

## **Responsibilities of the Board of Directors**

As the decision-making body of the Bank, the Board of Directors is accountable to the general meeting and responsible for implementing the resolutions of the general meeting. The Board of Directors mainly exercises the following powers and rights: convening general meetings and implementing the resolutions approved at general meetings; deciding on the business development strategies, business plans and investment proposals of the Bank; formulating annual budgets, final accounts, profit distribution plans and loss recovery plans of the Bank; formulating proposals on the increase or reduction of the Bank's registered capital and the issue of bonds and other securities and the listing of the Bank; formulating proposals on material acquisitions by the Bank, repurchase of the Shares or merger, division, dissolution or change of the corporate form; deciding on external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrustment of wealth management and other matters of the Bank within the scope of authority granted by the general meetings; examining and approving the related party transactions which require approval by the Board of Directors as stipulated by the laws, administrative regulations, departmental rules, regulatory documents and regulations of securities regulatory authorities of the locality where the Bank's stocks are listed; deciding on the establishment of the Bank's internal management departments; appointing or removing the Bank's president and secretary to the Board of Directors, deciding to appoint or removing the Bank's senior management personnel including the vice presidents, assistants to the president and chief financial officer of the Bank in accordance with the recommendations of the president, and determining their remunerations, rewards and punishment; formulating the basic management systems of the Bank, deciding on the policies on risk management, internal control and compliance policy of the Bank; formulating amendment proposals on amendments to the Articles of Association, the rules of procedures of general meetings and Board meetings; proposing the appointment, dismissal or discontinuance of appointment of accounting firms at the general meeting; supervising the performance of the senior management, receiving the president's work report and examining the president's work; managing the information disclosure of the Bank and taking ultimate responsibility for the completeness and accuracy of the Bank's accounting and financial reporting systems; reviewing any material capital expenditure, contract and commitment which exceeds the expenditure limit for senior management set by the Board of Directors; and other powers and rights

stipulated by laws, administrative regulations, departmental rules or the Articles of Association, and those conferred by the general meetings.

As the administrative body of the Board of Directors, the office of the Board is responsible for the preparation of general meetings and the meetings of the Board of Directors and special committees of the Board of Directors, information disclosure, investor relations management and other daily affairs.

## **The Special Committees of the Board**

### **Strategic Development Committee**

The Strategic Development Committee of the Bank currently consists of 1 executive Director (Mr. XIA Hua) and 2 non-executive Directors (Ms. WANG Dan and Mr. WANG Shihao).

The Strategic Development Committee is mainly responsible for researching the Bank's long-term development strategy and significant investment decisions, setting business and management objectives and long-term development strategy for the Bank, making recommendations for the Bank's significant investment decisions, supervising and checking the implementation of annual business plans and investment plans, communicating regularly with the senior management and heads of departments in relation to the operations and risks of the Bank, providing advice and suggestions, and other matters under the authority granted by the Board.

## **Risk Management Committee**

The Risk Management Committee of the Bank consists of 2 non-executive Directors (Mr. JI Hongjun and Mr. WANG Shihao) and 1 independent non-executive Director (Ms. LI Yanyan). The chairman of Risk Management Committee is Mr. WANG Shihao, a non-executive Director.

The Risk Management Committee is mainly responsible for controlling, managing, monitoring and assessing risks of the Bank, reviewing risk control principles, objectives and policies of the Bank and reporting them to the Board of Directors for consideration and approval; reviewing risk management measures of the Bank; examining and supervising the risk management work carried out by the senior management in all aspects; conducting surveys and evaluations on risk policies, management status and risk tolerance levels of the Bank on a regular basis and reporting to the Board of Directors; providing recommendations on improving risk management and internal control of the Bank; and formulating authorization management plan for the Bank and reporting to the Board of Directors and general meetings for consideration and approval.

## **Related Party Transactions Control Committee**

The Related Party Transactions Control Committee of the Bank consists of 1 non-executive Director (Mr. JI Hongjun) and 2 independent non-executive Directors (Ms. LI Yanyan and Mr. SONG Ke). The chairman of Related Party Transactions Control Committee is Mr. SONG Ke, an independent non-executive Director.

The Related Party Transactions Control Committee is mainly responsible for the management, review and approval of related party transactions, focusing on the compliance, fairness and necessity of related party transactions and controlling the risk of related party transactions; formulating rules and management framework relating to related party transactions and submitting the same to the Board of Directors for approval; reviewing related party transactions subject to the approval of the Board of Directors and general meetings and other matters.

