



2012 · 年度报告

ANNUAL REPORT

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齐 心 齐 行



共 商 共 赢





企业使命

服务社会 和谐共赢

企业愿景

行业精品 锻造经典

企业精神

务实 创新 精细 卓越

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董事长、党委书记 杲传勇
Board Chairman and Party Secretary Gao Chuanyong

董事长致辞

2012年，面对复杂严峻的国际国内经济金融形势，齐商银行董事会带领全行干部员工团结拼搏，开拓创新，克服了经济波动压力所带来的种种困难和挑战，全行的经营管理水平跃升到新的层次，战略转型和结构调整实现了新的突破，金融创新和特色培育取得了新的进步，经营业绩再创历史最好水平，圆满完成了年初制定的各项任务目标，实现了规模、质量、效益的全面提升。

——发展更加稳健。2012年，我行持续完善“董事会战略决策、高级管理层执行落实、监事会监督制衡”的协调运行机制，不断增强各治理主体的履职规范性和有效性，以科学有效的战略规划、经营措施和管理运行机制支持了全行的科学稳健和可持续发展。董事会持续加强战略规划及资本管理，制定实施了《2013-2015年三年发展规划纲要》和《2012-2015年资本管理规划》，增强了发展的前瞻性和科学性；监事会认真落实监管要求，按照“依法合规、客观公正、科学有效”的原则，有效履行监督职能，充分发挥了监督制衡作用；高级管理层认真执行董事会决议，有效落实监事会监督意见，全行战略转型和结构调整工作得到持续有效推进。截至2012年末，我行总资产达到483.98亿元，较年初增长15.55%，存款余额达到408.38亿元，较年初增长14.47%，贷款余额290.27亿元，较年初增长11.64%，主要监管指标全面达标，上缴各项税金5.13亿元，为地方经济建设做出了积极贡献。

——内控更加精细。改进对内审部门的管理，创新稽核监督方式，强化稽核审计成果的应用，增强了内审工作的独立性，内控机制建设得到进一步增强。不断强化合规经营意识，细化风险管理措施，优化内部控制架构与流程，对操作风险、信用风险、信息科技风险、流动性风险等主要风险出重拳、强治理、严管理，全面风险管理水平得到持续提升。

——转型更加深化。去年，全行深入贯彻落实战略转型和结构调整各项部署，转调工作实现了新的突破。积极探讨完善小企业金融服务专营机构“事业部制”建设，深化与德国IPC公司国际先进小微企业贷款管理技术合作，加快小微企业金融产品及管理技术复制推广工作，全行小微企业贷款增速实现了监管部门“两个不低于”的要求，余额占比达到50.6%；个人零售贷款超额完成了年初计划，余额占比达到6.51%；储蓄存款占比达到存款总额的三分之一，对公存款稳中有升，基础存款稳定性明显增强。

——创新更加有效。2012年，我行制定实施了“一体两翼”机构发展战略，并根据监管要求，有效落实年度机构调整计划。到年末，异地分支行存款和净利润分别占全行总额的22.01%和25.6%，对全行的贡献度持续提升。东营分行、西安新城区支行、滨州滨城支行和惠民支行相继开业，潍坊分行、西安明德门支行、滨州黛溪支行获批筹建，为加快发展奠定了坚实基础；齐商村镇银行运行良好，所辖汤头支行顺利开业，成功实现了机构的进一步延伸。产品创新持续优化，“齐动力-租金贷、出疆棉补贴、政通贷”等多款产品在省市产品大赛获奖，理财产品发行期次和金额创历史新高，金融服务水平得到进一步增强。服务渠道持续拓展，网银交易量在联盟成员行中名列前茅，自助设备数量居全市前列，对个人现金业务的分流率达到35%以上，有效缓解了柜面业务压力，服务市民和中小企业的的能力日益增强。

——形象更加优化。去年，我行持续加强《齐商银行导报》、“齐银网站”、“企业文化中心”等文化阵地建设，深化与各级新闻媒体之间的交流合作，不断加强文化传播与品牌宣传，建立实施了新闻发言人制度，定期向社会公众披露经营信息，增强了声誉风险管控能力，有效提升了品牌的内在价值。充分发挥营业网点的“窗口效应”，引入神秘人测评机制，持续改进柜面服务质量，进一步提高了全行的文明规范服务水平，荣获2013中国金融创新奖组委会“最佳金融企业形象奖”。在取得良好经济效益的同时，积极践行社会责任，多途径、多方式、全方位回馈社会，树立了受人尊敬银行的良好形象，连续荣获全市“慈善事业突出贡献奖”称号，为促进和谐社会建设做出了应有的贡献。

2013年，我行将以党的十八大和中央经济工作会议精神为指导，坚持“稳中求进”的总基调和“抓转型、促发展、严内控、守底线、强服务、增亮点”的总要求，紧紧围绕“中小企业主办行”和“市民银行”的市场定位，牢牢抓住“加快发展”这个主题，加强决策和监督力度，持续完善管理体制，优化业务流程，加强业务营销，扩大市场份额，进一步提升核心竞争力、提升市场占有率、提升信贷精细化水平、提升内控管理能力、提升品牌形象和社会美誉度，努力推动全行实现转型发展、特色发展、科学发展，为将我行打造成为品牌特色突出、经营业绩优良的现代化商业银行而努力奋斗！



President's Address

In 2012, facing the extremely complicated and severe domestic and foreign economic and financial situations, the Board of Directors of Qishang Bank led all cadres and employees to overcome various difficulties and challenges caused by economic fluctuation pressure with the spirit of unity, hard work and innovation. Therefore, the whole bank's management level rose to a new level, its strategic transformation and structural adjustment gained new breakthroughs, financial innovation and features nurture made new progress, and the results of operations hit new peak again. It successfully completed various missions and objectives specified at the beginning of year, and achieved overall improvement in scale, quality, and efficiency.

-- More steady-going development. In 2012, the Bank continued to improve the coordination and operation mechanism of "Board of Directors' strategic decision-making, senior management's execution and implementation, and Board of Supervisors' supervision and balance", continuously enhanced the normalization and validity of duty performance of every governance body, and supported the sound, scientific and sustainable development of the bank with scientific and effective strategic plans, operational measures and management mechanism. The Board of Directors development and implemented Outline of 2013-2015 Three-year Development Planning and 2012-2015 Capital Management Planning to continue to strengthen strategic planning and capital management, and enhanced the forward-looking and scientific character of development; Board of Supervisors carefully implemented supervision requirements, effectively performed its supervision functions according to the principle of "legal compliance, being objective and impartial, as well as scientific and effective", and fully played its supervisory role; and senior management seriously executed the resolutions of the Board of Directors, effectively implemented the views of the Board of Supervisors, thus achieved sustained and effective promotion in the Bank's strategic transformation and structural adjustment. By the end of 2012, the total assets of the bank were RMB 48.398 billion, increasing by 15.55% comparing to the number at the beginning of year; the balances of various deposits were RMB 40.838 billion, increasing by 14.47%; the balances of various loans were RMB 29.027 billion, increasing by 11.64%; and all major regulatory indicators were fully complied; with RMB 0.513 billion taxes paid, it made positive contribution for local economic construction.

-- More sophisticated internal control. The management of internal audit department was improved, audit and supervision methods were created, the application of audit results were strengthened, so the independence of internal audit were enhanced, and the internal control mechanism has been further strengthened. It continued to strengthen the awareness of compliance operation, refine risk management measures, optimize internal control structure and process, and took strict measures for major risks such as operational risk, credit risk, information technology risk, liquidity risk...etc, implemented strong governance and strict management, and therefore, the level of comprehensive risk management got continuous improvement.

-- Deepened transformation. Last year, as the Bank's deepening of its strategic transformation and restructuring various deployments, the redeployment work achieved new breakthroughs. Actively explored and perfected the construction of the "divisional system" of small business financial services franchise organizations, deepened its technical cooperation with German IPC Company on the loans management of advanced international small micro-enterprise, speeded up the replication and promotion of small micro-enterprise financial products and management techniques, the Bank realized two requirements of "no less than" of supervision department in terms of loan growth of small micro-enterprise, of which the ratio of balance reached 50.6%; and the individual retail loans overfulfilled the target made in the early plan with the balance takes up of 6.51%; and the savings deposits take up of 1/3 of total savings...the public deposits are raised stably, and the stability of basic deposits is significantly enhanced.

-- More effective innovation. In 2012, the Bank developed and implemented the development strategy of structure of "One System, Two Wings", and effectively executed the adjustment plan of the year according to supervision requirements. By the end of the year, deposits of remote branches and the net profits took up of 22.01% and 25.6% of the Bank's total amount respectively, which continuously promoted the overall contribution. In this year, Dongying Branch, New Town Subbranch in Xi'an, Bincheng Subbranch in Binzhou and Huimin Subbranch opened one after another; building of Weifang Branch, Mingdemen Subbranch in Xi'an, and Daixi Subbranch in Binzhou were approved, which laid stable foundation for rapid development; besides, village banks of Qishang have been operating well, among them, there were Tangtou Subbranch successfully opened, which successfully realized a further extension of the mechanism. With continuous optimization of product innovation, many products including "Power of Qishang-Rent Loan, Subsidies for cotton from Xinjiang, and Zhengtong Loan" won awards in provincial and municipal products competitions and the issuing times and amount of financial products set new records, so the financial services were further enhanced. In addition, the service channels were continuously expanded: the online banking transaction volume ranks among the head of alliance members; the quantity of self-service equipment comes out top in the city; the diversion rate of Personal Cash Business reaches 35% or above, which effectively eased the pressure of counter business and represents that its ability of serving the public and SMEs is improving constantly.

-- More optimized image. Last year, the Bank continued to strengthen the construction of cultural positions such as Journal of Qishang Bank, "website of Qishang Bank", "Corporate Culture Center" etc and deepen exchanges and cooperation with all levels of news media, strengthened cultural communication and branding, established and executed spokesperson system, regularly disclosed operating information to the public, enhanced the reputation risk management and control capabilities, and effectively promoted the intrinsic value of the brand. It also fully made use of the "Window effect" of operation sites, brought in mysterious man evaluation mechanism, continuously improved the quality of service counter, and further improved the Bank's service level of civilized norms, and thus awarded the "2013 Best Financial Corporate Image" by Organizing Committee of China Financial Innovation Awards. At the time of gaining good economic benefit, the Bank actively assumed its social responsibility to make contributions to society through various method and ways; therefore, it established a good image of a respected bank and was awarded for the title of "Outstanding Contribution Award of Philanthropy" of the city in succession. The Bank made its due contribution to promoting the building of a harmonious society.

In 2013, following the spirit of the 18th National Congress of Communist Party and Central Economic Work Conference, the Bank will adhere to the overall tone of "seeking progress while maintaining stability" and the requirement of "focusing on transformation, promoting development, being strict in inner control, sticking on bottom line, enhancing service, and increasing highlight points", tightly surround the market positioning of "SME hosting bank" and "Citizens Bank", and firmly hold the theme of "speeding up development", so as to strengthen the intensity of decision-making and supervision, continuously improve management system, optimize business processes, enhance business marketing, expand market share, and further enhance the core competitiveness, market share, the level of credit refinement, internal management capacity, brand image and social reputation, as well as promote the restructuring development, featured development and scientific development of the Bank, making every efforts to make the Bank a modern commercial bank with prominent brand features and excellent operating results!



行长、党委副书记 赵晓东
President and Vice Party Secretary Zhao Xiaodong



监事长、党委副书记 韩兴柱
Chief Supervisor and Vice Party Secretary Han Xingzhu



重要提示

本行董事会及其董事保证本报告所载资料不存在任何虚假记载、误导性陈述或重大遗漏，并对其内容的真实性、准确性和完整性负个别及连带责任。

本行第五届董事会第六次会议审议通过了本年度报告。

本年度财务会计报告已经由天健会计师事务所有限公司山东分所依据国家企业会计准则的规定进行了审计，本年度报告经注册会计师刘加宝、史钢伟签字，出具了标准无保留意见的审计报告。

齐商银行股份有限公司董事会

董事长杲传勇、行长赵晓东、计划财务部门负责人郝同利保证年度报告中财务会计报告的真实、完整。

Important Notes

The Board of Directors and the directors of the bank undertake that there are no misrepresentations, misleading statement or material omissions in this report, and shall assume joint and several liabilities for the authenticity, accuracy and completeness of contents of the report.

The 2012 Annual Report was deliberated in the sixth meeting of the fifth Board Directors of the bank.

The financial report of this year has been audited by Tianjian Certified Public Accountants Co., Ltd. Shandong Branch in accordance with National Accounting Criteria for Enterprises. This annual report has been signed by registered accounts Liu Jiabao and Shi Gangwei and has been issued standard audit report with unqualified opinions.

Board of Directors of Qishang Bank Co., Ltd.

Gao Chuanyong, the Chairman of the Board of Directors, Zhao Xiaodong, the President and Hao Tongli, the finance chief of Planning and Finance Departments, warrant the authenticity and completeness of the financial statements in this Annual Report.

A N N U A L R E P O R T



基本情况
Basic Information



第一部分 基本情况

一、法定中文名称：齐商银行股份有限公司

（简称：齐商银行，下称本行）

法定英文名称: QI SHANG BANK CO., LTD

（英文简称: QISHANG BANK）

二、法定代表人: 臧传勇

三、成立时间: 1997年8月28日

四、注册资本金: 人民币壹拾叁亿元

五、注册和办公地址: 山东省淄博市张店区中心路105号

邮政编码: 255025

国际互联网网址: <http://www.qsbank.cc>

电话: 0533-2178888

传真: 0533-2179666

六、董事会秘书处联系方式:

电话: 0533-2178888-9122

传真: 0533-2178888-9122

七、其它信息

1. 营业执照注册号: 370000018011361

2. 金融许可证号码: B0171H237030001

3. 税务登记号码: 370303164113909

八、本报告分别以中、英文编制，中英文本理解上发生歧义时，以中文文本为准。

Part I. Basic Information

- I. **Legal company name in Chinese:** 齐商银行股份有限公司
(Chinese abbreviation: 齐商银行, hereinafter referred to as this Bank)
Legal company name in English: QI SHANG BANK CO., LTD
(English abbreviation: QISHANG BANK)
- II. **Legal representative:** Gao Chuanyong
- III. **Time of establishment:** August 28, 1997
- IV. **Registered capital:** RMB 1.3 billion
- V. **Registration and office address:** No. 105, Central Road, Zhangdian District, Zibo City, Shandong Province
Postal Code: 255025
Internet website: <http://www.qsbank.cc>
Tel.: 0533-2178888
Fax: 0533-2179666
- VI. **Secretariat of the Board of Directors and contact information:**
Tel.: 0533-2178888-9122
Fax: 0533-2178888-9122
- VII. **Other information**
 - 1. Business license registered No.: 370000018011361
 - 2. Financial permit No.: B0171H237030001
 - 3. Tax registration certificate No. 370303164113909
- VIII. **This report is prepared in Chinese and English. In case of any discrepancy in understanding of Chinese and English texts, the Chinese text shall prevail.**



A N N U A L R E P O R T

主要经营情况
Main Operation
Information

第二部分 主要经营情况

一、总体经营情况

主要利润指标（单位：元）

项 目	2012年金额
利润总额	1,023,793,733.21
营业利润	1,007,467,960.72
投资收益	270,683.12
营业外收支净额	16,325,772.49
净利润(归属于母公司股东的净利润)	788,709,202.41
经营活动产生的现金流量净额	2,913,411,276.32

主要会计数据（单位：元）

项 目	2012年	2011年	2010年
营业收入	1,976,537,641.96	1,795,689,953.85	1,324,888,203.85
净利润	789,819,935.90	682,816,970.97	472,626,884.37
总资产	48,398,068,592.52	41,825,666,311.77	36,618,610,759.23
总负债	44,557,239,585.25	38,691,336,326.49	34,084,788,990.17
股东权益	3,840,829,007.27	3,134,329,985.28	2,533,821,769.06

主要财务指标

项 目	2012年	2011年	2010年
每股收益（元）	0.61	0.53	0.36
每股净资产（元）	2.95	2.41	1.95
每股经营活动产生的现金流量净额（元）	2.24	0.13	1.10
净资产收益率	22.50%	24.09%	20.14%



1、资产规模继续保持较快增长。截至报告期末，本行集团口径资产总额483.98亿元，较同期增加65.13亿元，增幅15.55%；母公司法人口径资产总额482.39亿元，较同期增加65.01亿元，增幅15.58%；集团口径贷款总额290.27亿元，较同期增加30.25亿元，增幅11.64%；母公司法人口径贷款总额288.43亿元，较同期增加29.62亿元，增幅11.44%。

2、盈利能力继续提升，但增势趋缓。截至报告期末，集团口径实现税前利润10.24亿元，较同期增加0.98亿元，增幅10.62%；母公司法人口径实现税前利润10.21亿元，较同期增加0.96亿元，增幅10.37%；集团口径实现净利润7.9亿元，较同期增加0.9亿元，增幅12.79%；母公司法人口径实现净利润7.88亿元，较同期增加0.88亿元，增幅12.54%。

3、成本控制在合理水平。报告期内，集团口径成本收入比为29.86%，较同期上升2.37个百分点，其中，发生业务及管理费用5.9亿元，比上年同期增长18.43%；营业收入19.77亿元，比上年同期增长9.01%；母公司法人口径成本收入比为29.54%，较年初上升2.36个百分点。其中，发生业务及管理费用5.80亿元，比上年同期增长18.52%；营业收入19.64亿元，比上年同期增长9.05%。

4、经营风险控制有效。报告期内，面对国内外严峻的经济形势，本行积极采取措施，加强产业政策和行业研究，改善信贷投向；重视发展中小企业贷款，优化贷款结构；加大信贷检查力度，抓好不良资产清收。截至报告期末，“五级分类”口径不良贷款余额4.13亿元，较年初减少0.24亿元，不良贷款率1.42%，较年初下降0.26个百分点；拨备覆盖率261.40%，较年初提高1.17个百分点，贷款损失准备充足率715.12%，较年初提高302.37个百分点；旧办法资本充足率12.84%，核心资本充足率11.07%；新办法资本充足率12.88%，核心一级资本充足率10.37%。2012年，本行明确了绿色信贷发展战略，制定了具体的绿色信贷目标，在五届四次董事会通过的《齐商银行股份有限公司2013~2015年发展规划纲要》规划实施的具体措施中，详细阐述了调整资产结构，做好集团客户、受控受限行业的调整工作，引导信贷资金投向符合“绿色信贷”政策行业、战略性新兴产业、具有商业可持续的节能减排、生态环保项目。本行《2013年授信工作指导意见》明确指出，公司授信业务中的“优先支持类”包括战略性新兴产业及节能环保产业的六大领域：节能技术和装备、高效节能产品、节能服务产业、先进环保技术和装备、环保产品与环保服务，并明确禁止向不符合国家节能减排政策规定、国家明令淘汰的落后产能的企业与项目授信，并将房地产、建筑行业、“两高一剩”等受控受限行业列入“审慎维持类”，切实落实“绿色信贷”政策要求。去年，本行有效控制“两高一剩”等受限行业贷款总量，进一步加大对科技自主创新型企业、循环经济园区等符合绿色信贷政策要求行业企业的信贷支持力度，培育形成了一批优质企业客户群。截至年末，本行战略新兴产业贷款新增5.82亿元，节能减排新增贷款1.95亿元，支持服务业35.07亿元，支持“黄河三角洲高效生态经济区”贷款5.66亿元，为经济社会发展做出了积极贡献。

5、机构发展战略顺利实施。报告期内，东营分行、西安新城区支行、滨州滨城支行和惠民支行相继开业，潍坊分行、西安明德门支行、滨州黛溪支行获批筹建，为加快发展奠定了坚实基础。村镇银行运行良好，所辖汤头支行顺利开业，成功实现了机构的进一步延伸。

6、改革创新成效显著。报告期内，制度建设明显加强，业务规范发展，产品创新持续推动；产品开发效率进一步提高，表外业务进一步拓展，新产品推广应用日益广泛；建立理财产品线，理财产品日趋丰富，满足了投资者多元化需求；加快小企业金融服务中心和专业支行建设，增强市场营销力度，差异化、特色化经营迈出新步伐。

二、主要业务运作情况

1、个人存款情况：截至报告期末，本行个人存款余额131.86亿元，比年初增加22.95亿元，增幅21.07%，在各项存款中占比32.29%，比年初提高1.76个百分点。

2、个人贷款情况：截至报告期末，本行个人贷款余额18.89亿元，比年初增加10.80亿元，增幅133.44%，在各项贷款中占比6.51%，比年初提高3.40个百分点。

3、对公存款情况：截至报告期末，本行对公存款余额为276.52亿元，比年初增长28.68亿元，增幅为11.57%，在各项存款中占比67.71%，较年初降低1.76个百分点。

4、对公贷款情况：截至报告期末，本行对公贷款余额为人民币271.38亿元，比年初增加19.46亿元，增幅为7.72%，在各项贷款中占比93.49%，比年初降低3.40个百分点，其中最新国家四部委口径中小企业贷款余额247.8亿元，占各项贷款总额的85.37%。

(1) 贷款的主要行业分布(贷款投放前五位的行业及相应的比例)

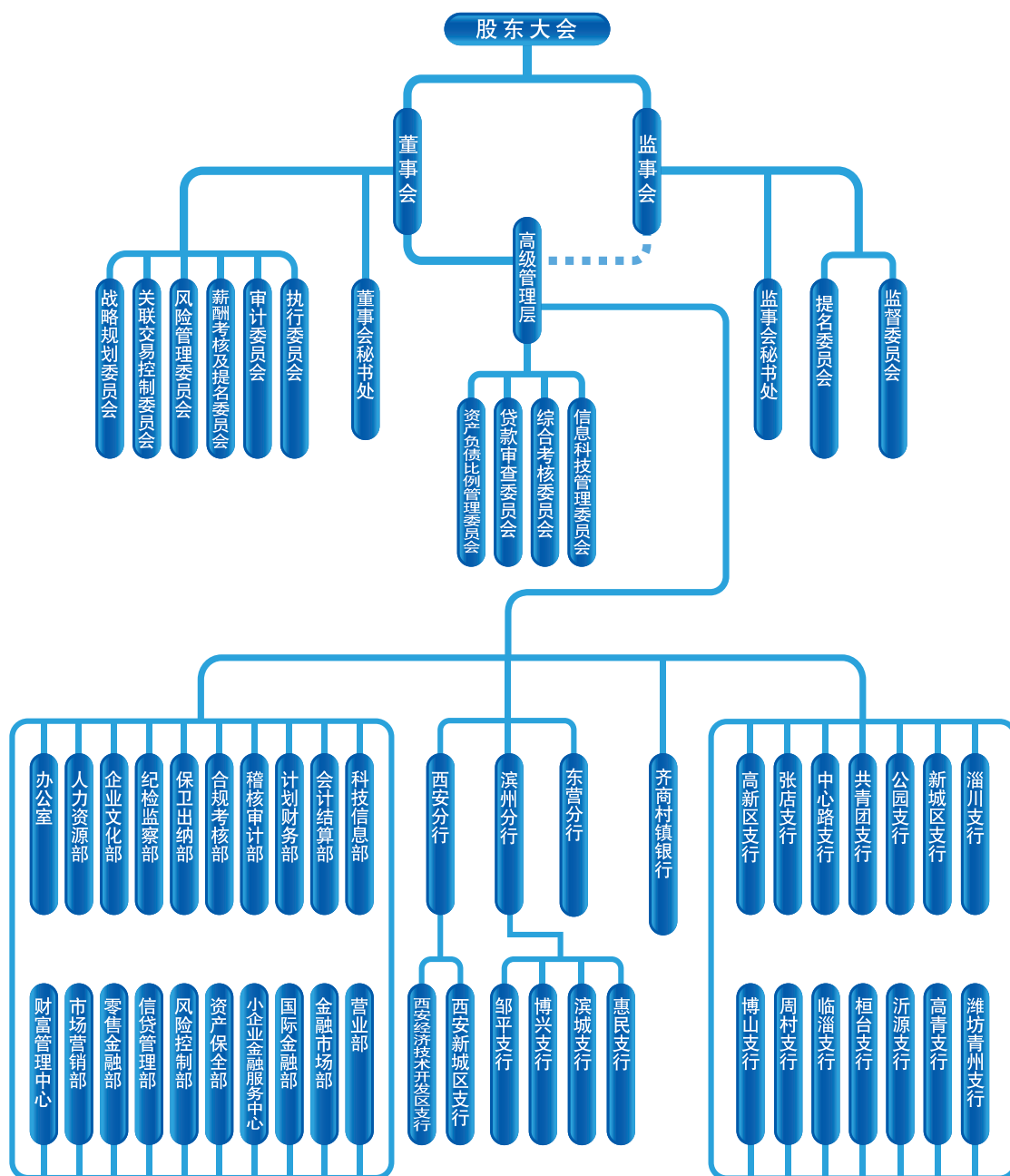
行业名称	金额(万元)	占比
制造业	1,263,696	43.81%
批发和零售业	782,138	27.12%
建筑业	171,784	5.96%
房地产业	128,364	4.45%
采矿业	97,280	3.37%

(2) 最大十家授信集团客户情况

序号	客户名称	表内外授信敞口合计(万元)	占资本净额比例
1	淄博天泽燃料油有限公司	36,050	8.73%
2	淄博百盛集团有限公司	28,102	6.81%
3	山东金顺达集团有限公司	27,200	6.59%
4	山东宏信化工股份有限公司	26,449	6.41%
5	山东蓝溪置业发展有限公司	24,750	6.00%
6	山东北金集团有限公司	24,000	5.81%
7	山东恒丰房地产开发有限公司	22,864	5.54%
8	山东恒生置业发展有限公司	22,650	5.49%
9	淄博兰雁集团有限责任公司	21,000	5.09%
10	山东京博控股股份有限公司	20,987	5.08%



三、组织机构图



全行机构名称及地址

序号	行 名	地 址	联系电话
1	齐商银行西安分行	西安市高新区唐延路33号迈科国际大厦1层	029-88830099
2	齐商银行西安经济开发区支行	西安市经济技术开发区文景路风景御园23-10104	029-65663169
3	齐商银行西安新城区支行	西安市长缨西路82号院10号楼1-2层	
4	齐商银行滨州分行	滨州市黄河五路和渤海十八路路口	0543-3189999
5	齐商银行滨州邹平支行	山东省邹平县黄山一路89号	0543-4356576
6	齐商银行滨州博兴支行	博兴县博城三路欣佳购物广场	0543-2300978
7	齐商银行滨州滨城支行	山东省滨州市滨城区渤海七路659号	0543-3091299
8	齐商银行滨州惠民支行	滨州市惠民县环城东路89号	0543-5371209
9	齐商银行东营分行	东营市东营区东城东二路213号	
10	齐商银行潍坊青州支行	山东省青州市益王府南路2309号	0536-3852111
11	齐商银行高新区支行	张店区柳泉路创业.上府名城7号楼	0533-3583766
12	齐商银行开发支行	张店区柳泉路97号	3156868
13	齐商银行华光路支行	张店区华光路中段	3112448
14	齐商银行华侨城支行	淄博市开发区中润大道与西五路交界处东北角	3812270
15	齐商银行义乌商城支行	张店区华光路商城广场街28.29号	2767761
16	齐商银行西六路支行	淄博市张店区西六路中段, 张店区第七中学对过	2775848
17	齐商银行高创园支行	张店区柳泉北段, 火炬大厦一楼东北侧	3591872
18	齐商银行张店支行	张店中心路130号	2185510
19	齐商银行鲁中支行	淄博市张店区共青团西路3号	2282194
20	齐商银行西二路支行	张店区西二路209号	2300138
21	齐商银行张北支行	张店区中心路199号	3187346
22	齐商银行科苑支行	张店区柳泉路218号	3174574
23	齐商银行丽景苑支行	张店区西五路丽景苑小区2号综合楼	2168877
24	齐商银行中心路支行	张店中心路39号	2183885
25	齐商银行凯瑞园支行	张店区人民西路166号	2162030
26	齐商银行共青团东路支行	张店东一路50号	2172679
27	齐商银行城中支行	张店区华光路48号	3182989
28	齐商银行莲池支行	张店区西六路与联通路东北角	2981734
29	齐商银行山铝支行	张店区南定镇山铝西山五街1号	2988254
30	齐商银行共青团支行	张店新村西路142号	2174471
31	齐商银行和平支行	张店区南世纪路18号18甲89号、90号	2210757
32	齐商银行黄金国际支行	张店区世纪路150号甲15	2157097
33	齐商银行世纪路支行	张店区世纪路78号	2770998
34	齐商银行科技支行	张店区北西六路8号	2772257
35	齐商银行人民路支行	张店区人民西路23号	3186510
36	齐商银行公园支行	张店共青团西路84号	2300497
37	齐商银行公园新村支行	淄博市张店区西五路尚美第三城1号楼8号商铺	2283367
38	齐商银行柳泉路支行	张店区柳泉路45号	2283557
39	齐商银行天齐支行	张店区美食街13-A	2151113



