
DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

DIRECTORS

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

Name	Age	Position	Time of joining our Bank	Years of service
XIANG Junbo	53	Chairman, Executive Director	June, 2007	three years
ZHANG Yun	51	Vice Chairman, Executive Director, President	July, 1985	25 years
YANG Kun	51	Executive Director, Executive Vice President	April, 1983	27 years
PAN Gongsheng	46	Executive Director, Executive Vice President	April, 2008	two years
LIN Damao	55	Non-Executive Director	January, 2009	one year
ZHANG Guoming	55	Non-Executive Director	January, 2009	one year
XIN Baorong	58	Non-Executive Director	January, 2009	one year
SHEN Bingxi	58	Non-Executive Director	January, 2009	one year
YUAN Linjiang	46	Non-Executive Director	January, 2009	one year
CHENG Fengchao	51	Non-Executive Director	January, 2009	one year
John Dexter LANGLOIS . .	67	Independent Non-Executive Director	January, 2009	one year
Anthony WU Ting-yuk . . .	55	Independent Non-Executive Director	January, 2009	one year
QIU Dong	52	Independent Non-Executive Director	January, 2009	one year

Mr. XIANG Junbo, chairman of the Board of Directors and legal representative of our Bank, is responsible for our business strategy and overall development. Mr. ZHANG Yun, vice chairman of the Board of Directors and president of our Bank, is responsible for our daily overall operation and management. Our president is appointed by and responsible to the Board of Directors, and performs duties in accordance with our Articles of Association and authorization of the Board of Directors. The roles of our chairman and president are separate, and the division of responsibilities between them is clearly established and set out in writing.

Executive Directors

Mr. XIANG Junbo has served as chairman of the Board of Directors and executive director of our Bank since January 15, 2009. Mr. Xiang is responsible for our business strategy and overall development. Mr. Xiang joined our Bank in June 2007, and was appointed as president of our Bank. Mr. Xiang previously served successively as vice president of Nanjing Audit University; deputy director of the Audit Management Department of the NAO; and commissioner of the Special Commissioner's Office for Beijing, Tianjin and Hebei, the NAO during the period of 1993 to 1999; and director of the Personnel and Education Department of the NAO from 1999 to 2002. Mr. Xiang was appointed as deputy auditor general of the NAO in February 2002, and deputy governor of the PBOC in July 2004 (also director of Shanghai Head Office of the PBOC from August 2005 to June 2007). Mr. Xiang currently serves as vice chairman of the Standing Council of China Banking Association and chairman of the China Institute of Rural Finance. He received a PhD in law in 2001 from Peking University and is a Research Fellow certified by the PBOC.

Mr. ZHANG Yun has served as vice chairman, executive director and president of our Bank since January 15, 2009. Mr. Zhang is responsible for our daily overall operation and management as well as matters in relation to risk management. Mr. Zhang previously served successively as deputy president of our Shenzhen branch, deputy president of our Guangdong branch, and president of our Guangxi Autonomous Region branch. Mr. Zhang was appointed as executive assistant president and general manager of Personnel Department of our Bank in March 2001, and executive vice president of our Bank in December 2001. Mr. Zhang received a PhD in economics in 2004 from Wuhan University and is a Senior Economist certified by our Bank.

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Mr. YANG Kun has served as executive director and executive vice president of our Bank since January 15, 2009. Mr. Yang is primarily responsible for our personal banking, bank card and electronic banking business as well as matters in relation to product research and development and information technology. Mr. Yang currently also serves as chairman of the board of directors of ABC-CA Fund Management Co., Ltd. Mr. Yang previously served successively in our Bank as deputy general manager of the Personnel and Education Department, deputy general manager of the Agency Business Department, general manager of the Market Development Department and president of our Anhui branch. Mr. Yang had served concurrently as executive assistant president of our Bank and president of our Anhui branch since January 2002. In November 2003, Mr. Yang had served as executive assistant president of our Bank, and was appointed as executive vice president of our Bank in March 2004. Mr. Yang received a Master's degree in economics in 1996 from Nankai University and is a Senior Economist certified by our Bank.

