

**JIANGXI BANK CO., LTD.**  
**TERMS OF REFERENCE OF THE REMUNERATION AND**  
**NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS**  
(2023 Revision)

**CHAPTER 1 GENERAL PROVISIONS**

**Article 1** To further establish and perfect the evaluation and remuneration management systems for Directors and senior management of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Bank”), standardize the generation of the Bank’s senior management nominated, optimize the formation of the Board and improve the corporate governance structure, the Remuneration and Nomination Committee of the Board is hereby established and these Working Rules are formulated in accordance with the Company Law of the People’s Republic of China, the Commercial Banking Law of the People’s Republic of China, the Corporate Governance Guidelines for Banking and Insurance Institutions, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Hong Kong Listing Rules”), the Articles of Association of Jiangxi Bank Co., Ltd. (hereinafter referred to as the “Articles of the Bank”), Rules of Procedure for the Board of Jiangxi Bank Co., Ltd., the Working Rules for the Special Committees of the Board of Jiangxi Bank Co., Ltd. and other relevant provisions.

**Article 2** As a specialized working organization established by the Board in accordance with the Articles of the Bank and accountable to the Board, the Remuneration and Nomination Committee is mainly responsible for considering the Bank’s remuneration management systems and policies, formulating remuneration proposals for Directors and senior management, making recommendations to the Board on remuneration proposals; formulating the procedure for appointing Directors and senior management and fulfilling other duties of the Remuneration and Nomination Committee as stipulated by the Hong Kong Listing Rules.

**CHAPTER 2 COMPOSITION OF THE COMMITTEE**

**Section 1 Composition of Members**

**Article 3** The Remuneration and Nomination Committee shall consist of at least three Directors, and independent Directors shall be the majority and shall be Directors with professional knowledge and experience fitting with duties of the Committee.

**Article 4** Members of the Remuneration and Nomination Committee shall be nominated by the chairman of the Board and elected by the Board. Directors nominated by controlling shareholders shall not serve as members of the Remuneration and Nomination Committee.

**Article 5** The Remuneration and Nomination Committee shall have a chairperson (or chairman, person-in-charge) who shall be an independent Director elected by the members of the Committee according to the simple majority principle and is responsible for presiding over the Committee. The duties of the chairperson or chairman of the Committee shall include:

- (1) to preside over the Committee and ensure the Committee to work efficiently and discharge its duty;
- (2) to convene and preside the committee meeting and determine relevant meeting agenda in accordance with these Working Rules;

- (3) to ensure that the committee meeting can discuss relevant matters in a timely manner and make clear conclusion for each topic discussed;
- (4) to attend the annual general meeting to answer the questions of shareholders. Should he/she fail to attend, another member of the Remuneration and Nomination Committee shall be delegated to attend the meeting by the chairman of the Board; failing which, an appropriate representative shall be appointed.

When the chairperson is unable to perform his/her duties, he/she shall appoint and delegate his/her duty to another member of the Committee; failing to do so, such person shall be elected by the members of the Committee according to the simple majority principle.

**Article 6** The term of office of the members of the Remuneration and Nomination Committee coincides with that of members of the Board and members of the Committee may serve consecutive terms if re-elected upon the expiration of their terms. Where, during the term, a member ceases to be a Director of the Bank or no longer meets the requirements for independence of relevant laws and regulations, the Hong Kong Listing Rules or the Articles of the Bank, his/her membership shall be terminated automatically and the Board shall make up the members according to Articles 3-5 above.

## **Section 2 Responsibilities and Authorization of the Committee**

**Article 7** The major responsibilities of the Remuneration and Nomination Committee are as follows:

- (1) making recommendations to the Board on the Bank's remuneration management systems, policies and structures, and supervise the implementation of the remuneration systems;
- (2) making recommendations to the Board on the establishment of a formal and transparent procedure for developing remuneration policy;
- (3) working out the remuneration proposals for Directors and senior management with reference to enterprise policies and goals set by the Board, making recommendations to the Board on the remuneration proposals, and supervise the implementation of the said proposals;
- (4) making recommendations to the Board on the remuneration packages of individual executive Directors and senior management;
- (5) making recommendations to the Board on the remuneration of non-executive Directors;
- (6) making reference to salary level, working time and responsibility requirements of companies of similar nature and the actual need of the Bank to determine employment conditions;
- (7) reviewing and approving compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

- (8) reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (9) ensuring that no Director or any of their associates (as defined in Hong Kong Listing Rules) is involved in deciding that director's own remuneration;
- (10) reviewing and/or approving the matters in relation to share schemes as referred in Chapter 17 of the Hong Kong Listing Rules;
- (11) evaluating the performance of duties of Directors and senior management and making recommendations to the Board on the evaluation;
- (12) providing the Board with advice on the size and composition of the Board in line with the operations, assets size and equity structure of the Bank, reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board at least annually, and making recommendations on any proposed changes to the Board to complement the Bank's strategies;
- (13) working out the procedure and standard for appointing members of the Board and senior management, identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (14) conducting initial review of the qualifications and eligibility of the Directors and senior management (reviewing the qualifications of candidates of independent Directors, particularly, their independency, professional knowledge, experience and abilities) and providing suggestions to the Board;
- (15) developing and reviewing the Board Diversity Policy; reviewing the measurable objectives that the Board has set for implementing the Board Diversity Policy and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (16) assessing the independence of independent Directors;
- (17) making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular, the chairman and president;
- (18) other matters stipulated by laws, regulations, rules, regulatory documents, listing rules of the place where the shares of the Bank are listed, the Articles of the Bank, authorized by the Board and determined by the chairman of the Board, the president or relevant meeting of the management as required to be submitted.

