

# **Working Regulations for the Nomination Committee of the Board of Directors of ICBC**

## **Chapter I General Provisions**

**Article 1** In order to regulate the decision-making mechanism of the Board of Directors and improve the corporate governance structure of Industrial and Commercial Bank of China Limited (hereinafter referred to as the “Bank”), the Working Regulations are formulated in accordance with the *Company Law of the People's Republic of China*, the *Commercial Bank Law of the People's Republic of China*, the *Articles of Association of Industrial and Commercial Bank of China Limited* (hereinafter referred to as the “Articles of Association of the Bank”) and other applicable laws, administrative regulations, rules and normative documents.

**Article 2** The Bank establishes the Nomination Committee of the Board of Directors (hereinafter referred to as the “Nomination Committee” or the “Committee”) to assist relevant work of the Board of Directors. The Committee shall be responsible for putting forward recommendations to the Board of Directors concerning selection procedures, standards and qualifications of directors and senior management members of the Bank.

## **Chapter II Composition**

**Article 3** The Nomination Committee shall be composed of at least three directors, more than half of whom are independent directors.

**Article 4** The Nomination Committee shall have one chairman, who is an independent director and presides the work of the Committee.

The major responsibilities of chairman shall include, among others:

- i. Presiding over the Committee meeting and ensuring effective operation and performance of duties of the Committee;
- ii. Deciding procedures of the Committee meetings;
- iii. Ensuring that all members of the Committee have full knowledge of the issues discussed in the meeting and obtain complete and reliable

- information;
- iv. Ensuring that the Committee reaches a clear conclusion to each proposal which includes passed, rejected and supplementary materials needed;
  - v. Proposing the convening of special meetings;
  - vi. Signing resolutions of meetings; and
  - vii. Other functions and responsibilities regulated by the Working Regulations.

**Article 5** The appointment and removal of chairman and other members of the Nomination Committee shall be proposed by over half of the committee members and reported to the Board of Directors for approval.

**Article 6** The term of office of the Committee members shall be in conformity with that of their directorship. At the expiration of the term of office, they could be reelected and reappointed. During the term of office, if any member no longer acts as a director or independent director of the Bank, the Board of Directors shall fill the vacancy in accordance with the provisions of Article 5 to meet the requirement of the Working Regulations on composition of the Committee, and the term of office of supplementary member shall be in conformity with that of the directorship or independent directorship.

**Article 7** The main functions of the Committee members shall include, among others:

- i. Attending the Committee meetings, actively airing views on the discussed issues, and exercising the right to vote;
- ii. Proposing the items of the Committee meetings;
- iii. Attending relevant meetings of the Bank as observers or visitors, making investigations and researches, and acquiring necessary reports, documents, materials and other relevant information, for the purpose of performing the duties;
- iv. Fully understanding the functions of the Committee as well as the responsibilities as Committee members, being familiar with the operation and management status, business activities and development situation relevant to their responsibilities, and ensuring the capacity of performing the duties;
- v. Fully guaranteeing the working time and energy for performing their duties; and

- vi. Other functions and responsibilities regulated by the Working Regulations.

### **Chapter III      Functions and Powers**

**Article 8**            Major functions and powers of the Committee shall include, among others:

- i.        Formulating standards and procedures for the election of directors and senior management members, and submitting the proposed procedures and standards to the Board of Directors for approval;
- ii.       Providing suggestions to the Board of Directors on the candidates for directors, President and the Secretary of the Board of Directors;
- iii.      Examining the candidates for senior management members nominated by the President and making suggestions to the Board of Directors;
- iv.      Nominating the chairmen and members of special committees of the Board of Directors;
- v.        Assessing the structure, size and composition of the Board of Directors annually based on the Bank's development strategy and making suggestions to the Board of Directors;
- vi.       Formulating development plans for senior management members and key reserve talents;
- vii.      Other matters regulated by applicable laws, administrative regulations, rules, relevant provisions of the securities regulatory authority of the locality where share of the Bank are listed, and as may be authorized by the Board of Directors

**Article 9**    The Nomination Committee shall have the right to require senior management members of the Bank to provide sufficient supports to the work of the Committee. The senior management members shall timely provide the Committee with accurate and complete information related to human resources management to assist the Committee in performing its duties rightly.

