

Industrial Bank Co., Ltd.

Working Regulations for the Annual Report of the Audit and Related Party Transactions Control Committee of the Board of Directors

(Approved at the 15th meeting of the 6th Session of the Board of Directors)

Article 1 These working regulations are formulated for the purposes of further improving corporate governance and give full play to the review and supervision role of the Audit and Related Party Transactions Control Committee of the Board of Directors in the preparation and disclosure of the Bank's annual financial reports, in accordance with the requirements of the CSRC's *Notice on the Improvement of the Annual Reports of Listed Companies for the Year 2007 and the Relevant Work*, CSRC's Bulletin No. 48 of 2008, CSRC's *Measures on the Management of Information Disclosure by Listed Companies*, as well as the relevant provisions of the Bank's *Articles of Incorporation*, *Rules of the Industrial Bank on the Work of the Audit and Related Party Transactions Control Committee of the Board of Directors*, and the *Measures of the Industrial Bank on the Management of Information Disclosure*.

Article 2 The schedule for the auditing work of the Bank's annual financial report shall be determined by the Audit and Related Party Transactions Control Committee of the Board of Directors in consultation with the accounting firm in charge of the annual auditing (hereinafter referred to as the "Annual Auditing Firm").

Article 3 The Audit and Related Party Transactions Control Committee of the Board of Directors shall urge the annual auditing firm to submit the auditing report within the agreed time limit, and record the urging manner, frequency and result in the form of written opinions, as well as the signature confirmation of the person in charge.

Article 4 The Audit and Related Party Transactions Control Committee of the Board of Directors shall review the annual financial statements prepared by the Bank and form a written opinion on them before the certified public accountant responsible

for providing annual auditing services (hereinafter referred to as the “annual auditing certified public accountant”) formally enters the site for auditing.

Article 5 The Audit and Related Party Transactions Control Committee of the Board of Directors shall strengthen the communication with the annual auditing certified public accountant after the latter enters the site, and review the financial and accounting statements of the Bank once again after such auditing accountant has issued the preliminary auditing opinion, and form a written opinion on the statements.

Article 6 The Audit and Related Party Transactions Control Committee of the Board of Directors shall focus on the reappointment of the annual auditing firm during the auditing of the annual report of the Bank. In principle, the annual auditing firm shall not be reappointed during the auditing of the annual report. If it is necessary to reappoint the firm, the Audit and Related Party Transactions Control Committee shall make an appointment to meet with the predecessor and the annual auditing firm to be reappointed to reasonably evaluate the quality of the practice of both Parties and express its opinion on the basis of the judgment on the adequacy of the reasons for such reappointment. The accounting firm to be reappointed shall be notified to attend the meeting and state its opinion at the general meeting of shareholders.

Article 7 Upon completion of the auditing of the Bank’s annual financial report, the Audit and Related Party Transactions Control Committee of the Board of Directors shall deliberate and vote on it, and form a resolution to be submitted to the Board of Directors for review.

Article 8 While submitting the annual financial report to the Board of Directors, the Audit and Related Party Transactions Control Committee shall present to the Board a summary report of the annual auditing firm’s auditing work for the current year and a resolution on the renewal or reappointment of the annual auditing firm for the next year.

Article 9 The Audit and Related Party Transactions Control Committee of the Board of Directors shall make a comprehensive and objective evaluation of the annual auditing work and its quality conducted by the annual auditing certified public accountant when renewing the appointment of the annual auditing firm for the next

year, and shall submit a positive opinion to the Board of Directors for adoption and convene a shareholders' general meeting to resolve the matter after reaching a positive opinion; and reappoint the annual auditing firm in case of forming a negative opinion.

Article 10 The Audit and Related Party Transactions Control Committee of the Board of Directors shall, when reappointing the annual auditing firm for the next year, conduct a comprehensive understanding and appropriate evaluation of the previous and proposed reappointment of the annual auditing firm by means of meeting and communication, and then form an opinion to be submitted to the Board of Directors for resolution and consideration at the shareholders' general meeting.

Article 11 The Audit and Related Party Transactions Control Committee of the Board of Directors shall form relevant documents, records or resolutions in reviewing and supervising the preparation of the Bank's annual report, and disclose them in accordance with the requirements of the supervisory authorities.

Article 12 The members of the Audit and Related Party Transactions Control Committee of the Board of Directors and the relevant personnel subject to the confidential obligations shall be obliged to maintain the confidentiality during the preparation and deliberation of the annual report. Before the publication, the contents of the annual report may not be disclosed to outsiders or specific persons in any form or by any means.

Article 13 The secretary of the IB Board of Directors is responsible for coordinating the communication between members of the Audit and Related Party Transactions Control Committee of the Board of Directors, the management of the Bank and the annual auditing firm, and actively creating necessary conditions for members of the Audit and Related Party Transactions Control Committee to perform their duties in the process of preparation, deliberation and disclosure of the annual report.

Article 14 The Board of Directors is responsible for formulating and interpreting these working regulations which shall become effective after the adoption by the Board.