Rules of Procedures of the Nomination and Remuneration Committee under the Board of Directors of China CITIC Bank Corporation Limited (Version 3.0, 2025)

(The Rules of Procedures is deliberated and approved at the eighteenth meeting of the Seventh Board of Directors)

Chapter 1 General Provisions

Article 1 In order to regulate the decision-making mechanism of the Board of Directors of China CITIC Bank Corporation Limited (hereinafter referred to as the Bank) and improve the corporate governance structure of the Bank, the Board of Directors of the Bank hereby establishes the Nomination and Remuneration Committee (hereinafter referred to as the Committee) and formulates the 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* (hereinafter referred to as the Hong Kong Listing Rules), the *Articles of Association of China CITIC Bank Corporation Limited* (hereinafter referred to as the Articles of Association of the Bank), the *Rules of Procedures of the Board of Directors of China CITIC Bank Corporation Limited*, relevant provisions of the securities regulatory authorities of the places where the Bank's shares are listed, and other relevant rules and regulations.

Article 2 The Committee shall assist the Board of Directors in relevant work, and perform its duties according to the Articles of Association of the Bank and the authorization of the Board of Directors.

Chapter 2 Composition of the Committee

Article 3 The Committee shall consist of at least three directors. 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 regulatory authorities of the places where the Bank's shares are listed.

Article 4 The Committee shall have a chairperson, who shall be an independent director and shall preside over the work of the Committee.

Article 5 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 or more of all the directors, and submitted to the Board of Directors for review and approval.

Article 6 The chairperson of the Committee shall perform the following duties:

(1) to convene and preside over Committee meetings;

(2) to propose the convening of extraordinary meetings;

(3) to ensure 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;

(4) to 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;

(5) to finalize the Committee's collective opinions and submit them to the Board of Directors.

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 to ensure their competence for duty performance.

Members of the Committee may propose topics for discussion at a Committee meeting. For the purpose of performing their duties, the Committee 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 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.

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.

Chapter 3 Responsibilities of the Committee

Article 10 The Committee shall mainly perform the following duties:

(1) to formulate procedures and criteria for the selection and appointment of directors and senior management members, conduct screening and reviews on the qualifications of such directors and senior management members, and put forward recommendations to the Board of Directors concerning the nomination, appointment or removal of directors, or appointment or dismissal of senior management members;

(2) to propose candidates for independent directors to the Board of Directors, and conduct qualification reviews on the nominated independent director candidates in terms of independence, professional knowledge, experience, and capabilities; and at least review on an annual basis the structure, size and composition of the Board of Directors (including in terms of skills, knowledge, and experience) and assess the independence of independent directors, and put forward recommendations on any proposed changes to the Board of Directors to align with the Bank's development strategy;

(3) to formulate policies on the diversity of members of the Board of Directors and promote the diversity of directors, including but not limited to diversity in gender, age, culture, educational background and professional experience;

(4) to review the Bank's remuneration management systems, formulate performance assessment criteria for directors and senior management members and conduct performance assessment, formulate remuneration policies and plans for directors and senior management members, put forward recommendations on remuneration plans to the Board of Directors, supervise the implementation of such plans, and ensure the performance of contracts by directors and senior management members; to formulate remuneration policies and plans for directors and senior management members, including mechanisms for determining remuneration, decision-making procedures, arrangements for payment, suspension of payment, and recovery of payment;

(5) 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 relevant contractual terms;

(6) other matters stipulated by laws, administrative regulations, departmental rules, provisions of the securities regulatory authorities of the places where the Bank's shares are listed and the Articles of Association of the Bank, and those authorized by the Board of Directors.

Article 11 The Committee shall independently and prudently exercise its power to nominate directors, and shall avoid being influenced by shareholders of the Bank.

The Committee shall assess the qualifications for office of directors and senior management members. Where it discovers any person who fails to meet the qualifications for office, it shall promptly put forward to the Board of Directors a proposal for the removal or dismissal of such person.