**Article 10**   The Nomination Committee shall have the right to make investigations on relevant human resources policies and their implementation by means of, including but not limited to, attending relevant meetings of the Bank as observers or visitors, making investigations and studies within the Bank, and requiring the senior management members or relevant persons in charge to make oral or written working

reports to the Committee within the regulated period and timely answer the questions of the Committee.

The Committee shall study the issues and the responses from the senior management members or relevant persons in charge; and report its research results and recommendations to the Board of Directors.

**Article 11** The Nomination Committee may submit proposals to the Board of Directors for deliberation and approval. The Committee shall provide information concerning its discussion on relevant proposals in the form of reports, suggestions or summaries to the Board of Directors for study and decision-making.

**Article 12** If necessary, the Nomination Committee may engage intermediary agency to provide professional opinions, and the reasonable expenses thereof shall be paid by the Bank.

#### **Chapter IV Meeting Rules**

**Article 13** The Nomination Committee shall hold at least two meetings each year. The Board of Directors, the Chairman of the Committee or over half of the Committee members shall have the right to propose a meeting.

The meeting notice shall be delivered seven days before convening of the meeting, but with unanimous approval of all the attending members, the above-mentioned notice period could be exempted.

**Article 14** The meeting notice shall include:

- i. Venue and time of the meeting;
- ii. Period of the meeting;
- iii. Agenda, discussion items and relevant materials of the meeting;
- iv. Date of notice.

**Article 15** The meeting notice shall be sent by special personnel, or through fax, registered mail or E-mail.

**Article 16** The Committee meeting may be held in the form of on-the-spot

meeting, teleconference, video conference and circulation of written proposals.

**Article 17** The Committee meeting shall be held with the attendance of over half of all the members are present.

When needed, persons other than members of the Committee members, may be invited to attend the Committee meeting as observers.

**Article 18** The Committee meeting shall be presided over by the Chairman, or by an independent director designated by the Chairman when he/she is unable to perform duties due to special reasons.

**Article 19** The Committee meeting shall adopt vote by showing hands or open ballot voting.

Each member of the Committee has one vote; and the resolutions of the meeting shall be approved through vote by over half of all Committee members.

**Article 20** When the Nomination Committee reviews matters relevant to the candidates of the directors and senior management members, the member shall be considered as an interested party and should apply for evading in advance to the Committee, provided he/she is involved in the one of the following cases:

- i. The member himself/herself is proposed to be nominated;
- ii. The relatives of the member are proposed to be nominated; or
- iii. Other cases that may affect the impersonal and impartial judgments of the member.

Relatives mentioned in this article include parents, spouse, brothers and sisters or their spouses, adult children and their spouses, parents of the spouse, the spouse' brothers and sisters and their spouses, parents' brothers and sisters and their spouses, and the adult children and their spouses of the parents' brothers and sisters.

**Article 21** The specific evading voting process adopted by the Nomination Committee shall be as follows:

- i. The interested member shall apply for the evading, or other members shall

have the right to request him/her to evade.

- ii. The dispute over the existence of interest shall be settled by resolution adopted by over half of all members except the possibly interested member.
- iii. The interested member shall not participate in the discussion or voting over the issue which he/she should evade, and shall leave the meeting place or use other proper methods to evade.
- iv. If the Committee could not adopt a resolution over an issue due to the evasion of interested member, it shall resolve that the proposal will be submitted to the Board of Directors for review, and it shall present the proposal to the Board of Directors for review in a timely manner. The Committee shall specify its review of the proposal and opinions of members other than the interested one in the resolution that the proposal will be submitted to the Board of Directors.

