

INTRODUCTION

Board

Currently, our Board consists of 18 directors, six of whom are independent non-executive directors.

Our Board may exercise the following functions and powers:

- (1) to convene shareholders' general meetings and to report on its performance to shareholders at the shareholders' general meetings;
- (2) to implement the resolutions of the shareholders' general meetings;
- (3) to decide on our operational plans and investment plans;
- (4) to formulate our proposed annual preliminary and annual final financial budgets;
- (5) to formulate our profit distribution plans and plans for recovery of losses;
- (6) to formulate proposals for increases in or reductions of our registered share capital, issuance of bonds or other securities and listing plans;
- (7) to formulate proposals for material acquisitions, the purchase of our shares, merger, separation, dissolution or liquidation, or change of the nature of our Bank;
- (8) within the scope authorized by our shareholders' general meetings, to decide on external investments, purchases and sales of assets, pledges of assets, material guarantees, and connected transaction matters;
- (9) to decide on the establishment of our internal management structure;
- (10) to appoint or remove our president and chief finance officer based on the recommendation of the nomination committee; to appoint secretary to our Board based on the recommendations of the chairman of our Board; to appoint or remove the executive vice presidents and other executive finance officers based on the recommendations of the president and to decide on matters relating to their emoluments and on the imposition of any disciplinary measures;
- (11) to approve the appointment or dismissal of president, executive vice president and other senior management as determined by the CBRC of our branches;
- (12) to establish our basic management system;
- (13) to formulate proposals for any amendment to our Articles of Association;
- (14) to manage our disclosure of information;
- (15) to propose the appointment or change of the accounting firms to audit our Bank;
- (16) to review working reports of the president and to examine the president's performance;
- (17) our Board shall establish a supervisory system to ensure that the management body will formulate a code of conduct and working principles for the management staff and the business personnel at all levels and that the regulatory documents will specifically require employees at all levels promptly report any possible conflict of interests, provide detailed rules and establish corresponding mechanism;
- (18) our Board shall establish a reporting system and require the senior management report to our Board and directors the operational issues of our Bank, and the reporting system shall cover provisions for the following issues: the scope of the information reported to our Board and directors and the lowest reporting standards, the reporting frequency, the reporting method, the responsible body and liabilities arising from being late or incomplete reporting and the confidentiality requirements.

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- (19) to exercise any other power prescribed by the applicable laws, administrative regulations and departmental rules, as well as any other power conferred by our Articles of Association.

The following is a summary of the procedures we have adopted historically for nominating and appointing directors pursuant to applicable PRC laws and regulations and our Articles of Association:

- (1) shareholders may nominate candidates for directors for consideration by the Nomination Committee;
- (2) following due consideration of the qualifications and experience of a candidate, the Nomination Committee makes a recommendation to our Board in respect of the candidate;
- (3) our Board may by resolution approve the nomination of a candidate and endorse such candidate for election by the shareholders at a shareholders' general meeting;
- (4) the qualifications and experience of the candidates shall be included in the meeting materials given to shareholders and, in the case of independent non-executive directors, reported to the Shanghai Stock Exchange;
- (5) shareholders at a general meeting may vote to elect the candidate as a director; and
- (6) following election by the shareholders, we report the election results to the CBRC for approval.

Under PRC laws and regulations, the qualification of a director of a commercial bank has to be sent to the CBRC for approval after his election to be a director.

Supervisory Board

Our Supervisory Board consists of eight members, two of whom are external supervisors and three of whom are employee representative supervisors. Members of our Supervisory Board cannot serve as a director, president, vice-president, the chief financial officer or the board secretary of our Bank.

The functions and powers of the Supervisory Board include the following:

- (1) to review the regular reports by our Board and opine on the reports in writing;
- (2) to examine our financial activities, and may, when necessary, engage another accounting firm for the purpose of conducting independent auditing on our financial status;
- (3) to oversee the conduct of our directors, president, vice president, chief financial officer and secretary to our Board in carrying out their duties;
- (4) to demand that a director, president, vice president, chief financial officer and secretary to our Board rectify his conduct when such conduct is prejudicial to the interests of our Bank, and report such conduct to shareholders' general meetings or relevant state regulatory authorities if necessary; and make proposals to remove our directors and senior officers if they breach any laws, administrative regulations, our Articles of Association or resolutions of the shareholders' general meetings;
- (5) to conduct auditing over the issues in connection with the our operation decision-making, risk management and internal control as and when necessary;
- (6) to carry out an audit, if required, of any resigning director or senior officer;
- (7) to issue opinions on the engagement of an accounting firm by us;

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- (8) to propose the convening of extraordinary shareholders' general meetings, and, if our Board fails to convene and hold such a meeting as required under the Company Law, to convene and hold the shareholders' general meetings;
- (9) to propose to convene an extraordinary board meeting and submit proposals to the shareholders' general meeting;
- (10) to bring actions against directors and senior officers according to the Company Law;
- (11) to investigate any irregularities in the operations of our Bank if necessary, and may engage accounting firms, law firms or other professional firms to assist its work at our cost;
- (12) to exercise the other powers prescribed by our Articles of Association, and powers conferred by the shareholders' general meeting.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

The business address of our Directors, Supervisors and senior management is No. 2 Fuxingmennei Avenue, Xicheng District, Beijing, PRC.

Directors

The following table sets out certain information relating to our Directors. Except for Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin, who were elected to their current term to the Board by our shareholders on September 9, 2009 and whose terms would expire on September 9, 2012, all our other existing Directors were elected to their current term to our Board by our shareholders on March 23, 2009 and their terms would expire on March 23, 2012.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Directors		
Mr. DONG Wenbiao	52	Executive Director and Chairman of the Board
Mr. ZHANG Hongwei	55	Non-executive Director and Vice Chairman of the Board
Mr. LU Zhiqiang	58	Non-executive Director and Vice Chairman of the Board
Mr. LIU Yonghao	58	Non-executive Director and Vice Chairman of the Board
Mr. HONG Qi	52	Executive Director and President
Mr. LIANG Yutang	51	Executive Director and Vice President
Mr. WANG Yugu	58	Non-executive Director
Mr. CHEN Jian	51	Non-executive Director
Ms. WONG Hei	47	Non-executive Director
Mr. SHI Yuzhu	47	Non-executive Director
Mr. WANG Hang	38	Non-executive Director
Mr. WANG Junhui	38	Non-executive Director
Mr. Andrew WONG	52	Independent non-executive Director
Mr. LIANG Jinquan	69	Independent non-executive Director
Mr. WANG Songqi	57	Independent non-executive Director
Mr. WANG Lihua ⁽¹⁾	46	Independent non-executive Director
Mr. QIN Rongsheng ⁽¹⁾	47	Independent non-executive Director
Mr. HAN Jianmin ⁽¹⁾	40	Independent non-executive Director

Note:

(1) Qualification subject to CBRC approval.

