

CITIC SECURITIES COMPANY LIMITED
TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS

Subject of formulation	Office of the Board of Directors
Effective date	December 2023
Type of system	<input checked="" type="checkbox"/> Corporate Governance System
	<input type="checkbox"/> Basic Management System
	<input type="checkbox"/> Operation and Management System of the Company
	<input type="checkbox"/> Departmental Management System
Information about the historical versions	Considered and formulated at the fourth meeting of the first session of the Board of Directors of the Company in April 2002
	Considered and amended at the thirty-third meeting of the fourth session of the Board of Directors of the Company in September 2011
	Considered and amended at the thirty-sixth meeting of the fourth session of the Board of Directors of the Company in December 2011
	Considered and amended at the sixteenth meeting of the fifth session of the Board of Directors of the Company in August 2013
	Considered and amended at the twenty-third meeting of the fifth session of the Board of Directors of the Company in March 2014
	Considered and amended at the seventh meeting of the eighth session of the Board of Directors of the Company in May 2023
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Chapter 1 General Principles

Article 1 To improve and regulate the procedures for deliberation and making decision of the Nomination Committee of the Board of Directors of CITIC Securities Company Limited (the Company), improve its efficiency and enhance its capacity to make informed decisions, and ensure to conduct the work smoothly, these Rules are formulated in accordance with the relevant laws, rules and regulations of the State, the Local Listing Rules and the Articles of Association of CITIC Securities Company Limited (the Articles of Association), and in light of the conditions of the Company.

Article 2 The Nomination Committee, as a special functional body of the Board of Directors that is set up in accordance with the Articles of Association, shall be primarily responsible for studying and making recommendations on the criteria and procedures for selecting and nominating any director and senior management member who is not the employee representative of the Company, as well as the candidates, and ensuring that the Board of Directors have the skills, experience, and diverse viewpoints and perspectives necessary for the operations and development of the Company.

Article 3 For the purpose of these Rules, a “senior management member” means president of the Company, any executive member, the person in charge of finance, the chief compliance officer, the chief risk officer, the chief information officer, the secretary to the Board of Directors, the chief treasurer and any other persons that hold important positions as determined by any supervisory authority or as approved by the resolution of the Board of Directors.

Article 4 The Nomination Committee shall meet at least once a year.

Chapter 2 Composition of the Nomination Committee

Article 5 The Nomination Committee shall consist of no less than three directors, of whom the majority shall be independent non-executive directors.

Article 6 The members of the Nomination Committee shall be elected by the Board of Directors.

Article 7 The chairman of the Nomination Committee shall be an independent non-executive director elected by more than two thirds of the members.

Article 8 The term of the Nomination Committee shall be consistent with that of the Board of Directors, and members of the committee may be re-elected upon expiration of their terms. Where any member of the committee no longer assumes the position as a director of the Company, or as an independent non-executive director, fails to meet the independence as required pursuant to relevant laws, regulations or rules, the Local Listing Rules or the Articles of Association, he or she shall automatically lose his or her identity as a member of the committee, and the vacancy shall be filled by the Board of Directors pursuant to Articles 5 to 7 hereinabove.

Chapter 3 Duties of the Nomination Committee

Article 9 Pursuant to the Local Listing Rules, the Articles of Association and other regulations, the Nomination Committee shall perform the following duties:

(I) review the structure, size and composition (including board directors' skills, knowledge, experience and diversity) of the Board of Directors at least annually and make recommendations on any proposed changes to the Board of Directors to complement the Company's corporate strategy;

(II) study and make recommendations to the Board of Directors on the criteria and procedures for selecting directors and senior managements;

(III) search extensively for individuals suitably qualified to become directors and senior management members, select and nominate or make recommendations to the Board of Directors on the selection of individuals nominated for directorships, examine the qualifications of relevant nominees and formulate clear review opinions;

(IV) assess the independence of independent non-executive directors;

(V) make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the president;

(VI) report back to the Board of Directors on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so;

(VII) perform any other duties assigned by the Board of Directors;

(VIII) act on any other requirements on the terms of reference of the committee due to any change to the Local Listing Rules from time to time.

Article 10 The Nomination Committee shall choose director candidates on a merit basis following objective standards, to build a diversified Board of Directors, including but not limited to:

(I) considering a combination of factors such as gender, age, cultural and educational background, and professional experience of director candidates;

(II) considering business characteristics and future development needs of the Company.

Article 11 The Nomination Committee shall be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Article 12 The Nomination Committee shall, upon identification of candidates, submit the resolution to the Board of Directors and the General Meeting of Shareholders for voting in a timely manner. When the Nomination Committee examines the qualification of the individual current director who is also a member of the committee, such director shall not participate.

Where the Board of Directors does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting them in the board resolutions and make disclosures.

