Rules of Procedures for the Audit 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 eighteen 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 Audit 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* (hereinafter referred to as the Company Law), the *Code of Corporate Governance for Banking and Insurance Institutions*, the *Measures for the Administration of Independent Directors of Listed Companies*, 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, and all members must be non-executive directors, of whom independent directors shall account for more than half.

The qualifications of the members of the Committee shall be in line with 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, and shall have professional knowledge and working experience in a particular area such as finance, audit, accounting or law.

Employee directors may serve as members of the Audit Committee.

Article 4 The Committee shall have a chairperson, who shall be an independent director with accounting expertise and shall preside over the work of the Committee. The chairperson of the Committee shall work at the Bank for no less than 20 working days each year.

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 perform their duties with due diligence, devote adequate time and energy, and develop a sound 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 shall:

(1) attend meetings of the Committee as required, and express their viewpoints and exercise their voting right regarding matters discussed at the meetings;

(2) may propose topics for discussion at a Committee meeting;

(3) 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, for the purpose of performing their duties;

(4) effectively supervise and evaluate the internal and external audit work of the Bank;

(5) promote the Bank to establish an effective internal control system and provide true, accurate and complete financial reports;

(6) 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 8 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.

If the resignation of a Committee member results in the number of Committee members falling below the statutory minimum, or the lack of accounting professionals, the outgoing member shall continue to perform their duties until the newly elected member assume office.

Chapter 3 Responsibilities of the Committee

Article 9 The Committee shall be responsible for reviewing the Bank's financial information and its disclosure, and supervising and evaluating internal and external audit work and internal control, and shall perform the functions of the board of supervisors as provided for in the Company Law and relevant regulatory requirements.

The Committee shall perform the following duties:

(1) to inspect the Bank's financial affairs;

(2) to supervise and evaluate the Bank's internal control; to review the Bank's financial monitoring and internal control systems, discuss the internal control systems with the management to ensure that the management has fulfilled its responsibilities in establishing an effective system, study important investigation results and the management's responses thereto, review the internal control evaluation report, and put forward suggestions to the Board of Directors;

(3) to review the financial information and its disclosure in financial accounting reports and periodic reports;

(4) to propose to the Board of Directors the appointment or dismissal of accounting firms that conduct regular statutory audits of the Bank's financial reports, submit the audit fees to the Board of Directors for deliberation and to the shareholders' meeting for approval, and handle issues related to the resignation of accounting firms;

to supervise and evaluate external audit work; to take appropriate measures to supervise and evaluate the independence and objectivity of accounting firms and the effectiveness of their audit procedures; discuss the nature, scope of audits and relevant reporting responsibilities with accounting firms before the start of audit work; supervise the formulation and implementation of policies by the Bank on non-audit services provided by accounting firms; review the audit explanation letters issued by accounting firms to the management, as well as questions raised by accounting firms to management and the management's responses thereto;

(5) to supervise and evaluate internal audit work; to guide the internal audit department in effective operation, and guide and supervise the establishment and implementation of the Bank's internal audit system; review the audit reports of the Bank's internal audit department and put forward suggestions to the Board of Directors; at the same time, supervise the rectification and implementation of audit results;

(6) to review important systems and reports such as the internal audit charter, medium and long-term audit plans and annual audit plans, and urge the implementation of the Bank's internal audit plans; to supervise, guide, assess and evaluate internal audit work, and put forward suggestions to the Board of Directors;

(7) to propose to the Board of Directors the appointment or dismissal of the Bank's chief financial officer; coordinate communication between the management, internal audit and external audit institutions; review the completeness of the Bank's financial statements and periodic reports, review major opinions on financial reporting contained in such statements and reports, consider any major or unusual matters reflected in such financial information, and appropriately consider any matters raised by the Bank's accounting and financial reporting personnel, internal control responsible personnel or external auditors;

(8) to review the Bank's arrangements for employees to confidentially raise concerns about possible improprieties in financial reporting, internal controls or other aspects. The Committee shall ensure that there are appropriate arrangements for the Bank to conduct fair and independent investigations into such matters and take appropriate actions; and supervise the Bank's relationship with external audit institutions;

