 2008 to June 2010, Ms. Lu was vice manager of the Beijing Office of Heilongjiang Keruan Software Technologies Company Limited. From March 2008 to August 2008, Ms. Lu worked at the office of Television Bureau of Change, Henan Province. From November 2003 to December 2004, Ms. Lu was a first sergeant of Jinan Armed-police Command School. From November 2002 to November 2003, Ms. Lu was a first sergeant of Beidaihe Sanatorium of the Air Force. From September 2002 to November 2002, Ms. Lu was a first sergeant of Third Brigade of the Third Department of the Air Defense. From December 2000 to September 2002, Ms. Lu served in the Telecom Battalion of the 199 Infantry Division. Ms. Lu received a bachelor's degree in arts from Communication University of China in June 2010, and a master's degree of fine arts from Communication University of China in June 2012.

Ms. BAI Fan (白帆), 39, has been an external Supervisor of our Bank since July 2013. Ms. Bai has been an associate professor of Sichuan Staff University of Science and Technology since November 2011

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and assistant to the head of its business administration department since September 2010. From February 2002 to February 2004, Ms. Bai was assistant to the general manager of Sichuan Fangzheng Agriculture Joint Stock Limited Company. Ms. Bai received an MBA degree from Southwestern University of Finance and Economics in December 2001 and a doctor's degree in economics from the School of Economics of Southwestern University of Finance and Economics in December 2012.

Mr. WANG Jiheng (王吉恒), 49, has been an external Supervisor of our Bank since August 2011. Mr. Wang has been a professor at Northeast Agricultural University since August 2003, and was appointed as doctoral tutor in June 2004. From July 1985 to July 2003, he was a teacher of Heilongjiang Bayi Agricultural University. Mr. Wang received a bachelor's degree in science from Heilongjiang University in July 1985 and a doctor's degree in management from Northeast Agricultural University in June 2003.

Ms. MENG Rongfang (孟荣芳), 48, has been an external Supervisor of our Bank since September 2013. Ms. Meng has been director, senior partner, and general manager of the risk management committee of BDO China Shu Lun Pan Certified Public Accountants LLP since January 2000. From August 1988 to December 1999, Ms. Meng worked successively as assistant, registered accountant, assistant to the director and vice director accountant of Shanghai Certified Public Accountants. Ms. Meng was a member of the 10th and 11th Public Offering Review Committee of the CSRC. In July 2003, she graduated from East China College of Political Science and Law (currently known as East China University of Political Science and Law) majoring in law. From December 2006 to December 2008, Ms. Meng studied at the EMPAcc Program jointly held by the Chinese University of Hong Kong and Shanghai National Accounting Institute, and received a master's degree in professional accounting from the Chinese University of Hong Kong. Ms. Meng has been a senior accountant as accredited by Shanghai Human Resources and Social Security Bureau since April 2009.

Senior Management

For the biography of **Ms. GAO Shuzhen**, see “– Directors”.

For the biography of **Mr. LIU Zhuo**, see “– Directors”.

Mr. LI Qiming (李启明), 55, has been a vice president of our Bank since November 2007. Mr. Li joined our Bank in April 1999. From April 1999 to July 2011, he held a number of positions in our Bank, including general manager of personal banking department, general manager of human resources department, general manager of the audit department and deputy secretary-general of the discipline committee of our Bank. From March 1996 to April 1999, Mr. Li was deputy general manager of Harbin Jinqiao Urban Credit Cooperatives whilst also worked successively as deputy general manager of Heilongjiang Patent Centre and Soybean Research and Development Centre. Prior to that, from March 1992 to March 1996, Mr. Li was deputy secretary-general of Heilongjiang Scientific Instruments Company, secretary-general of its discipline committee and chairman and general manager of Heilongjiang Scientific Materials Development Co., Ltd. From July 1984 to July 1988 and from July 1990 to March 1992, Mr. Li worked successively as secretary-general of the Youth League Committee and member of the Party Committee of Heilongjiang Science Committee. From 1988 to 1990, Mr. Li attended the training course for young leaders of Chinese Communist Party held by the Party School of Heilongjiang Province. Prior to that, from January 1982 to July 1984, Mr. Li worked at Harbin Cold Rolled Steel Strip Factory. Mr. Li graduated from Anshan Iron and Steel Institute (currently known as Liaoning University of Technology), with a bachelor degree of Engineering in January 1982. In July 1990, he graduated from the training course for the young leaders of Chinese Communist Party held by the Party School of Heilongjiang Province (equivalent to postgraduate course) majoring in administrative

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management. He has 18 years of experience in banking, and has been a senior engineer as accredited by the Personnel Department of Heilongjiang Province since September 1997.