**Article 22** The Nomination Committee shall establish meeting minutes system, and the minutes shall be taken by special personnel designated by the working group. As needed, the meeting may adopt on-the-spot audio record, which shall be supplemented with written minutes based on the audio record.

The written meeting minutes based on the audio records shall be sent to all participating members for review within 10 working days after the conclusion of the meeting. Members who request to revise or supplement the minutes shall feed back their writing opinions within 5 working days after receiving the minutes. All participating members shall sign the final version of meeting minutes.

The meeting minutes shall be regarded as important documents of the Bank and preserved by the Secretary of the Board of Directors in accordance with the archive management system of the Bank.

**Article 23** The proposals and voting results which are adopted by the Committee meeting and should be submitted to the Board of Directors for review, shall be signed by the Chairman or other Committee member authorized by the Chairman and then submitted to the Board of Directors in writing for study and decision-making.

**Article 24** Upon authorization or approval of the Board of Directors, if the resolutions passed at the Committee meeting need to be further carried out by senior

management members or other relevant persons in charge, the Board of Directors' Office shall inform the above-mentioned member of the resolutions in writing as soon as possible after the signature of the Chairman or other Committee member authorized by the Chairman. The Committee shall have the right to require the above-mentioned member to report on the progress of implementation within the regulated period or at the next meeting.

**Article 25** The members and other personnel that attend the Committee meeting shall keep confidential on the issues discussed and/or resolved at the meeting, and shall not disclose relevant information without permission. If there is any action violating such obligations, the related persons shall bear legal liabilities.

## **Chapter V Working Group of the Nomination Committee**

**Article 26** The working group shall be set up under the Nomination Committee, responsible for information collection, research support, daily liaison and organization of meetings. The work of the working group of the Nomination Committee shall be led by the Board of Directors' Office with assistance of the Human Resources Department and other relevant departments.

**Article 27** The functions and powers of the working group shall include but not limited to:

- i. Being responsible for daily operation of the Committee;
- ii. Arranging the Committee meetings and taking meeting minutes;
- iii. Preparing for the consideration and research of the Committee, examining materials submitted to the Committee for deliberation, and ensuring the Management present reports and meeting documents to the Committee by proper means;
- iv. Upon authorization of the Chairman of the Committee, reporting the work of the Committee to the Board of Directors;
- v. Assisting the Committee members to attend other relevant meetings of the Bank as observers or visitors, and make researches;
- vi. Assisting the Committee members to understand relevant information;

- vii. Coordinating the work of the Committee and other committees of the Bank; and
- viii. Other functions and powers assigned by the Committee.

## **Chapter VI      Coordination and Communication**

**Article 28**            If the Committee has significant or special issues that should be presented to the Board of Directors, it shall submit written reports to the Board of Directors, and may suggest the Chairman of the Board of Directors to convene the Board meeting for discussion.

**Article 29**            The written reports presented by the Committee to the Board of Directors shall be signed by the Chairman of the Committee or an authorized member.

**Article 30**            If any senior management member has significant or special issues, he/she shall submit written reports to the Nomination Committee, and may suggest the Chairman of the Committee to convene a meeting for discussion.

**Article 31**            The written reports presented by the senior management members to the Committee shall be signed by the President or senior management members responsible for relevant issues.

**Article 32**            The Committee shall specially report to the Board of Director about its working status or a specific issue.

## **Chapter VII      Supplementary Provisions**

**Article 33**            Unless specially explained, the terms used in the Working Regulations have equal meanings as those in the Articles of Association of the Bank.

**Article 34**            The Working Rules shall be implemented as of the issue date after the formulation and revisions are approved by half of all directors. At the same time,



the *Working Rules for the Nomination Committee of the Board of Directors of ICBC* (G.Y.F. [2009] No. 120) will become null and void.

**Article 35** The issues not covered by the Working Regulations or there occurs conflict with applicable laws, administrative regulations, rules, normative documents or the Articles of Association of the Bank, the latter shall prevail.

**Article 36** The Board of Directors shall have the right to revise and interpret the Working Regulations.