**Article 8** The remuneration proposal made by the Remuneration and Nomination Committee for Directors of the Bank shall be subject to approval by the Board and consideration by the shareholders' general meeting before implementation; the remuneration assignment scheme for senior management of the Bank shall be subject to approval by the Board.

For those within the decision-making scope of "Three Importance and One Greatness", the matters shall be researched by the party committee in advance; alternatively, the discussion results or opinions of this special committee shall be submitted to the party committee for research and decision-making and for reference.

### **Section 3 Secretary Office of the Special Committee**

**Article 9** The secretary office of this special committee shall provide professional support for the daily operation of the Committee. The members of the secretary office of the special committee comprise the secretary to the special committee and the designated staff from the general office of the Board, human resources department and the planning and finance department.

**Article 10** The responsibilities and duties of the secretary office of the special committee are as follows:

The principal responsibilities of the secretary office of the special committee include preparation of annual working plan of the Committee, collection of resolutions, provision of relevant professional opinions, daily supervision and other matters as required by the Committee. The detailed duties are as follows:

(1) Secretary to the Special Committee

1. Implementation of various duties of the Committee and coordination of relevant work;
2. Provision of professional opinions as to the resolutions submitted by functional departments. Convening meetings among relevant departments for material resolutions;
3. Provision of guidance for and supervision of the implementation by the management of relevant requirements proposed by the Committee and reporting the progress to the Committee;
4. Implementation of various management and supervision functions of the Committee, and organization of daily supervision and management work.

(2) Guidance Department of the Special Committee

1. The guidance department of the special committee is the human resources department, which shall designate relevant personals who perform the duties of the special committee to carry out various work of the secretary office;
2. Provision of guidance for the annual assessment on the management, including completion of qualified (ethic, capability, diligence and performance) assessment on the management, which shall be submitted to the general office of the Board by the end of February of each year together with the quantified (annual operation indicators) assessment results from the planning and finance department;

3. Responsible for collection of resolutions submitted by functional departments and collection of resolution schemes to formulate the annual working plan of the Committee;
  4. Preliminary review on the resolutions submitted by functional departments and formulation of opinion of preliminary review.
- (3) Personal of the General Office of the Board

The general office of the Board shall designate a personal to the special committee, who shall be responsible for the organization of meetings of the Committee and the liaison between each committee.

#### **Section 4 Working Group of the Special Committee**

**Article 11** The member departments of the working group of this special committee include the human resources department, the general office of the Board and the planning and finance department, subject to appropriate adjustment according to actual working needs.

**Article 12** The duties of the working group of the special committee are as follows:

- (1) responsible for preparation of annual resolution scheme of this department as required to be submitted to the Board and the Committee for consideration;
- (2) responsible for preparation and submission of resolutions in a timely manner under authorization, assuming liabilities for the compliance, timeliness, completeness and accuracy of the resolutions, and providing professional opinions on the resolutions submitted as to their necessity, feasibility and rationality;
- (3) participating in the liaison before meeting and attending physical meeting. Answering relevant questions from the members and implementing the amendment comments from the members;
- (4) executing the resolutions of the meeting and reporting the progress.

### **CHAPTER 3 MEETING PROCEDURES**

#### **Section 1 Meeting Resolutions**

**Article 13** Formulation of Meeting Resolutions

The following persons or institutions may submit proposals to the Remuneration and Nomination Committee:

- (1) the chairman of the Board
- (2) members of the Remuneration and Nomination Committee

(3) the president

(4) senior management and authorized institutions and authorized persons

**Article 14** If a meeting of the special committee is proposed to be convened in accordance with the requirements under the forgoing Article (other than (1)), a written proposal signed (sealed) by the proposer shall be submitted through the general office of the Board or directly to the chairperson of the Remuneration and Nomination Committee. The proposal shall have a complete structure, containing both the proposal description and the body of the proposal.

The contents of the proposal shall be matters within the terms of reference of the Remuneration and Nomination Committee, and background materials related to the topic and other information that can help members make decisions shall be submitted together.

## **Section 2 Notice of and Attendance at Meetings**

**Article 15** The Committee shall hold at least two meetings each year, and shall hold extraordinary meetings in a timely manner as required.

**Article 16** The Committee shall notify all members five days prior to the meeting. If there is any change in the time and place of the meeting or there is addition to, change in or cancellation of the resolutions of the meeting, a written notice of change shall be sent three days before the original date of the meeting, stating the situation and the relevant contents of the new resolution and related materials. If there are less than three days, the meeting date shall be postponed accordingly or be held as scheduled after obtaining the approval of all members.

