Procedural Rules of the Audit Committee of the Board of Directors of Bank of China Limited (Revised in 2025)

Chapter 1 General Provisions

Article 1 For the purpose of ensuring that the Audit Committee of the Board of Directors ("the Committee") exercises its duty legally, independently, normatively and effectively, and promote the work efficiency and scientific deliberation of the Committee, Bank of China Limited (hereinafter referred to as "the Bank") hereby formulates this Procedural Rules in accordance with the *Company Law of the People's Republic of China* ("*the Company Law*"), the *Securities Law of the People's Republic of China*, the *Articles of Association of Bank of China Limited* ("the Articles of Association"), the *Procedural Rules for the Board of Directors of Bank of China Limited* and other relevant laws and regulations and regulatory documents and in consideration of the practical situation of the Bank.

Article 2 The Committee is a professional body, under the leadership of the Board of Directors (hereinafter referred to as "the Board"). The Committee shall exercise supervisory responsibilities in respect of financial reports, preparation procedures and related internal controls of financial reports, financial statement audit and review, accounting policy, information disclosure, internal and external audit, and perform the duties as stipulated by the *Company Law*, other laws and regulatory provisions, as well as the Articles of Association.

The Committee function is to provide supervisory opinions and recommendations based on the information provided by the Senior Management, external and internal auditors of the Bank. The latter are responsible for ensuring the accuracy and authentication of the information supplied.

Chapter 2 Composition of the Committee

Article 3 The Committee shall be composed of three (3) or more non-executive directors, majority of whom shall be independent directors. Employee directors may become members of the Committee. The Committee has one chairman, who is an independent director with professional accounting expertise, and may have a vice chairman if necessary. The candidates of the Committee members (except for employee director members) shall be nominated by the Nomination and Remuneration Committee, and the candidate for the Chairman (Vice Chairman) shall be nominated by the chairman of the Board, elected by a majority of all members, and approved by the Board.

Article 4 Committee members shall possess necessary knowledge and experience in one of the fields of finance, auditing, accounting or law. Of them, at least one (1) independent director shall have appropriate professional qualifications or appropriate skills in accounting and financial management.

Article 5 The term of office for the Committee members shall be the same with that of the Board. The Committee members may serve consecutive terms upon expiry of current term. During the term of office, if a member ceases to be a member of the Board, he/she shall automatically cease to be a member of the Committee, in which case the vacancy shall be filled by the Board in accordance with provisions in Article 3 hereof.

If a committee member resigns, it would result in the composition of the Committee not conforming to the provisions of laws and regulations, regulatory systems, or the Articles of Association. In such cases, the resigning member shall continue to perform his/her duties until a new member is appointed.

Chapter 3 Functions and Powers

Article 6 The main duties of the Committee are:

(1) to examine the Bank's financial affairs, and review the Bank's financial information and its disclosure;

(2) to propose and undertake the appointment, renewal and replacement of the external auditor (including the relevant fees), and take appropriate measures to monitor the work of external auditor's performance; review the reports of external auditors, ensure that external auditors are held accountable for their audit work, review the annual audit plan and work scope of the external auditor, review the suggestions of the external auditor on the Bank's financial management and control procedures, and discuss with the external auditor the accounting standards applicable to the Bank and any significant matters in respect of financial report preparation;

(3) to review and examine the external auditor's annual audit, and audited financial report of the Bank, discussion and analysis of the operation and other interim financial reports;

(4) to work out a judgmental report on the truthfulness, completeness and accuracy of the financial information contained in annual financial statements of the Bank;

(5) to review and examine internal audit procedures, significant accounting and auditing policies and important auditing regulations;

(6) to review and examine important policies, plans and reports such as the Internal Auditing Charter and long-term audit plans;

(7) to review and approve organizational framework of internal audit as well as annual audit plan, work scope and annual budget;

(8) to ensure the independence of the audit work, and guide, assess and evaluate the internal audit work;

