Terms of Reference of the Nomination Committee under the Board of Directors of China Everbright Bank Company Limited (Revised in 2026)

Chapter 1 General Provisions

Rule 1 In order to regulate the selection and appointment of directors and senior management of China Everbright Bank Company Limited (hereinafter referred to as the "Bank"), and pursuant to the Company Law of the People's Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as the "Articles of Association of the Bank") and other relevant regulations, the Bank has set up the Nomination Committee of the Board and formulated these Terms.

Rule 2 The Nomination Committee is a specific working body set up by the Board in accordance with the Articles of Association of the Bank. Its main responsibilities are to determine procedures and standards for selection and appointment of directors and senior management of the Bank, conduct preliminary examination and verification on the qualifications and conditions of candidates, and make recommendations to the Board in respect of the nomination, appointment or removal of directors and the appointment or dismissal of senior management personnel.

Rule 3 The Nomination Committee shall be responsible to the Board and provide professional opinions to the Board or make decisions in respect of professional issues in accordance with the authorization of the Board. The Nomination Committee shall avoid being influenced by shareholders and exercise the right to nominate directors independently and prudently.

Chapter 2 Composition

Rule 4 The Nomination Committee shall comprise no less than three directors, the majority of whom shall be independent directors. Members of the Committee shall have professional knowledge and work experience corresponding to the duties and responsibilities of the Nomination Committee, and there shall be at least one director of a different gender.

Rule 5 The chairman and members of the Nomination Committee shall be nominated by the Chairman of the Board or by more than half of independent directors or more than one third of directors and shall be reported to the Board for approval.

Rule 6 The Nomination Committee shall have a chairman who shall be an independent director, and the chairman of the Committee shall be responsible for leading the work of the committee. Where the chairman cannot perform his/her duties, he/she shall appoint an independent director member to perform duties on his/her behalf. If no such member is appointed by the chairman, an independent director member shall be elected by a number of members exceeding half of the members of the committee to act as chairman.

Major duties and responsibilities of the chairman are:

(1) To preside over the Committee meetings and ensure effective operation and performance of duties and responsibilities of the Committee;

(2) To determine the agenda of the Committee meetings;

(3) To ensure that proposals considered by the Committee reach a clear and definitive conclusion, including whether the proposal is passed, vetoed or to be further discussed after supplemental materials are provided;

(4) To report its work to the Board on behalf of the Committee;

(5) Other duties and responsibilities as specified by the laws, regulations, rules, regulatory documents, rules governing the listing of securities on the listing place of the shares of the Bank, the Articles of Association of the Bank and these Terms.

Rule 7 The term of office of the Nomination Committee shall be the same as that of the Board. A member may serve consecutive terms if re-elected upon expiry of his/her term. If any member no longer holds the position as director of the Bank, he/she shall automatically lose his/her position as committee member, and the vacancy shall be filled by the Board in accordance with the provisions of Rules 4 to 6 above.

Rule 8 Major duties and responsibilities of the members are:

(1) To attend the Committee meetings, express their opinions on matters deliberated at the meetings, and exercise their voting rights;

(2) To propose topics for discussion at the Committee meetings;

(3) To attend relevant meetings of the Bank as observers, to conduct surveys and researches and to collect relevant information such as reports, documents and materials for the purpose of discharging their duties and responsibilities;

(4) To fully understand the duties and responsibilities of the Committee and of himself/herself as a member of the Committee, to familiarize themselves with information relevant to their duties and responsibilities on the operation and management, business activities and development of the Bank to ensure their capacity for discharging duties and responsibilities;

(5) To fully ensure that they have sufficient working hours and energy to fulfil their duties and responsibilities;

(6) Other duties and responsibilities as specified by the laws, regulations, rules, regulatory documents, rules governing the listing of securities on the listing place of the shares of the Bank, the Articles of Association of the Bank and these Terms.

