

Harbin Bank Co., Ltd.
Terms of Reference of the Nomination and
Compensation Evaluation Committee of the Board
(Amended in June 2025)

CHAPTER ONE GENERAL PROVISIONS

Article 1 In order to establish and perfect the management system for nomination, remuneration and assessment of directors and senior management personnel of Harbin Bank Co., Ltd. (hereinafter referred to as “Company”), to strengthen the strategy-making ability of the Board of Directors, and to further perfect the governance structure of the Company, according to the laws and regulations such as the Company Law of the People’s Republic of China, the Law of the People’s Republic of China on Commercial Banks, Corporate Governance Code of Banking and Insurance Institutions, etc., as well as relevant rules in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”) and Articles of Association of Harbin Bank Co., Ltd. (hereinafter referred to as the “Company’s Articles”), the Nomination and Compensation Evaluation Committee of the Board (hereinafter referred to as the “Committee”) is hereby established by the Company as well as this Terms of Reference.

Article 2 The Committee is a special working agency under the Board.

Senior management personnel mentioned in the Terms of Reference refers to the President, the Vice President, the Assistant to the President, the Secretary of the Board, the Chief Financial Officer and other personnel determined by the Board.

CHAPTER TWO COMMITTEE MEMBERS

Article 3 The Committee consists of at least three (3) directors, and the majority of the Committee shall be independent directors. At least one-third (1/3) of the members in the Committee should be professional in finance field. The Committee shall maintain one (1) chairman, who shall be an independent director, for convening and presiding over the work of the Committee. The Committee shall maintain one (1) secretary for daily work contact and preparation of Committee meetings.

Article 4 The chairman and members of the Committee shall be nominated by the Chairman of the Board and be elected by the Board.

Article 5 The term of office of members of the Committee is consistent with the one of the Board. After expiration of such term of office, a member of the Committee may serve for another term if re-elected. During the term of office, the qualification of a member of the Committee shall be terminated automatically if such member no longer acts as the director of the Company or loses the independence as stipulated in the Company’s Articles which he/she should have possessed as an independent director, and the Board shall fill the vacancy according to Article 3 and Article 4 above.

CHAPTER THREE DUTIES

Article 6 Major duties of the Committee:

(I) Nomination:

- (1) Examining and assessing at least once a year, the structure, size, and composition of the Board (including skills, knowledge and experience), assist the Board in maintaining the board skills matrix, and raising proposals about any changes proposed to be made to the Board in coordination with the Company strategy;
- (2) Drafting selection standards and procedures for the directors and the senior management personnel, conducting preliminary reviews of and raising proposals to the Board for qualifications and conditions of service of the directors and the senior management personnel;
- (3) Seeking for persons qualified to act as a director, selecting and nominating relevant persons as the directors or providing recommendations to the Board therefor;
- (4) Evaluating the independence of independent directors;
- (5) Raising proposals to the Board for the appointment or reappointment of directors as well as the succession planning of directors (especially the Chairman and the President);
- (6) Formulating policies relating to diversity of the Board, reviewing and evaluating the policies annually to ensure its effectiveness, and disclosing the policies or the summary of such policies in the corporate governance report of the Company;
- (7) Supporting the Company in regularly evaluating the performance of the Board.

(II) Compensation evaluation:

- (1) Reviewing the Company's remuneration management system and policies, and making recommendations to the Board on the policy and structure for all remuneration of Directors and senior management personnel and on the establishment of a formal and transparent procedure for formulation of remuneration policy;
- (2) Reviewing the remuneration plan of directors and senior management personnel in accordance with the corporation guidelines and objectives established by the Board and making recommendations to the Board;
- (3) Determining the remuneration packages of individual executive directors and senior management personnel according to the authorisation of the Board, or making recommendations to the Board on the remuneration packages of individual executive Directors and senior management personnel, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment);

- (4) Raising proposals to the Board for remuneration of non-executive directors;
- (5) Considering remuneration paid by other similar companies in the same industry, time and duties to be paid as well as employment conditions of other positions of the Company;
- (6) Reviewing and approving compensations to be paid to the executive directors and the senior management personnel for their loss or termination of service or due to their appointments, so as to ensure the consistency of such compensation with the contract; if such consistency cannot be managed, the compensation made thereto shall be fair, reasonable and not excessive;
- (7) Reviewing and approving compensation arrangements in relation to dismissal or removal of relevant directors due to misconduct thereof, so as to ensure the consistency of such compensation with the contract; if such consistency cannot be managed, relevant compensation shall also be fair and reasonable;
- (8) Making sure no director or any other connected party is involved in determination of his/her own remuneration;
- (9) Reviewing and/or approving matters relating to share schemes as set out in Chapter 17 of the Listing Rules;
- (10) Drafting performance appraisal measures and conducting evaluation for the senior management personnel of the Company, making recommendations to the Board; and, pursuant to the Board's authorisation, formulating performance appraisal plans for the senior management personnel;
- (11) Assessing the amount of performance-based remuneration to be allocated to the operational management personnel and employees of the Company;
- (12) Other matters authorised by the Board to the Committee.