(9) to nominate the Chief Audit Officer of the Head Office and, when appropriate, propose the termination and replacement of the Chief Audit Officer, who shall report directly to the Board and the Committee;

(10) to review the performance assessment matters of the Chief Audit Officer of

the Head Office;

(11) to supervise, urge and assess the Bank's internal controls and review the Bank's internal control management policies and procedures;

(12) to review and examine major findings submitted by internal audit, external audit and regulatory authorities and relevant response of the Senior Management, and supervise the subsequent remediation;

(13) to review and examine reports on major deficiencies relating to the design or implementation of internal control and financial report by the Senior Management, and supervise the subsequent remediation;

(14) to discuss with the Chief Audit Officer and external auditors on the Bank's deficiencies of internal controls and other specific internal audit measures designed to address the major deficiencies;

(15) to review and examine the report on fraud cases;

(16) to review and examine employee reporting system and urge the Bank to conduct fair investigation and to take appropriate measures regarding the matters reported by the employees;

(17) to supervise activities of directors and Senior Management personnel performed in their official capacity and propose dismissal of directors or Senior Management personnel who violate laws, regulations, the Articles of Association or resolutions of Shareholders' Meeting;

(18) to require directors or Senior Management personnel who act against interests of the Bank to take corrective actions;

(19) to lodge lawsuits against directors and Senior Management personnel in accordance with relevant provisions of the *Company Law*; and

(20) other duties authorized by laws, regulations, regulatory provisions, the Shareholders' Meeting and the Board.

When performing the above duties, if the Committee is involved in any of the following matters, it shall submit them to the Board for deliberation after obtaining the consent of more than half (1/2) of all members of the Committee:

(1) engagement (including renewal) and dismissal of the accounting firm that conducts regular statutory audits of the Bank's financial reports;

(2) appointment and dismissal of financial officers;

(3) disclosure of financial accounting reports and financial information in periodic reports, as well as internal control assessment reports;

(4) changes in accounting policies, accounting estimates or corrections of material accounting errors for reasons other than changes in the accounting standards; and

(5) other matters stipulated in the provisions of the securities regulatory authority under the State Council.

When the Bank discloses its annual report, it shall simultaneously disclose the annual report on the performance of duties by the Audit Committee, which shall mainly include information such as the performance of duties, the holding of meetings, and the exercise of powers.

Article 7 The Committee shall have the following powers:

(1) The Committee shall have the right to access the Bank's account books, records and personnel, request the Senior Management to respond to questions raised by the Committee and to provide administrative support for the Committee's work, and independently access to the Bank's Senior Management personnel.

(2) Departments of the Head Office shall actively assist the work of the Committee.

(3) The Committee is entitled to get help from the Secretariat, to ensure that the Procedural Rules and other related provisions be properly implemented. The Senior Management shall provide full support for the work of the Committee, and ensure all necessary information to facilitate the Committee's fulfillment of responsibilities. The Committee shall have the power to demand responses from any member of the Senior Management or staff to any enquiry raised by any member of the Committee. Information provided to the Committee shall be timely, accurate and complete and be in such form and of such quality sufficient for the Committee to make an informed decision.

(4) The Committee shall have the right to invite related person it considers appropriate to attend the meetings of the Committee as a non-voting attendee and to propose the convening of an extraordinary shareholders' meeting. When the Board fails to perform its duties of convening and presiding over shareholders' meetings as stipulated by the *Company Law*, the Committee shall have the right to convene and preside over shareholders' meetings, and to put forward proposals to the Shareholders' Meeting.

(5) The Committee shall have the power to investigate issues related to internal and external audit management and internal control within the Bank, either on its own initiative or at the request of the Board, review the Bank's policies and their implementation regarding internal and external audit management and internal control, and study the findings and the Senior Management's responses before reporting the review results and recommendations to the Board.