DIRECTORS

Executive Directors

Mr. Dong Wenbiao (董文標), aged 52, is an executive Director since April 30, 2000 and Chairman of the Board of our Bank. Mr. Dong is also a member of the tenth and eleventh Chinese People's Political Consultative Conference ("CPPCC")(全國政協). Since 2007, Mr. Dong has been a vice-chairman of Committee for Economic Affairs of the CPPCC, a member of the All-China Federation of Industry and Commerce ("ACFIC") (中華全國工商業聯合會) and the vice chairman of the All-China General Chamber of Industry and Commerce (中國民間商會). Mr. Dong joined our Bank as a vice president at the establishment of our Bank and has been an executive Director since April 2000. Mr. Dong was the President of our Bank from April 2000 to July 2006, and became the Chairman in July 2006. Mr. Dong is an independent director of Fortis Haitong Investment Management Co. Ltd. Prior to joining our Bank, Mr. Dong was the chairman and president of Haitong Securities from 1993 to 1995, a director of the Bank of Communications from 1992 to 1995, the general manager and secretary of the party committee of the Zhengzhou branch of the Bank of Communications from 1991 to 1994 and a deputy director of Henan Finance and Management College from 1988 to 1991. Mr. Dong has over 28 years of experience in banking management and the financial and securities industries. Mr. Dong obtained a master's degree in economics from Xiamen University in 1993 and is a senior economist.

Mr. Hong Qi (洪崎), aged 52, is an executive Director since January 8, 2004 and President of our Bank. Mr. Hong is the vice president of China Chamber of International Commerce, a committee member of China Society for Finance and Banking, an executive committee member of China Society for International Finance and Banking, a council member of Financial Planning Standard Council of China, and a part-time professor of China Financial Academy. Mr. Hong has been an executive Director of our Bank since January 2004 and was a Vice President from 2000 to March 2009. Mr. Hong became the President of our Bank in March 2009. Mr. Hong was the general manager of our Beijing Administrative Department from 1998 to 2000, and a director of the Business Department, Head Office of our Bank from January 1996 to September 1996. Mr. Hong was the vice general manager of our Beijing Administrative Department from September 1996 to April 1998. Prior to joining our Bank, Mr. Hong was the managing director and secretary of the party committee of the Beihai branch of the Bank of Communications from 1994 to 1995, a deputy director of the securities research institute of the Renmin University of China from 1993 to 1994, and a section chief at the headquarters of the PBOC from 1985 to 1991. Mr. Hong has over 24 years of experience in banking management and finance. Mr. Hong obtained a doctorate degree in economics from Renmin University of China in 1996.

Mr. Liang Yutang (梁玉堂), aged 51, is an executive Director since March 23, 2009 and Vice President of our Bank. Mr. Liang joined our Bank as a deputy general manager of the funds planning department at the establishment of our Bank and was the general manager of the funds planning department and the general manager of the financial institutions department of our Bank from 1996 to 2002. Mr. Liang was an assistant to our President from 2003 to 2005 and the general manager of the Beijing Administrative Department of our Bank from 2002 to 2007. Mr. Liang became our Vice President in February 2005. Before joining our Bank, Mr. Liang was the manager of the integrated planning department of the Bank of Communications from 1994 to 1995, and the general manager of Yutong Real Estate Development and Investment Company of the Bank of Communications, Zhengzhou branch from 1992 to 1994. Mr. Liang was the deputy head of the academic secretariat of Henan Finance and Management College from 1991 to 1992, and the deputy director, director of the management teaching and researching department of Henan Finance and Management College from 1985 to 1991. Mr. Liang has over 28 years of experience in finance. Mr. Liang obtained a master's degree in banking and finance from Xiamen University in 1993 and is a senior economist.

Non-executive Directors

Mr. Zhang Hongwei (張宏偉), aged 55, is a Vice Chairman of the Board of our Bank since April 30, 2000. Mr. Zhang is chairman of the board of Oriental Group Inc. and Oriental Group Co., Ltd. (listed on the Shanghai Stock Exchange (SSE:600811)), and Jinzhou Port Co., Ltd. (listed on the Shanghai Stock Exchange (SSE:600190/900952)) and a director of China Minzu Securities Co., Ltd. Mr. Zhang is also a member of the CPPCC, and the vice chairman of the All-China General Chamber of Industry and Commerce. Mr. Zhang was a vice chairman of the ACFIC from 1997 to 2007. Mr. Zhang was previously a member of the Standing Committee of the 10th CPPCC. Mr. Zhang obtained a master's degree in economics from Harbin Institute of Technology in 1997 and is a senior economist.

Mr. Lu Zhiqiang (盧志強), aged 58, is a Vice Chairman of the Board of our Bank since July 16, 2006. Mr. Lu had been a Director since the establishment of our Bank until June 2003 and has been re-elected as a Director in 2006. Mr. Lu is the chairman of the board and president of China Oceanwide Holdings Group Co., Ltd. and Oceanwide Group Co. Ltd., the chairman of Oceanwide Investment Co., Ltd., Oceanwide Real Estate Group Co., Ltd. (listed on the Shenzhen Stock Exchange (SHE:000046)) and the vice chairman of Minsheng Life Insurance Co., Ltd., and a director of Haitong Securities (listed on the Shanghai Stock Exchange (SSE:600837)). Mr. Lu is also a member of the Standing Committee of the CPPCC and a vice chairman of the ACFIC. Mr. Lu was the chief Supervisor of our Bank from June 2003 to December 2004 and a deputy chief Supervisor of our Bank from December 2004 to June 2006. Mr. Lu obtained a master's degree in economics from Fudan University in 1995 and is a research fellow.

Mr. Liu Yonghao (劉永好), aged 58, is a Vice Chairman of the Board of our Bank since March 23, 2009. Mr. Liu was previously our Vice Chairman of the Board since the establishment of our Bank until 2006. Mr. Liu is currently the chairman of the board of New Hope Group Co., Ltd (新希望集團有限公司), Sichuan New Hope Agri-Business Co., Ltd. (listed on the Shenzhen Stock Exchange (SHE:000876)), New Hope Investment Co., Ltd. and Shandong Liuhe Group Co., Ltd., and the chief supervisor of Minsheng Life Insurance Co., Ltd. Mr. Liu has been a member of the CPPCC since 1993 and a vice chairman of Committee for Economic Affairs of the CPPCC since 2003. Mr. Liu was previously the vice president of the China Society for Promotion of the Guangcai Program and a vice chairman of the ACFIC.

