Terms of Reference of the Nomination and Remuneration Committee of the Board of Directors (the "Board") of Bank of Chongqing Co., Ltd.

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to standardize the operations of the nomination and remuneration committee of the Board (hereinafter referred to as the "Nomination and Remuneration Committee" or "Committee") of Bank of Chongqing Co., Ltd. (hereinafter referred to as the "Bank"), further optimize the selection procedures of directors and senior management, strengthen remuneration and appraisal management system of the Bank and improve the Bank's corporate governance structure, the Terms of Reference are hereby formulated in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Commercial Banking Law of the People's Republic of China, the Guidelines for Corporate Governance of Banking and Insurance Institutions, the Code of Corporate Governance for Listed Companies, the Measures on the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Supervisory Guidelines on Sound Compensation in Commercial Banks (《商業銀行穩健薪酬監管指引》) and other laws, regulations, and regulatory provisions, and the Articles of Association of Bank of Chongqing Co., Ltd. (hereinafter referred to as the "Articles of Association of the Bank"), and in light of the Bank's actual circumstances.

Article 2 The Nomination and Remuneration Committee is a special committee established under the Board, which performs its duties in accordance with laws and regulations, supervisory requirements, the Articles of Association of the Bank, the Terms of Reference, and the authorization granted by the Board, and is accountable to and reports its work to the Board.

CHAPTER 2 COMPOSITION OF THE COMMITTEE

Article 3 The Nomination and Remuneration Committee shall consist of 3-5 directors, among whom more than half shall be independent directors, and shall include at least one director of a different gender.

At least one-third of the members of the Nomination and Remuneration Committee shall be financial professionals. Members shall be familiar with the risks, costs, and changes of each product line to effectively and responsibly consider relevant remuneration systems and policies.

Article 4 The chairman (the "Chairman of the Committee") and members of the Nomination and Remuneration Committee shall be nominated by the chairman of the Board and elected by the Board. The replacement and removal of the members of the Nomination and Remuneration Committee shall be decided by the Board. Directors nominated by the controlling shareholders or substantial shareholders of the Bank shall not act as members of the Nomination and Remuneration Committee.

Article 5 The Nomination and Remuneration Committee shall have one Chairman of the Committee who shall be an independent director and shall be responsible for presiding over the Committee's work.

Article 6 The term of office of the Nomination and Remuneration Committee shall be identical to that of the directors, with each term lasting three years. Upon expiration of their term, members may be re-elected for another term; however, independent directors may not serve for more than six consecutive years. During the term, if any member ceases to serve as a director of the Bank due to resignation or any other reason, such member shall automatically cease to serve on the Nomination and Remuneration Committee as of the date on which he/she ceases to serve as a director, and the Board shall promptly fill the vacancy in accordance with the Terms of Reference.

CHAPTER 3 DUTIES OF THE COMMITTEE

Article 7 The Nomination and Remuneration Committee shall primarily perform the following duties and make recommendations to the Board:

(1) to formulate criteria and procedures for selection of directors and senior management, and make recommendations to the Board;

(2) to identify qualified candidates for directors and senior management;

(3) to review the candidates for directors and senior management and their qualifications, and make recommendations to the Board;

(4) to consider matters such as the nomination or appointment/removal of directors, the appointment or dismissal of senior management, and make recommendations to the Board;

(5) to make recommendations to the Board on the selection of members for each special committee of the Board;

(6) to review the qualifications of nominated independent director candidates and form clear review opinions;

(7) to formulate the assessment criteria for directors and senior management, establish fair and transparent standards and procedures for evaluating the performance and duties of directors, and conduct assessments and make recommendations thereon;

(8) to review the Bank's remuneration management systems and policies, and make recommendations to the Board and oversee their implementation;

(9) to formulate and review the remuneration policies and schemes for directors and senior management, and make recommendations to the Board on the following matters:

1. remuneration of directors and senior management;

2. formulation or amendment of equity incentive plans and employee shareholding plans, granting of equity interests to incentive recipients and fulfillment of conditions for exercising such interests;

3. shareholding plans arranged by directors and senior management in proposed spin-off subsidiaries;

4. other matters prescribed by laws, administrative regulations, regulatory provisions and the Articles of Association of the Bank.

