

Rules of Procedures of the Risk Management Committee under the Board of Directors of China CITIC Bank Corporation Limited

(As partially amended at the 9th Meeting of the 5th Board of Directors and adopted on 29 January 2019)

Chapter 1 General Provisions

Article 1 To elevate the risk management of China CITIC Bank Corporation Limited (the “Bank”) and improve the corporate governance structure of the Bank, the Board of Directors of the Bank hereby establishes under it the Risk Management Committee (“the Committee”) and formulates these Rules of Procedures in accordance with the Company Law of the People’s Republic of China, the Guidelines on Corporate Governance of Commercial Banks, the Articles of Association of China CITIC Bank Corporation Limited (the “Bank’s Articles of Association”), the Rules of Procedures of the Board of Directors of China CITIC Bank Corporation Limited, relevant provisions of the securities regulators of the places where the Bank’s shares are listed, and other relevant rules and regulations.

Article 2 The Committee is a specialized body established under the Board of Directors in accordance with the Bank’s Articles of Association, and shall, within its responsibilities, assist the Board of Directors in relevant work. The Committee shall be accountable to the Board of Directors.

Chapter 2 Responsibilities of the Committee

Article 3 The main responsibilities of the Committee shall include the following:

- (1) to supervise senior management’s risk control on credit, liquidity, market, operation, compliance and reputation; the above-mentioned risks refer to significant risks and potential risks that will result in or may in the future result in direct or indirect economic or other losses of the Bank.
- (2) to evaluate risk preference, credit policy, policies on management of liquidity risk, market risk, operation risk, compliance risk and reputation risk, lawfulness and compliance of business operation, risk management status and risk tolerance of the Bank on a regular basis; and to advise the Board of Directors on how to improve risk management and internal control of the Bank;
- (3) to comprehensively manage the money laundering risk management of the Bank, guide the Bank to fulfill the duties and obligations of anti-money laundering, review the overall risk condition of money laundering and report to the Board of Directors; to report to the Board of Directors and put forward suggestions on major events in relation to anti-money laundering; and to convene specialized meetings of the Committee on a regular basis, and deliberate and review significant events in money laundering risk management;

- (4) pursuant to the overall strategy of the Bank, to deliberate relevant proposals on risk management that should be submitted to the Board of Directors for consideration, and make recommendations to the Board of Directors. Such proposals to be submitted to the Board of Directors for deliberation shall include the following:
 - (a) Policies on management of significant risks: risk preference, policies on management of credit risk, liquidity risk, market risk, operation risk, compliance risk and reputation risk, etc.;
 - (b) Regulations on management of significant risks: standard management approaches of the internal control system, management approaches of the credit risk internal rating system, and the credit risk stress test approach; and
 - (c) other proposals that shall be submitted to the Board of Directors for deliberation according to regulatory requirements.
- (5) other matters as prescribed by relevant laws, administrative regulations and rules and securities regulators of the places where the Bank's shares are listed and as authorized by the Board of Directors.

Article 4 The Committee shall continuously supervise and review the Bank's risk management system, and shall review the effectiveness of such risk management system of the Bank (including its subsidiaries) at least on an annual basis. In performing such annual review, the Committee shall pay particular attention to the following:

- (1) effectiveness of the Bank's risk management system;
- (2) management's continuous supervision of the risk management system;
- (3) significant events in previous year's risk management and the corresponding countermeasures;
- (4) changes in the nature and severity of significant risks as well as the Bank's resilience to business transformations and changes in the external environment; and
- (5) key issues and deficiencies in risk management and their impacts.

Article 5 The Committee may investigate the Bank's key risk management issues, and review the Bank's business operation, legal compliance, risk management plans and policies relating to risk management and the status of their implementation. Means of such investigation or review shall include but are not limited to the following: attending relevant meetings of the Bank as observers or as non-voting delegates, conducting investigations and researches within the Bank's systems, requiring senior management members or relevant responsible personnel to make oral or written explanations to the Committee within the prescribed time lines.

The Committee shall study existing problems and responses of the senior management members or relevant responsible personnel, and shall report the investigation results and make improvement recommendations to the Board of Directors.

Chapter 3 Composition of the Committee

Article 6 The Committee shall consist of at least three Directors. Members of the Committee shall possess qualifications prescribed by relevant laws, regulations and requirements of the securities regulators of the places where the Bank's shares are listed.

Article 7 The Nomination and Remuneration Committee under the Board of Directors of the Bank shall nominate the Committee members and propose their removal. Such nomination and removal proposal shall be submitted to the Board of Directors for deliberation.

Article 8 The Committee shall have a chairperson who shall be nominated by the chairperson of the Board of Directors and elected from the Committee members. Such nomination and election result shall be submitted to the Board of Directors for deliberation. Removal of the Committee chairperson shall be proposed by the chairperson of the Board of Directors and submitted to the Board of Directors for deliberation.