Mr. PAN Gongsheng has served as executive director of our Bank since April 28, 2010 and executive vice president of our Bank since January 15, 2009. Mr. Pan is primarily responsible for our financial restructuring, finance and accounting, assets and liabilities management, financial market business and international business as well as relevant legal affairs. Mr. Pan currently also serves as chairman of the board of directors of ABC International Holdings Limited. Mr. Pan joined our Bank in April 2008, and was appointed as executive vice president. Mr. Pan previously served several positions successively in Industrial and Commercial Bank of China, including deputy general manager of the Human Resources Department; deputy general manager of the Financial Planning Department; vice president of Shenzhen Branch; general manager of the Financial Planning Department; and managing director of the Restructuring Office. Mr. Pan was appointed as secretary to the board of directors of Industrial and Commercial Bank of China Limited, or ICBC, managing director of ICBC Restructuring Office and general manager of ICBC Financial Planning Department in October 2005; secretary to the board of directors of ICBC, managing director of ICBC Restructuring Office and managing director of the Office of board of directors of ICBC in February 2006; and secretary to the board of directors of ICBC and general manager of ICBC Strategic Management and Investor Relationship Department in March 2007. Mr. Pan received a PhD in economics in 1993 from Renmin University of China and is a Research Fellow of Renmin University of China. Mr. Pan is also an expert entitled to Government Special Allowance by the State Council.

Non-executive Directors

Mr. LIN Damao has served as non-executive director of our Bank since January 15, 2009. Mr. Lin previously served in several positions in the MOF, including deputy director of Foreign Economy Division, Foreign Currency and Foreign Affairs Department; deputy director of Foreign Economic Cooperation Division, Foreign Currency and Foreign Affairs Department; director of Foreign Economic Cooperation Division, Foreign Currency and Foreign Affairs Department; director of Foreign Economy Division, Foreign Affairs Department; and director of Foreign Affairs Division, Department of Policies and Legislation. Mr. Lin was appointed as vice counsel of the MOF Department of Policies and Legislation in May 2001. Mr. Lin received a Bachelor's degree in financial accounting in 1979 from Xiamen University and is an Accountant certified by the MOF.

Mr. ZHANG Guoming has served as non-executive director of our Bank since January 15, 2009. Mr. Zhang currently also serves as non-executive director of ABC International Holdings Limited. Mr. Zhang previously served successively in several positions in the MOF, including as officer of Agriculture Department; deputy director of Business Division, Agriculture Department;

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director of Business Division, Agriculture Department; and director of Forestry Division, Agriculture Department. Mr. Zhang was appointed as vice counsel of the MOF Agriculture Department in April 2006. Mr. Zhang received a Bachelor's degree in accounting in 1982 from Shanxi Finance and Economics Institute and is an Accountant certified by the MOF.

Ms. XIN Baorong has served as non-executive director of our Bank since January 15, 2009. Ms. Xin previously served as deputy director, Office of Assessment Center, State Administration of Stated-owned Assets; office director of China Appraisal Society; and director of Human Resources Department, Chinese Institute of Certified Public Accountants. Ms. Xin was appointed as advisor of China Appraisal Society in November 2006. Ms. Xin is now also serving as executive member of China Appraisal Society and director of Work Committee for Female Appraisers. Ms. Xin received a Bachelor's degree in international economics in 1997 from Party School of the Central Committee of the Communist Party of China and is a Senior Engineer certified by the Chinese Academy of Sciences, a China Certified Public Accountant and a China Certified Asset Appraiser.

Mr. SHEN Bingxi has served as non-executive director of our Bank since January 15, 2009. Mr. Shen previously served as deputy director of Financial Market Division, Financial System Reform Department of the PBOC; director of System Reform Division and Currency Policy Research Division, Policy Research Office of the PBOC; director of Currency Policy Division, Research Department of the PBOC; and chief representative of Tokyo Representative Office of the PBOC. Mr. Shen was appointed as deputy chief of Financial Market Department of the PBOC in December 2003; and counsel of Financial Market Department of PBOC in January 2009. Mr. Shen was a guest research fellow at University of Tokyo, and is now supervisor of master students at the Graduate School of the PBOC and adjunct professor of Renmin University of China and Xiamen University. Mr. Shen received a PhD in economics in 1990 from Renmin University of China and is a Research Fellow certified by the PBOC.

