

## DIREKSI BOARD OF DIRECTORS

Direksi adalah Organ Bank yang berwenang dan bertanggung jawab penuh atas pengurusan Bank untuk kepentingan Bank, sesuai dengan maksud dan tujuan Bank serta mewakili Bank, baik di dalam maupun di luar pengadilan sesuai dengan ketentuan Anggaran Dasar.

Berkaitan dengan pelaksanaan tugas Direksi Bank ICBC Indonesia mengacu pada Pedoman dan Tata Tertib Direksi berdasarkan Undang-Undang No.40 tahun 2007 tanggal 16 Agustus 2007 tentang Bank Terbatas; Peraturan Bank Indonesia No.8/4/PBI/2006 yang telah diubah oleh Peraturan Bank Indonesia No.8/14/PBI/2006 tentang Pelaksanaan GCG bagi Bank Umum; POJK No. 55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank Umum; serta Anggaran Dasar Bank Bank ICBC Indonesia.

### KRITERIA PENGANGKATAN DIREKSI

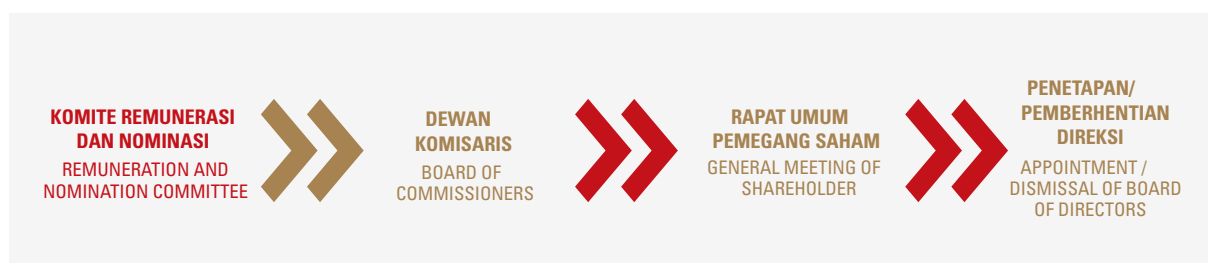
Kriteria atau persyaratan yang berlaku untuk dapat diangkat sebagai anggota Direksi Bank ICBC Indonesia telah dituangkan dalam Buku Pedoman Kerja Direksi dimana anggota Direksi harus memenuhi persyaratan umum, persyaratan khusus serta persyaratan tambahan bagi Direktur Utama, persyaratan tambahan bagi Direktur Kepatuhan. Pengangkatan dan Pemberhentian Direksi

The Board of Directors is the Bank's Organ that has the authority and is fully responsible for managing the Bank for its interests, in line with the purposes and objectives of the Bank. The Board also represents the Bank, both inside and outside courts, in accordance with the Articles of Association.

In implementing its duties, the Board of Directors of Bank ICBC Indonesia refers to the Board's Guidelines and Procedures, which are based on Law No. 40/2007 dated 16 August 2007 on Limited Liability Bank; Bank Indonesia Regulation No. 8/4/PBI/2006, which has been amended by Bank Indonesia Regulation No. 8/14/PBI/2006 on GCG Implementation for Commercial Banks; Financial Services Authority Regulation No. 55/POJK.03/2016 on GCG Implementation for Commercial Banks; and the Bank's Articles of Association.

### BOARD OF DIRECTORS' ELIGIBILITY CRITERIA

The criteria or requirements for being eligible to be appointed as a member of the Board of Directors of Bank ICBC Indonesia have been set forth in the Board of Directors' Handbook. Members of the Board of Directors must meet the general requirements, special requirements and additional requirements for being the President Director. There are additional requirements for being the Compliance Director.



Mekanisme pengangkatan dan pemberhentian Direksi Bank ICBC Indonesia melalui tahapan yang dimulai dari kajian Komite Remunerasi dan Nominasi. Hasil kajian tersebut disampaikan kepada Dewan Komisaris untuk dievaluasi dan disetujui nama-nama para calon Direksi yang telah diusulkan oleh Komite Remunerasi dan Nominasi. Dewan Komisaris menyeleksi nama-nama yang telah dinominasikan untuk kemudian disampaikan kepada Pemegang Saham. Pemegang Saham menyetujui nama-nama yang telah diajukan oleh Dewan Komisaris untuk kemudian disahkan dan/atau ditetapkan dalam RUPS.

The mechanism for the appointment and dismissal of members of the Board of Directors of Bank ICBC Indonesia works through phases that begin with a review from the Remuneration and Nomination Committee. The results of the review are submitted to the Board of Commissioners for evaluation and approval of the candidates proposed by the Remuneration and Nomination Committee. The Board of Commissioners selects the candidates to be submitted to the Shareholders. Upon the Shareholders' approval, the candidates are then ratified and/or stipulated in the GMS.

## KOMPOSISI DAN MASA JABATAN DIREKSI

Jumlah anggota Direksi Bank ICBC Indonesia per 31 Desember 2016 adalah tujuh orang dan masing-masing memiliki pengalaman yang baik di bidang perbankan. Seluruh anggota Direksi Bank ICBC Indonesia berdomisili di Indonesia dan memiliki integritas serta kompetensi yang memadai sesuai dengan persyaratan uji kemampuan dan kepatutan Bank Indonesia.

## BOARD OF DIRECTORS' COMPOSITION AND TERMS OF OFFICE

The number of members of Bank ICBC Indonesia's Board of Directors as of 31 December 2016 is seven, each possessing banking experience. All members of the Board are domiciled in Indonesia and have adequate integrity and competence based on the requirements of Bank Indonesia's capability and compliance test.

### Komposisi dan Masa Jabatan Direksi Board of Directors' Composition and Period

Nama Name	Jabatan Position	Periode Period	Dasar Pengangkatan Appointment
Shen Xiaoyi	Presiden Direktur President Director	2014 - sekarang 2014 - present	Pernyataan Keputusan Pemegang Saham No.16.02.09.2014 at 2 September 2016 Decision of Shareholders of Limited Company No.16.02.09.2014 at 2 September 2016
Jeff S.V. Eman	Direktur Director	2015 - sekarang 2015 - present	Pernyataan Keputusan Pemegang Saham No.417.30.06.2015 at 30 Juni 2015 Decision of Shareholders of Limited Company No.417.30.06.2015 at 30 June 2015
Yu Guangzhu	Direktur Director	2014 - sekarang 2014 - present	Pernyataan Keputusan Pemegang Saham No.118.13.05.2014 at 13 May 2014 Decision of Shareholders of Limited Company No.118.13.05.2014 at 13 May 2014
Liang Qinjun*	Direktur Director	2016 - sekarang 2016 - present	Pernyataan Keputusan Pemegang Saham No.21.03.06.2016 at 3 Juni 2016 Decision of Shareholders of Limited Company No.21.03.06.2016 at 3 June 2016
Thomas Arifin**	Direktur Director	2016 - sekarang 2016 - present	Pernyataan Keputusan Pemegang Saham Perseroan Terbatas No.135.22.02.2016 at 22 Februari 2016 Decision of Shareholders of Limited Company No.135.22.02.2016 at 22 February 2016
Sandy Tjipta Muliana	Direktur Director	2009 - sekarang 2009 - present	Pernyataan Keputusan Pemegang Saham No.35.24.11.2009 at 25 November 2009 Decision of Shareholders of Limited Company No.35.24.11.2009 at 25 November 2009
Rolyta Manullang	Direktur Director	2012 - sekarang 2012 - present	Pernyataan Keputusan Pemegang Saham No.95.24.01.2012 at 24 Januari 2012 Decision of Shareholders of Limited Company No.95.24.01.2012 at 24 January 2012
Zhang Lei***	Direktur Director	2014 - 2016 2014 - 2016	Pernyataan Keputusan Pemegang Saham No.118.13.05.2014 at 30 Juni 2015 Decision of Shareholders of Limited Company No.118.13.05.2014 at 30 June 2015

\* Mulai menjabat sebagai Direktur sejak 3 Juni 2016 | Hold position as Director as of 3 June 2016

\*\* Mulai menjabat sebagai Direktur sejak 17 Februari 2016 | Hold position as Director as of 17 February 2016

\*\*\* Tidak lagi menjabat sebagai Direktur sejak 3 Juni 2016 | No longer held position as Director as of 3 June 2016

## UJI KELAYAKAN DAN KEPATUTAN DIREKSI

Sebagai bentuk kepatuhan dan komitmen GCG, proses penetapan Direksi Bank ICBC Indonesia dilakukan melalui *fit and proper test* yang dilaksanakan oleh Otoritas Jasa Keuangan (OJK). Melalui pengajuan Bank dengan melengkapi *compliance checklist* pemenuhan persyaratan administratif kepada OJK yang ditandatangani oleh Direktur yang membawahi fungsi Kepatutan.