Rule 9 The Nomination Committee shall have a secretary to assist with the work of the committee. The human resource department of the Bank and its major responsible person shall undertake the relevant work of the secretary of the committee.

The secretary of the Nomination Committee shall be responsible for collecting and providing relevant information in relation to matters within the terms of reference of the Nomination Committee, assisting the office of the Board to prepare for the meetings of the Nomination Committee, and shall also be responsible for the preparation of relevant meeting documents, to ensure that all members present at the Committee meetings are fully informed of the matters to be discussed by the Committee and have access to complete and reliable information.

Chapter 3 Duties and Authorities

Rule 10 The main duties and authorities of the Nomination Committee include:

(1) To select qualified candidates of directors and senior management;

(2) To formulate procedures and standards for selection and appointment of directors and senior management personnel, and to conduct a preliminary review on the qualifications and conditions of relevant candidates, and make suggestions to the Board in respect of the nomination, appointment or removal of directors and the appointment or dismissal of senior management personnel;

(3) To periodically review the structure, size and composition (including skills, knowledge and experience) of the Board, assist the Board in preparing the skills matrix of the Board, and make suggestions on any proposed

adjustments to the Board to be in line with the strategies of the Bank, while supporting the Bank in regularly evaluating the performance of the Board;

(4) Other matters as required by laws, regulations, rules, regulatory documents, the securities regulatory rules of the place where the shares of the Bank are listed, the Articles of Association of the Bank as well as those authorized by the Board.

Rule 11 The Committee may submit proposals to the Board for review and approval. The Committee shall provide information concerning its discussion on relevant proposals in the form of reports or recommendations to the Board for study and decision-making.

Chapter 4 Working Procedures

Rule 12 The procedures for the Nomination Committee to conduct a preliminary review on the qualifications of candidates to be appointed as directors or senior management personnel include:

(1) To consider candidates proposed by the authorized persons set out in the Articles of Association of the Bank;

(2) To seek comments from the candidates;

(3) To convene Committee meetings, and to review the qualifications and conditions of the candidates in accordance with the conditions of engagement of the directors and senior management as set out in laws, regulations, rules, regulatory documents and in the Articles of Association of the Bank, and form clear review opinions;

(4) To make recommendations to the Board in respect of candidates to be appointed as directors or senior management personnel;

(5) To conduct other subsequent work in accordance with the decisions of the Board.

Chapter 5 Rules of Procedures for Meetings

Rule 13 The chairman of the Committee or more than half of the members of the Committee may propose to convene a meeting of the Nomination Committee. A notice of meeting shall be given to all members at least five days prior to the meeting, but such notice period can be waived by unanimous consent of all members.

Rule 14 The meeting notice shall include:

(1) Venue and time of the meeting;

(2) Manner of convening the meeting;

(3) Agenda, discussion items and relevant detailed materials of the meeting;

(4) The requirements that the members shall personally attend the meeting or appoint other members to attend the meeting on their behalf;

(5) The contact person and the contact information;

(6) Date of notice.

Rule 15 The meeting notice may be served by hand or sent through fax, registered mails or electronic mails, etc.

Rule 16 The members of the Committee shall attend the meetings of the Committee in person and clearly express their views on the matters considered at the meeting. Where a member is truly unable to attend the meeting of the Committee in person, he/she shall review the meeting materials in advance, form clear opinions, and appoint another member in writing to attend the meeting on his/her behalf. Each member may accept the proxy of one member at most. Where an independent director member is unable to attend a meeting for any reason, he/she shall appoint another independent director member of the Nomination Committee to attend the meeting on his/her behalf.

The power of attorney shall state the name of such proxy, the relevant matters, scope of authorization and validity period, and shall be signed by the appointer or a chop shall be affixed. The member attending a meeting on behalf of other member shall produce such power of attorney and exercise the rights within the scope of authorization.

Rule 17 If a member of the Nomination Committee fails to attend meetings consecutively for two times where such member also fails to appoint other members to attend on his/her behalf, such member shall be deemed unable to perform his/her duties. The Committee shall propose to the Board to remove such member.