Mr. YUAN Linjiang has served as non-executive director of our Bank since January 15, 2009. Mr. Yuan previously served as assistant general manager, Credit Management Department of China Everbright Bank; deputy general manager, Credit Management Department of China Everbright Bank; and deputy general manager, Risk Management Department of China Everbright Bank. Mr. Yuan was appointed as vice president and chief risk officer of China Everbright Bank Beijing branch in August 2005, and president of China Everbright Bank Chongqing branch in December 2007. Mr. Yuan received an EMBA degree in 2009 from Renmin University of China and is an Economist certified by the former PRC Ministry of Material.

Mr. CHENG Fengchao has served as non-executive director of our Bank since January 15, 2009. Mr. Cheng currently also serves as non-executive director of ABC International Holdings Limited. Mr. Cheng previously served as vice director general, Financial Bureau of Pingquan County, Hebei Province; vice director, Administrative Office of Financial Department of Hebei Province; head of Hebei Accounting Firm; vice president and secretary-general, Hebei Institute of Certified Public Accountants; and deputy general manager, Shijiazhuang Office of China Great Wall Asset Management Corporation. Mr. Cheng was appointed as general manager, Valuation Management Department, China Great Wall Asset Management Corporation in January 2001; general manager, Tianjin Office of China Great Wall Asset Management Corporation in January 2006; and general manager, Development Research Department, China Great Wall Asset Management Corporation in August 2008. Mr. Cheng is now also serving as a guest professor of Beijing Technology and Business University, member of Committee for Restructuring of Listed Companies of the CSRC, executive

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member of China Appraisal Society and independent director of Tongfang Co., Ltd. Mr. Cheng received a PhD in management in 2004 from Hunan University and is a Senior Accountant certified by the Professional Qualifications Reform Office of Hebei Province, a China Certified Public Accountant and a China Certified Asset Appraiser.

Independent non-executive Directors

Mr. John Dexter LANGLOIS has served as independent non-executive director of our Bank since January 15, 2009. Mr. Langlois previously served successively as associate professor and chairman of History Department, Bowdoin College, Brunswick, Maine, US from 1973 to 1982; vice president, J.P. Morgan; chairman and managing director of Real Estate Asia Pacific, J.P. Morgan; chairman of China Business, J.P. Morgan; and chief representative of Beijing Representative Office, J.P. Morgan during the period from 1982 to 1999; and visiting professor at East Asian Studies, Princeton University from 1999 to 2001. Mr. Langlois was also appointed as president, later chairman, of Morgan Stanley Properties (China) Co., Ltd. in September 2002, and managing director of Countrywide Capital Markets Asia Limited in April 2006. In addition, Mr. Langlois was a director of Bank of Shanghai from 2000 to 2004; a director of Nanjing City Commercial Bank from 2003 to 2004; a non-executive chairman of the board of directors and a director of Shenzhen Development Bank from January 2005 to June 2006; and an independent non-executive director of China CITIC Bank Corporation Limited (listed on the Hong Kong Stock Exchange under stock code: 998) from January 2007 to September 2008. Mr. Langlois currently serves as chairman of Langlois (Beijing) Investment Advisory Co., Ltd since March 2008. Mr. Langlois received a PhD in East Asian Studies in 1974 from Princeton University and an MBA degree in 1986 from New York University.

Mr. Anthony WU Ting-yuk has served as independent non-executive director of our Bank since January 15, 2009. Mr. Wu previously served as chairman of Far East and China, Ernst & Young PLLC, and chairman of Hong Kong Hospital Authority since October 2004. Mr. Wu is currently serving as chairman of Bauhinia Foundation Research Center, Hong Kong; chairman of Hong Kong General Chamber of Commerce; chief advisor of Greater China, Bank of Tokyo-Mitsubishi; senior advisor of Hong Kong and China, Ernst & Young PLL; member of Hong Kong Commission on Strategic Development; member of Hong Kong Health and Medical Development Advisory Committee; member of Committee for Pearl River Delta Project; member of Board of Directors, United Nations Association of the PRC; and trustee of Foundation of Oxford University. Mr. Wu was appointed as Justice of the Peace in 2004 and awarded Gold Bauhinia Star in 2008 respectively by the Government of Hong Kong. Mr. Wu graduated from Wah Yan College, Hong Kong in 1974, and finished the foundation course in accountancy in Teesside Polytechnic in the United Kingdom in 1975. Mr. Wu then joined the Institute of Chartered Accountants in England & Wales as a student member in 1975 and obtained the Associate Chartered Accountant qualification in 1979. Mr. Wu is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and member of the Ninth, Tenth and Eleventh Chinese People's Political Consultative Conference ("CPPCC") National Committee.