(6) With the approval of the Board, the Committee may, at necessary and appropriate time, establish and cancel special affiliated committees or consulting teams. The Committee shall be responsible for the management of the affiliated committees or consulting teams, and delegate them with sufficient rights to ensure their effective performance of responsibilities.

(7) The Committee shall have the right to utilize the resources of internal auditors and consultants, and obtain assistance from the Bank's attorneys or external auditors. The Committee may raise reasonable requirements to obtain consulting opinions of external specialized agencies or experts at the expense of the Bank.

(8) The Committee shall have the right to supervise the performance of information disclosure responsibilities by directors and Senior Management

personnel; pay full attention to the Bank's information disclosure, and investigate and put forward suggestions for handling illegal or rule-violating problems identified in the information disclosure.

Article 8 The main duties of the Chairman of the Committee are:

(1) to lead the Committee, and ensure that the Committee functions efficiently and fulfills all relevant responsibilities;

(2) to ensure that the Committee discusses all key and proper issues in a timely manner and explicit and clear conclusions are drawn for each item discussed;

(3) to determine the agenda of each Committee meeting and give proper consideration to the issues proposed by other Committee members and the Senior Management. The Chairman of the Committee may appoint other Committee members or the Board Office to perform the above duties; and

(4) to ensure that at the meeting of the Committee, all members understand the items to be discussed, and ensure all Committee members are informed with complete and reliable information.

When the Chairman of the Committee is unable to perform his/her duties or fails to perform his/her duties, a majority of the members shall jointly elect one (1) independent director to preside over the Committee.

Article 9 The Chairman of the Committee shall have the following rights:

(1) to decide to convene the Committee meetings, and preside over the meetings;

(2) to propose the convening of extraordinary meetings;

(3) to invite or require necessary experts, consultants, any member of the Senior Management or other persons to the Committee's meetings as non-voting attendees; and

(4) to decide and put forth suggestions to the Board directly.

Article 10 The main duties of members of the Committee are:

(1) to regularly attend the Committee meetings and actively voice opinions on matters discussed at meetings; and

(2) to have sufficient understanding of the duties of the Committee as well as their own duties as members of the Committee, and to be familiar with the areas covered by the Committee, including business activities and development of the Bank.

Article 11 The Committee members shall have the following rights:

(1) to listen to work reports on internal and external management and internal control, have access to relevant information, and review significant policies for internal and external audit management and internal control;

(2) to propose items for discussion and vote on relevant matters at meetings of the Committee; and

(3) members may reasonably request opinions from independent professional institutions or advice from independent experts at the Bank's expense when discharging duties. Such requests from members shall be submitted to the

Committee for approval and necessary arrangements through the Board Office.

(4) to attend the meetings of other special committees of the Board and related meetings as non-voting attendees, and make specific inquiries about important matters.

Article 12 The Board Office is the Secretariat of the Committee, and shall perform the following duties under the leadership of the Secretary to the Board:

(1) to undertake the administration of the Committee, organize, manage and coordinate the daily work of the Committee, and help Committee members perform their duties legally and effectively;

(2) to organize meetings and prepare meeting-related documents of the Committee, make records, ensure that the decision-making complies with legal procedures, and follow up on the implementation of the resolutions of the Committee;

(3) to examine the materials presented to the Committee for review, and urge the Senior Management (departments) to submit reports and meeting documents to the Committee as required;

(4) to report the work of the Committee to the Board as entrusted by the Chairman of the Committee;

(5) to assist the members in mastering relevant information, and require the Senior Management to provide relevant information and materials;

(6) to assist new Committee members in understanding relevant information, and provide professional development support when necessary;

(7) to maintain communication with all parties during the adjournment period of the Committee meeting as instructed by the Chairman of the Committee;

(8) to coordinate the work between the Committee and other committees of the Board; and

(9) other duties given by the Committee.