## **Audit Committee**

The Audit Committee of the Bank consists of 1 non-executive Director (Mr. LIU Bingheng) and 2 independent non-executive Directors (Ms. LI Shuk Yin Edwina and Mr. LI Xiaojian). The chairman of the Audit Committee is Ms. LI Shuk Yin Edwina, an independent non-executive Director.

The Audit Committee is mainly responsible for reviewing the risks and compliance status, internal control management system, accounting policies, auditing basic management system, financial reporting procedures and financial position of the Bank, auditing the financial information of the Bank, making judgment on audited financial report and submitting it to the Board for consideration; making recommendations on the appointment and change of external audit firm, coordinating the communications between internal audit department and external auditors; taking charge of the Bank's annual audit and overseeing the senior management to rectify the issues raised in the audit and implement audit recommendations; reviewing, evaluating and reporting to the Board of Directors on the internal audit on a regular basis.

## **Nomination Committee**

The Nomination Committee of the Bank consists of 1 non-executive Director (Ms. WANG Dan) and 2 independent non-executive Directors (Mr. LI Xiaojian and Mr. SONG Ke). The chairman of the Nomination Committee is Mr. LI Xiaojian, an independent non-executive Director.

The Nomination Committee is responsible for reviewing the structure, size and composition (including skills, knowledge, experience, diversity and independence) of the Board and the management every year, and advising the Board on proposed changes to the Board based on the strategy of the Bank; developing the criteria and procedures for selecting Directors and senior management personnel, and formulating or revising the Board diversity policy; searching for qualified candidates for Directors and submitting nominations to the Board; assessing the independence of independent non-executive Directors; conducting preliminary review of the qualifications of candidates for Directors and senior management personnel, and making recommendations to the Board; and widely searching for qualified candidates for Directors and senior management.

## **Remuneration and Assessment Committee**

The Remuneration and Assessment Committee of the Bank consists of 1 non-executive Director (Mr. WANG Shihao) and 2 independent non-executive Directors (Ms. LI Yanyan and Ms. LI Shuk Yin Edwina). The chairman of the Remuneration and Assessment Committee is Ms. Li Yanyan, an independent non-executive Director.

The Remuneration and Assessment Committee is mainly responsible for reviewing the remuneration management system and policies of the Bank, studying the criteria for appraising Directors and senior management personnel, and conducting the appraisal and making proposals; making proposals to the Board in respect of the remuneration policies and structures for Directors and senior management of the Bank and the formulated remuneration policies with a view to establishing a set of formal and transparent procedures, supervising and modifying the implementation of the Bank's remuneration policies; making recommendations to the Board on the remuneration packages of individual executive Directors and senior management; reviewing the duties performed by Directors (including executive Directors) and senior management and conducting annual performance appraisal on them; reviewing and approving any share scheme (if any) of the Bank under the Stock Exchange Listing Rules.

## **Consumer Rights Protection Committee**

The Consumer Rights Protection Committee of the Bank consists of 1 executive Director (Mr. XIA Hua) and 2 non-executive Directors (Mr. JI Hongjun and Mr. WANG Shihao). The chairman of Consumer Rights Protection Committee is Mr. WANG Shihao, a non-executive Director.

The Consumer Rights Protection Committee is mainly responsible for formulating the Bank's development goals, strategies and plans for the protection of consumer rights, deploying and coordinating for the protection of consumer rights and conducting research on major issues concerning consumer rights protection, regularly communicating with the senior management and heads of departments about consumer rights protection of the Bank and giving comments and suggestions, supervising and inspecting the implementation of the annual work plan, and other matters under the authority granted by the Board of Directors.

**The list of the members of the Board of Directors is set out below:**

<b>Name</b>	<b>Position in the Bank</b>
XIA Hua (夏华)	Vice Chairman, Executive Director, Secretary of the Board of Directors
WANG Dan (王丹)	Non-executive Director
LIU Bingheng (刘炳恒)	Non-executive Director
JI Hongjun (姬宏俊)	Non-executive Director
WANG Shihao (王世豪)	Non-executive Director
LI Yanyan (李燕燕)	Independent non-executive Director
LI Xiaojian (李小建)	Independent non-executive Director
SONG Ke (宋科)	Independent non-executive Director
LI Shuk Yin Edwina (李淑贤)	Independent non-executive Director