Mr. Wang Yugui (王玉貴), aged 58, is a non-executive Director of our Bank. Mr. Wang was appointed on December 3, 1995 and has been a non-executive Director since the establishment of our Bank. He is the general manager of China Shipowners Mutual Assurance Association, an executive member of China Maritime Law Association and the China Association of Trade in Services (中國服務貿易協會), a director of Minsheng Securities Co., Ltd., and an arbitrator of the maritime arbitration committee of the China Council for the Promotion of International Trade. Mr. Wang has previously served as a director and as a supervisor of China Everbright Bank, a supervisor of Haitong Securities, and a part-time lawyer of Beijing Jingwei Law Firm. Mr. Wang graduated from the English department of Beijing International Studies University in 1977 and is a senior economist.

Mr. Chen Jian (陳建), aged 51, is a non-executive Director of our Bank. Mr. Chen was appointed on December 3, 1995 and has been a non-executive Director since the establishment of our Bank. Mr. Chen is the vice chairman of the board of China SME Investment Co. Ltd. (中國中小企業投資有限公司), the chairman of Beijing Maoyuanyuan Real Estates Development Company Limited. Mr. Chen was previously the chairman of Beijing Huamao Entertainment Co., Ltd., a director of Hunan Laodie Agricultural Technology Co. Ltd., an editor of the Institute of Agricultural Economics of Chinese Academy of Agricultural Sciences, a reporter of the agricultural department of the People's Daily, a deputy secretary-general of China Foundation for Poverty Alleviation, and a director of the State Council's research office. Mr. Chen obtained a master's degree in administration of agricultural economics from the graduate school of Chinese Academy of Agricultural Sciences in 1985.

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Ms. Wong Hei (黃晞), aged 47, is a non-executive Director of our Bank. Ms. Wong has been a non-executive Director of our Bank since June 16, 2003. Ms. Wong is the legal representative and chairman of the board of Fuxin Group Co., Ltd. (福信集團有限公司) and G-First OEIC Co., Ltd. (廈門福信光電集成有限公司). Ms. Wong was previously the financial controller of Xiamen Fuxin Property Co., Ltd. (廈門福信房地產有限公司) and Fuxin Group Co., Ltd. Ms. Wong graduated from the Jimei Teachers College in 1982.

Mr. Shi Yuzhu (史玉柱), aged 47, is a non-executive Director of our Bank since July 16, 2006. Mr. Shi is the chairman of the board of Giant Investment Co., Ltd and Shanghai Giant Network Science Technologies Co., Ltd., the chairman of the board and the CEO of Giant Interactive Group Inc. (listed on New York Stock Exchange (NYSE: GA)), an executive director of Stone Group Holdings Limited (listed on the Hong Kong Stock Exchange (HK:0409)), a director of Shanghai Zhengtu Information Technology Co., Ltd. (上海征途信息技術有限公司) and the ultimate controller of Shanghai Giant Lifetech Co., Ltd.. Mr. Shi was previously the chief executive officer of Stone Group Holdings Limited from 2004 to 2007. Mr. Shi obtained his bachelor's degree in mathematics from Zhejiang University in 1984. He was also a research student from Shenzhen University in software science in 1990.

Mr. Wang Hang (王航), aged 38, is a non-executive Director of our Bank since July 16, 2006. Mr. Wang is a director and vice president of New Hope Group Co., Ltd., the president of South Hope Enterprises Co. Ltd. (南方希望實業有限公司) and the general manager of Beijing Shouwang Asset Management Co. Ltd.. Mr. Wang was previously a civil servant at the general office of the PBOC, the chairman of the board of Kunming O-Park Co., Ltd. (昆明大商滙實業有限公司), the consultant and chief operating officer of the corporate finance department of New Hope Group Co., Ltd. and the vice chairman of the board of Union Trust & Investment Ltd.. Mr. Wang has a master's degree in economics from Peking University.

Mr. Wang Junhui (王軍輝), aged 38, is a non-executive Director of our Bank since March 23, 2009. Mr. Wang is currently the vice president of China Life Asset Management Company Limited since 2007. Prior to this, Mr. Wang was the assistant to the president of China Life Asset Management Company Limited from 2004 to 2007, and an assistant to fund manager, a fund manager, director of investment department and assistant chief executive at Harvest Fund Management Co., Ltd. from 2000 to 2004. Mr. Wang is a committee member of the 10th All-China Youth Federation and the 9th Beijing Youth Federation. Mr. Wang obtained a doctorate degree in finance from Research Institute for Fiscal Science, Ministry of Finance in 2008.

Independent Non-executive Directors

Currently, our Bank has six independent non-executive Directors, namely, Mr. Andrew Wong, Mr. Liang Jinqun, Mr. Wang Songqi, Mr. Wang Lihua, Mr. Qin Rongsheng and Mr. Han Jianmin.

Mr. Andrew Wong (王聯章), aged 52, is an independent non-executive Director of our Bank since July 16, 2006. Mr. Wong is a director of Henderson China Properties Limited and the senior advisor to Mr. Lee Ka Kit who is the vice chairman of the board of Henderson Land Development Company Limited. Mr. Wong is also an external director of Yantian Port Group Co., Ltd (深圳市鹽田港集團有限公司) and an independent non-executive director of New York Life Insurance Worldwide Ltd.. Mr. Wong held various senior positions at the Royal Bank of Canada, including the assistant representative for China operations, representative of southern China, the branch manager of the Shanghai branch. Mr. Wong also held various positions at the Union Bank of Switzerland, including head of China desk and an executive director of debt capital markets. Mr. Wong previously also served as a director of China of Citicorp International Limited, a merchant banking arm of Citibank. Further, Mr. Wong was the head of Greater China business of Hang Seng Bank Limited and the managing director of corporate and investment banking — Greater China of DBS Bank Limited, Hong Kong. Mr. Wong has been a member of the CPPCC Shenzhen Committee since 2002.