The Bank shall facilitate the Secretariat of the Committee to discharge its duties and set up necessary posts and provide enough administrative resources. Departments of the Head Office shall support and assist the Secretariat of the Committee to discharge its duties. To perform the above mentioned responsibilities, the Secretariat shall be empowered to attend meetings of the Committee, obtain any related information, and require relevant departments and personnel of the Bank to provide related documents and information.

Chapter 4 Working Rules

Section 1 Working Methods

Article 13 A Committee meeting may be convened in the form of an on-the-spot meeting and circulation of written resolutions. The Committee shall adopt different methods of work for different matters and topics. On-the-spot meeting refers to a meeting held on the spot or by means of video, telephone, etc. that can ensure

immediate communication and discussion of participants. Circulation of written resolutions refers to delivering the proposals for review severally in counterparts or by circulating the resolution for review in turn among the members.

Article 14 In respect of significant, complicated or special issues which require centralized and thorough discussion, the Committee usually holds an on-the-spot meeting to discuss the issues. A Committee meeting convened by video conference or telephone conference shall ensure that each attending member can hear other members' speech clearly and can communicate with each other. Should any member not be able to sign the meeting minutes promptly, he/she shall cast a voice vote and complete the signature in writing as soon as possible. The voice vote cast by the member shall be equally authoritative as the written signature, provided that the ex-post signature shall be identical to the voice vote at the meeting. Should such later signature become different from the voice vote, the voice vote shall prevail. The Bank shall record in audio or video format the proceedings of the on-the-spot meetings of the Committee, and these recordings shall be kept permanently.

Article 15 For issues arising in daily business that require review by the Committee, voting may be made by circulation of written resolutions, provided that consent from members of the Committee is obtained. If a Committee meeting is held by circulation of a written resolution, members shall indicate their voting opinions on the resolution.

Article 16 Notice of the Committee may be sent out by the following means:

(1) In person;

(2) By mail;

(3) By fax or email;

(4) By other means recognized by the Bank, or agreed by the recipient of the notice in advance or recognized by the recipient of the notice after receiving such notice; or

(5) By other means recognized by regulatory authorities or stipulated under the Articles of Association of the Bank.

Article 17 Where the notice of the Committee is sent by a designated person, the notice receiver shall sign or seal on the return receipt, and the date of signature shall be deemed as the date of service; where the notice is sent by mail, the date of service shall be eighty-four (48) hours after such notice is delivered to the post office; where the notice is sent by fax or email, the date of service shall be the date on which the fax or email is sent.

Section 2 Meeting Rules

Article 18 The Committee shall hold at least four (4) regular meetings each year, and at least one (1) meeting each quarter. The frequency and timing of regular meetings shall be coordinated with the Bank's major events and the Committee's standing agenda items (such as shareholders' meetings, Board meetings, annual reports or interim reports). Extraordinary meetings may be held in case of material events or other special circumstances.

Article 19 The Committee shall determine the schedule of regular meetings for the next year as early as possible (no later than the last regular meeting of each year),

including the date, time, venue and major items of each meeting, with at least two (2) meetings scheduled for separate discussions with external auditors. After the schedule is determined, the Board Office shall immediately send it to relevant parties so that they can make full preparation for the Committee meetings. The schedule shall not be changed unless the change is agreed upon by a majority of Committee members in exceptional circumstances.

Article 20 An extraordinary meeting may be convened upon the proposal of two (2) or more members of the Committee or when deemed necessary by the Chairman of the Committee.

Article 21 The Board Office is responsible for collecting items for each meeting and submitting them to the Chairman, who has the right to make proper adjustments to the items.

Article 22 Regular meeting notices shall be delivered in writing to all members together with the notice of the relevant Board meeting. Notices of extraordinary meetings shall be delivered to all members within a reasonable time prior to the proposed meeting date. Information contained in the notice shall include the date, venue, duration, purpose(s) and items of the meeting, as well as the date of issuing the notice.

