

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



中信銀行
CHINA CITIC BANK

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)

NOTICE OF THE ANNUAL GENERAL MEETING OF 2015

NOTICE IS HEREBY GIVEN that the Annual General Meeting of 2015 (the “**2015 AGM**”) of the China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m., on Thursday, 26 May 2016 at Conference Room, B1 Floor, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People's Republic of China (the “**PRC**”) to consider and, if thought fit, to approve the following resolutions (special resolutions are indicated with “*”):

By ordinary resolutions:

1. to consider and approve the Report of the Board of Directors for the year 2015;
2. to consider and approve the Report of the Board of Supervisors for the year 2015;
3. to consider and approve the Annual Report of the Bank for the year 2015;
4. to consider and approve the Financial Report of the Bank for the year 2015;
5. to consider and approve the Financial Budget Plan of the Bank for the year 2016;
6. to consider and approve the Profit Distribution Plan of the Bank for the year 2015;
7. to consider and approve the Engagement of Accounting Firms and Their Service Fees for the year 2016;
8. to consider and approve the Special Report on Related Party Transactions of China CITIC Bank Corporation Limited for the year 2015;
9. to consider and approve the Adjustment of the Annual Cap of Related Party Continuing Connected Transactions for the years 2016-2017 of the Bank

By special resolutions:

10. to consider and approve the general mandate to issue debt securities*;
11. to consider and approve the proposal regarding the extension of the validity period of the resolution of the general meeting in respect of the Non-public Offering of preference shares*;
12. to consider and approve the proposal to the general meeting regarding the extension of the authorization period to the Board of Directors for handling matters in relation to the Non-public Offering of preference shares*;

By ordinary resolution:

13. to consider and approve the Dilution of Immediate Returns due to Issuance of Preference Shares by China CITIC Bank Corporation Limited (revised edition), and proposed to the 2015 AGM to authorize the Board of Directors, permitting the Board to reauthorize the president of the Bank to further analyze and demonstrate the effect of the Non-public Offering of preference shares on the dilution of immediate returns of the Bank, and to make necessary revision and replenishment to remedial measures.

In addition, the shareholders will listen to the 2015 Report of the Board of Supervisors on the Directors' Annual Performance Assessment, 2015 Report of the Board of Supervisors on the Annual Performance Assessment of Senior Management Members, 2015 Report of the Board of Supervisors on the Supervisors' Annual Performance Assessment, 2015 Report of the Board of Supervisors on the Board of Directors' Annual Performance Assessment, 2015 Report of the Board of Supervisors on its own Annual Performance Assessment and 2015 Report of the Board of Supervisors on the Senior Management's Annual Performance Assessment.

The circular for the 2015 AGM will be dispatched to the shareholders by the Bank on or before Friday, 6 May 2016.

By Order of the Board of Directors
China CITIC Bank Corporation Limited
Chang Zhenming
Chairman

Beijing, PRC
8 April 2016

As at the date of this notice, 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.

Notes:

1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2015 AGM

Holders of A shares and H shares are regarded as the same class of shareholders in voting. Holders of H shares should note that the Register of Members of the Bank will be closed from Tuesday, 26 April 2016 to Thursday, 26 May 2016 (both days inclusive) during which period no H share transfer will be registered. All shareholders appearing on the Register of Members of the Bank on Thursday, 26 May 2016 are entitled to attend and vote at the 2015 AGM. Holders of H shares of the Bank who intend to attend the 2015 AGM but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than Monday, 25 April 2016, 4:30 p.m..

2. APPOINTMENT OF PROXY

Any shareholder entitled to attend and vote at the 2015 AGM is entitled to appoint one or more proxies to attend and vote at the meeting instead of him/her. A proxy need not be a shareholder of the Bank.

The proxy form shall be in writing and signed by the shareholder or of his/her attorney duly authorized in writing or, if the shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorized attorney. If the proxy form is signed by the attorney of the shareholder, the power of attorney or other authorization document authorizing the attorney to sign the proxy form must be notarized.

H shareholders shall lodge the proxy form, together with the power of attorney or other authority (if any), by hand or post, with the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the 2015 AGM or its adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2015 AGM.

3. REPLY SLIP

Holders of H shares who intend to attend in person or by proxy the 2015 AGM shall deliver the reply slip to the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, on or before Friday, 6 May 2016.

4. CONTACT INFORMATION OF THE BANK

Address: Office of the Board of Directors and Board of Supervisors, CITIC Bank, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, the PRC
Postal Code: 100010
Contact persons: LUO Xiaobo, SHI Chuanyu
Tel: (86 10) 8523 0010
Fax: (86 10) 8523 0079

5. PROCEDURE OF VOTING AT THE 2015 AGM

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the 2015 AGM must be taken by poll.

6. OTHER BUSINESS

Shareholders attending the 2015 AGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2015 AGM shall provide their identity documents.