

Implementing Rules for the Nomination Committee under the Board of Directors

Chapter 1 General Provisions

Rule 1 In order to regulate the procedures for the selection and appointment of directors and senior management and to enhance the corporate governance structure of the Bank, the Board of the Bank has set up the Nomination Committee and formulated these Implementing Rules (the “Rules”) pursuant to the “Company Law of the People’s Republic of China”, the “Corporate Governance Guidelines for Banking and Insurance Institutions”, the “Code of Corporate Governance for Listed Companies”, the “Self-regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 – Regulation of Operations”, the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited”, the “Articles of Association of China Merchants Bank Co., Ltd.” (the “Articles of Association”) and other regulations.

Rule 2 The Nomination Committee shall be mainly responsible for formulating the procedures and criteria for the selection and appointment of directors and senior management, conducting preliminary review of the qualifications of directors and senior management, making recommendations to the Board and promoting the diversity of the Board members, and assisting the Board in carrying out relevant work within the scope of its responsibilities.

Chapter 2 Composition

Rule 3 The Nomination Committee shall comprise three to nine directors, the majority of whom shall be independent directors. Any director nominated by the controlling shareholders shall not serve as a member of the Nomination Committee.

Rule 4 The members of the Nomination Committee shall be nominated by the Chairman of the Board or more than half of the independent directors or more than one-third of all directors, and shall be elected by the Board.

Rule 5 The Nomination Committee shall have a chairman who shall be an independent director and shall be responsible for leading the work of the Committee; the chairman of the Committee shall be appointed by the Board after consideration. The chairman of a specialised committee in principle shall not be the chairman of other specialised committees.

Rule 6 The term of office of a member of the Nomination Committee shall be the same as that of his/her directorship. A member may serve consecutive terms if re-elected upon expiry of his/her term. If any member resigns from the position of director of the Bank during his/her term of office, he/she shall automatically lose his/her eligibility as a Committee member, and the vacancy shall be filled by the Committee in accordance with the provisions of these Rules.

Chapter 3 Duties and Authorities

Rule 7 The major duties of the Nomination Committee are:

- (1) study the selection criteria and procedures of directors and senior management and make recommendations to the Board;
- (2) promote the diversity of the members of the Board, including but not limited to the diversity of gender, age, culture, education background and professional experience, and regularly review the implementation of the diversity;
- (3) review the structure, number of directors and composition (including their skills, knowledge and experience) of the Board of Directors regularly according to the business activities, asset scale and shareholding structure of the Bank, and put forward proposals in respect of any intended changes to the Board in line with the strategies of the Bank;
- (4) search extensively for qualified candidates for directors and senior management members;
- (5) conduct preliminary examination on candidates for directors and senior management members, and make relevant proposals to the Board;
- (6) any other matters authorised by the Board.

Rule 8 The controlling shareholders shall fully respect the recommendations of the Nomination Committee without sufficient reasons or reliable evidence; otherwise, they shall not propose alternative candidates for directors and senior management.

Rule 9 The Nomination Committee shall be accountable to the Board. The Committee shall submit its proposals to the Board for consideration and decision or to the general meeting for consideration and decision in accordance with the provisions of the Articles of Association of the Bank.

Chapter 4 Rules of Procedures

Rule 10 The Nomination Committee shall meet at least one time every year and a notice of meeting shall be given to all members at a reasonable time prior to the meeting. The meetings shall be chaired by the chairman of the Committee. If the chairman of the Committee cannot attend the meeting, he/she may appoint another member to chair the meeting. If the chairman of the Nomination Committee becomes vacant or is unable to perform his/her duties due to his/her resignation as a director of the Bank, and a meeting of the Nomination Committee needs to be held, then a member may be appointed by more than half of the members of the Committee to chair the meeting.

Rule 11 The meetings of the Nomination Committee shall be held only with the presence of more than two-thirds of the members. Each member shall be entitled to one vote. Related members shall abstain from voting. Resolutions adopted by a meeting shall be approved by more than half of the non-related members present at the meeting. If no valid opinions are formed after consideration due to abstention from voting of members, the relevant matter shall be considered by the Board directly.

Rule 12 The Nomination Committee shall vote by a show of hands or vote by a poll in registered form. Meetings may be convened by members attending in person (including on-site, video or telephone conferences to ensure instant communication and discussion among participants) or by way of signature in written form.

Rule 13 The Nomination Committee may invite other persons who are not Committee members to attend its meeting, if necessary.

Rule 14 The Bank shall provide the Nomination Committee with sufficient resources to perform its duties. If necessary, the Nomination Committee may engage an intermediary institution to provide professional advice on its decision. The cost shall be borne by the Bank.

Rule 15 The procedures for convening a meeting, the method of voting and the resolutions passed at a meeting of the Nomination Committee shall comply with the provisions of the relevant laws, regulations, the Articles of Association of the Bank and these Rules.

Rule 16 The office of the Board shall be responsible for carrying out preliminary preparation work for study and decision by the Nomination Committee, including but not limited to collecting meeting materials, liaising day-to-day work and organizing meetings. The relevant function departments of the Bank shall support with active cooperation.

Rule 17 The Nomination Committee shall keep minutes of its meetings. Members present at a meeting shall sign the minutes of the meeting, which shall be kept by the Secretary of the Board of the Bank.

Rule 18 Any resolution passed and the result of any poll taken at a meeting of the Nomination Committee shall be reported in writing to the Board of the Bank.

Rule 19 All persons present at a meeting shall be obliged to keep all matters discussed in such meeting confidential, and shall not disclose any relevant information without authorization.

Chapter 5 Supplementary Provisions

Rule 20 These Rules shall be implemented with effect from the date on which the relevant resolution is passed by the Board.

Rule 21 These Rules shall not be conflict with the provisions of the Articles of Association of the Bank. Any matters not covered by the Articles of Association of the Bank and these Rules shall be implemented in accordance with the relevant laws and regulations of the PRC, the listing rules of the stock exchanges where the shares of the Bank are listed and actual circumstances of the Bank.

Rule 22 Unless otherwise specified or unless the context otherwise requires, the abbreviations used herein shall have the same meanings as those defined in the Articles of Association of the Bank.

Rule 23 The power of interpretation of, and amendments to, these Rules shall be vested in the Board of the Bank.