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 2025
Type of system	☑Corporate Governance System
	☐Basic Management System
	☐Operation and Management System of the Company
	☐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
	Considered and amended at the fourteenth meeting of the eighth session of the Board of Directors of the Company in December 2023
	Considered and amended at the forty-second meeting of the eighth session of the Board of Directors of the Company in December 2025

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 national laws, rules and regulations, the listing rules of the place where the Company's shares are listed (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 developing the criteria and procedures for selection of directors and senior management members; selecting and reviewing the candidates for directors and senior management members and their qualifications by giving full consideration to factors such as the composition and professional structure of the Board of Directors; and ensuring that the members of the Board of Directors possess the qualifications, experience and diverse views and perspectives necessary for the operation and development of the Company.

Article 3 For the purpose of these rules, a "director" or "senior management" shall adopt the definition of director and senior management in the Articles of Association of the Company.

Article 4 The Nomination Committee shall convene meeting 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, with at least one Director of a different gender.

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 qualification 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) develop criteria and procedures for selection of directors and senior management members, select and review the candidates for directors and senior management members and their qualifications, and make recommendations to the Board of Directors on the following matters:

1. Nomination or appointment and removal of directors;

2. Appointment or dismissal of senior management members;

3. Other matters stipulated by laws, administrative regulations, the China Securities Regulatory Commission and the Articles of Association.

(II) review the structure, size and composition (including its members' skills, knowledge, experience and diversity) of the Board of Directors at least annually, assist the Board of Directors in preparing the board skills matrix, and make recommendations on any proposed changes to the Board of Directors to complement the corporate strategy;

(III) assess the qualifications of directors and, upon discovering any failure to meet the required qualifications, make recommendations to the Board of Directors for removal in a timely manner;

(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) provide support to the Company in regularly assessing the performance of the Board of Directors;

(VII) report to the Board of Directors on the decisions or recommendations made by the Nomination Committee, unless there are legal or regulatory restrictions on their ability to do so;

(VIII) other duties assigned by laws and regulations, relevant provisions of the securities regulatory authorities of the place of listing and stock exchanges and the Board of Directors.

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 shall seek independent professional advice, at the Company's expense, in performing its duties.

Article 12 Upon finalizing the list of candidates, the Nomination Committee shall submit it to the Board of Directors and the shareholders' meeting for voting in a timely manner. When conducting qualification reviews of incumbent directors serving as members of the Nomination Committee, such directors shall recuse themselves.

The Company shall simultaneously disclose the review opinions of the Nomination Committee of the Board of Directors when disclosing the candidates for directors.

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 primarily:

(I) convene and chair meetings of the Nomination Committee;

(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 The Nomination Committee may convene an extraordinary meeting when there is an impending change of directors or senior management, or upon request by shareholders, the Chairman, or other parties with the right to recommend or nominate directors or senior management. 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 not objected 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 and in writing. Any resolution of the meeting must be adopted by a majority 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 to preside over a meeting for any reason, another independent non-executive director of the committee shall preside. 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; if the chairman is absent, an independent non-executive director elected by a majority of the members shall convene and preside over the meeting.

Article 20 According to the agenda of the meeting of the Nomination Committee and if necessary, the committee may invite any other person related to any agenda item to attend the meeting to present relevant information or opinions, in which case such person shall not be absent from the meeting without a cause and 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, have 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. Written copies of the resolution and minutes of the meeting shall be provided to all members for record, and shall be kept as company files for at least ten 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 national laws, regulations and rules, 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 approval 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.