

Terms of Reference
for the Nomination and Remuneration Committee of the Board of Directors of
China Construction Bank Corporation
(Version 2025)

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Chapter I General Provisions

Article 1 For the purpose of regulating the operation of the Nomination and Remuneration Committee of the Board of Directors (hereinafter referred to as “the Nomination and Remuneration Committee” or “the Committee”) of China Construction Bank Corporation (hereinafter referred to as “the Bank”) and improving corporate governance structure of the Bank, the Terms of Reference is hereby formulated in accordance with the *Company Law of the People’s Republic of China*, the *Law of the People’s Republic of China on Commercial Banks*, the *Corporate Governance Rules for Banking and Insurance Institutions* and other laws, regulations, regulatory provisions, and the *Articles of Association of China Construction Bank Corporation* (hereinafter referred to as the “Articles of Association of the Bank”).

Article 2 As a special working body established by the Board of Directors, the Nomination and Remuneration Committee shall perform its duties and powers in accordance with laws, regulations, regulatory provisions and the Articles of Association of the Bank.

Chapter II Composition

Article 3 The Nomination and Remuneration Committee shall be composed of at least five (5) directors, most of whom shall be independent directors.

Article 4 Members of the Nomination and Remuneration Committee shall be nominated by the chairman of the Board of Directors, the Nomination and Remuneration Committee, more than one third (1/3) of directors or more than half (1/2) of the independent directors, and appointed by the Board of Directors. The adjustment and replacement of members of the Nomination and Remuneration Committee shall be decided by the Board of Directors.

Article 5 A chairman shall be appointed for the Nomination and Remuneration Committee to take charge of the work of the Committee, and the position shall be taken by an independent director. The chairman shall be officially appointed by obtaining more than half (1/2) of the approval of all members and reported to the Board of Directors for approval.

Article 6 The term of office of members of the Nomination and Remuneration Committee shall be the same as that of directorship. A member may serve consecutive terms if re-elected. In case any member no longer holds the position of director or independent director of the Bank during the period, resulting in the composition of the Nomination and Remuneration Committee not meeting the requirements of the Terms of Reference, the Board of Directors shall promptly fill the vacancy of such position pursuant to Article 4 and Article 5 of the Terms of Reference.

Chapter III Duties and Powers

Article 7 Main duties and powers of the Nomination and Remuneration Committee are:

- (1) to organize the formulation of standards and procedures for the election of directors and senior management members of the Bank, and submit the proposed standards and procedures to the Board of Directors for decision;
- (2) to select and review candidates for directors and senior management members as well as their appointment qualifications;
- (3) to make suggestions to the Board of Directors on the nomination, appointment or removal of directors as well as the appointment or removal of senior management members;
- (4) to propose to the Board of Directors on candidates for members of special committees of the Board of Directors;
- (5) to listen to development plans for the senior management members and fostering plans for the key backup talents;
- (6) to review the Bank's remuneration management policy submitted by the president, and submit it to the Board of Directors for decision;
- (7) to organize the preparation of performance evaluation methods and remuneration plans for directors, and submit them to the Board of Directors for review;
- (8) to organize the preparation of performance evaluation methods and remuneration plans for the senior management members, and submit them to the Board of Directors for decision;
- (9) to organize performance evaluation on directors, make proposals on the distribution of remuneration of directors, and submit it to the Board of Directors for review;
- (10) to organize performance evaluation for the senior management members, make suggestions on remuneration distribution for the senior management members of the Bank, and submit it to the Board of Directors for decision;
- (11) to supervise the implementation of the Bank's performance evaluation policy and remuneration policy; regularly evaluate the rationality of remuneration distribution;
- (12) other duties and powers stipulated by laws, regulations, regulatory provisions and the Articles of Association of the Bank.