序号	行 名	地 址	联系电话
40	齐商银行市北支行	淄博市高新区鲁泰大道57号甲1、甲2号	2158138
41	齐商银行祥瑞园支行	张店区华光路288号	2176819
42	齐商银行新城区支行	淄博市张店区张周路7号（汇美大厦一楼）	2867799
43	齐商银行通济支行	张店区世纪路44号	2860066
44	齐商银行城西支行	张店区太平路31号	2869977
45	齐商银行体坛支行	张店区柳泉路13号	2880111
46	齐商银行兴学街支行	淄博市张店区兴学街58甲1号	2884100
47	齐商银行博山支行	博山中心路10号	4160072
48	齐商银行颜山支行	淄博市博山北神头村文姜花苑文姜大厦一层自北向南第1-2套	4126996
49	齐商银行新建四路支行	博山区新建四路35号	4137103
50	齐商银行白虎山支行	博山区白虎山路商业街中段（博山区医院南邻）	4269952
51	齐商银行西冶街支行	博山区城西办事处西冶街	4188143
52	齐商银行柳杭支行	博山区颜北路12号	4188963
53	齐商银行淄川支行	淄博市淄川区松龄东路209号	5268903
54	齐商银行新星支行	淄川区淄城路341号	5160866
55	齐商银行昆仑支行	淄川区昆仑镇昆仑路29号	5781199
56	齐商银行松龄支行	淄川区殷阳路139号	5280528
57	齐商银行服装城支行	淄川通乾服装广场1075号	5134555
58	齐商银行建材城支行	淄川区张博路杨寨段路东	5480848
59	齐商银行周村支行	淄博市周村区丝绸路70号	6188978
60	齐商银行棉花市支行	周村区棉花市街71号	6417288
61	齐商银行新建东路支行	淄博市周村区新建东路155号	6180933
62	齐商银行新建中路支行	周村区新建中路37号	6417042
63	齐商银行临淄支行	临淄区桓公路218号	7311796
64	齐商银行晏婴路支行	临淄区晏婴路193号	7115646
65	齐商银行化工区支行	临淄区一诺路北首天华商务大厦一楼	7315966
66	齐商银行闻韶支行	临淄区人民西路1号	7168811
67	齐商银行辛店支行	临淄齐鲁化工商城东大门南侧	7184496
68	齐商银行齐都支行	淄博市临淄区人民大道西首路北（临淄恒生国际星城）	7318834
69	齐商银行牛山路支行	临淄区牛山路214号	7184497
70	齐商银行齐城支行	临淄区闻韶路17号	7185045
71	齐商银行桓公路支行	临淄区桓公路张家新村南门西侧	7161345
72	齐商银行金茵支行	临淄区金茵生活小区小徐家村委综合楼东首	7219111
73	齐商银行桓台支行	桓台县东岳路南首	8217227
74	齐商银行兴桓路支行	桓台县兴桓路中段	8183326
75	齐商银行果里支行	桓台县果周路97号	5181042
76	齐商银行沂源支行	淄博市沂源县鲁山路西首路北	3259899
77	齐商银行历山支行	沂源县历山路28号	3255863
78	齐商银行高青支行	高青县青城路31号	6989911
79	齐商银行青城路支行	高青县青城路6号芦湖小区38号楼一楼	8176900
80	齐商银行总行营业部	张店区金晶大道105号	2178888-9173

Part II. Main Operation Information

I. Overall Operation Information

Main profit targets (Unit: Yuan)

Item	Amount of 2012
Total profits	1,023,793,733.21
Business profits	1,007,467,960.72
Investment income	270,683.12
Net non-operating income	16,325,772.49
Net profits (Net profit owned to parent company)	788,709,202.41
Net cash flow generated from operating activities	2,913,411,276.32

Main accounting data (Unit: Yuan)

Item	2012	2011	2010
Business income	1,976,537,641.96	1,795,689,953.85	1,324,888,203.85
Net profits	789,819,935.90	682,816,970.97	472,626,884.37
Total assets	48,398,068,592.52	41,825,666,311.77	36,618,610,759.23
Total liability	44,557,239,585.25	38,691,336,326.49	34,084,788,990.17
Shareholders' equity	3,840,829,007.27	3,134,329,985.28	2,533,821,769.06

Key financial indicators

Item	2012	2011	2010
EPS (yuan)	0.61	0.53	0.36
Net asset value per share (yuan)	2.95	2.41	1.95
Net amount of cash flow per share generated from operating activities (yuan)	2.24	0.13	1.10
Return on net asset	22.50%	24.09%	20.14%



1. Rapid growth has been continuously maintained for the scale of assets. By the end of the report period, the total amount of assets of the Bank was RMB 48.398 billion, increasing by RMB 6.513 billion on year-on-year basis, at an increasing rate of 15.55%; total amount of standard assets of Parent Corporation legal person was RMB 48.239 billion, increasing by RMB 6.501 billion on year-on-year basis, at an increasing rate of 15.58%; total amount of the bank's standard loans was RMB 29.027 billion, increasing by RMB 3.025 billion on year-on-year basis, at an increasing rate of 11.64%; and the total amount of standard loans of Parent Corporation legal person was RMB 28.843 billion, increasing by RMB 2.962 billion on year-on-year basis, at an increasing rate of 11.44%.

2. The profitability has been substantially increased with gradually slow down speed. By the end of the report period, the standard profits of bank before tax was RMB 1.024 billion, increasing by RMB 98 million on year-on-year basis, at an increasing rate of 10.62%; the standard profits of Parent Corporation legal person before tax was RMB 1.021 billion, increasing by RMB 96 million on year-on-year basis, at an increasing rate of 10.37%; the net standard profits of bank was RMB 790 million, increasing by RMB 90 million on year-on-year basis, at an increasing rate of 12.79%; and the net standard profits of Parent Corporation legal person before tax was RMB 788 million, increasing by RMB 88 million on year-on-year basis, at an increasing rate of 12.54%.

3. Reasonable levels have been achieved in cost control. During the report period, the ratio of standard cost and revenue of bank was 29.86%, increasing by 2.37% on year-on-year basis, among which, there was RMB 590 million business and management fees generated, increasing by 18.43% on year-on-year basis; the operating income was RMB 1.977 billion, increasing by 9.01% on year-on-year basis; and the standard cost and revenue ratio of Parent Corporation legal person was 29.54%, increasing by 2.36% on year-on-year basis, among which, there was RMB 580 million business and management fees generated, increasing by 18.52% on year-on-year basis; the operating income was RMB 1.964 billion, increasing by 9.05% on year-on-year basis.

4. Operation risks have been controlled effectively. During the report period, facing the severe domestic and foreign economic situations the Bank actively takes measures to strengthen industrial policy and industry research, improve the flow of credits, emphasis on the development of SME loans, optimize loan structure; and enhance the efforts of credit inspection, and pay attention to clearing out non-performing assets. By the end of the report period, balance of the 'five-category' standard non-performing loans was RMB 413 million, decreasing by RMB 24 million from the beginning of the year, and the rate of non-performing loans took up of 1.42%; decreasing by 0.26% from the beginning of the year; the provision coverage was 261.40%, increasing by 1.17% from the beginning of the year, and the loan loss provision adequacy ratio was 715.12%, increasing by 320.37% from the beginning of the year; the old capital adequacy ratio was 12.84%, and the core capital adequacy ratio was 11.07%, while the new capital adequacy ratio was 12.88%, and the core capital adequacy ratio was 10.37%. In 2012, the Bank defined its development strategy of green credit and set specific green credit target, and, in the specific measures planned and implemented in Outline of 2013-2015 Three-year Development Planning of Qishang Bank Ltd. passed in the fourth meeting of the fifth board it elaborated the adjustment of asset structure and works of group's customers and constrained industries, guiding of credit funds to invest in industry that complies with "green credit" policy, strategic emerging industry, and commercially sustainable energy saving, environmental protection projects. It was clearly pointed out in our Work Guidance of Credit of 2013 that, the "precedence class" of credit business of the company covering six areas of strategic emerging industry and energy-saving and environmental protection industry: energy-saving technology and equipment, efficient energy-saving products, energy-saving service industry, advanced environmental protection technology and equipment, and environmentally friendly products and environmental services; and it's also made clear that credit for enterprises and projects don't comply to national energy conservation policy or eliminated according to State laws, among in, the constrained industries including real estate, construction industry, and "two high and one left" were listed among "carefully maintained class", thus the policy requirement of "green credit" was effectively implemented. Last year, the Bank efficiently controlled the total amount of loans for constrained industries such as "two high and one left", further strengthened its support to the credit for scientific and technological innovation -oriented enterprises, industries and enterprises that meet the requirements of green credit policies, and fostered and formed a high quality of corporate customer group. By the end of the year, the Bank's new loans of strategic emerging industry were increased by RMB 582 million, new loans of energy conservation were increased by RMB 195 million, loans for supporting services were RMB 3.507 billion, loans for supporting "Efficient ecological economic zone of Yellow River Delta" was RMB 566 million, making a positive contribution to the economic and social development.

5. Institutional development strategy has been implemented successfully. During the report period, Dongying Branch, New Town Subbranch in Xi'an, Bincheng Subbranch in Binzhou and Huimin Subbranch opened one after another; building of Weifang Branch, Mingdemen Subbranch in Xi'an, and Daixi Subbranch in Binzhou were approved, which laid stable foundation for rapid development; besides, village banks of Qishang have been operating well, among them, there were Tangtou Subbranch successfully opened, which successfully realized a further extension of the mechanism.

6. Significant achievements in reform and innovation. During the report period, the institution building mechanism was obviously strengthened business saw standardized development and product innovation was continuously promoted; development efficiency of new product was further increased, promotion and application are increasingly widespread, and the off-balance-sheet business was further expanded; line of financial products was established, and the products become increasingly rich, which meets the diverse needs of investors; building of small business financial services center and professional branch was speeded up, intensity of marketing efforts was enhanced, and the featured operation took new strides.

II. Main Operation Information

1. Individual deposits: by the end of the report period, the balance of individual deposits of the Bank was RMB 13.186 billion, increasing by RMB 2.295 billion from the beginning of the year, at an increasing rate of 21.07%, which takes up 32.29% of various deposits, increasing by 1.76% from the beginning of the year.

2. Individual loans: by the end of the report period, the balance of individual loans of the Bank was RMB 1.889 billion, increasing by RMB 1.08 billion from the beginning of the year, at an increasing rate of 133.44%, which takes up 6.51% of various loans, increasing by 3.4% from the beginning of the year.

3. Public deposits: by the end of the report period, the balance of public deposits of the Bank was RMB 27.652 billion, increasing by RMB 2.868 billion from the beginning of the year, at an increasing rate of 11.57%, which takes up 67.71% of various deposits, increasing by 1.76% from the beginning of the year.

4. Public loans: by the end of the report period, the balance of public loans of the Bank was RMB 27.138 billion, increasing by RMB 1.946 billion from the beginning of the year, at an increasing rate of 7.72%, which takes up 93.49% of various deposits, increasing by 3.4% from the beginning of the year, among in, balance of standard SME loans of the latest four national ministries was RMB 24.78 billion, which takes up of 85.37% of total loans.

(1) Distribution of major sectors of the loan (Top 5 sectors released loans and the corresponding proportion)

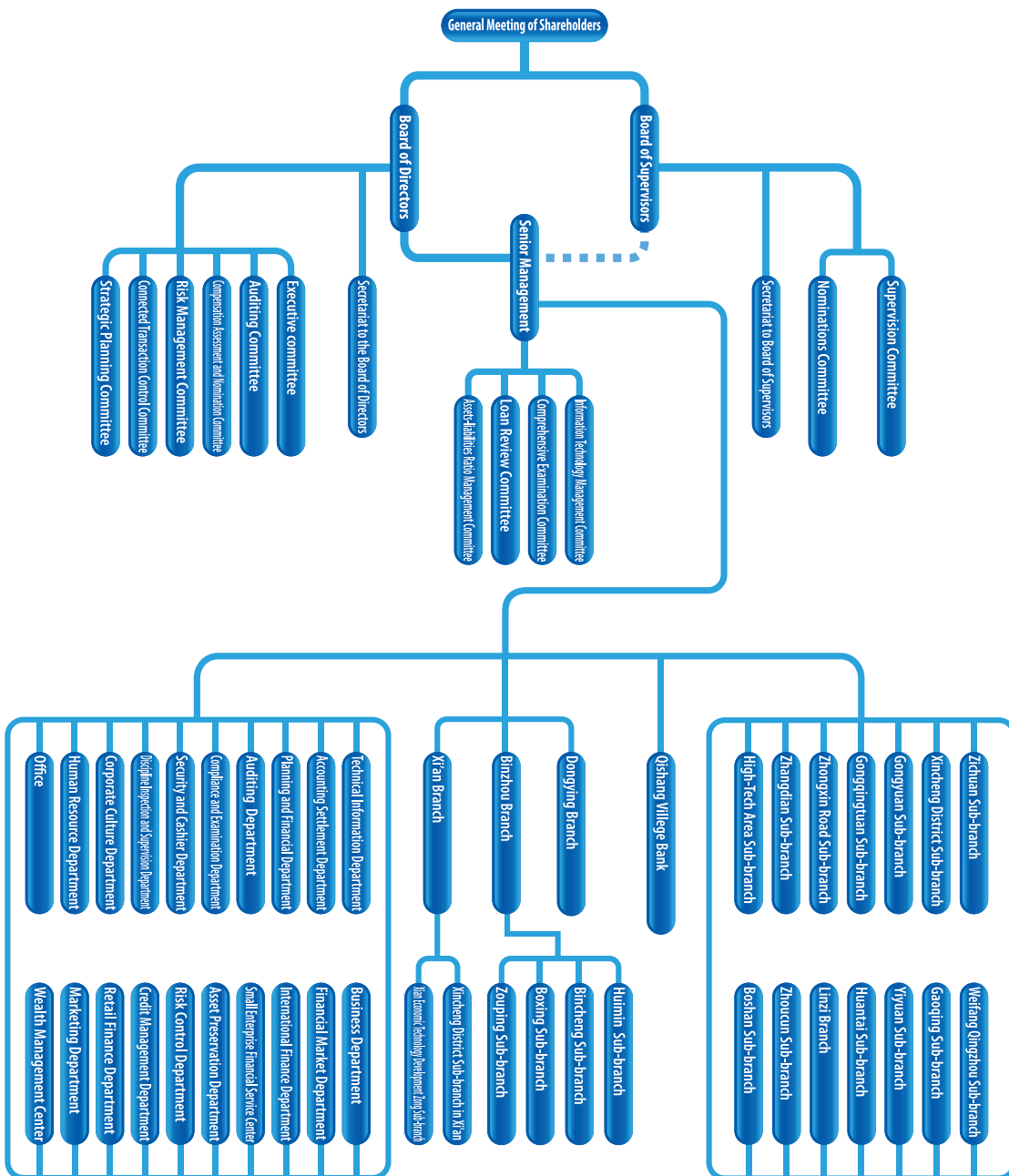
Name of industry	Amount(10 thousand Yuan)	Ratio
Manufacturing industry	1,263,696	43.81%
Wholesale and retail trade	782,138	27.12%
Building industry	171,784	5.96%
Real estate	128,364	4.45%
Mining industry	97,280	3.37%

(2) Information about the top 10 credit clients

Serial No.	Name of the clients	Total on & off-balance sheet credit exposures (10 thousand yuan)	Net capital ratio
1	Zibo Tianze Fuel Oil Co., Ltd.	36,050	8.73%
2	Zibo PARKSON Group Co., Ltd.	28,102	6.81%
3	Shandong Jin Shunda Group Co., Ltd	27,200	6.59%
4	Shandong Hongxin Chemical Co., Ltd.	26,449	6.41%
5	Shandong Lanxi Real Estate Development Co., Ltd.	24,750	6.00%
6	Shandong Beijin Group Co., Ltd	24,000	5.81%
7	Shandong Hengfeng Real Estate Development Co., Ltd	22,864	5.54%
8	Shandong Hengsheng Real Estate Development Co., Ltd	22,650	5.49%
9	Zibo Lan Yan Group Co., Ltd.	21,000	5.09%
10	Shandong Chambroad Holding Co., Ltd	20,987	5.08%



III. Organization Chart



Name and address of Bank

No.	Name of Bank	Address	Phone number
1	Xi'an Branch of Qishang Bank	1st Floor, Maik International Building, No 33 Tangyan Road, High-tech Zone, Xi'an	029-88830099
2	Xi'an Economic Development Zone Subbranch of Qishang Bank	No. 23-10104, Fengjingyuyuan, Wenjing Road, Economic and Technological Development Zone, Xi'an	029-65663169
3	Xincheng District Subbranch in Xi'an of Qishang Bank	1st -2nd Floor, Building 10, No. 82 West Changying Road, Xi'an	
4	Binzhou Branch of Qishang Bank	Intersection of the 5th Huanghe Road and the 18th Bohai Road of Binzhou City	0543-3189999
5	Zouping Subbranch in Binzhou of Qishang Bank	No.89 Huangshan Road Zouping County, Shandong Province	0543-4356576
6	Boxing Subbranch in Binzhou of Qishang Bank	Xinjia shopping plaza the 3rd Bocheng Road Boxing County	0543-2300978
7	Bincheng Subbranch in Binzhou of Qishang Bank	No.659 the 7th Bohai Road Bincheng District Binzhou City, Shandong Province	0543-3091299
8	Huimin Subbranch in Binzhou of Qishang Bank	No.89 East Huancheng Road Huimin County, Binzhou City	0543-5371209
9	Dongying Branch of Qishang Bank	No.213 East the 2nd Dongcheng Road Dongcheng District, Dongying City	
10	Weifang Qingzhou Subbranch of Qishang Bank	No.2309 South Yiwangfu Road Qingzhou City, Shandong Province	0536-3852111
11	High-Tech Zone Subbranch of Qishang Bank	Building 7, Chuangye. Shangfumingcheng, Liuquan Road, Zhangdian District	0533-3583766
12	Development Subbranch of Qishang Bank	No.97 Liuquan Road, Zhangdian District	3156868
13	Huaguang Road Subbranch of Qishang Bank	Middle Huaguang Road, Zhangdian District	3112448
14	Overseas Chinese Town Subbranch of Qishang Bank	Northeast Corner Intersection of Zhongrun Avenue and Xiwu Road, Development Zone, Zibo City	3812270
15	Yiwu City Subbranch of Qishang Bank	No.28. 29Guangchang Street, Huaguang Road Mall, Zhangdian District	2767761
16	West Liu Road Subbranch of Qishang Bank	Opposite to the 7th Middle School, Middle Xiliu Road, Zhangdian District, Zibo City	2775848
17	Gaochuangyuan Subbranch of Qishang Bank	Northeast Corner of 1st Floor, Torch building, North Liuquan, Zhangdian District	3591872
18	Zhangdian Subbranch of Qishang Bank	No.130 Zhongxin Road, Zhangdian District	2185510
19	Luzhong Subbranch of Qishang Bank	The 3rd West Gongqingtuan Road, Zhangdian District, Zibo City	2282194
20	Xi'er Road Subbranch of Qishang Bank	No.209 Xi'er Road, Zhangdian District	2300138
21	Zhangbei Subbranch of Qishang Bank	No.199 Zhongxin Road, Zhangdian District	3187346
22	Keyuan Subbranch of Qishang Bank	No.Liuquan Road, Zhangdian District	3174574
23	Lijingyuan Subbranch of Qishang Bank	Building 2, Lijingyuan District, Xiwu Road, Zhangdian District	2168877
24	Zhongxin Road Subbranch of Qishang Bank	No.39 Zhongxin Road, Zhangdian District	2183885
25	Kairuiyuan Subbranch of Qishang Bank	No.166 west Renmin Road, Zhangdian District	2162030
26	East Gongqingtuan Road Subbranch of Qishang Bank	No.50 Dongyi Road, Zhangdian District	2172679
27	Chengzhong Subbranch of Qishang Bank	No.48 Huaguang Road, Zhangdian District	3182989
28	Lianchi Subbranch of Qishang Bank	Northeast Corner of Xiliu Road and Liantong Road, Zhangdian District	2981734
29	Shanlv Subbranch of Qishang Bank	No.1 the 5th Shanlvxishan Street, Nanding Town, Zhangdian District	2988254
30	Gongqingtuan Subbranch of Qishang Bank	No.142 West Xincun Road, Zhangdian District	2174471
31	Heping Subbranch of Qishang Bank	Room 89, Room 90, A18, No.18 South Century Road, Zhangdian District	2210757
32	Gold International Subbranch of Qishang Bank	A15 No.150 Century Road, Zhangdian District	2157097
33	Shiji Road Subbranch of Qishang Bank	No.78 Century Road, Zhangdian District	2770998
34	Science and Technology Subbranch of Qishang Bank	No.8 the 6th Beixi Road, Zhangdian District	2772257
35	Renmin Road Subbranch of Qishang Bank	No.23 West Renmin Road, Zhangdian District	3186510
36	Gongyuan Subbranch of Qishang Bank	No.84 West Gongqingtuan Road, Zhangdian District	2300497
37	Gongyuan Xincun Subbranch of Qishang Bank	No.8 Store, Building 1, The 3rd Shangmei Plaza, Zhangdian District, Zibo	2283367
38	Liuquan Road Subbranch of Qishang Bank	No.45 Liuquan Road, Zhangdian District	2283557
39	Tianqi Subbranch of Qishang Bank	13-A Gourmet Street, Zhangdian District	2151113



No.	Name of Bank	Address	Phone number
40	Shibei Subbranch of Qishang Bank	A 1-2 No.57 Lutai Avenue, High-tech District, Zibo City	2158138
41	Xiangruiyuan Subbranch of Qishang Bank	No.288 Huaguang Road, Zhangdian District	2176819
42	Xincheng District Subbranch of Qishang Bank	(1st floor Huimei building)No.7 Zhangzhou Road, Zhangdian District, Zibo City	2867799
43	Tongji Subbranch of Qishang Bank	No.44 Century Road, Zhangdian District	2860066
44	Chengxi Subbranch of Qishang Bank	No.31 Taiping Road, Zhangdian District	2869977
45	Titan Subbranch of Qishang Bank	No.13 Liuquan Road, Zhangdian District	2880111
46	Xingxue Street Subbranch of Qishang Bank	No.1.A58 Xingxue Street, Zhangdian District, Zibo City	2884100
47	Boshan Subbranch of Qishang Bank	No.10 Zhongxin Road, Boshan	4160072
48	Yanshan Subbranch of Qishang Bank	Unit 1-2 from North towards South, 1st Floor, Wenjiang Building, Wenjiang Garden, Shentou Village at North of Boshan, Zibo	4126996
49	The forth Xinjian Road Subbranch of Qishang Bank	No.35 the 4th Xingjian Road, Boshan District	4137103
50	Baihu hill Subbranch of Qishang Bank	Middle Section of Commercial Street, Baihu Hill, Boshan District	4269952
51	Xiye Street Subbranch of Qishang Bank	Xiye Street, West City Office, Boshan District	4188143
52	Liuhan Subbranch of Qishang Bank	No.12 Yanbei Road, Boshan District	4188963
53	Zichuan Subbranch of Qishang Bank	No.209 East Songling Road, Zichuan District,Zibo	5268903
54	Xinxing Subbranch of Qishang Bank	No.341 Zicheng Road, Zichuan District	5160866
55	Kunlun Subbranch of Qishang Bank	No.29 Kunlun Road, Kunlun Town, Zichuan District	5781199
56	Songling Subbranch of Qishang Bank	No.139 Banyang Road, Zichuan District	5280528
57	Clothing City Subbranch of Qishang Bank	No.1075 Tongqian Clothing Square, Zichuan District	5134555
58	Building Materials City Subbranch of Qishang Bank	East Side of Yanzhai Section, Zhangbo Road, Zichuan District	5480848
59	Zhoucun Subbranch of Qishang Bank	No.70 Silk Road, Zhoucun District, Zibo City	6188978
60	Mianhuashi Subbranch of Qishang Bank	No.71Mianhuashi Street, Zhoucun District	6417288
61	East Xinjian Road Subbranch of Qishang Bank	No.155 East Xingjian Road ,Zhoucun district,Zibo City	6180933
62	Middle Xinjian Road Subbranch of Qishang Bank	No.37 Middle Xinjian Road ,Zhoucun District	6417042
63	Linzi Subbranch of Qishang Bank	No.218 Huangong Road, Zichuan District	7311796
64	Yanying Road Subbranch of Qishang Bank	No.193 Yanying Road, Linzi District	7115646
65	Chemical Industry Zone Subbranch of Qishang Bank	1st Floor, Shoutianhua Business Building,Yiruo Road, Linzi District	7315966
66	Wenshao Subbranch of Qishang Bank	No.1 West Renmin Road, Linzi District	7168811
67	Xindian Subbranch of Qishang Bank	South Corner of East Gate Qilu Chemical Mall, Linzi District	7184496
68	Qidu Subbranch of Qishang Bank	Intersection of Renmin Avenue and West Shoubei Road, Linzi District, Zibo (Hang Seng International Star City, Linzi)	7318834
69	Niushan Road Subbranch of Qishang Bank	No.214 Niushan Road, Linzi District	7184497
70	Qicheng Subbranch of Qishang Bank	No.17 Wenshao Road, Linzi District	7185045
71	Huangong Road Subbranch of Qishang Bank	West Corner South Gate, Zhangjia New Village, Huangong Road, Linzi District	7161345
72	Jinyin Subbranch of Qishang Bank	East End of Xiaoxujia Village Building, Jin Yan Residential Subdistrict, Linzi District	7219111
73	Huantai Subbranch of Qishang Bank	South End of Dongyue Road, Huantai County	8217227
74	Xinghuan Road Subbranch of Qishang Bank	Middle Xinghuan Road, Huantai County	8183326
75	Guoli Subbranch of Qishang Bank	No. Guozhou Road, Huantai County	5181042
76	Yiyuan Subbranch of Qishang Bank	North Side at West End of Lushan Road, Yiyuan County, Zibo	3259899
77	Lishan Subbranch of Qishang Bank	No.28 Lishan Road, Yiyuan County	3255863
78	Gaoqing Subbranch of Qishang Bank	No.31 Qingcheng Road, Gaoqing County	6989911
79	Qingcheng Road Subbranch of Qishang Bank	1st floor No.38 Building, Luhu Subdistrict, No.6 Qingcheng Road, Gaoqing County	8176900
80	Qishang Bank Head Office	No.105 Jinjing Avenue, Zhangdian District	2178888-9173

A N N U A L R E P O R T



公司治理信息
Corporate
Governance
Information



第三部分 公司治理信息

一、股东情况

(一) 本行共有股东12429户,其中法人股东333户,自然人股东12096户。

(二) 前10大股东股权明细表。(单位:万股)

序号	单位名称	法人代表	持股数	占比
1	淄博市城市资产运营有限公司	卜德兰	12974	9.98%
2	山东城联一卡通有限责任公司	王连忠	12961	9.97%
3	淄博广信纸业有限公司	王德洋	6485.07	4.99%
4	山东魏桥创业集团有限公司	张士平	4000	3.08%
5	山东贵和显星纸业有限公司	徐书栋	3300	2.54%
6	淄博旺达股份有限公司	张永斋	3020	2.32%
7	淄博伟力工贸有限公司	王振伟	3000	2.31%
8	山东铁雄冶金科技有限公司	孔 元	3000	2.31%
9	淄博城东企业集团有限公司	孙守年	2600	2.00%
10	邹平县传洋金属材料有限公司	宫传洋	2600	2.00%

二、年内召开股东大会情况

2012年4月14日,本行2011年度股东大会在淄博齐盛宾馆会议中心二楼第一会议室召开,出席本次会议的股东55名,代表有表决权股份数93,453万股,占总股本的71.89%,符合《中华人民共和国公司法》和公司章程的有关规定。董事长杲传勇先生主持了会议,淄博银监局派员列席了会议。会议经山东鲁杰律师事务所律师现场见证。

会议经过有效表决,一致通过如下决议:

- 一、审议通过《第五届董事会2011年度工作报告》;
- 二、审议通过《第五届监事会2011年度工作报告》;
- 三、审议通过《关于2011年度财务计划执行情况和2012年度财务预算草案的报告》;
- 四、审议通过《关于2011年度利润分配方案的提案》;
- 五、审议通过《关于选举独立董事的提案》;

六、审议通过《关于调整独立董事、外部监事等高级管理人员津贴标准的提案》；

七、审议通过《关于发行小微企业贷款专项金融债券的提案》；

八、审议通过《关于发行次级债券的提案》；

九、审议通过《关于制定<齐商银行股份有限公司股东大会议事规则>的提案》；

十、审议通过《关于制定<齐商银行股份有限公司董事会议事规则>的提案》。

大会还通报了《2011年度前十大股东持股情况》、《2011年度关联方交易情况》、《2011年度前十大授信集团客户情况》、《关于淄博银监局审慎监管意见及我行贯彻落实情况的报告》、《监事会关于对2011年度董事履职评价情况的报告》、《监事会关于对2011年度监事履职评价情况的报告》。

三、董事会的构成及工作情况

（一）董事会成员

本行董事会由13名董事组成，其中董事长1人，执行董事3人，非执行董事5人，职工董事1人，独立董事3人。

姓 名	董事会职务	工作单位及职务	学历学位
杲传勇	董事长	齐商银行董事长、党委书记	研究生、EMBA
赵晓东	执行董事	齐商银行行长、党委副书记	本科、EMBA
鞠 杰	执行董事	齐商银行副行长、党委委员	本科
王 强	执行董事	齐商银行副行长、党委委员、西安分行行长	本科
何德旭	独立董事	中国社会科学院数量经济与技术经济研究所副所长、 研究员，中国社会科学院研究生院教授、博士生导师	研究生、博士
胡元木	独立董事	山东财经大学教授	研究生、博士
王春汉	独立董事	原汉口银行董事长	专科
王德洋	非执行董事	淄博广信纸业集团有限公司董事长	本科
孙守年	非执行董事	淄博城东企业集团有限公司董事长	本科
张 涛	非执行董事	淄博北斗星纺织有限公司董事长	本科、EMBA
徐书栋	非执行董事	山东贵和纸业集团有限公司董事长	研究生、硕士
马乃孝	非执行董事	山东崇正水泥集团股份有限公司董事长、党委书记	研究生
邹 倩	职工董事	齐商银行小企业金融服务中心总经理	研究生、MBA