## BOARD OF DIRECTORS' FIT AND PROPER TEST

As a form of compliance to and commitment towards GCG, Bank ICBC Indonesia's process of determining its Board of Directors' members is done through fit and proper test conducted by the OJK. This is done through the Bank's proposal that has filled out an administrative compliance checklist to the OJK signed by the Director in charge of the Compliance function.

## PEDOMAN PERILAKU DIREKSI

Dalam menjalankan tugas dan tanggung jawabnya, Direksi memperhatikan Pedoman Perilaku Direksi yang telah ditetapkan Bank. Mengacu kepada Pedoman Perilaku Direksi tersebut, pelaksanaan tugas dan tanggung jawab selama 2016 adalah sebagai berikut:

- Tidak terdapat anggota Direksi yang memanfaatkan Bank ICBC Indonesia untuk kepentingan pribadi, keluarga, dan/atau pihak lain yang merugikan atau mengurangi keuntungan Bank ICBC Indonesia;
- Anggota Direksi menjunjung tinggi integritas dan kejujuran sebagai nilai tertinggi;
- Tidak terdapat anggota Direksi yang melanggar ketentuan rangkap jabatan sebagaimana diatur dalam ketentuan GCG;
- Menjalankan kewajiban sesuai dengan ketentuan di dalam Anggaran Dasar dan kewajiban lainnya yang telah ditetapkan oleh RUPS berdasarkan peraturan dan perundang-undangan yang berlaku;

## BOARD OF DIRECTORS' BEHAVIOR GUIDELINES

In performing its duties and responsibilities, the Board of Directors adheres to the Board of Directors' Code of Conduct. The implementation of these duties and responsibilities throughout 2016 were as follows:

- No member of the Board shall utilize Bank ICBC Indonesia for personal, family, and/or other interests that threaten or reduce the profits of Bank ICBC Indonesia;
- Members of the Board uphold integrity and honesty as the highest values;
- No member of the Board violates the provision of concurrent positions stipulated in the GCG provisions;
- Carrying out obligations in accordance with the provisions of the Articles of Association and other obligations established by the GMS pursuant to applicable laws and regulations;

- Direksi senantiasa menjaga hubungan yang harmonis dengan Pemegang Saham dan Dewan Komisaris dengan menjalankan hal-hal sebagai berikut:
  - Direksi memberikan informasi material yang lengkap dan akurat mengenai perusahaan kepada Pemegang Saham melalui Dewan Komisaris dan RUPS;
  - Direksi menyiapkan mekanisme RUPS yang memungkinkan Pemegang Saham dapat hadir dalam RUPS sesuai dengan peraturan dan perundang-undangan yang berlaku;
  - Direksi menjamin agar Pemegang Saham mendapatkan hak-haknya sesuai ketentuan Anggaran Dasar, semua keputusan diambil secara sah dalam RUPS dan mengacu kepada peraturan dan perundang-undangan yang berlaku.
- The Board always maintains a harmonious relationship with the Shareholders and the Board of Commissioners by carrying out the following matters:
  - The Board of Directors provides complete and accurate material information on the company to the Shareholders through the Board of Commissioners and the GMS;
  - The Board of Directors shall prepare a GMS mechanism which enables the Shareholders to be present at the GMS in accordance with prevailing laws and regulations;
  - The Board of Directors ensures that the Shareholders have their rights fulfilled based on the Articles of Association. All decisions in the GMS are taken legally and pursuant to prevailing laws and regulations.

## TUGAS DAN TANGGUNG JAWAB DIREKSI

Sesuai dengan Anggaran Dasar Bank ICBC Indonesia dan mengacu pada Peraturan BI No.8/4/PBI/2006 dan perubahannya, PBI No.8/14/PBI/2006 tentang Pelaksanaan GCG bagi Bank Umum, dan POJK No. 55/POJK.03/2016 tentang Penerapan Tata Kelola bagi Bank Umum, Direksi memiliki tugas dan tanggung jawab berikut ini:

- Mengambil tanggung jawab penuh pada pengurusan Bank;
- Mengelola Bank sesuai dengan tugas dan tanggung jawab serta peraturan perundang-undangan yang berlaku;
- Menerapkan prinsip-prinsip GCG di seluruh kegiatan perbankan yang dilakukan oleh Bank;
- Menindaklanjuti temuan dan rekomendasi dari audit internal, auditor eksternal, dan BI serta otoritas terkait lainnya;
- Melaporkan pelaksanaan tugas dan tanggung jawab kepada Pemegang Saham dalam RUPS;
- Memberikan data dan informasi yang akurat, relevan dan benar kepada Dewan Komisaris;
- Menyusun rencana bisnis tahunan Bank;
- Melaporkan kepada Dewan Komisaris mengenai kebijakan-kebijakan strategis yang diambil oleh Direksi dalam waktu paling sedikit sebulan sekali;
- Melakukan pengawasan secara aktif terhadap penerapan manajemen risiko terkait penggunaan teknologi informasi;
- Memastikan penerapan peraturan APU dan PPT;
- Menetapkan prosedur tertulis mengenai transparansi informasi terhadap produk dan jasa Bank.

## BOARD OF DIRECTORS' DUTIES AND RESPONSIBILITIES

Pursuant to Bank ICBC Indonesia's Articles of Association and in reference to BI Regulation No.8/4/PBI/2006, which has been amended by BI Regulation No.8/14/PBI/2006 on GCG Implementation for Commercial Banks, and by OJK Regulation No.55/POJK.03/2016 on GCG Implementation for Commercial Banks, the Board of Directors has the following duties and responsibilities:

- Take full responsibility for the management of the Bank;
- Manage the Bank based on the duties and responsibilities as well as prevailing laws and regulations;
- Apply GCG principles in all banking activities undertaken by the Bank;
- Follow up on findings and recommendations from internal audits, external auditors, Bank Indonesia and other relevant authorities;
- Report on the implementation of duties and responsibilities to the Shareholders in the GMS;
- Provide accurate, relevant and correct data and information to the Board of Commissioners;
- Prepare the Bank's annual business plan;
- Report to the Board of Commissioners on the strategic policies adopted by the Board of Directors at least once a month;
- Conduct an active oversight of the application of risk management related to the use of information technology;
- Ensure the implementation of APU and PPT rules;
- Establish written procedures on the transparency of information on the Bank's products and services.