Article 9 Members of the Committee shall attend meetings of the Committee as scheduled and shall express their viewpoints and exercise their voting right regarding matters discussed at the meetings. Such members shall perform their duties with adequate time and energy commitment and shall develop a good understanding of the Bank's operation and management, business activities and development profile in relation to their due diligence to ensure competence for duty performance.

Members of the Committee may propose topics for discussion at a Committee meeting. To perform their duties, such members may attend relevant meetings of the Bank as observers or as non-voting delegates, conduct investigations and researches, and access reports, documents and information required for their work.

Article 10 The chairperson of the Committee shall lead the Committee's work, including presiding over Committee meetings, proposing the convening of extraordinary meetings, finalizing the agenda of each Committee meeting, and signing off meeting resolutions, etc.

The chairperson shall make sure that all members attending a Committee meeting are informed of the matters to be deliberated at the meeting and have access to complete and reliable information, and shall ensure that each proposal discussed by the Committee comes to a clear conclusion, which means adoption, rejection, or reconsideration of the proposal after supplementation of further information.

Article 11 A Committee member shall serve the same term of office as that of a Director, and may be re-elected for another term upon expiry of the existing term of office.

If a Committee member ceases to be a Director of the Bank, his/her membership of the Committee shall automatically terminate, and the Board of Directors shall timely elect a new member to fill the vacancy and as such ensure compliance of the Committee composition. The term of office of the new member so elected shall terminate upon the expiry of his/her term of office as a Director of the Bank.

Article 12 The Committee shall establish under it a supporting group to render professional support to the day-to-day operation, compliance and duty performance of the Committee.

Article 13 The supporting group shall perform the following functions: to prepare annual work plans of the Committee, submit them to the Committee for deliberation and adoption, and file them with the Board of Directors; to assist the Committee in the implementation of its annual work plans and matters assigned by the Committee; to prepare the annual report on duty performance of the Committee, submit it to the Committee for deliberation and file it with the Board of Directors; and to take care of other matters assigned by the Committee. The supporting group shall report its work to the Committee and file it with the Board of Directors.

Article 14 Member units of the supporting group shall include the Board Office, the Risk Management Department, the Asset and Liability Department, the Compliance Department and the Audit Department at the Head Office of the Bank. Changes of member units shall be reported, via the Board Office, to the chairperson of the Committee and chairperson of the Board of Directors for approval and filed with the Board of Directors.

Each member unit of the supporting group shall assign a departmental head, a division chief and a backbone professional to be members of the group. In case of any change in such group membership, the relevant member units shall notify the Board Office of the change in a timely manner and file the change with the Committee.

Other departments at the Head Office of the Bank shall render support to the operation of the Committee in accordance with actual work needs of the Committee and in coordination with the supporting group.

Article 15 The supporting group shall be led by the Board Office and the Risk Management Department. The Board Office shall be responsible for communication and coordination between the supporting group and the Committee and other specialized committees of the Board and for organizing meetings of the Committee plus follow-up implementation of matters assigned by the Committee. Together with the Board Office and other relevant departments, the Risk Management Department shall be responsible for rendering professional support to the operation of the Committee in accordance with regulatory provisions and the Committee's requirements for performance of its duties.

Article 16 The supporting group shall, as required by its work, determine specific matters such as its work flows and report them to the Committee for deliberation and approval.

Chapter 4 Rules of Procedures

Article 17 The Committee shall formulate annual work plans to plan for its meetings, investigations and researches, and routine information reporting by the management.

Article 18 The Committee shall convene no fewer than four meetings per annum, which may take the forms of onsite meeting (including video conference), conference call and written circulation.

Article 19 The Committee's procedures for convening of meetings, methods of voting and adoption of proposals at its meetings shall comply with requirements of relevant laws and regulations, requirements of the securities regulators of the places where the Bank's shares are listed and provisions of the Bank's Articles of Association.

Article 20 The Board of Directors, the chairperson of the Board of Directors, the chairperson of the Committee or a majority of all the Committee members shall have the right to propose the convening of a Committee meeting. The Committee meeting shall only be held with the attendance of no less than half of all the Committee members.

Article 21 The notice of a Committee meeting shall be delivered seven days prior to the meeting. Such requirement on the notice timeline, however, may be exempted upon unanimous consent of all the Committee members. The chairperson of the Committee shall preside over the meeting, and may, when unable to perform such duty, entrust a Committee member to do the presiding on his/her behalf.

The meeting notice shall specify the following: time, venue and form of the meeting; agenda and matters to be considered at the meeting and other relevant details; and the date of delivering the notice.

The meeting notice shall be delivered by courier, facsimile, registered mail, email or other ways specified in the Bank's Articles of Association.