（二）董事会工作情况

报告期内，本行认真落实监管部门完善公司治理的要求，不断加强董事会履职能力建设，公司治理的有效性得到进一步提升。一是不断完善公司治理制度，职责边界和决策程序更加清晰，问责追究力度进一步加大。二是按照“管风险、管内控、定决策、把方向”的履职定位，审议通过了各类风险管理政策，高级管理层组织有关部门制定了具体的风险管理制度及应急预案，进一步促进了风险管理内控体系的持续完善。调整了对内审部门的管理权限，内审部门直接对董事会负责，定期向董事会报告内审情况，保证了内审工作的独立性，内控机制建设得到进一步增强。三是重视战略规划制定实施，根据宏观经济金融形势及本行的发展实际，制定实施了《2013-2015年三年发展规划纲要》，对全行实现科学稳健发展起到了积极的引领和促进作用。四是加强董事会自身建设，引进一位具有丰富城商行管理经验的高层次独立董事，充实改善了董事会构成，提高了决策能力。五是完善董事会与监事会、高级管理层的协调运行机制，实行了董事会月度工作部署、高级管理层贯彻落实、监事会定期监督和“三长”定期沟通议事运行新机制，“两会一层”的协调运行机制更加高效。六是持续加强资本管理，制定实施了《齐商银行股份有限公司资本管理办法》和《2012-2015年资本管理规划》，明确了资本管理目标及措施，进一步提升了资本管理的科学性和前瞻性。积极调整资产结构，大力发展低资本占用业务，不断提高内生性资本补充能力；同时，在淄博市委市政府的主导下，启动了引进重要财务投资者工作，通过积极沟通和多轮磋商，该项工作取得了突破性进展，资本实力和发展后劲将进一步增强。七是按时召开董事会议，充分履行决策职责。共召开三次例会、两次临时会议，对39项提案进行了研究审议，同时听取了16项业务报告，并组织到齐商村镇银行和淄川、博山两家支行开展现场调研，各项决议得到了高级管理层及有关部门的认真落实。各位董事按照要求参加会议及调研活动，积极发表专业意见，忠实严谨，勤勉尽职，付出了大量的时间和精力，有效履行了各项职责，推进了本行董事会科学决策效率和水平的进一步提升。

（三）董事会下设专门委员会工作情况

董事会下设战略规划委员会、关联交易控制委员会、风险管理委员会、薪酬考核及提名委员会、审计委员会、执行委员会，各委员会议事规则健全，报告期内共召开25次会议，各位委员出席率符合监管要求，充分有效地支持了董事会发挥决策职能。

（四）独立董事工作情况

独立董事名	本年应参加董事会数	出席次数
何德旭	5	5
胡元木	5	5
王春汉	2	2

报告期内，三位独立董事依法按时参加了董事会会议。能够充分发挥从事金融专业研究的特长，及时分析研读财务报表，关注公司经营管理状况，适时针对经营风险控制、薪酬分配政策、跨区域经营、计划

财务管理、董事会决议执行等法定关注事项，发表独立性意见，提出改进建议，履行独立监督职责。

四、监事会的构成及工作情况

（一）监事会人员构成

本行监事会由7名监事组成，其中监事长1人，外部监事1人，股东监事3人，职工代表监事2人。

姓 名	监事会职务	工作单位及职务	学历学位
韩兴柱	监事长	齐商银行监事长、党委副书记	本科
解正湖	外部监事	山东财经大学法学硕士研究生导师	研究生
王 林	股东监事	淄博新宇集团有限公司董事长	硕士研究生
宫传洋	股东监事	山东传洋金属材料有限公司总经理	本科
刘天林	股东监事	山东兰骏集团董事长、总经理	本科
刘丽珍	职工监事	齐商银行稽核审计部总经理	本科
高 军	职工监事	齐商银行高新区支行行长	本科

（二）监事会工作情况

报告期内，监事会严格执行《中华人民共和国公司法》、《股份制商业银行公司治理指引》等法律法规和公司章程，持续改善监督方式，强化监督职能，规范议事，履职尽责，认真落实履职监督、财务监督、内控监督和风险管理监督职责。按时召开监事会例会，审议通过了《2011年度监事会工作报告》、《2011年度董事履职评价情况的报告》和《2011年度监事履职评价情况的报告》等十一个报告或提案；及时召开监事会专门委员会会议，认真履行工作职责；组织监事按时列席历次董事会例会，参加年度股东大会。为健全内控机制、加强风险管理、夯实发展基础，监事会对滨州分行、临淄支行等九家分支行的授信风险管理工作进行了巡视监督。为落实《商业银行内部控制指引》，加强经营风险内部控制力度，监事会结合监管政策、联系内审实际，形成了关于对上半年稽核审计成果运用情况的监督意见。报告期内，各位监事均能按时参加监事会会议、列席董事会会议、出席股东大会，对股东大会及董事会的议事程序、会议内容、决议文件等进行合规监督。职工监事能够按时参加行务会等经营管理会议，了解公司业务经营状况，维护员工合法权益。外部监事参加了四次监事会会议、列席了三次董事会例会，参与审议了有关报告和提案，主动发表监督意见或建议，依法履行规定监督职责。

五、高级管理层人员构成及基本情况

（一）本行总行高级管理层人员共有7人。其中行长1人，副行长4人，行长助理2人。

（二）分支行高级管理人员



本行共有分行行长3人；分行副行长6人，分行行长助理1人；支行行长76人，其中管辖支行行长21人，经营支行行长55人；共有管辖支行副行长33人。

上述人员均符合监管部门规定的任职资格条件，并按要求参加了任职资格考试或备案。

六、部门和分支机构设置情况

本行董事会下设战略规划委员会、关联交易控制委员会、风险管理委员会、薪酬考核及提名委员会、审计委员会、执行委员会。监事会下设提名委员会、审计委员会。经营管理层总行下设21个部室及西安分行、滨州分行、东营分行等80家分支行（营业部）。

七、年度薪酬情况

本行严格按照法律法规及《章程》的规定，按照“三会一层”的组织架构，分层次对薪酬进行管理及决策，其中，股东大会决定有关董事、监事的报酬事项，董事会决定由其聘任的高级管理人员的报酬、奖惩及支付方式，并在董事会下设薪酬考核及提名委员会，由五名董事组成，其主任委员由独立董事担任，主要职责权限包括：根据董事及高管人员的岗位职责范围、重要性以及同业相关薪酬水平制定薪酬计划或方案（包括但不限于绩效评价标准、程序及主要评价体系，奖励和惩罚的主要方案和制度等），报经董事会同意后提交股东大会决定；拟订董事履职评价办法，组织对董事的履职评价并进行年度绩效考评，提出董事薪酬分配建议，提交董事会审议后报股东大会决定；拟订审查本行行长及其他高级管理人员的考核办法、薪酬方案，并对行长及其他高级管理人员的业绩和行为进行评估，报董事会批准，涉及股东大会管辖事项应报股东大会批准；负责监督检查本行薪酬制度执行情况。2012年度，本行董事会、监事会及高级管理人员履职情况良好，超额完成全年任务目标。本行董事、监事和高级管理人员在本行领取薪酬的共24人，共608万元。我行高级管理人员2012年度共发放绩效工资总计528万元。其中包括年度风险基金175万元，根据公司风险基金考核管理办法，该风险基金延后三年考核发放。

行内高级管理人员的薪酬根据季度考核结果按照实际得分情况兑现，独立董事、非执行董事、外部监事、股东监事的津贴根据尽职考核情况兑现。

Part III. Corporate Governance Information

I. Information of Shareholders

(I) The Bank has 12,429 shareholders in all, including 333 corporate shareholders and 12,096 natural person shareholders

(II) The top 10 major shareholders (Unit:10,000 shares)

No.	Units name	Legal representative	Number of shares	Percentage of total
1	Zibo City Asset Management Co., Ltd.	Bu Delan	12974	9.98%
2	Shandong Chenglian One-Card Co., Ltd	Wang Lianzhong	12961	9.97%
3	Zibo Guangxin Paper Industry Co., Ltd.	Wang Deyang	6485.07	4.99%
4	Shandong Weiqiao Venture Group Co., Ltd.	Zhang Shiping	4000	3.08%
5	Shandong Guihe Xianxing Paper Co., Ltd	Xu Shudong	3300	2.54%
6	Zibo Wangda Co.,Ltd	Zhang Yongzhai	3020	2.32%
7	Zibo Weili Industry and Trade Co., Ltd.	Wang Zhenwei	3000	2.31%
8	Shandong Tiexiong Metallurgy Technology Co., Ltd.	Kong Yuan	3000	2.31%
9	Zibo Chengdong Enterprise Group Co., Ltd.	Sun Shounian	2600	2.00%
10	Zouping County Chuanyang Metal Material Co., Ltd.	Gong Chuanyang	2600	2.00%

II. General meeting of Shareholders held in this year

On April 14th, 2012, 2011 Shareholders Meeting of Qishang Bank was held in the first meeting room on second floor of the Conference Center of Zibo Qisheng Hotel: 55 shareholders attended this meeting, of which there were 934,530,000 shares with voting right, taking up of 71.89% of the total equity; therefore, holding of the meeting complied with relevant regulations of Company Law of the Peoples Republic of China and Articles of Association. Mr. Gao Chuanyong, president of the Bank presided at the meeting, commissioner of China Banking Regulatory Commission Zibo Branch attended, and lawyers from Shandong Lujie Law Office witnessed the meeting on site.

Through effective voting, the following resolutions were unanimously adopted:

1. Deliberated and adopted the 2011 Annual Work Report of the Fifth Session of Board of Directors;
2. Deliberated and adopted the 2011 Annual Work Report of the Fifth Session of Board of Supervisors;
3. Deliberated and adopted the Report on the Implementation of the 2012 Annual Financial Plan and the 2012 Financial Budget Draft;
4. Deliberated and adopted the Proposal on the 2011 Annual Profit Distribution Plan;
5. Deliberated and adopted the Proposals on the Election of Independent Directors;



6. Deliberated and adopted the Proposal on the Adjustment of Allowance Standard of Senior Management including Independent Directors, External Supervisors;
7. Deliberated and adopted the Proposal on Issuing Special Loan Financial Bonds for Small & Micro-enterprise;
8. Deliberated and adopted the Proposal on Issuing Subordinated Bonds;
9. Deliberated and adopted the Proposal on Developing Rules of Shareholders Meeting of Qishang Bank Co., Ltd;
10. Deliberated and adopted the Proposal on Developing Rules of Board Meeting of Qishang Bank Co., Ltd.

The meeting also informed Holding Situation of the Top 10 Shareholders in 2011, Related Party Transactions of the Shareholders in 2011, Client Information of the Top 10 Credit Group in 2011, Report on Prudential Supervision Views of Branch of Zibo Banking Bureau and the Implementation of Our Bank, Report of Board of Supervisors on the Evaluation of Directors' Duty Performance in 2011, and Report of Board of Supervisors on the Evaluation of Supervisors' Duty Performance in 2011.

III. Directors, supervisors and senior management

(I) Members of the Board of Directors

The Board of Directors of the Bank consists of 13 directors, including 1 Board Chairman, 3 executive directors, 5 non-executive directors, 1 employee director and 3 independent directors.

Name	Position on the Board of Directors	Work unit and position	Education
Gao Chuanyong	Board Chairman	Board Chairman and Secretary to the Party Committee of Qishang Bank	Postgraduate, EMBA
Zhao Xiaodong	Executive Director	President and Vice Secretary to the Party Committee of Qishang Bank	Undergraduate, EMBA
Ju Jie	Executive Director	Vice President of Qishang Bank, Member of CPC Committee	Undergraduate
Wang Qiang	Executive Director	Vice President of Qishang Bank, Member of CPC Committee, President of Xi'an Branch of Qishang Bank	Undergraduate
He Dexu	Independent Director	Vice Director and Researcher of the Institute of Quantitative and Technical Economics of the Chinese Academy of Social Sciences, Professor and Doctoral Supervisor of the Graduate School of the Chinese Academy of Social Sciences	Postgraduate, PhD
Hu Yuanmu	Independent Director	Professor of Shandong University of Finance and Economics	Postgraduate, PhD
Wang Chunhan	Independent Director	Former president of the Hankou Bank	College Diploma
Wang Deyang	Non-executive Director	Board Chairman, Zibo Guangxin Paper Industry Co., Ltd.	Undergraduate
Sun Shounian	Non-executive Director	Board Chairman, Zibo Chengdong Enterprise Group Co., Ltd.	Undergraduate
Zhang Tao	Non-executive Director	Board Chairman, Zibo Big Dipper Textile Co., Ltd.	Undergraduate, EMBA
Xu Shudong	Non-executive Director	Board Chairman, Shandong Guihe Paper Industry Group Co., Ltd.	Postgraduate, Master
Ma Naixiao	Non-executive Director	President, secretary of the Party committee, Shandong Chongzheng Cement Group Co., Ltd.	Postgraduate
Zou Qian	Employee Director	General manager of small business financial services center of Qishang Bank Co., Ltd.	Postgraduate, MBA

(II) Work of the Board of Directors

During the report period, the Bank seriously implemented the requirements of improving corporate governance by regulatory authorities, continuously strengthened building of duty-performing capacity of the Board of Directors, so the efficiency of corporate governance was further enhanced. First, it constantly improve the corporate governance system to make the boundary of responsibilities and decision-making process more clear and the accountability efforts further expanded. Second, it deliberated and adopted various risk management policies according to the duty performing positioning of “risk management, internal control management, decision-making, and direction confirm”, besides, its senior management organization departments have developed specific risk management systems and emergency plans to further promote the continuous improvement of internal control and risk management system. It also adjusted the management authority over internal audit department, therefore, the internal audit department is directly responsible to the board of directors and will regularly report to the Board about internal audit situation, which ensures the independence of internal audit works and also further enhances the building of internal control mechanisms. Third, it emphasized on strategic planning implementation: based on the macroeconomic financial situation and actual development of the Bank, the Outline of 2013-2015 Three-year Development Planning was developed and implemented, which played a positive leading and promoting role for the Bank’s scientific and sound development. Forth, it enhanced the self-construction of the Board, for it introduced a high-level independent director with rich management experience of city commercial banks, which enriched and improved the composition of the Board and promoted its decision-making capacity. Fifth, it improved the coordination mechanism among the Board of Directors, the Board of Supervisors, and senior management, and executed the new operating mechanism that the Board of Directors arranges works monthly, senior management executes the arrangements, the Board of Supervisors monitors regularly, and the “three heads” communicate and exchange regularly, therefore, the coordination mechanism of “two Boards and one level” becomes more efficient. Sixth, it continuously strengthened capital management, developed and implemented Capital Management Measures of Qishang Bank Co., Ltd and 2012-2015 Capital Management Planning to define the objectives and measures of capital management, and further improve the scientific and forward-looking character of capital management. It also actively adjusted asset structure, greatly developed low capital-intensive businesses, and continuously improved the ability of endogenous capital replenishment; meanwhile, led by Zibo Municipal Government, work of introducing important financial investor was initiated, and through positive communication and several rounds of consultations, breakthrough was obtained, and capital strength and development potential would be further enhanced. Seventh, Board Meeting was regularly held to fully perform its decision-making duty. During the period, three regular meeting and two extraordinary meetings were held to discuss and deliberated 39 proposals and listened to 16 business reports; besides, the Bank organized on-site investigation and study to Village Banks of Qishang Bank, and two of its branches – Zichuan and Boshan, and each resolution was seriously executed by senior management and relevant departments. Each director participated the meeting and investigation and study activities as required, positively proposed professional views; being were faithful, rigorous, and diligent, they put a great deal of time and effort to effectively perform each duty, thus promoted further enhancement of the efficiency and level of scientific decision-making of the Board.

(III) Work of special committees under the Board of Directors

Under the leadership of the Board of Directors, there are Strategic Planning Committee, Connected Transaction Control Committee, Risk Management Committee, Remuneration Assessment and Nomination Committee, Auditing Committee, and Executive committee, each of them has sound and complete rules of procedure; during the report period, 25 meetings were held, of which the attendance rate of each committee members meets regulation requirement, which fully and effectively support the Board to perform its decision-making function.

(IV) Independent Directors’ Work

Name of independent director	Amount of board meetings that they should attend this year	Amount of attendance
He Dexu	5	5
Hu Yuanmu	5	5
Wang Chunhan	2	2



During the report period, three independent directors attended board meetings pursuant to law and on time. They were able to bring into full play their expertise in research in the financial specialty and timely analyze financial statements. Concerned with the operation and management of the Company, they were able to deliver independent opinions, put forward improvement suggestions and fulfill their responsibility for independent supervision with respect to statutory events for attention such as operation risks control, compensation distribution policy, cross-regional operation, planning and financial management and execution of Board of Directors' resolutions.

IV. Composition and work of the Board of Supervisors

(I) Composition of the Board of Supervisors

The Board of Supervisors of the Bank is composed of 7 supervisors, including 1 Chief Supervisor, 1 external supervisor, 3 shareholder supervisors and 2 employee representative supervisors.

Name	Position on the Board of Supervisors	Work unit and position	Education
Han Xingzhu	Chief Supervisor	Chief Supervisor and Vice Secretary to the Party Committee of the Qishang Bank	Undergraduate
Xie Zhenghu	External Supervisor	Research supervisor, Master of Laws, Shandong University of Finance and Economics	Postgraduate
Wang Lin	Shareholder Supervisor	Board Chairman of Zibo Xinyu Group Co., Ltd.	Master
Gong Chuanyang	Shareholder Supervisor	General Manager, Shandong Chuanyang Metal Material Co., Ltd.	Undergraduate
Liu Tianlin	Shareholder Supervisor	President, General Manager, Shandong Lanjun Group	Undergraduate
Liu Lizhen	Employee Supervisor	General Manager, Auditing Department of Qishang Bank	Undergraduate
Gao Jun	Employee Supervisor	Governor of High - tech District Branch, Qishang Bank	Undergraduate

(II) Work of the Board of Supervisors

During the report period, the Board of Supervisors strictly executes laws and regulations including Company Law of the People's Republic of China, Corporate Governance Guidance for Equity Commercial Bank, as well as the Articles of Association, conscientiously improves methods of supervision, strengthens oversight functions, standardizes rules of procedure, performs duties, and conscientiously implements its supervision responsibilities such as performance supervision, financial supervision, internal supervision and risk management. It holds regular meetings of the Board of Supervisors on time, deliberates and adopts 11 reports and proposals such as 2011 Annual Work Report of the Board of Supervisors, Report on the Evaluation of Directors' Duty Performance in 2011 and Report on the Evaluation of Supervisors' Duty Performance in 2011; timely holds meetings of special committees of the Board of Supervisors, and conscientiously performs duties; and organizes supervisors to attend each regular meeting of the Board of Directors on time, and participate in annual shareholders meeting. To improve internal mechanism, strengthen risk management, and reinforce the foundation of development, the Board of Supervisors inspected and monitored 9 branches' credit risk management works, such as Binzhou Branch, Linzi Branch...etc. To implement Commercial Bank's Internal Control Guidelines, and strengthen the efforts to control the operation of internal risk, the Board of Directors forms supervision and audit opinions for the application of audit results of the first half year based on the regularly policy and actual internal audit. During the report period, each supervisor can attend meetings of the Board, meetings of the Board of Directors and shareholders meetings on time, and conduct compliance supervision over the rules of procedure, content of meetings of shareholders and the Board of Directors, as well as resolution documents. During the report period, all supervisors were able to attend meetings of the Board of Supervisors on time, attend board meetings and be present at Shareholders' General Meeting, and carry out compliance supervision over the rules of procedure, meeting contents and resolution formation of Shareholders' General Meeting and board meetings; employee supervisors regularly participated in meetings of senior management such as executive meetings to timely grasp corporate operation information and effectively safeguard employees' rights and interests; external supervisor participated four regular meetings of the Board of Supervisors

and three Board of Directors, carefully deliberated related reports and proposals, delivered pertinent opinions or suggestions and fulfilled their function of supervisions according to laws.

V. Composition and basic information of Senior Management

(1) There are altogether 7 members on the senior management of the Bank, including 1 president, 4 vice presidents and 2 president assistants.

(2) Senior management of branches and sub-branches

The Bank has 3 branch presidents, 6 branch vice presidents, and 1 assistant of branch vice presidents; 76 sub-branch presidents, including 21 jurisdiction sub-branch presidents and 55 operation sub-branch presidents; 33 common jurisdiction sub-branch vice presidents.

All the above personnel meet the qualifications stipulated by the regulatory authorities and have participated in qualification examinations or been filed on records.

VI. Information about setting of departments and branches

Under the leadership of the Board of Directors, there are Strategic Planning Committee, Connected Transaction Control Committee, Risk Management Committee, Remuneration Assessment and Nomination Committee, Auditing Committee, and Executive committee. And under the Board of Supervisors, there are Nomination Committee and Auditing Committee. There are 21 divisions and departments, as well as 80 branches (Business Department) including Xi'an Branch, Binzhou Branch, and Dongying Branch . . . etc under the leadership of the business management of head office of Bank.

VII. Annual Compensation

Strictly keeping in line with the provisions of laws and regulations and Articles of Association, and based on the organizational structure of "three boards and one level", the Bank manages and makes decisions on the compensation on the basis of levels, that is, compensation of directors and supervisors shall be determined in shareholders' general meeting; salary, bonus and way of payment of senior management shall be determined by the Board of Directors; besides, a Remuneration Assessment and Nomination Committee shall be set under the leadership of the Board, which shall consist of 5 directors with the independent director acting as Chairman, and its main duties and authorities include: developing compensation plans or programs (including but not limited to performance evaluation criteria, program and principal evaluation system, major plans and systems of reward and punishment . . . etc) according to the positions and responsibilities, and importance of directors and senior management, as well as relevant salary level of industry, and submitting for determination by shareholders general meeting after approving by the Board of Directors; proposing measures of directors' performance assessment, organizing performance assessment of directors and conducting annual performance appraisal, putting forward allocation methods of directors' compensation, and then submitting the proposals for determination by shareholders general meeting after approving by the Board of Directors; forming assessment methods for reviewing the Bank's President and other senior management personnel, and compensation programs, assessing the performance and behavior of presidents and other senior management personnel, and reporting to the Board of Directors for approval – those events involve in shareholders general meeting shall be submitted to general meeting for approval; and being responsible for supervising and monitoring the execution and implementation of compensation system of the Bank. In 2012, the Board of Directors, the Board of Supervisors and senior management of the Bank performed their duty well, and therefore overfulfilled the task objective of the whole year. Altogether 24 members of the directors, supervisors and senior management of the Bank have received compensation in the Bank, totaled RMB 6.08 million. The performance pay issued to the senior management totaled RMB 5.28 million in 2012, including RMB 1.75 million annual risks fund, which was to be issued three years later upon assessment according to the measures for administration of company risks fund assessment.

The compensation of senior management of the Bank is realized based on actual scores according to the quarterly assessment results. The subsidies of independent directors, non-executive directors, external directors and shareholder supervisor are realized according to due diligence assessment.



A N N U A L R E P O R T

各类风险和风险管理策略

Various Risks and Risks

Management Strategies

第四部分 各类风险和风险管理策略

一、风险种类及形式

本行在经营中主要面临以下风险：信用风险、市场风险（包括利率风险、汇率风险等）、流动性风险、操作风险（包括结算风险、技术风险、系统风险等）、政策风险、声誉风险等。本行积极采取各种行之有效的措施，努力防范和化解上述风险。

（一）信用风险。本行在经营过程中，贷款、拆借、承兑、信用证等多种业务都可能存在和产生信用风险。

（二）市场风险。本行在经营中因市场汇率、利率变动而产生的风险。

（三）流动性风险。本行在经营中由于资产、负债变化形成的资金波动影响债权人实现债权而形成的风险。

（四）操作风险。本行由于内部程序、人员、系统的不完善或失误，或外部事件造成的风险。

（五）其他风险状况。其他可能对本行造成严重不利影响的危险因素。

二、风险管理策略

本行董事会下设风险管理委员会、关联交易控制委员会，负责全行风险管理及控制。在各类风险管理和内部控制方面建立了符合现代银行监管要求的框架体系。总行有关部门根据职责分工具体负责全行信用风险、市场风险、流动性风险、操作风险、法律风险等的管理和控制。

（一）信用风险

2012年，本行紧紧围绕年度工作目标，从区域、产品、行业、客户四方面进一步调整细化信贷投放政策，合理控制信贷投放节奏，加强信贷结构调整，注重授信风险管控，信贷业务取得稳健快速增长，信用风险得到有效控制。一是进一步调整细化了信贷投放的区域、产品、行业及客户政策，丰富了精细化管理的内容和措施。新颁布的综合授信、押品管理、授信档案管理、异地授信业务管理办法，填补了信贷管理空缺，丰富了信贷管理措施和标准；二是进一步明确了行业准入政策。授信准入管理办法继去年首次引入9个行业授信要点后，又重新细化增加到15个重点行业的授信政策要点及注意事项，基本涵盖了本行授信各行业企业；三是确定了授信分类管理工作新标准。新颁布了《关于对授信客户实施分类管理的通知》，根据客户的生产经营、内部管理、财务状况、信用程度及发展前景等指标，结合国家产业、行业政策要求，对公司类信贷客户进行分类排队，督促淄博辖内支行按通知要求对集团客户和单一法人客户进行了初步分类认定，授信客户分类管理标准得到进一步明确和细化，信贷精细化管理能力不断增强。四是加强信贷结构调整，促进信贷业务战略转型。我行根据政策走向和市场变化，按照10%的比例制定了“两



高”及房地产等受限受控行业压缩调整计划，并通过定期通报压降进度等方式督促调整计划有效落实。五是从贷款“三查”的规范化、标准化、精细化入手，制定《齐商银行贷款“三查”管理办法（暂行）》，强化流程管理和内部控制机制，细化贷款“三查”流程，明确“三查”的岗位职责，细化贷前调查、贷时审查、贷后检查的标准与要求，推进信贷管理标准化、精细化建设步伐。六是针对表外业务存在的制度建设不完善、票据垫付问题反弹、交易背景真实性不足等问题，组织风险排查，并加强整改，强化表外业务授信审批管理，加大对贸易背景的监督审查力度，确保银行承兑汇票及信用证项下贸易背景真实。

（二）流动性风险

在流动性管理方面，本行明确部门流动性管理职责，完善流动性管理机制，结合每日头寸预测调度、月度流动性指标监测、不定期组织流动性压力测试等措施，做好流动性管理和风险预警化解工作；加强资产负债管理，避免超负荷运作，充分借助货币市场运营优势，及时融通资金，在满足流动性需要的同时，提高资金盈利能力。

2012年，本行每日收集分支行大额资金变动信息，根据资金头寸余缺情况，及时通过货币市场融通资金，兼顾流动性和效益性，做好日常头寸资金的预测和调度工作；每周做好大额资金变动监测，根据大额资金集中到期日，提前安排好资金期限；根据经济形势变化，以季度末数据为基础，模拟市场情景，设计流动性压力测试方案，按季度进行流动性压力测试，以及根据监管部门要求开展流动性压力测试，并根据测试结果，修订完善了本行流动性应急预案，进一步提高流动性管理能力。

截至2012年末，本行集团口径流动性比例为58.71%，较年初提高12.09个百分点，母公司法人口径流动性比例58.62%，较年初提高12.18个百分点，始终保持在35%以上；集团口径本外币存贷比71.08%，较年初降低1.80个百分点，母公司法人口径本外币存贷比71.00%，较年初降低1.99个百分点，控制在75%以内；母公司法人民币超额备付率达到6.88%，较年初提高0.90个百分点，保持在合理水平；母公司法核心负债依存度为65.30%、流动性缺口率16.62%，流动性覆盖率173.01%、净稳定资金比例139.27%，集团口径流动性覆盖率173.37%、净稳定资金比例139.50%，各项流动性指标均保持较好水平。

（三）市场风险

建立了完善的市场风险管理机制，不断优化市场风险计量技术方法，每日对所持债券按照中债收益率曲线进行市值重估，随时关注债券利率走势，每月将我行持仓债券的估值情况进行比较和分析；每季度撰写债券风险管理报告，按季度对市场风险状况进行分析，及时调整投资策略，不断优化债券投资结构，全面监控评价市场风险。对市场业务实行前、中、后台分离制约，严格执行“先审批后交易”流程，有效规避业务操作风险。同时，加强市场研究，提高业务人员综合素质，增强风险敏感度和防控能力；针对市场风险状况和外部市场发展情况以及不同类别、不同业务种类的市场风险，继续完善风险管理政策和程序，深入分析市场风险与其他风险类别的相关性，保持管控举措的协调性；针对单项业务产品的市场风险因素，完善市场风险识别、计量、监测和控制程序；定期对投资组合进行风险价值分析、久期分析和收益率曲线分析等，根