## PEMBAGIAN TUGAS DIREKSI PERUSAHAAN

Dalam menjalankan tugasnya, setiap anggota Direksi memiliki tugas dan tanggung jawab masing-masing. Tugas dan tanggung jawab tersebut diantaranya:

## BOARD OF DIRECTORS' DELEGATION OF DUTIES

In performing their duties, the members of the Board of Directors have their respective duties and responsibilities, as follows:

Nama Name	Jabatan Position	Tugas dan Tanggung Jawab Duties and Responsibilities
Shen Xiaopi	Presiden Direktur   President Director	<ul style="list-style-type: none"> <li>• <i>Great Indo China Business Group</i>   Great Indo China Business Group</li> <li>• <i>Strategy and Executive Administration Group</i>   Strategy and Executive Administration Group</li> <li>• Departemen <i>Internal Audit</i>   Internal Audit Department</li> <li>• Departemen <i>Financial Management</i>   Financial Management Department</li> </ul>
Jeff S.V. Eman	Direktur   Director	<ul style="list-style-type: none"> <li>• Departemen <i>Global Markets</i>   Global Markets Department</li> <li>• Departemen <i>Bills Center</i>   Bills Center Department</li> <li>• Departemen <i>Financial Institution</i>   Financial Institution Department</li> <li>• Departemen <i>Special Asset Management</i>   Special Asset Management Department</li> <li>• Departemen <i>IT</i>   IT Department</li> </ul>
Yu Guangzhu	Direktur   Director	<ul style="list-style-type: none"> <li>• Departemen Manajemen Risiko   Manajemen Risiko Department</li> <li>• Departemen <i>Credit Management</i>   Credit Management Department</li> <li>• Departemen <i>Legal</i>   Legal Department</li> <li>• Departemen <i>Credit Support &amp; Administration</i>   Credit Support &amp; Administration Department</li> <li>• Departemen <i>Corporate &amp; Commercial Banking Credit Review</i>   Corporate &amp; Commercial Banking Credit Review Department</li> <li>• Departemen <i>SME &amp; Retail Credit Review</i>   SME &amp; Retail Credit Review Department</li> </ul>
Liang Qinjun	Direktur   Director	<ul style="list-style-type: none"> <li>• Departemen <i>Retail Banking</i>   Retail Banking Department</li> <li>• Departemen <i>Operations Management</i>   Operations Management Department</li> <li>• Departemen <i>Card Center</i>   Card Center Department</li> <li>• Departemen <i>Service Quality</i>   Service Quality Department</li> <li>• Departemen <i>MI &amp; Accounting</i>   MI &amp; Accounting Department</li> <li>• Unit <i>E-banking</i>   E-banking Unit</li> </ul>
Thomas Arifin	Direktur   Director	<ul style="list-style-type: none"> <li>• Departemen <i>Corporate Banking II</i>   Corporate Banking II Department</li> <li>• Departemen <i>Trade Finance</i>   Trade Finance Department</li> <li>• Departemen <i>Merchant Banking</i>   Merchant Banking Department</li> </ul>
Sandy Tjipta Muliana	Direktur   Director	<ul style="list-style-type: none"> <li>• Departemen <i>Compliance</i>   Compliance Department</li> <li>• Departemen <i>AML/CFT (Anti Money Laundering and Countering Financing of Terrorism)</i>   AML/CFT Department</li> <li>• Departemen <i>Human Resource</i>   Human Resource Department</li> </ul>
Rolyta Manullang	Direktur   Director	<ul style="list-style-type: none"> <li>• Departemen <i>Corporate Banking III</i>   Corporate Banking III Department</li> <li>• Departemen <i>Commercial Banking</i>   Commercial Banking Department</li> <li>• Departemen <i>Corporate and Commercial Banking Surabaya</i>   Corporate and Commercial Banking Surabaya Department</li> <li>• Departemen <i>SME Banking</i>   SME Banking Department</li> </ul>

## Hak Direksi

Direksi berhak mewakili Bank di dalam dan di luar Pengadilan dalam segala hal dan dalam segala kejadian, dan oleh sebab itu berhak untuk mengikat bank pihak lain dengan Bank ICBC Indonesia, serta menjalankan segala tindakan dan kuasa, baik yang mengenai kepengurusan maupun kepemilikan, akan tetapi dengan pembatasan bahwa:

- Perubahan level gaji dan pendapatan yang dibayarkan kepada anggota Direksi dan Komisaris;
- Menyebabkan pengeluaran modal (*capital expenditure*) Bank yang melebihi IDR30.000.000.000,- (tiga puluh miliar Rupiah);
- Memesan atau membeli saham atau efek utang pada perusahaan lain;
- Membuat keputusan strategis yang menyebabkan perubahan material dalam tindakan dan cakupan yang dilakukan oleh Bank dalam bisnis, termasuk memasuki perusahaan patungan atau pengaturan kemitraan penting atau pengaturan apapun yang akan menyebabkan bisnis Bank atau bagian dari padanya dikontrol atau sebaliknya oleh Direksi, Komisaris, dan/atau Pemegang Saham Bank;
- Changing the level of wages and salaries paid to members of the Board of Directors and Board of Commissioners;
- Causing the Bank's capital expenditure to exceed Rp 30,000,000,000 (thirty billion Rupiah);
- Ordering or buying stock or debt securities in other companies;
- Making strategic decisions that lead to material changes in the action and coverage made by the Bank in its business, including entering into a joint venture or partnership arrangement or any setting that would cause the Bank's business or part thereof to be controlled or otherwise by the Board of Directors, Board of Commissioners and/or Shareholders of the Bank;

- Setiap penjualan atau pemindahan (termasuk *leasing* atau pemberian bisnis atau aset kepada pihak lain) atau pengambilalihan aset yang lebih dari IDR2.000.000.000,- (dua miliar Rupiah) dalam setiap tahun;
- Memasuki setiap transaksi dengan pihak ketiga di dalam atau di luar kegiatan bisnis sehari-hari dengan jumlah lebih besar dari IDR200.000.000.000,- (dua ratus miliar Rupiah);
- Mengubah kebijakan akuntansi yang diterapkan oleh Bank;
- Memberikan pembayaran terlebih dahulu atau meminjamkan uang atau memberikan kredit (selain daripada kredit dagang) dengan jumlah sampai dengan IDR100.000.000.000,- (seratus miliar Rupiah) oleh Bank kepada pihak ketiga;
- Setiap penghapusan atau pembaharuan izin oleh Bank;
- Tindakan-tindakan hanya dapat dilakukan dengan persetujuan tertulis sebelumnya dari Rapat Umum Pemegang Saham Bank dengan kuorum dan persyaratan *voting* seperti ditentukan dalam Pasal 22 dari Anggaran Dasar.
- Any sale or transfer (including leasing or giving business or assets to a third party) or the acquisition of assets over Rp 2,000,000,000 (two billion) in a given year;
- Entering into any transaction with any third party within or outside of its daily business with a number larger than Rp 200,000,000,000 (two hundred billion Rupiah);
- Changing policies adopted by the Bank;
- Providing payment in advance or lending money or give credit (other than trade credits) for a total of up to Rp 100,000,000,000 (one hundred billion) by the Bank to a third party;
- Each deletion or renewal of a license by the Bank;
- These actions can be done only with the prior written approval of the GMS of the Bank with the quorum and voting requirements as specified in Article 22 of the Articles of Association.

### Kewajiban Direksi

Direksi berkewajiban untuk melaksanakan prinsip-prinsip GCG dalam setiap kegiatan usaha Bank pada seluruh jenjang organisasi yang pelaksanaannya mencakup:

- Kelengkapan dan pelaksanaan tugas Komite-komite dan Satuan kerja yang menjalankan fungsi pengendalian internal;
- Penerapan fungsi kepatuhan, internal audit, dan audit eksternal;
- Penerapan Manajemen Risiko, termasuk sistem pengendalian internal;
- Penyediaan dana kepada pihak terkait dan penyediaan dana besar;
- Rencana strategi Bank;
- Transparansi kondisi keuangan dan non-keuangan Bank.

