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中信銀行股份有限公司

China CITIC Bank Corporation Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 998)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING OF 2014, THE
FIRST H SHAREHOLDERS CLASS MEETING OF 2015 AND THE FIRST A
SHAREHOLDERS CLASS MEETING OF 2015 HELD ON 26 MAY 2015
APPOINTMENT OF DIRECTORS FOR THE FOURTH SESSION OF THE
BOARD OF DIRECTORS
RETIREMENT OF DIRECTORS
APPOINTMENT OF SUPERVISORS FOR THE FOURTH SESSION OF THE
BOARD OF SUPERVISORS**

The board of directors (the “**Board**”) of China CITIC Bank Corporation Limited (the “**Bank**”) is pleased to announce that the annual general meeting of 2014 (“**2014 Annual General Meeting**”), the First H Shareholders Class Meeting of 2015 (the “**H Shareholders Class Meeting**”) and the First A Shareholders Class Meeting of 2015 (the “**A Shareholders Class Meeting**”) (collectively, the “**Meetings**”) were held at 9:30 a.m. on Tuesday, 26 May 2015 at CITIC Bank, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People's Republic of China (the “**PRC**”). The Meetings were chaired by Ms. Li Qingping, the Executive Director and the President of the Bank. Among all 9 incumbent directors of the Bank, 5 directors, Ms. Li Qingping, Mr. Sun Deshun, Mr. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew and Mr. Zhang Xiaowei attended the Meetings in person and the rest of the directors were unable to attend due to other engagement; among all 8 incumbent supervisors of the Bank, 5 supervisors, Mr. Zheng Xuexue, Mr. Ma Haiqing, Ms. Wang Xiuhong, Ms. Wen Shuping and Mr. Cheng Pusheng attended the Meetings in person and the rest of the supervisors were unable to attend the Meetings due to other engagement; Mr. Wang Kang, secretary of the Board attended the Meetings in person; the Executive Director and First Vice President of the

Bank, Mr. Sun Deshun, the Vice President of the Bank, Mr. Zhang Qiang, the Vice President of the Bank, Mr. Zhu Jialin, the Vice President of the Bank, Mr. Fang Heying and the Vice President of the Bank, Mr. Guo Danghuai were present at the Meetings. The Meetings were convened in compliance with the relevant requirements of the Company Law of the PRC and the articles of associations of the Bank.

Reference is made to the circular dated 5 May 2015 (the “**Circular**”) issued by the Bank in connection with the Meetings. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The total number of issued Shares as at the date of the Meetings was 46,787,327,034 Shares, comprising 31,905,164,057 A Shares and 14,882,162,977 H Shares, which were the total number of Shares entitling the shareholders to attend and vote for or against the resolutions proposed at the 2014 Annual General Meeting, the H Shareholders Class Meeting and the A Shareholders Class Meeting, respectively.

As at 23 December 2014, ie the date of the relevant announcement titled Connected Transaction, BBVA held more than 5% Shares of the Bank. Therefore, pursuant to article 10.1.3 of the Listing Rules of the Shanghai Stock Exchange (the “**Shanghai Listing Rules**”), BBVA constituted a related party of the Bank under the Shanghai Listing Rules. As such, BBVA had a material interest in the transaction stated in resolution 22 and had therefore abstained from voting resolution 22 in relation to the connected transaction of the acquisition of the Sale Shares in CIFH in the 2014 Annual General Meeting in compliance with article 10.2.2 of the Shanghai Listing Rules.

Apart from BBVA as aforementioned, there were no Shares of the Bank entitling the Shareholders to attend and abstain from voting in favour at the 2014 Annual General Meeting as set out in Rule 13.40 of the Hong Kong Listing Rules. None of the Shareholders has stated his or her intention in the Circular to vote against or to abstain from voting on any of the resolutions at the 2014 Annual General Meeting.

87 Shareholders and duly authorized proxies, holding 38,282,550,506 Shares of the Bank and representing approximately 81.822479% of the total number of issued Shares of the Bank were present at the Meetings, including 9 H Share Shareholders and duly authorized proxies, holding 9,322,500,510 H Shares of the Bank and representing approximately 19.925268% of the total number of issued Shares of the Bank, and 78 A Share Shareholders and duly authorized proxies, holding 28,960,050,296 A Shares of the Bank and representing approximately 61.897210% of the total number of issued Shares of the Bank.

A total of 78 A Shareholders of the Bank and duly authorised proxies holding a total of 28,960,049,196 A Shares, representing 90.769159% of the total voting Shares of A Shares of the Bank were present at the A Shareholders Class Meeting.

A total of 8 H Shareholders of the Bank and duly authorised proxies holding a total of 7,583,556,519 H Shares, representing 50.957354% of the total voting Shares of H Shares of the Bank were present at the H Shareholders Class Meeting.

The resolutions at Meetings were voted by poll. Computershare Hong Kong Investor Services Limited (the Bank's H share registrar), King & Wood Mallesons (the Bank's PRC legal adviser), Shareholders' representatives and the Board of Supervisors of the Bank collectively acted as the scrutineers for votes counting at the Meetings.

POLL RESULTS OF 2014 ANNUAL GENERAL MEETING

The Board is pleased to announce that [all resolutions] have been duly passed at the 2014 Annual General Meeting and the details of poll results are as follows:

No.	Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
1.	to consider and approve the Report of the Board of Directors For the Year 2014	38,270,885,641 (99.969529%)	48,507 (0.000126%)	11,616,658 (0.030345%)	38,282,550,806
This resolution was duly passed as an ordinary resolution.					
2.	to consider and approve the Report of the Board of Supervisors For the Year 2014	38,270,884,641 (99.969526%)	49,507 (0.000129%)	11,616,658 (0.030345%)	38,282,550,806
This resolution was duly passed as an ordinary resolution.					
3.	to consider and approve the Annual Report of the Bank for the Year 2014	38,270,884,641 (99.969526%)	49,507 (0.000129%)	11,616,658 (0.030345%)	38,282,550,806
This resolution was duly passed as an ordinary resolution.					
4.	to consider and approve the Financial Report of the Bank for the Year 2014	38,270,884,641 (99.969526%)	49,507 (0.000129%)	11,616,658 (0.030345%)	38,282,550,806
This resolution was duly passed as an ordinary resolution.					
5.	to consider and approve the Financial Budget Plan of the Bank for the Year 2015	38,275,837,441 (99.982464%)	48,507 (0.000126%)	6,664,858 (0.017410%)	38,282,550,806
This resolution was duly passed as an ordinary resolution.					
6.	to consider and approve the Profit Distribution Plan of	38,275,810,661	71,887	6,668,258	38,282,550,806

	the Bank for the Year 2014	(99.982394%)	(0.000187%)	(0.017419%)	
	This resolution was duly passed as an ordinary resolution.				
7.	to consider and approve the Election of Directors for the fourth Session of the Board of Directors				
7.01	to elect Mr. Chang Zhenming as Non-executive Director for the fourth session of the Board of Directors	38,016,110,745 (99.304017%)	254,397,149 (0.664525%)	12,042,912 (0.031458%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
7.02	to elect Mr. Zhu Xiaohuang as Non-executive Director for the fourth session of the Board of Directors	38,015,725,465 (99.303011%)	254,782,429 (0.665531%)	12,042,912 (0.031458%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
7.03	to elect Mr. Dou Jianzhong as Non-executive Director for the fourth session of the Board of Directors	--	--	--	--
	This resolution was withdrawn pursuant to the Bank's announcement dated 19 May 2015.				
7.04	to elect Mr. Zhang Xiaowei as Non-executive Director for the fourth session of the Board of Directors	38,015,725,465 (99.303011%)	254,782,429 (0.665531%)	12,042,912 (0.031458%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
7.05	to elect Ms. Li Qingping as Executive Director for the fourth session of the Board of Directors	38,214,361,519 (99.821879%)	62,326,326 (0.162806%)	5,862,961 (0.015315%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
7.06	to elect Mr. Sun Deshun as Executive Director for the fourth session of the Board of Directors	38,200,834,519 (99.786544%)	75,853,326 (0.198141%)	5,862,961 (0.015315%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
7.07	to elect Ms. Wu Xiaoqing as Independent Non-executive Director for the fourth session of the Board of Directors	38,247,429,660 (99.908258%)	29,258,185 (0.076427%)	5,862,961 (0.015315%)	38,282,550,806

	This resolution was duly passed as an ordinary resolution.				
7.08	to elect Mr. Wong Luen Cheung Andrew as Independent Non-executive Director for the fourth session of the Board of Directors	38,267,832,860 (99.961554%)	8,854,985 (0.023131%)	5,862,961 (0.015315%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
7.09	to elect Mr. Yuan Ming as Independent Non-executive Director for the fourth session of the Board of Directors	38,273,021,338 (99.975108%)	3,666,507 (0.009577%)	5,862,961 (0.015315%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
7.10	to elect Mr. Qian Jun as Independent Non-executive Director for the fourth session of the Board of Directors	38,273,021,338 (99.975108%)	3,666,507 (0.009577%)	5,862,961 (0.015315%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
8.	to consider and approve the Remuneration Policy of the fourth Session of the Board of Directors	38,275,361,441 (99.981220%)	49,507 (0.000130%)	7,139,858 (0.018650%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
9.	to consider and approve the Election of the Non-Employee Representative Supervisors of the Fourth Session of the Board of Supervisors				
9.01	to elect Dr. Ou-Yang Qian as Supervisor of the fourth session of the Board of Supervisors	38,267,029,963 (99.959457%)	8,854,985 (0.023131%)	6,665,858 (0.017412%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
9.02	to elect Mr. Zheng Xuexue as Supervisor of the fourth session of the Board of Supervisors	38,241,986,963 (99.894041%)	33,897,985 (0.088547%)	6,665,858 (0.017412%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
9.03	to elect Ms. Wang Xiuhong as External Supervisor of the fourth session of the Board	38,241,986,963 (99.894041%)	33,897,985 (0.088547%)	6,665,858 (0.017412%)	38,282,550,806

	of Supervisors				
	This resolution was duly passed as an ordinary resolution.				
9.04	to elect Mr. Jia Xiangsen as External Supervisor of the fourth session of the Board of Supervisors	38,241,986,963 (99.894041%)	33,897,985 (0.088547%)	6,665,858 (0.017412%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
9.05	to elect Mr. Zheng Wei as External Supervisor of the fourth session of the Board of Supervisors	38,241,986,963 (99.894041%)	33,897,985 (0.088547%)	6,665,858 (0.017412%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
10.	to consider and approve the Remuneration Policy of the fourth session of the Board of Supervisors	38,275,361,441 (99.981220%)	49,507 (0.000130%)	7,139,858 (0.018650%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
11.	to consider and approve the Engagement of Accounting Firms and Their Service Fees for the year 2015	38,275,327,441 (99.981131%)	557,507 (0.001457%)	6,665,858 (0.017412%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
12.	to consider and approve the Special Report on Related Party Transactions of the Bank for the year 2014	37,875,983,006 (98.937981%)	119,292,820 (0.311612%)	287,274,980 (0.750407%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
13.	to consider and approve the Proposal On Conformity to Conditions on Non-public Offering of Preference Shares	38,275,836,641 (99.982462%)	49,507 (0.000129%)	6,664,658 (0.017409%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
14.	to consider and approve the Proposal on the Plan for Non-public Offering of Preference Shares				
14.01	Type and Quantity of Securities to be Issued	38,276,068,722 (99.983068%)	49,507 (0.000129%)	6,432,577 (0.016803%)	38,282,550,806
	This resolution was duly passed as a special resolution.				

