

Terms of Reference of the Remuneration and Appraisal Committee of the Board of Directors (the “Board”) of Bank of Chongqing Co., Ltd. (the “Bank”)

Chapter 1 General Provisions

Article 1 In order to establish a sound remuneration and appraisal management system of the Bank and optimize the Bank’s corporate governance structure, the Board of the Bank has established the Remuneration and Appraisal Committee (the “Committee”) and formulated the Terms of Reference (the “Terms of Reference”) in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》), the Law of the People’s Republic of China on Commercial Banks (《中華人民共和國商業銀行法》), the Corporate Governance Guidelines for Banking and Insurance Institutions (《銀行保險機構公司治理準則》), the Code of Corporate Governance for Listed Companies (《上市公司治理準則》), the Measures on the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Supervisory Guidelines on Sound Compensation in Commercial Banks (《商業銀行穩健薪酬監管指引》), the Articles of Association of Bank of Chongqing Co., Ltd. and other relevant rules.

Article 2 The Committee is a special committee established under the Board, which is accountable to and reports its work to the Board.

Chapter 2 Composition of the Committee

Article 3 The Committee is composed of 3 to 5 directors, among which more than half of the members shall be independent directors.

Article 4 Members of the Committee shall be nominated by the chairman of the Board or more than half of the independent directors, and shall be elected by the Board.

At least one third of the members of the Committee shall be financial professionals. Members shall be familiar with the risks, costs and evolution of each product line to review the relevant remuneration systems and policies effectively and responsibly.

Directors nominated by the controlling shareholders or substantial shareholders of the Bank shall not act as a member of the Committee.

Article 5 The Committee shall have one chairman (the “Chairman of the Committee”) who shall be responsible for presiding over the Committee’s work. The Chairman of the Committee shall be an independent director, and shall be elected with the approval of more than half of all the directors of the Board.

If the Chairman of the Committee is unable to perform his/her duties for whatever reason, a member of the Committee shall be elected by more than half of the members to act as the interim convenor of meetings who shall be responsible for convening and presiding over the meetings.

Article 6 The Committee's term of office shall be identical to that of the Board; each member of the Committee may be re-elected upon expiration of his/her term. During the term, should any member cease to possess the qualifications and conditions as required by relevant laws and regulations and the Articles of Association of the Bank, he/she shall automatically lose eligibility to be a member of the Committee.

Article 7 The Committee shall have specialized personnel responsible for daily work of the Committee including preparation for meetings, taking meeting minutes, documents processing, files management, contact and communication and other work as delegated by the Committee.

Chapter 3 Duties of the Committee

Article 8 The Committee shall primarily perform the below duties:

(1) To review the Bank's remuneration management systems and policies in accordance with the Bank's operating principles and objectives, and make recommendations to the Board and oversee their implementation.

(2) To formulate the assessment criteria of the directors and senior management and carry out assessment, formulate and review the remuneration policies and plans of the directors and senior management, and make recommendations to the Board and oversee their implementation, whilst ensuring that no director or any of his/her associates is involved in determining his/her own remuneration.

(3) To make recommendations to the Board on the remuneration packages of directors and senior management.

(4) To propose employment conditions elsewhere in the Bank to be determined by the Board considering salaries paid by similar companies, time commitment and responsibilities.

(5) To review compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise reasonable and appropriate.

(6) To review compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate.

(7) To review duty performance of directors and senior management and the performance assessment on them.

(8) To make recommendations to the Board on matters such as formulating or amending equity incentive schemes and employee stock ownership schemes, granting interest to incentive targets, lifting sales restrictions, and vesting or exercise conditions.

(9) To make recommendations to the Board on matters such as the arrangement of stock ownership schemes for the directors and senior management in the subsidiary to be spun off.

(10) To review and/or approve matters relating to share schemes as stated in Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(11) To exercise other duties prescribed in laws, administrative regulations and rules, required by applicable securities regulatory authorities in the jurisdiction where the Banks's shares are issued and listed and as delegated by the Board.

Article 9 The Committee shall provide information and data in relation to remuneration and appraisal to the Board through proper ways, such as review of resolutions, investigation and research report, status report, recommendation on management-related issues and work summary, as needed in its performance of duties for the decision-making of the Board.

