



Bank of Jiujiang Co., Ltd.*
九江銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6190)

**Terms of Reference of the Nomination and
Remuneration Committee under the Board of Directors**

Chapter 1 General Provisions

Article 1 In order to regulate the selection of directors and senior management of Bank of Jiujiang Co., Ltd. (hereinafter referred to as the “Bank”), optimise the composition of the Board of Directors, establish a sound system for the selection, appointment and assessment of directors and senior management and for the remuneration management, and improve the corporate governance structure, the Bank has established the Nomination and Remuneration Committee under the Board of Directors and formulated these Terms of Reference in accordance with the Company Law of the People’s Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Articles of Association of Bank of Jiujiang Co., Ltd. (hereinafter referred to as the “Articles of Association”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and other regulations.

Article 2 The Nomination and Remuneration Committee is a special working agency under the Board of Directors and is accountable to the Board of Directors.

Chapter 2 Composition

Article 3 The Nomination and Remuneration Committee under the Board of Directors shall be composed of at least three directors, the majority of which shall be independent directors.

Article 4 The members of the Nomination and Remuneration Committee under the Board of Directors shall either be nominated by the chairman of the Board of Directors, more than half of the independent directors or more than one-third of all the directors and shall be elected by the Board of Directors.

Article 5 The Nomination and Remuneration Committee under the Board of Directors shall have one chairman who is in charge of the work of the Committee; the chairman shall be an independent director and subject to the approval of the Board of Directors.

Article 6 The term of office of members of the Nomination and Remuneration Committee under the Board of Directors shall be in conformity with that of their directorship. A member may serve consecutive terms if re-elected upon expiry of his/her term of office. If any member resigns from the position of director of the Bank during his/her term of office or any member who shall be an independent director no longer possesses the independence as specified in the Articles of Association of the Bank, he/she shall automatically lose his/her position as a committee member, and the vacancy shall be filled by the Board in accordance with the provisions of Articles 3 to 5 above.

Article 7 The Nomination and Remuneration Committee under the Board of Directors shall have a permanent office, and daily work of the Committee shall be organised and executed by the office of the Board of Directors and the permanent office of the Nomination and Remuneration Committee.

Chapter 3 Duties

Article 8 The primary duties and responsibilities of the Nomination and Remuneration Committee include:

- (1) to develop the procedures and standards for the appointment of directors and senior management, identify individuals who are suitable to become a director and select or make recommendations to the Board of Directors on the selection of individuals nominated for directorship;
- (2) to perform preliminary review on the qualifications for directors and senior management, and make recommendations to the Board of Directors;
- (3) to review the compensation management systems and policies of the Bank and submit to the Board of Directors for review;
- (4) to develop compensation plans for directors and senior management and make recommendations on compensation plans to the Board of Directors, and supervise the implementation of compensation plans;
- (5) to review the performance evaluation system and indicator system;
- (6) to preliminarily review the annual summary of performance-based resource deductions and the settlement of the medium- and long-term incentives and submit to the Board of Directors for review;
- (7) to review the measures on assessment of the performance of directors and senior management and the evaluation report on the performance of duties conducted and formed in accordance with the measures on assessment of the performance, and submit to the Board of Directors for review;
- (8) to review at least once a year the structure, size and composition (including such aspects as education background, skills, knowledge and experience) of the Board of Directors and make recommendations on any proposed changes to the Board of Directors to complement the corporate strategies of the Bank;
- (9) to assess the independence of independent directors;
- (10) to make recommendations to the Board of Directors on the appointment or re-appointment and succession planning for directors (in particular, the Chairman and the Chief Executive Officer);
- (11) to make recommendations to the Board of Directors on the Bank's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;

- (12) to review and approve recommendations on compensation of the senior management in line with the corporate directions and objectives charted by the Board of Directors;
- (13) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions for other positions within the Group;
- (14) to review and approve compensation payable to executive directors and senior management for their loss or termination of office or appointment to ensure such compensation conforms with contractual terms and is fair, reasonable and not excessive in case of any inconformity;
- (15) to review and approve compensation arrangements relating to dismissal or removal of related directors for misconduct to ensure such arrangements conform with contractual terms and are reasonable and appropriate in case of any inconformity;
- (16) to ensure that no director or any of his associates is involved in determining his own remuneration;
- (17) the re-election arrangement of the Board shall be commenced before the expiration of terms of office of directors to ensure the terms of office of directors are in compliance with laws, regulations and the Articles of Associations; and
- (18) other matters as authorized by the Board of Directors and under the Articles of Associations and regulatory requirements.

Senior management in these Terms of Reference refers to the Bank's president, vice president, secretary to the Board of Directors, assistant to president, risk director, compliance director, chief auditor, chief accountant, chief information officer and other senior management with the same title.

Article 9 The Nomination and Remuneration Committee under the Board of Directors shall formulate an annual work plan; matters approved at the meeting shall be submitted to the Board of Directors in writing for review or for record; controlling shareholders shall, without a reasonable justification or reliable evidence, fully respect recommendations put forward by the Nomination and Remuneration Committee.

Chapter 4 Working Procedures

Article 10 The permanent office of the Nomination and Remuneration Committee under the Board of Directors is responsible for the preliminary preparation for resolutions of the Nomination and Remuneration Committee, and responsible for the collection and custody of written information concerning the nomination and remuneration of the Bank.

Article 11 The Nomination and Remuneration Committee under the Board of Directors shall develop the standards and procedures for selection of directors and senior management of the Bank in accordance with relating laws and regulations and the Articles of Association and with reference to the actual situation of the Bank, submit a resolution to the Board of Directors for review and adhere thereto after such resolution has been passed.