14.02	Par Value and Offering Price	38,276,068,722 (99.983068%)	49,507 (0.000129%)	6,432,577 (0.016803%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.03	Term	38,276,069,722 (99.983070%)	48,507 (0.000127%)	6,432,577 (0.016803%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.04	Use of Proceed	38,276,070,822 (99.983073%)	48,507 (0.000127%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.05	Offering Method and Target Investors	38,276,070,822 (99.983073%)	48,507 (0.000127%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.06	Profit Distribution Mode for Preference Shareholders	38,276,069,822 (99.983071%)	49,507 (0.000129%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.07	Mandatory Conversion Clause	38,276,069,822 (99.983071%)	49,507 (0.000129%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.08	Condition Redemption Clause	38,276,069,822 (99.983071%)	49,507 (0.000129%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.09	Voting Right Restriction and Restoration Clause	38,276,069,822 (99.983071%)	49,507 (0.000129%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.10	Liquidation Preference and Method	38,239,724,756 (99.888132%)	36,394,573 (0.095068%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				

14.11	Rating Arrangements	38,239,724,756 (99.888132%)	36,394,573 (0.095068%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.12	Guarantee Arrangements	38,276,069,822 (99.983071%)	49,507 (0.000129%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.13	Transfer and Trading Arrangement	38,276,069,822 (99.983071%)	49,507 (0.000129%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
14.14	Validity of the Resolution on This Offering	38,276,069,822 (99.983071%)	49,507 (0.000129%)	6,431,477 (0.016800%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
15.	to consider and approve the Proposal on Amendments to the Articles of Association of the Bank	38,270,649,263 (99.968911%)	5,237,985 (0.013683%)	6,663,558 (0.017406%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
16.	to consider and approve the Proposal on Revising the Administrative Measures of the Bank for Raised Funds	37,898,349,562 (98.996406%)	131,989,678 (0.344778%)	252,211,566 (0.658816%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
17.	to consider and approve the Proposal on the Dilution of Immediate Return by Preference Share Issuance of the Bank and Remedial Measures	38,275,838,741 (99.982467%)	48,507 (0.000127%)	6,663,558 (0.017406%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
18.	to consider and approve the Proposal on Requesting the Shareholders' General Meeting Authorise the Board of Directors to Handle Relevant Matters Relating to the Non-public Offering of	38,275,836,541 (99.982461%)	49,507 (0.000130%)	6,664,758 (0.017409%)	38,282,550,806

	Preference Shares				
	This resolution was duly passed as a special resolution.				
19.	to consider and approve the Amendments to the Articles of Association of the Bank	38,270,649,263 (99.968911%)	5,237,985 (0.013683%)	6,663,558 (0.017406%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
20.	to consider and approve the Amendments to the Rules of Procedures of the Board of Supervisors	38,275,837,741 (99.982464%)	49,507 (0.000130%)	6,663,558 (0.017406%)	38,282,550,806
	This resolution was duly passed as a special resolution.				
21.	to consider and approve the Report on the Use of Fund Raised from the Previous Offering	38,275,837,741 (99.982464%)	49,507 (0.000130%)	6,663,558 (0.017406%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				
22.	to consider and approve the Connected Transaction of the Acquisition of the Sale Shares in CITIC International Financial Holdings Limited	36,502,041,196 (99.947028%)	4,109,404 (0.011252%)	15,236,601 (0.041720%)	36,521,387,201
	This resolution was duly passed as an ordinary resolution.				
23.	to consider and approve the Approval Limit on the Exemption of the Non-performing Loans of the Bank	38,275,831,541 (99.982448%)	55,707 (0.000146%)	6,663,558 (0.017406%)	38,282,550,806
	This resolution was duly passed as an ordinary resolution.				

POLL RESULTS OF THE H SHAREHOLDERS CLASS MEETING

The Board is pleased to announce that all resolutions have been duly passed at the H Shareholders Class Meeting and the details of poll results are as follows:

No.	Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	

1.00	to consider and approve the Proposal on the Plan for Non-public Offering of Preference Shares				
1.01	Type and Quantity of Securities to be Issued	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.02	Par Value and Offering Price	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.03	Term	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.04	Use of Proceed	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.05	Offering Method and Target Investors	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.06	Profit Distribution Mode for Preference Shareholders	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.07	Mandatory Conversion Clause	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.08	Condition redemption clause	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.09	Voting Right Restriction and Restoration Clause	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519

	This resolution was duly passed as a special resolution.				
1.10	Liquidation Preference and Method	7,542,438,046 (99.457794%)	36,348,473 (0.479307%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.11	Rating Arrangements	7,542,438,046 (99.457794%)	36,348,473 (0.479307%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.12	Guarantee Arrangements	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.13	Transfer and Trading Arrangement	7,578,783,112 (99.937056%)	3,407 (0.000045%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				
1.14	Validity of the Resolution on This Offering	7,578,784,112 (99.937069%)	2,407 (0.000032%)	4,770,000 (0.062899%)	7,583,556,519
	This resolution was duly passed as a special resolution.				

POLL RESULTS OF A SHAREHOLDERS CLASS MEETING

The Board is pleased to announce that all resolutions have been duly passed at the A Shareholders Class Meeting and the details of poll results are as follows:

No.	Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
1.00	to consider and approve the Proposal on the Plan for Non-public Offering of Preference Shares				
1.01	Type and Quantity of Securities to be Issued	28,959,143,416 (99.996872%)	46,100 (0.000159%)	859,680 (0.002969%)	28,960,049,196
	This resolution was duly passed as a special resolution.				
1.02	Par Value and Offering	28,959,143,416	46,100	859,680	28,960,049,196

