

Rules of Procedures of the Nomination and Remuneration Committee under the Board of Directors of China CITIC Bank Corporation Limited (Version 2.0, 2024)

**(The Rules of Procedures has been deliberated and approved at the fourth
meeting of the Seven Board of Directors)**

Chapter 1 General Provisions

Article 1 To standardize the decision-making mechanism of the Board of Directors 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 Nomination and Remuneration Committee (“the Committee”) and formulates these Rules of Procedures in accordance with the *Company Law of the People’s Republic of China*, the *Code of Corporate Governance for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, the *Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited* (the “Hong Kong Listing Rules”), the *Articles of Association of China CITIC Bank Corporation Limited* (the “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, and perform its duties according to the Articles of Association and the authorization of the Board of Directors. 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 formulate procedures and criteria for the selection and appointment of directors and senior management members to be appointed and removed by the Board of Directors, select and review candidates for such directors and senior management members and their qualifications, and make recommendations to the Board of Directors on the nomination or appointment and removal of directors, and the appointment or dismissal of senior management members;
- (2) to propose to the Board of Directors candidates for independent directors, and conduct qualification reviews of the nominated candidates for independent directors, including their independence, expertise, experience and competence; to review the structure, size and composition of the Board of Directors at least annually (including the skills, knowledge and experience), assess the independence

of independent directors and make recommendations on any changes to the Board of Directors proposed to meet the needs of the Bank's development strategy;

- (3) to formulate policies to promote the diversification of members of the Board of Directors, including but not limited to gender, age, culture, educational background and professional experience;
- (4) to review the Bank's remuneration management policies and rules, formulate appraisal measures for directors and senior management members and conduct the appraisal, draft and review the remuneration policies and plans for directors and senior management members, propose suggestions on the remuneration plan to the Board of Directors, and supervise the implementation of the plan to ensure the fulfillment of the contracts by directors and senior management members. The Committee shall make recommendations to the Board of Directors on the development or change of the share incentive plan and the employee share ownership scheme, the interests granted to eligible participants and the fulfillment of conditions for the exercise of such interests, as well as matters related to the arrangement of shareholding plans by directors and senior management members in subsidiaries to be spun off;
- (5) to prepare an annual expense budget plan for the Board of Directors and make recommendations to the Board of Directors;
- (6) to inspect and approve the compensation payable to executive directors and senior management members for the loss or termination of their position or appointment, and examine and approve the compensation payable for the dismissal or removal of directors for misconduct to ensure that such compensation is reasonable and appropriate and complies with the relevant contractual terms;
- (7) to review and approve the granting of new shares, existing shares and other share schemes to the Bank's directors, employees and other persons in accordance with the Hong Kong Listing Rules;
- (8) other matters prescribed by laws, administrative regulations, rules and regulations, and requirements of the securities regulators of the places where the Bank's shares are listed, and authorized by the Board of Directors.

Article 4 The Committee may investigate the Bank's policies for human resources and remuneration management and their implementation. The methods of investigation or review include, but are not limited to, attending or observing the relevant meetings of the Bank as non-voting delegate, conducting investigations and research within the Bank's system, and requesting the senior management members or the relevant persons in charge to provide verbal or written explanations or statements to the Committee within a specified time limit.

The Committee shall study the existing problems and the responses from the senior management

members or the relevant persons in charge, and report its investigation findings and suggestions for improvement to the Board of Directors.

The members of the Committee shall pay continuous attention to relevant matters within the scope of the Committee's responsibilities and provide timely and professional opinions for the Committee's attention or consideration. The chairperson of the Committee shall timely organize and convene the meeting of the Committee, form collective opinions and submit them to the Board of Directors.

Chapter 3 Composition of the Committee

Article 5 The Committee shall consist of at least three directors and shall have a chairperson. The chairperson of the Committee shall be an independent director and is responsible for presiding over the work of the Committee. Independent directors shall account for the majority of the Committee, and at least one third of the members shall be financial professionals. The qualifications of the members of the Committee shall be in line with the relevant laws and regulations, regulatory rules, relevant regulations and requirements of the securities regulators in the place where the Bank's shares are listed.

Article 6 The members and chairperson of the Committee shall be nominated by the chairperson of the Board of Directors, more than half of the independent directors, or one third of all the directors, and submitted to the Board of Directors for review and approval.

Article 7 Members of the Committee shall attend meetings of the Committee as required 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 and shall develop a good understanding of the Bank's operation and management, risk profile, 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 research, and access reports, documents and information required for their work.

Article 8 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 9 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 10 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 11 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 12 Member units of the supporting group shall include the Office of the Board of Directors, the Human Resources Department and the Finance and Accounting Department. 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.