Mr. QIU Dong has served as independent non-executive director of our Bank since January 15, 2009. Mr. Qiu once served as principal of Northeast Finance and Economics University. Mr. Qiu is currently serving as vice president of China National Conditions Research Association; vice president of China Association of Market Information and Research; vice president of Statistical Education Society of China; vice president of National Accounting Society of China; member of the Appraisal Group of Philosophy, Social Science and Planning; member of the Disciplines Evaluation

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Panel of the Academic Degrees Committee of the State Council (Applied Economics); member of the Advisory Committee of the NBSC; member of Economics Teaching Steering Committee for Universities and Colleges, Ministry of Education; member of National Statistical Teaching Material Editing and Censoring Committee; member of Selection Committee for Science and Technology Progress Award on Statistics of China; member of Academic Committee, Center for Applied Statistics, Renmin University of China; invited research fellow of Xi'an Statistic Research Institute; adjunct professor of Southwestern University of Finance and Economics; adjunct professor of Shanxi University of Finance and Economics; and member of Editorial Board of Statistical Research. Mr. Qiu received a PhD in economics in 1990 from Northeast Finance and Economics University. He is a professor and a PhD supervisor of Central University of Finance and Economics, and an expert entitled to Government Special Allowance by the State Council. Mr. Qiu was also a representative of the Tenth National People's Congress.

Of our 13 directors, we have three independent non-executive directors. We have made an application to the CSRC for a waiver from compliance with the requirement that independent non-executive directors comprise at least one-third of our Board of Directors and intend to appoint two additional independent non-executive directors in due course following the listing to comply with such requirement.

Save as disclosed above, there is no other information in respect of each of our directors that is required to be disclosed pursuant to Rule 13.51(2) (a) to (v) of the Listing Rules and there is no other material matters relating to our directors that need to be brought to the attention of our shareholders.

SUPERVISORS

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

<u>Name</u>	<u>Age</u>	<u>Position</u>
CHE Yingxin	55	Chairman of the Board of Supervisors
PAN Xiaojiang	58	Supervisor Representing Shareholders
WANG Yurui	55	Supervisor Representing Employees
WANG Xingchun	46	Supervisor Representing Employees
JIA Xiangsen	55	Supervisor Representing Employees

Mr. CHE Yingxin has served as chairman of the Board of Supervisors of our Bank since January 15, 2009. Mr. Che is responsible for our supervision and management. Mr. Che previously served as governor of Lushi sub-branch of the PBOC; deputy governor of Luoyang branch of the PBOC; governor of Sanmenxia branch of the PBOC; president of Xinyang branch of the PBOC; vice president of Henan Provincial branch of the PBOC; deputy director of the Inspection Bureau of the PBOC; deputy secretary of the Commission for Discipline Inspection and director of the Inspection Bureau of the PBOC; deputy secretary of Communist Party of China Central Commission for Financial Discipline Inspection; director of Financial Inspection Bureau of Ministry of Supervision; and director of Banking Supervision Department I of the CBRC. Mr. Che was appointed as assistant to chairman of the CBRC in February 2005, and chairman of the Board of Supervisors of Key State-owned Financial Institutions in December 2005. Mr. Che holds a Bachelor's degree in economic management.

Mr. PAN Xiaojiang has served as supervisor representing shareholders of our Bank since January 15, 2009. Mr. Pan previously served successively as deputy director of the Accounting Management Department of the MOF; deputy director of Chinese Institute of Certified Public

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Accountants; deputy director, director and deputy director-general of the World Bank Department of the MOF; and deputy director-general of the International Department of the MOF. Mr. Pan was appointed as full-time supervisor (at the deputy bureau level) and deputy office director of the board of supervisors of Bank of China in July 2000; full-time supervisor (at the bureau level) and office director of the board of supervisors of Bank of China in November 2001; and full-time supervisor (at the bureau level) and office director of the Board of Supervisors of our Bank in July 2003. Mr. Pan received a PhD in management from Tsinghua University and is a Senior Economist certified by the MOF and a China Certified Public Accountant.

