Rules of Procedure of the Nomination and Remuneration Committee under the Board of Directors of Weihai Bank

(December 2025)

Table of Contents

Chapter 1	General Provisions	1
Chapter 2	Composition	1
Chapter 3	Duties and Authorities	2
Chapter 4	Decision-making Procedure	3
Chapter 5	Rules of Procedure	5
Chapter 6	Supplementary Provisions	7

Chapter 1 General Provisions

Article 1 To further establish a sound evaluation and remuneration management system for Directors and senior management of Weihai Bank Co., Ltd. (hereinafter referred to as the "Bank"), regulate the election of candidates to Directors and senior management personnel of the Bank, optimize the composition of the Board and improve the governance structure of the Bank, the Board has set up the Nomination and Remuneration Committee of the Board (hereinafter referred to as the "Committee") and formulated the Rules of Procedure in accordance with the Company Law of the People's Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions, regulatory provisions of the place where the Bank's securities are listed, the Articles of Association of Weihai Bank Co., Ltd. (hereinafter referred to as the "Articles of Association") and other relevant provisions.

Article 2 The Committee is responsible for reporting its work to the Board, exercising functions and powers conferred in laws, regulations, rules and the Articles of Association and by the Board, formulating procedures and standards for electing Directors and senior management personnel, conducting preliminary examinations of the qualifications of Directors and senior management personnel and making proposals to the Board; responsible for formulating remuneration plans for Directors and senior management personnel, proposing remuneration plans to the Board and supervising implementation of such plans; responsible for conducting evaluation on the duty performance by Directors and senior management personnel of the Bank during the year.

Article 3 The Committee shall objectively and impartially propose the candidates for Directors and senior management personnel, and propose remuneration suitable for the operation of the Bank.

Article 4 The members of the Committee shall make sure to devote sufficient time to performing their duties. Before taking office, the members of the Committee shall make statements to the Board on whether they have enough time and energy to perform their duties.

Chapter 2 Composition

Article 5 All the members of the Committee shall be Directors, of whom the majority shall be independent Directors who shall also serve as chairperson. The Committee shall not comprise any Director nominated by controlling Shareholders. The Committee shall have one chairperson and one vice-chairperson, who shall be nominated by the chairman of the Board and elected by more than half of all the Directors of the Board. Each Director shall have one vote for election. The Committee must include at least one director of a different gender.

Article 6 The term of office of the members shall be the same as that of the Board. A member may serve consecutive terms if re-elected upon expiry of his/her term of office. Any member who no longer serves as Director of the Bank during the term or any member who is an independent Director no longer meets relevant independence requirements as specified in relevant laws and regulations, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") or the Articles of Association shall automatically be disqualified as a member, and the Committee shall fill the vacancy in accordance with Article 5 above.

Article 7 The Committee has set up an office in the Human Resources Department of the Bank. The office of the Committee shall be responsible for organization and coordination of meetings of the Committee, including arrangement of meeting agenda, preparation of meeting documents, organization and arrangement of convening of meetings, and drafting of evaluation reports to be submitted by the Committee to the Board.

Chapter 3 Duties and Authorities

Article 8 The primary duties and authorities of the Committee are:

(I) making recommendations to the Board of Directors on the scale and composition (including skills, knowledge and experience) of the Board based on the operating activities, asset scale and shareholding structure of the Bank, assisting the board in maintaining a board skills matrix and making recommendations on any proposed changes to the Board in support of the Bank's corporate strategy;

(II) studying the standards and procedures for selecting Directors and senior management personnel, and proposing suggestions to the Board;

(III) identifying qualified candidates for Directors and senior management personnel under the authorization of the Board, making preliminary assessments on their qualifications and conditions, and making recommendations;

(IV) assessing the independence of independent non-executive Directors;

(V) making recommendations to the Board on appointment or re-appointment of Directors and succession plan for the Directors (especially the chairman of the Board and the president);

(VI) working out remuneration plans or proposals in light of corporate policies and objectives, and primary duties, responsibilities and importance of Directors and senior management personnel set by the Board, submitting the same to the Board for review and supervising the implementation of the proposals;

(VII) assisting the Bank's regular evaluation of the performance of the Board of Directors;