Mr. ZHANG Qiguang (張其廣), 41, has been a vice president of our Bank since April 2012 and chief financial officer of our Bank since May 2011. Mr. Zhang has been president of our Harbin Branch since March 2012. Mr. Zhang is also currently a member of Harbin Municipal Committee of the 12th Chinese People's Political Consultative Conference, deputy general manager of its economics committee, and a deputy to the 15th People's Congress of Nangang District of Harbin. Mr. Zhang joined our Bank in June 2001. From June 2001 to September 2012, Mr. Zhang held a number of positions in our Bank, including general manager of the business department at the headquarters, executive deputy general manager of the Harbin management department and general manager of the financial planning department of our Bank. Prior to joining our Bank, from November 1993 to June 2001, Mr. Zhang worked at the PBOC Harbin Central Sub-branch. From July 1993 to November 1993, Mr. Zhang worked at Harbin Securities Company. Mr. Zhang received a bachelor's degree in economics from Renmin University of China in January 1998 and received a master's degree in professional accounting from the Chinese University of Hong Kong in December 2008. He has 20 years of experience in banking, and has been a registered accountant as accredited by the MOF since July 2003.

Mr. LV Tianjun (呂天君), 47, has been a vice president of our Bank since April 2012 and chief risk officer of our Bank since May 2011. Mr. Lv joined our Bank in June 2001. From June 2001 to April 2012, Mr. Lv held a number of positions in our Bank, including general manager of the human resources department, general manager of the risk management department and deputy secretary-general of the discipline committee of our Bank. Prior to joining our Bank, from January 1999 to June 2001, Mr. Lv worked at the PBOC Harbin Central Sub-branch as reporter and editor at editorial office, and from July 1988 to December 1998, Mr. Lv worked at the Heilongjiang Branch of the PBOC successively as staff at its treasury division and reporter and editor at its research institute. Mr. Lv graduated from Nankai University in July 1997 majoring in monetary banking (correspondence course). He has 25 years of experience in banking, and has been an economist accredited by the PBOC since October 1996.

Mr. LU Weidong (盧衛東), 43, has been a vice president and chief information officer of our Bank since August 2013. Prior to joining our Bank, from April 2005 to August 2013, Mr. Lu held various positions in Deloitte Consulting (Shanghai) Co., Ltd. including being a partner. From May 2002 to March 2005, he worked at Bearing Point (Shanghai) Management Consulting Co., Ltd. From March 2001 to April 2002, he was senior consultant of Andersen Management Consulting (Shanghai) Co., Ltd. From November 2000 to February 2001, he worked at the Shanghai Branch of China Star Corporation. From December 1999 to October 2000, he worked at Shanghai International Enterprises Cooperative Corp. and from August 1996 to December 1999, he worked at Shanghai Institute of Telecommunication Technology Research. Mr. Lu received a master's degree in science from Fudan University in July 1996.

Mr. XU Shaoguang (徐紹光), 53, has been the chief credit approval officer of our Bank since May 2011. Mr. Xu joined our Bank in July 1997. From July 1997 to September 2012, Mr. Xu held a number of positions in our Bank, including president of the Zhongda Sub-branch, president of the Longjiang Sub-branch, general manager of the risk management department and general manager of the credit approval department of our Bank. Prior to that, from September 1996 to July 1997, Mr. Xu was officer of Zhongda Urban Credit Union. From May 1992 to September 1996, Mr. Xu was officer of the credit department of Harbin Urban Credit Union. From July 1982 to May 1992, Mr. Xu worked in various departments, including technological renovation department, chief engineer office and computer centre, of Harbin Cigarette Factory. Mr. Xu received a bachelor's degree in science from Heilongjiang University in July 1982. He has 21 years of experience in banking, and has been a senior engineer as accredited by the Personnel Department of Heilongjiang Province since September 2000.