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

- (1) to review the structure, size and composition of the Board of Directors (including skills, knowledge and experience) at least once a year, and put forth recommendations on proposed adjustment of the Board of Directors to implement corporate strategy of the Bank;
- (2) to regularly assess the contribution required from a director to perform his/her duties and powers to the Bank, and whether he/she is spending sufficient time performing them;
- (3) when drafting remuneration plans for directors and senior management members, to consider such factors as salaries paid by comparable companies, time commitment and duties and powers taken by directors and senior management members, employment conditions for other positions and whether such remuneration shall be based on performance, etc. The Nomination and Remuneration Committee shall ensure that any directors or senior management members shall not determine their own remuneration;
- (4) to examine and approve remuneration to the executive directors and senior management members for loss or termination of office or appointment to ensure such remuneration is consistent with provisions of relevant contracts; if it fails to abide by the agreements, the remuneration shall be proper and reasonable;
- (5) to examine and approve remuneration for dismissing or removing directors due to their misconduct to ensure such arrangement is consistent with provisions of relevant agreement; if it fails to comply with the agreements, the remuneration shall be reasonable and proper.

Article 9 The Nomination and Remuneration Committee may present proposal to the Board of Directors for review. The Nomination and Remuneration Committee shall provide relevant materials and information to the Board of Directors in various ways such as report, suggestion and summary as needed in the performance of duties and powers for the research and decision-making of the Board of Directors.

Article 10 Upon authorization by the Board of Directors, the Nomination and Remuneration Committee may inquire of the president on significant deviation of performance and relevant issues, or request the president to convene a meeting for the issue inquired about if necessary.

Article 11 The Nomination and Remuneration Committee shall be provided with adequate resources to perform its functions and powers.

The Nomination and Remuneration Committee may organize relevant departments of the Bank to draft proposals on remuneration for directors and senior management members, and put forth suggestions on remuneration distribution to directors and senior management members.

The human resources management department and other relevant departments of the Bank shall provide relevant information to the Nomination and Remuneration Committee in time.

Article 12 The Nomination and Remuneration Committee shall make available its terms of reference.

Chapter IV Rules of Procedure

Article 13 The Nomination and Remuneration Committee shall hold at least four (4) meetings a year. The meeting shall be convened and presided over by the chairman of the Nomination and Remuneration Committee. The Board of Directors or more than two (2) members of the Nomination and Remuneration Committee shall have the right to propose to the chairman of the Nomination and Remuneration Committee for convening a meeting of the Nomination and Remuneration Committee.

In case the chairman cannot perform his/her duties for special reasons, another member who is an independent director may be designated by the chairman to convene and preside over the meeting. If the chairman is absent, a Committee member who is an independent director shall be elected by more than half (1/2) of all members to convene and preside over the meeting.

Article 14 The following persons shall have the right to submit proposals to the Nomination and Remuneration Committee:

- (1) chairman of the Board of Directors;
- (2) president;
- (3) chairman of the Nomination and Remuneration Committee;
- (4) more than two (2) members of the Nomination and Remuneration Committee.

Article 15 The meeting of the Nomination and Remuneration Committee shall be convened in the form of on-site meeting or written resolutions.

Provided that the meeting of the Nomination and Remuneration Committee is convened in the form of on-site meeting, a meeting venue shall be arranged and instant communication measures such as telephone and video shall be provided for the participation of Committee members to ensure that the participating Committee members are able to fully communicate and express their opinions. Committee members who attend the meeting of the Committee by the above methods shall be deemed as attending the on-site meeting in person.

Article 16 The chairman of the Nomination and Remuneration Committee shall inform all members of the Committee five (5) days prior to the meeting. The meetings held in emergent cases shall not be subject to the above restriction on notice time; however, relevant meeting notice shall be sent within a reasonable period.

The meeting notice shall contain the following contents:

- (1) venue, date and time of the meeting;
- (2) duration of the meeting;
- (3) agenda, reason for holding the meeting, topics for discussion and relevant materials;
- (4) date of issuance of meeting notice;
- (5) except for meetings convened by the chairman of the Committee, the meeting notice shall state that the meeting is not convened by the chairman of the Committee and the basis for convening the meeting.

Provided that the meeting of the Nomination and Remuneration Committee is held by way of written resolutions, the meeting notice shall specify the deadline of voting or feedback opinions. However, the deadline specified in the notice shall be no earlier than five (5) days after the date the notice is sent, unless all members waive in written the time requirements of the notice.

Article 17 The meeting of Nomination and Remuneration Committee shall be held only if more than half (1/2) of the members attend.

If a member cannot attend the meeting in person due to some reason, he/she may entrust other member to attend the meeting on his/her behalf. If an independent director cannot attend the meeting in person due to some reason, he/she shall review the meeting materials in advance, form a clear opinion, and entrust other independent director in writing to attend on his/her behalf.

