

Bank of Gansu Co., Ltd.

Terms of Reference of the Strategy and Development Committee of the Board of Directors

Chapter I General

Article 1 In order to meet the requirements for establishing modern financial enterprise systems, optimize the corporate governance structure of Bank of Gansu Co., Ltd. (the “Bank”), regulate the operation of the Board of Directors, ensure the development planning of the Bank and improve the returns and quality of material investment decisions, these terms are hereby formulated in accordance with the Company Law of the PRC, the Guidelines on Corporate Governance of Commercial Banks, the Guidelines on Due Diligence Performance of the Board of Directors of Joint Stock Commercial Banks (Provisional), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws and regulations, normative documents and the Articles of Association of the Bank of Gansu Co., Ltd. (H Shares) (the “Articles”).

Article 2 The Strategy and Development Committee of the Board of Directors is a specialized working body established in accordance with relevant regulations and based on the Bank’s actual needs, which is responsible for undertaking research into the medium-to-long term development strategies, operating objectives and material investment decisions of the Bank and providing relevant proposals.

Article 3 The Strategy and Development Committee of the Board of Directors is accountable to the Board and fulfills its duties upon authorization of the Board. If necessary, the Committee can engage intermediary agencies to provide professional opinions for its decision-making, and the expenses incurred will be borne by the Bank.

Article 4 The Strategy and Development Committee of the Board of Directors sets an office (acted concurrently by the Strategy and Development Department of the Bank) for managing daily affairs of the Strategy and Development Committee. Major responsibilities of the office include daily contact within the Committee, meeting preparations of the Committee including preparation of meeting notice, preparation of meeting materials, production and execution of minutes and resolutions for meetings, preservation of meeting files of the Committee and other work assigned by the Committee.

Chapter II Composition and Term of Office

Article 5 The Strategy and Development Committee comprises three or more Directors.

Article 6 The Strategy and Development Committee shall have a chairman to take charge of convening committee meetings and the work of the Committee. The chairman shall be nominated by the Chairman of the Board of Directors and elected by the Board of Directors.

Article 7 Members of the Strategy and Development Committee shall be nominated by the Chairman of the Board of Directors and elected by the Board of Directors. Removal of members of the Strategy and Development Committee shall be determined by the Board of Directors.

Article 8 Members of the Strategy and Development Committee must have strong capability of analyzing and judging macro economy, be equipped with related professional knowledge or have relevant working background and be able to handle complicated problems concerning the development strategies and material investments of the Bank.

Article 9 The term of office of the Strategy and Development Committee shall be identical to that of the Board of Directors, and members of the Committee may be re-elected or re-appointed upon expiration of their terms of office. If any member ceases to be a director of the Bank during his/her term of office or any member who shall have been qualified as an independent non-executive director no longer possesses the independence as required by the laws and regulations, the Hong Kong Listing Rules and the Articles, he/she shall automatically be disqualified as a member. The Board of Directors shall fill the vacancy according to the preceding Clauses 5 to 8. The term of office of the replacing member shall be identical with that of his/her term as a director or an independent non-executive director.

Chapter III Responsibilities and Authorization

Article 10 The Strategy and Development Committee is mainly responsible for formulating the operating and management objectives and long-term development strategies of the Bank, supervising and examining the implementation of annual operating plans and investment plans of the Bank. Its principal responsibilities include the followings:

- (I) formulating the Bank's business objectives;
- (II) formulating the Bank's medium-to-long term development plans and development strategies;
- (III) supervising and examining the implementation of the Bank's annual business plans and investment plans of the Bank; and
- (IV) other matters required by the laws, regulations and regulatory authorities and authorized by the Board of Directors.

Chapter IV Decision-making Procedures

Article 11 Departments of the Bank shall submit to the Strategy and Development Committee materials including the medium-to-long term development plans and preliminary feasibility reports of material investments, financing, acquisition, merger and asset operation projects. The Strategy and Development Committee shall conduct a preliminary review of such materials, sign and issue letters of intent for project approval and submit official proposals to the Board of Directors.

Article 12 The Board of Directors shall convene a Board meeting based on the proposals submitted by the Strategy and Development Committee to discuss and make resolutions. Resolutions subject to the approval of the shareholders' general meeting as stipulated by relevant laws and regulations, the Hong Kong Listing Rules and the Articles of Association of the Bank shall be decided at a shareholders' general meeting.

Chapter V Rules of Procedure

Article 13 The Strategy and Development Committee shall hold at least two meetings every year. The notice of the meeting shall be sent to all members and other invited attendees three days before the meeting (excluding the date of the meeting) (or within any other period agreed by members of the Strategy and Development Committee), together with the documents of the meeting. The meetings shall be chaired by the chairman of the Committee, and if he/she is unable to attend the meeting, he/she shall entrust another member in writing to preside over the meeting.

Article 14 The quorum of a meeting of the Strategy and Development Committee shall be more than two thirds (inclusive) of the members. If a member is unable to attend the meeting for any reason, he/she shall appoint another member to attend on his/her behalf.

The proxy form shall be in writing and shall specify the names of both the delegating party and the proxy, entrusted matters, the scope of authorization of the delegating party, term, brief opinions on each proposal and instructions on voting intention for the proposals, and shall be signed by the delegating party and the proxy.

Members attending the meetings on behalf of other members shall exercise the power of members within the scope of authorization.

Article 15 Any member of the Strategy and Development Committee who fails to attend a meeting in person and fails to appoint another member to attend the meeting on his/her behalf shall be deemed absent from the meeting. Any member of the Strategy and Development Committee who fails to attend meetings for two consecutive times shall be deemed unable to fulfill his/her duties. The Board of Directors may dismiss his/her role as the member.

Article 16 Each member shall have one vote, the voting methods include showing of hands or by open vote, and in an extraordinary meeting, the members can vote by means of communication.

Resolutions of the Committee meeting shall be passed by more than half of all the members, and the resolutions and voting results shall be reported to the Board of Directors in writing for documentation.

Article 17 The Strategy and Development Committee may invite other Directors, Supervisors, the President or other senior management officers of the Bank to attend its meeting.

Article 18 The Strategy and Development Committee shall keep minutes of its meetings and members present at the meetings shall sign on such minutes. Such minutes, resolutions and other documents shall be kept by the office of the Strategy and Development Committee and filed at the end of the year.

Article 19 Members attending the meeting shall assume confidentiality obligations on matters considered at such meeting, and shall not disclose any relevant information without explicit authorization of the Board of Directors.

Chapter VI Miscellaneous

Article 20 In the event of any matter not covered by these terms, relevant national laws, regulations, the Hong Kong Listing Rules and the Articles shall prevail; if there is any conflict between these terms and the subsequently promulgated laws, regulations, departmental rules, requirements of the securities regulatory authorities of the place where the shares of the Bank are listed, the Hong Kong Listing Rules or the Articles amended pursuant to the legitimate procedures, relevant national laws, regulations, departmental rules, requirements of securities regulatory authorities of the place where the shares of the Bank are listed, the Hong Kong Listing Rules and the Articles shall prevail.

Article 21 These terms are subject to the interpretation and revision by the Board of Directors.

Article 22 These terms are subject to the consideration and approval of the Board of Directors and shall take effect and be implemented from the date of listing of the overseas-listed foreign shares (H Shares) issued by the Bank on The Stock Exchange of Hong Kong Limited.