(9) to review changes in accounting policies, accounting estimations or corrections of major accounting errors made for reasons other than changes in accounting standards, and put forward suggestions to the Board of Directors;

(10) to supervise the performance of duties by the Board of Directors, senior management and their members; when the actions of directors or senior management members harm the Bank's interests, require such directors or senior management to make corrections; to put forward suggestions on the removal of directors or senior management members who violate laws, administrative regulations, the Articles of Association of the Bank or resolutions of the shareholders' meeting, or initiate legal proceedings in accordance with laws; to request directors and senior management members to submit reports on the performance of their duties, and directors and senior management members shall truthfully provide relevant information and materials to the Committee and shall not hinder the exercise of its functions and powers;

(11) to engage professional institutions such as accounting firms, law firms, other intermediaries or professionals to assist in its work when deemed necessary;

(12) other responsibilities related to the convening, proposal, and holding of the shareholders' meeting and the Board of Directors as stipulated in laws, administrative regulations, departmental rules, the provisions of the securities regulatory authorities of the places where the Bank's shares are listed, and the Articles of Association of the Bank, as well as other matters authorized by the shareholders' meeting and the Board of Directors.

Article 10 The Committee shall examine the financial activities of the Bank, review the financial and accounting policies, and supervise the status of financial control, major financial decisions and the implementation thereof.

The Committee shall review the financial and accounting reports of the Bank, express opinions on their truthfulness, accuracy and completeness, and supervise the rectification of relevant issues. The Committee shall focus on the following aspects:

(1) changes in the Bank's accounting policies and practices, major judgments involved, and material adjustments made as a result of audits;

(2) major accounting and auditing issues in the Bank's financial and accounting reports, with special focus on the possibility of fraud, irregularities and material misstatements related to the financial and accounting reports;

(3) compliance with requirements for financial information disclosure as stipulated by laws, regulations and supervisory rules.

If the Bank's financial statements are issued with an adverse opinion, a disclaimer of opinion, a qualified opinion, or an audit report with an explanatory paragraph by the certified public accountants, the Committee shall express its opinions on the matter.

Article 11 The Committee shall review the internal control of the Bank, supervise the effective implementation of internal control and the self-assessment of internal control, issue a written assessment opinion on the effectiveness of the Bank's internal control based on the assessment report and relevant materials issued by the internal audit department and report to the Board of Directors.

The Committee shall supervise and guide the internal audit department in conducting internal control inspections and internal control assessment, and urge the internal audit department to assess the risk status of the key areas and links of the Bank's internal control. The Committee may organize regular analysis of the assessment opinions and inspection results, and the internal control deficiencies identified in the inspections shall be reflected in the internal control assessment reports.

If the Bank has material internal control deficiencies, or is identified to have problems such as financial fraud, fund occupation or guarantees in violation of relevant regulations, the Committee shall urge the Bank to make follow-up rectification and internal accountability work, urge the Bank to formulate rectification plans and measures, complete rectification within a time limit, and establish, improve and strictly implement the internal accountability system. If the external auditor issues a non-standard audit report on the effectiveness of the Bank's internal control or points out that the Bank has material deficiencies in non-financial-reporting internal control, the Committee shall express its opinions on the matter.

Article 12 The Committee shall put forward proposals to the Board of Directors for the engagement or replacement of the external audit institution, review the audit fees and engagement terms of the external audit institution, and supervise and evaluate the performance of audit work, and shall not be unduly influenced by the major shareholders, de facto controllers, directors or senior management members of the Bank.

The Committee shall urge the external audit institution to act with integrity, diligence and responsibility, strictly comply with business rules and industry self-regulatory standards, strictly implement the internal control system, conduct verification on the Bank's financial and accounting reports, fulfill the obligation of special care, and issue professional opinions with prudence.

The Committee shall review external audit reports on a regular basis, hold bilateral meetings with the external audit institution at least twice a year to make full communication on the audit status. The Committee shall submit to the Board of Directors an annual assessment report on the performance of duties of the external audit institution as well as a report on the performance of its supervision duties.