Rule 18 The meetings of the Nomination Committee may be convened by way of on-the-spot meetings, circulations of written resolutions, etc.

On-the-spot meeting means a meeting convened on-site, via video, telephone or other means that enable the participants to communicate and discuss in a timely manner; circulation of written resolutions means the members with voting rights decide on resolutions with separately served considerations or circulated served considerations.

Rule 19 The meetings shall be convened and chaired by the chairman of the Committee. Where the chairman is unable to attend the meeting, he/she may appoint an independent director member to chair the meeting.

Rule 20 The Nomination Committee shall vote by a show of hands or by a poll, and each member is entitled to one vote. Where a member is interested in the matter being decided at the meeting, he/she shall abstain from voting on such matter.

Approval of any resolution at a Committee meeting shall require the votes from a number of members exceeding half of the members with voting rights.

Rule 21 When the Committee is considering matters in relation to nominees, a member is deemed to be interested in the matter under any of the following circumstances:

(1) The member who is proposed for nomination;

(2) The member whose close family member is proposed for nomination;

(3) Other circumstances that may affect members in making objective and fair judgments.

The close family members referred to herein shall include spouse, parents, adult children and their spouses, siblings and their spouses, parents of spouse, siblings of spouse, parents of the spouses of children.

Rule 22 Directors and other senior management of the Bank who are not members of the Nomination Committee may be invited to attend such meetings if necessary.

Rule 23 Minutes of Committee meetings shall be kept by the office of the Board to record in detail the matters considered and decisions made by the Committee over the meeting. Attending members shall have rights to request the minutes to add explanatory notes to their speeches, including any concerns raised or dissenting views expressed by members. Draft versions of minutes of Committee meetings shall be sent by the office of the Board to all members of the Committee for their comment within a reasonable time after the meeting. Draft versions of minutes are for members to review and final versions of minutes will be sent to all directors. Minutes shall be signed by members of the Committee attending the meeting. Minutes of the meeting shall be kept in the office of the Board as an archive of the Bank. Such minutes shall be available for inspection at any reasonable time upon reasonable notice by any director.

Rule 24 Resolutions and voting results passed at the meeting of the Nomination Committee shall be reported in writing to the Board.

Rule 25 Members of the Nomination Committee and other persons present at a meeting shall be obliged to keep all matters discussed at such meeting confidential, and shall not disclose any relevant information without authorization.

Rule 26 The office of the Board shall be responsible for submitting proposals, organizing meetings, overseeing the implementation and feedback of the resolutions, liaising and coordinating with the Committee and the secretary, and the relevant departments of the Bank shall cooperate accordingly.

Chapter 6 Coordination and Communication

Rule 27 The written reports presented by the Committee to the Board shall be signed by the chairman or a member authorized by the chairman.

Rule 28 If any senior management member of the Bank has significant or special issues regarding duties and responsibilities of the Committee, he/she shall submit written reports to the Committee, and may suggest the chairman of the Committee to convene a meeting for discussion.

Rule 29 The written reports presented by the senior management members of the Bank to the Committee shall be signed by the President or senior management members responsible for the relevant issues.

Chapter 7 Supplementary Provisions

Rule 30 In these Terms, the scope “more than” a number shall include the number itself while the scope “exceed” a number shall exclude the number itself.

Rule 31 These Terms shall be effective and put in use from the date on which they are passed by the Board of the Bank.

Rule 32 Any matters not covered by these Terms or in any event that these Terms contravene any laws, regulations, rules, regulatory documents, rules governing the listing of securities on the listing place of the shares of the Bank or the Articles of Association of the Bank, the laws, regulations, rules, regulatory documents, rules governing the listing of securities on the listing place of the shares of the Bank and the Articles of Association of the Bank shall prevail.

Rule 33 The power of interpretation of these Terms shall be vested in the Board of the Bank.