

Rules of Procedures of the Audit and Related Party Transactions Control Committee

under the Board of Directors of China CITIC Bank Corporation Limited

**(As partially amended at the 18th Meeting of the 4th Board of Directors
and adopted on 27 October 2016)**

Chapter 1 General Provisions

Article 1 To elevate the risk management of China CITIC Bank Corporation Limited (the “Bank”) and improve the corporate governance structure of the Bank, the Board of Directors of the Bank hereby establishes under it the Audit and Related Party Transactions Control Committee (the “Committee”) and formulates these Rules of Procedures in accordance with the Company Law of the People’s Republic of China, the Guidelines on Corporate Governance of Commercial Banks , the Articles of Association of China CITIC Bank Corporation Limited (the “Bank’s Articles of Association”), the Rules of Procedures of the Board of Directors of China CITIC Bank Corporation Limited, relevant provisions of the securities regulators of the places where the Bank’s shares are listed, and other relevant rules and regulations.

Article 2 The Committee is a specialized body established under the Board of Directors in accordance with the Bank’s Articles of Association, and shall, within its responsibilities, assist the Board of Directors in relevant work. The Committee shall be accountable to the Board of Directors.

Article 3 The terms “related parties” (or “connected parties”) and “related party transactions” (or “connected transactions”) mentioned herein shall be defined in accordance with the Administrative Measures for the Related Party Transactions between the Commercial Banks and Their Insiders or Shareholders and the listing rules of the stock exchanges where the Bank’s shares are listed.

Chapter 2 Responsibilities of the Committee

Article 4 The main responsibilities of the Committee shall include the following:

- (1) to inspect the risk profile and compliance status, accounting policies and practices, financial reporting procedures, and financial position of the Bank;
- (2) to review the financial monitoring, internal control and risk management systems of the Bank; to review significant deficiencies or defects existing in the design or implementation of internal control and financial reporting to ensure their robustness and effectiveness, and to make relevant recommendations to the Board of Directors;
- (3) to take charge of work relating to the Bank’s annual audit;
- (4) to prepare work reports prior to regular meetings of the Board of Directors and submit them to the Board of Directors. Such reports shall include quarterly, interim and annual reports, and other types of work reports may also be submitted to the Board of Directors where and when necessary;
- (5) to advise the Board of Directors on employment, renewal or replacement of an external auditor, and submit proposals on relevant audit fees to the Board of Directors for deliberation and to the general meeting for approval;

to take appropriate measures to supervise and assess whether the external auditor is independent and objective and whether its audit procedures are effective, and to discuss with the external auditor on the nature and scope of audit and the relevant reporting responsibilities prior to the commencement of the external audit, to prepare reports on its judgment regarding the truthfulness, accuracy, completeness and timeliness of information in the audited financial reports to ensure that the external auditor is held ultimately accountable to the Board of Directors and the committee, and submit such reports to the Board of Directors for deliberation; and to supervise the Bank in its development and implementation of policies regarding the engagement of an external auditor to provide non-audit services;

(6) to supervise the internal audit system of the Bank and its implementation; to review audit reports prepared by the Bank's internal audit function and make recommendations to the Board of Directors; and to supervise corrections and implementations based on audit findings;

(7) to review important regulations and reports such as the internal audit charter, medium and long-term audit plans and annual audit plans; to guide, enhance and assess internal audit work, and to make recommendations to the Board of Directors;

(8) to coordinate with the management, and to be responsible for communication between the internal audit function and the external auditor; to review and verify the financial information of the Bank and disclosure of such information, and produce opinions thereon; and to consider any significant or extraordinary matters reflected in such financial information and take into appropriate account any matters put forward by the Bank's accountants and financial reporting staff, internal control managers or the external auditor;

(9) to review the following arrangements made by the Bank: employees of the bank may secretly raise concerns about potential irregularities taking place in financial reporting, internal control or other areas. The committee shall ensure that appropriate arrangements are in place for the Bank to carry out fair and independent investigations and take appropriate actions; and shall monitor the relationship between the Bank and the external auditor;

(10) to study the connected transactions system and make recommendations to the Board of Directors; and to supervise implementation of the connected transactions system;

(11) to identify the connected parties of the Bank, report them to the Board of Directors and the Board of Supervisors, and to timely notify the relevant personnel of the Bank of the identified connected parties;

(12) to conduct preliminary review of the connected transactions that are subject to the approval of the Board of Directors, submit such transactions to the Board of Directors for approval, and report the matter to the Board of Supervisors;

(13) to the extent prescribed by laws, administrative regulations and rules and authorized by the Board of Directors, to review and approve the connected transactions or accept the filing of the connected transactions; and

(14) other matters as prescribed by relevant laws, administrative regulations and rules and securities regulators of the places where the Bank's shares are listed and as authorized by the Board of Directors.

Article 5 The Committee may, when and where necessary, invite representative(s) of the external auditor as well as Supervisor(s), internal auditor(s), financial and accounting personnel and legal counsel of the Bank to attend its meetings as non-voting delegates and provide required information. The Committee shall meet with the external auditor of the Bank no less than two times each year, and shall separately communicate with the external auditor at least once each year without the presence of

any of the Bank's senior management members.

