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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Everbright Bank Company Limited, you should at once hand this circular together with the accompanying proxy form and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中國光大銀行股份有限公司

**China Everbright Bank Company Limited**

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

**(Stock code: 6818)**

**ISSUANCE OF QUALIFIED TIER-2 CAPITAL INSTRUMENTS  
PLAN AND AUTHORIZATION OF THE ISSUANCE OF FINANCIAL BONDS  
ESTABLISHMENT OF SEPARATE LEGAL ENTITY FOR THE CREDIT CARD  
BUSINESS  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
ELECTION OF EXTERNAL SUPERVISOR  
REMUNERATION STANDARDS OF CHAIRMAN AND VICE CHAIRMAN OF  
THE BOARD OF SUPERVISORS FOR 2015  
AND  
NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING**

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The letter from the Board is set out on pages 3 to 11 of this circular.

The notice convening the EGM to be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC on Tuesday, 15 November 2016 at 9:30 a.m., together with the relevant reply slips and proxy forms, have been sent to the Shareholders on 30 September 2016.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the relevant proxy forms in accordance with the instructions printed thereon. For holder of H Shares, the proxy forms should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy forms will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

30 September 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Company”	China Everbright Bank Company Limited (中國光大銀行股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 6818) and the Shanghai Stock Exchange (stock code: 601818), respectively
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting for 2016 of the Company to be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC on Tuesday, 15 November 2016 at 9:30 a.m.
“HK\$”	Hong Kong dollars, the existing lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“H Share(s)”	overseas listed foreign shares of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of par value RMB1.00 each in the share capital of the Company (including A Shares and/or H Shares)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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LETTER FROM THE BOARD

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中國光大銀行股份有限公司

**China Everbright Bank Company Limited**

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

**(Stock code: 6818)**

*Executive Directors:*

Mr. ZHANG Jinliang  
Mr. MA Teng  
Ms. LI Jie

*Non-executive Directors:*

Mr. TANG Shuangning  
Mr. GAO Yunlong  
Mr. LIU Jun  
Mr. ZHANG Shude  
Mr. WU Gang  
Mr. LI Huaqiang  
Mr. ZHAO Wei  
Mr. YANG Jigui

*Independent non-executive Directors:*

Mr. ZHANG Xinze  
Mr. QIAO Zhimin  
Mr. XIE Rong  
Ms. FOK Oi Ling Catherine  
Mr. XU Hongcai  
Mr. FENG Lun

*Registered Office:*

China Everbright Center  
No. 25 and 25A Taipingqiao Avenue  
Xicheng District  
Beijing 100033, China

*Place of Business in Hong Kong:*

30/F  
Far East Finance Centre  
16 Harcourt Road  
Admiralty  
Hong Kong

30 September 2016

*To the Shareholders*

Dear Sir or Madam,

**ISSUANCE OF QUALIFIED TIER-2 CAPITAL INSTRUMENTS  
PLAN AND AUTHORIZATION OF THE ISSUANCE OF FINANCIAL BONDS  
ESTABLISHMENT OF SEPARATE LEGAL ENTITY FOR THE CREDIT CARD  
BUSINESS  
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
ELECTION OF EXTERNAL SUPERVISOR  
REMUNERATION STANDARDS OF CHAIRMAN AND VICE CHAIRMAN OF THE  
BOARD OF SUPERVISORS FOR 2015  
AND  
NOTICE OF 2016 FIRST EXTRAORDINARY GENERAL MEETING**

**1 INTRODUCTION**

Reference is made to the Company's announcements (1) dated 2 September 2016 in relation to the appointment of independent non-executive director and external supervisor; and (2) dated 2 September 2016 in relation to the remuneration standards for the relevant management personnel of the Company.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information regarding the proposal of aforementioned matters and certain other matters, which will be submitted to the EGM for consideration and approval.

### 2 ISSUANCE OF QUALIFIED TIER-2 CAPITAL INSTRUMENTS

In order to replenish the Company's tier 2 capital, optimize the capital structure, increase capital adequacy ratio of the Company and to ensure the continuous and steady development of various business of the Company in the future, pursuant to the relevant laws and regulations, the Company proposed to issue qualified tier-2 capital instruments, the plan of which is as follows:

- (1) Size of the Issuance: the size of the new issuance will not be more than RMB40 billion.
- (2) Term of Bonds: Not less than five years.
- (3) Type of Bonds: qualified tier-2 capital instruments satisfying the regulatory requirements under the Administrative Measures for the Capital of Commercial Banks (Provisional) and Guiding Opinions on Commercial Banks' Innovation on Capital Instruments issued by the China Banking Regulatory Commission with write-down terms but without terms on conversion to shares.
- (4) Coupon Rate of the Issuance: It will be determined with reference to the market rates.
- (5) Use of Proceeds: The proceeds from the Issuance of qualified tier-2 capital instruments will be used to replenish the tier-2 capital of the Company according to the applicable laws and approval of regulatory authorities, for the purpose of improving capital adequacy ratio, enhancing the operating strength, improving the anti-risk capacity and supporting the continuous and steady development of the business of the Company.
- (6) Authorization: It is proposed to submit to the general meeting of Shareholders to authorise the Board, and the Board will delegate the Chairman, Vice Chairman and President of the Company to deal with specific matters relating to the issuance of qualified tier-2 capital instruments together or separately under the framework and principles adopted by the general meeting of Shareholders. The specific authorisation items and scope include but are not limited to:
  - (a) within the extent permitted by relevant legal and regulatory authorities, to determine the specific matters relating to the issuance of qualified tier-2 capital instruments based on market conditions, including but not limited to determining the specific time, the issuance amount, issuance method, the subscribers of issuance, the price and nominal value of issuance, term of issuance and coupon rates.
  - (b) to conduct any negotiation relating to the issuance of qualified tier-2 capital instruments and execute the relevant contracts and documents;

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## LETTER FROM THE BOARD

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- (c) to determine the professional intermediary for this issuance, submit the application of qualified tier-2 capital instruments to the relevant regulatory authorities and make appropriate adjustments to the relevant specific issuance plan and application materials based on the comments from the regulatory authorities (if any);
  - (d) other specific matters relating to the issuance of qualified tier-2 capital instruments.
- (7) Validity of the Shareholders resolution: up to 31 December 2018.