据分析结果指导下一步投资，调整投资策略，规避市场风险，提高专业化分析水平；密切关注货币政策取向，科学预测流动性风险、合理安排资金期限结构摆布、优化资金储备，提高资金收益率。

（四）操作风险

针对今年以来案防工作的严峻形势，本行从多方面加强操作风险管理，进一步完善了会计结算委派制度，组织了对四家异地分支机构的全面检查，对淄博辖区内70家网点的前台业务进行了全面检查，并结合发现的问题采取了多种应对措施：一是加大与有关支行的对接，边检查，边整改，加大条线帮促指导力度。同时，对整改落实情况进行再排查，切实做到整改到位，处罚到位，举一反三，确保问题不反弹。对在会计主管委派制管理模式深化中总结出的经验，进行提炼和推广，进一步提高了会计结算工作质量。二是进一步完善制度，加大制度约束力。及时修订完善了《分支行分管行长26条》和《检查目录》，强化分支行分管行长履职，加强中后台监督管控力度。三是及时普及推广先进经验，实行典型引路，有效带动了全行结算管理及风险管控水平的提升。四是进一步明确了总行各部室在稽核审计报告查证、问题处理流程中的相应职责，由条线部门针对查证问题全程组织、落实、监督整改和处罚，并将整改和处罚结果以书面形式送达稽核审计部门，加强问题的整改和处罚。对因风险意识不强、履职不到位造成风险隐患的57名责任人进行了积分处罚。五是加强国际结算、贸易融资、外汇资金等条线操作风险管理。六是针对重点岗位、重点人员及业务开展等方面组织人员培训6次，培训柜员及会计主管120余人。开展4期前台外汇业务培训、2期分支行高级管理人员培训、1期全行外汇贸易融资培训，提高了前台人员和客户经理的政策解读能力和业务操作水平，使全体员工更加了解客户的业务，达到了良好的效果。

（五）个人理财业务风险

在个人理财业务风险方面，本行严格按照《商业银行个人理财业务管理暂行办法》、《商业银行个人理财业务风险管理指引》、《商业银行理财产品销售管理办法》等相关制度要求开展理财产品的设计、备案、销售及管理，建立了完善的《人民币理财产品业务管理办法》、《人民币理财业务操作流程》等相关制度，确保了理财业务的合规、稳健运行。

每期理财产品发行前，均进行详细的产品可行性研究，根据当时的市场状况与客户需求，设计开发符合客户利益和风险承受能力的理财产品，经监管部门备案后发售；产品销售过程中，认真进行客户投资取向分析，了解客户的财务状况、投资经验、投资目的，以及对相关风险的认知和承受能力，确保销售的理财产品符合客户利益和风险承受能力；产品运作过程中，按照监管要求，理财产品资产均委托具有证券投资基金托管资格的商业银行进行托管，理财资金封闭运作；产品成立、到期及存续期内，通过短信、网站公告、营业网点等多种渠道，始终与客户保持及时、高效的沟通，使投资者随时了解理财产品的成立、到期及运作情况。

（六）科技信息风险

按照信息科技风险指引的要求，以合规、安全、创新为导向，坚持“科技兴行”战略，不断加强IT治



理建设，建立健全信息科技风险管理制度，致力于技术进步和科技创新，积极搭建信息系统运行平台，重点防范信息系统外包管理、应急管理、业务连续性管理等系统风险。按照信息科技风险防范要求，对我行信息科技外包、中心机房UPS、网银网站等系统进行了风险评估，针对存在的风险，制定了相关风险管理措施。通过定期组织重要信息系统应急演练，不断完善突发事件应急处理机制，报告期内各信息系统保持平稳、高效运行，生产主机和骨干网络零停机，未发生过重大信息系统安全事故，为业务发展提供了可靠的信息科技保障。

（七）声誉风险

声誉风险管理作为风险管理体系的重要组成部分，覆盖本行的所有行为、经营活动和业务领域。建立了声誉风险管理制度，主动有效地防范声誉风险、应对声誉事件，最大程度地减少损失和负面影响。一是制定了《齐商银行声誉风险管理政策》、《齐商银行声誉风险管理实施细则》，建立了全行参与的声誉风险组织管理体系，明确了各相关部门、各单位责任人及联络员的职责，引入了“齐商银行舆情监测系统”，加大网络舆情监测力度；二是注重声誉风险管理办法及各项具体措施的可操作性，明确相关管理责任和权限，确保各领域、各环节衔接有效，形成高效声誉风险管理机制；三是加强声誉风险宣传教育，将声誉风险管理文化渗透至每个作业岗位及环节。

Part IV. Various Risks and Risks Management Strategies

I. Types and Forms of Risks

The Bank is mainly exposed to the following risks in operation: credit risks, market risks (including interest rate risks and exchange rate risks etc.), liquidity risks, operation risks (including settlement risks, technical risks and system risks etc.), policy risks and reputation risks etc. The Bank actively takes various effective measures to strive to prevent and resolve the above risks.

(1) Credit risks.

In the course of operation, various businesses such as loans, inter-banking lClosing, acceptance and letter of credit may be subject to or give rise to credit risks.

(2) Market risks.

The risks arise from fluctuation of exchange rate and interest rate in the market in operation.

(3) Liquidity risks.

Risks caused by the fund fluctuation due to the changes in assets and liabilities in the course of operation, which affect the realization of creditor's rights.

(4) Operation risks.

Risks caused by the imperfections or mistakes of internal procedures, personnel and systems, or the risks caused by external events.

(5) Other risks.

There are other risk factors which may have adverse impact on the Bank.

II. Risk management strategies

Under the Board of Directors, the Bank has set up a risk management committee and a connected transaction control committee to be in charge of risk management and control of the whole bank. A framework system meeting modern banking regulatory requirements has been established for management of various risks and internal control. The related departments of the head office are responsible for the overall management and control of credit risks, market risks, liquidity risks, operation risks, and legal risks of the whole bank.

(I) Credit risks

In 2012, tightly focusing on annual work targets, the Bank made credit loan placement policy in detail in four aspects: area, product, industry, and client, the Bank rationally controlled rhythm of credit loan placement, strengthened adjustment of credit loan's structure, and paid heavy attention to management and control of credit risk. Its credit loan business increased stably and rapidly and credit risk was effectively prevented and controlled. Firstly, it further adjusted and clarified policies on area, product, industry, and clients for credit loan placement, and enriched the content and measures of meticulous management. The newly launched business management methods including comprehensive credit, collateral management, credit file management and offsite credit fill the vacancy of credit management,



enrich credit management measures and standards; secondly, it further defined industry access policy. Measures of credit access management, after introducing 9 industrial credit points for the first time last year, was again increased to 15 credit policy point and notes of key industry, which generally cover various industries and enterprises with the Bank's credit business; Thirdly, it determined the new standard for credit classification management. With the newly issued Notice on Implementing Category Management over Credit Customers, it classified enterprise-type credit customers according to indicators including production and operation, internal management, financial situation, creditworthiness and prospects and etc based on national industry and industrial policies, and urged branches in Zibo to preliminarily classified group customers and single corporate customers according to requirements of the notice, therefore, the classification management criteria of credit customer have been further clarified and refined, the capacity of credit sophisticated management is increasingly enhanced. Fourthly, it strengthened credit structure adjustment, and promoted strategic transformation of credit business. Based on policy trends and market changes, the Bank developed compression and adjustment plan for constrained industries such as "two highs" and real estate at a ratio of 10%, and ensured the effective implementation of adjustment plan via regular reporting to slow down progress and other ways.

Fifthly, starting from the specification, standardization and refinement of loans "three checks", it developed "Three Checks" Management Approach for Loans of Qishang Bank (Trial), strengthened process management and internal control mechanisms, refined "three checks" progress of loans, defined the duties and responsibilities of "three checks", refined the standards and requirements of inspecting before granting loans, approving when granting loans, and checking after granting loans, and pushing forward the constructions of standardized and refined credit management. Finally, facing with the problems such as imperfect institution building, rebound of advanced notes problem, and insufficient authenticity of trading background... etc existing in off-balance sheet, the Bank organized risk investigation, enhanced rectification, strengthened the management of credit approval for off-balance sheet business, and increased the intensity of supervision over trade background, thus ensured the authenticity of trading background for Bankers' Acceptance Bill and Letter of Credit.

(II) Liquidity risks

In terms of liquidity management, the Bank has clarified each department's responsibilities for liquidity management, improved liquidity management mechanism and with measures such as daily position forecast dispatching, monthly liquidity index monitoring and unscheduled liquidity pressure test, done well in liquidity management and risk warning diffusion; strengthened assets liability management to avoid overload operation and made full use of the operating advantages of the monetary market to allocate funds in time, and improved capital profitability while meeting liquidity demand.

In 2012, the Bank collected the large-amount capital change information of its branches and sub-branches, and timely allocated funds via the monetary market according to the fund position surplus and deficiency, and with attention to both liquidity and performance, managed well the estimation and dispatching of daily position funds; managed well large-amount fund change monitoring each week and arranged fund terms in advance according to the days when large-amount funds were mature; according to changes in economic situation, simulated market scenario based on data at the end of quarter, carefully designed liquidity pressure testing scheme to carry out liquidity pressure test, and according to the results of test and as required by supervision department of the Bank, it also revised and improved the liquidity emergency plan of the Bank to further improve liquidity management ability.

By the end of 2012, the Bank's standard liquidity ratio was 58.71%, increasing by 12.09% from the beginning of the year; the standard liquidity ratio of legal person of parent company was 58.62%, increasing by 12.18% from the beginning of the year, but always maintained above 35%; the foreign currency loan-to-deposit standard ratio of the Bank was 71.08 %, falling by 1.80% from the beginning of the year; and the foreign currency loan-to-deposit standard ratio of the legal person of parent company was 71.00 %, falling by 1.99% from the beginning of the year, controlled with 75%; the excess reserve rate of RMB of the legal person of parent company reached 6.88%, increasing by 0.90% from the beginning of the year, which was maintained at a reasonable level; the core-liability dependence of

the legal person of parent company was 65.30%, liquidity gap ratio was 16.62%, liquidity coverage ratio was 173.01%, net stable capital ratio was 139.27%, and standard liquidity coverage ratio of the Bank was 173.37%, net stable capital ratio was 139.50%. Every liquidity indexes were maintained at a good level.

(III) Market risks

We have established and improved the market risk management mechanism, keep optimizing market risk computation technical method, and evaluate the market value of the bonds held by the Bank according to the China Bond yield curve every day, with constant attention to the trends of bond interest rate; every month we compared and analyzed the valuation of bonds held by the Bank; every quarter, we compiled a bond risk management report, analyzed market risk conditions on a quarterly basis, adjusted investment strategy in time, kept optimizing bond investment structure and comprehensively monitored and evaluated market risks. Separate constraints on foreground, middle ground and background were exercised on market business and the procedure of "approval preceding transaction" was strictly carried out to effectively to avoid market risks. At the same time, market research has been strengthened, and business operators' comprehensive quality has been improved to enhance risk sensitivity and risk control ability; with respect to market risk conditions and external market development as well as market risks of various types and business classifications, we have been continuing to improve risk management policies and procedure, analyzed in depth the relevance of market risks to other risks, to maintain the coordination of management and control measures; with respect to the market risk factors of a single business product, we have improved market risk identification, computation, monitoring and control procedures; Regularly made risk analysis on portfolio value, analysis of the duration and yield curve analysis, and guided further investment, adjusted the investment strategy according to the results of the analysis, thus avoid market risks to improve the professional analytical level; we have paid close attention to the trend of change in monetary policies, scientifically forecasted and analyzed liquidity risks and optimized fund reserves to improve capital yields.

(IV) Operation risks

Facing with the grim situation in case prevention since this year, the Bank enhanced operational risk management in many ways, further improved accounting and settlement delegation system, organized comprehensive examination on four offsite branch offices and the reception services of 70 sites within Zibo area; and based on the problems discovered, it took the following counter-measures: first, emphasized the docking with relevant branches and enhanced guiding and helping intensity to implement the policy of checking in rectification. At the same time, it invested the implementation of rectification again, so as to ensure proper rectification, making inferences by analogy and avoiding rebound of problems. It also refined and promoted the experience drawn from deepening of the management mode of accounting supervisor delegation system, thus further improved the quality of accounting and settlement work. Second, further improved the system and increased its binding force. It timely revised and completed 26 Regulations for Presidents of Branches and Subbranches and Catalog of Inspection to strengthen the performance of presidents of branches and the intensity of supervision and control efforts of the backstage. Third, timely popularized and promoted advanced experience, and effectively enhanced the levels of settlement management and risk management and control of the Bank with typical case as guide. Fourth, further defined the corresponding duties of each department of head office in the process of verification of audit reports and issue handling: that is, it's the responsibility of line departments to organize, implement, supervise the rectification and punishment during the whole process of issues verification, and to submit the results of rectification and punishment in writing to audit department, thus emphasizing rectification and punishment of issues. Besides, the 57 responsible persons were punished for they didn't have enough risk awareness and caused potential risks due to improper performance on duties. Fifth, enhanced risk managements over line operations including international settlement, trade financing, foreign exchange... etc. Sixth, organized 6 personnel trainings about key positions, key personnel and business development, etc, and more than 120 tellers and accounting officers received the training. In addition, it also had 4 foreign



exchange business trainings for reception, 2 branch senior management trainings and 1 foreign exchange trade financing training for the whole bank, which not only improved the policy interpretation capabilities and business operation levels of front desk staff and client managers, but also helped staff better understand customer's business, achieving a good effect.

(V) Risks of personal financial services

In terms of risks of personal financial services, it strictly keep in line with relevant requirements of Temporal Administrative Method for Personal Financial Services of Commercial Bank and Guidance for Risks Management of Personal Financial Services of Commercial Bank, as well as Administrative Method for Sales of Financial Products of Commercial Bank on carrying out design, recording, sale, and management for financing products, it established and improved Administrative Method for RMB Financial Product Services, Operational Procedure for RMB Financial Services, and other rules, to ensure compliance and stable running of financing business.

Before financing product is issued every time, it will make detailed feasibility research on products, design and develop such financing products that conform to client's benefits and interests and risk bearing ability according to market status and clients' demand at that time and sell the products after they are recorded by the regulatory authority. When selling the products, it seriously analyzed clients' investment selection and direction, understand clients' financial positions, investment experience, and purpose and their recognition and bearing ability on relevant risks, to ensure that the financing products conform to clients' benefits and interests and risk bearing ability. When delivering the products, according to requirements from the regulatory authority, the financing product assets are consigned to be trusted by commercial banks that have qualification of trusting security investment fund. Financing capital will be closed and operated. During the time when products are established, mature, and existing, it keep timely and efficient communicate with clients by message, announcement in the website, business station, and other ways to let the investor know about the establishment, maturity, and operation of financing products at any time.

(VI) Technical Information Risks

According to requirements of risk guidance for information technological risks, based on the principal of compliance, safety, and innovation, consisting on the strategy of "making bank flourishing relying on science and technology", it strengthened construction of IT administration without stop, established healthy and complete management system for information technological risks, devoted itself in technological progress and scientific innovation, actively established running platform of information system. It focused on preventing such system risks as outsourcing management, emergency management, and business continuance management in information system. According to requirement on risk prevention for information technology, it made risk evaluation on the Bank's systems, such as information technology outsourcing, central machine room UPS, and online banking website. It made relevant risk management measures aiming to existing risks. It improved emergency treatment mechanism through regularly organizing drill for information system, kept all information system to be stable and efficiently operated within the period of reporting. And it kept zero stop for host production machine and backbone networks during this period. No serious safety accident occurred in the information system, providing reliable information technology safeguard to the development of business.

(VII) Reputational risks

As an important part of risk management system, reputational risk management covers all behaviors, operational activities and business fields of the Bank. A reputational risk management system has been established to proactively and effectively prevent reputational risk, cope with reputational incidents and minimize loss and negative impact. Firstly, the Bank has prepared the Reputation Risk Management Policy of Qishang Bank and the Detailed Rules of Qishang Bank for

Implementing Reputation Risk Management, established a reputational risk organization and management system involving the whole bank and clarified the responsibilities of various related departments, and principals and contact persons of various units, introduced the “Qishang Bank Public Opinion Monitoring System” and stepped up efforts in online public opinion monitoring; secondly, the Bank attached great importance to the operation ability of reputational risk management measures and various detailed measures, specified related management responsibilities and authorities to ensure that all fields and links were effectively connected and formed an effective reputational risk management mechanism; thirdly, the Bank has strengthened reputational risk publicity and education and penetrated reputational risk management culture in each job position and link.



A N N U A L R E P O R T

本年度重要事项

Important Events of This Year

第五部分 本年度重要事项

一、报告期内，本行未发生对经营活动产生重大影响的诉讼、仲裁事项。

二、报告期内，本行无重大收购及吸收合并事项。

三、大事记

1月12日，齐商银行滨州滨城支行开业。

1月31日，召开全行作风整顿活动动员会议。

2月24日，召开全行2012年纪检监察暨案件防控工作会议。

2月27日，被国家外汇管理局授予“2011年度国际收支统计之星先进单位”荣誉称号，成为淄博市首家获此殊荣的商业银行。

4月5日，市委副书记、市长周清利到西安分行视察工作，亲切看望慰问广大干部员工。

4月9日，我行与德国IPC公司小微企业贷款技术合作项目启动仪式在齐盛国际宾馆举行。

5月5日，我行团委被共青团山东省委授予“山东省五四红旗团委”荣誉称号。

5月7日，被市政府授予“2011年度全市银行业先进单位”。

5月8日，在全市纪念世界红十字日“爱心同在”公益晚会上捐赠20万元。

6月14日，山东银监局局长廖平之到我行视察指导工作。

8月1日下午，市委副书记、市长周清利到我行调研指导工作。

8月24日，“齐商银行杯”摄影大赛颁奖仪式隆重举行。

8月28日，举行成立十五周年庆典仪式暨新产品发布会。

8月28日晚，“齐心齐行、畅想未来”——庆祝齐商银行成立十五周年大型文艺晚会精彩上演。

11月8日，与德国IPC国际项目咨询公司正式签署小微企业贷款技术引进合同。

11月15日，山东外汇管理局资本项目处处长苑治亭到我行调研工作。

11月15日，被授予2011年度淄博慈善奖“最具爱心企业”，我行再次现场举牌捐款50万元。

11月16日，“淄青贷”青年创业小额贷款项目合作签约仪式举行。

11月28日，市委常委、副市长刘晓到我行视察指导工作。

11月30日，齐商银行滨州惠民支行开业。



11月30日，党委书记、董事长杲传勇撰写的《创新商业模式、服务小微企业-齐商银行“专业支行商业模式”的成功做法》获得“企业经营管理科学创新成果奖”。

12月10日，我行荣获人民币金融债券承销“最佳城市商业银行”称号。

12月28日，东营分行和临沂河东齐商村镇银行汤头支行隆重开业。

Part V. Important Events of This Year

I. No lawsuit and arbitration that have significant influence on the Bank's operational activities occurred during the report period.

II. The Bank had no significant acquisition and merger during the report period.

III. Important Events

On Jan 12th, Qishang Bank, Binzhou Bincheng Branch was opened.

On Jan 31st, mobilization meeting of rectification activities of the Bank was held.

On Feb 24th, inspection and supervision & case prevention working conference of 2012 was held.

On Feb 27th, it was granted the title of "Advanced Unit of Statistics for International Balance of Payment in 2011" by State Foreign Exchange Administration of the People's Republic of China, Shandong Branch. It is one of the first batches of commercial banks that got this reputation in Zibo.

On April 5th, Zhou Qingli, Vice-Secretary of Municipal Committee, Mayor of Zibo, came and visited Xi'an Branch; he greeted all cadres and employees friendly.

On April 9th, launch ceremony of our cooperation project with German IPC Company on the loans management technology of small micro-enterprises was held in Qisheng International Hotel.

On May 5th, the Bank's CYL Committee was granted the title of "CYL Committee with May 4th Red Flag of Shandong Province" by the Provincial CYL Committee of Shandong.

On May 7th, it was entitled as "Municipal Advanced Unit of Banking Industry in 2011" by municipal government.

On May 8th, it donated RMB 200000 yuan in "All about Love" Charity Evening Party held for commemorating the World Red Cross Day.

On June 14th, Liao Pingzhi, Chief of Shandong Banking Regulatory Bureau came and visited the Bank and gave guidance for our work.

On August 1st, Zhou Qingli, Vice-Secretary of Municipal Committee, Mayor of Zibo came to the Bank and gave guidance for our work.

On August 24th, the awards ceremony of "Qishang Bank Cup" Photography Contest was held solemnly.

On August 28th, the 15th Anniversary Ceremony & New Product Launch Conference was held.

In the evening of August 28th, "One heart and one mind of Qishang Bank, dreaming about future" -- large-scale theatrical show for celebrating the 15th anniversary of Qishang Bank was held.

On November 8th, it officially signed Import Contracts on loans management technology of small micro-enterprises with German IPC International Project Consulting Company.

On November 15th, Yuan Zhiting, Deputy of Capital Projects Division of Shandong Administration of Foreign Exchange came and investigated in the Bank.



On November 15th, the Bank was entitled "The Most Caring Enterprises" of 2011 Charity Award of Zibo, and it again donated RMB 500000 Yuan on site.

On November 16th, cooperation signing ceremony of the Microfinance Project for Youth Entrepreneurship - "Youth Loans of Zibo" - was held.

On November 28th, Liu Xiao, member of the standing committee, deputy mayor, came and visited the Bank, and gave guidance to our work.

On November 30th, Binzhou Huimin Branch of Qishang Bank was opened.

On November 30th, Innovative business models serving small and micro enterprises - successful practice of Qishang Bank's "professional branch business mode" wrote by Gao Chuanyong, Board Chairman and Party Secretary, won "Scientific and Innovative Achievement Award for Business Management".

On December 10th, the Bank was granted the title of "The Best City Commercial Banks" for RMB financial bonds underwriting.

On December 28th, Dongying Branch and Tangtou Branch of Linyi Hedong Village Bank of Qishang were opened grandly.

A N N U A L R E P O R T



财务会计报告
Financial and
Accounting Report



第六部分 财务会计报告

一、审计报告

审计报告

天健鲁审〔2013〕153号

齐商银行股份有限公司全体股东：

我们审计了后附的齐商银行股份有限公司（以下简称齐商银行）财务报表，包括2012年12月31日的合并及母公司资产负债表，2012年度的合并及母公司利润表、合并及母公司现金流量表、合并及母公司所有者权益变动表，以及财务报表附注。

一、管理层对财务报表的责任

编制和公允列报财务报表是管理层的责任，这种责任包括：（1）按照企业会计准则的规定编制财务报表，并使其实现公允反映；（2）设计、执行和维护必要的内部控制，以使财务报表不存在由于舞弊或错误导致的重大错报。

二、注册会计师的责任

我们的责任是在执行审计工作的基础上对财务报表发表审计意见。我们按照中国注册会计师审计准则的规定执行了审计工作。中国注册会计师审计准则要求我们遵守中国注册会计师职业道德守则，计划和执行审计工作以对财务报表是否不存在重大错报获取合理保证。

审计工作涉及实施审计程序，以获取有关财务报表金额和披露的审计证据。选择的审计程序取决于注册会计师的判断，包括对由于舞弊或错误导致的财务报表重大错报风险的评估。在进行风险评估时，注册会计师考虑与财务报表编制和公允列报相关的内部控制，以设计恰当的审计程序，但目的并非对内部控制的有效性发表意见。审计工作还包括评价管理层选用会计政策的恰当性和作出会计估计的合理性，以及评价财务报表的总体列报。

我们相信，我们获取的审计证据是充分、适当的，为发表审计意见提供了基础。

三、审计意见

我们认为，齐商银行财务报表在所有重大方面按照企业会计准则的规定编制，公允反映了齐商银行2012年12月31日的合并及母公司财务状况以及2012年度的合并及母公司经营成果和现金流量。

天健会计师事务所（特殊普通合伙）山东分所



中国注册会计师：



中国注册会计师：



二〇一三年三月十八日

二、会计报表

合并资产负债表

编制单位：齐商银行股份有限公司

2012年12月31日

会商银01表
单位：人民币元

项目	期末余额	年初余额
资产		
现金及存放中央银行款项	9,794,451,636.71	7,963,612,376.49
存放同业款项	2,147,521,000.12	1,175,449,777.74
贵金属		
拆出资金	7,485,840.00	31,504,500.00
交易性金融资产		
衍生金融资产		
买入返售金融资产	850,000,000.00	348,400,000.00
应收利息	165,582,242.03	149,794,921.10
发放贷款及垫款	27,871,686,401.85	25,003,113,307.55
可供出售金融资产	2,317,191,826.69	2,421,503,204.96
持有至到期投资	4,192,133,232.46	3,320,771,923.78
应收款项类投资		30,000,000.00
长期股权投资	387,795,771.77	351,105,866.22
投资性房地产		
固定资产	417,719,365.83	316,874,401.76
无形资产	8,623,737.41	5,621,147.98
递延所得税资产	186,210,337.67	139,661,645.08
商誉		
其他资产	51,667,199.98	627,718,266.33
资产总计	48,398,068,592.52	41,885,131,338.99
负债		
向中央银行借款	788,317,187.50	480,967,875.00
同业及其他金融机构存放款项	1,317,507,501.23	372,569,030.38
拆入资金	133,195,840.00	
交易性金融负债		
衍生金融负债		
卖出回购金融资产款		695,000,000.00
吸收存款	40,837,724,335.21	35,675,637,316.00
应付职工薪酬	23,759,109.67	25,047,713.29
应交税费	88,392,071.76	131,163,453.42
应付利息	345,137,713.77	244,667,058.81
预计负债		
应付债券	500,000,000.00	500,000,000.00
递延所得税负债		
其他负债	523,205,826.11	590,236,521.58
负债合计	44,557,239,585.25	38,715,288,968.48
股东权益		
实收资本（或股本）	1,300,000,000.00	1,300,000,000.00
资本公积	32,677,390.07	37,921,828.63
减：库存股		
盈余公积	362,014,070.96	283,258,811.77
一般风险准备	506,980,000.00	320,530,000.00
未分配利润	1,613,404,949.74	1,219,959,378.30
外币报表折算差额		
归属于母公司的股东权益合计	3,815,076,410.77	3,161,670,018.70
少数股东权益	25,752,596.50	8,172,351.81
股东权益合计	3,840,829,007.27	3,169,842,370.51
负债及股东权益总计	48,398,068,592.52	41,885,131,338.99

法定代表人：臧传勇

行长：赵晓东

财务负责人：郝同利



合并利润表

编制单位：齐商银行股份有限公司		2012年度	会商银02表 单位：人民币元
项目	本期发生额	上期发生额	
一、营业收入	1,976,537,641.96	1,813,131,206.16	
利息净收入	1,902,482,849.62	1,716,672,534.56	
利息收入	3,097,109,361.79	2,807,560,595.13	
利息支出	1,194,626,512.17	1,090,888,060.57	
手续费及佣金净收入	54,190,399.47	83,320,481.90	
手续费及佣金收入	79,599,080.15	107,720,239.98	
手续费及佣金支出	25,408,680.68	24,399,758.08	
投资收益	270,683.12	-1,442,528.55	
公允价值变动收益			
汇兑收益	16,312,636.96	11,611,702.21	
其他业务收入	3,281,072.79	2,969,016.04	
二、营业支出	969,069,681.24	891,425,834.09	
营业税金及附加	156,857,340.42	137,418,566.03	
业务及管理费	590,242,469.51	498,408,849.79	
资产减值损失	221,969,871.31	255,598,418.27	
其他业务成本			
三、营业利润	1,007,467,960.72	921,705,372.07	
加：营业外收入	23,337,938.62	7,976,506.69	
减：营业外支出	7,012,166.13	4,201,347.66	
四、利润总额	1,023,793,733.21	925,480,531.10	
减：所得税费用	233,973,797.31	225,222,307.82	
五、净利润	789,819,935.90	700,258,223.28	
归属于母公司股东的净利润	788,709,202.41	700,085,871.47	
少数股东损益	1,110,733.49	172,351.81	
六、其他综合收益	-10,934,814.18	47,573,214.04	
七、综合收益总额	778,885,121.72	747,831,437.32	
归属于母公司所有者的综合收益总额	777,774,388.23	730,217,833.20	
归属于少数股东的综合收益总额	1,110,733.49	172,351.81	