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 13 The supporting group shall be led by the Office of the Board of Directors and the Human Resources Department. The Office of the Board of Directors 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 member units of the supporting group and other departments of the Head Office, the Human Resources 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 14 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 15 The Committee shall formulate annual work plans to plan for its meetings, investigations and research, and routine information reporting by the senior management.

Article 16 The Committee shall convene no fewer than two meetings per annum, which may take the forms of on-site meeting (including video conference and conference call) and written circulation (resolutions on proposals are made by delivering or circulating the proposals respectively for review and discussion).

Article 17 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, regulatory rules, 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 18 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 19 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.

The meeting notice shall be kept as an important document of the Bank for at least 10 years.

Article 20 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. If an independent director is unable to attend the meeting in person for any reason, he/she shall review the meeting materials in advance, form a clear opinion, and appoint in written another independent director to attend the meeting on his/her behalf.

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 shall invite supervisors to attend its meetings as non-voting delegates and may, where necessary, invite persons other than Committee members, such as other directors and senior management members, to attend its meetings as non-voting delegates.

Article 21 If a member of the Committee participates in an onsite meeting (including video conference and conference call) 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 instantly, 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 22 For voting via written circulation (resolutions on proposals are made by delivering or circulating the proposals respectively for review and discussion), 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 23 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 24 When the Committee reviews matters related to the candidates for directors and senior management members, a member shall be deemed to have an interest in any of the following circumstances, and he/she shall apply to the Committee in advance for withdrawal:

- (1) The member himself/herself is nominated;
- (2) A close relative of the member is nominated;
- (3) Other circumstances that may influence the member to make objective and fair judgments.

For the purposes of this article, close relatives include parents, spouses, siblings and their spouses, adult children and their spouses, parents of spouses, siblings of spouses and their spouses, siblings of parents and their spouses, adult children of siblings of parents and their spouses.

The specific withdrawal and voting procedures are as follows:

- (1) An interested member shall apply for withdrawal on his/her own initiative, otherwise, other members shall have the right to request his/her withdrawal;
- (2) In case of a dispute over whether a member is an interested member, the Committee shall decide by a resolution approved by more than half of the Committee members (except the member);
- (3) Interested members shall not participate in the discussion or voting of the topics they shall withdraw from, and shall temporarily quit the meeting and withdraw in other ways;
- (4) Relevant proposals shall be approved by voting of more than half of the Committee members (except the member);
- (5) If the Committee cannot approve a resolution on a proposed matter due to the withdrawal of interested members, it shall make a resolution on submitting the proposal to the Board of Directors for review, and timely submit the proposal to Board of Directors for review. The Committee shall, in its resolution on submitting the proposal to the Board of Directors for review, state its review process of the proposal and the opinions of non-interested members on the proposal.

Article 25 When the Committee assesses or discusses the remuneration of a member director, the member director shall withdraw, and the proposal shall be approved by voting of more than half of the Committee members (except the member). If the Committee cannot approve a resolution on a proposed matter due to the withdrawal of interested members, it shall make a resolution on submitting the proposal to the Board of Directors for review, and timely submit the proposal to Board of Directors for review. The Committee shall, in its resolution on submitting the proposal to the Board of Directors for review, state its review process of the proposal and the opinions of non-interested members on the proposal.

Article 26 The Bank's remuneration plan for directors reviewed by the Committee shall be submitted to the Board of Directors for approval and submitted to the General Meeting for deliberation

and approval before implementation. The Bank's remuneration distribution plan for senior management members shall be submitted to the Board of Directors for approval. The Board of Directors has the right to veto remuneration plans or schemes that are detrimental to the interests of shareholders.

When the Committee reviews the post qualifications of a nominee, it shall develop clear review opinions.

Article 27 The Committee shall produce minutes of its meetings. Minutes takers shall be persons specially designated by the Office of the Board of Directors. The opinion of the independent directors shall be set out in the minutes of the meeting. 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 28 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 29 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 30 Members of the Committee may carry out investigations and research 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 31 The Committee may regularly communicate with the senior management and relevant departments regarding the Bank's policies for human resources and remuneration management and their implementation, listen to special briefings on a regular basis, and put forward relevant comments and recommendations.

The senior management 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 performance appraisal and remuneration policies to meet the Committee's requirements for duty performance.

Article 32 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 33 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 34 The Rules of Procedures shall enter into force on the date of review and approval by the Board of Directors, and shall prevail in case of any inconsistency between the regulations of the Rules of Procedures and the rules previously in force.

Article 35 Any matter not covered by these Rules of Procedures shall be handled in accordance with applicable PRC laws and regulations, regulatory rules, 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 36 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, regulatory rules, 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 37 The Board of Directors of the Bank shall have the right to amend and interpret these Rules of Procedures.