Article 12 The Committee may conduct investigations into the Bank's policies of human resources and compensation management and the implementation status of such policies. The methods of such investigations or reviews shall include but not be limited to: attending as non-voting delegates or observing relevant meetings of the Bank, conducting investigations and research within the Bank, and requiring senior management members or relevant responsible personnel to provide oral or written explanations or clarifications to the Committee within a specified time limit.

The Committee shall conduct research on the existing problems and the responses provided by senior management members or relevant responsible personnel, and report the investigation results and improvement proposals to the Board of Directors.

Chapter 4 Rules of Procedures

Article 13 The Committee shall meet at least twice every year. The chairperson of the Committee shall preside over the meeting, and when the chairperson is unable to or fails to perform such duty, more than half of the Committee members shall elect an independent director member to convene and preside over the meeting.

Article 14 The chairperson of the Board of Directors, the chairperson of the Committee or more than half of the Committee members shall be entitled to propose the convening of a Committee meeting.

Article 15 The notice of a Committee meeting shall be delivered three days prior to the meeting. Such requirement on the notice timeline, however, may be exempted upon unanimous consent of all the Committee members.

The meeting notice shall specify the date, venue and form of the meeting, agenda and matters to be considered and relevant materials, and the date of delivering the notice.

The meeting notice shall be delivered by courier, registered mail, email or other ways specified in the Articles of Association of the Bank.

The meeting notice shall be kept for at least 10 years.

Article 16 The Committee meetings may take the forms of on-site meeting and written circulation.

When an on-site meeting is held, real-time interactive methods such as video or telephone conferencing may be adopted on the premise that all attending members can fully communicate and express their opinions. Members who participate in the meeting via the aforesaid methods shall be deemed to have attended the meeting.

When a Committee meeting is held by written circulation, the Committee shall service each of its members the meeting notice and proposals. Such member shall vote or send back his/her viewpoints within the time frame prescribed by the meeting notice.

Article 17 The Committee meeting shall only be held with the quorum of more than half of all the Committee members. Members of the Committee shall attend the Committee meeting in person. When unable to perform such duty, a Committee member may entrust another Committee member in writing to attend as proxy. If an independent director is unable to attend the meeting in person for any reason, he/she shall appoint another independent director in writing to attend the meeting on his/her behalf. 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 a Committee member entrusts another member to attend the meeting on his/her behalf, he/she shall review the meeting materials in advance and form a clear opinion.

A Committee member may not authorize anyone other than a Committee member as proxy unless otherwise provided in relevant laws and regulations, the Articles of Association of the Bank, or agreements that are binding on the Bank.

Article 18 The Committee 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 19 Each Committee member shall have one vote. Resolutions of the Committee shall be adopted by more than half of all the Committee members.

Article 20 When the Committee reviews matters related to the candidates for directors and senior management members, a member shall be deemed to have a conflict of interest in any of the following circumstances, and he/she shall apply to the Committee in advance for abstention:

(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 abstention and voting procedures are as follows:

(1) any member who has conflicted interests with the matter proposed to the Committee shall apply for abstention on his/her own accord; otherwise, other members of the Committee shall have the right to request the relevant member to abstain;

(2) a member who has conflicted interests with the proposed matter shall abstain from discussions or voting in relation to such matter by leaving the venue of the meeting temporarily or by other means to this end;

(3) relevant proposals shall be adopted by more than half of the Committee members excluding the member with a conflict of interest;

(4) when a resolution cannot be adopted because relevant members abstain from voting as a result of having conflicted interests with the proposed matter, the Committee shall resolve to submit the proposal to the Board of Directors for deliberation, and deliver the proposal promptly to the Board of Directors for such deliberation. The Committee shall explain its deliberations concerning

such proposal when submitting the proposal to the Board of Directors and shall record the opinions of the members having no conflicted interest in such matter on such proposal.