法定代表人：臧传勇

行长：赵晓东

财务负责人：郝同利

合并现金流量表

编制单位：齐商银行股份有限公司 2012年度 会商银03表
单位：人民币元

项目	本期金额
一、经营活动产生的现金流量	
客户存款和同业存放款项净增加额	6,107,025,490.06
向中央银行借款净增加额	307,349,312.50
向其他金融机构拆入资金净增加额	133,195,840.00
卖出回购金融资产款净增加额	-695,000,000.00
收取利息、手续费及佣金的现金	2,839,731,820.42
收到其他与经营活动有关的现金	618,882,027.15
经营活动现金流入小计	9,311,184,490.13
客户贷款及垫款净增加额	3,063,736,093.12
存放中央银行和同业款项净增加额	1,296,121,643.11
拆出其他金融机构资金净增加额	
买入返售金融资产款净增加额	
支付利息、手续费及佣金的现金	1,119,564,537.89
支付给职工以及为职工支付的现金	333,670,449.26
支付的各项税费	440,604,559.55
支付其他与经营活动有关的现金	144,075,930.88
经营活动现金流出小计	6,397,773,213.81
经营活动产生的现金流量净额	2,913,411,276.32
二、投资活动产生的现金流量	
收回投资收到的现金	575,442,687.20
取得投资收益收到的现金	15,880,000.00
处置固定资产和其他长期资产收到的现金	6,656,979.10
收到其他与投资活动有关的现金	
投资活动现金流入小计	597,979,666.30
投资支付的现金	1,330,073,664.32
对子公司、联营、合营企业投资支付的现金	
购建固定资产、无形资产和其他长期资产支付的现金	58,665,944.46
支付其他与投资活动有关的现金	
投资活动现金流出小计	1,388,739,608.78
投资活动产生的现金流量净额	-790,759,942.48
三、筹资活动产生的现金流量	
吸收权益性投资所收到的现金	16,500,000.00
其中：子公司吸收少数股东投资收到的现金	16,500,000.00
发行债券所收到的现金	
收到其他与筹资活动有关的现金	
筹资活动现金流入小计	16,500,000.00
偿还债务支付的现金	
分配股利支付的现金	140,593,791.31
其中：子公司支付给少数股东的股利、利润	
偿还利息支付的现金	30,500,000.00
支付其他与筹资活动有关的现金	
筹资活动现金流出小计	171,093,791.31
筹资活动产生的现金流量净额	-154,593,791.31
四、汇率变动对现金及现金等价物的影响	16,312,636.96
五、现金及现金等价物净增加额	1,984,370,179.49
加：期初现金及现金等价物余额	3,624,699,851.66
六、期末现金及现金等价物余额	5,609,070,031.15

法定代表人：臧传勇

行长：赵晓东

财务负责人：郝同利



合并股东权益变动表

编制单位：齐商银行股份有限公司

项 目			
	实收资本(或股本)	资本公积	减：库存股
一、上年年末余额	1,300,000,000.00	37,921,828.63	
加：会计政策变更			
前期差错更正			
其他			
二、本年初余额	1,300,000,000.00	37,921,828.63	
三、本年增减变动金额（减少以“-”号填列）		-5,244,438.56	
（一）净利润			
（二）直接计入所有者权益的利得和损失		-5,244,438.56	
1.可供出售金融资产公允价值变动净额		-14,579,752.24	
2.权益法下被投资单位其他所有者权益变动的影响		5,801,250.00	
3.与计入所有者权益项目有关的所得税影响		3,644,938.06	
4.其他		-110,874.38	
净利润及直接计入所有者权益的利得和损失小计		-5,244,438.56	
（三）所有者投入和减少资本			
1.所有者投入资本			
2.股份支付计入所有者权益的金额			
3.其他			
（四）利润分配			
1.提取盈余公积			
2.提取一般风险准备			
3.对所有者（或股东）的分配			
4.其他			
（五）所有者权益内部结转			
1.资本公积转增资本（或股本）			
2.盈余公积转增资本（或股本）			
3.盈余公积弥补亏损			
4.其他			
四、本年年末余额	1,300,000,000.00	32,677,390.07	

法定代表人：臧传勇

行长：赵晓东

编制单位：齐商银行股份有限公司

项 目			
	实收资本(或股本)	资本公积	减：库存股
一、上年年末余额	1,300,000,000.00	-21,689,531.34	
加：会计政策变更			
前期差错更正			
其他		5,456,895.93	
二、本年初余额	1,300,000,000.00	-16,232,635.41	
三、本年增减变动金额（减少以“-”号填列）		54,154,464.04	
（一）净利润			
（二）直接计入所有者权益的利得和损失		54,154,464.04	
1.可供出售金融资产公允价值变动净额		63,430,952.05	
2.权益法下被投资单位其他所有者权益变动的影响		6,581,250.00	
3.与计入所有者权益项目有关的所得税影响		-15,857,738.01	
4.其他			
净利润及直接计入所有者权益的利得和损失小计		54,154,464.04	
（三）所有者投入和减少资本			
1.所有者投入资本			
2.股份支付计入所有者权益的金额			
3.其他			
（四）利润分配			
1.提取盈余公积			
2.提取一般风险准备			
3.对所有者（或股东）的分配			
4.其他			
（五）所有者权益内部结转			
1.资本公积转增资本（或股本）			
2.盈余公积转增资本（或股本）			
3.盈余公积弥补亏损			
4.其他			
四、本年年末余额	1,300,000,000.00	37,921,828.63	

法定代表人：臧传勇

行长：赵晓东

会商银04表
金额单位：人民币元

本 年 金 额						
归属于母公司的股东权益					少数股东权益	所有者权益合计
盈余公积	一般风险准备	未分配利润	其他	小计		
283,258,811.77	320,530,000.00	1,219,959,378.30		3,161,670,018.70	8,172,351.81	3,169,842,370.51
283,258,811.77	320,530,000.00	1,219,959,378.30		3,161,670,018.70	8,172,351.81	3,169,842,370.51
78,755,259.19	186,450,000.00	393,445,571.44		653,406,392.07	17,580,244.69	670,986,636.76
		788,709,202.41		788,709,202.41	1,110,733.49	789,819,935.90
				-5,244,438.56	-30,488.80	-5,274,927.36
				-14,579,752.24		-14,579,752.24
				5,801,250.00		5,801,250.00
				3,644,938.06		3,644,938.06
				-110,874.38	-30,488.80	-141,363.18
		788,709,202.41		783,464,763.85	1,080,244.69	784,545,008.54
					16,500,000.00	16,500,000.00
					16,500,000.00	16,500,000.00
78,755,259.19	186,450,000.00	-395,263,630.97		-130,058,371.78		-130,058,371.78
78,755,313.29		-78,755,313.29				
	186,450,000.00	-186,450,000.00				
-54.10		-130,000,000.00		-130,000,054.10		-130,000,054.10
		-58,317.68		-58,317.68		-58,317.68
362,014,070.96	506,980,000.00	1,613,404,949.74		3,815,076,410.77	25,752,596.50	3,840,829,007.27

财务负责人：郝同利

会商银04表
金额单位：人民币元

上 年 金 额						
归属于母公司的股东权益					少数股东权益	所有者权益合计
盈余公积	一般风险准备	未分配利润	其他	小计		
215,020,602.34	299,000,000.00	733,490,698.06		2,525,821,769.06		2,525,821,769.06
215,020,602.34	299,000,000.00	29,985,628.98		35,442,524.91		35,442,524.91
68,238,209.43	21,530,000.00	763,476,327.04		2,561,264,293.97		2,561,264,293.97
		456,483,051.26		600,405,724.73	8,172,351.81	608,578,076.54
		700,085,871.47		700,085,871.47	172,351.81	700,258,223.28
		-23,952,641.99		30,201,822.05		30,201,822.05
				63,430,952.05		63,430,952.05
				6,581,250.00		6,581,250.00
				-15,857,738.01		-15,857,738.01
		-23,952,641.99		-23,952,641.99		-23,952,641.99
		676,133,229.48		730,287,693.52	172,351.81	730,460,045.33
					8,000,000.00	8,000,000.00
					8,000,000.00	8,000,000.00
68,238,209.43	21,530,000.00	-219,650,178.22		-129,881,968.79		-129,881,968.79
68,238,609.15		-68,238,609.15				
	21,530,000.00	-21,530,000.00				
-399.72		-130,000,000.00		-130,000,399.72		-130,000,399.72
		118,430.93		118,430.93		118,430.93
283,258,811.77	320,530,000.00	1,219,959,378.30		3,161,670,018.70	8,172,351.81	3,169,842,370.51

财务负责人：郝同利



三、财务报表附注

一、公司基本情况

(一) 行业性质：金融业。

(二) 经营范围：

吸收公众存款；发放短期、中期、长期贷款；办理国内结算；办理票据承兑与贴现；代理发行、代理兑付、承销政府债券；从事债券回购和现券买卖；从事同业拆借；提供担保；代理收、付款项及代理保险业务；提供保管箱服务业务；办理地方财政信用周转使用资金的委托贷款业务；办理经中国人民银行批准的外汇业务；办理借记卡、公务卡业务；办理网上银行业务；办理基金代销业务；办理理财业务；经中国人民银行、中国银行业监督管理委员会依照有关法律、行政法规和其他规定批准的其他业务。

(三) 财务报表的批准

本财务报表业经本行董事会批准。

二、财务报表的编制基础及遵循企业会计准则的声明

(一) 财务报表的编制基础

本财务报表按照财政部2006年2月颁布的《企业会计准则—基本准则》和38项具体会计准则、其后颁布的应用指南、解释以及其他相关规定（统称“企业会计准则”）编制。

本财务报表以本集团持续经营为基础列报。

(二) 遵循企业会计准则的声明

本财务报表符合企业会计准则的要求，真实、完整地反映了本集团及本行的财务状况、经营成果和现金流量等有关信息。

三、重要会计政策和会计估计

(一) 重要会计政策

1. 会计年度

本集团的会计年度采用公历年度，即每年自1月1日起至12月31日止。

2. 记账本位币

本集团的记账本位币为人民币；对外币采用分账制核算，以原币记账，编制财务报表时折算为人民币。编制本财务报表所采用的货币为人民币，除有特别注明外，本财务报表均以人民币元为单位列示。

3. 记账基础

本集团会计核算以权责发生制为基础。

4. 计价原则

除衍生金融工具、以公允价值计量且其变动计入当期损益的金融资产/负债及可供出售金融资产等以公允价值计量外，其余均以历史成本为计价原则。资产如果发生减值，则按照相关规定计提相应的减值准备。

5. 外币交易

本集团对各币种采用分账制核算，外币业务发生时均以原币记账。

6. 编制现金流量表时现金的确定标准

根据银行业的特点，本集团的现金包括库存现金、存放中央银行备付金、存放同业活期款项和合同期限在三个月以内的拆放同业。

7. 长期股权投资

长期股权投资在取得时以初始投资成本进行初始计量。

本集团能够对被投资单位实施控制的长期股权投资，以及对被投资单位不具有共同控制或重大影响，且在活跃市场中没有报价、公允价值不能可靠计量的长期股权投资，采用成本法核算。

采用成本法时，长期股权投资按初始投资成本计价，被投资单位宣告分派的现金股利或利润，确认为当期投资收益。确认的投资收益，仅限于被投资单位接受投资后产生的累积净利润的分配额，所获得的利润或现金股利超过上述数额的部分作为初始投资成本的收回。

本集团对被投资单位具有共同控制或重大影响的，长期股权投资采用权益法核算。

采用权益法时，长期股权投资的初始投资成本大于投资时应享有被投资单位可辨认净资产公允价值份额的，归入长期股权投资的初始投资成本；长期股权投资的初始投资成本小于投资时应享有被投资单位可辨认净资产公允价值份额的，其差额计入当期损益，同时调整长期股权投资的成本。

采用权益法时，取得长期股权投资后，按照应享有或应分担的被投资单位实现的净损益的份额，确认投资损益并调整长期股权投资的账面价值。按照被投资单位宣告分派的利润或现金股利计算应分得的部分，相应减少长期股权投资的账面价值。本集团确认被投资单位发生的净亏损，以长期股权投资的账面价值以及其他实质上构成对被投资单位净投资的长期权益减记至零为限，本集团负有承担额外损失义务的除外。对于被投资单位除净损益以外股东权益的其他变动，调整长期股权投资的账面价值并计入股东权益，待处置该项投资时按相应比例转入当期损益。

处置长期股权投资，其账面价值与实际取得价款的差额，计入当期损益。

8. 固定资产计价与折旧政策及固定资产减值准备的计提方法

(1) 固定资产计价和减值准备的确认标准、计提方法

固定资产仅在与其有关的经济利益很可能流入本集团，且其成本能够可靠地计量时才予以确认。与固定资产有关的后续支出，符合该确认条件的，计入固定资产成本，并终止确认被替换部分的账面价值；否则，在发生时计入当期损益。

固定资产按照成本进行初始计量。购置固定资产的成本包括购买价款，相关税费，以及为使固定资产达到预定可使用状态前所发生的可直接归属于该资产的其他支出，如运输费、安装费等。

本集团于资产负债表日判断固定资产是否存在可能发生减值的迹象，存在减值迹象的，本集团将估



计其可收回金额，进行减值测试。当固定资产的可收回金额低于其账面价值时，本集团将其账面价值减记至可收回金额，减记的金额计入当期损益，同时计提相应的固定资产减值准备。固定资产减值损失一经确认，在以后会计期间不再转回。

(2) 固定资产的折旧方法

固定资产的折旧采用年限平均法计提，各类固定资产的使用寿命、预计净残值及年折旧率如下：

固定资产类别	预计使用寿命(年)	预计残值率(%)	年折旧率(%)
房屋建筑物	20	5	4.75
电子设备	3	5	31.67
机器设备	10	5	9.50
运输工具及其他	5	5	19.00

注：其中，已计提减值准备的固定资产，以扣除已计提的固定资产减值准备累计金额计算确定折旧率。

9. 抵债资产的计价方法

(1) 抵债资产的计价

按贷款/拆放本金和表内应收利息余额，加上所支付的相关税费（或减去所收到的补价并加上所确认的收益）作为抵债资产的入账价值；同时，将已经计提的相关贷款损失准备/坏账准备转入抵债资产减值准备中。

(2) 抵债资产减值准备的确认标准、计提方法

每年末或中期报告期末了，对抵债资产进行逐项检查，对可收回金额低于其账面价值与已转入相关准备金孰高计提抵债资产减值准备，计入当期损益。

10. 资产减值

本集团对除递延所得税资产、金融资产外的资产减值，按以下方法确定：

本集团于资产负债表日判断资产是否存在可能发生减值的迹象，存在减值迹象的，本集团将估计其可收回金额。对使用寿命不确定的无形资产，无论是否存在减值迹象，至少于每年末都进行减值测试。

可收回金额根据资产的公允价值减去处置费用后的净额与资产预计未来现金流量的现值两者之间较高者确定。本集团以单项资产为基础估计其可收回金额；难以对单项资产的可收回金额进行估计的，以该资产所属的资产组为基础确定资产组的可收回金额。资产组的认定，以资产组产生的主要现金流入是否独立于其他资产或者资产组的现金流入为依据。

当资产或资产组的可收回金额低于其账面价值时，本集团将其账面价值减记至可收回金额，减记的金额计入当期损益，同时计提相应的资产减值准备。

上述资产减值损失一经确认，在以后会计期间不再转回。

11.收入及支出确认原则和方法

(1) 利息收入和利息支出

利息收入或利息支出于产生时以实际利率计量。实际利率是指按金融工具的预计存续期间或更短期间将其预计未来现金流入或流出折现至其金融资产或金融负债账面净值的利率。利息收入的计算需要考虑金融工具的合同条款并且包括所有归属于实际利率组成部分的费用和所有交易成本，但不包括未来贷款损失。如果本集团对未来收入或支出的估计发生改变，金融资产或负债的账面价值亦可能随之调整。由于调整后的账面价值是按照原实际利率计算而得，变动也记入利息收入或利息支出。

(2) 手续费及佣金收入

手续费及佣金收入在已提供有关服务后且收取的金额可以合理地估算时确认。

(3) 汇兑收益

在与交易相关的经济利益能够流入本集团且有关收入的金额可以可靠地计量时确认汇兑收益。

(4) 股利收入

股利收入于本集团收取股利的权利确认时确认。

12.职工薪酬

职工薪酬指本集团为获得职工提供的服务而给予各种形式的报酬以及其他相关支出。主要包括工资、奖金、津贴和补贴、职工福利费、社会保险费、住房公积金、工会经费和职工教育经费等支出。在职工提供服务的会计期间，将应付的职工薪酬确认为负债。对于资产负债表日后一年以上到期的，如果折现的影响金额重大，则以其现值列示。

除了社会基本养老保险外，本集团境内职工参加由本集团设立的企业年金计划。本集团及职工按照上一年度基本工资的一定比例向年金计划供款。本集团供款在发生时计入当期损益，如企业年金基金不足以支付员工未来退休福利，本集团也无义务再注入资金。

根据本集团相关政策，本集团在职职工和退休员工可按照确定基数的一定比例从本集团领取住房补贴直至其死亡。本集团将该住房补贴视为设定福利计划。本集团将员工退休后领取的住房补贴按照一定的假设条件折现计算后在员工服务期限内摊销计入负债及当期损益。这些假设条件包括折现率、死亡率、工资增长率等，假设条件的变化所引起的利得或损失在发生时计入当期损益。

13.合并财务报表编制方法

本集团所控制的全部子公司均纳入合并财务报表的合并范围。

合并财务报表以本行和纳入合并范围的子公司的个别财务报表为基础，以其他有关资料为依据，由本行编制。本行及所属子公司的内部交易及余额在编制合并财务报表时予以抵销，归属于子公司的少数股东权益和损益分别在合并资产负债表和合并利润表中单独列示。

本行及子公司保持一致的会计政策、会计期间。

子公司少数股东分担的当期亏损超过了少数股东在该子公司期初股东权益中所享有的份额，除公司章程或股东协议规定少数股东有义务承担，并且少数股东有能力予以弥补的部分外，其余部分冲减本行股东



权益。该子公司以后期间实现的利润，在弥补了由本行股东权益所承担的属于少数股东的损失之前，全部归属于本行的股东权益。

通过同一控制下企业合并取得的子公司，在编制当期合并财务报表时，视同被合并子公司在最终控制方对其开始实施控制时纳入合并财务报表范围，并对合并财务报表的年初数及前期比较报表进行相应调整，且自最终控制方对被合并子公司开始实施控制时起将合并子公司的各项资产、负债以其账面价值纳入合并资产负债表，被合并子公司经营成果纳入合并利润表。

通过非同一控制下企业合并取得的子公司在编制当期合并财务报表时，以购买日确定的各项可辨认资产、负债的公允价值为基础对子公司的财务报表进行调整，并自购买日起将被购买子公司资产、负债及经营成果纳入合并财务报表中。

集团内所有重大往来余额、交易及未实现利润在合并财务报表编制时予以抵销。子公司的股东权益及当期净损益中不属于本行所拥有的部分分别作为少数股东权益及少数股东损益在合并财务报表中股东权益及净利润项下单独列示。

(二) 在实施会计政策中所做出的重要会计估计及判断

在执行本集团会计政策的过程中，管理层会对未来不确定事项对财务报表的影响作出判断及假设。管理层在资产负债表日就主要未来不确定事项作出下列的判断及主要假设，可能导致下个会计期间的资产负债的账面价值作出重大调整。

1. 持有至到期投资的分类认定

持有至到期投资指本集团有明确意图且有能力持有至到期的、具有固定或可确定回收金额及固定期限的非衍生金融资产。管理层需要运用重大判断来确认持有至到期投资的分类。如本集团错误判断其持有至到期的意向及能力并于到期前出售或重分类了较大金额的持有至到期投资，所有剩余的持有至到期投资将会被重新分类至可供出售类金融资产。

2. 客户贷款及垫款的减值损失

本集团定期判断是否有任何客观证据表明客户贷款及垫款发生了减值损失。如有，本集团将估算减值损失的金额。减值损失金额为客户贷款及垫款账面金额与预计未来现金流量的现值之间的差额。估算减值损失金额时，需要对是否存在客观证据表明客户贷款及垫款已发生减值损失作出重大判断，并需要对预计未来现金流量的现值作出重大估计。

3. 所得税

本集团需要对某些交易未来的税务处理作出判断以确认所得税。本集团根据有关税收法规，谨慎判断交易对应的所得税影响并相应地计提所得税。递延所得税资产只会在有可能有未来应纳税利润并可用作抵销有关暂时性差异时才可确认。对此需要就某些交易的税务处理作出重大判断，并需要就是否有足够的未来应纳税利润以抵销递延所得税资产的可能性作出重大的估计。

4. 金融工具的公允价值

对于缺乏活跃市场的金融工具，本集团运用估价方法确定其公允价值。估价方法包括参照在市场中具

有完全信息且有买卖意愿的经济主体之间进行公平交易时确定的交易价格，参考市场上另一类似金融工具的公允价值，或运用现金流量折现分析及期权定价模型进行估算。估价方法在最大程度上利用市场信息，然而，当市场信息无法获得时，管理层将对本集团及交易对手的信用风险、市场波动及相关性等作出估计。这些相关假设的变化将影响金融工具的公允价值。

5.可供出售金融资产及持有至到期投资减值

在判断是否存在客观证据表明可供出售金融资产及持有至到期投资发生减值时，本集团会定期评估其公允价值相对于成本或账面价值是否存在大幅度的且非暂时性的下降，或分析被投资对象的财务状况和业务前景，包括行业状况、技术变革、经营和融资现金流等。这些在很大程度上依赖于管理层的判断，并且影响减值损失的金额。

(三) 重要会计政策、会计估计变更

报告期内，本集团无重要会计政策和会计估计变更。

(四) 重要的前期差错更正说明

本行于2009年7月投资长安银行股份有限公司263,250,000.00元，持股比例为6.5%，为其第四大股东，同时本行派出王强副行长为长安银行股份有限公司董事会成员，能够对其产生重大影响，该股权投资原按成本法核算，本期变更为权益法核算，更正情况如下：

1.自投资发生日至2011年末止，长安银行股份有限公司资本公积累计增加185,202,245.08元，本行应确认资本公积12,038,145.93元，本期进行调整增加长期股权投资期初余额12,038,145.93元，调整增加资本公积期初余额12,038,145.93元。

2.自投资发生日至2011年末止，长安银行股份有限公司累计实现归属于母公司的净利润969,644,327.58元（其中2011年度实现508,326,958.61元），本行应累计确认投资收益63,026,881.29元（其中2011年度应确认投资收益33,041,252.31元），已确认投资收益15,600,000.00元（其中2011年度已确认投资收益15,600,000.00元），本期进行调整增加长期股权投资期初余额47,426,881.29元，调整增加上期投资收益17,441,252.31元，调整增加上期期初未分配利润29,985,628.98元。



四、主要税项

税/费种	计提税/费依据	税/费率
营业税	营业收入（注1）	5%或3%(注2)
城建税	营业税	7%
教育费附加	营业税	3%
地方教育费附加	营业税	2%
所得税	应纳税所得额	25%

注1：营业收入包括贷款利息收入、手续费及佣金收入以及其他经营收入，但不含金融机构往来收入。

注2：根据《关于农村金融有关税收政策的通知》（财税[2010]4号）和《关于延长农村金融机构营业税政策执行期限的通知》（财税[2011]101号），自2009年1月1日至2015年12月31日，本行的子公司临沂河东齐商村镇银行股份有限公司金融保险业相关收入的营业税按3%的税率征收。

五、控股子公司

于2012年12月31日，本行纳入合并范围的子公司列示如下：

被投资单位	子公司类型	注册地	业务性质	注册资本(元)
临沂河东齐商村镇银行股份有限公司	直接控制	山东临沂	银行业	50,000,000.00

六、财务报表主要项目注释

（一）以下注释项目除特别注明之外，金额单位为人民币元；“期初”指2012年1月1日，“期末”指2012年12月31日，“上期”指2011年度，“本期”指2012年度。

（二）以下注释数据除特别说明外，均为合并报表数据。

1. 存放同业款项

项 目	期末数	期初数
存放境内同业活期款项	1,167,828,920.63	872,975,975.88
存放境内同业定期款项	937,800,000.00	193,800,000.00
存放境外同业款项	41,892,079.49	108,673,801.86
小 计	2,147,521,000.12	1,175,449,777.74
减：资产减值准备		
净 值	2,147,521,000.12	1,175,449,777.74

2. 拆出资金

项 目	期末数	期初数
拆放境内其他银行	7,485,840.00	31,504,500.00
小 计	7,485,840.00	31,504,500.00
减：资产减值准备		
净 值	7,485,840.00	31,504,500.00

3. 买入返售金融资产

项 目	期末数	期初数
债券		
—国家债券		348,400,000.00
证券	850,000,000.00	
小 计	850,000,000.00	348,400,000.00
减：资产减值准备		
净 值	850,000,000.00	348,400,000.00



4. 应收利息

项目	期末数	期初数
应收可供出售金融资产利息	30,615,958.76	32,639,092.92
应收持有至到期投资利息	67,524,100.78	48,660,991.29
应收贷款和垫款利息	63,661,145.11	58,223,288.45
应收买入返售金融资产利息		62,521.10
应收存放中央银行款项利息	2,063,779.85	1,980,469.00
应收存放同业款项利息	1,717,257.53	8,058,486.53
应收拆出资金利息		170,071.81
合 计	165,582,242.03	149,794,921.10

5. 发放贷款及垫款

项目	期末数	期初数
对公贷款和垫款	27,063,147,966.34	25,111,408,460.41
个人贷款和垫款	1,888,860,905.88	776,864,318.69
小 计	28,952,008,872.22	25,888,272,779.10
减：贷款损失准备	1,080,322,470.37	885,159,471.55
净 值	27,871,686,401.85	25,003,113,307.55

5.1 按对公和个人分布情况列示如下：

项目	期末数		期初数	
	账面余额	占比	账面余额	占比
对公贷款和垫款				
贴现资产	4,323,225,882.24	14.93%	4,379,818,018.61	16.91%
一般对公贷款	20,361,836,448.32	70.33%	18,820,171,633.39	72.70%
固定资产贷款	523,200,000.00	1.81%	312,100,000.00	1.21%
项目融资贷款	1,087,600,000.00	3.76%	1,414,000,000.00	5.46%
贸易融资（含押汇）	722,728,600.60	2.50%	179,950,866.59	0.70%
承兑汇票垫款	44,557,035.18	0.15%	5,367,941.82	0.02%
小 计	27,063,147,966.34	93.48%	25,111,408,460.41	97.00%

5.1 按对公和个人分布情况列示如下 (续)

项 目	期末数		期初数	
	账面余额	占比	账面余额	占比
个人贷款和垫款				
个人经营性贷款	1,003,361,837.02	3.47%	203,502,267.53	0.79%
个人消费贷款	623,785,654.54	2.15%	469,813,771.33	1.81%
个人其他贷款	261,713,414.32	0.90%	103,548,279.83	0.40%
小 计	1,888,860,905.88	6.52%	776,864,318.69	3.00%
合 计	28,952,008,872.22	100.00%	25,888,272,779.10	100.00%

5.2 按担保方式分布情况列示如下：

项 目	期末数		期初数	
	账面余额	占比	账面余额	占比
信用贷款	3,030,384,833.42	10.47%	2,684,018,166.22	10.37%
保证贷款	17,491,994,971.02	60.42%	15,112,998,890.48	58.37%
附担保物贷款				
抵押贷款	3,376,763,985.01	11.66%	3,308,502,982.94	12.78%
质押贷款	729,639,200.53	2.52%	402,934,720.85	1.56%
贴现资产	4,323,225,882.24	14.93%	4,379,818,018.61	16.92%
合 计	28,952,008,872.22	100.00%	25,888,272,779.10	100.00%

5.3 贷款损失准备变动：

项 目	期末数	期初数
期初余额	885,159,471.55	738,523,812.95
本期提取（附注六、36）	239,857,863.00	223,115,000.00
本期核销	65,099,971.19	90,166,831.60
本期转回		
收回原核销贷款和垫款	17,513,107.01	12,522,754.20
其他原因导致的转回	2,892,000.00	1,164,736.00
期末余额	1,080,322,470.37	885,159,471.55



6. 可供出售金融资产

项目	期末数		期初数	
	成本	公允价值变动	成本	公允价值变动
国家债券	339,971,262.06	- 148,213.02	329,029,185.92	1,856,117.38
中央银行债券	298,754,433.66	875,522.27	296,089,897.74	190,686.44
政策性银行债券	1,521,198,491.92	6,540,511.56	1,629,999,999.94	19,887,691.90
商业银行债券	149,874,250.28	125,567.96	144,410,980.35	38,645.29
小计	2,317,191,826.69		2,421,503,204.96	
减：可供出售金融资产减值准备				
净值	2,317,191,826.69		2,421,503,204.96	

7. 持有至到期投资

项目	期末数	期初数
国家债券	1,295,483,137.85	865,579,999.45
政策性银行债券	2,856,650,094.61	2,359,530,136.83
商业银行债券	40,000,000.00	120,000,000.00
小计	4,192,133,232.46	3,345,110,136.28
减：持有至到期投资减值准备		24,338,212.50
净值	4,192,133,232.46	3,320,771,923.78

8. 应收款项类投资

项目	期末数	期初数
金融机构理财产品		30,000,000.00
小计		30,000,000.00
减：应收款项类投资减值准备		
净值		30,000,000.00

9. 长期股权投资

项 目	期末数	期初数
子公司		
联营企业—无公开报价	359,404,932.77	322,715,027.22
其他长期股权投资	28,390,839.00	28,390,839.00
小 计	387,795,771.77	351,105,866.22
减：长期股权投资减值准备		
净 值	387,795,771.77	351,105,866.22

9.1 联营企业股权投资

被投资单位名称	企业类型	注册地	法人代表	业务性质	注册资本(万元)	持股比例	表决权比例
长安银行股份有限公司	股份有限公司	西安	孙宗宽	银行业	300,000.00	6.50%	6.50%

(续表1)

组织机构代码	期末资产总额 (万元)	期末负债总额 (万元)	期末净资产总额 (万元)	本期营业收入总额 (万元)	本期净利润 (万元)
69112504-7	7,630,773.11	7,164,986.49	465,786.62	220,701.39	71,521.01

(续表2)

核算方法	投资成本 (万元)	期初数 (万元)	按权益法调整 的净损益(万元)	宣告分派的现 金股利(万元)	其他权益变 动(万元)	期末数 (万元)
权益法	26,325.00	32,271.50	4,648.87	1,560.00	580.13	35,940.50