If the situation is urgent and it is necessary to convene a committee meeting as soon as possible, the notice of the meeting can be exempted from the above time limit.

**Article 17** Notice of meetings shall include:

1. the place, date, time and form of the meeting;
2. meeting agenda and matters for discussion;
3. date on which the notice is sent.

**Article 18** The Committee meetings may be convened onsite (including video conferencing) and via circulating of a written resolution. If members attend the onsite meetings in the form of teleconference or with the help of similar communication equipment, all attending members shall be deemed as having attended the meetings in person as long as onsite attending members can clearly hear their speeches at the meetings and communicate amongst themselves.

## **Section 3 Attendance at Meetings**

**Article 19** Meetings of the Remuneration and Nomination Committee shall be convened only if more than half of the members are present.

- (1) The committee members shall attend meetings in an earnest and responsible manner, and provide definite opinions on the matters discussed. Attendance at meetings shall be taken as content of evaluation on duty performance of members.



- (2) The committee members shall attend the committee meetings in person. If any member cannot attend the meetings in person for any reason, he/she may submit a signed power of attorney to appoint another member to attend the meetings and express opinions on behalf thereof. The power of attorney shall specify the scope and period of authorization. If any independent Director member cannot attend the meetings in person for any reason, he/she shall appoint another independent Director member to attend the meetings on behalf thereof. Unless otherwise specified in the Articles of the Bank, relevant laws and regulations or agreements binding on the Bank, the committee members shall not authorize anyone other than committee members to attend the meetings on behalf thereof.

#### **Section 4 Convening of and Voting at Meetings**

**Article 20** Voting at meetings of the Remuneration and Nomination Committee shall be conducted by a show of hands or by poll; voting of interim meetings may take the form of correspondence. Each member shall have one vote; resolutions made at the meetings shall be approved by more than half of all the members.

**Article 21** Any member with any interest relation with the said matter shall abstain from voting on the said matter when voting at meetings.

**Article 22** If any member attends the onsite meetings via telephone, video or with the help of similar communication equipment, the said member may cast votes by such means as fax, email or verbal vote, and shall responsively affix the written signature after the meetings and mail the originals of the votes to the general office of the Board. The verbal vote by a member shall have the same effect as the written signature, provided that there is no discrepancy between the opinions expressed by such member in completing the written signature and the opinions orally expressed by him/her during the meetings. The verbal vote at onsite meetings shall prevail in case of any discrepancy between the written signature and verbal vote.

**Article 23** Resolutions and voting results adopted at the meetings of the Remuneration and Nomination Committee, if subject to the Board for consideration, shall be reported to the Board in writing.

#### **Section 5 Minutes of Meetings**

**Article 24** Minutes shall be recorded for the meetings of the Remuneration and Nomination Committee and by the note-taker arranged by the general office of the Board, and shall be signed by the attending members; the minutes shall be kept by the secretary to the Board of the Bank permanently.

**Article 25** The convening procedures and voting of the meetings of the Remuneration and Nomination Committee and the proposals adopted at the meetings shall comply with relevant laws, regulations, rules, regulatory documents, listing rules of the place where the shares of the Bank are listed, the Articles of the Bank and these Working Rules.

### **CHAPTER 4 COORDINATION AND COMMUNICATION**

**Article 26** Senior management may attend the meetings of the Remuneration and Nomination Committee. Other Directors, members of the special committee and Supervisors of the Bank may also be invited to attend the meetings if necessary.

**Article 27** If necessary, the Remuneration and Nomination Committee may engage intermediaries to provide professional advice for its decision-making, with the expenses to be borne by the Bank.

**Article 28** The Remuneration and Nomination Committee shall be accountable to the Board, fulfil its duties in accordance with the authorization and resolutions by the Board, and submit its proposals to the Board for consideration and decision.

**Article 29** Members present at the meetings shall keep confidential all matters discussed at the meetings. Unauthorized disclosure of the relevant information shall be prohibited.

## **CHAPTER 5 MISCELLANEOUS**

**Article 30** These Working Rules shall take effect from the date on which they are considered and approved by the Board.

**Article 31** Any matters that are not covered herein shall be implemented in compliance with relevant state laws, regulations, rules, regulatory documents, regulatory rules of the place where the shares of the Bank are listed and the Articles of the Bank; if any of these Working Rules conflicts with state laws, regulations, rules, regulatory documents, regulatory rules of the place where the shares of the Bank are listed and the Articles of the Bank, the said relevant state laws, regulations, rules, regulatory documents, regulatory rules of the place where the shares of the Bank are listed and the Articles of the Bank shall prevail. In this case, these Working Rules shall be amended in a timely manner and reported to the Board for consideration and approval.

**Article 32** Unless otherwise specified, the terms used herein shall have the same meanings as those in the Articles of the Bank.

**Article 33** The Board of the Bank shall have the right to interpret these Working Rules.