(VIII) assessing the time commitment and contribution of each Director to the Board, reviewing the performance of Directors and senior management personnel of the Bank and conducting annual performance evaluations;

(IX) supervising the implementation of remuneration system for Directors and senior management personnel of the Bank and making recommendations to the Board on the establishment of a formal and transparent procedures for developing remuneration policy;

(X) making recommendations to the Board on the remuneration packages of individual executive Directors and senior management personnel;

(XI) making recommendations to the Board on the remuneration of non-executive Directors;

(XII) considering salaries paid by companies of similar nature, time commitment and duties, and employment conditions for other posts in the Group;

(XIII) reviewing and approving the compensation that shall be paid to relevant executive Directors and senior management personnel for any loss or termination of their office or appointment so as to ensure the said compensation conforms to relevant contractual terms; in case of any inconformity, the said compensation shall be fair and reasonable and not excessive;

(XIV) reviewing and approving the compensation arrangements in relation to dismissal or removal of relevant Directors for their misconduct so as to ensure such arrangements conform to relevant contractual terms; in case of any inconformity, relevant compensation shall be reasonable and appropriate;

(XV) ensuring that no Director and none of his/her associates is involved in deciding his/her own remuneration;

(XVI) developing and reviewing the Board and workforce diversity policies of the Board and the workforce (including the measurable target set for implementation of the policy and progress of reaching the target), and disclosing its policy or policy brief in the corporate governance report;

(XVII) reviewing and/or approving matters relating to share schemes under Chapter 17 of the Hong Kong Listing Rules;

(XVIII) other matters authorized by the Board.

Chapter 4 Decision-making Procedure

Article 9 The remuneration system for the Directors of the Bank proposed by the Committee shall be reviewed and approved by the Board and submitted to the Shareholders' meeting for consideration and approval before being put into effect; the remuneration system for senior management personnel shall be submitted to the Board for consideration and approval before being put into effect.

The Director candidates proposed by the Committee shall be submitted to the Board for consideration and approval and then to the Shareholders' meeting for consideration and approval; the Committee shall review the proposal on candidates for senior management personnel and submit it to the Board for consideration and approval; senior management personnel are appointed by the Board.

The Committee shall submit the evaluation results on the work performances of Directors of the Bank to the Board for consideration and approval and then report the same to the Shareholders' meeting.

The Committee shall submit the evaluation results on the work performances of senior management personnel of the Bank to the Board for consideration.

Article 10 The Committee's procedure of evaluating Directors and senior management personnel:

(I) The Directors and senior management personnel shall submit an Annual Work Report to the Board each year, and respective "special committees" are responsible for summarizing the work performances of Directors and senior management personnel and submit them to the Committee.

(II) The Committee organizes the review of the annual work reports submitted by respective "special committees", and organizes the evaluation of annual work performances of Directors and senior management personnel, summarizes the evaluation results, and gives advice on the grading of evaluations.

(III) The Committee is responsible for reporting the evaluation results on the annual work performances of Directors and senior management personnel to the Audit Committee of the Board, and the Audit Committee of the Board supervise the performance of the directors and senior management officers in their performance of duties, submitting the same to the Board for review.

(IV) The chairman of the Board or the secretary of the Board is responsible for giving evaluation feedbacks to the examinees.

(V) The Board submit the evaluation results and details of rewards and accountability to the Shareholders' meeting for consideration and approval and report to the regulatory authority for filing.

Article 11 The Committee's procedure of selecting and appointing Directors and senior management personnel:

(I) The Directors of equity interest of the Bank are nominated by the Shareholders. The Shareholders nominate candidates for Directors of equity interest to the Committee in accordance with relevant provisions of the Articles of Association regarding making proposals to the Shareholders' meeting. The Board proposes candidates for Directors to the Shareholders' meeting for election and decision-making.

(II) When nominating a candidate for Director, the Shareholders shall obtain the consent of the nominee in advance, fully learn about relevant particulars about the nominee, and is responsible for providing the Board of the Bank with the resume and other written material about the nominee in accordance with the relevant regulations and the Articles of Association. The nominee shall also make a written commitment to the Bank indicating that he/she agrees to accept the nomination, the personal information as publicly disclosed is true and he/she will duly fulfill his/her duties as Director after he/she is elected.