Article 12 The Nomination and Remuneration Committee under the Board of Directors shall put forward the compensation plans for the directors and senior management of the Bank, of which the compensation plans for directors shall be submitted to the Board of Directors for review and approval, and must be implemented after being reviewed and approved by shareholder's general meetings; the compensation plans for senior management shall be implemented after being reviewed and approved by the Board of Directors.

Chapter 5 Rules of Procedures

Article 13 The Nomination and Remuneration Committee shall hold at least two meetings each year and the notice of meeting shall be delivered to all committee members at least five days prior to the meeting. The Nomination and Remuneration Committee meeting shall be presided over by the chairman of the Committee. When the chairman is unable to attend the meeting, he/she may appoint another member of the Committee to preside over the meeting on his/her behalf.

The Nomination and Remuneration Committee meetings shall be held in forms of an on-site meeting or by circulation of written proposals. If the Nomination and Remuneration Committee meeting is held in the form of an on-site meeting, teleconference, videoconference or other forms of instantaneous communication may be adopted for the convenience of the committee members attending the Nomination and Remuneration Committee meeting. Committee members attending the Nomination and Remuneration Committee meetings by the aforementioned means shall be deemed to have attended the on-site meeting.

If the Nomination and Remuneration Committee meetings are held in the form of teleconference, video conference or by other instantaneous communication means, the Nomination and Remuneration Committee must ensure that speeches made by other committee members can be heard clearly by members participating at the meeting and that they can communicate with each other.

In case of an emergency when an extraordinary meeting shall be held as soon as possible, the above-mentioned notice period may be exempted. However, the chairman of the Nomination and Remuneration Committee shall make an explanation at the meeting.

Article 14 A meeting of the Nomination and Remuneration Committee may only be held if it is attended by more than two-thirds of the members of the Committee; each member of the Committee shall have one vote; the Nomination and Remuneration Committee members shall attend the meetings in person. If a member cannot attend in person, he/she shall authorize in writing the attendance by another committee member on his/her behalf. The letter of authorization shall include the name of the authorized person, authorized matters, scope of authorization and duration of authorization, and shall be signed by the principal.

Article 15 The Nomination and Remuneration Committee meeting shall vote by a show of hands or ballot; the resolution of the meeting shall be passed by more than half of the votes of all committee members and by the principle of one person one vote.

Article 16 Permanent office members of the office of the Board and the Nomination and Remuneration Committee may attend meetings of the Nomination and Remuneration Committee as non-voting attendees and the directors, supervisors and other senior management of the Bank may be invited to attend its meetings as non-voting attendees when necessary.

Article 17 The Nomination and Remuneration Committee may, based on needs, engage an intermediary to provide professional advice on its decision-making and the expenses incurred shall be borne by the Bank.

Article 18 The procedures for convening of the meetings of the Nomination and Remuneration Committee, methods of voting and the proposals to be passed at such meetings must comply with related laws, regulations, the Articles of Association and these Terms of Reference.

Article 19 The Nomination and Remuneration Committee shall prepare meeting minutes for decisions made in respect of matters discussed, including any concerns raised or dissenting views expressed by the members. Meeting minutes shall be permanently kept as the archives of the Bank in accordance with relevant provisions of the Measures for Archives Management of Bank of Jiujiang Co., Ltd. Draft and finalized version of the meeting minutes should be delivered to all members of the Nomination and Remuneration Committee within a reasonable time after the meeting respectively, the draft is for expression of opinions by members and the finalized version is for their record purpose.

Article 20 Matters approved at the meetings of the Nomination and Remuneration Committee shall be reported to the Board of Directors of the Bank in writing for consideration or to the Board of Directors for record.

Article 21 The members present or attending the meeting of the Committee shall have the obligation to keep confidential, and not to disclose without proper authorization, any of the matters discussed at the meeting.

Chapter 6 Supplementary Provisions

Article 22 In the event of any violation of the relevant provisions of these Terms of Reference, the relevant responsibilities shall be pursued and correspondingly dealt with in accordance with the Measures on Assessment of the Performance of Directors and Senior Management from the Board of Directors of Bank of Jiujiang Co., Ltd., Administrative Measures for Accountability of Bank of Jiujiang, Measures for the Handling of Violation and Dereliction of Duty Behaviors for the Staff of Bank of Jiujiang and other measures.

Article 23 These Terms of Reference are classified as “administrative measures” and apply to the relevant work of the Nomination and Remuneration Committee under the Board of Directors of the Bank.

Article 24 These Terms of Reference shall take effect and be implemented from the date of being approved by the Board of Directors, thereafter these Terms of Reference of the Nomination and Remuneration Committee under the Board of Directors of Bank of Jiujiang Co., Ltd. (Revised in August 2022) shall be abolished accordingly.

Article 25 Any matters not provided in these Terms of Reference shall be settled in accordance with relevant national laws, regulations, the Articles of Association, the Listing Rules and other requirements of the securities regulatory rules of the place where the Bank's shares are listed. Where these Terms of Reference contravene any future laws and regulations promulgated by the People's Republic of China and the place where the Bank's shares are listed or the legally amended Articles of Association, implementation shall be in accordance with the then provisions of the relevant laws and regulations of the People's Republic of China and the place where the Bank's shares are listed, securities regulatory rules of the place where the Bank's shares are listed and the Articles of Association of the Bank, and these Terms of Reference shall be promptly amended and submitted to the Board for consideration.

Article 26 The power of final interpretation of these Terms of Reference shall be vested in the Board of Directors.