

China Development Financial Holding Corporation

Charter of Nomination and Performance Evaluation Committee

Owner: Human Resource Department

Date of enactment: 2022.9.27

Date of Promulgation: 2023.3.27

Article 1 The Charter is duly enacted for the Nomination and Performance Evaluation Committee (hereinafter referred to as "Committee") pursuant to Article 26 of the Articles of Incorporation of China Development Financial Holding Corporation (hereinafter referred to as "CDF") to achieve the sustainable development, to strengthen the soundness of the board as well as to improve the management mechanism for CDF.

Article 2 Except as otherwise provided by laws and regulations or by the articles of incorporation, matters relating to the official powers of the Committee shall be handled in accordance with the Charter.

Article 3 CDF shall make the content of the Charter available on its website and the Market Observation Post System for public reference.

Article 4 The term "Subsidiaries" set forth in the Charter means the first-tier subsidiaries in which CDF directly holds their shares and has a controlling interest.

Article 5 The Committee shall be composed of three to five directors, at least one-third of the members should be independent directors.

The term of a Committee member, except as otherwise provided by laws and regulations or CDF's articles of incorporation or internal policies and procedures, shall extend from the date of the selection as a Committee member by the board of directors to the date of expiration of the director's term, the director's resignation from the Committee or the directorship.

Article 6 With authorization from the board of directors, the Committee shall exercise the due care of a good administrator to faithfully perform the following duties and shall submit its proposals to the board of directors of CDF or Subsidiaries for discussion:

- I. Reviewing and nominating candidates for the directors of CDF;
- II. Reviewing and nominating the president of CDF;
- III. Reviewing and nominating the heads of departments of CDF and CDF's executive vice presidents at level 15 and above;
- IV. Reviewing and nominating the directors and supervisors of Subsidiaries;
- V. Reviewing and recommending the chairpersons, vice chairpersons and presidents

of Subsidiaries;

- VI. Reviewing the annual performance of the chairperson, vice chairperson and president of CDF;
- VII. Reviewing the annual performance of the chairpersons, vice chairpersons and presidents of Subsidiaries.
- VIII. Reviewing the annual performances of the heads of departments of CDF and approving the annual performances of CDF's executive vice presidents at level 15 and above;
- IX. Reviewing the succession plans of the president and heads of departments; and
- X. Deliberation and resolution of matters authorized by the board of directors.

If a Committee member has a stake in performing the duties in the preceding paragraph, he/she shall state the important aspects of its stake in the meeting of the Committee concerned, and where there is a likelihood that the interests of CDF would be prejudiced, he/she shall not participate in discussion or voting, shall excuse himself/herself from any such discussion and voting and not exercise voting rights as proxy on behalf of another member of the Committee. Where the spouse, a blood relative within the second degree of kinship of a Committee member has interests in the matters under discussion in the meeting, such Committee member shall be deemed to have a personal interest in the matter.

Article 7 Pursuant to Paragraph 1 of preceding Article, the Committee shall undertake the following tasks:

- I. Prescribing and reviewing the number and qualifications of the directors, supervisors and executives based on the scale and business nature of CDF, taking into account the expertise, skills, experiences, gender diversity and rationale the post vacancies of executives corresponding to the job grade;
- II. Evaluating and reviewing qualified candidates for directors, supervisors and executives based on the number and qualifications prescribed pursuant to the preceding subparagraph conducting review them in advance, and presenting the reviewing results along with the list of suggested candidates to the board of director, and conducting reviews of their qualifications and the existence of any matters required by laws and regulations applicable to CDF or Subsidiaries; and
- III. In nominating independent directors, the Committee shall pay close attention to the experience, professional qualifications, and integrity of the nominees, any concurrent position of director, supervisor, committee member or chairperson that the nominees may hold in another company, as well as whether the nominees meet the requirements for independent director set out in laws and regulations applicable to CDF or Subsidiaries; and moreover, the prime consideration shall be that the nominees will act in the long-term interests of shareholders.

Article 8 The Committee shall convene at least twice a year, and may call a meeting at its discretion whenever necessary.

In calling a Committee meeting, a notice setting out the reasons for the meeting shall be given to the Committee members earlier than seven days in advance of the meeting. However, the meeting may be called on shorter notice in emergency circumstances.

The convener and chairperson of a Committee meeting shall be served by one of the Committee members in independent director posts. If the convener is on leave, unable to convene a meeting for any reason, or required to recuse himself/herself pursuant to Paragraph 2 of Article 6, the convener shall appoint another Committee member on the Committee to act as the acting convener; however, the acting convener shall be selected by other Committee members from among themselves if the convener does not make such aforementioned appointment.

The Committee may request management personnel of relevant departments, internal auditors, accountants, legal consultants or other professionals to attend the meeting and provide related information as required.

Article 9 The Committee's meeting agenda shall be approved by the convener. Other members may raise proposals to the Committee for discussion. The meeting agenda shall be provided to members of the Committee in advance. The Committee's staff unit is Human Resources Department, and the Committee's meeting unit is Secretariat, Board of Directors.

When a Committee meeting is convened, the Company shall make available an attendance book for attending members to sign and for their reference.

The Committee members shall attend meetings in person. If a Committee member is unable to do so, he/she may appoint another member as his/her proxy. Attendance via video conferencing is deemed attendance in person.

A Committee member appointing another member to attend a meeting as his/her proxy shall provide a proxy letter for each such appointment setting out the authorization in regard to matters for which the meeting is convened.

The proxy mentioned in Paragraph 3 may accept the appointment by one person only.

Article 10 Except as otherwise provided by laws and regulations or by CDF's articles of incorporation and internal policies and procedures, a resolution of the Committee requires the approval of a majority of the members present at the meeting attended by a majority of all Committee members.

A Committee meeting shall be recorded in minutes, which shall specify the following matters in detail:

- I. Session, time, and place of the meeting;
- II. Chairperson's name;
- III. Attendance of members, including names and numbers of members who are present at the meeting, on leave or absent from the meeting;
- IV. Names and titles of nonvoting delegates at the meeting;
- V. Name of minutes taker;
- VI. Matters reported on;

VII. Matters for discussion: the resolution method and outcome of each proposal, and any objections or reservations expressed by any Committee member

VIII. Extempore motions: the name of the person submitting the motion, the resolution method and outcome of the motion, and summary of statements and objections or reservations expressed by the Committee members, experts and other persons

IX. Other matters required to be recorded.

The attendance book of the meeting, and the video and audio record in the event of a video conference convened, are an integral part of the minutes.

The minutes must be signed or sealed by the chairperson and the minute taker of the meeting, and copies thereof shall be distributed to all Committee members within 20 days after the meeting. The minutes shall also be submitted to the board of directors and be deemed important files of CDF, and shall be retained for five years. Preparation and distribution of the minutes may be done electronically.

In the event of a suit in respect of a matter concerning the Committee before the retention period in the preceding paragraph expires, the minutes shall be retained until the conclusion of the litigation.

Article 11 The Committee may resolve to retain the service of an attorney, accountant, or other professionals to provide advices; and furthermore the costs of their services may be borne by CDF or Subsidiaries.

Article 12 The execution of tasks relating to resolutions approved by the Committee may be delegated to the convener or other Committee members for follow-up, with a written or verbal report to be presented to the Committee during the implementation period. When necessary, the matter shall be presented for ratification or acknowledgement at the next meeting of the Committee.

Article 13 The Charter and any amendment thereto after being approved by the board of directors of CDF shall take effect on the date of promulgation.