Article 23 Documents for regular meetings shall be delivered to all members along with the documents for the current Board meeting. For extraordinary meetings or agenda items added to regular meetings, meeting documents shall be delivered to all members within a reasonable time prior to the meeting.

Article 24 Meeting documents shall be concise and comprehensive, and shall contain all important information and analysis, so that the Committee members can make decisions based on full information. The content and format of meeting documents and other documents submitted to the Committee shall comply with applicable standards, and the Board Office shall ensure that the meeting materials submitted by the Senior Management meet the above provisions.

Article 25 Except for the meeting materials, the Committee may request the Senior Management to prepare and provide all necessary supplementary information and reports for the reference of the Committee in making adequate decisions. For items with complex content, or when the Senior Management deems it necessary, the Senior Management shall provide a slide show about the meeting for the Committee to facilitate members' understanding of the relevant questions.

Article 26 Based on the items to be reviewed, the Committee may invite members of other special committees under the Board, external auditors, and any experts, consultants, professional advisors and personnel of the Bank it deems necessary to attend the Committee meeting as non-voting attendees. The Head of Finance, Secretary to the Board, and Chief Audit Officer of the Head Office shall attend the Committee meetings as non-voting attendees. When discussing the engagement and expense of external auditors, the external auditors shall withdraw from the meeting.

Article 27 If the Committee considers that there is insufficient time to consider the documents or the Senior Management reasonably requires more time to prepare the supplementary materials or analysis required by the Committee, the Chairman of the Committee may postpone relevant items to the next meeting or

other time as appropriate for deliberation.

Article 28 The Committee meeting shall not convene until more than two-thirds (2/3) of the members (including proxies) attend. Provided a Committee member is unable to attend the meeting for certain reasons, he/she shall notify the Board Office so that the Board Office can inform other members accordingly.

Article 29 Meetings of the Committee shall be attended by the members personally. If a member cannot attend a meeting for any reason, he/she may entrust in writing another member to attend the meeting on his/her behalf. The power of attorney shall specify the proxy's name, entrusted matters, the scope of authorization and the valid term, and be signed by or affixed with the seal of the entrusting member. The proxy shall exercise the entrusting member's rights within the scope of the authorization. If a member fails to attend a meeting of the Committee and also fails to entrust a proxy to attend the meeting on his/her behalf, he/she shall be deemed to have waived his/her voting rights at the meeting.

Article 30 Sufficient time shall be arranged for the meeting to ensure thorough and professional discussion on each item. The chairman of the meeting shall encourage the meeting he/she chairs to conduct thorough discussions on all items and reach a consensus through consultation, and shall ensure that there is a clear resolution or conclusion on each item discussed. The Board of Office shall record the resolutions or conclusions reached at the meeting.

Article 31 For matters requiring a resolution of the Committee, unless otherwise specified by relevant laws, regulations, and normative documents, affirmative votes from more than half (1/2) of all members are required. Each member shall have one vote, and voting options include "in favor", "against" or "abstention". Members who have abstained or voted against shall provide their reasons. Non-voting attendees shall have no voting rights. The Board Office shall duly record the voting results and opinions delivered by each member. If the number of votes in favor and against is equal, the chairman of the meeting may decide to postpone discussion of the item or submit it to the Board for discussion. If more than two-thirds (2/3) of the members present at the meeting so request, the item shall be discussed at the next meeting of the Committee.

Article 32 Before the meeting, each member shall consider whether any item to be reviewed involves the interests of himself/herself or any of his or her related person or connected person. If so, a statement shall be made to the Committee before the discussion, unless it had already been made in other form.

Article 33 In case the item involves material interests of such member, his/her related person or connected person, such member has no right to vote and also has no right to vote as proxy of other members. Such meeting of the Committee shall be held upon the presence of more than half (1/2) of the uninterested members, and resolutions shall be adopted by more than half (1/2) of the members having no interest in the matters to be discussed. If uninterested committee members present at the Committee meeting are less than three (3) persons, such matter shall be submitted to the Board of the Bank for review.

