

# **Rules of Procedure of the Strategic and Sustainable Development Committee under the Board of Directors of China CITIC Bank Corporation Limited**

## **(Version 3.0, 2025)**

(The Rules of Procedure is deliberated and approved at the 18th meeting  
of the Seventh Board of Directors)

### **Chapter 1 General Provisions**

**Article 1** In order to meet the strategic development needs of China CITIC Bank Corporation Limited (hereinafter referred to as the Bank), enhance the core competitiveness, determine the development plan, enhance the investment decision-making procedure, boost the effectiveness and quality of major investment decisions, and improve the corporate governance structure of the Bank, the Board of Directors of the Bank hereby establishes under it the Strategic and Sustainable Development Committee (hereinafter referred to as the Committee) and formulates the Rules of Procedure in accordance with the *Company Law of the People's Republic of China*, the *Code of Corporate Governance for Banking and Insurance Institutions*, the *Articles of Association of China CITIC Bank Corporation Limited* (hereinafter referred to as the Articles of Association of the Bank), the *Rules of Procedure 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. 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 in the place where

the Bank's shares are listed.

**Article 4** The Committee shall have a chairperson, who shall preside over the work of the Committee.

**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 attend meetings of the Committee as required, and express their viewpoints and exercise their voting rights regarding matters discussed at the meetings. They shall 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 to perform duties.

Members of the Committee may propose topics for discussion at a Committee meeting. For the purpose of performing their duties, they 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.

**Article 8** Members of the Committee shall 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 9** 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.

### **Chapter 3 Responsibilities of the Committee**

**Article 10** The Committee shall perform the following duties:

- (1) to study the Bank's business management objectives, long-term development strategy, human resources, information technology development, and other special strategic development plans, and make recommendations to the Board of Directors;
- (2) to study the annual financial budget and final accounts, and make recommendations to the Board of Directors;
- (3) to study the strategic capital allocation (capital structure, capital adequacy ratio, etc.) and asset-liability management objectives, and make recommendations to the Board of Directors;
- (4) to study major restructuring plans and make recommendations to the Board of Directors;
- (5) to study major cooperation, investment, financing, merger and acquisition plans, and make recommendations to the Board of Directors;
- (6) to supervise and inspect the implementation of the business plan and investment plan;
- (7) to assess the status of coordinated development of various types of business and make recommendations to the Board of Directors;
- (8) to coordinate and promote the establishment of the Bank's environmental, social, and governance (ESG) system, review ESG-related work reports, and promote the implementation of other ESG-related work required by regulatory authorities;
- (9) to review and evaluate whether the Bank's governance structure is sound to ensure that

financial reporting, risk management, and internal control comply with the Bank's corporate governance standards;

(10) to formulate development strategic plans and basic management systems for inclusive finance, and review business plans, assessment and evaluation methods, and other related matters;

(11) to be responsible for green finance work, review the green finance development strategy formulated by the senior management, and supervise and evaluate the implementation of the Bank's green finance development strategy;

(12) to advance work related to pursuing the "Five Priorities" of technology finance, green finance, inclusive finance, pension finance, and digital finance in accordance with regulatory requirements;

(13) other matters stipulated by laws, administrative regulations, departmental rules, provisions of the securities regulatory authority in the place where the Bank's shares are listed and the Articles of Association of the Bank, and other matters authorized by the Board of Directors.

**Article 11** The Committee may investigate the Bank's implementation of strategic development plans. Means of such investigation shall include but not be limited to the following: attending relevant meetings of the Bank as observers or as non-voting delegates, conducting investigations and research within the Bank, and 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 the investigation and responses of the senior management members or relevant responsible personnel, and shall report the investigation results and recommendations for improvement to the Board of Directors.

## **Chapter 4 Rules of Procedure**

**Article 12** The Committee shall meet at least twice each year. The chairperson of the Committee shall preside over the meeting, and when the chairperson is unable or fails to perform such duty, more than half of the Committee members shall elect a member to convene and preside over the meeting.

**Article 13** Chairperson of the Bank, chairperson of the Committee or more than half of the Committee members shall be entitled to propose convening meetings of the Committee.

**Article 14** 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, venue, and form of the meeting; the agenda, matters to be considered at the meeting, and relevant detailed materials; 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 15** 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 conference or conference call 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 16** The Committee meeting shall only be held with the attendance of more than half 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. 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. 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 17** The Committee shall, where necessary, invite persons other than Committee members, such as other directors and senior management members, to attend its meetings as non-voting delegates.

**Article 18** Each Committee member shall have one vote. Resolutions of the Committee shall be adopted by more than half of all the Committee members.

**Article 19** The Committee shall produce minutes of its meetings. The minutes shall be truthful, accurate, and complete, and fully reflect views of the attendees. 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 20** 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 21** 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 place where the Bank's shares are listed, and the Articles of Association of the Bank.

**Article 22** 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 23** The Committee may formulate annual work plan and conduct investigations and research as needed in performing its duties.

**Article 24** The Committee may regularly communicate with the senior management and relevant departments of the Bank regarding the Bank's business operation and risk profile, and put forward 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 operation, business operation, and human resources to meet the Committee's requirements for duty performance.

**Article 25** 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 26** 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 Asset and Liability Management Department and other relevant departments.

**Article 27** 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 relevant meetings of the Bank as observers or as non-voting delegates 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 28** Unless otherwise explained, the terms used in the Rules of Procedure shall have the same meanings as those used in the Articles of Association of the Bank.

**Article 29** The Rules of Procedure shall enter into force on the date of review and approval by the Board of Directors, and shall prevail in case of any inconsistency between the regulations of the Rules of Procedure and the rules previously in force.

**Article 30** Any matter not covered by the Rules of Procedure shall be handled in accordance with applicable 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 31** If any content of the Rules of Procedure conflicts with any laws or regulations or the duly amended Articles of Association of the Bank, the applicable 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 32** The Board of Directors of the Bank shall have the right to amend and interpret the Rules of Procedure.

**Article 33** The Rules of Procedure shall enter into force as of the date on which it is adopted by resolution of the Board of Directors, and the *Rules of Procedure of the Strategic and Sustainable Development Committee under the Board of Directors of China CITIC Bank Corporation Limited (Version 2.0, 2024)* shall be repealed simultaneously.