Article 13 The Committee shall supervise, guide, assess and evaluate the internal audit work and perform the following responsibilities:

(1) to guide and supervise the formulation and implementation of the internal audit system;

(2) to review important regulations and reports such as the internal audit charter, and deliberate on the medium- and long-term audit plans as well as the annual audit plan;

(3) to urge the implementation of the internal audit plan;

(4) to guide the effective operation of the internal audit department;

(5) to report to the Board of Directors on the progress and quality of the internal audit work as well as the material issues or clues identified;

(6) to coordinate the relations between the internal audit department and external audit entities such as external audit institutions and state audit authority.

The Committee shall participate in the assessment of the person-in-charge of the internal audit department.

Article 14 The Committee shall supervise the acts of directors and senior management members in complying with laws and regulations, provisions of the securities regulatory authorities of the places where the Bank's shares are listed, the Articles of Association of the Bank, and performing their corporate duties. The Committee may require directors and senior management members to submit reports on the performance of their duties, to safeguard the legitimate rights and interests of the Bank and its shareholders.

Where the Committee discovers that any director or senior management member violates laws and regulations, relevant provisions of the securities regulatory authority of the places where the Bank's shares are listed, or the Articles of Association of the Bank, it shall report the matter to the Board of Directors or the Shareholders' Meeting, make timely disclosure, and may directly report to the regulatory authorities. In the course of performing its supervisory duties, the Committee may put forward proposals for the removal of the aforesaid person.

Chapter 4 Rules of Procedures

Article 15 The Committee shall meet at least once every quarter. 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 16 An extraordinary meeting of the Committee may be held on the proposal of two or more of its members or when the chairperson of the Committee deems it necessary.

Article 17 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 and venue of the meeting, form and duration of the meeting, agenda and matters to be considered at the meeting, 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 18 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 19 The Committee meeting shall only be held with the quorum of more than two thirds 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. Each member shall be entrusted by a maximum of one member. If a Committee member entrusts another member to attend the meeting on his/her behalf, he/she shall review the meeting materials in advance, form a clear opinion, and take down the opinion in the letter of authorization.

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 20 The Committee may, where necessary, invite persons other than Committee members, such as other directors, senior management members, representatives of external auditors, internal auditors, financial personnel, and legal consultants, to attend its meetings as non-voting delegates.

Article 21 Each Committee member shall have one vote. Resolutions of the Committee shall be adopted by more than half of all the Committee members.

The following matters shall be submitted to the Board of Directors for review with the approval of more than half of all members of the Committee:

(1) disclosure of financial information in financial reports and periodic reports, and internal control assessment reports;

(2) engagement or dismissal of the accounting firm that conducts statutory audits on financial reports of the Bank;

(3) appointment or dismissal of the principal of financial affairs of the Bank;

(4) changes in accounting policies, accounting estimates or corrections of material accounting errors for reasons other than changes in accounting standards;

(5) other matters as prescribed by laws, administrative regulations, rules of the China Securities Regulatory Commission and the Articles of Association of the Bank.

Article 22 If a Committee member is unable to guarantee the truthfulness, accuracy and completeness of the financial information contained in the periodic report, or holds objections thereto, he/she shall cast a vote against or abstain from voting when the Committee deliberates on the periodic report.

Article 23 If a Committee member has an interest in the matters to be reviewed by the Committee, a system of abstention from voting shall be implemented when reviewing such matters. The specific abstention and voting procedures are as follows:

(1) any member who has conflicted interests with the matters 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) the proposal 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.

Article 24 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 25 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 26 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 27 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 28 The Committee may formulate annual work plan and conduct investigations and research as needed in performing its duties.

Article 29 The Committee may regularly communicate with the senior management and relevant departments of the Bank regarding the Bank's business operation and risk profile, attend briefings of the senior management on a regular basis, and put forward relevant comments and recommendations.

The senior management of the Bank 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 risk management and business operation to meet the Committee's requirements for duty performance.

Article 30 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 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 31 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 Finance and Accounting Department, the Compliance Department, the Audit Department and other relevant departments.

Article 32 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 as non-voting delegates 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 33 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 34 The 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 35 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 36 If any of these 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 37 The Board of Directors of the Bank shall have the right to amend and interpret these Rules of Procedures.

Article 38 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 Audit and Related Party Transactions Control Committee under the Board of Directors of China CITIC Bank Corporation Limited (Version 2.0, 2024)* shall be repealed simultaneously.