### Wewenang Direksi

Wewenang Direksi Bank ICBC Indonesia adalah sebagai berikut:

- Direksi berhak mewakili Bank di dalam dan di luar pengadilan dalam segala hal dan dalam segala kejadian, dan oleh sebab itu berhak untuk mengikat Bank dengan pihak lain dan pihak lain dengan Bank, serta menjalankan segala tindakan dan kuasa, baik yang mengenai kepengurusan maupun kepemilikan, akan tetapi dengan pembatasan bahwa:
  - Perubahan level gaji dan pendapatan yang di bayarkan kepada anggota Direksi dan Dewan Komisaris;
  - Menyebabkan Pengeluaran Modal (*Capital Expenditure*) oleh Bank yang melebihi nilai IDR30.000.000.000,- (tiga puluh miliar Rupiah);
  - Membeli saham perusahaan lain;

### Board of Directors' Obligations

The Board of Directors is obligated to implement the principles of GCG in the Bank's business activities at all levels of the organization, the implementations of which include:

- Completion and implementation of duties for the Committees and Working Units that serve the function of internal control;
- Implementation of compliance, of internal audits and of external audits;
- Implementation of Risk Management, including the internal control system
- Provision of funds to related parties and the provision of large funds;
- The Bank's strategic plan;
- Transparency of the Bank's financial and non-financial condition.

### Board of Directors' Authorities

The authorities of the Board of Directors of Bank ICBC Indonesia are as follows:

- The Board of Directors is entitled to represent the Bank inside and outside of court in all matters and in all events, and is therefore entitled to bind banks from other parties with Bank ICBC Indonesia, and to carry out all actions and authorities, both on management and ownership, but with the following restrictions:
  - Changing the level of wages and salaries paid to members of the Board of Directors and Board of Commissioners;
  - Causing the Bank's capital expenditure to exceed Rp 30,000,000,000 (thirty billion Rupiah);
  - Purchasing shares of other companies;

- Memutuskan setiap keputusan strategis untuk menyebabkan perubahan material dalam tindakan dan cakupan yang dilakukan oleh Bank dalam bisnis, termasuk memasuki perusahaan patungan atau pengaturan kemitraan penting atau pengaturan apapun yang akan menyebabkan bisnis Bank atau bagian daripadanya dikontrol atau sebaliknya oleh Direksi, Dewan Komisaris, dan/atau Pemegang Saham Bank;
- Setiap penjualan atau pemindahan (termasuk *leasing* atau pemberian bisnis atau aset kepada pihak lain) atau pengambilalihan aset yang nilainya dari jumlah total IDR2.000.000.000,- (dua miliar Rupiah) dalam setiap tahun;
- Di luar Otoritas Operasional dan Manajemen mengikat diri pada setiap transaksi dengan pihak ketiga dengan nilai lebih besar dari IDR200.000.000.000,- (dua ratus miliar Rupiah);
- Mengubah kebijakan akuntansi yang diterapkan Bank, kecuali yang terkait dengan ketentuan hukum dan perundang-undangan;
- Penghapusan izin Bank, kecuali untuk perpanjangan.

Tindakan-tindakan tersebut diatas hanya dapat dilakukan dengan persetujuan tertulis sebelumnya dari Rapat Umum Pemegang Saham Bank dengan kuorum dan persyaratan keputusan seperti ditentukan dengan Pasal 22 dari Anggaran Dasar;

- Pemegang Saham dengan ini menunjuk dan memberi kuasa kepada Direksi Bank, dengan hak substitusi untuk melakukan tindakan-tindakan yang diperlukan, termasuk tetapi tidak terbatas untuk hadir di hadapan notaris untuk menyatakan kembali seluruh atau sebagian dari keputusan ini dalam bentuk suatu akta notaris dan sejauh diperlukan untuk memberitahukan, melaporkan, dan mendaftarkan keputusan ini kepada pihak-pihak berwenang yang relevan, termasuk tetapi tidak terbatas OJK dan Kementerian Hukum dan Hak Asasi Manusia dan untuk membuat amandemen-amandemen dan/atau tambahan-tambahan dalam bentuk apapun yang secara wajar diperlukan untuk memperoleh persetujuan-persetujuan demikian, dan untuk mengajukan dan menandatangani seluruh permohonan-permohonan dan dokumen-dokumen lain, dan untuk mengambil tindakan-tindakan yang mungkin diperlukan untuk melaksanakan keputusan ini.

## KEBERAGAMAN KOMPOSISI DIREKSI

Komposisi Direksi Bank ICBC Indonesia terdiri dari para profesional dengan berbagai latar belakang yang beragam baik usia, pendidikan, dan *gender*. Komposisi tersebut mencerminkan keragaman anggota Direksi sehingga mampu menunjukkan independensi dalam menjalankan tugas pengelolaan perusahaan.

## INDEPENDENSI DIREKSI

Setiap anggota Direksi bersifat independen secara individual maupun secara kolektif. Individu yang menjabat dalam Direksi tidak memiliki jabatan yang dilarang peraturan perundang-undang tentang pelaksanaan GCG.

- Making strategic decisions that lead to material changes in the action and coverage made by the Bank in its business, including entering into a joint venture or partnership arrangement or any setting that would cause the Bank's business or part thereof to be controlled or otherwise by the Board of Directors, Board of Commissioners and/ or Shareholders of the Bank;
- Any sale or transfer (including leasing or giving business or assets to a third party) or the acquisition of assets over Rp 2,000,000,000 (two billion) in a given year;
- Outside of Operational and Management Authority, to binds itself to any transaction with a third party with a value greater than IDR200,000,000,000 (two hundred billion Rupiah);
- Changing the accounting policies adopted by the Bank, except those related to the provisions of law and legislation;
- Removal of Bank permits, except for extensions.

These actions can be done only with the prior written approval of the GMS of the Bank with the quorum and voting requirements as specified in Article 22 of the Articles of Association.

- The Shareholder hereby designates and authorizes the Bank's Board of Directors, with the right of substitution, to take the necessary actions, including but not limited to appearing before the notary to restate all or part of this decision in the form of a notarial deed; to the extent necessary, to notify, report and register these decisions to relevant authorities, including but not limited to Bank Indonesia/ OJK and the Law and Human Rights Ministry; and to make amendments and/or additions in whatever form is reasonably necessary to obtain such agreements; to file and sign all requests and other documents; and to take the measures that may be necessary to implement this decision.

## DIVERSITY OF BOARD OF DIRECTORS' COMPOSITION

The composition of the Board of Directors of Bank ICBC Indonesia consists of professionals with diverse backgrounds in age, education and gender. The composition reflects the diversity of members of the Board of Directors in ways that demonstrate its independence in carrying out the management tasks of the company.

## BOARD OF DIRECTORS' INDEPENDENCE

Each member of the Board of Directors is independent, whether as an individual or as a collective. Individuals serving in the Board of Directors do not have positions that are prohibited by laws on GCG implementation.

Setiap anggota tidak memiliki hubungan kekeluargaan sampai derajat ketiga dengan anggota Dewan Komisaris lain dan/atau anggota Direksi. Hubungan keluarga dan keuangan anggota Direksi dapat dilihat pada tabel sebagai berikut:

Each member does not have a familial relationship up to the third degree with other members of the Board of Commissioners and/or members of the Board of Directors. The family and financial relations of the members of the Board of Directors can be seen in the table as follows:

### Hubungan Keluarga dan Keuangan Direksi Family and Financial Relations

Nama Name	Hubungan Keluarga Dengan   Family Relationship			Hubungan Keuangan Dengan   Financial Relationship			Keterangan Description
	Dewan Komisaris Board of Commissioners	Direksi Board of Directors	Pemegang Saham Pengendali Majority Shareholder	Dewan Komisaris Board of Commissioners	Direksi Board of Directors	Pemegang Saham Pengendali Majority Shareholder	
Shen Xiaoyi	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	-
Jeff S.V. Eman	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	-
Yu Guangzhu	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	-
Liang Qinjun*	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	-
Thomas Arifin**	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	-
Sandy Tjipta Muliana	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	-
Rolyta Manullang	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	-
Zhang Lei***	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	Nihil   None	-

\* Mulai menjabat sebagai Direktur sejak 3 Juni 2016 | Hold position as Director as of 3 June 2016

\*\* Mulai menjabat sebagai Direktur sejak 17 Februari 2016 | Hold position as Director as of 17 February 2016

\*\*\* Tidak lagi menjabat sebagai Direktur sejak 3 Juni 2016 | No longer held position as Director as of 3 June 2016

### RANGKAP JABATAN DIREKSI

Seluruh anggota Direksi Bank ICBC Indonesia tidak memiliki rangkap jabatan sebagai Komisaris, Direksi atau Pejabat Eksekutif pada Bank, lembaga keuangan non-bank atau perusahaan lain yang berkedudukan di dalam dan di luar negeri.

