

Nomination Policy of Board of Directors in Bank of Gansu Co., Ltd.

1.Target

1.1 The policy is aimed at listing the guidelines guiding the nomination of the Board of Directors and the selection, appointment and reappointment of the directors of Bank of Gansu Co., Ltd. (the “Bank”) by its Nomination and Remuneration Committee.

1.2 This policy aims at ensuring that the directors of the Board of this bank can strike balance in terms of skills, experience, knowledge and diversified viewpoints, and fit in with the business requirements of the Bank.

2. Selection Standards

2.1 Nomination and Remuneration Committee will take the following conditions into consideration to evaluate, select and suggest one or more candidates to the Board of Directors as director(s), including but not limited to:

- (1) Honesty;
- (2) Achievements and experience related to business sections involved in the transactions of the Bank;
- (3) Assumption of responsibilities of the Board of Directors as far as the available time and relevant interests are concerned;

(4) Diversification of all aspects of the Board of Directors, including but not limited to gender, age, cultural and educational background, ethnic group, professional experience, skills, knowledge and term of service;

(5) Such person(s) are capable of assisting and supporting the managerial level and make tremendous contribution to the success of the Bank;

(6) Conforming to the independent principle listed in relevant Chinese laws, regulations, rules, standard documents and “Rules Governing the Listing of Securities on The Stock Exchange of Hongkong Limited” as regards the appointment of independent non-executive directors;

(7) Any of other relevant elements determined from time to time by Nomination and Remuneration Committee or the Board of Directors.

The above-mentioned elements are just for reference, they do not aim at covering all elements and do not have a decisive role to play. Nomination and Remuneration Committee can determine upon the nomination of any appropriate staff it deems appropriate.

2.2 Both the appointment of any candidate of the Board of Directors and the reappointment of any existing member of the Board of Directors have to proceed as per company governance

systems such as the corporate regulations of the Bank and other relevant laws, regulations, rules and standard documents.

2.3 Candidates will be required to deliver the personal materials needed with given format and letters of consent so as to show their agreement to the appointment as directors. They shall also consent with the revelation of their personal information as regards their participation in the selection of directors or related things in any document or relevant website. Nomination and Remuneration Committee can require candidates to provide extra materials and documents if necessary.

3. Procedures of Nominating Directors

3.1 Nomination and Remuneration Committee can inquire after any source it regards appropriate while choosing or selecting appropriate candidates, for example: referral of existing directors, advertising, recommendation of third-party agencies and suggestions of shareholders of the Bank, etc.;

3.2 Nomination and Remuneration Committee can adopt any procedure it deems appropriate while evaluating the appropriateness of candidates, for example: interview, background checking, introduction and self-statement as well as examination of third-party referral;

3.3 Nomination and Remuneration Committee will consider various candidates inside and outside the interpersonal network of the Board of Directors;

3.4 After considering whether a candidate is fit for the position of director, Nomination and Remuneration Committee will hold meetings and approve of suggestions to the Board of Directors through written resolutions, the Board of Directors will decide whether to propose the nomination of relevant candidates to the Board of Shareholders for review;

3.5 The Board of Shareholders of the Bank have the final say in determining the appointment of candidates for directors.

4. Liabilities

4.1 The Board of Directors of the Bank bear the ultimate responsibility for the selection of directors, and the Board of Shareholders of the Bank bear the ultimate responsibility for the appointment of directors.

5. Supervision and Report

5.1 Nomination and Remuneration Committee will report the member combination of the Board of Directors in “Enterprise Management and Governance Report” and supervise the execution of this policy.

6. Inspect This Policy

6.1 Nomination and Remuneration Committee will inspect this policy at appropriate time to ensure the effectiveness of this policy. It will also discuss any revisions that need to be made and approve of them at the right moment.

7. Reference of This Policy

7.1 The publication of this policy can be referred to by the public on the website of the Bank.

7.2 An overview of this policy and progress of meeting standards will be disclosed in “Enterprise Management and Control Report”.