

## **Industrial Bank Co., Ltd.**

### **The Working System of Annual Report of Independent Director**

(Adopted at the Sixth Meeting of the Sixth Session of the Board of Directors on  
February 4, 2008)

Article 1 This working system is formulated for the purposes of further improving the corporate governance, giving play to the role of independent directors, regulating the preparation and disclosure procedures of the annual report, and maintaining the independent audit work, in line with such rules and regulations as the *Guidance on the Management of Joint-stock Commercial Banking Companies*, *Code of Corporate Governance for Listed Companies in China*, *Measures on the Management of Information Disclosure by Listed Companies*, and *Guiding Opinions on the Establishment of the Systems of Independent Directors*, as well as the relevant supervisory requirements of China Securities Regulatory Commission (CSRC), and the relevant rules of the Articles of Association of the Industrial Bank Co., Ltd. (IB).

Article 2 Independent directors shall fulfill their responsibilities and duties practically, and perform their work diligently and conscientiously.

Article 3 The corporate management shall report to each independent director the operating situation and progress of major corporate issues during the year comprehensively within three months after the end of each fiscal year. It shall arrange independent directors for the field investigation and survey with regard to relevant corporate issues when necessary.

For the above-mentioned issues, there should be due written records and the signatures of the parties on documents if necessary.

Article 4 Independent directors shall review and verify the relevant qualifications of securities and futures of the accounting firm to be employed by the Company and the qualification of the certified public accountant providing annual financial statement auditing services (hereinafter referred to as the “certified public accountant for annual auditing”) to the Company.

Article 5 The financial manager of the Company shall submit the work arrangement of annual auditing and other relevant information to each independent director in written form before the certified public accountant for annual auditing enters the Company for the auditing work.

Article 6 After the certified public accountant for annual auditing provides the preliminary auditing opinion and before a board meeting is convened to review the annual report, the Company shall arrange for at least one meeting with the participation of each independent director and the certified public accountant to discuss and communicate about the problems identified during the auditing. Independent directors shall perform the duties of participation in the meeting and there should be a written record of the meeting affixed with the signatures of the parties.

Article 7 Independent directors and secret-related personnel shall have the obligation of confidentiality during the preparation of annual report, and may not disclose any information on the annual report in any form or by any means to the public or specific persons before the release of the reports.

Article 8 The secretary of the IB Board of Directors is responsible for the coordination between independent directors and the management, and actively creates necessary conditions for the independent directors to perform their duties during the preparation of the annual report.

Article 9 The working system shall be formulated, interpreted and amended by the IB Board of Directors.

Article 10 The working system shall take effect upon approval of the Board of Directors.