Article 18 The meeting of the Nomination and Remuneration Committee shall fully discuss all meeting items and come to a tendentious conclusion. The chairman of the Committee or other member presiding over the meeting may propose the participating members to vote when he/she deems it necessary.

Each member shall have one (1) vote on the item being discussed at the meeting of the Nomination and Remuneration Committee; and resolutions shall be adopted by approval votes of more than half (1/2) of all the members.

Article 19 The Nomination and Remuneration Committee shall apply a withdrawal system in discussion.

The member of the Nomination and Remuneration Committee in any of the following circumstances shall make disclosure to the Nomination and Remuneration Committee in advance and apply for withdrawal from discussion of the Committee; other members of the Committee may also require him/her to withdraw:

- (1) The member who is proposed for nomination;
- (2) The member whose close relative is proposed for nomination;
- (3) The member whose remuneration is being evaluated or discussed by the Nomination and Remuneration Committee;
- (4) Other circumstances that may affect members of the Nomination and Remuneration Committee to make objective and fair judgments.

The close relative referred to herein shall include parents, spouse, brothers and sisters and their spouses, adult children and their spouses, parents of spouse, brothers and sisters of spouse and their spouses, brothers and sisters of parents and their spouses, adult children of parents' brothers and sisters and their spouses.

Article 20 The member of the Nomination and Remuneration Committee who should withdraw shall temporarily leave the meeting venue and not participate in the voting or discussion concerned. Ballots of such member shall not be included in the effective votes.

Article 21 Directors, senior management members, and other relevant personnel of the Bank may be invited to attend the meeting of the Nomination and Remuneration Committee for specific topics. Directors who are not members of the Nomination and Remuneration Committee may attend meetings of the Nomination and Remuneration Committee as non-voting attendees.

Article 22 If necessary, the Nomination and Remuneration Committee may engage intermediary agencies to provide professional advisory services, and reasonable expenses generated thereby shall be paid by the Bank.

Article 23 Meeting minutes and summaries shall be produced for the meetings of the Nomination and Remuneration Committee. Meeting minutes shall be true, accurate, and complete, and shall fully reflect the comments and opinions expressed by attendees regarding the matters under discussion. Meeting minutes shall be delivered to all Committee members for review within ten (10) working days upon the conclusion of the meeting and confirmed via signature. Meeting summaries shall be reviewed and issued by the chairman of the meeting, and, in principle, submitted to the members of the Board of Directors, the senior management members, and relevant departments.

Meeting minutes and summaries are important documents of the Nomination and Remuneration Committee and shall be properly kept as archives for a permanent period of time.

Article 24 The senior management, departments, or relevant institutions of the Bank shall be responsible for the implementation of matters resolved by the Nomination and Remuneration Committee, and the Board of Directors Office shall assume responsibility for the follow-up on their progress.

Article 25 Members who attend the meeting of the Nomination and Remuneration Committee shall undertake confidentiality obligations for all items discussed at the meeting. Relevant information shall not be disclosed without permission. In case any breach to confidentiality obligations occurs, relevant members shall undertake legal liabilities according to provisions of laws, regulations, rules, the Articles of Association of the Bank and relevant confidentiality agreement.

Chapter V Supplementary Provisions

Article 26 Unless otherwise explained, terms mentioned in the Terms of Reference shall have the same meaning with those defined in the Articles of Association of the Bank.

Article 27 The formation and amendments of the Terms of Reference shall be approved by the Board of Directors in the form of ordinary resolution.

Article 28 Matters not covered by the Terms of Reference, or any conflicts between the Terms of Reference and newly promulgated laws, regulations and regulatory provisions or the Articles of Association of the Bank after the effectiveness of the Terms of Reference, shall be governed by laws, regulations and regulatory provisions or the Articles of Association of the Bank.

Article 29 The Board of Directors shall be responsible for the amendment to and interpretation of the Terms of Reference.

** Important Note:* The above is an English translation of the Chinese version of the Terms of Reference of the Nomination and Remuneration Committee of the Board of Directors of China Construction Bank Corporation. In case of any discrepancies or inconsistencies, the Chinese version shall always prevail.