9.2 其他长期股权投资

被投资单位	核算方法	投资成本	期初数	本期增减变动
中国银联股份有限公司	成本法	8,134,839.00	8,134,839.00	
城市商业银行资金清算中心	成本法	250,000.00	250,000.00	
山东省城市商业银行合作联盟有限公司	成本法	20,000,000.00	20,000,000.00	
淄博市银行业协会	成本法	6,000.00	6,000.00	
合 计			28,390,839.00	

(续表)

被投资单位	期末数	持股比例	表决权比例	本期宣告分派的现金股利
中国银联股份有限公司	8,134,839.00	0.28%	0.28%	280,000.00
城市商业银行资金清算中心	250,000.00	0.83%	0.83%	
山东省城市商业银行合作联盟有限公司	20,000,000.00	4.60%	4.60%	
淄博市银行业协会	6,000.00	20.00%	20.00%	
合 计	28,390,839.00			280,000.00

9.3 子公司

被投资单位	子公司类型	注册地	业务性质	注册资本(万元)
临沂河东齐商村镇银行股份有限公司	直接控制	山东临沂	银行业	5,000.00

(续表1)

被投资单位	经营范围	企业类型	法人代表	组织机构代码
临沂河东齐商村镇银行股份有限公司	吸收公众存款；发放短期、中期和长期贷款；办理国内结算；办理票据承兑与贴现；从事同业拆借；从事银行卡业务；代理发行、代理兑付、承销政府债券；代理收付款项及代理保险业务。	股份有限公司	谭勇	56770440-4

(续表2)

被投资单位	期末实际 出资额	持股 比例	表决权 比例	是否合 并报表	少数股 东权益
临沂河东齐商村镇银行股份有限公司	25,500,000.00	51.00%	51.00%	是	25,752,596.50
合 计	25,500,000.00				25,752,596.50

注1：根据中国银行业监督管理委员会临沂监管分局《临沂银监分局关于同意临沂河东齐商村镇银行股份有限公司开业的批复》（银监临准[2010]123号），本行向临沂河东齐商村镇银行股份有限公司出资1,200万元，持股比例为60%；2012年，临沂河东齐商村镇银行股份有限公司注册资本增至5,000万元，本行出资增至2,550万元，持股比例变更为51%。本行作为临沂河东齐商村镇银行股份有限公司的第一大股东，按成本法核算。鉴于本行能够控制临沂河东齐商村镇银行股份有限公司的经营和财务决策，本行将其纳入合并财务报表范围，本合并财务报表已进行抵销。

10. 固定资产

项 目	期末数	期初数
固定资产原值	582,630,832.91	495,748,172.45
减：累计折旧	269,596,461.25	235,654,109.88
固定资产净值	313,034,371.66	260,094,062.57
在建工程	104,684,994.17	56,780,339.19
小 计	417,719,365.83	316,874,401.76
减：固定资产减值准备		
合 计	417,719,365.83	316,874,401.76

11. 其他资产

项 目	期末数	期初数
其他应收款	20,452,414.78	39,342,850.25
减：坏账准备	10,220,838.55	3,770,617.74
其他应收款净值	10,231,576.23	35,572,232.51
抵债资产	37,323,511.77	49,186,453.03
减：抵债资产减值准备	24,525,011.77	30,387,953.03



11. 其他资产 (续)

项 目	期末数	期初数
抵债资产净值	12,798,500.00	18,798,500.00
其他业务资产	167,325.00	545,310,631.10
长期待摊费用	28,469,798.75	15,435,102.72
期收款项		12,601,800.00
合 计	51,667,199.98	627,718,266.33

12. 截至2012年12月31日其他应收款按账龄列示如下:

项 目	金 额	比 例
1年以内	6,914,057.23	33.81%
1-2年	2,469,147.88	12.07%
2-3年	1,819,149.95	8.89%
3年以上	9,250,059.72	45.23%
合 计	20,452,414.78	100.00%

12.1 坏账准备

项 目	期末数	期初数
期初余额	3,770,617.74	1,520,000.00
本期提取	6,450,220.81	2,371,372.74
本期收回以前年度核销		
本期核销		120,755.00
期末余额	10,220,838.55	3,770,617.74

12.2 抵债资产按项目列示如下：

项 目	期末数	期初数
房屋及建筑物	25,961,253.48	33,831,682.03
土地使用权	11,362,258.29	12,798,500.00
机器设备		2,506,091.00
交通运输工具		50,180.00
合 计	37,323,511.77	49,186,453.03

12.3 抵债资产减值准备

项 目	期末数	期初数
期初余额	30,387,953.03	24,614,120.00
本期提取		5,773,833.03
本期核销	5,862,941.26	
期末余额	24,525,011.77	30,387,953.03

注1：截至2012年12月31日，其他应收款中无持有本行5%及以上股份股东的欠款。

注2：截至2012年12月31日，计提坏账准备的其他应收款主要为代垫诉讼费等预计不能全部收回的款项。

13. 向中央银行借款

项 目	期末数	期初数	借款种类
中国人民银行淄博市中心支行	150,000,000.00	100,000,000.00	支持中小金融机构再贷款
中国人民银行淄博市中心支行	610,818,750.00	368,976,250.00	再贴现
中国人民银行临沂市中心支行	25,000,000.00	10,000,000.00	支农再贷款
中国人民银行临沂市中心支行	2,498,437.50	1,991,625.00	再贴现
合 计	788,317,187.50	480,967,875.00	



14. 同业及其他金融机构存放款项

项目	期末数	期初数
银行业存放活期款项	301,949,089.75	372,569,030.38
银行业存放定期款项	1,000,000,000.00	
其他非银行金融机构存放款项	15,558,411.48	
合 计	1,317,507,501.23	372,569,030.38

注1：将邮储银行协议存款期末余额1,370,000,000.00元，由同业及其他金融机构存放款项重分类至吸收存款。

15. 拆入资金

项目	期末数	期初数
拆入其他银行业资金	133,195,840.00	
合 计	133,195,840.00	

16. 卖出回购金融资产

项目	期末数	期初数
债券		
—金融债券		695,000,000.00
合 计		695,000,000.00

17. 吸收存款

项目	期末数	期初数
单位活期存款	12,448,556,079.75	11,478,958,767.45
个人活期存款	4,452,644,433.89	4,322,537,502.34
单位定期存款	4,636,269,181.57	4,679,577,006.75
个人定期存款	8,726,008,958.24	6,568,577,665.56
保证金存款	9,099,738,143.94	7,171,355,227.69
其他存款	1,474,507,537.82	1,454,631,146.21
合 计	40,837,724,335.21	35,675,637,316.00

17.1 保证金存款列示如下：

项 目	期末数	期初数
承兑汇票保证金	8,539,443,685.76	6,567,686,738.14
担保保证金	279,000.00	486,916.00
信用证保证金	221,357,013.52	280,730,736.48
保函保证金	63,534,484.80	63,364,315.40
其他保证金	275,123,959.86	259,086,521.67
合 计	9,099,738,143.94	7,171,355,227.69

18. 应付职工薪酬

类 别	2011年12月31日	本期计提	本期发放	2012年12月31日
工资、奖金、津贴和补贴		255,912,316.57	255,912,316.57	
职工福利		8,511,132.35	8,511,132.35	
社会保险费	76,508.03	33,789,783.30	31,277,031.59	2,589,259.74
其中：1.基本养老保险	1.20	16,682,122.46	16,682,123.66	
2.补充养老保险	70,121.35	9,098,283.29	6,615,690.68	2,552,713.96
3.医疗保险	6,361.58	5,671,435.79	5,677,797.37	
4.工伤保险		330,354.37	330,354.37	
5.失业保险	23.90	1,441,809.76	1,405,287.88	36,545.78
6.生育保险		565,777.63	565,777.63	
住房公积金	98,281.00	26,923,895.85	27,022,176.85	
职工教育经费和工会经费	920,282.27	7,244,717.57	7,459,056.84	705,943.00
辞退福利	23,952,641.99	192,439.50	3,681,174.56	20,463,906.93
合 计	25,047,713.29	332,574,285.14	333,862,888.76	23,759,109.67



19. 应付利息

项 目	期末数	期初数
应付存款利息	311,042,805.88	218,910,919.50
应付金融机构往来利息	11,389,352.33	2,800,501.55
应付卖出回购金融资产利息		250,082.20
应付次级债券利息	22,705,555.56	22,705,555.56
合 计	345,137,713.77	244,667,058.81

20. 实收资本

项 目	期末数	比例	期初数	比例
国家资本金	259,350,000.00	19.95%	259,350,000.00	19.95%
法人资本金	855,061,940.00	65.77%	855,061,940.00	65.77%
自然人资本金	185,588,060.00	14.28%	185,588,060.00	14.28%
合 计	1,300,000,000.00	100.00%	1,300,000,000.00	100.00%

注1：2009年12月17日，本行2009年第一次临时股东大会决议，通过《关于2009年度增资扩股情况的报告》，注册资本变更为13亿元，业经淄博鲁信会计师事务所有限公司“鲁信验字(2009)114号”验资报告书验证。

1997年成立时注册资本1.04亿元，2001年末依法变更为3.54亿元，2003年末依法变更为5亿元，2004年末依法变更为5.5亿元，2005年末依法变更为8.39亿元，2006年4月依法变更为10亿元。2009年12月17日根据本行第一次临时股东大会决议、章程修正案的规定，增加注册资本3亿元，变更后的注册资本为13亿元，业经淄博鲁信会计师事务所有限公司验证。

21. 资本公积

项 目	股本溢价	可供出售金融资产 未实现损益(税后)	其他资本 公积	合计
2011年12月31日		24,553,097.57	13,368,731.06	37,921,828.63
本期增加		- 10,934,814.18	5,801,250.00	-5,133,564.18
本期减少			110,874.38	110,874.38
2012年12月31日		13,618,283.39	19,059,106.68	32,677,390.07

22. 盈余公积

项 目	法定盈余公积	任意盈余公积	合计
2011年12月31日	283,258,811.77		283,258,811.77
本期增加	78,755,313.29		78,755,313.29
本期减少	54.10		54.10
2012年12月31日	362,014,070.96		362,014,070.96

23. 一般风险准备

项 目	2011年12月31日	本期提取	本期减少	2012年12月31日
一般风险准备	320,530,000.00	186,450,000.00		506,980,000.00

注1：根据《金融企业准备金计提管理办法》[财金（2012）49号]的要求，本行计提一般风险准备，用于弥补尚未识别的与风险资产相关的可能性损失。



24. 未分配利润

项 目	期末数	期初数
期初未分配利润	1,219,959,378.30	763,476,327.04
加：本年利润	788,709,202.41	700,085,871.47
其他转入	- 58,317.68	- 23,834,211.06
可供分配利润	2,008,610,263.03	1,439,727,987.45
提取法定盈余公积	78,755,313.29	68,238,609.15
提取一般风险准备	186,450,000.00	21,530,000.00
可分配利润	1,743,404,949.74	1,349,959,378.30
减：应付普通股股利	130,000,000.00	130,000,000.00
期末未分配利润	1,613,404,949.74	1,219,959,378.30

25. 投资收益

项 目	本期数	上期数
可供出售金融资产投资	- 46,497,972.43	- 34,707,780.86
长期股权投资	46,768,655.55	33,265,252.31
合 计	270,683.12	-1,442,528.55

26. 汇兑损益

项 目	本期数	上期数
外汇买卖损益	1,071.58	12,631.10
结售汇损益	16,768,081.59	18,243,235.32
其他汇兑损益	- 456,516.21	- 6,644,164.21
合 计	16,312,636.96	11,611,702.21

27. 其他业务收入

项 目	本期数	上期数
出租固定资产收入	2,593,048.67	2,595,376.33
其他业务收入	688,024.12	373,639.71
合 计	3,281,072.79	2,969,016.04

28. 营业税金及附加

项 目	本期数	上期数
营业税	139,274,145.35	122,491,989.58
城市建设维护税	9,215,446.20	8,301,672.50
教育费附加	4,178,224.38	3,674,759.91
地方教育费附加	2,893,405.52	2,331,098.11
其他	1,296,118.97	619,045.93
合计	156,857,340.42	137,418,566.03

29. 业务及管理费

项 目	本期数	上期数
职工薪酬	332,381,845.64	290,457,267.11
业务费用	53,779,763.76	45,219,124.94
税金	5,766,987.18	5,975,531.77
管理费用	155,931,995.05	120,200,905.02
固定资产折旧费	42,381,877.88	36,556,020.95
合 计	590,242,469.51	498,408,849.79



30. 资产减值损失

项 目	本期数	上期数
坏账准备	6,450,220.81	2,371,372.74
贷款损失准备	239,857,863.00	223,115,000.00
抵债资产减值准备		5,773,833.03
持有至到期投资减值准备	-24,338,212.50	24,338,212.50
合 计	221,969,871.31	255,598,418.27

31. 营业外收入

项 目	本期数	上期数
处置非流动资产利得	6,656,979.10	1,040,882.12
政府补助利得	7,025,300.00	1,773,700.00
清理久悬账户收入	5,627,753.21	2,494,803.31
罚没款收入	1,149,778.33	191,050.00
其他营业外收入	2,878,127.98	2,476,071.26
合 计	23,337,938.62	7,976,506.69

32. 营业外支出

项 目	本期数	上期数
处置非流动资产损失	46,174.98	1,222.15
捐赠支出	704,600.00	661,300.00
罚款支出	2,496,916.38	1,015,504.77
久悬不动户返还支出	90,891.16	42,913.93
其他营业外支出	3,673,583.61	2,480,406.81
合 计	7,012,166.13	4,201,347.66

33. 所得税费用

项 目	本期数	上期数
当期所得税费用	227,997,691.20	249,736,214.54
递延所得税费用	5,976,106.11	- 24,513,906.72
合 计	233,973,797.31	225,222,307.82

34. 资产减值准备

项 目	2011年 12月31日	本期提取	本期核销/处置	本期转回	2012年 12月31日
贷款损失准备	885,159,471.55	239,857,863.00	65,099,971.19	20,405,107.01	1,080,322,470.37
抵债资产减值准备	30,387,953.03		5,862,941.26		24,525,011.77
坏账准备	3,770,617.74	6,450,220.81			10,220,838.55
持有至到期投资减值准备	24,338,212.50	- 24,338,212.50			
合计	943,656,254.82	221,969,871.31	70,962,912.45	20,405,107.01	1,115,068,320.69

七、主要表外项目

表外业务是指所有不在资产负债表中反映的业务，包括两部分：

或有风险的表外业务即为客户债务清偿能力提供担保、承担客户违约风险的业务；无风险的表外业务主要包括结算、代理业务。本行或有风险主要表外项目余额如下：

项 目	本期数	上期数
承兑汇票	13,610,704,220.58	10,531,486,778.72
开出保函	237,511,557.67	276,739,009.93
开出信用证	2,047,228,333.94	1,883,422,224.72
合 计	15,895,444,112.19	12,691,648,013.37



八、关联方关系及交易

1. 关联方

本行的关联方包括持本行5%及5%以上股份的股东，持本行5%及5%以上股份股东的控股股东及其控股子公司，本行董事、监事、高级管理人员及与其关系密切的家庭成员，因本行董事、监事、高级管理人员及与其关系密切的家庭成员在本行以外兼任董事长、总经理职务而与本行构成关联关系的单位（以下简称“相同关键管理人员的其他企业”），本行的子公司、合营公司、联营公司。

根据中国银行业监督管理委员会颁布的《商业银行与内部人和股东关联交易管理办法》（中国银行业监督管理委员会令2004年第3号）的规定，下述关联方不包括淄博市城市资产运营有限公司的控股子公司。

(1) 截至2012年12月31日，持本行5%及5%以上股份的股东名称及持股情况(单位：人民币万股)

企业名称	股份	持股比例(%)
淄博市城市资产运营有限公司	12,974	9.98
山东城联一卡通有限责任公司	12,961	9.97

(2) 截至2012年12月31日，本行的控股子公司情况(单位：人民币万股)

企业名称	股份	持股比例(%)
临沂河东齐商村镇银行股份有限公司	2,550	51.00

(3) 其他关联方情况(单位：人民币万股)

企业名称	关联企业持有本行股份	持股比例(%)	与本行的关联关系
淄博崇正水泥有限责任公司	1,000	0.77%	本行董事关联企业
山东贵和纸业集团有限公司	3,300	2.54%	本行董事关联企业

2. 关联交易

本行的关联交易遵守法律、行政法规、国家统一的会计制度和有关的银行业监督管理规定，按照商业原则，以不优于对非关联方同类交易的条件进行。

(1) 贷款利息收入

2012年度无向持有本行5%及5%以上股份的股东收取的贷款利息收入。

(2) 存款利息支出

2012年度向持有本行5%及5%以上股份的股东支付的存款利息支出

关联方名称	利息支出(元)
淄博市城市资产运营有限公司	39,044.37
山东城联一卡通有限责任公司	25,683.28

(3) 表内外授信敞口

截至2012年12月31日，关联方表内外授信敞口

关联方名称	授信敞口(万元)
淄博崇正水泥有限责任公司	7,750
山东贵和纸业集团有限公司	7,140
山东城联一卡通有限责任公司	1,500

(4) 存款余额

截至2012年12月31日，持有本行5%及5%以上股份的股东存款余额

关联方名称	存款余额(元)
淄博市城市资产运营有限公司	13,976,725.09
山东城联一卡通有限责任公司	4,778,831.48

(5) 卖出回购金融资产款余额

截至2012年12月31日，无向持有本行5%及5%以上股份的股东卖出回购金融资产款余额。

(6) 卖出回购金融资产利息支出

2012年度无向持有本行5%及5%以上股份的股东卖出回购金融资产利息支出。

九、资产负债表日后事项

本行经第五届董事会第六次会议决议通过：拟以2012年12月31日的股本为基数，按10%的比例进行红利分配，共计分配现金股利13,000.00万元。该利润分配预案待股东大会通过后实施。

除上述事项外，截至2013年3月18日，本集团不存在其他应披露的资产负债表日后重大事项。



四、资本充足状况

项目类别	2012年	2011年
资本净额	41.81亿元	35.25亿元
其中：核心资本	37.16亿元	31.09亿元
附属资本	7.58亿元	7.59亿元
扣减项	2.93亿元	3.43亿元
加权风险资产总额	325.62亿元	291.79亿元
资本充足率	12.84%	12.08%
核心资本充足率	11.07%	10.27%

五、按五级分类不良贷款情况及不良资产管理的主要政策、措施及其效果 (单位：万元)

不良贷款余额	2012年12月31日	2011年12月31日
次级	38,432.64	36,044.49
可疑	2,863.96	3,472.15
损失	33.02	4,152.10
合计	41,328.62	43,668.74

以加强风险预警为工作手段，持续加大不良管理和清收力度，守住不良底线，加大不良问责力度，严防不良贷款出现反弹。采取的措施主要有：一是细化贷款风险分类，制定《信贷资产风险分类管理办法》，将原先的信贷资产八级分类调整为十二级分类，强化对信贷资产的管控力度，以信贷资产风险的大小、偿债能力、是否符合产业政策以及给我行带来的经济效益为基础，进行风险分类，准确反映我行资产质量，及时发现反馈贷款质量变化情况，做到早部署、早预警、早防控。二是进一步完善风险预警和监测机制，针对国内外金融及经济形势发展的特点，适时加强了同业授信额度的管理，并加强了国家风险及代理行风险的预警。对潜在风险的信贷资产，做到及早制定风险防控措施，由部门提出合理建议，追加强有力的担保单位或者合适的抵押物，弱化授信业务风险。对已形成风险的逾期贷款，逐户逐笔制定保全措施，责任到人，限期清收，及时掌握清收进度，防止风险损失进一步扩大。三是加强对新增不良贷款的管控力度，制定下发《关于对新增不良贷款处罚的通知》，明确岗位责任，对相关责任行和责任人实施严格的处罚措施，落实责任追究制，通过问责机制的落实，尽快构筑良好的合规内控文化，全面提高风险管控水平，确保资产质量安全。四是加大对不良资产的管理力度，督促支行积极采取清收措施，化解不良资产，提高资产质量。对不良资产采取堵疏结合的办法，一方面采取及时转化、办理展期、借新还旧等办法

控制指标的过快增长，另一方面督促支行对协商无望、即将暴露的不良贷款尽早采取诉讼保全措施，尽量挽回资产损失。全年共压降不良贷款3.37亿元，不良贷款率1.43%，较年初下降0.26个百分点。

六、重要资产转让及出售

报告期内，本行购置固定资产支出9624万元，其中购置营业场所支出5653万元、购置运输工具支出984万元、电子设备支出1021万元、机器设备支出1715万元，其他资产支出251万元；处置固定资产935万元。



Part VI. Financial and Accounting Report

I. Audit Report

Audit Report

Tianjian Lu Audit [2013] No. 153

To all shareholders of Qishang Bank Co., Ltd.,

We have audited the attached financial statements of Qishang Bank Co., Ltd (hereinafter referred to as "Qishang Bank"), including consolidated and parent company's balance sheet as of December 31, 2012, consolidated and parent company's income statement, consolidated and parent company's cash flow statement, consolidated and parent company's statement of changes in total equity attributable to the Bank's shareholders in 2012 as well as notes to financial statements.

1. Responsibility of the Management for Financial Statements

The management is responsible for the preparation and fair presentation of these financial statements. This responsibility includes: (1) preparing these financial statements in accordance with the provisions of Accounting Criteria for Enterprises and realizing the fair presentation; (2) designing, implementing and maintaining necessary internal control to avoid material misstatement of financial statements, whether due to fraud or error.

2. Responsibility of Certified Public Accountants

Our responsibility is to express an opinion on these financial statements based on our audit. We have conducted our audit in accordance with the Standards on Auditing for Certified Public Accountants, which require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance on whether the financial statements are free from material misstatement or not.

The audit work involves performing audit procedures to obtain audit evidence about the amounts and disclosures related to the financial statements. The selection of procedures depends on the auditor's judgment, including assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. During risk assessment, the certified public accountant considers internal control relevant to the preparation and fair presentation of the financial statements in order to design appropriate audit procedures, but not for the purpose of expressing an opinion on the effectiveness of the internal control. The audit work also includes evaluating the appropriateness of accounting policies selected and rationality of accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that these audit evidences we've obtained are sufficient and appropriate to provide a basis for our audit opinions.

3. Audit Opinions

In our opinion, the financial statements of Qishang Bank have been prepared in accordance with the Accounting Criteria for Enterprises in all material respects, and give a true and fair view of consolidated financial position and parent company's financial position of Qishang Bank as of December 31, 2012 and its consolidated operational performance and cash flow and parent company's operational performance and cash flow of 2012.

Tianjian Certified Public Accountants (Special general partnership) Shandong Branch



Chinese Certified Public Accountant:



Chinese Certified Public Accountant:



March 18, 2013

II. Fiscal Statement

Consolidated Balance Sheet

Preparing unit: Qishang Bank Co., Ltd. December 31, 2012 ACB Table 01
Unit: RMB Yuan

Item	Closing balance	Opening balance
Assets		
Cash and funds deposited in the Central Bank	9,794,451,636.71	7,963,612,376.49
Deposits in other banks	2,147,521,000.12	1,175,449,777.74
Precious metal		
Funds for inter bank IClosing	7,485,840.00	31,504,500.00
Transactional financial assets		
Derivative financial assets		
Buying back the sale of financial assets	850,000,000.00	348,400,000.00
Interest receivable	165,582,242.03	149,794,921.10
Disbursement of advances and loans	27,871,686,401.85	25,003,113,307.55
Available for sale financial asset	2,317,191,826.69	2,421,503,204.96
Held-to-maturity investments	4,192,133,232.46	3,320,771,923.78
Receivables investment		30,000,000.00
Long-term equity investment	387,795,771.77	351,105,866.22
Investment real estate		
Fixed assets	417,719,365.83	316,874,401.76
Intangible assets	8,623,737.41	5,621,147.98
Deferred tax assets	186,210,337.67	139,661,645.08
Goodwill		
Other assets	51,667,199.98	627,718,266.33
Total assets	48,398,068,592.52	41,885,131,338.99
Liabilities		
Loan from the Central Bank	788,317,187.50	480,967,875.00
Funds deposited from other banks and other financial institutions	1,317,507,501.23	372,569,030.38
Funds borrowed from inter bank lendings	133,195,840.00	
Transactional financial liabilities		
Derivative financial liabilities		
Financail assets sold for repurchase		695,000,000.00
Deposits absorbed	40,837,724,335.21	35,675,637,316.00
Remuneration payable	23,759,109.67	25,047,713.29
Taxes payable	88,392,071.76	131,163,453.42
Interest payable	345,137,713.77	244,667,058.81
Expected liabilities		
Bond payable	500,000,000.00	500,000,000.00
Deferred tax liabilities		
Other liabilities	523,205,826.11	590,236,521.58
Total liabilities	44,557,239,585.25	38,715,288,968.48
Shareholders' equity		
Paid-up capital (or share capital)	1,300,000,000.00	1,300,000,000.00
Capital reserve	32,677,390.07	37,921,828.63
Less: treasury share		
Surplus reserve	362,014,070.96	283,258,811.77
Provisions for general risks	506,980,000.00	320,530,000.00
Undistributed profits	1,613,404,949.74	1,219,959,378.30
Exchange difference in Foreign Currency Statements		
Total equity attributable to the shareholders of the parent company	3,815,076,410.77	3,161,670,018.70
Minority equity	25,752,596.50	8,172,351.81
Total equity attributable to the shareholders	3,840,829,007.27	3,169,842,370.51
Total liabilities and equity attributable to the shareholders	48,398,068,592.52	41,885,131,338.99

Legal representative: Gao Chuanyong

President: Zhao Xiaodong

Finance Chief: Hao Tongli



Consolidated Income Statement

Preparing unit: Qishang Bank Co., Ltd.	2012	ACB Table 02 Unit: RMB Yuan
Item	Current period actual	Previous period actual
I. Operating income	1,976,537,641.96	1,813,131,206.16
Net interest income	1,902,482,849.62	1,716,672,534.56
Interest income	3,097,109,361.79	2,807,560,595.13
Interest expense	1,194,626,512.17	1,090,888,060.57
Net procedure fee and commission income	54,190,399.47	83,320,481.90
Procedure fee and commission income	79,599,080.15	107,720,239.98
Procedure fee and commission expense	25,408,680.68	24,399,758.08
Investment income	270,683.12	-1,442,528.55
Income from changes in fair value		
Income from exchange	16,312,636.96	11,611,702.21
Other operating income	3,281,072.79	2,969,016.04
II. Operating expenses	969,069,681.24	891,425,834.09
Business taxes and surcharges	156,857,340.42	137,418,566.03
Business and management charges	590,242,469.51	498,408,849.79
Asset impairment loss	221,969,871.31	255,598,418.27
Other operational cost		
III. Operating profit	1,007,467,960.72	921,705,372.07
Plus non-operating income	23,337,938.62	7,976,506.69
Less: non-operating expense	7,012,166.13	4,201,347.66
IV. Total profits	1,023,793,733.21	925,480,531.10
Less: income tax expense	233,973,797.31	225,222,307.82
V. Net profit	789,819,935.90	700,258,223.28
Net profit attributable to the parent company shareholders	788,709,202.41	700,085,871.47
Profit and loss of minority shareholders	1,110,733.49	172,351.81
VI. Other comprehensive income	-10,934,814.18	47,573,214.04
VII. Total amount of comprehensive income	778,885,121.72	747,831,437.32
Total amount of comprehensive income attributable to parent company owners	777,774,388.23	730,217,833.20
Total amount of comprehensive income attributable to minority shareholders	1,110,733.49	172,351.81

Legal representative: Gao Chuanyong

President: Zhao Xiaodong

Finance Chief: Hao Tongli

Consolidated Cash Flow Statement

Preparing unit: Qishang Bank Co., Ltd. 2012 ACB Table 03
Unit: RMB yuan

Item	Current amount
I. Cash flow arising out of operating activities:	
Net increased amount of deposits from customers and other banks	6,107,025,490.06
Net increased amount of loans from Central Bank	307,349,312.50
Net increased amount of the fund borrowing from other financial institutions	133,195,840.00
Net increased amount of proceeds from disposal of financial assets repurchased	-695,000,000.00
Cash received from interests, procedure fees and commissions	2,839,731,820.42
Other cash received relevant to operating activities	618,882,027.15
Sub-total of cash inflow from operating activities	9,311,184,490.13
Net increased amount in loans and advances to customers	3,063,736,093.12
Net increased amount in deposits from the Central Bank and other banks	1,296,121,643.11
Net increased amount of the fund (Closing to other financial institutions	
Net increased amount in buying back the sale of financial assets	
Cash paid for interests, procedure fees and commissions	1,119,564,537.89
Cash paid to employees and for employees	333,670,449.26
Various taxes and charges paid	440,604,559.55
Other cash paid relevant to operating activities	144,075,930.88
Sub-total of cash outflow from operating activities	6,397,773,213.81
Net cash flow arising from operating activities	2,913,411,276.32
II. Cash flow arising out of investment activities:	
Cash received from investment recovery	575,442,687.20
Cash received from return on investment	15,880,000.00
Cash received from disposal of fixed assets and other long-term assets	6,656,979.10
Other cash received relevant to investment activities	
Sub-total of cash inflow from investment activities	597,979,666.30
Cash paid for investment	1,330,073,664.32
Cash paid for investment of subsidiaries, affiliated and joint ventures	
Cash paid for purchasing and constructing fixed assets, intangible assets and other long-term assets	58,665,944.46
Other cash paid relevant to investment activities	
Sub-total of cash outflow from investment activities	1,388,739,608.78
Net cash flow arising out of investment activities	-790,759,942.48
III. Cash flow arising out of fund raising activities:	
Cash received from absorbing equity investments	16,500,000.00
Wherein: cash received by subsidiaries absorbing investment of minority shareholders	16,500,000.00
Cash received from issuing bonds	
Other cash received relevant to fund raising activities	
Sub-total of cash inflow from fund raising activities	16,500,000.00
Cash paid for repaying debts	
Cash paid for distributing dividends	140,593,791.31
Wherein: dividends and profits paid to minority shareholders by subsidiaries	
Cash paid for repaying interests	30,500,000.00
Other cash paid relevant to fund raising activities	
Sub-total of cash outflow from fund raising activities	171,093,791.31
Net cash flow arising out of fund raising activities	-154,593,791.31
IV. Influence of fluctuation in exchange rate on cash and cash equivalent	16,312,636.96
V. Net increased amount of cash and cash equivalent	1,984,370,179.49
Plus opening balance of cash and cash equivalent	3,624,699,851.66
VI. Closing balance of cash and cash equivalent	5,609,070,031.15

Legal representative: Gao Chuanyong

President: Zhao Xiaodong

Finance Chief: Hao Tongli



Consolidated statement of change in shareholders' equity

Preparing unit: Qishang Bank Co., Ltd.