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Mr. WANG Haibin (王海濱), 44, has been an assistant to the president of our Bank since April 2012. Mr. Wang has also served concurrently as executive vice president of our Harbin Branch since February 2012 and as general manager of the human resources department of our Bank since June 2011. Mr. Wang joined our Bank in July 1997. From July 1997 to April 2012, Mr. Wang held a number of positions in our Bank, including president of our Dazhi Sub-branch, general manager of the operational management office and general manager of the corporate banking department of our Bank. Prior to joining our Bank, from February 1997 to July 1997, Mr. Wang worked as a general officer of the preparatory office set for the establishment of our bank. From August 1991 to February 1997, he worked as a vice director officer at the Harbin Branch of the PBOC. Mr. Wang received a bachelor's degree in engineering from Jilin Industrial University in July 1991 and a master's degree in engineering from Northeast Forestry University in January 2007. He has 22 years of experience in banking, and has been an economist accredited by the PBOC since September 1996.

Ms. SUN Jiawei (孫嘉巍), 44, has been an assistant to the president of our Bank since April 2012. Ms. Sun joined our Bank in July 1997. From July 1997 to December 2013, Ms. Sun held various positions in our Bank, including vice president of our Dongli Sub-branch, general manager of the personal wealth management department, general manager of the microcredit R&D centre, general manager of small enterprises banking department and general manager of rural banking department. From November 1989 to July 1997, Ms. Sun worked as a deputy general manager of the business department of Longguang Credit Union. Ms. Sun graduated from the Harbin Economic Management Cadre Institute in January 2002 majoring in financial accounting (correspondence course), and received an MBA degree from Harbin Engineering University in December 2011. She has 24 years of experience in banking and has been an economist as accredited by the Ministry of Personnel (currently known as the Ministry of Human Resources and Social Security) since November 2002.

Company Secretary

Ms. SUN Feixia (孫飛霞), 43, has been appointed as the joint company secretary of our Bank since January 2014. Ms. Sun has been the general manager of the Investment Management Office under the Board since November 2012, and the general manager of the Office of the Board since March 2008. Ms. Sun joined our Bank in July 1997 and held positions such as credit general officer of our Wenchang Branch, general officer of the legal department and the Internal Audit Department, as well as assistant to the general manager and the deputy general manager of the Office of the Board from July 1997 to March 2008. From February 1997 to July 1997, Ms. Sun also helped with the preparation for the establishment of our Bank as general officer at the debt clearance office. From July 1993 to February 1997, Ms. Sun was the general manager of the securities department of Harbin Urban Credit Union. Ms. Sun received a bachelor's degree in economics from the Renmin University of China in January 1998 (correspondence course) and received a master's degree in management from Northeast Agricultural University in June 2004, as well as a doctor's degree in management from Northeast Agricultural University in June 2011. Ms. Sun has 20 years of experience in banking, and has been a senior economist as accredited by the Personnel Department of Heilongjiang Province since September 2004.

Dr. NGAI Wai Fung (魏偉峰), 52, FCIS, FCS (PE), CPA and FCCA, joined our Bank since January 2014 as our joint company secretary. Dr. Ngai is also currently director and chief executive officer of SW Corporate Services Group Limited.

Dr. Ngai currently acts as the joint company secretary of China Pacific Insurance (Group) Co., Ltd. (listed on the Hong Kong Stock Exchange, stock code:02601, and the Shanghai Stock Exchange, stock code:601601), China Eastern Airlines Corporation Limited (listed on the Hong Kong Stock Exchange, stock code: 00670, the Shanghai Stock Exchange, stock code: 600115 and the New York Stock Exchange,