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Mr. Wang Songqi (王松奇), aged 57, is an independent non-executive Director of our Bank since July 16, 2006. Mr. Wang is a deputy director of the Finance Research Center of the Chinese Academy of Social Sciences, the chairman of Beijing Venture Capital Association, a member of the standing committee of China Society for Finance and Banking, an independent director of Dalian United Venture Guarantee Co., Ltd. and an independent director of Bank of Communication's Schroder Fund Management Co., Ltd.. Mr. Wang has a doctorate degree from Renmin University of China in 1989 and is currently a supervisor for doctorate candidates at the Chinese Academy of Social Science.

Mr. Liang Jinqun (梁金泉), aged 69, is an independent non-executive Director of our Bank since July 16, 2006. Mr. Liang is a member of the Standing Committee of the CPPCC, and China Soong Ching Ling Foundation, and the secretary general of Promoting Peaceful Reunification of China. Mr. Liang was the secretary of a senior official at the Chinese Academy of Sciences, the Central Party School, the Organization Department of the Communist Party of China ("CPC") Central Committee, the Publicity Department of the CPC Central Committee, the Secretariat of the Central Committee, and the CPC Central Committee General Office. Mr. Liang was also the deputy director of Organization Department of the Party Committee for Organs Directly under the CPC, the chairman of the research office of the Party Committee for Organs Directly under CPC, a member of the standing committee of Party Committee for Organs Directly under the CPC, a member of the standing committee, the head of the publicity department and the deputy secretary, of the Party Committee of Yunnan Province, the deputy secretary general and member of the party committee of the eighth and ninth CPPCC, the secretary of the party committee and the first deputy chairman of ACFIC, the deputy general director of the United Front Work Department of CPC Central Committee and the vice chairman of China Overseas Friendship Association. Mr. Liang graduated from the leaders' class of Party School of the Central Committee of CPC.

Mr. Wang Lihua (王立華), aged 46, is an independent non-executive Director of our Bank since September 9, 2009. Mr. Wang is currently the managing partner of Beijing Tian Yuan Law Firm and executive councillor of the All China Lawyers Association. He is also an adviser of the consultant group to the Beijing Municipal Government and the Affiliate of International Chamber of Commerce in China (國際商會中國國家委員會), a member of the 2nd session of the new series examination committee for mergers, acquisitions and restructurings of listed companies under CSRC, and an independent director of Xinjiang Chalkis Co., Ltd. (新疆中基實業股份有限公司) (listed on the Shenzhen Stock Exchange (SHE:000972)). Mr. Wang was previously the director of the research office of the law school of Peking University, the vice president of the 7th session Beijing Lawyers Association, a member of the 7th and 8th sessions examination committee for security issuance under CSRC and a member of the 3rd and 4th sessions (the 1st session of the new series) examination committee for mergers, acquisitions and restructurings of listed companies under CSRC. Mr. Wang has a master degree in economic law from Peking University in 1993.

Mr. Qin Rongsheng (秦榮生), aged 47, is an independent non-executive Director of our Bank since September 9, 2009. Mr. Qin is a professor of the Beijing National Accounting Institute (BNAI), the vice president of the China Audit Society and the vice president of the China Association of Chief Financial Officers, as well as a member of the examination committee of Chartered Public Accountants of the Ministry of Finance (財政部中國註冊會計師考試委員會委員), the Accounting Standards Committee of China (中國會計準則委員會), the Accounting Technique Consultation Committee of China (中國會計技術諮詢委員會) and the Auditing Technique Consultation Committee of China (中國審計技術諮詢委員會). Mr. Qin is also an independent director of Aisino Co., Ltd. (listed on the Shanghai Stock Exchange (SSE:600271)), Poly Real Estate Group Co., Ltd. (listed on the Shanghai Stock Exchange (SSE:600048)), China International Marine Containers (Group) Co., Ltd. (listed on the Shenzhen Stock Exchange (SHE:000039)) and Changjiang Securities Co., Ltd. (listed on the Shenzhen Stock Exchange (SHE:000783)). He is also a part-time professor of Tsinghua University, Renmin University of China, Zhongnan University of Economics and Law, Jiangxi University of Finance and Economics, Soochow University, Macau University of Science and Technology and the Australian National University, as well as a part-time supervisor for doctorate candidates at the

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Renmin University of China. Mr. Qin was previously a member of the examination committee for security issuance under the CSRC and a member of the Examination Committee for Major Restructurings of Listed Companies of China (中國上市公司重大資產重組審核委員會), as well as an independent director of Tsinghua Tongfang Co., Ltd. (listed on the Shanghai Stock Exchange (SSE:600100)), China National Software and Service Co., Ltd. (listed on the Shanghai Stock Exchange (SSE:600536)), UFIDA Software Co., Ltd. (listed on the Shanghai Stock Exchange (SSE:600588)), Huaxia Bank Co., Ltd. (listed on the Shanghai Stock Exchange (SSE:600015)) and Industrial Securities Co., Ltd.. Mr. Qin has a doctorate degree from Renmin University of China in 1995 and a master degree from Zhongnan University in finance and economics in 1992.

Mr. Han Jianmin (韓建旻), aged 40, is an independent non-executive Director of our Bank since September 9, 2009. Mr. Han is currently director and managing partner of Acenda (Beijing) Accounting Firm, member of the 1st examination committee for security issuance on the growth enterprise board under CSRC, external accountant and independent member of loan committee of China Development Bank and independent director of Beijing Mainstreets Investment Group Corporation (listed on the Shenzhen Stock Exchange (SHE:000609)) and Shandong Polymer Bio-Chemicals Co. Ltd.. Mr. Han has previously served in the Mudanjiang branch of the Bank of China, and a director and deputy accountant-in-chief of Beijing Zhongzhou Accounting Firm, a part-time supervisor of Industrial and Commercial Bank of China commissioned by Finance Commission of China, and a director and partner of Beijing Zhongzhou Guanghua Accounting Firm. Mr. Han has a master degree in business administration from Peking University in 2008, and is a senior accountant, certified public accountant in PRC, certified public asset appraiser in PRC and certified tax agent in PRC.