	Price	(99.996872%)	(0.000159%)	(0.002969%)	
	This resolution was duly passed as a special resolution.				
1.03	Term	28,959,143,416 (99.996872%)	46,100 (0.000159%)	859,680 (0.002969%)	28,960,049,196
	This resolution was duly passed as a special resolution.				
1.04	Use of Proceed	28,959,144,516 (99.996876%)	46,100 (0.000159%)	858,580 (0.002965%)	28,960,049,196
	This resolution was duly passed as a special resolution.				
1.05	Offering Method and Target Investors	28,959,144,516 (99.996876%)	46,100 (0.000159%)	858,580 (0.002965%)	28,960,049,196
	This resolution was duly passed as a special resolution.				
1.06	Profit Distribution Mode for Preference Shareholders	28,959,144,516 (99.996876%)	46,100 (0.000159%)	858,580 (0.002965%)	28,960,049,196
	This resolution was duly passed as a special resolution.				
1.07	Mandatory Conversion Clause	28,959,144,516 (99.996876%)	46,100 (0.000159%)	858,580 (0.002965%)	28,960,049,196
	This resolution was duly passed as a special resolution.				
1.08	Condition Redemption Clause	28,959,144,516 (99.996876%)	46,100 (0.000159%)	858,580 (0.002965%)	28,960,049,196
	This resolution was duly passed as a special resolution.				
1.09	Voting Right Restriction and Restoration Clause	28,959,144,516 (99.996876%)	46,100 (0.000159%)	858,580 (0.002965%)	28,960,049,196
	This resolution was duly passed as a special resolution.				
1.10	Liquidation Preference and Method	28,959,144,516 (99.996876%)	46,100 (0.000159%)	858,580 (0.002965%)	28,960,049,196
	This resolution was duly passed as a special resolution.				
1.11	Rating Arrangements	28,959,144,516	46,100	858,580	28,960,049,196

		(99.996876%)	(0.000159%)	(0.002965%)	
	This resolution was duly passed as a special resolution.				
1.12	Guarantee Arrangements	28,959,144,516	46,100	858,580	28,960,049,196
		(99.996876%)	(0.000159%)	(0.002965%)	
	This resolution was duly passed as a special resolution.				
1.13	Transfer and Trading Arrangement	28,959,144,516	46,100	858,580	28,960,049,196
		(99.996876%)	(0.000159%)	(0.002965%)	
	This resolution was duly passed as a special resolution.				
1.14	Validity of the Resolution on This Offering	28,959,144,516	46,100	858,580	28,960,049,196
		(99.996876%)	(0.000159%)	(0.002965%)	
	This resolution was duly passed as a special resolution.				

APPOINTMENT OF DIRECTORS FOR THE FOURTH SESSION OF THE BOARD

The Board is pleased to announce that, at the 2014 Annual General Meeting, Mr. Chang Zhenming, Mr. Zhu Xiaohuang, Mr. Zhang Xiaowei have been appointed as the non-executive directors of the Fourth Session of the Board; Ms. Li Qingping, Mr. Sun Deshun have been appointed as the executive directors of the Fourth Session of the Board, Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew, Mr. Yuan Ming and Dr. Qian Jun have been appointed as independent non-executive directors of the Fourth Session of the Board.

The particulars of the above directors are set out below:

Non-executive Directors:

Mr. Chang Zhenming, aged 59, Chinese Nationality

Mr. Chang Zhenming is the Chairman and non-executive director of the Bank, joined the Bank's Board of Directors in August 2013. Mr. Chang has been the chairman of CITIC Group Corporation (“**CITIC Group**”) and CITIC Corporation Limited since December 2011. Mr. Chang has been the chairman of Board of Directors of CITIC Limited (formerly known as CITIC Pacific Limited) since April 2009, chairman of CITIC Hong Kong (Holdings) Limited since March 2011, vice chairman of CIFH since October 2006, and chairman of CITIC Press Group since February 2008. Mr. Chang served as the chairman of CITIC Group from December 2010 to December 2011, and as the vice

chairman and president of CITIC Group from July 2006 to December 2010. He was the vice chairman and a non-executive director of the Bank from December 2006 to May 2011, and served as a non-executive director of CITIC Bank International Limited (“CNCBI”) from November 2006 to March 2013. Mr. Chang was the vice chairman and president of China Construction Bank Corporation (“CCB”) from July 2004 to July 2006. Mr. Chang was an executive director and vice president of CITIC Group from August 1995 to July 2004, and assistant president of China International Trust and Investment Corporation from January 1994 to August 1995. Mr. Chang was the vice president of the Bank from September 1993 to January 1994 and a president assistant of the Bank from October 1992 to September 1993. Mr. Chang is a senior economist. He graduated from Beijing Second Foreign Language College with a bachelor’s degree in Japanese language and literature, and received his master’s degree in business administration from New York College of Insurance.

Mr. Zhu Xiaohuang, aged 59, Chinese Nationality

Non-executive director of the Bank. Mr. Zhu has been the president of the Bank from September 2012 to June 2014, executive director from January 2013 to June 2014, resigned as president and became non-executive director since July 2014. Mr. Zhu is currently Chairman of Board of Supervisors of CITIC Group. From August 2012 to July 2014, Mr. Zhu was vice-general manager of CITIC Limited. From February 2011 to August 2012, Mr. Zhu was an executive director and vice president of CCB. He had been working at CCB as an executive director, vice president and the chief risk officer from July 2010 to February 2011. Mr. Zhu served as a vice president and the chief risk officer of CCB from June 2008 to July 2010. He was the chief risk officer of CCB from April 2006 to June 2008. From March 2006 to April 2006, he was an executive vice chairman of CCB’s risk management and internal control committee. Mr. Zhu served as general manager of the corporate banking business department of CCB from October 2004 to March 2006. He was the president of Guangdong branch of CCB from May 2001 to October 2004. Mr. Zhu served consecutively as deputy director of administrative office, deputy director of head office’s No.1 credit department, deputy general manager of credit management department, vice president of Liaoning Branch, and general manager of banking department of CCB from September 1993 to May 2001. He served consecutively as a cadre, deputy director and director of head office’s regulatory department of CCB from February 1982 to September 1993. Mr. Zhu is a senior economist, and a recipient of a special grant by PRC government. He obtained his bachelor’s degree in infrastructure finance and credit from Hubei Finance and Economics College in 1982 and obtained a degree in economic law from Peking University in October 1985. He also obtained his doctorate degree in world economics from Sun Yat-Sen University in 2006.