### BOARD OF DIRECTORS' CONCURRENT POSITIONS

None of members of the Board of Directors of Bank ICBC Indonesia have concurrent positions as Commissioners, Directors or Executive Officers at banks, non-bank financial institutions or other companies domiciled in the country and abroad.

### Rangkap Jabatan Pada Direksi Concurrent Positions of Board of Directors

Nama Name	Jabatan di Bank ICBC Indonesia Position in Bank ICBC Indonesia	Jabatan pada Perusahaan/ Instansi Lain Position at Other Company/ Institutions
Shen Xiaoyi	Presiden Direktur   President Director	Nihil   None
Jeff S.V. Eman	Direktur   Director	Nihil   None
Yu Guangzhu	Direktur   Director	Nihil   None
Liang Qinjun*	Direktur   Director	Nihil   None
Thomas Arifin**	Direktur   Director	Nihil   None
Sandy Tjipta Muliana	Direktur   Director	Nihil   None
Rolyta Manullang	Direktur   Director	Nihil   None
Zhang Lei***	Direktur   Director	Nihil   None

\* Mulai menjabat sebagai Direktur sejak 3 Juni 2016 | Hold position as Director as of 3 June 2016

\*\* Mulai menjabat sebagai Direktur sejak 17 Februari 2016 | Hold position as Director as of 17 February 2016

\*\*\* Tidak lagi menjabat sebagai Direktur sejak 3 Juni 2016 | No longer held position as Director as of 3 June 2016

### KEPEMILIKAN SAHAM DIREKSI

Bank ICBC Indonesia tidak memiliki kebijakan *Management Stock Option Program* (MSOP) per 31 Desember 2016, sehingga seluruh direksi tidak memiliki saham pada Bank ICBC Indonesia.

### BOARD OF DIRECTORS' SHARE OWNERSHIP

Bank ICBC Indonesia does not have a Management Stock Option Program (MSOP) policy as of 31 December 2016, so none of the Directors own shares in Bank ICBC Indonesia.

### Kepemilikan Saham Direksi Share Ownership of Directors

Nama Name	Bank ICBC Indonesia Bank ICBC Indonesia	Perusahaan/Instansi Lain Other Company/ Institutions	Keterangan Description
Shen Xiaoyi	Nihil   None	Nihil   None	Nihil   None
Jeff S.V. Eman	Nihil   None	Nihil   None	Nihil   None
Yu Guangzhu	Nihil   None	Nihil   None	Nihil   None
Liang Qinjun*	Nihil   None	Nihil   None	Nihil   None
Thomas Arifin**	Nihil   None	Nihil   None	Nihil   None
Sandy Tjipta Muliana	Nihil   None	Nihil   None	Nihil   None
Rolyta Manullang	Nihil   None	Nihil   None	Nihil   None
Zhang Lei***	Nihil   None	Nihil   None	Nihil   None

\* Mulai menjabat sebagai Direktur sejak 3 Juni 2016 | Hold position as Director as of 3 June 2016

\*\* Mulai menjabat sebagai Direktur sejak 17 Februari 2016 | Hold position as Director as of 17 February 2016

\*\*\* Tidak lagi menjabat sebagai Direktur sejak 3 Juni 2016 | No longer held position as Director as of 3 June 2016

## PAKET/ KEBIJAKAN REMUNERASI DAN FASILITAS LAIN BAGI DEWAN KOMISARIS DAN DIREKSI

Dewan Komisaris dan Direksi mendapatkan sejumlah remunerasi dan fasilitas sesuai persetujuan RUPS sebagai berikut:

## REMUNERATION PACKAGE/ POLICY AND OTHER FACILITIES FOR THE BOARD OF COMMISSIONERS AND BOARD OF DIRECTORS

Board of Commissioners and Board of Directors received remuneration and facilities in accordance with the approval of the GMS as follows:

Jenis Remunerasi dan Fasilitas Lain Remuneration Types and Other Facilities	Jumlah Diterima Dalam 1 Tahun   Amount Received in 1 Year			
	Dewan Komisaris   Board of Commissioners		Direksi   Board of Directors	
	Orang Person	Jutaan Rupiah million IDR	Orang Person	Jutaan Rupiah Million IDR
Remunerasi (gaji, bonus, tunjangan rutin, tantiem, dan fasilitas lainnya dalam bentuk non-natura)   Remuneration (salary, bonus, routine allowances, profits, and other facilities in not in kind from)	3	2.103	8	31.496
Fasilitas lain dalam bentuk natura (perumahan, transportasi, asuransi kesehatan, dan sebagainya) yang:   Other intangible facilities (housing, transportation, health, insurance, etc.) - dapat dimiliki   can be acquired - tidak dapat dimiliki   cannot be acquired	0	0	0	0
<b>TOTAL</b>	<b>3</b>	<b>2.103</b>	<b>8</b>	<b>31.496</b>

### Jumlah Remunerasi Total Remuneration

Total Remunerasi per Orang dalam 1 Tahun Total Remuneration per Person in 1 Year	Jumlah Komisaris Number of Commissioners	Jumlah Direksi Number of Directors
diatas 2 miliar Rupiah   above IDR 2 billion	0	8
diatas 1 miliar s.d 2 miliar Rupiah   above IDR 1 billion up to IDR 2 billion	0	0
diatas 500 juta s.d 1 miliar Rupiah   above IDR 500 million up to IDR 1 billion	2	0
dibawah 500 juta Rupiah   IDR 500 million and less	1	0
<b>TOTAL</b>	<b>3</b>	<b>8</b>

## OPSI SAHAM & BUY BACK

Sampai saat ini, Bank ICBC Indonesia belum memiliki kebijakan mengenai Opsi Saham serta pembelian kembali saham dan obligasi Bank ICBC Indonesia. Dengan demikian pada tahun 2016 tidak ada Opsi Saham serta pembelian kembali saham dan obligasi Bank ICBC Indonesia.

## STOCK OPTIONS & BUY BACK

To date, Bank ICBC Indonesia does not have a policy regarding Stock Options and buy back of shares and bonds of Bank ICBC Indonesia. Thus in 2016 there was no Stock Options nor repurchase of shares and bonds of Bank ICBC Indonesia.

## RASIO GAJI TERTINGGI DAN TERENDAH

Sistem pengupahan karyawan disusun berdasarkan:

- Kontribusi jabatan dan peran jabatan.
- Pengalaman kerja yang relevan dan telah terbukti.
- Keahlian dan kompetensi yang dibutuhkan.
- Kinerja atau prestasi.

## HIGHEST AND LOWEST SALARY RATIO

Employee wage system is based on:

- Contribution and role of position.
- Relevant and proven working experience.
- Required skills and competencies.
- Performance or achievements.