SUPERVISORS

Supervisors	Age	Position
Mr. QIAO Zhimin	57	Chairman of the Supervisory Board
Mr. XING Jijun	45	Vice Chairman of the Supervisory Board
Mr. LU Zhongnan	54	Supervisor
Mr. ZHANG Disheng	54	Supervisor
Ms. XU Rui	64	Supervisor
Mr. WANG Liang	67	Supervisor
Mr. CHEN Jinzhong	49	Supervisor
Ms. WANG Lei	48	Supervisor

Mr. Qiao Zhimin (喬志敏), aged 57, is the Chairman of the Supervisory Board as well as an employee representative Supervisor of our Bank. Mr. Qiao was previously a deputy chief Supervisor of the Bank and has been a Supervisor since January 15, 2007. He was the director of the finance and accounting department of the CBRC, leader of the PBOC's regulation team for the Industrial and Commercial Bank of China, (director general level official 正局級) and served concurrently as a deputy director general of the regulatory department I of the PBOC, a deputy director general and an assistant inspector of the accounting department of the PBOC, a deputy general manager of the general planning department of the head office of the Bank of China, a deputy managing director, an assistant managing director and a division director of the Bank of China Luxemburg branch, and a deputy division director of the finance and accounting department of the head office of Bank of China. Mr. Qiao has a master's degree and is a senior accountant.

Mr. Xing Jijun (邢繼軍), aged 45, is the Vice Chairman of the Supervisory Board of our Bank. Mr. Xing has been our Supervisor since March 23, 2009. Mr. Xing is also the chairman of Harbin Hatou Investment Co., Ltd. (listed on the Shanghai Stock Exchange (SSE:600864)), a director of Harbin Investment Group Co., Ltd., and a director of Founder Securities Co., Ltd.. Mr. Xing was previously a Director of our Bank. He also used to be the chairman of Hafa Heat Company, Harbin Hua'er Chemical Co., Ltd., Harbin Taiping Heat Supply Co., Ltd., Harbin HI Heat Supply Co., Ltd. and Heilongjiang Shirble Electric-Heat Co., Ltd., the vice chairman of Harbin Electric-Heat Co., Ltd., a

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deputy general manager and an assistant manager of Harbin Investment Group Company, a deputy director of the general office and the director of rules and regulation inspection department of the Municipal Land and Resources Bureau of Harbin. Mr. Xing has a doctorate degree and is a senior economist.

Mr. Lu Zhongnan (魯鐘男), aged 54, is a Supervisor of our Bank since January 15, 2007. Mr. Lu is currently the vice chairman and president of China Minzu Securities Co., Ltd. Prior to that, Mr. Lu was a director of New China Life Insurance Co., Ltd from 2002 to 2008, and was a director of Oriental Group Industrial Inc. from 2001 to 2002, and served at various positions at the Heilongjiang, Harbin and Shenyang branches of the PBOC from 1979 to 2001. Mr. Lu graduated from the class of graduate course for advanced studies in economics management and is a senior economist.

Mr. Zhang Disheng (張迪生), aged 54, is a Supervisor of our Bank since January 15, 2007. Mr. Zhang is currently the chief operation officer and an executive director of Stone Group Holdings Limited (listed on the Hong Kong Stock Exchange (HK:0409)). Prior to that, Mr. Zhang was the deputy executive officer and vice president of Stone Group Company from 1994 to 2000. Mr. Zhang is a director of Fairchild Investment Limited, a company listed on the NEX board of Toronto Stock Exchange venture market in Canada. Mr. Zhang obtained a master's degree from Ryutsu Keizai University in Japan and is a senior economist.

Ms. Xu Rui (徐銳), aged 64, is an external Supervisor of our Bank since January 15, 2007. Ms. Xu was a consultant at the operation center of China Everbright Bank from 2006 to 2007, the chairman of the board of supervisors of China Everbright Bank from 2004 to 2006, the general manager of the internal audit department of China Everbright Holdings Company Limited from 2000 to 2004, and the head of the legal department of China Everbright Holdings Company Limited from 2000 to 2001. Prior to that, Ms. Xu served as general manager of Bank of China Nanjing branch from 1992 to 1999 and served at Bank of China Jiangsu branch from 1984 to 1992. Ms. Xu is a senior economist.

Mr. Wang Liang (王梁), aged 67, is an external Supervisor of our Bank since March 23, 2009. Mr. Wang is currently a director of Dongguan Fenggang Yantian Corporate Development Co., Ltd. (東莞市鳳崗雁田企業發展公司) and Dongguan Fenggang Yantian Enterprise Development Co., Ltd. (東莞市鳳崗雁田事業發展公司). Prior to that, Mr. Wang was a Supervisor of our Bank from December 3, 1995 to March 22, 2009. Mr. Wang was the chairman of Guangzhou Xinlian Co., Ltd (廣州新聯公司), Guangzhou Shanghui Economic Development Corporation (廣州商匯經濟發展總公司) and vice chairman of the Guangzhou Federation of Industry and Commerce from 1993 to 2003. Mr. Wang also served as vice dean of the Guangzhou Academy of Economic Research (廣州市經濟研究院) from 1991 to 1993. Mr. Wang obtained a bachelor's degree in accounting from Beijing School of Posts and Telecommunications (now Beijing Jiaotong University) in 1968. Mr. Wang is a senior accountant and a certified public accountant.

Mr. Chen Jinzhong (陳進忠), aged 49, is an employee representative Supervisor of our Bank since January 15, 2007. Mr. Chen joined our Bank in 2000 and served as a division director, an assistant to the director, a deputy director and the director of the general office of our Bank from 2000 to 2007. Since 2007, Mr. Chen has been the general manager of our Beijing Administrative Department. Prior to that, Mr. Chen served as assistant branch manager at the Baoding branch of the PBOC from 1996 to 1998, and as deputy director of the finance department and director of the general office of the Baoding Finance College from 1987 to 1996. Mr. Chen has a doctorate degree in economics and is a senior economist and an associate professor.

Ms. Wang Lei (王磊), aged 48, is an employee representative Supervisor of our Bank since January 15, 2007. Ms. Wang joined our Bank in 1997, starting as a deputy section chief of the internal audit department at the Shanghai branch of our Bank. Since then, Ms. Wang served as assistant to the branch manager at the Hongqiao and Huangpu branches of our Bank in Shanghai from 1999 to 2000, general manager of the risk management department of the Shanghai branch of our Bank from 2000 to 2001, general manager of the Shixi branch of our Bank in Shanghai from 2001 to 2003. Ms. Wang then served at the Credit Assessment Department of our Bank in 2003 and is currently a

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credit assessment officer at the Eastern China credit approval center of our Bank. Prior to joining our Bank, Ms. Wang worked at the Urumqi branch of the Bank of Communications from 1993 to 1996. Ms. Wang graduated from the class of graduate course in finance and is an economist.