Article 6 The Committee shall investigate, on its own accord or as assigned by the Board of Directors, major internal controls, financial information, internal audit matters and the implementation of the regulations on connected transactions. Means of such investigation or review shall include but are not limited to the following: attending relevant meetings of the Bank as observers or as non-voting delegates, conducting investigations and researches within the Bank's systems, requiring senior management members or relevant responsible personnel to make oral or written explanations to the Committee within the prescribed time lines.

The Committee shall study findings of the investigations and responses of the senior management members or relevant responsible personnel, and shall report the investigation results and make improvement recommendations to the Board of Directors.

Chapter 3 Composition of the Committee

Article 7 The Committee shall consist of at least three Directors, all of whom shall be non-executive Directors and shall exclude personnel nominated or recommended by the controlling shareholder (except for independent Directors) or personnel that hold positions at the controlling shareholder. Independent Directors shall account for more than half of the members on the Committee. The chairperson of such committee shall be an independent Director with experiences in accounting or financial management. Members of the Committee shall possess qualifications prescribed by relevant laws, regulations and requirements of the securities regulators of the places where the Bank's shares are listed, and at least one of the independent Directors shall have financial or accounting expertise.

Article 8 The Nomination and Remuneration Committee under the Board of Directors of the Bank shall nominate the Committee members and propose their removal. Such nomination and removal proposal shall be submitted to the Board of Directors for deliberation.

Article 9 The Committee shall have a chairperson who shall be an independent Director. The chairperson of the Board of Directors shall nominate the Committee chairperson and propose his/her removal. Such nomination and removal proposal shall be submitted to the Board of Directors for deliberation.

Article 10 Members of the Committee shall attend meetings of the Committee as scheduled 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 commitment and shall develop a good understanding of the Bank's operation and management, business activities and development profile in relation to their due diligence to ensure competence for duty performance.

Members of the Committee may propose topics for discussion at a Committee meeting. To perform their duties, such members may attend relevant meetings of the Bank as observers or as non-voting delegates, conduct investigations and researches, and access reports, documents and information required for their work.

Article 11 The chairperson of the Committee shall lead the Committee's work, including presiding over Committee meetings, proposing the convening of extraordinary meetings, finalizing the agenda of each Committee meeting, and signing off meeting resolutions, etc.

The chairperson shall make sure 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, and shall 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.

Article 12 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.

Article 13 The Committee shall establish under it a supporting group to render professional support to the day-to-day operation, compliance and duty performance of the Committee.

Article 14 The supporting group shall perform the following functions: to prepare annual work plans of the Committee, submit them to the Committee for deliberation and adoption, and file them with the Board of Directors; to assist the Committee in the implementation of its annual work plans and matters assigned by the Committee; to prepare the annual report on duty performance of the Committee, submit it to the Committee for deliberation and file it with the Board of Directors; and to take care of other matters assigned by the Committee. The supporting group shall report its work to the Committee and file it with the Board of Directors.

Article 15 Member units of the supporting group shall include the Board Office, the Finance and Accounting Department, the Risk Management Department, the Credit Management Department, the Compliance Department and the Audit Department at the Head Office of the Bank. Changes of member units shall be reported, via the Board Office, to the chairperson of the Committee and chairperson of the Board of Directors for approval and filed with the Board of Directors.

Each member unit of the supporting group shall assign a departmental head, a division chief and a backbone professional to be members of the group. In case of any change in such group membership, the relevant member units shall notify the Board Office of the change in a timely manner and file the change with the Committee.

Other departments at the Head Office of the Bank shall render support to the operation of the Committee in accordance with actual work needs of the Committee and in coordination with the supporting group.

Article 16 The supporting group shall be led by the Board Office and the Finance and Accounting Department. The Board Office shall be responsible for communication and coordination between the supporting group and the Committee and other specialized committees of the Board and for organizing meetings of the Committee plus follow-up implementation of matters assigned by the Committee.

Together with the Board Office and other relevant departments, the Finance and Accounting Department shall be responsible for rendering professional support to the operation of the Committee in accordance with regulatory provisions and the Committee's requirements for performance of its duties.

Article 17 The supporting group shall, as required by its work, determine specific matters such as its work flows and report them to the Committee for deliberation and approval.

Chapter 4 Rules of Procedures

Article 18 The Committee shall formulate annual work plans to plan for its meetings, investigations and researches, and routine information reporting by the management.

Article 19 The Committee shall convene no fewer than four meetings per annum, which may take the forms of onsite meeting (including video conference), conference call and written circulation.

Article 20 The Committee's procedures for convening of meetings, methods of voting and adoption of proposals at its meetings shall comply with requirements of relevant laws and regulations, requirements of the securities regulators of the places where the Bank's shares are listed and provisions of the Bank's Articles of Association.

Article 21 The Board of Directors, the chairperson of the Board of Directors, the chairperson of the Committee or more than half of all the Committee members shall have the right to propose the convening of a Committee meeting. The Committee meeting shall only be held with the attendance of no less than two-thirds of all the Committee members.