Article 34 Except Committee members, Secretary to the Board and the Board Office, other attendees can only speak at the meeting with the permission of the meeting chairman.

Article 35 The Committee members participating in the voting shall sign the meeting resolutions and bear responsibility for the resolutions.

Article 36 The Board Office shall be responsible for preparing the meeting minutes of the Committee. The meeting minutes shall include:

(1) The date, venue and name of the convener of the meeting;

(2) The names of the attending members and the names of the members (proxies) attending the meeting on behalf of others;

(3) The agenda of the meeting;

(4) Key points of Committee members' speech (including any concerns raised or objections expressed by members);

(5) Results of deliberations or voting on the matter resolved;

(6) The evasion of the member who has interests involved in the matters to be resolved;

(7) Other contents as required by laws, administrative regulations and normative documents.

Article 37 Draft of the meeting minutes shall be circulated to all Committee members for comments within seven (7) days after the Committee meeting is closed. The meeting minutes shall be signed and confirmed by all members present at the meeting, and approved at the next Committee meeting.

Article 38 The Board Office shall properly keep all resolutions and meeting minutes of the Committee, as well as all meeting materials and other documents submitted to the Committee. The resolutions and minutes of the meetings of this Committee shall be permanently preserved as archives of this Bank. At the request of any member of the Committee in a reasonable time, the Board Office shall provide relevant meeting minutes for reference of the member. Other personnel cannot review the meeting minutes unless he/she is recognized as a relevant and entitled person by the Board Office.

Section 3 Rules for Meetings Convened by Circulation of Written Resolutions

Article 39 Meetings convened by circulation of written resolutions shall be deemed as an extraordinary meeting of the Committee.

Where it is proposed to vote on relevant items by circulation of written resolutions, the Board Office shall seek the opinions of the members in advance regarding the method of circulation of written resolutions. If no member expresses opposition, the proposal (together with the voting ballot) and the relevant suggestions or reports submitted by the Senior Management may be sent to all members. Committee members shall complete the voting ballot and return the same to the Board Office for records.

Article 40 Unless approved by pertinent laws, regulations and normative documents, if any member has an interest that conflict with an item to be reviewed by the Committee, the item shall not be handled in the form of a written proposal; but shall be discussed at an on-the-spot meeting.

Article 41 The voting opinions by circulation of written resolutions includes in favor, against, and abstention. If a Committee member votes against or abstain from

voting at a proposal, the reason should be given.

Article 42 As long as any member of the Committee proposes to "refer the matter listed in the written proposal to the on-the-spot meeting for further discussion", the related matter shall no longer be reviewed by circulation of written resolutions.

Article 43 The resolution of a meeting convened by circulation of written resolutions shall become valid and effective after it is signed by more than half (1/2) of members or their proxies eligible to receive the meeting notice. The signatures of the members or other members they entrust to the written notice that confirms the written proposal to be circulated shall be deemed to be their signatures to the resolution of the meeting convened by circulation of written resolutions. The resolution of the meeting convened by circulation of written resolutions may be composed of several documents, each of which shall be signed by one (1) or more members or their proxies. A resolution signed by the members or other members they delegate and sent by telegram, fax, telex or other electronic means shall be deemed to have been signed by the members.

Article 44 The Board Office shall maintain all resolutions passed by the Committee, opinions expressed by members on voting ballots, and relevant suggestions or reports submitted by the Senior Management.

Section 4 Implementation and Follow-up of Resolutions

Article 45 After relevant resolutions are approved by the Committee, the Board Office shall inform the Senior Management or other relevant parties of the resolutions in writing as soon as possible (in principle, within three (3) working days from the date such resolutions are approved). Meanwhile, it shall prepare a list of matters to be implemented and send the list to the Senior Management or other relevant parties as soon as possible (in principle, within seven (7) working days from the date the Committee meeting is concluded).