The Committee may engage intermediate agencies to provide professional advice for its decision-making, the cost of which shall be borne by the Bank.

Article 10 The Committee shall be supplied with sufficient resources to perform its duties. Relevant departments of the Bank shall cooperate with the Committee when the Committee is performing its duties.

Chapter 4 Rules of Procedure

Article 11 Meetings of the Committee shall be convened for at least 2 times each year. Notice of meeting and meeting materials shall be dispatched to all members of the Committee 3 days prior to the convening of the meeting via direct mail, fax, email or other means.

Article 12 Departments that proposed resolutions shall strictly comply with the procedure for countersignature and approval of resolutions, complete the pre-procedure within the specified time, and be responsible for the accuracy of the resolution materials.

Article 13 Members of the Committee shall read the meeting materials carefully in advance and, when necessary, request the departments that proposed resolutions to provide supplementary materials or conduct specialized investigation and research.

Article 14 Resolutions of the Committee meetings can be voted in two ways: on-site meetings and circulation of written resolutions. "On-site meetings" refer to meetings attended in person or convened by way of video or telephone, etc. which can make sure that attendants can communicate and discuss matters instantly. "Circulation of written resolutions" refers to a meeting method in which a resolution is made on a proposal by serving it for consideration or by circulating it for consideration, respectively.

Remuneration and appraisal issues considered to be important in the opinion of the Chairman of the Committee shall be considered at an on-site meeting. Members of the Committee shall attend the on-site meeting of the Committee in person. If any member is unable to attend the meeting for any reason, he/she shall review the meeting materials in advance, form a clear opinion and entrust other members in writing to attend the meeting on his/her behalf. However, independent directors shall only entrust other independent directors to attend the meeting on his/her behalf.

Article 15 Each meeting of the Committee shall only be held with the presence of more than two thirds of its non-related members. Meetings shall be presided over by the Chairman of the Committee. If the Chairman of the Committee is unable to attend the meeting, he/she may delegate another member to chair such meeting.

Article 16 The resolution of the Committee meeting shall be voted openly in writing. Each member has one vote at the meeting, and any resolution at the meeting shall only be passed when the majority of all members vote in favor of it.

Article 17 In the event that no valid opinion can be formed due to insufficient Committee members as a result of abstention or addition of members, the relevant matters shall be considered directly by the Board.

Article 18 The secretary to the Board and relevant supervisors shall be informed to be in attendance at the Committee meetings, and other directors and senior management of the Bank may also be invited to be in attendance at the meetings.

Article 19 The resolutions of the meeting shall be prepared and the minutes shall be sorted out and compiled within 3 business days after the Committee meeting, and the attending members of the Committee shall sign the resolutions and the minutes of the meetings.

Article 20 The documents and files of the Committee, including but not limited to the notice of meeting, meeting materials, minutes of the meeting, resolutions of the meeting and written resolutions, shall be submitted to the archives management center of the Bank on an annual basis.

Article 21 Each member present at the meetings has the obligation to keep the matters discussed at the meetings confidential, and shall not disclose any relevant information without authorization.

Chapter 5 Supplementary Articles

Article 22 The Terms of Reference constitutes management regulatory systems which shall be formulated, interpreted and amended by the Board. The specific work of its formulation, interpretation and amendment is designated to the office of the Board.

Article 23 Any matter not covered by the Terms of Reference shall be governed by relevant national laws, regulations, and provisions of the Articles of Association of the Bank. Where there is any conflict between the Terms of Reference and any national law and regulation promulgated in the future, or the Articles of Association of the Bank as revised in the future through legitimate procedures, the relevant national laws, regulations, and the revised provisions of the Articles of Association of the Bank shall prevail.

Article 24 The Terms of Reference came into effect upon approval by the Board after consideration and its issuance. The Terms of Reference of the Remuneration and Appraisal Committee of the Board of Directors of Bank of Chongqing Co., Ltd. under the original Terms of Reference of the Special Committees of the Board of Directors of Bank of Chongqing Co., Ltd. (Chongqing Yin Dong Fa [2019] No. 1) lapsed on the same day.