(10) to review the duty performance of directors, the performance evaluation results and their remuneration packages, and report to the Board and the shareholders' general meeting;

(11) to perform other duties prescribed in the laws, regulations, regulatory provisions and the Articles of Association of the Bank.

Article 8 The Nomination and Remuneration Committee shall also perform other duties as stipulated by the regulatory provisions:

(1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board and management annually with reference to the Bank's business management, asset scale and share capital structure, assist the Board in preparing a board skills matrix, and make recommendations regarding any proposed changes in the Board in line with the Bank's strategy;

(2) to verify the independence of independent directors;

(3) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the president;

(4) to support the Bank in conducting regular evaluations of the performance of the Board;

(5) to formulate and review the overall remuneration policies and structures for directors and senior management, and make recommendations to the Board for setting up formal and transparent procedures for remuneration policies;

(6) to review the remuneration schemes for directors and senior management in accordance with the corporate policies and goals set by the Board, and make recommendations to the Board;

(7) to determine, as authorized by the Board, the remuneration packages of individual executive directors and senior management; or to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, including benefits in kind, pension rights and compensation payments (including compensation payable for loss or termination of office or appointment);

(8) to make recommendations to the Board on the remuneration of non-executive directors;

(9) to take into account the remuneration paid by comparable companies, the time commitment and responsibilities of directors and senior management when organising the formulation of remuneration schemes for directors and senior management, and to propose the terms of employment for other positions within the Bank that should be determined by the Board;

(10) to review compensation payable to executive directors and senior management for any loss or termination of office or appointment, so as to ensure that such compensation is consistent with the contractual terms or, where it is not consistent with such terms, is otherwise reasonable and appropriate;

(11) to review compensation arrangements relating to dismissal or removal of directors for misconduct, so as to ensure that such arrangements are consistent with the contractual terms or, where they are not consistent with such terms, are otherwise reasonable and appropriate;

(12) to review and/or approve matters relating to share schemes as stated in Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

(13) to exercise other duties prescribed in the laws, regulations, regulatory provisions and the Articles of Association of the Bank and as delegated by the Board.

Article 9 The Nomination and Remuneration Committee may submit proposals to the Board for its review and decision. The Nomination and Remuneration Committee shall provide materials and information to the Board through proper ways, such as review of proposals, investigation and research report, status report, recommendation on management-related issues and work summary, as needed in its performance of duties for the research and decision-making of the Board.

The Nomination and Remuneration Committee may engage intermediaries to provide professional advice for its decision-making, the cost of which shall be borne by the Bank.

Article 10 The Nomination and Remuneration Committee shall consult the chairman of the Board or the president of the Bank regarding the remuneration proposals for other executive directors. If necessary, the Nomination and Remuneration Committee may seek independent professional opinions.

Article 11 The Bank shall provide the Nomination and Remuneration Committee with necessary working conditions and sufficient resource support, and appoint dedicated personnel or an institution to undertake the daily tasks such as Committee communication, meeting organization, document preparation, and archive management. Relevant departments of the Bank shall actively cooperate with the work of the Nomination and Remuneration Committee.

CHAPTER 4 RULES OF PROCEDURE

Article 12 The Nomination and Remuneration Committee shall convene at least two meetings each year. Meeting notices and materials shall be delivered to all members at least three days in advance. Where an extraordinary meeting needs to be convened promptly due to urgency, the notice period may be flexibly adjusted.

Article 13 The proposing department shall strictly follow the motion review and approval procedures, complete the pre-procedures within the specified time limit, and be responsible for the accuracy of the motion materials.

Article 14 Members of the Nomination and Remuneration Committee shall read the relevant meeting materials carefully in advance and, when necessary, request the departments that submitted proposals to provide supplementary materials or conduct specialized investigation and research.