Rasio gaji tertinggi dan terendah adalah sebagai berikut :

Highest and lowest salary ratio is as follows:

Dasar Perbandingan Comparison Base	Rasio   Ratio
Gaji Pegawai yang tertinggi dengan gaji Pegawai yang terendah   Staff's highest salary versus Staff's lowest salary	32,61 : 1
Gaji Direktur yang tertinggi dengan gaji Direktur yang terendah   Director's highest salary versus Director's lowest salary	2,07 : 1
Gaji Komisaris yang tertinggi dengan gaji Komisaris yang terendah   Commissioner's highest salary versus Commissioner's lowest salary	1,00 : 1
Gaji Direktur yang tertinggi dengan gaji Pegawai yang tertinggi   Director's highest salary versus Staff's highest salary	2,55 : 1



## RAPAT DIREKSI

### Frekuensi Kehadiran dalam Rapat Direksi

Selama 2016, Direksi melakukan pertemuan sebanyak 28 (dua puluh delapan) kali dengan frekuensi pertemuan sebagai berikut:

#### Frekuensi Kehadiran dalam Rapat Direksi Frequency of Attendance at BOD Meetings

Nama Name	Jabatan Position	Jumlah Rapat of Meeting	Frekuensi Kehadiran Attendance Frequency	Persentase Kehadiran Presentase (%)
Shen Xiaoqi	Presiden Direktur   President Director	28	23	82,14%
Jeff S.V. Eman	Direktur   Director		23	82,14%
Yu Guangzhu	Direktur   Director		26	92,86%
Liang Qinjun*	Direktur   Director		16	72,73%
Thomas Arifin**	Direktur   Director		26	96,30%
Sandy Tjipta Muliana	Direktur   Director		24	85,71%
Rolyta Manullang	Direktur   Director		19	67,86%
Zhang Lei***	Direktur   Director		2	33,33%

\* Mulai menjabat sebagai Direktur sejak 3 Juni 2016 | Hold position as Director as of 3 June 2016

\*\* Mulai menjabat sebagai Direktur sejak 17 Februari 2016 | Hold position as Director as of 17 February 2016

\*\*\* Tidak lagi menjabat sebagai Direktur sejak 3 Juni 2016 | No longer held position as Director as of 3 June 2016

## BOARD OF DIRECTORS' MEETINGS

### Frequency of Attendance in the Board of Directors' Meetings

Throughout 2016, the Board of Directors conducted 28 (twenty eight) meetings with the following frequency of attendance:

#### Agenda Rapat Direksi BOD Meeting Agenda

No	Tanggal   Date	Agenda   Agenda	Peserta Rapat   Participants
1.	13 Januari 2016 13 January 2016	Kinerja Keuangan Bank, Komentar dan Saran BOD Bank Financial Performance, BOD Comments and Suggestions	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Sandy T. Muliana, Rolyta Manullang, Zhang Lei
2.	14 Maret 2016 14 March 2016	Pembahasan Audit OJK, Kinerja Keuangan Bank OJK Audit Updates, Bank Financial Performance	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang, Zhang Lei
3.	08 April 2016 08 April 2016	Ringkasan Hasil Audit Final KPMG Summary of KPMG Final Audit Result, OJK Audit Finding	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang, Zhang Lei
4.	11 April 2016 11 April 2016	Proyek-proyek Penting TI, Kenaikan Gaji IT Key Projects, Salary Increment	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
5.	14 April 2016 14 April 2016	Kinerja Keuangan Bank Bank Financial Performance	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
6.	13 Mei 2016 13 May 2016	Laporan Kinerja, Pembahasan Proyek TI Terkini Performance Report, IT Projects Latest Updates	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
7.	09 Juni 2016 09 June 2016	Pembahasan Umum Latest Updates	Shen Xiaoqi, Jeff S.V. Eman, Liang Qinjun, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
8.	23 Juni 2016 23 June 2016	Penetapan Bunga Pinjaman, Persyaratan <i>Overdue Management</i> Loan Pricing, Overdue Management Requirement	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
9.	25 Juli 2016 25 July 2016	Kinerja Keuangan Bank, Rencana Perusahaan 2016-2020 Bank Financial Performance, Corporate Plan 2016-2020	Shen Xiaoqi, Liang Qinjun, Thomas Arifin, Rolyta Manullang
10.	09 Agustus 2016 09 August 2016	Pengarahan dari ICBC Limited, Pembahasan NPL Directions from Parent Bank, NPL Updates	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
11.	16 Agustus 2016 16 August 2016	Diskusi Pasca <i>Mid-Year Meeting</i> Post Mid-year Meeting Discussion	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
12.	24 Agustus 2016 24 August 2016	Perhatian dari ICBC Limited terhadap NPL dan Nasabah Berpotensi Risiko Concerns from Parent Bank Regarding NPL and Customers With Potential Risk	Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Rolyta Manullang
13.	26 Agustus 2016 26 August 2016	Tindak Lanjut terhadap NPL dan <i>Overdue Accounts</i> Follow-up on NPL and Overdue Accounts	Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Rolyta Manullang
14.	05 September 2016 05 September 2016	Persiapan Rapat Dewan Komisaris, Pembahasan NPL Preparation for BOC Meeting, NPL Updates	Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
15.	20 September 2016 20 September 2016	Pembahasan NPL NPL Updates	Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
16.	27 September 2016 27 September 2016	Pembahasan NPL NPL Updates	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
17.	30 September 2016 30 September 2016	Kinerja Keuangan Bank, KPI Bank Financial Performance, KPI	Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
18.	11 Oktober 2016 11 October 2016	Pembahasan Umum General Update	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Thomas Arifin, Sandy T. Muliana

## Agenda Rapat Direksi BOD Meeting Agenda

No	Tanggal   Date	Agenda   Agenda	Peserta Rapat   Participants
19	18 Oktober 2016 18 October 2016	Pembahasan Umum General Update	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
20	20 Oktober 2016 20 October 2016	Kinerja Keuangan Bank, Rencana Bisnis 2017 Bank Financial Performance, Business Plan 2017	Shen Xiaoqi, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana, Rolyta Manullang
21	25 Oktober 2016 25 October 2016	Rencana Bisnis 2017 Business Plan 2017	Shen Xiaoqi, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana
22	28 Oktober 2016 28 October 2016	Pembahasan NPL NPL Updates	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin
23	04 November 2016 04 November 2016	Pembahasan Umum, Proposal Kredit General Update, Credit Proposal	Shen Xiaoqi, Yu Guangzhu, Thomas Arifin, Sandy T. Muliana
24	23 November 2016 23 November 2016	Kinerja Keuangan Bank, Aktivitas ICBC Club, Pembahasan NPL Bank Financial Performance, ICBC Club Activity, NPL Updates	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana
25	24 November 2016 24 November 2016	Pembahasan NPL NPL Updates	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana
26	04 Desember 2016 04 December 2016	Tantangan yang Dihadapi Sampai Akhir Tahun dan Solusi Penyelesaian Early Check-out for Staffs, Challenges Faced Until End of Year and How to Resolve It	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana
27	07 Desember 2016 07 December 2016	Pembahasan pada Rapat dengan OJK mengenai <i>Write-Off</i> NPL Updates on Meeting with OJK Regarding NPL Write-off	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Sandy T. Muliana
28	14 Desember 2016 14 December 2016	Pembahasan NPL, Target Sampai Akhir Tahun, Hal-hal yang harus Dilakukan Sebelum Akhir 2016 dan Rencana untuk 2017 Updates on NPL Accounts, Targets to Achieve Until End of Year, Things to Do Before End of 2016 and Plans for 2017	Shen Xiaoqi, Jeff S.V. Eman, Yu Guangzhu, Liang Qinjun, Thomas Arifin, Sandy T. Muliana

## PELATIHAN DIREKSI

Pelatihan Direksi sepanjang 2016 adalah sebagai berikut:

## BOARD OF DIRECTORS' TRAININGS

Board of Directors' trainings throughout 2016 are as follows:

### Pelatihan Direksi Board of Directors' Training

Nama Name	Materi Pelatihan Training Materials	Penyelenggara Pelatihan Trainer	Tempat & Waktu Pelaksanaan Place & Time
Shen Xiaoqi	<i>Aligning Strategies with Business</i>	Bank ICBC Indonesia	Jakarta, 29 Januari 2016 Jakarta, 29 January 2016
	<i>Refreshment Manajemen Risiko Level 5</i>	Kiran Resources Indonesia	Jakarta, 15 Maret 2016 Jakarta, 15 March 2016
Jeff S.V. Eman	<i>Aligning Strategies with Business</i>	Bank ICBC Indonesia	Jakarta, 29 Januari 2016 Jakarta, 29 January 2016
	<i>Executive Program (New York): Global Market in Current Condition</i>	Euromoney	New York, 6 November 2016 New York, 6 November 2016
	<i>Seminar Economic Outlook 2017</i>	LSPP & IB	Jakarta, 9 Desember 2016 Jakarta, 9 December 2016
Yu Guangzhu	<i>Aligning Strategies with Business</i>	Bank ICBC Indonesia	Jakarta, 29 Januari 2016 Jakarta, 29 January 2016
	<i>Refreshment Manajemen Risiko Level 5</i>	Kiran Resources Indonesia	Jakarta, 15 Maret 2016 Jakarta, 15 March 2016
	<i>Executive Training – Yale University : ICBC Interbank Business Training Program</i>	Yale University	Pennsylvania, 7 November 2016 Pennsylvania, 7 November 2016
Liang Qinjun	<i>Executive Program (Frankfurt) Operational &amp; Service Excellence</i>	Euromoney	Frankfurt, 28 Oktober 2016 Frankfurt, 28 October 2016
Thomas Arifin	<i>Aligning Strategies With Business</i>	Bank ICBC Indonesia	Jakarta, 29 Januari 2016 Jakarta, 29 January 2016
	<i>Executive Program (London): Moody's Credit Masterclass</i>	Moody's	London, 30 Juli 2016 London, 30 July 2016

## Pelatihan Direksi Board of Directors' Training

Nama Name	Materi Pelatihan Training Materials	Penyelenggara Pelatihan Trainer	Tempat & Waktu Pelaksanaan Place & Time
Sandy T. Muliana	<i>Aligning Strategies with Business</i>	Bank ICBC Indonesia	Jakarta, 29 Januari 2016 Jakarta, 29 January 2016
	<i>Refreshment Manajemen Risiko Level 5</i>	Kiran Resources Indonesia	Jakarta, 15 Maret 2016 Jakarta, 15 March 2016
	Workshop di Bidang Kepatuhan dan AML Perbankan Tingkat Eksekutif Workshop in Compliance and AML Banking Executive Level	FKDKP FKDKP	Jakarta, 21 April 2016 Jakarta, 21 April 2016
	Seminar Kesiapan Perbankan dalam Menghadapi Penilaian <i>Financial Action Task Force on Money Laundering (FATF)</i> Terhadap Indonesia Seminar on Banking Preparedness in Facing the Financial Action Task Force On Money Laundering (FATF) Assessment Against Indonesia	FKDKP FKDKP	Jakarta, 26 Mei 2016 Jakarta, 26 May 2016
	<i>The Leadership and HR Forum APAC</i>	Orchid Associates	Bali, 30 Mei 2016 Bali, 30 May 2016
	<i>Executive Program (New York): JP Morgan Program</i>	JP Morgan	New York, 19 Agustus 2016 New York, 19 August 2016
	<i>International Congress on Assessment Center Methods</i>	Daya Dimensi Indonesia	Bali, 26 Oktober 2016 Bali, 26 October 2016
	Seminar <i>Economic Outlook 2017</i>	LSPP & IBI	Jakarta, 9 Desember 2016 Jakarta, 9 December 2016
Rolyta Manullang	<i>Refreshment Manajemen Risiko Level 5</i>	Kiran Resources Indonesia	Jakarta, 15 Maret 2016 Jakarta, 15 March 2016
	<i>Aligning Strategies with Business</i>	Bank ICBC Indonesia	Jakarta, 29 Januari 2016 Jakarta, 29 January 2016
	<i>Executive Program (London): Essentials of Leadership</i>	Euromoney	London, 5 Oktober 2016 London, 5 October 2016

## PROGRAM PENGENALAN DIREKSI

Direksi yang baru ditunjuk wajib diberikan program pengenalan mengenai Bank dan dilakukan sesegera mungkin setelah pengangkatannya. Tanggung jawab untuk mengadakan program pengenalan bagi Direksi yang baru berada pada Direktur Utama, atau jika Direktur Utama berhalangan, maka tanggung jawab pelaksanaan program pengenalan tersebut berada pada Direksi yang ada.

Program pengenalan tersebut, mencakup hal-hal sebagai berikut:

- Gambaran mengenai Bank berkaitan dengan visi dan misi, nilai dan budaya Bank, tujuan dan strategi Bank, unit usaha dan anak Bank, kinerja keuangan dan operasi, rencana usaha jangka pendek dan jangka panjang, aplikasi teknologi informasi, manajemen risiko, kondisi persaingan usaha, dan masalah strategis lainnya;
- Penjelasan mengenai tugas dan tanggung jawab Dewan Komisaris, Direksi serta Komite di bawah Dewan Komisaris dan Komite dibawah Direksi;
- Penjelasan mengenai Pemangku Kepentingan utama Bank dan tanggung jawab sosial Bank;
- Sistem pengendalian internal, sistem audit dan temuan audit yang belum ditindaklanjuti secara tuntas serta kasus hukum yang melibatkan Bank;
- Pelaksanaan GCG di lingkungan Bank.

Program pengenalan tersebut dapat dilaksanakan dalam bentuk presentasi/ seminar/ *workshop*, pertemuan, kunjungan ke lokasi, pengkajian dokumen, atau bentuk lainnya yang dianggap sesuai.

## BOARD OF DIRECTORS' ORIENTATION

A newly appointed member of the Board of Directors shall be trained with an introductory program as soon as possible after being appointed. Responsibility for training a new member of the Board of Directors lies with the President Director. If the President Director is absent, responsibility for implementing this orientation program rests with members of the Board of Directors that are present.

This introduction program includes the following:

- An overview of the Bank's vision and mission, values and culture, objectives and strategies, business units and subsidiaries, financial and operational performance, short-term and long-term business plans, information technology applications, risk management, business competition conditions, and other strategic issues;
- A description of the duties and responsibilities of the Boards of Commissioners and Directors, and the Committees under the Boards of Commissioners and Directors;
- A description of the Bank's key Stakeholders and the Bank's social responsibility;
- A system of internal controls, audit systems and audit findings that have not been fully followed up, as well as legal cases involving the Bank;
- Implementation of GCG within the Bank.

This orientation program can be implemented in the form of presentations, seminars, workshops, meetings, site visits, document reviews, or other forms of disseminating information deemed appropriate.

## SUKSESI DIREKSI

Anggota Direksi memiliki peran penting dalam proses operasional Bank. Pemegang Saham melalui RUPS bertanggung jawab untuk mengangkat anggota Direksi. Pengangkatan anggota Direksi dilakukan setelah proses yang ditetapkan dalam Anggaran Dasar Bank dan mempertimbangkan sejumlah ketentuan hukum, pendidikan, dan persyaratan profesional lainnya.

## HUBUNGAN KERJA DEWAN KOMISARIS DAN DIREKSI

Hubungan kerja Dewan Komisaris dan Direksi adalah hubungan *check and balances* untuk kemajuan dan kesehatan Bank. Dewan Komisaris dan Direksi sesuai dengan fungsinya masing-masing bertanggung jawab atas kelangsungan usaha Bank dalam jangka panjang. Hal yang harus dilakukan oleh Dewan Komisaris dan Direksi secara bersama-sama sesuai dengan fungsinya masing-masing, sehingga dapat dicapai kelangsungan usaha Bank dalam jangka panjang tercermin pada:

- Terlaksananya dengan baik *internal control* dan manajemen risiko;
- Tercapainya imbal hasil (*return*) yang wajar bagi Pemegang Saham;
- Terlindunginya kepentingan Pemangku Kepentingan secara wajar;
- Terlaksananya suksesi kepemimpinan dan manajemen di semua lini organisasi;
- Terpenuhinya pelaksanaan GCG.