SENIOR MANAGEMENT

Senior management	Age	Position
Mr. HONG Qi	52	Executive Director and President
Mr. LIANG Yutang	51	Executive Director and Vice President
Mr. SHAO Ping	52	Vice President
Mr. ZHAO Pinzhang	53	Vice President
Mr. MAO Xiaofeng	37	Vice President, Board Secretary and Joint Company Secretary
Ms. WU Touhong	50	Chief Financial Officer

Mr. Hong Qi (洪崎) is an executive Director and the President of our Bank. Please refer to the biography under the paragraph "Directors — Executive Directors."

Mr. Liang Yutang (梁玉堂), is an executive Director and a Vice President of our Bank. Please refer to the biography under the paragraph "Directors — Executive Directors."

Mr. Shao Ping (邵平), aged 52, is a Vice President and the chairman of the Risk Management Commission of our Bank, appointed in January 2005. Mr. Shao joined our Bank in 1995, and served as a deputy director, the deputy general manager and the general manager of our Corporate Banking Department from 1996 to 2000. Mr. Shao was the managing director of our Shanghai branch and an assistant to our President from December 2000 to February 2005. Before joining our Bank, Mr. Shao was the deputy general manager of the Federation of Urban Credit Cooperatives of Weifang City, Shandong Province from 1993 to 1995, and the general manager of the Urban Credit Cooperative of Weicheng District, Weifang City, Shandong Province from 1988 to 1993. Mr. Shao has over 21 years of experience in banking management. Mr. Shao obtained a doctorate degree in economics from Fudan University in Shanghai in 2008 and is a senior economist.

Mr. Zhao Pinzhang (趙品璋), aged 53, is a Vice President of our Bank, appointed in April 2008. Mr. Zhao is also the Chairman of our Asset and Liability Management Commission. Mr. Zhao was previously an assistant to our President from 2005 to 2008, the Chief credit officer and a Supervisor of our Bank from 2003 to 2007, the general manager of the Credit Assessment Department of our Bank from 2001 to 2007, a deputy general manager of the Risk Management Department of our Bank from 2000 to 2001, and the deputy general manager of our Beijing Administrative Department from 1998 to 2000. Prior to joining our Bank, he was a deputy managing director of Liaoyuan branch of Bank of Communications, and a section chief of the Liaoyuan center sub-branch of China Construction Bank. Mr. Zhao has over 25 years of experience in banking management. Mr. Zhao has a master's degree in business and administration and is a senior economist.

Mr. Mao Xiaofeng (毛曉峰), aged 37, is a Vice President of our Bank, appointed in April 2008. Mr. Mao is also the chairman of our Retail Banking Management Commission, the Board Secretary and one of the Joint Company Secretaries of our Bank. Mr. Mao joined our Bank as a deputy director of the general office of our Bank in 2002 and has been the Board Secretary and Company Secretary of our Bank since June 2003 and March 2004, respectively. Prior to joining our Bank, Mr. Mao was a director of the general office of the Central Committee of Youth League Central Committee ("YLCC") from 1999 to 2002, an assistant to the director of YLCC Industrial Development Center from 2003, a deputy secretary of the Party Committee of the Zhijiang Dongzu Autonomous County of Hunan Province from 1995 to 1996, an assistant to the governor of the Zhijiang Dongzu Autonomous County of Hunan Province from 1994 to 1995 and the executive vice chairman of the All- China's Students Federation from 1992 to 1993. Mr. Mao obtained a master's degree in industrial and foreign trade from Hunan University in 1995, a doctorate degree in management

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from Hunan University in 1998, and a master's degree in public administration from the John F. Kennedy School of Government at Harvard University in the U.S.A. in 2000.

Ms. Wu Touhong (吳透紅), aged 50, is the Chief Financial Officer of our Bank. Ms. Wu is also the secretary of the Discipline Committee of the Communist Party of our Bank. Ms. Wu joined our Bank as a deputy general manager of the Human Resources Department at the establishment of our Bank and became our Chief Financial Officer in June 2003. Ms. Wu was previously the head of the Discipline Monitoring Department of our Bank and deputy director of the Discipline Committee of our Bank from 2002 to 2003, the director of the general office of our Bank from 1998 to 2000 and the general manager of our Beijing Administrative Department from October 2000 to January 2002, and the deputy general manager of the human resources department from January 1996 to June 1998. Prior to joining our Bank, she was a deputy general manager of the Beijing securities business department of the Industrial and Commercial Bank of China Trust and Investment Company from 1994 to 1995, and a section chief and a deputy director of the education department of the Industrial and Commercial Bank of China from 1983 to 1994. She worked at the Science and Education Bureau of the PBOC from 1981 to 1983. Ms. Wu has over 25 years of experience in banking management. Ms. Wu graduated from Hunan College of Finance and Economics in 1982 and is an economist.

JOINT COMPANY SECRETARIES

Mr. Mao Xiaofeng (毛曉峰) is the Board Secretary and one of the Joint Company Secretaries of our Bank. Please refer to the biography under the paragraph "Senior Management."

Ms. Soon Yuk Tai (孫玉蒂), aged 43, is the Joint Company Secretary of the Bank appointed on November 2, 2009. Ms. Soon is a director of the Corporate Services Division of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Prior to joining Tricor Group in 2002, she was a senior manager of company secretarial services at Ernst & Young and Tengis Limited in Hong Kong. Ms. Soon is a chartered secretary and an associate of both the Institute of Chartered Secretaries and Administrators in United Kingdom and the Hong Kong Institute of Chartered Secretaries. Ms. Soon has extensive experience in a diversified range of corporate services and has been providing professional secretarial services to many listed companies.

WAIVERS FROM THE HONG KONG LISTING RULES

Rule 8.17 and Rule 19A.16 of the Hong Kong Listing Rules

Qualification of Company Secretary

Mr. Mao Xiaofeng has been our Company Secretary since March 2004. As Mr. Mao Xiaofeng does not possess the qualifications as stipulated under Rule 8.17(1) or (2) of the Hong Kong Listing Rules, our Bank has on November 2, 2009 appointed Ms. Soon Yuk Tai, who is ordinarily resident in Hong Kong and who has the requisite knowledge and experience as required under Rule 8.17(2) of the Hong Kong Listing Rules, to act as our Joint Company Secretary and assist Mr. Mao in discharging the duties of a company secretary of the Bank, for a term until the third anniversary of our Listing Date. Upon expiry of such term, we will evaluate the qualifications and experience of Mr. Mao and whether any on-going assistance is necessary. We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver from the requirements of Rule 8.17 and Rule 19A.16 of the Hong Kong Listing Rules.