Mr. WANG Yurui has served as supervisor representing employees of our Bank since April 10, 2009. Mr. Wang was appointed as full-time supervisor (at the director level) of the Board of Supervisors of our Bank in August 2004; then full-time supervisor (at the deputy bureau level) of the Board of Supervisors of our Bank in April 2008; and supervisor representing shareholders of our Bank in January 2009. Mr. Wang previously served successively as deputy director of the Construction and Finance Division of the Science and Education Department, the PBOC; deputy director of the Plan and Finance Division of the Education Department, the PBOC; deputy governor of the PBOC Weihai branch; and deputy director of the Integrated Services Division of the Accounting and Treasury Department, the PBOC. Mr. Wang was appointed as deputy director of the board of supervisors of China Galaxy Securities Company in July 2000, and supervisor (at the director level) of the board of supervisors of Bank of Communications in August 2003. Mr. Wang holds a Bachelor's degree in industrial and civil architecture and is an Engineer certified by the PBOC. Mr. Wang was a member of the seventh and the eighth All-China Youth Federation and a member of the tenth CPPCC Standing Committee of Xicheng District of Beijing.

Mr. WANG Xingchun has served as supervisor representing employees of our Bank since April 10, 2009. Mr. Wang previously served successively in our head office as officer and deputy chief of the Policy Research Division of the Research Office, chief of the Policy Research Division of the Development Planning Department, assistant to general manager of the Development Planning Department, and assistant to general manager of the Market Development Department. Mr. Wang was appointed to several positions in our head office, including deputy general manager of the Market Development Department in May 1998, deputy general manager of the Training Department in December 2000, vice president of Tianjin Training Institute of our Bank in February 2002; general manager of the Legal Affairs Department in November 2003; general manager of the Legal and Compliance Department in June 2006; and general manager of the Legal Affairs Department in July 2008. Mr. Wang received a Master's degree in economics from the Graduate School of the PBOC and is a Senior Economist certified by our Bank.

Mr. JIA Xiangsen has served as supervisor representing employees of our Bank since April 10, 2009. Mr. Jia previously served successively as officer and deputy section chief of the PBOC Beijing Branch, and deputy director of the PBOC Beijing Fengtai District Office. Then Mr. Jia served in several positions in our Bank, including vice president of Beijing Fengtai sub-branch, deputy chief of the Education Division of our Beijing branch, deputy director of the Credit Cooperation Management Department of our Beijing branch and deputy chief of the Science and Technology Division of our Beijing branch. Mr. Jia also once served as president of our Beijing Dongcheng sub-branch and assistant to president of our Beijing branch. Mr. Jia was appointed as vice president of our Beijing branch in November 1994, general manager of the Corporate Banking Department of our Bank in December 2000, president of our Guangdong branch in November 2003, and principal of the Audit

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Office of our Bank in April 2008. Mr. Jia graduated from a Master program in money and banking at the Chinese Academy of Social Sciences and is a Senior Economist certified by our Bank.

SENIOR MANAGEMENT

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

Name	Age	Position
ZHANG Yun	51	Vice Chairman, Executive Director, President
YANG Kun	51	Executive Director, Executive Vice President
ZHU Hongbo	47	Executive Vice President, Secretary of the Party Discipline Committee
GUO Haoda	52	Executive Vice President
PAN Gongsheng	46	Executive Director, Executive Vice President
CAI Huaxiang	50	Executive Vice President
LI Zhenjiang	39	Secretary to the Board of Directors, Company Secretary

For detailed biographies of **Mr. ZHANG Yun, Mr. YANG Kun and Mr. PAN Gongsheng**, please see “Directors” above. The biographies of other senior management personnel are as follows:

Mr. ZHU Hongbo has served as executive vice president and secretary of the Party Discipline Committee of our Bank since February 2010. Mr. Zhu is primarily responsible for our County Area Banking Business and relevant supervisory matters. Mr. Zhu previously served successively as deputy director and director of the General Office of our Bank; and president of our Hainan Branch, Jiangsu Branch and Beijing Branch. Mr. Zhu was appointed as secretary of the Party Discipline Committee of our Bank since April 2008. Mr. Zhu received a PhD in management from Nanjing University and is a Senior Economist certified by our Bank.