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stock code: CEA), China Cinda Asset Management Co., Ltd (listed on the Hong Kong Stock Exchange, stock code: 01359) and Huishang Bank Corporation Limited (listed on the Hong Kong Stock Exchange, stock code: 03698); the company secretary of Anton Oilfield Services Group (listed on the Hong Kong Stock Exchange, stock code: 03337) and Sinosoft Technology Group Limited (listed on the Hong Kong Stock Exchange, stock code: 01297). 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 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 held a number of positions in companies that were listed on the Hong Kong Stock Exchange, including COSCO International Holdings Limited (stock code: 00517), China Unicom (Hong Kong) Limited (stock code: 00762) and Industrial and Commercial Bank of China (Asia) Ltd. (stock code: 00349, which was delisted on 21 December 2010). Dr. Ngai was an independent non-executive director of China Life Insurance Company Limited (listed on the Hong Kong Stock Exchange, stock code: 02628, the Shanghai Stock Exchange, stock code: 601628 and the New York Stock Exchange, stock code: LFC).

Dr. Ngai obtained 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. Dr. Ngai obtained a master's degree in Corporate Finance from the Hong Kong Polytechnic University in November 2002, and a doctorate in Finance from the Shanghai University of Finance and Economic in June 2011, Dr. Ngai possesses over 25 years of company secretarial experience. He is a vice president of Hong Kong Institute of Chartered Secretaries ("HKICS"). Dr. Ngai was admitted 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.

BOARD

Currently, our Board consists of 13 Directors, six of whom are independent non-executive Directors who meet the independence requirements according to the Hong Kong Listing Rules and the relevant PRC rules and regulations. Our Directors are elected by an ordinary resolution at a shareholders' general meeting to serve a term of three years, renewable upon re-election. Pursuant to the Articles of Association, the appointment of each independent non-executive Directors is limited to a maximum term of six years.

Board Committees

Our Board delegates certain responsibilities to various committees. We have established our Nomination and Remuneration Evaluation Committee, Risk Management and Related Transactions Control Committee, Development Strategy Committee and Audit Committee.

Nomination and Remuneration Evaluation Committee

We have established our Nomination and Remuneration Evaluation Committee with written terms of reference in compliance with the requirements under the Hong Kong Listing Rules. The Nomination and Remuneration Evaluation Committee under our Board consists of one non-executive Director, being Mr. CHEN Danyang, and four independent non-executive Directors, being Mr. HE Ping,

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Mr. MA Yongqiang, Mr. DU Qingchun and Mr. WAN Kam To. Mr. DU Qingchun currently serves as the chairman of the Committee. The Committee is primarily responsible for the following:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually proposing in connection with the change to the Board in accordance with company policy;
- determining the conditions of service, criteria and selection procedures for Directors and senior management;
- conducting preliminary review and providing advice to the Board on the service qualifications and conditions of Directors and senior management;
- assessing the independence of independent Directors;
- making and implementing the Bank's remuneration policy and structure for all directors and senior management;
- reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- making recommendations to the Board on the remuneration and incentive measures and schemes of our senior management;
- drafting the performance review standards of our senior management, conducting such performance review and reporting the results to the Board; and
- approving the amounts of the annual incentive compensation to be distributed to our senior management, operating and management personnel and employees.

The composition of the Committee is in full compliance with the relevant requirements under the Hong Kong Listing Rules.

Risk Management and Related Transactions Control Committee

The Risk Management and Related Transactions Control Committee under our Board consists of five Directors, being Mr. ZHANG Shengping, Mr. HE Ping, Mr. DU Qingchun, Mr. LIU Zhuo and Mr. CUI Luanyi. Mr. ZHANG Shengping currently serves as the chairman of the Committee. The Committee is primarily responsible for the following:

- supervising the risk control by senior management in respects of, among others, credit, market and operations;
- making regular assessment of our risk status;
- providing advice on improving our risk management and internal control;
- reviewing our asset liability management policies;
- collecting and compiling lists and information of our related parties;
- examining and supervising the control of related party transactions of our Bank, as well as the implementation of related party transactions control system by our Directors, members of our senior management and related parties, and reporting the results to the Board; and
- approving or conducting preliminary review of matters to be approved or preliminarily reviewed by the committee as set out in our Articles of Association and any other internal rules, keeping records of the relevant matters and reporting to the Board in accordance with the rules.