Mr. Zhang Xiaowei, aged 58, Chinese Nationality

Non-executive director of the Bank, joined the Bank's Board of Directors in January 2013. Mr. Zhang is currently a director, president and the chief executive officer of CNCBI in Hong Kong. Prior to that, Mr. Zhang was an executive director and the general manager of Wing Lung Bank Limited from January 2012 to September 2012. From 2002 to 2011, Mr. Zhang served as the president of China Merchants Bank Hong Kong branch. From 2000 to 2002, he worked at the Hong Kong representative office of China Merchants Bank as the chief representative, during which period he led the preparation work for the establishment of China Merchants Bank Hong Kong branch. From 1995 to 2000, Mr. Zhang worked at Bank of Communications Hong Kong branch and served as a vice president. From 1991 to 1995, Mr. Zhang worked at Bank of Communications Hainan branch and served as the head of the international business department and a vice president of the bank. From 1984 to 1991, he worked in different departments at the headquarters of Agricultural Bank of China Limited including the planning department, the economic restructuring office and the international business department, and served consecutively as a clerk, a deputy division head and the division head. Mr. Zhang has 30 years' experience in the banking industry in both mainland China and Hong Kong. Mr. Zhang received a master degree in monetary banking from the Graduate School of the People's Bank of China.

Each of Mr. Chang Zhenming, Mr. Zhu Xiaohuang and Mr. Zhang Xiaowei will not receive any salary or director's fee from the Bank during their term as a non-executive director of the Bank.

Each of Mr. Chang Zhenming, Mr. Zhu Xiaohuang and Mr. Zhang Xiaowei has confirm that, save as disclosed above, (1) he does not hold any position with the Bank or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any directors, supervisor, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) he does not have any interest in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement.

In addition, each of Mr. Chang Zhenming, Mr. Zhu Xiaohuang and Mr. Zhang Xiaowei has confirmed that there is no other information in respect of his appointment that is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

Executive Directors:

Ms. Li Qingping, aged 53, Chinese Nationality

Ms. Li Qingping is the executive director and President of the Bank, joined the Bank's Board of Directors in March 2014 as non-executive director. Upon the approval by CBRC on the qualifications of Ms. Li as President of the Bank since 1 July 2014, Ms. Li has served as executive director and President of the Bank. Ms. Li is concurrently member of the executive committee and Vice President of CITIC Limited. Prior to that, she served as staff, deputy division head, division head, Deputy General Manager and General Manager of the International Banking Department at the Head Office of Agricultural Bank of China ("ABC") from August 1984 to January 2007, as Party Secretary and President of ABC Guangxi Branch from January 2007 to December 2008, as Director of Retail Banking and concurrently General Manager of Personal Banking and Personal Credit Department of ABC from January 2009 to May 2009, and as Director of Retail Banking and concurrently General Manager of Personal Finance Department at the Head Office of ABC from May 2009 to September 2013. Ms. Li is a senior economist with 30 years' professional experience in the Chinese banking industry and in-depth research about international banking and retail banking. She graduated from Nankai University in international finance with a master's degree in economics.

Mr. Sun Deshun, aged 57, Chinese Nationality

Mr. Sun Deshun is the executive director and first-vice president of the Bank, joined the Bank in October 2011 as vice president. He has served as executive director of the Bank since March 2014, and first-vice president since May 2014. He is concurrently director of CNCBI. Prior to that, Mr. Sun served in the Bank of Communications of China ("BOCC") as vice president of BOCC's Beijing management department, concurrently president of the BOCC Beijing branch from January 2010 to October 2011, and president of the BOCC Beijing branch from December 2005 to December 2009. He worked in Haidian office, Haidian subbranch, Beijing branch and head office data center (Beijing) of Industrial and Commercial Bank of China ("ICBC") from May 1984 to November 2005, holding various positions including assistant president and vice president of ICBC Beijing branch from December 1995 to November 2005, and general manager of the ICBC's head office data center (Beijing) from January 1999 to April 2004. Mr. Sun worked in the People's Bank of China from April 1981 to May 1984. Mr. Sun enjoys 30 years' experience in China's banking industry. He graduated from Dongbei University of Finance and Economics with a master's degree in economics.

Each of Ms. Li Qingping and Mr. Sun Deshun will not receive any salary or director's fee from the Bank during their term as an executive director of the Bank, however, they will receive post-based remuneration, including basic salary, bonus, allowance, subsidy, employee welfare and insurances, housing provident fund and annuity.

Each of Ms. Li Qingping and Mr. Sun Deshun has confirm that, save as disclosed above, (1) s/he does not hold any position with the Bank or any of its subsidiaries and has not

been a director in any other listed companies in the past three years; (2) s/he is not connected with any directors, supervisor, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) s/he does not have any interest in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement.

In addition, each of Ms. Li Qingping and Mr. Sun Deshun has confirmed that there is no other information in respect of her/his appointment that is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

Independent Non-Executive Directors:

Ms. Wu Xiaoqing, aged 62, Chinese Nationality

Ms. Wu Xiaoqing is the independent non-executive director of the Bank, joined the Bank in October 2012. Ms. Wu Xiaoqing retired in October 2008. Ms. Wu was the deputy accountant general of Sinosteel Corporation and chairman of Sinosteel Assets Management Co., Ltd. From September 2005 to October 2008, the deputy accountant general of Sinosteel Corporation and director of Sinosteel Assets Management Co., Ltd. from December 1999 to September 2005, and she successively served as the deputy head and the head of the Financial Department of Sinosteel Corporation from January 1995 to December 1999. Prior to that, Ms. Wu successively worked in the Finance Division of the Government Offices Administration of the State Council and the Finance Department of China Metallurgical Raw Materials Corporation. Ms. Wu had long been engaged in the fields of financial and accounting management, with rich working experience in financial management and accounting of large central-government-owned enterprises and is familiar with accounting standards and relevant laws and regulations on corporate tax. Ms. Wu is a Chinese Certified Public Accountant, Senior Accountant and she graduated from the Department of Finance of Renmin University of China (majoring in accounting) with a bachelor's degree.