Rule 8.12 and Rule 19A.15 of the Hong Kong Listing Rules

Management Presence in Hong Kong

According to Rule 8.12 and Rule 19A.15 of the Hong Kong Listing Rules, a listed issuer must have sufficient management presence in Hong Kong; in normal circumstances, at least two of the listed

issuer's executive directors must be ordinarily resident in Hong Kong. Since our operations are in the PRC, we do not and, for the foreseeable future, will not have a management presence in Hong Kong. Currently, substantially all of our Directors reside in the PRC. Our Bank has made certain internal arrangements to maintain effective communication with the Hong Kong Stock Exchange, including appointing Mr. Andrew Wong, our independent non-executive Director, and Ms. Soon Yuk Tai, our Joint Company Secretary, both resident in Hong Kong, as our authorized representatives, who will be our principal channel of communication with the Hong Kong Stock Exchange. Both authorised representatives will be readily contactable by telephone, facsimile and/or email by the Hong Kong Stock Exchange and will be available to meet with the Hong Kong Stock Exchange to discuss any matters in relation to our Bank in short notice. We have also retained our compliance advisor, in addition to our authorized representatives, to act as our principal channel of communication with the Hong Kong Stock Exchange for one year following the Listing Date pursuant to Rule 3A.19 of the Hong Kong Listing Rules. In addition, each of the authorised representatives has means to contact our Directors and senior management at all times as and when the Hong Kong Stock Exchange wishes to contact our Directors. Each of our Directors has confirmed that he or she possesses valid travel documents to enter Hong Kong and will be able to meet with the Hong Kong Stock Exchange in short notice. Each Director will provide his respective mobile phone number, office phone number, e-mail address and fax number to the Hong Kong Stock Exchange. Accordingly, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver under Rule 8.12 and Rule 19A.15 of the Hong Kong Listing Rules.

BOARD COMMITTEES

Strategic Development and Investment Management Committee

In July 2003, we established a Strategic Development and Risk Management Committee of our Board. According to the Board resolution dated February 6, 2007, this committee was divided into two separate committees: Strategic Development Committee and Risk Management Committee. According to the Board resolution dated February 29, 2008, the Strategic Development Committee changed its name to Strategic Development and Investment Management Committee. Its primary duties are (i) to study and formulate our long-term development strategy and medium to long-term development plans, and provide advice to our Board; (ii) to supervise and evaluate the implementation of the strategic plans and provide advices; (iii) to provide advices on the amendments to the strategic plans in response to the change of the business environment; (iv) to study and formulate rules on overseas investment, provide advices and plans on the material investment decision of the Bank and implement the group management on the affiliated institutions to the Bank; (v) to study and formulate rules on overseas merger and acquisition, research on the merger and acquisition strategy and provide implementation plans; (vi) to research on the diversified development and operation pattern and formulate models for the establishment and management of the finance (group) corporation; and (vii) to study and implement other material matters related to the strategic development of the Bank. The Strategic Development and Investment Management Committee has seven members, which consists of Mr. Dong Wenbiao, chairman of such committee, who is also the Chairman of our Board; Mr. Hong Qi, our executive Director and President; Mr. Wang Songqi, our independent non-executive Director; and Mr. Zhang Hongwei, Mr. Lu Zhiqiang, Mr. Liu Yonghao and Mr. Wang Junhui, our non-executive Directors.

Audit Committee

In July 2003, we established an Audit Committee of our Board as part of the former Audit and Related Party Transactions Supervision Committee, which was separated into the Audit Committee and the Related Party Transactions Supervision Committee in August 2004. The Audit Committee has written terms of reference as suggested under the Code on Corporate Governance Practices as set out in Appendix 14 to the Hong Kong Listing Rules. Its primary duties are (i) to provide suggestions on the appointment and change of external auditors; (ii) to supervise our internal audit system and

its implementation; (iii) to be responsible for communication between our internal and external auditors; (iv) to examine and verify our financial information and their disclosure; and (v) to examine our internal control system. The audit committee has six members, which consists of Mr. Qin Rongsheng, our independent non-executive Director, as the chairman of such committee, Mr. Andrew Wong, Mr. Wang Songqi and Mr. Han Jianmin, our independent non-executive Directors, and Mr. Shi Yuzhu and Ms. Wong Hei, our non-executive Directors.

Related Party Transactions Supervision Committee

In August 2004, we established an independent Related Party Transactions Supervision Committee of our Board through the separation of the former Audit and Related Party Transactions Supervision Committee to focus on evaluating and monitoring related party transactions pursuant to the recommendations in the Corporate Governance Guidelines of the PBOC. Its primary duties are (i) to formulate the system on the management of the related party transactions and implement such management; (ii) to identify the connected parties of the Bank and report to the Board and the Supervisory Board; (iii) to identify the related party transactions of the Bank; (iv) to examine the related party transactions of the Bank in accordance with the laws and regulations and the normal business principles of fairness; (v) the independent non-executive Directors shall make written report on the fairness of the material and extraordinarily material related party transactions and their internal approval status; (vi) material related party transactions shall be submitted to the Board for approval upon the examination of the Related Party Transactions Supervision Committee, and in case of the extraordinarily material related party transactions or when the amount exceeds the authority of the Board, the approval from the shareholders' general meetings is also required; and (vii) to examine the information disclosure of the material related party transactions of the Bank. The Related Party Transactions Supervision Committee has eight members, which consists of Mr. Qin Rongsheng, our independent non-executive Director, as the chairman of such committee; Mr. Liang Jinquan, Mr. Wang Lihua and Mr. Han Jianmin, our independent non-executive Directors; Ms. Wong Hei, Mr. Wang Junhui, Mr. Shi Yuzhu, our non-executive Directors; and Mr. Liang Yutang, our executive Director and Vice President.

Compensation and Remuneration Committee

In July 2003, we established a Compensation and Evaluation Committee of our Board. Its primary duties are (i) to study the standards for the evaluation of our Directors and senior management personnel, conduct such evaluations and provide suggestions; (ii) to research and review the policies and proposals for compensation for our Directors and senior management personnel; and (iii) to research and provide advice on the scheme and implementation model of share incentive plan. The Compensation and Remuneration Committee has nine members, which consists of Mr. Andrew Wong, our independent non-executive Director, as the chairman of such committee, Mr. Liang Jinquan, Mr. Qin Rongsheng, Mr. Wang Lihua and Mr. Han Jianmin, our independent non-executive Directors; Mr. Chen Jian, Mr. Wang Hang and Mr. Lu Zhiqiang, our non-executive Directors; and Mr. Liang Yutang, our executive Director and Vice President.