Mr. GUO Haoda served as executive vice president of our Bank and president of our Beijing branch from January 2009 to March 2010 and has served as executive vice president of our Bank since March 2010. Mr. Guo is primarily responsible for our corporate banking business development and matters in relation to custodian management, operational management and settlement and cash management. Mr. Guo previously served successively as vice president and president of our Jiangsu province Suzhou branch; president of our Shenzhen branch; and president of our Jiangsu branch. Mr. Guo was appointed as executive vice president of our Bank and president of our Beijing Branch in April 2008. Mr. Guo holds a Bachelor’s degree in accounting and is a Senior Economist certified by our Bank. Mr. Guo is an expert entitled to Government Special Allowance by the State Council. Mr. Guo received National May 1st Labor Medal in 2003.

Mr. CAI Huaxiang has served as executive vice president of our Bank since February 2010. Mr. Cai is primarily responsible for our assets disposal, security and safeguarding as well as matters in related to labor union. Mr. Cai previously served successively as deputy director of the Personnel Bureau of China Development Bank; president of Nanchang Branch and Jiangxi Branch of China Development Bank; general manager of Operation Department of China Development Bank and president of Beijing Branch of China Development Bank. Mr. Cai was appointed as vice president of China Development Bank Corporation in September 2008. Mr. Cai received a Master’s degree in engineering from China University of Geosciences and is a Senior Economist certified by Agricultural Development Bank of China.

Mr. LI Zhenjiang has served as secretary to the Board of Directors, managing director of the Office of Board of Directors and deputy executive director of the Restructuring Office of our Bank

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since January 2009. Mr. Li previously served successively as chief of Policy Research Division of the PBOC General Administration Department and vice director of the Integrated Management Department of the PBOC Shanghai Head Office. Mr. Li was appointed as deputy director of our Restructuring Office in August 2007, director of our Research Office in January 2008, and general manager of our Strategic Management Department in October 2008. Mr. Li received a PhD in economics from Nankai University and is a Senior Economist certified by the PBOC.

COMPANY SECRETARY

Mr. LI Zhenjiang also has served as company secretary of our Bank since April 2010. For the biography of Mr. Li, see “Senior Management” above.

Ms. WOO Lee Wah Cecilia has been appointed to act as an assistant to the company secretary of our Bank since April 2010. For the biography of Ms. Woo, see “Waiver from Rules 8.17 and 19A.16 of the Listing Rules” below.

BOARD OF DIRECTORS COMMITTEES

Our Board of Directors delegates certain responsibilities to various committees. We have formed five committees, namely strategic planning, County Area Banking Business development, audit, nomination and remuneration and Risk Management Committees, and a related party transactions management committee under the Risk Management Committee.

Strategic Planning Committee

Our strategic planning committee consists of 11 directors, including the chairman Mr. XIANG Junbo, the vice chairman, Mr. ZHANG Yun and the directors Mr. YANG Kun, Mr. PAN Gongsheng, Mr. ZHANG Guoming, Ms. XIN Baorong, Mr. SHEN Binxi, Mr. YUAN Linjiang, Mr. CHENG Fengchao, Mr. John Dexter LANGLOIS and Mr. Anthony WU Ting-yuk. Our chairman Mr. XIANG Junbo is the chairman of the strategic planning committee. The primary duties of the strategic planning committee are to review and propose general development strategy and specific strategic development plans, evaluate factors having an impact on strategic development and implementation in light of domestic and international financial conditions and market changes as well as the overall development of our banking businesses, and propose adjustments to our strategic plan and advice to our Board of Directors and perform other duties and responsibilities as assigned by our Board of Directors.

County Area Banking Business Development Committee

The County Area Banking Business development committee consists of six directors, including the vice chairman, Mr. ZHANG Yun and the directors Mr. YANG Kun, Mr. ZHANG Guoming, Ms. XIN Baorong, Mr. SHEN Bingxi and Mr. QIU Dong, among whom the vice chairman Mr. ZHANG Yun is the chairman of the County Area Banking Business development committee. The primary duties of the County Area Banking Business development committee are to review development strategic plan of County Area Banking Business, and propose to our Board of Directors in line with the general development strategic plan, evaluate factors having material impacts on County Area Banking Business and propose adjustment to development strategic plan to our Board of Directors, monitor our business development plan, policy and general management systems of County Area Banking Business and perform other duties and responsibilities as assigned by our Board of Directors.