Mr. Wong Luen Cheung Andrew, aged 58, Chinese Nationality

Mr. Wong Luen Cheung Andrew is the independent non-executive director of the Bank, joined the Bank's Board of Directors in November 2012. Mr. Wong Luen Cheung Andrew is an Independent Director of CANADIAN SOLAR INC and independent non-executive director of ACE Life Insurance Co., Ltd. He's also an external director of Shenzhen Yantian Port Group Co., Ltd. and the senior advisor to vice chairman of the board of Henderson Land Development Company Limited. Besides, he's a director of China Overseas Friendship Association. Since 2013, Mr. Wong Luen Cheung Andrew has been a member of the eleventh Chinese People's Political Consultative Conference

(“CPPCC”), Shaanxi Provincial Committee, Xian, China. Mr. Wong held various senior positions at the Royal Bank of Canada, including the assistant representative for China operations, representative of southern China, the branch manager of the Shanghai branch. He also held various positions at the Union Bank of Switzerland, including head of China desk and an executive director of debt capital markets. Mr. Wong previously also served as a director of China Citicorp International Limited, a merchant banking arm of Citibank. Further, Mr. Wong was the head of Greater China business of Hang Seng Bank Limited and the managing director of corporate and investment banking — Greater China of DBS Bank Limited, Hong Kong. Mr. Wong Luen Cheung Andrew has been a member of the CPPCC Shenzhen Committee since 2002. Mr. Wong Luen Cheung Andrew was awarded the National Excellent Independent Director by the Shanghai Stock Exchange in 2010. Mr. Wong Luen Cheung Andrew also received the Medal of Honour (Hong Kong SAR) from the Hong Kong Special Administrative Region Government in 2011.

Mr. Yuan Ming, aged 63, Chinese Nationality

Mr. Yuan Ming is the independent non-executive director of the Bank, joined the Bank in September 2014. Mr. Yuan retired in March 2013. From December to 2011 to March 2013, Mr. Yuan served as deputy director of the economic committee of Guangxi Zhuang Autonomous Region Committee of the tenth session of CPPCC. From December 2003 to February 2012, Mr. Yuan served as the head and party committee secretary of Guangxi Branch of CCB, where he already was the principal head from April 2003 to December 2003. From July 1997 to April 2003, he was the head and party committee secretary of Jilin Branch of CCB. From July 1987 to July 1997, he was the deputy head and party committee member of Jilin Branch of CCB. From February 1986 to July 1987, Mr. Yuan Ming served as the office manager of Jilin Branch of CCB. From November 1984 to February 1986, Mr. Yuan served as the head and party committee secretary of Tonghua central branch of Jilin of CCB. From July 1984 to November 1984, Mr. Yuan served as deputy head of comprehensive planning division of Jilin Branch of CCB, where he was the chief clerk from May 1983 to July 1984 and the officer from February 1979 to May 1983. From October 1975 to February 1979, Mr. Yuan was an officer of the finance and trade office of Yanbian government. From September 1973 to October 1975, Mr. Yuan studied in Jilin Yanbian Finance and Trade College, majoring in commerce and economics. From December 1968 to September 1973, he was once an intellect youth in the Dapuchaihe commune of Dunhua County, Jilin Province. Mr. Yuan is a senior economist, and has obtained master degree of economics.

Dr. Qian Jun, aged 45, Chinese Nationality

Dr. Qian Jun is the vice dean of China Academy of Financial Research at Shanghai Jiao Tong University, and is a co-director of the EMBA/DBA/EE programme of Shanghai Advanced Institute of Finance at Shanghai Jiao Tong University since July 2014. Dr.

Qian serves as an associate editor of the international academic journal, *Review of Finance*, since December 2013. From July 2013 to the present, Dr. Qian is the professor of finance, advisor of doctoral candidates and co-director of the EMBA programme of Shanghai Advanced Institute of Finance at Shanghai Jiao Tong University. From May 2009 to June 2013, Dr. Qian served as a distinguished professor of finance of Shanghai Advanced Institute of Finance at Shanghai Jiao Tong University. From July 2000 to June 2013, Dr. Qian taught at the Finance Department of Boston College Carroll School of Management (U.S.). Dr. Qian was an assistant professor of finance from July 2000 to February 2006, tenured professor from March 2006 to June 2013 and researcher of the Haub family. From April 2011, Dr. Qian is the associate editor of the international academic journal, *Frontiers of Economics in China*. From July 2007 to June 2009, Dr. Qian served as a distinguished professor at the Finance Department of Tsinghua University School of Economics and Management. From July 2007 to June 2008, Dr. Qian was a visiting associate professor of finance at MIT Sloan School of Management (U.S.). From September 2002 to the present, Dr. Qian is a researcher of Financial Institutions Center at Wharton School of the University of Pennsylvania (U.S.). From 1988 to 1991, Dr. Qian studied in Department of World Economy of School Economics at Fudan University with a bachelor's degree. Dr. Qian graduated from the University of Iowa (U.S.) with a bachelor's degree in May 1993 and from the University of Pennsylvania (U.S.) with a Ph.D. degree in May 2000.

Dr. Qian Jun's researches involved theoretical and practical corporate finance and finance institutions, including business and investment banks, mutual and hedge funds, credit rating agencies, merger and acquisition, researches on finance related legal system, comparison of financial systems in emerging markets, development of the financial system during the process of China's economic transition and prevention of financial risk. He published many articles on famous international journals, like *American Economic Review*, *Journal of Finance*, *Journal of Financial Economics*, *Journal of Financial and Quantitative Analysis*, *Journal of International Economics*, etc. Dr. Qian participated in the compilation and writing of chapters relating to the development of financial systems of many books in succession, including *Discussion on the Enormous Economic Changes of China*, *Emerging Economic Giants of the World: China and India, As An Emerging Financial Market: The Opportunities and Challenges Faced by China*, and *Global Outlook towards the Rule of Law and Regulations*.

Each of Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew, Mr. Yuan Ming and Dr. Qian Jun will be entitled to an allowance of RMB300,000 (before tax) per year during their respective term as an independent non-executive director of the Bank.