Risk Management Committee

In February 2007, we established an independent Risk Management Committee of our Board through the separation of the former Strategic Development and Risk Management Committee. Its primary duties are (i) to study the macro economic and financial policy of the nation, analyze the market change, provide industrial risk management advices and formulate the risk constraint index system of the Bank; (ii) to study the regulations, policies and regulatory indexes promulgated by the regulatory authorities and provide advices on effective implementation; (iii) to study the developing strategy and the risk management system for the Bank and advise on the streamlining of the structure and organization, control procedure and risk disposal methods in risk management; (iv) to study the implementation steps and the mode of management for the strategic planning of the Bank, evaluate the effectiveness of risk policies and advise on dynamic risk control; (v) to study company operation and the risks and lay out the core risk issues for attention required by five levels

and in accordance with the requirement of discount mode; (vi) to review the risk monitoring index system and the analysis report on risk management information and supervise the necessary measures adopted by the operation management body to identify, measure, monitor and control operational risks; (vii) to supervise and evaluate the implementation of the strategic plan, and procure the operation management body to improve its risk control capacity in a continuous manner; (viii) to research on the systems of the risk identification, managing skills, risk control and compensation in the operations management of the Bank, and review the plans on the building up of the risk control system; (ix) to review the alert and pre-caution system and emergency plans in case of material risk events in the operations management of the Bank; (x) to organize risk evaluation for material risk events, and research on and formulate plans for risk prevention; (xi) to review the information disclosures in the risk management sector of the Bank; (xii) other duties or powers granted by the Board. The Risk Management Committee has five members, which consists of Mr. Wang Songqi, our independent non-executive Director, as the chairman of such committee; Mr. Andrew Wong, our independent non-executive Director; Mr. Wang Yugui and Mr. Wang Hang, our non-executive Directors; and Mr. Liang Yutang, our executive Director and Vice President.

Nomination Committee

In July 2003, we established a Nomination Committee of our Board. Its primary duties are (i) to analyze and formulate the selection standards and procedures of our Directors and the President and provide suggestions; (ii) to identify suitable candidates for the position of our Directors and the President; and (iii) to evaluate the candidates for the position of Directors and the President and provide suggestions. The Nomination Committee has nine members, which consists of Mr. Liang Jinquan, our independent non-executive Director, as the chairman of such committee; Mr. Andrew Wong, Mr. Qin Rongsheng, Mr. Wang Lihua and Mr. Han Jianmin, our independent non-executive Directors; Mr. Zhang Hongwei, Mr. Wang Yugui and Mr. Wang Hang, our non-executive Directors; and Mr. Hong Qi, our executive Director and President.

SUPERVISORY BOARD COMMITTEES

In December 2004, we established a Nomination Committee (subsequently renamed as the Nomination and Remuneration Committee) and a Supervisory Committee of our Supervisory Board in accordance with the Internal Control Guidelines of our Bank. The Nomination and Remuneration Committee has six members, including Ms. Xu Rui, as the convenor, and Mr. Qiao Zhimin, Mr. Xing Jijun, Mr. Wang Liang, Mr. Lu Zhongnan and Mr. Zhang Disheng. The Supervisory Committee has seven members, including Mr. Qiao Zhimin, as the convenor, and Mr. Xing Jijun, Ms. Xu Rui, Mr. Wang Liang, Mr. Lu Zhongnan, Mr. Chen Jinzhong and Ms. Wang Lei.

COMPENSATION OF DIRECTORS AND SUPERVISORS

Our executive Directors, employee Supervisors and senior management personnel receive compensation in the form of salaries, bonuses and housing allowance. As required by the PRC laws and regulations, we also participate in various defined contribution plans organized by the provincial and municipal government and welfare schemes for our employees, including mainly medical insurance, injury insurance, unemployment insurance, pension insurance and housing allowances.

For the three years ended December 31, 2008, the aggregate fees and compensation paid to all our Directors and Supervisors were approximately RMB15,997,600 (after-tax), RMB55,704,500 and RMB55,950,400, respectively. The aggregate amount of compensation paid to our five highest paid employees in those periods was referred to in Note 10 in the Accountant Report in Appendix I.

Save as disclosed above, no other emoluments have been paid or are payable in respect of the three years ended December 31, 2008 to our Directors and our Supervisors. Under the current

compensation, we estimate the aggregate remuneration, including benefits in kind, payable to our Directors and our Supervisors for 2009 will be approximately RMB41,700,000.

Compliance Adviser

Our Bank has appointed UBS AG, Hong Kong Branch to be the compliance adviser upon listing in compliance with Rules 3A.19 and 19A.05 of the Hong Kong Listing Rules. The material terms of the compliance adviser agreement are as follows:

- (i) the appointment of UBS AG, Hong Kong Branch as the compliance adviser for the purpose of Rule 3A.19 and 19A.05 of the Hong Kong Listing Rules is for a period commencing on the Listing Date and ending on the date on which the Bank complies with Rule 13.46 of the Hong Kong Listing Rules in respect of the financial results of the Bank for the first full financial year commencing after the Listing Date, or until the agreement is terminated, whichever is the earlier;
- (ii) the compliance adviser will provide us with certain services, including providing us with proper guidance and advice as to compliance with the requirements under the Hong Kong Listing Rules and applicable laws, rules, codes and guidelines and provide advice to the Bank on the continuing requirements under the Hong Kong Listing Rules and applicable laws and regulations;
- (iii) the compliance adviser will, as soon as reasonably practicable inform us of any amendment or supplement to the Hong Kong Listing Rules announced by the Hong Kong Stock Exchange from time to time, of any amendment or supplement to the applicable laws and guidelines;
- (iv) the compliance adviser will act as the principal channel of communication of the Bank with the Hong Kong Stock Exchange;
- (v) the Bank will agree to indemnify the compliance adviser for certain actions against the losses incurred by the compliance adviser arising out of or in connection with the performance by the compliance adviser of its duties under the agreement, or any material breach by the Bank of the provisions of the agreement, provided that the indemnity will not apply to an action or loss which is finally judicially determined to have been caused by the wilful default, fraud or gross negligence on the part of the compliance adviser;
- (vi) the Bank may terminate the appointment of the compliance adviser if its work is of an unacceptable standard or if there is a material dispute over fees payable to the compliance adviser (which cannot be resolved within 30 days); and
- (vii) the compliance adviser will have the right to terminate their appointment if the Bank committed a breach of the compliance adviser agreement, or by service of three months' written notice to the Bank.