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Development Strategy Committee

The Development Strategy Committee under our Board consists of five Directors, being Mr. GUO Zhiwen, Mr. LIU Zhuo, Ms. GAO Shuzhen, Mr. ZHANG Taoxuan and Mr. KONG Siu Chee. Mr. GUO Zhiwen currently serves as the chairman of the Committee. The Committee is primarily responsible for the following:

- researching and providing advice on our long and medium term development strategies;
- researching and providing advice on material investment and financing programmes, material capital operation and asset operating projects to be approved by the Board as required under our Articles of Association, and other material matters which may affect the development of our Bank;
- drafting our annual business targets; and
- supervising and inspecting the implementation by senior management of our long and medium term development plans, annual business targets, investment and financing programmes and capital operation programmes.

Audit Committee

We have established our Audit Committee with written terms of reference in compliance with the requirements under the Hong Kong Listing Rules. The Audit Committee under our Board consists of one non-executive Director, being Mr. QIN Hongfu, and four independent non-executive Directors, being Mr. MA Yongqiang, Mr. ZHANG Shengping, Mr. WAN Kam To and Mr. KONG Siu Chee. Mr. MA Yongqiang currently serves as the chairman of the Committee. The Committee is primarily responsible for the following:

- examining the accounting policy, financial condition and financial reporting procedure of our Bank;
- reviewing our financial information and its disclosure;
- overseeing our financial reporting system and internal control procedures;
- monitoring and evaluating our Internal Audit Department;
- making recommendations to the Board on the appointment, re-appointment and removal of the external auditor; and
- coordinating internal and external audit work.

The composition of the Committee is in full compliance with the relevant requirements under the Hong Kong Listing Rules.

BOARD OF SUPERVISORS

The PRC Company Law requires a joint stock company to establish a board of supervisors that is responsible for supervising the actions of the board and senior management and monitoring financial matters. Our Board of Supervisors consists of eight Supervisors, including Chairman of the board of Supervisors, one shareholders representative Supervisor, three employees representative Supervisors and three external Supervisors. The chairman and vice chairman are elected by the Board of Supervisors. The term of office for our Supervisors is three years, renewable upon re-election.

Supervisory Board Committees

Our Board of Supervisors delegates certain responsibilities to various committees. We have formed Supervisory Board Nomination Committee and Supervisory Board Supervision and Evaluation Committee, both of which are chaired by external Supervisors.

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Supervisory Board Nomination Committee

The Nomination Committee under our Board of Supervisors consists of three Supervisors, being Mr. WANG Jiheng, Ms. BAI Fan and Ms. WANG Ying. Mr. WANG Jiheng currently serves as the chairman of the Committee. The Committee is primarily responsible for the following:

- drafting the conditions of service, criteria and selection procedures for Supervisors;
- conducting preliminary review and providing advice to the Board of Supervisors on the service qualifications and conditions of candidate Supervisors nominated by shareholders;
- nominating qualified candidate external Supervisors and recommending Supervisors to the Board of Supervisors; and
- providing advice to our Board of Supervisors on the size and composition of our Board of Supervisors based on our Banks' operational and management status, total asset value and shareholding structure.

Supervisory Board Supervision and Evaluation Committee

The Supervision and Evaluation Committee under our Board of Supervisors consists of three Supervisors, being Ms. MENG Rongfang, Mr. CHEN Yutao and Ms. LU Yujuan. Ms. MENG Rongfang currently serves as the chairman of the Committee. The Committee is primarily responsible for the following:

- supervising the performance and realisation of duties and responsibilities by Directors, senior management and drafting and submitting relevant rules to our Board of Supervisors for review, and implementing relevant rules upon approval;
- drafting audit plans for the leaving of senior management and implementing such plans as approved by the Board of Supervisors;
- supervising our financial activities, operational decisions, risk management and internal control pursuant to relevant working rules and proposing supervisory recommendations;
- tracking the formulation of the Board's regular reports and relevant material adjustments and reporting the same to our Board of Supervisors; and
- proposing supervisory recommendations on the engagement of accounting firms when necessary.