Each of Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew, Mr. Yuan Ming and Dr. Qian Jun has confirm that, save as disclosed above, (1) s/he does not hold any position with the Bank or any of its subsidiaries and has not been a director in any other listed

companies in the past three years; (2) s/he is not connected with any directors, supervisor, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) s/he does not have any interest in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement.

In addition, each of Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew, Mr. Yuan Ming and Dr. Qian Jun has confirmed that there is no other information in respect of his appointment that is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders of the Bank. According to the Articles of Associations and the relevant laws and regulations, Dr. Qian Jun's appointment is subject to the approval by the CBRC.

The respective term of office of the aforesaid directors will be from the date of the 2014 Annual General Meeting to the expiry date of the term of office of the fourth session of the Board. Subject to the laws, regulations and the Articles of Association, Directors may be re-elected at the expiration of their initial term of office. Each of the aforesaid directors will enter into a service contract with the Bank after the approval of his/her appointment.

RETIREMENT OF DIRECTORS

Due to the expiration of their term of office in the third session of the Board, the following persons have been retired from their respective offices with effect from the conclusion of the 2014 Annual General Meeting:

Mr. Dou Jianzhong, non-executive director, chairman of the Risk Management Committee of the Board and member of the Strategic Development Committee of the Board;

Mr. Gonzalo José Toraño Vallina, non-executive director, member of the Strategic Development Committee of the Board, member of the Audit and Related Party Transactions Control Committee of the Board and member of the Risk Management Committee of the Board; and

Mr. Li Zheping, member of the Audit and Related Party Transactions Control Committee and member of the Risk Management Committee; Mr. Li will continue to serve as the independent non-executive director of the Bank until the appointment of Dr. Qian Jun becomes effective but Mr. Li will not serve under the committees of the Board..

Each of the abovementioned retired directors has confirmed to the Bank that he has no disagreement with the Board and is not aware of any matters about the Company that

need to be brought to the attention of the Shareholders. Each of them also confirmed that he does not have any action or claim, existing or pending, against the Bank.

APPOINTMENT OF SUPERVISORS OF THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

Dr. Ou-Yang Qian, Mr. Zheng Xuexue have been appointed as the supervisor of the Fourth Session of the Board of Supervisors and Ms. Wang Xiuhong, Mr. Jia Xiangsen and Mr. Zheng Wei have been appointed as the external supervisor of the Fourth Session of the Board of Supervisors.

The particulars of the supervisors are set out below:

Dr. Ou-Yang Qian, aged 60, Chinese Nationality

Dr. Ou-Yang has been working in the Bank since 1988. He has been a member of the Board of Supervisors since August 2013, and has been the chairman of the Board of Supervisors since CBRC's approval on his qualifications in November 2013.

Since January 1989, Dr. Ou-Yang worked in the Treasury Department of the Bank where he was primarily engaged in foreign exchange transactions, bond transactions and gold trading and in September of the same year he began to participate in management of asset portfolio investment. Dr. Ou-Yang was in charge of the research and design of the Bank's internal risk control system in 1991. He was a president assistant of the Bank from April 1994 to July 1995. He was vice president of the Bank between July 1995 and June 2013, responsible successively for treasury trading and financial market, international banking, retail banking, credit card, corporate banking. And he was also president of Shenzhen Branch. Before being nominated supervisor of the Bank, he was responsible for financial market, international banking and IT of the Bank. He was deputy director of risk management committee, director of marketing committee and director of information committee. From 1998 to January 2014, he has been serving concurrently as the chairman of China Investment and Finance Limited.

Dr. Ou-Yang is a senior economist and received a bachelor's degree in hydraulic machinery from Tsinghua University and a doctoral degree in aeronautical engineering from University of Manchester in United Kingdom. He published Treasury Efficiency (Citic Press in 1999), edited and translated Introduction to Currency Option (China Economic Publishing House in 1997), and Financial Crisis and Systematic Risks (China Financial Publishing House in 2009).

Mr. Zheng Xuexue, aged 60, Chinese Nationality

Supervisor of the Bank. Mr. Zheng serves as director of the Audit Department of CITIC Group, and is concurrently working as chairman of the board of supervisors of CITIC Construction Co., Ltd., CITIC Investment Holdings Limited, CITIC Bohai Aluminum Industries Holding Company Limited, CITIC East China (Group) Co., Ltd., CITIC Asset Management Corporation Ltd., and supervisor of CITIC Limited and CITIC Holdings. From April 2007 to December 2011, he was director of the Audit Department of CITIC Group. From March 2000 to April 2007, he was deputy director of the Audit Department of CITIC Group and its predecessor China International Trust and Investment Corporation. From March 1986 to March 2000, Mr. Zheng was cadre, deputy division director, division director and assistant director in CITIC Group. From March 1983 to March 1986, he worked at the Beijing Municipal Public Security Bureau. Mr. Zheng is a senior accountant and graduated from Renmin University of China in March 1983 with a bachelor's degree in economics.

Ms. Wang Xiuhong, aged 69, Chinese Nationality

External supervisor of the Bank. Ms. Wang has been the president of China Women Judges Society since December 2003 and vice president of China Judges Society since December 2008, respectively. Ms. Wang has been an independent director of Bank of Jilin since September 2011. Ms. Wang served as member of the judicial committee of the Supreme People's Court of PRC (vice ministerial level) from October 2004 to December 2010; head of the administrative tribunal and member of the judicial committee of the Supreme People's Court of PRC from May 2003 to September 2004; deputy director of Political Department of the Supreme People's Court of PRC from February 1997 to April 2003; the executive vice president, the deputy secretary of the party committee of the High People's court of Jilin province and vice president of China Women Judges Association from February 1994 to January 1997. Prior to that, Ms. Wang had successively served at Siping District Timber Company in Jilin, Intermediate People's court of Siping District, Liaoyuan Intermediate People's court and Jilin Intermediate People's court. Ms. Wang rendered long term services in the judicial system and well experienced on legal matters. Ms. Wang graduated from Beijing Political Science and Law School (currently known as China University of Political Science and Law).