Item			
	Paid-in capital (or share capital)	Capital reserve	Less: treasury share
I. Closing balance of the last year	1,300,000,000.00	37,921,828.63	
Plus: changes of accounting policies			
Corrections of prior period errors			
Others			
II. Opening balance of this year	1,300,000,000.00	37,921,828.63	
III. Amount of changes in the current year ("-"for reduction)		-5,244,438.56	
(i) Net profit			
(ii) Gains and losses directly counted into owners' equity		-5,244,438.56	
1. Net amount of change in fair value of financial assets available for sale		-14,579,752.24	
2. Influence of change in other owners' equity of invested units under the equity law		5,801,250.00	
3. Influence of income tax related to items counted into owners' equity		3,644,938.06	
4. Others		-110,874.38	
Subtotal of net profits and gains and losses directly counted into owners' equity		-5,244,438.56	
(iii) Owners' input or reduction of capital			
1. Owners' input of capital			
2. Amount of share payment counted into shareholders' equity			
3. Others			
(iv) Profit distribution			
1. Surplus reserve allotted			
2. Provisions for general risks allotted			
3. Distribution to owners (or shareholders)			
4. Others			
(iv) Internal carryover of owners' equity			
1. Capital reserve used for increasing capital (or share capital)			
2. Surplus reserve used for increasing capital (or share capital)			
3. Surplus reserve used to compensate for loss			
4. Others			
IV. Closing balance of the current year	1,300,000,000.00	32,677,390.07	

Legal representative: Gao Chuanyong

President: Zhao Xiaodong

Preparing unit: Qishang Bank Co., Ltd.

Item			
	Paid-in capital (or share capital)	Capital reserve	Less: treasury stock
I. Closing balance of last year:	1,300,000,000.00	-21,689,531.34	
Plus: changes of accounting policies			
Corrections of prior period errors			
Others			
II. Opening balance of this year	1,300,000,000.00	5,456,895.93	
III. Amount of changes in the current year ("-"for reduction)		-16,232,635.41	
(i) Net profit		54,154,464.04	
(ii) Gains and losses directly counted into owners' equity		54,154,464.04	
1. Net amount of change in fair value of available-for-sale financial assets		63,430,952.05	
2. Influence of change in other owners' equity of invested units under the equity law		6,581,250.00	
3. Influence of income tax related to items counted into owners' equity		-15,857,738.01	
4. Others			
Subtotal of net profits and gains and losses directly counted into owners' equity		54,154,464.04	
(iii) Owners' input or reduction of capital			
1. Owners' input of capital			
2. Amount of share payment counted into shareholders' equity			
3. Others			
(iv) Profit distribution			
1. Surplus reserve allotted			
2. Provisions for general risks allotted			
3. Distribution to owners (or shareholders)			
4. Others			
(v) Internal carryover of owners' equity			
1. Capital reserve used for increasing capital (or share capital)			
2. Surplus reserve used for increasing capital (or share capital)			
3. Surplus reserve used to compensate for loss			
4. Others			
IV. Closing balance of the current year	1,300,000,000.00	37,921,828.63	

Legal representative: Gao Chuanyong

President: Zhao Xiaodong

ACB Table 04
Unit: RMB yuan

Amount of Current Year					Minority shareholders' equity	Total of owners' equity
Equity attributable to parent company shareholders						
Surplus reserve	General risk provision	Undistributed profits	Others	Subtotal		
283,258,811.77	320,530,000.00	1,219,959,378.30		3,161,670,018.70	8,172,351.81	3,169,842,370.51
283,258,811.77	320,530,000.00	1,219,959,378.30		3,161,670,018.70	8,172,351.81	3,169,842,370.51
78,755,259.19	186,450,000.00	393,445,571.44		653,406,392.07	17,580,244.69	670,986,636.76
		788,709,202.41		788,709,202.41	1,110,733.49	789,819,935.90
				-5,244,438.56	-30,488.80	-5,274,927.36
				-14,579,752.24		-14,579,752.24
				5,801,250.00		5,801,250.00
				3,644,938.06		3,644,938.06
				-110,874.38	-30,488.80	-141,363.18
		788,709,202.41		783,464,763.85	1,080,244.69	784,545,008.54
					16,500,000.00	16,500,000.00
					16,500,000.00	16,500,000.00
78,755,259.19	186,450,000.00	-395,263,630.97		-130,058,371.78		-130,058,371.78
78,755,313.29		-78,755,313.29				
	186,450,000.00	-186,450,000.00				
-54.10		-130,000,000.00		-130,000,054.10		-130,000,054.10
		-58,317.68		-58,317.68		-58,317.68
362,014,070.96	506,980,000.00	1,613,404,949.74		3,815,076,410.77	25,752,596.50	3,840,829,007.27

Finance Chief: Hao Tongli

ACB Table 04
Unit: RMB yuan

Amount of Last Year					Minority shareholders' equity	Total of owners' equity
Equity attributable to parent company shareholders						
Surplus reserve	General risk provision	Undistributed profits	Others	Subtotal		
215,020,602.34	299,000,000.00	733,490,698.06		2,525,821,769.06		2,525,821,769.06
		29,985,628.98		35,442,524.91		35,442,524.91
215,020,602.34	299,000,000.00	763,476,327.04		2,561,264,293.97		2,561,264,293.97
68,238,209.43	21,530,000.00	456,483,051.26		600,405,724.73	8,172,351.81	608,578,076.54
		700,085,871.47		700,085,871.47	172,351.81	700,258,223.28
		-23,952,641.99		30,201,822.05		30,201,822.05
				63,430,952.05		63,430,952.05
				6,581,250.00		6,581,250.00
				-15,857,738.01		-15,857,738.01
		-23,952,641.99		-23,952,641.99		-23,952,641.99
		676,133,229.48		730,287,693.52	172,351.81	730,460,045.33
					8,000,000.00	8,000,000.00
					8,000,000.00	8,000,000.00
68,238,209.43	21,530,000.00	-219,650,178.22		-129,881,968.79		-129,881,968.79
68,238,609.15		-68,238,609.15				
	21,530,000.00	-21,530,000.00				
-399.72		-130,000,000.00		-130,000,399.72		-130,000,399.72
		118,430.93		118,430.93		118,430.93
283,258,811.77	320,530,000.00	1,219,959,378.30		3,161,670,018.70	8,172,351.81	3,169,842,370.51

Finance Chief: Hao Tongli



III. Notes to Financial Statements

I. Basic Information of Company

(1) Nature of the industry: financial industry

(2) Scope of business

To take deposits from public; offer short-term, medium-term, and long-term loan; handle domestic settlement business; handle checks acceptance and discount; issue as agent, cashing, handle the sales of government bond; handle bonds buyback and trading of current bonds; handle inner-bank borrowing; provide guarantee; handle receipts and payments and handle insurance business; provide safe deposit box services; handle entrusted loan business of funds for local financial credit revolving; handle foreign exchange business approved by People's Bank of China; handle debit cards and business card business; handle Online Banking business; handle funds distribution business; handle financial services; other businesses approved by People's Bank of China and China Banking Regulatory Commission according to relative laws, regulations and other rules.

(3) The approval of the financial statements

The financial statements shall be approved by the Board of Directors of our bank.

II. Basis for Preparation of Financial Statement and Declaration on Compliance with the Accounting Standards for Enterprises

(1) Basis for preparation of financial statement

This Fiscal Statement is prepared according to Accounting Criteria for Enterprises – Basic Rules issued by Ministry of Finance in Feb 2006 and 38 specific accounting regulations, application guide and interpretation issued afterwards, and other relevant regulations (collectively referred to as "Accounting Criteria for Enterprises").

The financial statement is presented on the basis of continuing operations of the bank.

(2) Declaration on compliance with the Accounting Standards for Enterprises

The financial statement complies with the requirements of the Accounting Criteria for Enterprises, truthfully and completely reflects some information such as the financial position of the bank, business performances and cash flows.

III. Major Accounting Policies and Accounting Estimates

(1) Major accounting policies

1. Accounting year

The fiscal year of the bank runs from January 1 to December 31 of each calendar year.

2. Recording currency

The recording currency of the bank is Renminbi (RMB); for foreign currencies, we adopt a system of separate accounts, record them in original currency and convert them into RMB for the preparation of the fiscal statement. The current fiscal statement adopts RMB as its recording currency. Unless there are specific indications, the fiscal statement adopts RMB Yuan as the presentation unit.

3. Accounting basis

The bank adopts the accrual system as the accounting basis.

4. Valuation method

Except for derivative financial instruments, the financial assets / liabilities measured at fair value and of which the variation is recorded into the profits and losses in the current period, as well as available-for-sale financial assets, which are measured at fair value, all other financial assets / liabilities are valued at historical cost. If assets get devalued, provisions for impairment will be allocated respectively according to relevant regulations.

5. Foreign currency transactions

The bank adopts a system of separate accounts for various currencies, and keeps record in original currency for foreign currency business.

6. Identification of cash in preparation of Cash Flow Statement

According to the characteristics of the banking industry, the cash flows of the bank include cash holdings, reserves at the Central Bank, inter-bank demand deposits and inter-bank loans with maturity within three months.

7. Long-term equity investments

Long-term equity investments, when acquired, shall be initially measured by initial investment cost.

The bank adopts the cost method on: long-term equity investments whereby an investing enterprise is able to control the invested enterprise, as well as long-term equity investments of which the investing enterprise does not exercise joint control or does not have significant influences on the invested entity, and for which there is no offer in the active market and of which the fair value cannot be reliably measured. When employing the cost method, the price of a long-term equity investment shall be measured at its initial investment cost. The dividends or profits declared to be distributed by the invested entity shall be recognized as the current investment income. The investment income recognized shall be limited to the amount received from the accumulative net profits that arise after the invested entity has accepted the investment. Where the amount of profits or cash dividends obtained by the investing entity exceeds the aforesaid amount, it shall be regarded as recovery of initial investment cost.

The bank adopts the equity method on long-term equity investments of which the investing enterprise exercises joint control or has significant influences on the invested entity.

When employing the equity method, if the initial cost of a long-term equity investment is larger than the investing enterprise' attributable share of the fair value of the invested entity's identifiable net assets for the investment, it shall be included into the initial cost of the long-term equity investment. If the initial cost of a long-term equity investment is less than the investing enterprise' attributable share of the fair value of the invested entity's identifiable net assets for the investment, the difference shall be included in the profits and losses in the current period and the cost of the long-term equity investment shall be adjusted simultaneously.

When employing the equity method, after obtaining a long-term equity investment, it shall, in accordance with shares attributable of the net profits or losses of the invested entity, recognize the investment profits or losses and adjust the book value of the long-term equity investment. It shall calculate the proportion it shall obtain as per the profits or cash dividends declared to be distributed by the invested entity, and shall reduce the book value of the long-term equity investment accordingly. The bank shall recognize the net losses of the invested enterprise, until the book value of the long-term equity investment and other long-term rights and interests substantially forming the net investment made to the invested entity are reduced to zero, unless the bank has the obligation to undertake extra losses. Where any change is made to the owner's equity other than the net profits and losses of the invested entity, the book value of the long-term equity investment shall be adjusted and be included in the owner's equity. When disposing of such a long-term equity investment, it shall be transferred to the profits and losses in the current period pro rata.

When disposing of a long-term equity investment, the difference between its book value and the actual purchase price shall be included in the profits and losses in the current period.

8. Pricing and depreciation policies of fixed assets and allocation method of fixed assets depreciation reserves

(1) Pricing of fixed assets, recognition criteria and allocation methods of impairment reserves

Fixed assets shall be recognized only when the economic benefits related to the fixed assets are likely to flow into the bank and its cost can be measured reliably. If the subsequent expenses related to a fixed asset meet the recognition conditions, they shall be included in the cost of fixed asset and the recognition of the book



value replaced shall be stopped; otherwise, they shall be included in the profits and losses in the current period.

The initial measurement of a fixed asset shall be made at its cost. The cost of a purchased fixed asset consists of the purchase price, the relevant taxes, and other expenses that bring the fixed asset to the expected conditions for use and that may be relegated to the fixed asset, like freights and installation fees, etc.

On the balance sheet date, the bank shall identify whether the fixed assets have evidence of impairment. If any, the bank shall estimate their recoverable amount and conduct impairment tests. When the recoverable amount of fixed assets is lower than their book value, the bank shall write down their book value to the recoverable amount, and the amount as down written shall be recorded into the profits and losses in the current period, meanwhile, the Bank shall allocate relevant reserves for impairment. Once the impairment-related loss is recognized, it may not be reversed in the following accounting period.

(2) Depreciation methods of fixed assets

The depreciation of fixed assets is calculated with the average number of year method, and the service life of each fixed asset, the estimated residual rate and annual depreciation rate are as follows:

Fixed Assets Category	Estimated Useful Life (Year)	Estimated Residue Rate (%)	Annual Depreciation Rate (%)
House and Building	20	5	4.75
Electrical Equipment	3	5	31.67
Machinery and equipment	10	5	9.50
Transportation equipment and others	5	5	19.00

Notes: The reserves for impairment of fixed assets have been allocated. The depreciation rate is determined by the accumulative amount of fixed assets with reserves for impairment deducted.

9. Valuation methods for mortgage assets

(1) The valuation methods for mortgage assets

In terms of the loan/loan capital and receivable interest balance, add to payable relative tax (or subtract received premium and then add to established profit) as the account record value of the assets of paying the debt. Meanwhile, transfer relative loss debt provision / bad debt provision into the debt paying assets devalue reserve.

(2) The identifying standard and provision methods of mortgage assets devalue reserve

Every year end or at the end of the interim report, we shall check every item of mortgage assets, and include the loss between the receivable amount and book value, and transferred relative reserve and allowance for depreciation of asset value, as the profit and loss of this period.

10. Assets impairment

The bank identifies the assets impairments, other than impairments of deferred income tax assets and of financial assets, with the following methods:

On the balance sheet date, the Bank shall identify whether an asset has evidence of impairment. If any, the Bank shall estimate its recoverable amount. As to intangible assets with uncertain service life, no matter whether evidence exists or not, the Bank shall at least conduct impairment test by the end of each year.

The recoverable amount is determined by the higher of the following two: the net amount of fair value of assets less the disposal fees and the current amount of predicted cash flow of assets. The Bank estimates the recoverable amount on the basis of single asset; for those difficult to estimate, the Bank takes the assets group of the said assets as the basis to estimate the recoverable amount of the assets group. The identification of an assets group is based on whether the main cash flow of the assets group is independent from other assets or assets groups.

When the recoverable amount of an asset or an assets group is lower than its book value, the Bank shall write down the book value to the recoverable amount,

and the written down amount shall be recorded into the profits and losses in the current period and meanwhile the Bank shall allocate relevant reserves for impairment.

Once the above impairment-related loss is recognized, it may not be reversed in the following accounting period.

11. Principles and methods of recognition of revenue and expenditure

(1) Interest Revenue and Interest Expense

Interest revenue or interest expense shall be measured at the actual interest rate of occurrence. The actual interest rate refers to the interest rate used to cash the future cash flow (in or out) of a financial instrument, within a predicted term of existence or within a shorter applicable term, into the current net book value of the financial asset or financial liability. When calculating interest revenue, the contractual stipulations of financial instruments shall be taken into account, and expenses attributed to the actual interest rate and all transactional costs shall be included, but the future loans losses shall not be taken into account. If the Bank changes the estimate of future revenue and expenditure, the book values of financial assets or liabilities might change simultaneously. As the adjusted book value is calculated at actual interest rate, the alteration shall also be recorded into interest revenue or interest expense.

(2) Fee and commission income

Fee and commission income shall be recognized only when services related have been provided and its charges can be measured reasonably.

(3) Exchange Gains

Exchange gains shall be recognized only when the economic benefits related to transaction are likely to flow into the Bank and its gains can be measured reliably.

(4) Dividend income

Dividend income shall be confirmed at the time of confirming the bank's right of receiving dividends

12. Employee remuneration

Employee cost refers to various remunerations and other relevant costs paid for obtaining employee's services by the bank. It mainly includes wages, bonus, allowance and subsidy, welfare expenses for employees, social insurance premium and public accumulation fund of housing, trade union funds and educational fund of employees, etc. During the accounting period of an employee providing services to an enterprise, the Bank shall recognize the compensation payable as liabilities. For those due after one year or above from the date of Balance Sheet, the actual value shall be listed if the discounted value is significant.

Except for basic social pension insurance, employees of the bank are included in the corporate pension plans stipulated by the bank. The bank and its employees contribute for the pension plan as per certain proportion of the basic wage of last year. Contribution of the bank shall be recorded into current profits and losses correspondingly; if the corporate pension fund is insufficient to pay all employees' future retirement welfare expenses, the bank has no obligation to re-inject funds.

According to relevant policies of the bank, its active employees and retired employees receive housing subsidies at certain proportion on determined basis from the bank till die. The bank shall deem these housing subsidies as defined welfare expenses plans. And the housing subsidies received by employees after retirement will be amortized and recorded into liabilities and current profits and losses during the serving period of employee after discounting according to certain assumed conditions. These assumed conditions include discounting rate, mortality rate, wage increasing rate and so on, and the profits and losses caused due to changes of assumed conditions shall be recorded into current profits and losses correspondingly.

13. Method of preparing consolidated financial statement

All the subsidiaries controlled by the Bank are included in the scope of consolidation in the consolidated financial statements.

The consolidated fiscal statements, prepared by the Bank, are based on individual fiscal statements of the Bank and subsidiaries included into the scope of consolidation and supported by other related materials. The internal transactions and balance of the Bank and subsidiary are off set when the consolidated fiscal statements are being prepared, and minority shareholders' equipment and loss and profit of subsidiaries are separately listed in consolidated balance sheet statement and consolidated profit statement.



The Bank and its subsidiaries maintain consistent accounting policies and fiscal period.

Where the current loss shared by minority shareholders of a subsidiary exceeds the shares of shareholders' equipment of the subsidiary in the beginning of the period that the minority shareholders are entitled to, except for the part that the minority shareholders shall bear according to the Company Constitution or Shareholders' Agreement and which the minority shareholders are able to offset, the remaining part offsets the Bank's shareholder equity. The profits realized by the subsidiary in the following period, before offsetting the loss of minority shareholders borne by the Bank's shareholder equipment, all belong to the Bank's shareholder equity.

For any subsidiary acquired by enterprise combination under the same control, when the current period consolidated fiscal statements are being prepared, it shall be deemed that the consolidated subsidiary is included into the scope of consolidated fiscal statements when the final controller starts to exercise control over it, and various assets, liabilities and their book values of the consolidated subsidiary are included into the consolidated balance sheet statements from when the final controller starts to exercise control over the consolidated subsidiary and the operation results of the consolidated subsidiary are included into the consolidated profit statement.

For any subsidiary acquired by enterprise combination not under the same control, when the current period consolidated fiscal statements are being prepared, the fiscal statements of the subsidiary are adjusted based on the fair value of various identifiable assets and liabilities recognized on the day of purchase, and the company assets, liabilities and operation results of the purchased subsidiary are included into the consolidated profit statement.

All significant balances, transactions and unrealized profits within the group are eliminated upon preparing the consolidated financial statements. Shareholders' equity and net profit or loss not belong to our bank shall be presented respectively under shareholders' equity and net profit in the consolidated financial statements as minority shareholders' interest and minority shareholders' loss.

(2) Important accounting judgment and estimates while implementing accounting policies

While implementing the accounting policies of the Bank, the management will make judgment and hypothesis for the effect of uncertain future events on the financial statement. On the balance sheet date, the management shall make the following judgment and hypothesis for major future contingencies, and this may possibly lead to important adjustment for the carrying amount of the assets or liabilities of the next accounting period.

1. The classification and affirmation of held-to-maturity investments

The term "held-to-maturity investment" refers to non-derivative financial assets which the Bank has the specific business purpose and ability to hold to maturity, and which have fixed or ascertainable recoverable amounts, and fixed maturity dates. The management has to exercise important judgment to confirm the classification of held-to-maturity investment. If a large amount of held-to-maturity investment is sold before its mature date or is reclassified due to the Bank's wrong judgment of its intention and ability of holding to maturity, then all the remaining held-to-maturity investments shall be reclassified as available-for-sale financial assets.

2. The loss of asset impairment for loans and advances to customers

The Bank regularly judges if there is any objective evidence showing asset impairment loss for loans and advances to customers. If there is such evidence, we will estimate the amount of the asset impairment loss. The amount of asset impairment loss equals the balance between the carrying balance of loans and advances to customers and the current value of the expected future cash flow of the assets. While estimating and calculating asset impairment loss, major judgment should be made upon the existence of objective evidences revealing that loans and advances to customers have been devalued, and major estimation shall be made upon the current value of the expected future cash flow of the assets.

3. Income tax

The Bank needs to make judgment for future tax treatments of some transactions so as to confirm the income tax. The Bank will cautiously judge the effect of a transaction on the income tax and accordingly calculate the tax income according to the relevant tax law. The deferred income tax assets can only be recognized when

there is expected taxable income profit which can be used to offset some temporary differences. Therefore major judgment shall be made upon tax treatments for some transactions, and major estimation should also be made for the possibility of having sufficient expected taxable income to offset the deferred income tax assets.

4. Fair value of financial instruments

As for financial instruments without an active market, the Bank shall use the valuation methods to confirm their fair value. The valuation methods include referring to the fair trading prices resulting from transactions between those informative and willing-to-buy economic entities, referring to the fair value of another similar financial instrument on the market, or employing the discounted-cash-flow model and option pricing model for estimation. The valuation methods can maximally use the market information, however, when the market information cannot be obtained, the management shall estimate the credit risks, market fluctuation and their relevancy of the Bank and our counter-parties. The changes of these related hypotheses will affect the fair value of the financial instruments.

5. Impairment of available-for-sale financial assets and held-to-maturity investments

While judging the existence of objective evidences indicating impairment of available-for-sale financial assets and held-to-maturity investments, the Bank will regularly evaluate the existence of large scale and non-temporary decrease of their fair-value relative to their costs or carrying amounts or analyze the financial position and business prospect of the invested, including industry conditions, technological change, operation and financing cash flow and etc., which largely depend on the management's judgment and affect the amount of impairment.

(3) Changes of accounting policies

During the report period, there is no major change of accounting policies in the Bank.

(4) The important correction remarks of the early errors

The Bank invested RMB 263,250,000.00 yuan to Chang'an Bank Co., Ltd, and became the 4th shareholder with 6.5% shareholding ratio; at the same time, the Bank appointed its vice-president Wang Qiang as a member of the Board of Directors of Chang'an Bank Co., Ltd, which would have significant influence on the Board. Previously, the equity investment was confirmed according to law of the cost which is replaced with equity method, and the corrections of this period are as follow:

1. From occurrence of investment to the end of 2011, capital reserves of Chang'an Bank Co., Ltd was cumulatively increased RMB 185,202,245.08 yuan; capital reserves shall be confirmed by the Bank was RMB 12,038,145.93 yuan; opening balance of long-term equity investments increased and adjusted in the current period was RMB 12,038,145.93 yuan; and the opening balance of capital reserves adjusted and increased was RMB 12,038,145.93 yuan.

2. From occurrence of investment to the end of 2011, net profits belonging to parent company cumulatively realized by Chang'an Bank Co., Ltd was RMB 969,644,327.58 yuan (RMB 508,326,958.61 yuan realized in 2011); cumulative investment income confirmed by the Bank was RMB 63,026,881.29 yuan (RMB 33,041,252.31 yuan was the investment income shall be confirmed in 2011); confirmed investment income was RMB 15,600,000.00 yuan (RMB 15,600,000.00 yuan was investment income confirmed in 2011); Opening balance of long-term equity investments increased and adjusted in the current period was RMB 47,426,881.29 yuan; investment income increased and adjusted of the previous period was RMB 17,441,252.31 yuan; and the undistributed Closing profits increased and adjusted of the previous period was RMB 29,985,628.98 yuan.



IV. Main taxes

Tax/charge category	Basis of counting and drawing taxes / charges	Rate of taxes /charges
Business tax	Operating income (Note 1)	5% or 3% (note 2)
Urban construction tax	Business tax	7%
Education surcharges	Business tax	3%
Local education surcharges	Business tax	2%
Income tax	Taxable income	25%

Note 1: Business income includes interest income earned on loans, income from transferring financial instruments, handling charge and commission revenue as well as other operating income, excluding income from other financial institutions.

Note 2: As stipulated in the Notice on the Relevant Tax Policies on Rural Finance (CS [2010] No.4) and Notice on ExtClosIng the Applicable Period of the Business Tax Policy for Rural Financial Institutions (CS [2011] No.101), from January 1, 2009 to December 31, 2015, business tax related to financial and insurance establishments of the subsidiary Linyi Hedong Qishang Village Bank Co., Ltd should be collected at a rate of 3%.

V. Holding subsidiary

On December 31, 2012, subsidiaries incorporated in consolidated range are as follows:

Invested unit	The type of the subsidiary	Registration address	Business nature	Registration asset (Yuan)
Linyi Hedong Qishang Village Bank Co., Ltd	Positive Governing	Linyi, Shandong	Banking	50,000,000.00

VI. Annotation of the Principal Items in Financial Statements

(1) For the following noted items, except otherwise specified, the monetary unit shall be RMB (yuan), "opening (of the period)" refers to Jan 1st 2012, "Closing (of the period)" refers to Dec 31st 2012", the "previous period " refers to 2011, and the "current" refers to 2012.