(III) The Directors serving as senior management personnel of the Bank are nominated by the Committee after soliciting opinions from the Shareholders.

(IV) The Committee and Shareholders individually or jointly holding more than 1% of the issued shares of the Bank may nominate candidates for independent Directors. The Committee shall review such nomination and submit the same to the Board for election and decision-making by the Shareholders' meeting.

(V) A Shareholder who has nominated a candidate for Director shall not nominate a candidate for independent Director, and a Shareholder shall only nominate one candidate for independent Director.

(VI) In principle, the number of Directors nominated by a Shareholder and its related parties shall not exceed one third of the total number of Board members, unless otherwise stipulated by the state.

(VII) The nominator of independent Directors shall obtain the prior consent of the nominee. The nominator should be fully aware of the nominee's occupation, education background, professional title, detailed work experience, all part-time jobs, etc., and give opinions on his/her qualification and independence to act as an independent Director. The nominee shall make an announcement as to the absence of any relationship between the Bank and him/her which may possibly affect his/her independent and objective judgment.

(VIII) The president, secretary of the Board and other senior management personnel of the Bank are nominated by the chairman of the Board and appointed by the Board. The vice president, financial controller and other senior management personnel of the Bank are nominated by the president and appointed by the Board.

(IX) The Committee is responsible for reporting to the regulatory authorities on the relevant information of all nominees prior to the Shareholders' meeting for the election of Directors. If the regulatory authorities disagree with the relevant information of the nominees, it shall communicate with the nominators and nominees in a timely manner. If the disagreements cannot be eliminated, the nominators shall re-nominate the candidates according to the procedures.

Chapter 5 Rules of Procedure

Article 12 The Committee shall convene meetings regularly every year according to work needs, once every quarter in principle, not less than twice a year and shall notify all the members five days before the meeting is convened and deliver the meeting agenda and relevant meeting documents to all the members at least three days before the meeting is convened. The meeting shall be presided over by the chairperson of the Committee, who may appoint the vice-chairperson of the Committee to preside over the meeting if he/she is unable to attend the meeting.

Article 13 The meetings of the Committee shall be held only with the presence of more than two thirds of the members. Each member shall be entitled to one vote. The resolutions made at the meetings shall be approved by more than half of all the members.

Article 14 Voting at a meeting of the Committee shall be made by show of hands or by poll. An interim meeting may be convened through communication voting.

Article 15 If necessary, Directors and senior management personnel of the Bank may be invited to attend, without voting rights, the meetings of the Committee.

Article 16 If necessary, the Committee may appoint intermediaries to provide professional advice for its decision-making at the expense of the Bank.

Article 17 Where an agenda item relating to a member is to be discussed at the meeting of the Committee, such related member shall abstain from the meeting.

Article 18 The convening procedure and voting method of the Committee meetings and the remuneration policies and distribution plans passed at such meetings should comply with relevant laws, regulations, regulatory provisions of the place where the Bank's securities are listed, the Articles of Association and the Rules of Procedure.

Article 19 Information of the meetings of the Committee shall be recorded as minutes, which shall specify the following:

1. the date, venue and name of the convener of the meeting;

2. names of members present at the meeting;

3. the agenda of the meeting;

4. key points of members' speeches.

Article 20 The suggestions, opinions and research programs on the Bank's performance appraisal and remuneration agreed upon at the Committee meeting shall be submitted to the Board for consideration.

Article 21 Members present at the meeting should keep confidential all matters discussed at the meeting and shall not disclose relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 22 The Rules of Procedure shall take effect as from the day when adopted by resolution of the Board.

Article 23 Matters not covered in the Rules of Procedure shall be subject to the relevant laws and regulations, regulatory provisions of the place where the Bank's securities are listed and the Articles of Association; in case of any conflict between the Rules of Procedure and the laws and regulations promulgated in the future, the regulatory provisions of the place where the Bank's securities are listed or the Articles of Association amended according to legal procedures, the relevant laws and regulations, the regulatory provisions of the place where the Bank's securities are listed and the Articles of Association shall prevail, which shall be revised in time and submitted to the Board for deliberation and approval.

Article 24 The Rules of Procedure shall be subject to the interpretation of the Board of the Bank.