COMPENSATION OF DIRECTORS, SUPERVISORS AND OFFICERS

We offer our executive Directors, Supervisors and senior management members, who are also employees of our Bank, 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 receive compensation based on their responsibilities (including being members or chairman of Board committees).

The aggregate amounts of pre-tax compensation paid to our Directors, Supervisors and senior management members for the years ended 31 December 2010, 2011 and 2012 and the nine months ended 30 September 2013 were approximately RMB9,258,000, RMB16,927,000, RMB22,671,000 and RMB12,215,000, respectively.

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The aggregate amounts of pre-tax compensation we paid to our five highest paid individuals for the years ended 31 December 2010, 2011 and 2012 and the nine months ended 30 September 2013 were approximately RMB6,255,000, RMB9,348,000, RMB12,662,000 and RMB6,088,000, respectively.

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

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

We do not plan to change our remuneration policies after listing.

DIRECTORS' AND SUPERVISORS' INTEREST

Except as disclosed in this prospectus, each of the Directors and Supervisors (i) did not hold other positions in our Bank as of the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial shareholder or controlling shareholder of our Bank as of the Latest Practicable Date; and (iii) did not hold any other directorship in listed companies in the three years prior to the Latest Practicable Date. See "Appendix VIII – Statutory and General Information" for our Directors' and Supervisors' interests in our shares within the meaning of Part XV of the SFO.

Except as disclosed herein, to the best of the knowledge, information and belief of our Directors and Supervisors, having made all reasonable enquiries, there was no additional matter with respect to the appointment of our Directors or Supervisors that needs to be brought to the attention of the shareholders and there was no additional information relating to our Directors or Supervisors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules as of the Latest Practicable Date.

WAIVER FROM STRICT COMPLIANCE WITH RULES 8.12 AND 19A.15 OF THE HONG KONG LISTING RULES

Management Presence in Hong Kong

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with Rules 8.12 and 19A.15 of the Hong Kong Listing Rules. See "Waivers and Exemption from Compliance with the Hong Kong Listing Rules – Management Presence in Hong Kong".

WAIVER FROM STRICT COMPLIANCE WITH RULE 8.17 OF THE HONG KONG LISTING RULES

Qualification of Company Secretary

We have submitted our application to the Hong Kong Stock Exchange, and the Hong Kong Stock Exchange has granted, a waiver from strict compliance with Rule 8.17 of the Hong Kong Listing Rules for an initial period of three years from the Listing Date, provided that Dr. NGAI Wai Fung (魏偉峰博士) will act as a joint company secretary and provide assistance to Ms. SUN Feixia (孫飛霞女士) during this period. Upon the expiry of the three year period, we will make a further evaluation of Ms. Sun's

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qualifications and experience to determine whether the requirements set out under Rule 3.28 of the Hong Kong Listing Rules are satisfied. See “Waivers and Exemption from Compliance with the Hong Kong Listing Rules – Company Secretary”.

COMPLIANCE ADVISOR

We appointed CMB International Capital Limited as our compliance advisor (the “Compliance Advisor”) upon listing in compliance with Rule 3A.19 of the Hong Kong Listing Rules. We entered into a compliance advisor’s agreement with the Compliance Advisor, the material terms of which are as follow:

- our Bank appointed CMB International Capital Limited as our Compliance Advisor for the purpose of Rule 3A.19 of the Hong Kong Listing Rules for a period commencing on the date of the listing of our H Shares on the Hong Kong Stock Exchange and ending on the date on which our annual report for the first full financial year commencing after the date of listing is published, or until the agreement is terminated, whichever is earlier;
- the Compliance Advisor shall provide us with certain services, including providing guidance and advice as to compliance with the requirements under the Hong Kong Listing Rules and applicable laws, rules, codes and guidelines and advice on the continuing requirements under the Hong Kong Listing Rules and applicable laws and regulations;
- subject to certain conditions, we agreed to indemnify the Compliance Advisor for actions against and losses incurred by the Compliance Advisor arising out of, or in connection with, certain events including the performance by the Compliance Advisor of its duties under the agreement; and
- the Compliance Advisor will act as our Bank’s additional channels of communication with the Hong Kong Stock Exchange.