Article 22 The notice of a Committee meeting shall be delivered seven days prior to the meeting. Such requirement on the notice timeline, however, may be exempted upon unanimous consent of all the Committee members. The chairperson of the Committee shall preside over the meeting, and may, when unable to perform such duty, entrust an independent Director member of the Committee to preside on his/her behalf.

Particulars of the meeting notice shall include the following: time, venue and form of the meeting; agenda and matters to be considered at the meeting and other relevant details; and the date of delivering the notice.

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

Article 23 Members of the Committee shall attend the Committee meetings in person. When unable to perform such duty, a Committee member may, in writing, entrust another Committee member to attend as proxy. 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 Committee member may act as proxy for one other Committee member only. In the event that an independent Director member of the Committee is unable to attend the meetings in person, he/she shall entrust another independent Director member as proxy.

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

The Committee may, where necessary, invite persons other than Committee members to attend its meetings as non-voting delegates.

Article 24 If a member of the Committee participates in an onsite meeting (including video conference) or a conference call of the Committee through telephone or similar communication equipment, as long as he/she can make himself/herself heard by the other participants at the meeting and can communicate with them, all the participating members shall be deemed to be present at the meeting in person. An onsite meeting of the Committee shall be tape or video recorded. Voting at an onsite meeting of the Committee shall be made by a show of hands or by poll.

If a member of the Committee participates in an onsite meeting of the Committee through telephone or similar communication equipment, his/her oral voting opinion expressed via such device shall be deemed valid. However, he/she shall sign the written voting document and deliver the original to the Bank after the meeting as soon as practicably possible. The oral vote and the subsequently signed written document shall have the same effect. In case of any discrepancy between the two, the oral opinion shall prevail. If voting is conducted by poll, the Committee member may vote via facsimile or e-mail and shall deliver the original of the signed voting document to the Bank after the meeting as soon as practicably possible.

Article 25 For voting via written circulation, the Committee shall service each of its members a meeting notice and information about the proposal to be voted on. Such member shall send back his/her viewpoints about the proposal within the time frame prescribed by the meeting notice for timely study and feedback by relevant departments of the Bank.

Such member shall sign his/her voting opinion ("for," "against" or "abstain") and send back the signed voting document within the time frame prescribed by the meeting notice. Members failing to do so shall be deemed to have abstained from voting.

Article 26 Each Committee member shall have one vote. Resolutions of the Committee shall be adopted by more than half of all the Committee members. When the numbers of votes against and in favor of a certain proposal are equal, the chairperson of the Committee shall have a casting vote.

Article 27 When deliberating matters relating to connected transactions, the Committee shall practice abstention of relevant Committee members in line with the following specific procedures:

- (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) the dispute as to whether a member has conflicted interests with the proposed matter shall be settled by a resolution adopted by more than half of all the Committee members;
- (3) 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;

- (4) voting by the Committee on a matter relating to connected transactions shall follow the procedures set out in Article 26 of these Rules of Procedures; and
- (5) 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 connected interest in such matter on such proposal.

Article 28 The Committee shall produce minutes of its meetings. Minutes takers shall be persons specially designated by the Board Office. The written minutes shall be delivered to participating Committee members for review within seven working days as of the conclusion of the meetings. The participating members and minutes takers shall sign their names on the finalized minutes. The minutes shall be kept as important documentation of the Bank by the secretary of the Board of Directors according to the Bank's regulations on archive management.

Article 29 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 30 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 Board meeting.

Article 31 Members of the Committee may carry out investigations and researches in combination with requirements of their duty performance, to which the supporting group shall render professional support. After completion of such investigation and research, reports shall be prepared, submitted to the chairperson of the Committee and chairperson of the Board of Directors for review, and filed with the Board of Directors.

The Committee shall ensure cost-effectiveness and good practical results of such investigations and researches in line with relevant regulations of the Bank.

Article 32 The Committee may regularly communicate with the management and relevant departments of the Bank regarding the Bank's business operation and risk profile, attend special management briefings about risk profile of the Bank on a regular basis, and put forward relevant comments and recommendations.

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

Chapter 5 Supplementary Provisions

Article 34 Unless otherwise explained, the terms used in these Rules of Procedures shall have the same meanings as those used in the Bank's Articles of Association.

Article 35 These Rules of Procedures shall be approved by the Board of Directors by ordinary resolution and become effective since the date when these Rules of Procedures are printed and circulated.

Article 36 Any matter not covered by these Rules of Procedures shall be handled in accordance with applicable PRC laws and regulations, requirements of the securities regulators of the places where the Bank's shares are listed and provisions of the Bank's Articles of Association.

Article 37 If any of these Rules of Procedures conflicts with any PRC laws or regulations or the Bank's duly amended Articles of Association, the applicable PRC laws and regulations, requirements of the securities regulators of the places where the Bank's shares are listed, and the duly amended Bank's Articles of Association shall prevail.

Article 38 The Board of Directors of the Bank shall have the right to amend and interpret these Rules of Procedures.