Article 15 Meetings of the Nomination and Remuneration Committee shall adopt two forms of voting: on-site meetings and circulation of written resolutions. "On-site meetings" refers to meetings attended in person or convened by way of video or telephone, etc., which ensure that attendees can communicate and discuss matters instantly. "Circulation of written resolutions" refers to a meeting method in which a resolution is made on a proposal by serving it for consideration or by circulating it for consideration, respectively.

For major issues that require thorough and concentrated discussion, the Committee usually shall conduct consideration and voting at an on-site meeting.

Article 16 Each meeting of the Nomination and Remuneration Committee shall only be held with the presence of more than two thirds of its non-related members.

Meetings shall be presided over by the Chairman of the Committee. If the Chairman of the Committee is unable to attend the meeting, he/she may delegate another independent director member to convene and chair such meeting on his/her behalf. If the Chairman of the Committee is unable to perform his duties or is absent, more than half of all the Committee members shall jointly elect one independent director member to convene and chair the meeting.

Article 17 Committee members shall attend on-site meetings of the Nomination and Remuneration Committee in person and express clear opinions on matters under consideration. In the event that a member is unable to attend the meeting in person for any reason, the member shall review the meeting materials in advance, form a clear opinion, and record this opinion in the power of attorney and then appoint another member to attend on his/her behalf in writing.

Each member of the Nomination and Remuneration Committee may accept the proxy of no more than one other member. The power of attorney shall clearly specify the scope and duration of the authorization. If a member who is an independent director is unable to attend the meeting for any reason, he/she shall authorize another member of the Committee who is an independent director to attend such meeting on his/her behalf.

Article 18 The resolution of meeting of the Nomination and Remuneration Committee shall be voted openly in writing. Each member has one vote at the meeting, and any resolution at the meeting shall be approved by more than half of all the Committee members.

When the Board or the Nomination and Remuneration Committee assesses or discusses the remuneration of a particular director, such director shall voluntarily withdraw and must not participate in the relevant voting.

Article 19 In the event that no valid opinion can be formed due to insufficient Committee members as a result of abstention or addition of members, the relevant matters shall be considered directly by the Board.

Article 20 The Bank's other directors and senior management may be invited to attend a meeting of the Nomination and Remuneration Committee as needed.

Article 21 The resolutions of the meeting shall be prepared within 3 business days upon the end of the meetings of the Nomination and Remuneration Committee, and members attending the meeting shall sign the minutes and the resolutions of the meetings.

The Nomination and Remuneration Committee is required to report its decisions or recommendations to the Board, unless there are legal or regulatory restrictions preventing such reporting. The Board must record the opinions and specific reasons for not adopting or not fully adopting the recommendations of the Nomination and Remuneration Committee in the Board's resolutions, and disclose them.

Article 22 The archives of the Nomination and Remuneration Committee, including but not limited to the notice of meeting, meeting materials, minutes of the meeting, resolutions of the meeting and written resolutions, shall be properly preserved as important archives of the Bank for at least ten years.

Article 23 All attendees at the meetings have the obligation to keep the matters discussed at the meetings confidential, and shall not disclose any relevant information without authorization.

CHAPTER 5 SUPPLEMENTARY ARTICLES

Article 24 The Terms of Reference constitutes management regulatory systems which shall be formulated, interpreted and amended by the Board. The specific work of their formulation, interpretation and amendment shall be carried out by the designated office of the Board.

Article 25 Any matter not covered by the Terms of Reference shall be governed by relevant national laws, regulations, regulatory provisions and provisions of the Articles of Association of the Bank. Where there is any conflict between the Terms of Reference and any national law and regulation promulgated, regulatory provisions and the Articles of Association of the Bank as revised through legitimate procedures, the relevant national laws, regulations, regulatory provisions and the provisions of the Articles of Association of the Bank shall prevail.

Article 26 The Terms of Reference came into effect upon approval by the Board after consideration and its issuance. The original Terms of Reference of the Nomination Committee of the Board of Directors of Bank of Chongqing Co., Ltd. (Chongqing Yin Dong Fa [2023] No. 13) and Terms of Reference of the Remuneration and Appraisal Committee of the Board of Directors of Bank of Chongqing Co., Ltd. (Chongqing Yin Dong Fa [2023] No. 14) lapsed on the same day.