(2) Except otherwise specified, the following data are data on the consolidated statements

1. Deposits in other banks

Item	Closing balance	Opening balance
Current Deposits in other domestic banks	1,167,828,920.63	872,975,975.88
Fixed Deposits in other domestic banks	937,800,000.00	193,800,000.00
Provisions deposit in overseas banks	41,892,079.49	108,673,801.86
Subtotal	2,147,521,000.12	1,175,449,777.74
Less: provisions for asset impairment		
Net value	2,147,521,000.12	1,175,449,777.74

2. Funds for inter-bank IClosing

Item	Closing balance	Opening balance
Inter-bank IClosing in other domestic banks	7,485,840.00	31,504,500.00
Subtotal	7,485,840.00	31,504,500.00
Less: provisions for asset impairment		
Net value	7,485,840.00	31,504,500.00

3. Buying back the sale of financial assets

Item	Closing balance	Opening balance
Bond		
National bond		348,400,000.00
Securities	850,000,000.00	
Subtotal	850,000,000.00	348,400,000.00
Less: provisions for asset impairment		
Net value	850,000,000.00	348,400,000.00



4. Interest receivable

Item	Closing balance	Opening balance
Interest receivable on financial assets available for sale	30,615,958.76	32,639,092.92
Interest receivable on held-to-maturity investment	67,524,100.78	48,660,991.29
Interest receivable on loans and advances	63,661,145.11	58,223,288.45
Interest receivable on buying back the sale of financial assets		62,521.10
Interest receivable on deposits in the Central Bank	2,063,779.85	1,980,469.00
Interest receivable on funds for inter-bank lending	1,717,257.53	8,058,486.53
Interest receivable on deposits in other banks		170,071.81
Total	165,582,242.03	149,794,921.10

5. Disbursement of loans and advances

Item	Closing balance	Opening balance
Loans and advances to companies	27,063,147,966.34	25,111,408,460.41
Personal loans and advances	1,888,860,905.88	776,864,318.69
Subtotal	28,952,008,872.22	25,888,272,779.10
Less: Provision for loan loss	1,080,322,470.37	885,159,471.55
Net value	27,871,686,401.85	25,003,113,307.55

5.1 The distribution of loans and advances to individuals and businesses is listed as follows:

Item	Closing balance		Opening balance	
	Book balance	Proportion	Book balance	Proportion
Loans and advances to companies				
Discount	4,323,225,882.24	14.93%	4,379,818,018.61	16.91%
General loans to company	20,361,836,448.32	70.33%	18,820,171,633.39	72.70%
Fixed asset loans	523,200,000.00	1.81%	312,100,000.00	1.21%
Project financing loans	1,087,600,000.00	3.76%	1,414,000,000.00	5.46%
Trade financing (including documentary)	722,728,600.60	2.50%	179,950,866.59	0.70%
Bank acceptance bill advances	44,557,035.18	0.15%	5,367,941.82	0.02%
Subtotal	27,063,147,966.34	93.48%	25,111,408,460.41	97.00%

5.1 The distribution of loans and advances to individuals and businesses is listed as follows (continued):

Item	Closing balance		Opening balance	
	Book balance	Proportion	Book balance	Proportion
Personal loans and advances				
Personal business loans	1,003,361,837.02	3.47%	203,502,267.53	0.79%
Loans for personal consumption	623,785,654.54	2.15%	469,813,771.33	1.81%
Other personal loans	261,713,414.32	0.90%	103,548,279.83	0.40%
Subtotal	1,888,860,905.88	6.52%	776,864,318.69	3.00%
Total	28,952,008,872.22	100.00%	25,888,272,779.10	100.00%

5.2 The distribution according to guarantee methods is listed as follows:

Item	Closing balance		Opening balance	
	Book balance	Proportion	Book balance	Proportion
Credit loan	3,030,384,833.42	10.47%	2,684,018,166.22	10.37%
Guaranteed loans	17,491,994,971.02	60.42%	15,112,998,890.48	58.37%
Secured loans				
Mortgage loans	3,376,763,985.01	11.66%	3,308,502,982.94	12.78%
Pledge loans	729,639,200.53	2.52%	402,934,720.85	1.56%
Discounted assets	4,323,225,882.24	14.93%	4,379,818,018.61	16.92%
Total	28,952,008,872.22	100.00%	25,888,272,779.10	100.00%

5.3 Changes of provision for loan loss

Item	Closing balance	Opening balance
Opening balance	885,159,471.55	738,523,812.95
Provisions in the current period(note V. 36)	239,857,863.00	223,115,000.00
Amount of write-off in the current period	65,099,971.19	90,166,831.60
Amount of recovery in the current period		
Recover the original write-off loans and advances	17,513,107.01	12,522,754.20
Recovery due to other reasons	2,892,000.00	1,164,736.00
Closing balance	1,080,322,470.37	885,159,471.55



6. Available-for-sale financial asset

Item	Closing balance		Opening balance	
	Cost	Changes in fair value	Cost	Changes in fair value
National bonds	339,971,262.06	-148,213.02	329,029,185.92	1,856,117.38
Central Bank bonds	298,754,433.66	875,522.27	296,089,897.74	190,686.44
Policy bank bonds	1,521,198,491.92	6,540,511.56	1,629,999,999.94	19,887,691.90
Commercial bank bonds	149,874,250.28	125,567.96	144,410,980.35	38,645.29
Subtotal	2,317,191,826.69		2,421,503,204.96	
Less: Provisions for impairment of available-for-sale financial assets				
Net value	2,317,191,826.69		2,421,503,204.96	

7. Held-to-maturity Investments

Item	Closing balance	Opening balance
National bonds	1,295,483,137.85	865,579,999.45
Policy bank bonds	2,856,650,094.61	2,359,530,136.83
Commercial bank bonds	40,000,000.00	120,000,000.00
Subtotal	4,192,133,232.46	3,345,110,136.28
Less: Provisions for impairment of held-to-maturity investments		24,338,212.50
Net value	4,192,133,232.46	3,320,771,923.78

8. Account receivable investments

Item	Closing balance	Opening balance
Financial products of financial institutions		30,000,000.00
Subtotal		30,000,000.00
Less: Provisions for impairment of account receivable investments		
Net value		30,000,000.00

9. Long-term equity investments

Item	Closing balance	Opening balance
Subsidiaries		
Associated Enterprises – no public offer	359,404,932.77	322,715,027.22
Other Long-term Equity Investments	28,390,839.00	28,390,839.00
Subtotal	387,795,771.77	351,105,866.22
Less: Provisions for impairment of long-term investments		
Net value	387,795,771.77	351,105,866.22

9.1 Equity investment of associated enterprises

Name of Invested Unit	Enterprises type	Registration address	Corporate representative	Business nature	Registration asset (Ten thousand Yuan)	Shareholding proportion (%)	The proportion of votes
Chang'an Bank Co., Ltd	Company limited by shares	Xi'an	Sun Zongkuan	Banking	300,000.00	6.50%	6.50%

(Continuation Sheet 1)

Organization Code	Total assets by the end (Ten thousand Yuan)	Total liabilities by the end (Ten thousand Yuan)	Total net assets by the end (Ten thousand Yuan)	Total operating income of the period (Ten thousand Yuan)	Net profits of the period (Ten thousand Yuan)
69112504-7	7,630,773.11	7,164,986.49	465,786.62	220,701.39	71,521.01

(Continuation Sheet 2)

Accounting method	Investment costs (Ten thousand Yuan)	Opening balance (Ten thousand Yuan)	Net profits and losses adjusted with equity method (Ten thousand Yuan)	Cash dividend declared to distribute (Ten thousand Yuan)	Other equity changes (Ten thousand Yuan)	Closing balance (Ten thousand Yuan)
Equity method	26,325.00	32,271.50	4,648.87	1,560.00	580.13	35,940.50



9.2 Other long-term equity investments

Invested unit	Accounting method	Investment costs	Opening balance	Amount of changes in the current period
China Union Pay Co., Ltd.	Cost method	8,134,839.00	8,134,839.00	
Clearing Center for City Commercial Banks	Cost method	250,000.00	250,000.00	
City Commercial Bank Cooperative Union Co., Ltd. of Shandong Province	Cost method	20,000,000.00	20,000,000.00	
Banking Association of Zibo City	Cost method	6,000.00	6,000.00	
Total			28,390,839.00	

(Continuation Sheet)

Invested unit	Closing balance	Shareholding proportion (%)	The proportion of votes	Cash dividend declared to issue at current period
China Union Pay Co., Ltd.	8,134,839.00	0.28%	0.28%	280,000.00
Clearing Center for City Commercial Banks	250,000.00	0.83%	0.83%	
City Commercial Bank Cooperative Union Co., Ltd. of Shandong Province	20,000,000.00	4.60%	4.60%	
Banking Association of Zibo City	6,000.00	20.00%	20.00%	
Total	28,390,839.00			280,000.00

9.3 Subsidiary

Invested unit	Type of the subsidiary	Registration address	Business nature	Registration asset (Ten thousand Yuan)
Linyi Hedong Qishang Village Bank Co., Ltd	Positive Governing	Linyi, Shandong	Banking	5,000.00

(Continuation Sheet 1)

Invested unit	Scope of business	Enterprises type	Corporate representative	Institute code
Linyi Hedong Qishang Village Bank Co., Ltd	take deposits from people; offer short-term, medium-term, and long-term loan; handle domestic settlement business; handle checks acceptance and discount; handle inner-bank borrowing; handle bank card business; issue as agent, cashing, handle the sales of government bond; handle receipts and payments and handle insurance business	Company limited by shares	Tan Yong	56770440-4

(Continuation Sheet 2)

Invested unit	Actual investment amount at the end of the period	Shareholding ratio	Vote ratio	Combine the report or not	Minority shareholder interest
Linyi Hedong Qishang Village Bank Co., Ltd	25,500,000.00	51.00%	51.00%	Combine	25,752,596.50
Total	25,500,000.00				25,752,596.50

Note 1: According to The approval of the opening of LinYi Hedong Qishang Village Bank Co., Ltd by BRC-Linyi Branch, which is issued by the China Banking Regulatory Commission, Linyi Branch(BRC-Linyi, NO.[2010]123), we invested RMB 12 million to LinYi Hedong Qishang Village Bank Co., Ltd, and we held the 60% of the share; in 2012, the registered capital of LinYi Hedong Qishang Village Bank Co., Ltd was increased to RMB 50 million while the investment of our Bank increasing to RMB 25.5 million, therefore, our shareholding ratio changes to 51%. As the biggest shareholder of LinYi Hedong Qishang Village Bank Co., Ltd, it's measured through cost method. In view of the business and financial controlling of the village bank from our bank, our bank involved it into the scope of the financial report, and these consolidated statements were counteracted.

10. Fixed Assets

Item	Closing balance	Opening balance
Original price of fixed assets	582,630,832.91	495,748,172.45
Less: Accumulated depreciation	269,596,461.25	235,654,109.88
Net fixed assets	313,034,371.66	260,094,062.57
On-going construction projects	104,684,994.17	56,780,339.19
Subtotal	417,719,365.83	316,874,401.76
Less: provisions for depreciation of fixed assets		
Total	417,719,365.83	316,874,401.76

11. Other assets

Item	Closing balance	Opening balance
Other receivable	20,452,414.78	39,342,850.25
Less: Bad debt provision for Account receivable	10,220,838.55	3,770,617.74
Net value of other receivable	10,231,576.23	35,572,232.51
debt assets	37,323,511.77	49,186,453.03
Less: Provisions for impairment of debt assets	24,525,011.77	30,387,953.03



11. Other assets (Continuation)

Item	Closing balance	Opening balance
Net value of debt assets	12,798,500.00	18,798,500.00
Other business assets	167,325.00	545,310,631.10
Long-term deferred expenses	28,469,798.75	15,435,102.72
Receivables		12,601,800.00
Total	51,667,199.98	627,718,266.33

12. Other receivables as of Dec.31st 2012 are listed as per age of payment

Item	Amount	Proportion
Within one year	6,914,057.23	33.81%
1-2years	2,469,147.88	12.07%
2-3years	1,819,149.95	8.89%
More than three years	9,250,059.72	45.23%
Total	20,452,414.78	100.00%

12.1 Provision for bad debts

Item	Closing balance	Opening balance
Opening balance	3,770,617.74	1,520,000.00
Provisions in the current period	6,450,220.81	2,371,372.74
Amount of write-off of previous years recovered in the current period		
Amount of write-off in the current period		120,755.00
Closing balance	10,220,838.55	3,770,617.74

12.2 Debt assets are listed according to items as follows:

Item	Closing balance	Opening balance
Real Estate and Building	25,961,253.48	33,831,682.03
Land use rights	11,362,258.29	12,798,500.00
Machinery equipment		2,506,091.00
Vehicle		50,180.00
Total	37,323,511.77	49,186,453.03

12.3 Provisions for impairment of debt assets

Item	Closing balance	Opening balance
Opening balance	30,387,953.03	24,614,120.00
Provisions in the current period		5,773,833.03
Amount of write-off in the current period	5,862,941.26	
Closing balance	24,525,011.77	30,387,953.03

Note 1: by December 31st, 2012, there were no balance dues of shareholders who hold 5% or above of the Bank's stock in other receivable.

Note 2: by December 31st, 2012, other receivable of accrual bad debt reserves were mainly the advanced legal cost which cannot be fully recovered.

13. Borrowing from the Central Bank

Item	Closing balance	Opening balance	Loan type
People's Bank of China , Zibo Central Branch	150,000,000.00	100,000,000.00	Support for small and medium-sized financial institutions
People's Bank of China , Zibo Central Branch	610,818,750.00	368,976,250.00	rediscount
People's Bank of China , Linyi Central Branch	25,000,000.00	10,000,000.00	RelClosing to support agriculture
People's Bank of China , Linyi Central Branch	2,498,437.50	1,991,625.00	rediscount
Total	788,317,187.50	480,967,875.00	



14. Funds deposited in other banks and other financial institutions

Item	Closing balance	Opening balance
Current deposits in other banks	301,949,089.75	372,569,030.38
Fixed deposits in other banks	1,000,000,000.00	
Deposits in other non-bank financial intermediaries	15,558,411.48	
Total	1,317,507,501.23	372,569,030.38

Note 1: The Closing balance of PSBC agreement deposit RMB 1,370,000,000.00 was reclassified from Funds Deposited in Other Banks and Other Financial Institutions to deposits absorbed.

15. Loans from other banks

Item	Closing balance	Opening balance
Inter-bank Borrowing from other banks	133,195,840.00	
Total	133,195,840.00	

16. Balance of selling financial assets for repurchase

Item	Closing balance	Opening balance
Bonds		
Financial bonds		695,000,000.00
Total		695,000,000.00

17. Deposits absorbed

Item	Closing balance	Opening balance
Corporate current deposit	12,448,556,079.75	11,478,958,767.45
Personal current deposit	4,452,644,433.89	4,322,537,502.34
Corporate term deposits	4,636,269,181.57	4,679,577,006.75
Personal term deposits	8,726,008,958.24	6,568,577,665.56
Margin deposits	9,099,738,143.94	7,171,355,227.69
Other deposits	1,474,507,537.82	1,454,631,146.21
Total	40,837,724,335.21	35,675,637,316.00

17.1 Details of margin deposits:

Item	Closing balance	Opening balance
Acceptance exchange margins	8,539,443,685.76	6,567,686,738.14
Guarantee margins	279,000.00	486,916.00
Letter of credit margins	221,357,013.52	280,730,736.48
Performance bond margins	63,534,484.80	63,364,315.40
Other margins	275,123,959.86	259,086,521.67
Total	9,099,738,143.94	7,171,355,227.69

18. Employees' remuneration payable

Category	December 31, 2011	Provision of the current period	Amount granted of the current period	December 31, 2012
Wages, bonuses, allowances and subsidies		255,912,316.57	255,912,316.57	
Employee benefits		8,511,132.35	8,511,132.35	
Social insurance	76,508.03	33,789,783.30	31,277,031.59	2,589,259.74
Including: 1. Basic pension insurance	1.20	16,682,122.46	16,682,123.66	
2. supplementary pension insurance	70,121.35	9,098,283.29	6,615,690.68	2,552,713.96
3. Medical Insurance	6,361.58	5,671,435.79	5,677,797.37	
4. Injury Insurance		330,354.37	330,354.37	
5. Unemployment insurance	23.90	1,441,809.76	1,405,287.88	36,545.78
6. Maternity insurance		565,777.63	565,777.63	
Housing Fund	98,281.00	26,923,895.85	27,022,176.85	
Employee education funds and union funds	920,282.27	7,244,717.57	7,459,056.84	705,943.00
Termination benefits	23,952,641.99	192,439.50	3,681,174.56	20,463,906.93
Total	25,047,713.29	332,574,285.14	333,862,888.76	23,759,109.67



19. Interest payable

Item	Closing balance	Opening balance
Interest payable on deposit	311,042,805.88	218,910,919.50
Interest payable on flow between financial institutions	11,389,352.33	2,800,501.55
Interests payable on selling financial assets for repurchase		250,082.20
Interest payable on subordinated bonds	22,705,555.56	22,705,555.56
Total	345,137,713.77	244,667,058.81

20. Paid-up capital

Item	Closing balance	Proportion	Opening balance	Proportion
State capital	259,350,000.00	19.95%	259,350,000.00	19.95%
Corporate Capital	855,061,940.00	65.77%	855,061,940.00	65.77%
Natural person's capital	185,588,060.00	14.28%	185,588,060.00	14.28%
Total	1,300,000,000.00	100.00%	1,300,000,000.00	100.00%

Note 1: On December 17, 2009, the First Interim Shareholder's General Meeting of the Bank in 2009 decided to adopt the Report on Capital Increase in 2009 and the registered capital was changed to RMB 1.3 billion, verified in the "LuXinYanZi No. (2009) 114" Capital Verification Report of Shandong Zibo Luxin Accounting Firm Co.,Ltd.

Its registered capital was RMB 104 million in 1997 upon its establishment, which was changed to RMB 354 million at the end of 2001 according to law, changed to RMB 500 million at the end of 2003 according to law, changed to RMB 550 million at the end of 2004 according to law, changed to RMB 839 million at the end of 2005 according to law, and changed to RMB 1 billion in April 2006 according to law. On December 17, 2009, according to a resolution of an interim shareholders' general meeting of the Bank and the provision in the amended constitution, the registered capital was increased by RMB 300 million, to RMB 1.3 billion, verified by Zibo Luxin CPAs.

21. Capital reserve

Item	Capital stock premium	Unrealized gains and losses of available-for-sale financial assets (after tax)	Other capital reserve	Total
December 31, 2011		24,553,097.57	13,368,731.06	37,921,828.63
Increase in the current period		-10,934,814.18	5,801,250.00	-5,133,564.18
Decrease in the current period			110,874.38	110,874.38
December 31, 2012		13,618,283.39	19,059,106.68	32,677,390.07

22. Surplus Reserve

Item	Statutory surplus reserve	Free surplus reserve	Total
December 31st 2011	283,258,811.77		283,258,811.77
Increase in the current period	78,755,313.29		78,755,313.29
Decrease in the current period	54.10		54.10
December 31, 2012	362,014,070.96		362,014,070.96

23. Provisions for General Risks

Item	December 31, 2011	Increase in the current	Decrease in the current	December 31, 2012
Provisions for general risks	320,530,000.00	186,450,000.00		506,980,000.00

Note 1: According to the requirement of Administrative Measures for the Provision of Reserves of Financial Enterprises [CJ (2012) No. 49], general risk reserves of the Bank are provided to cover unidentified possible of loss related to risk assets.



24. Undistributed Profits

Item	Closing balance	Opening balance
The undistributed profits in the beginning of the period	1,219,959,378.30	763,476,327.04
Plus: Profit of this year	788,709,202.41	700,085,871.47
Other transfer in	-58,317.68	-23,834,211.06
Profits available for distribution	2,008,610,263.03	1,439,727,987.45
Amount drawn as legal surplus reserve	78,755,313.29	68,238,609.15
Amount drawn as provisions for general risks	186,450,000.00	21,530,000.00
Profits available for distribution	1,743,404,949.74	1,349,959,378.30
Less: common stock dividend	130,000,000.00	130,000,000.00
Undistributed profit at the end of the period	1,613,404,949.74	1,219,959,378.30

25. Investment income

Item	Amount of the current period	Amount of the previous period
Investment in available-for-sale financial assets	-46,497,972.43	-34,707,780.86
Long-term equity investment	46,768,655.55	33,265,252.31
Total	270,683.12	-1,442,528.55

26. Exchange gains or losses

Item	Amount of the current period	Amount of the previous period
Foreign exchange profits and losses	1,071.58	12,631.10
Exchange settlement gains and losses	16,768,081.59	18,243,235.32
Other exchange gains or losses	-456,516.21	-6,644,164.21
Total	16,312,636.96	11,611,702.21

27. Other operating income

Item	Amount of the current period	Amount of the previous period
Rental income from fixed assets	2,593,048.67	2,595,376.33
Other operating income	688,024.12	373,639.71
Total	3,281,072.79	2,969,016.04

28. Business tax and surcharges

Item	Amount of the current period	Amount of the previous period
Business tax	139,274,145.35	122,491,989.58
Urban construction and maintenance tax	9,215,446.20	8,301,672.50
Education surcharge	4,178,224.38	3,674,759.91
Local education surcharge	2,893,405.52	2,331,098.11
Others	1,296,118.97	619,045.93
Total	156,857,340.42	137,418,566.03

29. Business and management cost

Item	Amount of the current period	Amount of the previous period
Employee remuneration	332,381,845.64	290,457,267.11
Business expenses	53,779,763.76	45,219,124.94
Taxes	5,766,987.18	5,975,531.77
Management costs	155,931,995.05	120,200,905.02
Depreciation of fixed assets	42,381,877.88	36,556,020.95
Total	590,242,469.51	498,408,849.79



30. Provisions for asset impairment loss

Item	Amount of the current period	Amount of the previous period
Provision for bad debts	6,450,220.81	2,371,372.74
Provision for loan loss	239,857,863.00	223,115,000.00
Provision for impairment of debt asset		5,773,833.03
Provisions for impairment of held-to-maturity investments	-24,338,212.50	24,338,212.50
Total	221,969,871.31	255,598,418.27

31. Non-operating income

Item	Amount of the current period	Amount of the previous period
Income from disposal of fixed assets	6,656,979.10	1,040,882.12
Government subsidy gains	7,025,300.00	1,773,700.00
Income of transfer in of unsettled payable	5,627,753.21	2,494,803.31
Income from confiscation	1,149,778.33	191,050.00
Other non-operating income	2,878,127.98	2,476,071.26
Total	23,337,938.62	7,976,506.69

32. Non-operating expenditure

Item	Amount of the current period	Amount of the previous period
Expenditure of disposal of fixed assets	46,174.98	1,222.15
Donation expenditure	704,600.00	661,300.00
Fines forfeits and penalty expenditure	2,496,916.38	1,015,504.77
Expenditure for return of unclaimed accounts	90,891.16	42,913.93
Other non-operating Expenditure	3,673,583.61	2,480,406.81
Total	7,012,166.13	4,201,347.66

33. Income tax expense

Item	Amount of the current period	Amount of the previous period
Current income tax expenses	227,997,691.20	249,736,214.54
Deferred income tax expenses	5,976,106.11	-24,513,906.72
Total	233,973,797.31	225,222,307.82

34. Provisions for asset impairment

Item	December 31, 2011	Withdrawal in the current period	Write-off in the current period	Recovery in the current period	December 31, 2012
Loan loss provision	885,159,471.55	239,857,863.00	65,099,971.19	20,405,107.01	1,080,322,470.37
Provision for impairment of debt asset	30,387,953.03		5,862,941.26		24,525,011.77
Provision for bad debts	3,770,617.74	6,450,220.81			10,220,838.55
Provisions for impairment of held-to-maturity investments	24,338,212.50	-24,338,212.50			
Total	943,656,254.82	221,969,871.31	70,962,912.45	20,405,107.01	1,115,068,320.69

VII. Main off-balance sheet items

Off balance sheet business refer to business not reflected in the balance sheet, including two parts:

The off balance sheet business of contingent risk is business of providing guarantee and bearing clients' risk of breach of contract with clients' debt solvency; the off balance sheet business without risk includes settlement and agency business.

The balance of main off balance sheet items with contingent risk of the Bank is as follows

Item	Amount of the current period	Amount of the previous period
Acceptance bills	13,610,704,220.58	10,531,486,778.72
Letters of guarantee issued	237,511,557.67	276,739,009.93
Letters of credit issued	2,047,228,333.94	1,883,422,224.72
Total	15,895,444,112.19	12,691,648,013.37



VIII. Connected Party Relationship and Transaction

1. Connected Parties

The Bank's connected parties refer to shareholders holding 5% or above 5% of the shares of the Bank, controlling shareholders and controlling subsidiaries of shareholders holding 5% or above 5% of the shares of the Bank, directors, supervisors and senior management of the Bank and their closely related family members, units which constitute connection with the Bank for any director, supervisor, senior management and their closely related family members act as Board Chairman or General Manager concurrently outside the Bank (hereinafter referred to as "other enterprises of the same key management personnel), the Bank's subsidiaries, joint venture companies and affiliated companies.

According to the provisions in the Administrative Measures for Connected Transaction of Commercial Banks and Insiders and Shareholders (No. 3 order of China Banking Regulatory Commission, 2004), the following connected parties do not include any controlling subsidiary of Zibo City Assets Operation Co., Ltd.

(1) By December 31, 2012 the names of shareholders holding 5% or above 5% of the shares of the Bank and their share holding (Unit: RMB 10 thousand shares)

Enterprise name	Shares	Shareholding proportion (%)
Zibo City Asset Management Co., Ltd.	12,974	9.98
Zibo Chenglian One-Card Co., Ltd.	12,961	9.97

(2) The Bank's controlling subsidiary of the Bank by December 31, 2012 (unit: RMB 10 thousand shares)

Enterprise name	Shares	Shareholding proportion (%)
Linyi Hedong Qishang Village Town Bank	2,550	51.00

(3) Other Connected Parties (Unit: RMB 10 thousand shares)

Enterprise name	Shares held by affiliated enterprises	Shareholding proportion (%)	Relationship with the Bank
Shandong Chongzheng Cement Group Co., Ltd	1,000	0.77%	Affiliated enterprise of the Bank's shareholder
Shandong Guihe Paper Industry Group Co., Ltd.	3,300	2.54%	Affiliated enterprise of the Bank's shareholder

2. Connected Transaction

Connected transactions are carried out in the Bank strictly in accordance with relevant laws, regulations and uniform national accounting systems as well as relevant banking regulatory rules when handling connected transactions and under conditions not better than similar transactions of non-related parties.

(1) Loan interest income

The loan interest income collected from shareholders holding 5% or above 5% of shares of the Bank in 2012.

(2) Deposit interest expenditure

The loan interest expenditure paid to shareholders holding 5% or above 5% of shares of the Bank in 2011.

Enterprise name	Payable interest(Yuan)
Zibo City Asset Management Co., Ltd.	39,044.37
Zibo Chenglian One-Card Co., Ltd.	25,683.28

(3) On&off-balance sheet credit exposures

On&off-balance sheet credit exposures of related parties as of December 31st 2012

Name of Related Parties	Credit exposures (Ten thousand yuan)
Zibo Chongzheng Cement Group Co., Ltd.	7,750
Shandong Guihe Paper Industry Group Co., Ltd.	7,140
Zibo Chenglian One-Card Co., Ltd.	1,500

(4) Deposit balance

The deposit balance to shareholders holding 5% or above 5% of shares of the Bank by December 31, 2012

Name of connected party	Deposit balance (yuan)
Zibo City Asset Management Co., Ltd.	13,976,725.09
Zibo Chenglian One-Card Co., Ltd.	4,778,831.48

(5) Balance of selling financial assets for repurchase

By December 31, 2011, there was no balance of selling financial assets for repurchase to shareholders holding 5% or above 5% of shares of the Bank.

(6) Interest expenditure of selling financial assets for repurchase

In 2012, there was no interest expenditure of selling financial assets for repurchase to shareholders holding 5% or above 5% of shares of the Bank.

IX. Events after the Balance Sheet Data

The sixth meeting of the fifth Board of Directors has passed the following resolution: Profit distribution will be carried out at 10% before tax of the capital stock of December 31, 2012. The total cash dividends were RMB 130 million Yuan. This preliminary profit distribution plan was to be implemented after being adopted by the shareholders' meeting.

In addition to the above event, by March 18, 2013, the company did not have any other significant event after the balance sheet date which should be disclosed.



IV. Capital Adequacy

Item categories	2012	2011
Net capital	RMB 4.181 billion	RMB 3.525 billion
Wherein: Core capital	RMB 3.716 billion	RMB 3.109 billion
Subsidiary capital	RMB 758 million	RMB 759 million
Deductions	RMB 293 million	RMB 343 million
Total risk-weighted assets	RMB 32.562 billion	RMB 29.179 billion
Capital adequacy ratio	12.84%	12.08%
Core capital adequacy ratio	11.07%	10.27%

V. Non-performing Loans Classified by Five-Category Asset Classification for Bank loans and Major Policy, Measures and Effects of Non-performing Assets Management (unit: RMB 10 thousand Yuan)

Balance of non-performing loans	December 31, 2012	December 31, 2011
Substandard	38,432.64	36,044.49
Doubtful	2,863.96	3,472.15
Loss	33.02	4,152.10
Total	41,328.62	43,668.74

On the basis of strengthening the risk warning to work, continuously enhance the control of bad management, keep the lowest permissible level, and enhance the accountability to the bad handling, and avoid the rebound of the bad bonds. We take the measures, which include, first, refined the classification of credit risks and developed Method for Classification Management of Credit Assets Risk; we adjusted the classification of credit asset from 8 levels into 12 levels, enhanced the control intensity for credit assets, and classified risks on the basis of scale of credit asset risk, debt-paying ability, compliance to industry policy and economic benefits brought to the Bank, so as to correctly reflect the quality of our assets, timely discover and feedback changes in loan quality, and thus achieve early deployment, early warning, early prevention and control; Second, further improve risk warning and monitoring mechanism, and, according to the characteristics of domestic and international financial and economic situation and development, timely strengthened the management of interbank credit lines and warning for national risks and agency risks. For credit assets with potential risks, risk prevention and control measures were developed early, and, with rational suggestions put forward by departments, strong guarantee and proper collateral were added, so as to weaken credit business risk. For overdue loans with risks, preservation measures were taken for each account and loan to define responsibility and ensure settlement within deadline, thus timely master the settling progress and prevent further expansion of risk loss. Third, enhanced the intensity of management and control over newly added bad loans, developed and issued Notice on Penalty to Newly-added Non-performing Loans, defined duties and responsibilities, implemented strict punishment to relevant responsible banks and persons, and executed accountability system. Through implementation of accountability mechanisms, it's planned to build sound compliance and internal control culture quickly, and improve risk management and control

standards to ensure the quality and safety of assets. Fourth, enhanced the intensity of management over non-performing assets, and urged branches actively take settle measures, resolve non-performing assets and improve the quality of assets. It took the measures of stopping and distributing non-performing assets to, on one hand, control rapid growth of indicator through methods of timely transferring, granting renewals, making new bank loans for repaying the old. . . etc, one the other hand, urge branch to take litigation and preservation measures early for bad loans to be exposed and with no hope of negotiation, so as to restore the loss of assets as much as possible. By the end of the year, it reduced 337 million bad loans in total, at a rate of 1.43%, and decreasing by 0.26% from the beginning of the year.

VI. Transfer and Sale of Important Assets

During the report period, our expenditure on the acquisition of fixed assets was RMB 96.24 million, of which the expenditure on the purchase of business premises was RMB 56.53 million, that on the purchase of transportation equipment RMB 9.84 million, that on electronic equipment RMB10.21 million and that on machinery equipment RMB17.15 million; Other capital expenditure RMB 2.51 million and the fixed assets disposed of amounted to RMB 9.35 million this year.

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