

# 董事会

## Board of Directors

### 董事会的组成

董事会由13名董事组成，其中执行董事3名，部委董事4名，股权董事6名。截至2018年12月31日，公司实有董事12名。

姓名	现任职务
宋曙光 <sup>1</sup>	董事长、执行董事
王廷科 <sup>2</sup>	副董事长、执行董事
郭新双	董事会秘书、执行董事
徐晓波	
胡学好	部委董事
袁晓明	
陶玲 (拟任)	
熊莲花	
王晓华	
王波	股权董事
张勇	
狄愷	

注：1 原董事长王毅于2019年1月退休。2019年3月，宋曙光经公司董事会选举，任董事长。

2 2018年7月，董事会选举王廷科担任公司副董事长，增补为战略与投资委员会以及提名薪酬委员会委员。

董事会下设五个专业委员会，分别为战略与投资委员会、提名薪酬委员会、风险管理委员会、审计委员会、资产负债管理委员会，各专业委员会主席和委员均由董事担任。

### 董事会主要工作

2018年，董事会在国家有关部委、出资人的指导、支持下，持续完善公司治理机制，不断提升决策效率和水平，勤勉尽责、依法合规，较好地履行了职责。推动公司强化政策性金融机构定位，在服务共建“一带一路”、支持实体经济发展、促进外贸稳中向好等方面的政策性作用进一步显现。全面落实国家关于防控金融风险的有关要求，成立了董事会资产负债管理委员会，指导公司有关部门修订风险管理办法、强化风险管理和内控合规建设，审议通过了《资产负债管理委员会工作规则》、《资产负债管理办法》等制度。坚持依法合规，对管理层提交的议案认真把关、科学决策；对公司经营管理中出现的重大问题认真研究，推动解决。全年召开15次董事会会议，审议营业机构调整等107项议案，充分履行了章程赋予的职责。

# 董事会

## Board of Directors

### Composition of the Board of Directors

The Board of Directors (hereinafter referred to as “the Board”) of SINOSURE comprises 13 directors with three executive directors, four directors from various ministries and six equity directors. As of December 31, 2018, there were 12 directors at SINOSURE.

Name	Current Position
Song Shuguang <sup>1</sup>	Chairman, Executive Director
Wang Tingke <sup>2</sup>	Vice Chairman, Executive Director
Guo Xinshuang	Secretary of the Board, Executive Director
Xu Xiaobo	Directors from Various Ministries
Hu Xuehao	
Yuan Xiaoming	
Tao Ling (Proposed director)	
Xiong Lianhua	
Wang Xiaohua	Equity Directors
Wang Bo	
Zhang Yong	
Di Kai	

Notes: 1 Former Chairman Wang Yi retired in January 2019. In March 2019, Song Shuguang was elected as Chairman by the Board of the Company.

2 In July 2018, Wang Tingke was elected by the Board as Vice Chairman of the Company and as additional member of the Strategy & Investment Committee and the Nomination & Remuneration Committee.

There were five special committees established under the Board, namely the Strategy and Investment Committee, the Nomination and Remuneration Committee, the Risk Management Committee, the Audit Committee and the Asset and Liability Management Committee. The chairman and members of each special committee were all serving directors.

### Principal Tasks of the Board

In 2018, under the guidance and support of the relevant ministries and shareholders, the Board continued to improve the mechanism of corporate governance and endeavored to increase the efficiency and effectiveness of decision-making in a diligent and compliant manner such that the duties were soundly executed. The Board promoted the Company to strengthen its position as a policy financial institution and the Company's policy functions in serving the BRI, supporting the real economy and facilitating steady and positive growth in foreign trade further emerged. To fully meet the requirements of the state on preventing financial risks, the Asset and Liability Management Committee was set up by the Board to guide the relevant departments of the Company to amend the measures on risk management and strengthen the development of risk management, internal control and compliance. The *Working Rules of the Asset and Liability Management Committee* and the *Measures on the Management of Assets and Liabilities* were considered and approved. The Board seriously reviewed the proposals submitted to the management and applied scientific decision-making in accordance with the laws and regulations. The Board also looked into major issues that arose in the course of operation and management of the Company and came up with effective solutions. During the year, Board had held 15 meetings to consider 107 resolutions including those on adjustment of business organization, fully performing the duties ascribed to the Articles of Association.