Article 7 The Committee shall make sure that if the Board plans to propose resolutions in shareholders' general meetings for the election of a person as the independent director, the shareholders' circular and/or explanatory statement accompanying the notice of such meeting shall list the grounds of the Board to consider such person and reasons of the Committee to recognise the independence of such person, the perspectives, skills and experience that such person can bring to the Board and how such person contributes to Board diversity.

Article 8 The Committee reports to the Board.

Article 9 The Committee shall consult the Chairman or the President of the Company for suggestions of remuneration of other executive directors. If necessary, the Committee may seek for independent and professional opinions.

Article 10 The Company shall ensure sufficient resources for the Committee to perform its duties.

Article 11 The Board Office shall be responsible for liaising the daily work of the Committee and organising Committee meetings, which includes communicating with the Committee members, coordinating among departments, collecting information, arranging Committee meetings, preparing documents, taking minutes, documentation and filing of resolutions and other matters.

CHAPTER FOUR RULES OF PROCEDURES

Article 12 The Committee shall convene at least two (2) meetings every year, and notify the entire members of the Committee three (3) days in advance; however, such notice period may be waived with unanimous consent of all members. The notice may be given in the form of writing, fax or mail. The meeting shall be presided by the chairman of the Committee, who shall delegate other members of the Committee for presiding the meeting on his/her behalf if unavailable.

Article 13 Notice on meetings of the Committee shall include the following:

- (I) Time and location;
- (II) Duration;
- (III) Matters and topics;
- (IV) Date of notice.

Article 14 The Committee meeting shall not be held without the presence of more than half (1/2) of the members; each member shall have one vote; resolutions of the meeting shall be approved by a majority vote by all members.

Article 15 The Committee shall make decisions by voting; voting in the meeting may be held by physical meeting and written resolution.

Article 16 If necessary, the Committee may require other directors, the senior management personnel, external experts and responsible persons of relevant departments to attend the meeting.

Article 17 If necessary, the Committee may hire intermediary institutions to provide professional suggestions for its decisions, with the costs to be borne by the Company.

Article 18 The convening procedures, voting methods and resolutions of the meeting of the Committee must abide by relevant laws, regulations, rules governing the place where the shares of the Company are listed, the Company's Articles and the stipulations in the Terms of Reference.

Article 19 The Committee shall maintain written records of the meetings and members presenting the meetings shall leave signatures on the meeting minutes. For meetings convened by way of written resolution, the opinions of the member shall be recorded or the member shall transmit his/her opinions to the recorder by mail. Minutes of the meeting shall be kept by the Board Office of the Company.

Article 20 Plans approved by the Committee, as well as resolutions and minutes thereof shall be reported to the Board regularly.

Article 21 Those members attending the meeting and those invited to sit in shall keep issues discussed therein confidential, and shall not disclose relevant information without authorisation.

CHAPTER FIVE ABSTENTION SYSTEM

Article 22 If any member of the Committee or his/her close relatives directly or indirectly have interests with the topic discussed in the meeting, such member of the Committee shall disclose the nature and extent of such interests to the Committee as soon as possible.

Close relatives as mentioned in this Article refer to spouse, parents, children, siblings, paternal grandparents, maternal grandparents, grandchildren and maternal grandchildren.

Article 23 In the event of any circumstances stated in the previous article, the interested member shall describe relevant situations in detail and expressly abstain from voting. However, if other members of the Committee, with consensus reached through discussion, think that such interests will not exert significant influence on the voting matters, the interested member of the Committee may vote.

If the Board of the Company thinks of the voting of such interested member as inappropriate, it may revoke the voting results and require re-voting by disinterested members on the same proposal.

Article 24 The Committee shall, without including interested member into the quorum, review and resolve the proposal. Where the minimum quorum of the Committee meeting is absent after avoidance of interested members, all members (including the interested member) shall resolve on procedural matters of submitting the proposal to the Board for review, etc., and such proposal shall be reviewed by the Board of the Company.

Article 25 Any exclusion of the interested member of the Committee from quorum or voting of the meeting shall be recorded in the minutes and the resolutions thereof.

CHAPTER SIX ADDITIONAL RULES

Article 26 The Terms of Reference shall become effective on the date of approval of the Board. The former Terms of Reference of the Nomination and Compensation Evaluation Committee of the Board shall become invalid automatically after effect hereof.

Article 27 The functions of this Committee shall be disclosed on the websites of The Stock Exchange of Hong Kong Limited and of the Company for the interpretation of its role as well as the powers granted by the Board.

Article 28 Any issues that are not covered herein or any conflicts with the laws, regulations, regulatory rules of the place where the shares of the Company are listed or the Company's Articles shall be executed in accordance with relevant laws, regulations, the Company's Articles and the regulatory rules of the place where the shares of the Company are listed, and the Terms of Reference shall be amended forthwith and submitted to the Board for approval.

Article 29 The Board is responsible for formulating, interpreting and revising the Terms of Reference.