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Audit Committee

We have established an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the Code on Corporate Governance Practices, as set out in Appendix 14 to the Listing Rules. The Audit Committee consists of two non-executive directors, being Mr. LIN Damao and Ms. XIN Baorong, and three independent non-executive directors, being Mr. Anthony WU Ting-yuk, an independent non-executive director with appropriate accounting qualifications as required under Rule 3.10(2) of the Listing Rules who serves as chairman of the committee, Mr. John Dexter LANGLOIS and Mr. QIU Dong. The primary duties of the Audit Committee are to supervise our internal controls, inspect and evaluate compliance matters in relation to our core business, relevant rules and material operation, review our critical accounting policies and their implementation, supervise our financial and operational status and perform other duties and responsibilities as assigned by our Board of Directors.

Nomination and Remuneration Committee

The nomination and remuneration committee consists of one executive director, being vice chairman Mr. ZHANG Yun, two non-executive directors, being Mr. LIN Damao and Mr. SHEN Bingxi and three independent non-executive directors, being Mr. John Dexter LANGLOIS, Mr. Anthony WU Ting-yuk and Mr. QIU Dong. Mr. QIU Dong is the chairman of the nomination and remuneration committee. The primary duties of the nomination and remuneration committee are to propose appointment standards and procedures for directors, chairman and members of Board of Directors committees as well as senior management, review qualifications and conditions for appointment of directors, president, secretary to the Board of Directors, vice president and other senior management nominated by the president and make proposals to our Board of Directors, draft assessment measures for directors and senior management and compensation plan for directors, supervisors and senior management and perform other duties and responsibilities as assigned by our Board of Directors. We do not comply with paragraph B1 of the Code on Corporate Governance Practices, as set out in Appendix 14 to the Listing Rules as the independent non-executive directors are not a majority of members of the nomination and remuneration committee. However, we expect to comply with such requirement in due course following our listing.

Risk Management Committee

The Risk Management Committee consists of seven directors, including Mr. YANG Kun, Mr. LIN Damao, Mr. ZHANG Guoming, Mr. YUAN Linjiang, Mr. CHENG Fengchao, Mr. John Dexter LANGLOIS and Mr. QIU Dong. Mr. John Dexter LANGLOIS is the chairman of the Risk Management Committee. The Risk Management Committee is responsible for reviewing and approving risk management strategies, policies and procedures of risk management and internal control in line with our general development strategies, supervising and evaluating their implementation and effectiveness, making recommendations to our Board of Directors and performing other duties and responsibilities as assigned by our Board of Directors.

We have established a related party transactions management committee under the Risk Management Committee. The related party transactions management committee consists of three directors, including Mr. YUAN Linjiang, Mr. John Dexter LANGLOIS and Mr. QIU Dong. Mr. John Dexter LANGLOIS is the chairman of the related party transactions management committee. The primary function of the related party transactions management committee is to manage related party

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transaction matters, review and approve our general management system for related party transactions, supervise its implementation and make proposals to our Board of Directors.

WAIVER FROM RULES 8.17 AND 19A.16 OF THE LISTING RULES

Mr. LI Zhenjiang, our company secretary, does not possess the relevant qualifications under Rule 8.17 of the Listing Rules. Our company has appointed Ms. WOO Lee Wah Cecilia to act as an assistant to Mr. Li for a minimum period of three years after the Listing Date, to ensure that Mr. Li will be able to acquire the necessary experience to satisfy the requirements of Rule 8.17(3) of the Listing Rules. Ms. Woo is a Hong Kong resident and a Hong Kong qualified solicitor (which is the required qualification stipulated in Rule 8.17(2) of the Listing Rules). She currently serves as the Head of Legal & Compliance Department at ABC International Holdings Limited, a wholly-owned subsidiary of the Company. Ms. Woo received a Bachelor of Laws degree from the University of Leicester, United Kingdom. In this regard, we also have procedures in place to provide Mr. Li with appropriate training in order to enable Mr. Li to acquire such necessary experience. We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rule 8.17 and Rule 19A.16 of the Listing Rules, in appointing Mr. Li as our company secretary for a period of three years under the condition that and only so long as Ms. Woo is appointed as an assistant to Mr. Li as described above. The waiver will be revoked if Ms. Woo ceases to be the assistant to Mr. Li during the three years after the Listing Date. Upon the expiry of the three-year period, we will re-evaluate the qualifications of Mr. Li to determine whether the requirements of Rule 8.17 of the Listing Rules can be satisfied.