Article 46 The Senior Management or other relevant parties shall implement the resolutions of the Committee. The Board of Office shall follow up on the implementation of the Committee's resolutions. The Senior Management or other relevant parties shall report to the Committee on the implementation of relevant matters at the next Committee meeting or other time specified by the Committee. The Committee has the right to question the Senior Management or other relevant parties about the implementation of previous resolutions of the Committee.

Section 5 Working Languages and Written Forms

Article 47 The official language of the Committee meetings is in either Chinese or English, and appropriate translation shall be provided.

Article 48 In general, all documents submitted to the Committee shall be in both Chinese and English.

Article 49 In case written communication is adopted, the following means shall be deemed as effective:

(1) Any letter or fax signed, in person or by chop, by any Committee members, or any email sent out from their email account;

(2) Any letter or fax signed, in person or by chop, by the authorized delegate of any of the Committee members, or any email sent out from their email account;

(3) Any letter or fax signed, in person or by chop, by the authorized delegate of the Board Office, or any email sent out from their email account.

Chapter 5 Coordination and Communication

Article 50 The Committee shall report to the Board on the work of the Committee or make a special report on a specific issue.

Article 51 During the adjournment of the Board meeting, if the Committee considers there are major or special events requiring attention of the Board, the Committee may submit a written report to the Board through the Secretary to the Board, and may propose the Board Chairman to hold a Board meeting to discuss such matter.

Article 52 The Board or any director may, through the Secretary to the Board, request the Committee to provide relevant materials, for which the Committee shall provide as soon as possible.

Article 53 All important written reports submitted by the Committee to the Board shall be signed by the Chairman of the Committee or the Committee member appointed by the Chairman or the Board Office, and be submitted to the Board through the Secretary to the Board.

Article 54 The Committee shall have the power to request the Senior Management to provide relevant materials in a timely manner. The materials or other assistance provided by the Senior Management shall be sufficient, in both form and quality, for the Committee to make correct decisions and perform its responsibilities.

Article 55 The Senior Management shall submit regular reports to the Committee to help the Committee members understand important information such as the overall operation and management of the Bank.

Article 56 During the adjournment of the Committee meeting, the Senior Management shall submit written reports to the Committee on any significant or special matters through the Board Office, and may propose the Chairman of the Committee to hold a meeting to discuss such issues.

Any important written reports presented by the Senior Management to the Committee shall be signed and issued by the President or the Senior Management personnel authorized by the President.

Article 57 The Senior Management shall arrange for relevant Senior Management personnel to report to the Committee at a Committee meeting on the work of the Senior Management since the last Committee meeting and in particular, on issues which require the attention of the Committee. If necessary, upon consent of the Chairman of the Committee, the Senior Management shall arrange for relevant Senior Management personnel to make special reports on relevant matters.

Article 58 Apart from holding separate interviews with external auditors of the Bank to inquire their opinions on Bank's business management in the absence of the Senior Management, the Committee may also consult external auditors on the relevant issues of the Bank from time to time.

Article 59 The Committee shall keep a close contact with the Chief Audit Officer of the Head Office, who shall be responsible for communicating with the Committee on the Bank's internal control issues in a timely manner.

Chapter 6 Supplementary Provisions

Article 60 The Committee shall, at least once a year, check and assess its composition, working rules and working procedures and their effectiveness, and report the results to the Board.

Article 61 Should the provisions in the Procedural Rules conflict with any laws, regulations, other relevant normative documents, Articles of Association of the Bank, Procedural Rules of Board, resolutions of the Shareholders' Meeting or resolutions of the Board, the latter shall prevail.

Article 62 The Procedural Rules shall come into effect on the day pf approval by the Board. The revision to the contents concerning the responsibilities shall be approved by the Board and that of other contents shall be reviewed and approved by the Committee.

Article 63 The Board shall be responsible for interpretation of the Procedural Rules.