Mr. Jia Xiangsen, aged 60, Chinese Nationality

Mr. Jia currently serves as the audit director at the head office of ABC. From March

2010 to March 2014, Mr. Jia worked as the audit director and director of audit office at the head office of ABC, and from April 2008 to March 2010 as the director of audit office at the head office of ABC. From April 1984 to April 2008, Mr. Jia worked in multiple positions including Vice President of Fengtai sub-branch of ABC Beijing Branch, deputy director of ABC Beijing (managing), President of Dongcheng sub-branch of ABC Beijing Branch, Deputy Party Secretary and Vice President of ABC Beijing Branch, General Manager of ABC Corporate Banking Department, Party Secretary and President of ABC Guangdong Branch. Prior to that, Mr. Jia served at Chaoyang office and Fengtai office of the People's Bank of China Beijing in succession. Mr. Jia graduated from Graduate School of Chinese Academy of Social Sciences, majoring in money and banking.

Mr. Zheng Wei, aged 41, Chinese Nationality

Mr. Zheng currently serves as the director of the department of risk management and insurance at Peking University School of Economics. From April 2008 to April 2014, Mr. Zheng served as an independent director and member of the Risk Management Committee and Chairman of the Audit Committee of BOC Insurance Limited. From July 1999 to the present, Mr. Zheng served as assistant to the director, associate director and director of the department of risk management and insurance at Peking University School of Economics in succession. From July 1998 to the present, Mr. Zheng has worked as teaching assistant, lecturer, associate professor, professor and professor and advisor of doctoral candidates at Peking University School of Economics in succession. From August 1998 to February 2000, Mr. Zheng was a visiting scholar at University of Wisconsin-Madison. Mr. Zheng graduated from Peking University School of Economics, with a Ph.D. degree in finance.

Each of Dr. Ou-Yang Qian, Mr. Zheng Xuexue will not receive any salary or supervisor's fee from the Bank during his term as non-employee representative supervisor of the Bank. Each of Ms. Wang Xiuhong, Mr. Jia Xiangsen and Mr. Zheng Wei will be entitled to an allowance of RMB300,000 (before tax) per year during their term as external supervisor of the Bank.

Each of Dr. Ou-Yang Qian, Mr. Zheng Xuexue, Ms. Wang Xiuhong, Mr. Jia Xiangsen and Mr. Zheng Wei has confirm that, save as disclosed above, (1) s/he does not hold any position with the Bank or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) s/he is not connected with any directors, supervisor, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) s/he does not have any interest in any shares of the Bank

within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement.

In addition, each of Dr. Ou-Yang Qian, Mr. Zheng Xuexue, Ms. Wang Xiuhong, Mr. Jia Xiangsen and Mr. Zheng Wei has confirmed that there is no other information in respect of his appointment that is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

Each of the aforesaid supervisors will enter into a service contract with the Bank after the approval of his/her appointment.

DISTRIBUTION OF FINAL DIVIDEND

Following the approval by the Shareholders of the Bank at the 2014 Annual General Meeting, the Profit Distribution Plan of the Bank for the year 2014 is adopted. As per the Profit Distribution Plan of the Bank for the year 2014, the Bank will not distribute dividends in the form of cash for 2014. The Profit Distribution Plan of the Bank for the year 2014 is as follow:

According to the Articles of Association, the basis for after-tax profit distribution of a relevant financial year is the parent company's after-tax profit as shown on the financial statements prepared in accordance with PRC GAAP. In 2014, the Bank's distributable net profit was RMB38.99 billion.

The 2014 profit may be distributed in the following way:

1. 10% of the net profit shall be appropriated to statutory surplus reserve at the end of the period, which is RMB 3.899 billion;
2. RMB 6.1 billion shall be appropriated to general reserves;
3. No discretionary reserve shall be allocated; and
4. Considering that the Bank intends to offer A Shares to China Tobacco Corporation in the Private Placement and the Private Placement has been approved by the Board and the Second Extraordinary General Meeting of 2014 and the H Shareholders Class Meeting held on 16 December 2014, in accordance with Article 33 of the *Administrative Measures for Securities Issuance and Underwriting* which provides that "As for a listed company, where there is any profit distribution plan or plan on the conversion of public accumulation funds into share capital that has not been submitted to the general meeting of shareholders for voting, or that has been voted and adopted by the general meeting of shareholders but has yet to be implemented, the company shall issue

securities after such plan is implemented,” the Bank will not distribute dividends in the form of cash for 2014 to convert any public accumulation funds into share capital, but reserved them for distribution in the future in order to secure the progress of rights issue and promote the Bank’s long-term development. The retained undistributed profit will be still be used for replenishing capital and the return ratio is expected at about 16% based on the Bank’s ROA in 2014.

LAWYER'S CERTIFICATION

King & Wood Mallesons, the Bank's PRC legal adviser, issued a legal opinion which certified and stated the following: “The convening, holding, qualification of the attendees and convenor and voting procedures of the 2014 Annual General Meeting, the H Shareholders Class Meeting and the A Shareholders Class Meeting conform to provisions of relevant laws and regulations including the Company Law of the People's Republic of China and Rules of Procedures of Shareholders' General Meeting of Listed Companies as well as provisions of the articles of association of the Bank. The resolutions passed at the 2014 Annual General Meeting, the H Shareholders Class Meeting and the A Shareholders Class Meeting are lawful and valid”.

By order of the Board of Directors

China CITIC Bank Corporation Limited

CHANG Zhenming

Chairman

Beijing, the PRC

26 May 2015

As at the date of this announcement, the executive directors of the Bank are Ms. Li Qingping and Mr. Sun Deshun; the non-executive directors are Mr. Chang Zhenming, Mr. Zhu Xiaohuang and Mr. Zhang Xiaowei; and the independent non-executive directors are Mr. Li Zheping, Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew and Mr. Yuan Ming.