Article 21 When the Committee assesses or discusses the remuneration of a member director, the member shall abstain, and the proposal shall be approved by voting of more than half of the Committee members excluding such member. If the Committee cannot approve a resolution on a proposed matter due to the abstention of the member with a conflict of interest, it shall make a resolution on submitting the proposal to the Board of Directors for review, and timely submit the proposal to the 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 members except the one with a conflict of interest.

Article 22 Remuneration schemes for Directors of the Bank that have been deliberated by the Committee shall only be implemented after approval by the Board of Directors and deliberation and adoption by the shareholders' meeting. Remuneration schemes for senior management of the Bank shall be submitted to the Board of Directors for approval. The Board of Directors shall have the right to reject any remuneration plan or scheme that jeopardizes the interests of the Bank's shareholders.

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

Article 23 The Committee shall produce minutes of its meetings. The minutes shall be truthful, accurate and complete, and fully reflect views of the attendees. The opinion of independent directors shall be set out in the minutes. The participating members and minutes takers shall sign their names on the finalized minutes.

The minutes shall be kept according to the Bank's regulations on archive management.

Article 24 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 25 The convening procedures, voting methods of the Committee meetings and the resolutions adopted at the meetings shall comply with the provisions of relevant laws and regulations, regulatory requirements, the rules of the securities regulatory authorities of the places where the Bank's shares are listed, and the Articles of Association of the Bank.

Article 26 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 meeting of the Board of Directors.

Article 27 The Committee may formulate annual work plan and conduct investigations and research as needed in performing its duties.

Article 28 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 29 The Committee may, in line with its actual needs, engage external experts or intermediaries to provide professional consulting services. Such engagement shall be subject to the approval formalities and shall be filed with the Board of Directors in accordance with relevant regulations of the Bank.

Chapter 5 Working Support Team

Article 30 The Committee shall establish under it a working support team to provide professional support to the day-to-day operation, compliance and duty performance of the Committee. The working support team of the Committee shall be led by the Office of the Board of Directors, with professional support provided by the Human Resources Department, the Finance and Accounting Department and other relevant departments.

Article 31 The functions of the working support team shall include but not be limited to the following:

(1) to be responsible for the daily operation of the Committee;

(2) to arrange Committee meetings and take meeting minutes;

(3) to be responsible for the preliminary preparation for the matters to be deliberated by the Committee, to examine the materials submitted to the Committee for deliberation, and to ensure that the senior management submits reports and meeting documents to the Committee in an appropriate manner;

(4) to coordinate and arrange for Committee members to attend or observe relevant meetings of the Bank and conduct investigations and research;

(5) to assist the Committee in obtaining relevant information;

(6) to be responsible for coordination between the Committee and other committees of the Bank;

(7) to undertake other responsibilities delegated by the Committee.

Chapter 6 Supplementary Provisions

Article 32 Unless otherwise explained, the terms used in the Rules of Procedures shall have the same meanings as those used in the Articles of Association of the Bank.

Article 33 These Rules of Procedures shall prevail in case of any inconsistency between the regulations of the Rules of Procedures and the rules previously in force.

Article 34 Any matter not covered by the Rules of Procedures shall be handled in accordance with applicable PRC laws and regulations, regulatory rules, requirements of the securities regulatory authorities of the places where the Bank's shares are listed and the Articles of Association of the Bank.

Article 35 If any content of the Rules of Procedures conflicts with any PRC laws or regulations or the duly amended Articles of Association of the Bank, the applicable PRC laws and regulations, regulatory rules, requirements of the securities regulatory authorities of the places where the Bank's shares are listed, and the Articles of Association of the Bank shall prevail.

Article 36 The Board of Directors of the Bank shall have the right to amend and interpret these Rules of Procedures.

Article 37 The Rules of Procedures shall enter into force on the date of review and approval by the Board of Directors, and the *Rules of Procedures of the Nomination and Remuneration Committee under the Board of Directors of China CITIC Bank Corporation Limited (Version 2.0, 2024)* shall be repealed simultaneously.