WAIVER FROM RULES 8.12 AND 19A.15 OF THE LISTING RULES

According to Rules 8.12 and 19A.15 of the Listing Rules, an issuer must have sufficient management presence in Hong Kong, normally meaning that at least two of the issuer's executive directors must be ordinarily resident in Hong Kong. Currently, none of our executive directors resides in Hong Kong. Since our principal operations are located in China, we do not and, for the foreseeable future, will not have a sufficient management presence in Hong Kong. Accordingly, we have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted us, a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules, subject to the conditions that, among other things, we maintain the following arrangements to maintain effective communication between us and the Hong Kong Stock Exchange.

We have appointed two authorized representatives, namely Mr. ZHANG Yun and Mr. LI Zhenjiang, who will act at all times as our principal channel of communication with the Hong Kong Stock Exchange. The authorized representatives will be readily contactable by telephone, facsimile and email to deal promptly with inquiries from the Hong Kong Stock Exchange.

Each of our authorized representatives has access to our Board of Directors and senior management at all times. Each director has provided their respective mobile phone numbers, office phone numbers, e-mail addresses and facsimile numbers to the Hong Kong Stock Exchange. Each of our directors, through the authorized representatives, will be readily contactable by telephone, facsimile or email. Each of our executive directors, non-executive directors and independent non-executive directors who are not ordinarily residents of Hong Kong holds a valid travel document for travel to Hong Kong, and will make themselves available in Hong Kong if required to meet with the Hong Kong Stock Exchange at a reasonable period of time.

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We have, in compliance with Rule 3A.19 of the Listing Rules, appointed Goldman Sachs (Asia) L.L.C. and China International Capital Corporation Hong Kong Securities Limited as our compliance advisors who will, among other things, act as our principal channel of communication with the Hong Kong Stock Exchange, in addition to our authorized representatives. The compliance advisors will provide the Hong Kong Stock Exchange with the names, home and office telephone numbers and facsimile numbers of their representatives, who will act as the compliance advisors' contact with the Hong Kong Stock Exchange and the Bank pursuant to Rule 19A.06(4) of the Listing Rules. See "Compliance Advisors" below.

COMPENSATION OF DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

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 receive compensation based on their responsibilities, and as of the Latest Practicable Date, our non-executive directors (except for independent non-executive directors) have not received any compensation from us. The aggregate amount of pre-tax compensation paid to our directors, supervisors and senior management members for the three years ended December 31, 2009, 2008 and 2007 was approximately RMB17.37 million, RMB8.41 million and RMB8.71 million, respectively. As required by PRC regulations and rules, we participate in various social security plans and housing provident fund plans organized by provincial and municipal governments, and provide supplementary medical insurance and other benefits for our employees (including employees who are directors, supervisors and senior management members). Among the above aggregate amount of pre-tax compensation, we contributed approximately RMB2.83 million, RMB1.46 million and RMB1.06 million in aggregate to these plans and benefits for our directors, supervisors and senior management members for the three years ended December 31, 2009, 2008 and 2007, respectively.

The aggregate amount of pre-tax compensation we paid to our five highest paid individuals for the three years ended December 31, 2009, 2008 and 2007 was approximately RMB7.20 million, RMB6.06 million and RMB6.49 million, respectively.

Pursuant to the Regulatory Measure on Approval of Remuneration for Responsible Personnel of Central Financial Enterprises promulgated by the MOF, 50% of the performance-related annual salaries of the year of 2009 for our directors, chairman of the Board of Supervisors and senior management members was paid immediately, and one-third of the other 50% of the performance-related annual salaries will be paid every year in 2010, 2011 and 2012, 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 three years ended December 31, 2009, 2008 and 2007. Further, none of our directors had waived any remuneration during the same period.

Save as disclosed above, no other payments have been paid or are payable, in respect of the three years ended December 31, 2009, 2008 and 2007, by us or any of our subsidiaries to our directors.

COMPLIANCE ADVISORS

We have appointed Goldman Sachs (Asia) L.L.C. and China International Capital Corporation Hong Kong Securities Limited as our compliance advisors pursuant to Rule 3A.19 of the Listing Rules.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Pursuant to Rule 3A.23 of the Listing Rules, our compliance advisors will advise us in the following circumstances:

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

The term of the appointment shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.