## RAPAT DEWAN KOMISARIS DAN DIREKSI

Selain mengadakan rapat yang secara eksklusif untuk para direktur, Direksi juga mengadakan rapat gabungan dengan Dewan Komisaris. Pada tahun ini, Dewan Komisaris dan Direksi mengadakan 1 (satu) kali rapat gabungan.

Adapun frekuensi kehadiran rapat dari masing-masing anggota Dewan Komisaris adalah sebagai berikut:

### Kehadiran Dewan Komisaris dan Direksi dalam Rapat Gabungan Tahun 2016

#### Attendance of the Board of Commissioners and the Directors at Joint Meeting in 2016

Nama Name	Jabatan Position	Jumlah Rapat Total Meeting	Frekuensi Kehadiran Attendance Frequency	Persentase Kehadiran Attendance Percentage
Ma Xiangjun	Presiden Komisaris   President Commissioner		1	100%
Hendra Widjojo	Komisaris Independen   Independent Commissioner	1	1	100%
Christina Harapan	Komisaris Independen   Independent Commissioner		1	100%

Agenda Rapat Gabungan Dewan Komisaris dan Direksi tahun 2016 adalah sebagai berikut:

### Agenda Rapat Gabungan Dewan Komisaris dan Direksi Tahun 2016

#### Agenda in Board of Commissioners and the Directors Meeting in 2016

No	Tanggal   Date	Agenda   Agenda	Peserta Rapat   Participants
1.	1 November 2016 1 November 2016	1. Kinerja Keuangan Bank, YTD Triwulan III   Bank-wide Financial Performance, YTD 3rd Quarter 2. Rencana Bisnis Bank 2017-2019   Bank-wide Business Plan 2017-2019 * 3. Strategi TI 2017   IT Strategy 2017	Ma Xiangjun ( <i>Video Conference</i> ), Christina Harapan, Hendra Widjojo, Yu Guangzhu, Jeff SV Eman, Thomas Arifin, Sandy Tjipta Muliana, Fransisca Nelwan Mok, Xin Haiyan, Yensen Aliamin, Indra Widjaja, Zhang Xiaodong, Andris Tenda

\* Hal yang Disepakati Bersama: Dewan Komisaris dan Direksi bersama-sama menyepakati untuk menyetujui Rencana Bisnis Bank 2017-2019. | Board of Directors and Commissioners Agreements: The Board of Commissioners and the Board of Directors have jointly agreed to approve the Bank Business Plan 2017-2019.

## BOARD OF DIRECTORS' SUCCESSION

Members of the Board of Directors have an important role in the Bank's operational processes. Shareholders are responsible for appointing the Board's members through the GMS. The appointment of members of the Board of Directors shall be made after going through the process established in the Bank's Articles of Association and after considering a list of legal, educational and other professional requirements.

## BOARD OF DIRECTORS AND COMMISSIONERS RELATIONSHIP

The working relationship between the Board of Commissioners and the Board of Directors serves as a check and balance relationship for the Bank's progress and health. The both Boards, according to their respective functions, are responsible for the Bank's long-term business. To achieve this, the Board of Commissioners and the Board of Directors work hand-in-hand based on their respective functions, to reflect the following:

- Implementation of both internal control and risk management;
- Achievement of reasonable returns for Shareholders;
- Reasonable protection of the interests of Stakeholders;
- Implementation of leadership and management succession across all lines of the organization;
- Fulfillment of GCG implementation.

## BOARDS OF DIRECTORS AND COMMISSIONERS MEETINGS

In addition to holding meetings exclusively for Directors, the Board of Directors also holds joint meetings with the Board of Commissioners. This year, the two Boards have held 1 (one) joint meeting.

The frequency of attendance of meetings from each member of the Board of Commissioners is as follows:

## PENILAIAN KINERJA TERHADAP DEWAN KOMISARIS DAN DIREKSI

Dalam menjalankan tugasnya, Dewan Komisaris dan Direksi berpegang pada pedoman kerja Dewan Komisaris & Direksi (*board charter*). *Board Manual* ini berisi petunjuk tata laksana kerja direksi beserta tahapan aktivitas secara terstruktur dan sistematis. *Board Manual* disusun berdasarkan prinsip-prinsip hukum korporasi, ketentuan anggaran dasar, peraturan dan perundang-undangan yang berlaku, arahan Pemegang Saham serta praktik-praktik terbaik (*best practices*) GCG.

## REMUNERASI DEWAN KOMISARIS DAN DIREKSI

Remunerasi Dewan Komisaris direkomendasikan oleh Komite Remunerasi dan Nominasi, berdasarkan formulasi remunerasi yang mengacu kepada kebijakan internal Bank, peraturan eksternal yang berlaku, komparasi industri serta mempertimbangkan kinerja Bank.

## MEKANISME DAN KEBIJAKAN REMUNERASI

Rekomendasi Komite Remunerasi dan Nominasi kemudian diserahkan kepada Dewan Komisaris dan disampaikan kepada RUPS untuk mendapatkan persetujuan. Sedangkan, penetapan besaran remunerasi anggota Dewan Komisaris didasarkan kepada kinerja masing-masing anggota Dewan Komisaris yang pelaksanaannya dilakukan oleh Presiden Komisaris. Anggota Dewan Komisaris menerima paket remunerasi yang dibayarkan secara berkala, terdiri dari gaji, tunjangan Hari Raya, tunjangan cuti dan *tantiem*.

Sementara itu, penetapan remunerasi Direksi direkomendasikan oleh Komite Remunerasi dan Nominasi dengan mengacu kepada prinsip-prinsip remunerasi Bank dan hasil penilaian atas pencapaian target (*goal setting*), peraturan yang berlaku, komparasi industri dan kinerja Bank.

Rekomendasi komite disampaikan kepada Dewan Komisaris, untuk mendapatkan persetujuan RUPS.

## BOARD OF DIRECTORS AND COMMISSIONERS PERFORMANCE ASSESSMENT

In carrying out their duties, the Board of Commissioners and the Board of Directors adhere to the board charter guidelines. This Board Manual contains instructions on the proper conduct of the Board of Directors and the stages of activities in a structured and systematic way. The Board Manual is structured on the principles of corporate law, on the provisions of the Articles of Association, on prevailing laws and regulations, on the directions of the Shareholders and on the best practices of GCG.

## BOARD OF DIRECTORS AND COMMISSIONERS' REMUNERATION

Remuneration for the Board of Commissioners is done through recommendations by the Remuneration and Nomination Committee, based on a remuneration formula in reference to the Bank's internal policies, applicable external regulations, industry comparisons and in consideration of the Bank's performance.

## REMUNERATION POLICY AND MECHANISMS

The recommendations of the Remuneration and Nomination Committee are then submitted to the Board of Commissioners and forwarded to the GMS for approval. Meanwhile, the process of determining the remuneration for members of the Board of Commissioners is based on the performance of each member of the Board of Commissioners. The implementation for this is carried out by the President Commissioner. Members of the Board of Commissioners receive remuneration packages paid periodically, consisting of salary, Religious Holiday allowances, leave allowances and *tantiem*.

Meanwhile, remuneration for the Board of Directors is done through recommendations by the Remuneration and Nomination Committee with reference to the Bank's remuneration principles and with reference to goal-setting results, to applicable regulations, to industry comparisons and to the Bank's performance.

The recommendations of the committee are submitted to the Board of Commissioners in order to obtain the approval of the GMS.