Chapter 4 Duties of the Chairman of the Nomination Committee

Article 13 The chairman of the Nomination Committee shall:

(I) convene and chair meetings of the Nomination Committee, pending any change to the Board of Directors or the Management; as requested by any shareholder that has the right to recommend or nominate directors or senior management members, or by the chairman of the Board of Directors;

(II) supervise and inspect the implementation of the resolutions of the Nomination Committee;

(III) perform other duties assigned by the Board of Directors and the Nomination Committee.

Chapter 5 Procedures for Calling and Notifying of Meetings of the Nomination Committee

Article 14 Meetings of the Nomination Committee shall, in principle, be notified in writing to all of its members no less than three days before the date of the meeting and provide relevant materials and information, or, under special circumstances and if so approved by two thirds or more of all members, less than three days before the meeting, and/or notified in other ways.

Article 15 The notice of the meeting of the Nomination Committee shall include:

(I) the date and venue of the meeting;

(II) the duration of the meeting;

(III) the cause and topic;

(IV) the date of the notice.

The topic and notice of the meeting of the Nomination Committee shall be prepared by the chairman of the Nomination Committee, and sent to all members by the office of the Board of Directors.

Chapter 6 Deliberation and Voting Procedures of the Nomination Committee

Article 16 In principle, meetings of the Nomination Committee shall be held on site. Under the premise of ensuring that all participating members can fully communicate and express their opinions, the meeting may be held by video, telephone or other means in accordance with the procedures if necessary.

Article 17 No meeting of the Nomination Committee may be held unless two thirds or more of the members of the committee are present. Each attendant shall cast one vote, by open ballot or in writing. Any resolution of the meeting must be adopted by two thirds or more of all members before such resolution can become effective. In the case of equal votes, the chairman of the Nomination Committee shall have one additional or decisive vote.

Article 18 The meeting of the Nomination Committee shall be attended by members of the committee in person and not by proxy.

Article 19 Where the chairman of the Nomination Committee is unable or fails to perform his or her duties for any reason, another independent non-executive director of the committee shall perform those duties. If there are more than two independent non-executive directors, the meeting shall be chaired by an independent non-executive director elected by a majority of the members.

Article 20 According to the agenda of the meeting of the Nomination Committee, or if necessary, the committee may invite any other person related to any agenda item under consideration to present relevant information or opinions, in which case such person shall not be absent from the meeting without a cause. Non-voting participants shall neither engage in the deliberation of the meeting, nor interfere with the process, voting or decision-making of the meeting.

Article 21 In principle, the Nomination Committee will not deliberate on any topic or matter that is not listed on the notice of the meeting. Under exceptional circumstances, deliberations and decisions on such new item or matter can only take place upon approval of two thirds or more of all members.

Article 22 The Nomination Committee shall, at the invitation of the chairman of the Board of Directors, send its chairman or, in his or her absence, another member of the committee or his or her authorized representative, to answer questions at the annual general meeting of shareholders.

Chapter 7 Resolutions and Minutes of the Meeting of the Nomination Committee

Article 23 Voting results at the meeting of the Nomination Committee shall be carried in a resolution and recorded in the minutes of the meeting. If the committee member is an independent non-executive director, his or her opinions shall be stated in the minutes of the meeting. Such resolution and minutes of the meeting shall be signed by all members of the committee present. Copies of the resolution and minutes of the meeting shall be provided to all members for record, and shall be kept as company files by the duly appointed secretary of the meeting for at least fifteen years as long as the Company continues to exist.

Article 24 The resolution of the meeting of the Nomination Committee shall include:

(I) the date, venue and the name of the convener of the meeting;

(II) the number of members who should be present and the number of members who are actually present;

(III) a statement on the legality and validity of the relevant procedures and resolutions of the meeting;

(IV) the content of the resolution deliberated and voted upon by the meeting, and the results of the voting;

(V) other matters that should be explained and recorded in the resolution.

Article 25 The Nomination Committee shall, upon any resolution at any meeting of the committee, timely notify such resolution to the parties involved with the resolution considered by the committee.

Article 26 Where the Nomination Committee resolves on any resolution that requires consideration by the Board of Directors, such resolution shall be timely submitted to the Board of Directors.

Chapter 8 Miscellaneous

Article 27 Unless otherwise specified, all the terms herein shall have the same meanings as those in the Articles of Association.

Article 28 Any matter not detailed herein, or any inconsistency herein with any laws, regulations, rules, the Local Listing Rules or the Articles of Association that are promulgated or amended after these Rules become effective, shall be implemented in accordance with the relevant laws, regulations and rules of the State, the Local Listing Rules or the Articles of Association.

Article 29 Where these Rules need to be amended due to change of circumstances, the Nomination Committee shall prepare a draft amendment and submit the same to the Board of Directors for consideration and approval.

Article 30 These Rules and their amendments shall become effective upon the date of adoption by the Board of Directors.

Article 31 These Rules shall be interpreted by the Board of Directors.

Article 32 These Rules will be published on the website of the Company and the websites of the securities exchanges on which the shares of the Company are listed, pursuant to the Local Listing Rules.