Article 22 Members of the Committee shall attend the Committee meetings in person. When unable to perform such duty, a Committee member may, in writing, entrust another Committee member to attend as proxy. The letter of authorization shall specify the name of the agent, the matters entrusted, and the scope and duration of authorization, and the principal shall sign his/her name or affix his/her stamp on the letter.

A Committee member may not authorize anyone other than a Committee member as proxy unless otherwise provided in relevant laws and regulations, the Bank's Articles of Association, or agreements that are binding on the Bank.

The Committee may, where necessary, invite persons other than Committee members to attend its meetings as non-voting delegates.

Article 23 If a member of the Committee participates in an onsite meeting (including video conference) or a conference call of the Committee through telephone or similar communication equipment, as long as he/she can make himself/herself heard by the other participants at the meeting and can communicate with them, all the participating members shall be deemed to be present at the meeting in person. An onsite meeting of the Committee shall be tape or video recorded. Voting at an onsite meeting of the Committee shall be made by a show of hands or by poll.

If a member of the Committee participates in an onsite meeting of the Committee through telephone or similar communication equipment, his/her oral voting opinion expressed via such device shall be deemed valid. However, he/she shall sign the written voting document and deliver the original to the Bank after the meeting as soon as practicably possible. The oral vote and the subsequently signed written document shall have the same effect. In case of any discrepancy between the two, the oral opinion shall prevail. If voting is conducted by poll, the Committee member may vote via facsimile or e-mail and shall deliver the original of the signed voting document to the Bank after the meeting as soon as practicably possible.

Article 24 For voting via written circulation, the Committee shall service each of its members a meeting notice and information about the proposal to be voted on. Such member shall send back his/her viewpoints about the proposal within the time frame prescribed by the meeting notice for timely study and feedback by relevant departments of the Bank.

Such member shall sign his/her voting opinion (“for,” “against” or “abstain”) and send back the signed voting document within the time frame prescribed by the meeting notice. Members failing to do so shall be deemed to have abstained from voting on such proposal.

Article 25 Each Committee member shall have one vote. Resolutions of the Committee shall be adopted by a majority of all the Committee members. When the numbers of votes against and in favor of a certain proposal are equal, the chairperson of the Committee shall have a casting vote.

Article 26 The Committee shall produce minutes of its meetings. Minutes takers shall be persons specially designated by the Board Office. The written minutes shall be delivered to participating Committee members for review within seven working days as of the conclusion of the meetings. The participating members and minutes takers shall sign their names on the finalized minutes.

The minutes shall be kept as important documentation of the Bank by the secretary of the Board of Directors according to the Bank’s regulations on archive management.

Article 27 The proposals adopted at a Committee meeting and intended for consideration of the Board of Directors shall be promptly reported to the Board of Directors along with their voting results.

Article 28 During the adjournment of a Committee meeting, if there is a significant or special matter requiring consideration of the Board of Directors, the Committee shall report it to the Board of Directors in writing, and may suggest that the chairperson of the Board of Directors convene a Board meeting.

Article 29 Members of the Committee may carry out investigations and researches in combination with requirements of their duty performance, to which the supporting group shall render professional support. After completion of such investigation and research, reports shall be prepared, submitted to the chairperson of the Committee and chairperson of the Board of Directors for review, and filed with the Board of Directors.

The Committee shall ensure cost-effectiveness and good practical results of such investigations and researches in line with relevant regulations of the Bank.

Article 30 The Committee may regularly communicate with the management and relevant departments of the Bank regarding the Bank's business operation and risk profile, attend special management briefings about risk profile of the Bank on a regular basis, and put forward comments and recommendations on total risk management.

Management of the Bank shall vigorously support the Committee in its work and shall ensure prompt provision of accurate and complete information to the Committee on the Bank's risk management and business operation to meet the Committee's requirements for duty performance.

Article 31 The Committee may, in line with its actual needs, engage external experts or intermediaries to provide professional consulting services. Such engagement shall complete the submission and approval formalities and shall be filed with the Board of Directors in accordance with relevant regulations of the Bank.

Chapter 5 Supplementary Provisions

Article 32 Unless otherwise explained, the terms used in these Rules of Procedures shall have the same meanings as those used in the Bank's Articles of Association.

Article 33 These Rules of Procedures shall be approved by the Board of Directors by ordinary resolution and become effective since the date when these Rules of Procedures are printed and circulated.

Article 34 Any matter not covered by these Rules of Procedures shall be handled in accordance with applicable PRC laws and regulations, requirements of the securities regulators of the places where the Bank's shares are listed and provisions of the Bank's Articles of Association.

Article 35 If any of these Rules of Procedures conflicts with any PRC laws or regulations or the Bank's duly amended Articles of Association, the applicable PRC laws and regulations, requirements of the securities regulators of the places where the Bank's shares are listed, and the duly amended Bank's Articles of Association shall prevail.

Article 36 The Board of Directors of the Bank shall have the right to amend and interpret these Rules of Procedures.