### 3 PLAN AND AUTHORIZATION OF THE ISSUANCE OF FINANCIAL BONDS

In order to further expand the fund sources, optimize the asset and liability structure of the Company, pursuant to the relevant laws and regulations, the Company proposes to issue financial bonds. This proposal is based on financial bond planning and authorization passed at the board meeting and general meeting of the Company in 2013 and to extend the authorization while the remaining content will remain unchanged, the plan of which is as follows:

- (1) Total size of Issuance: Within the next three years (2017-2019) the balance of the financial bonds to be issued domestically and abroad shall not exceed 10% of the balance of liabilities which is determined based on the liabilities (denominated in RMB) as at the end of the previous year.
- (2) Term of Bonds: No more than 15 years.
- (3) Coupon Rate of the Bonds: It will be determined with reference to market rates and method of issuance.
- (4) Use of Proceeds: Granting loans, general working capital of the Company and other general corporate purpose.
- (5) Authorization: It is proposed to the general meeting of Shareholders to authorize the Board (the Board can delegate the senior management) to deal with the following matters relating to the bond issuance:
  - (a) within the extent permitted by relevant legal and regulatory authorities, and in accordance with the matching of assets and liabilities and market situations, to determine the specific matters relating to the bond issuance, including but not limited to determining the specific time, the issuance amount, the issuance method, the subscribers for issuance, the term of issuance, price of issuance and specific use of funds;
  - (b) to conduct any negotiation relating to the bond issuance and execute the relevant contracts and documents;
  - (c) to submit the application of financial bond issuance to the relevant regulatory authorities and make appropriate adjustments to the relevant specific issuance plan based on the comments from the regulatory authorities (if any);

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## LETTER FROM THE BOARD

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- (d) other specific matters relating to the financial bond issuance.
- (6) Validity of the Shareholders resolution: up to 31 December 2019, effective since 1 January 2017 after the approval of the general meeting of Shareholders of the Company .

#### **4 ESTABLISHMENT OF SEPARATE LEGAL ENTITY FOR THE CREDIT CARD BUSINESS**

In order to promote our financial services and facilitate enhancement in consumption, to reduce services costs, to develop finance for the public, to promote the standardization of our credit business and to expand its scale, the Company proposes to establish a separate legal entity for its credit card business.

**(1). The establishment of a separate legal entity for its credit card business by the Company is in line with the national policies and the prevailing regulatory framework**

At the National Banking Industry Supervision and Management Conference 2016, China Banking Regulatory Commission (“CBRC”) proposed the overall policy direction that “those banks with mature conditions shall conduct licence administration and pilot reform on subsidiaries engaging in business segments such as credit card, wealth management, private banking, direct marketing banking and small micro corporate lending”.

The Company’s proposal to separate the credit card centre holding financial permits, and restructure it into a separate legal entity (first class legal person) dedicated in the operation of credit card business is in line with the overall direction on pilot reform of subsidiaries promulgated by CBRC as referred to above. Upon the establishment of the separate legal entity for credit card business by the Company, the Company will strictly implement the relevant regulatory requirements, receive on-site inspection and off-site monitoring by regulatory authorities and strictly put in place various regulatory requirements.

**(2). Implication for the Company to establish a separate legal entity for its credit card business**

- (a) to explore new models in credit card operation so as to facilitate further development in the credit card business. The credit card business shall operate on as a corporate entity, which can implement its operation and management strategies on the basis of its own needs that better suit its business features. This will be beneficial to the professional operation of the credit card business, which will meet the ever improving needs in terms of consumption, finance and services.
- (b) the professional operation of the credit card entity has its own independent and flexible technology system, risk control, products and services systems, which can effectively enhance the flexibility in making decisions for developments of the credit card business. This will be beneficial to further capitalizing on the scale effects for credit cards, and will be more market-oriented. The professional operation capabilities and flexible operation decisioning abilities can promote the rapid development of credit cards business in terms of governance, scale, professionalism and standardization.



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## LETTER FROM THE BOARD

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- (c) to assist in the implementation of business strategies for mass retail and relevant businesses, which will increase the contribution from credit card business to the development of the Company's business as a whole. The credit card business plays an important role in commercial banking in terms of referral of customers, retention of customers, perfecting services, and exploration of values. In the meantime, complying with laws and regulations, the credit card corporate entity will share resources, complement business operations, enter into mutual promotion and mutual support with the Company. This will speed up in the adaption to market-oriented needs, motivate innovation of potentials and improve competitiveness of the Company in the market.

### **(3). Matters for the consideration and approval by the General Meeting of Shareholders**

- (a) to agree on the establishment of a separate legal entity for the credit card business, with the general proposal as follows:
  - (i) name of the company: China Everbright Credit Card Company Limited (provisional name)
  - (ii) place for incorporation: Beijing
  - (iii) place of business: Beijing
  - (iv) registered capital: not exceeding RMB10 billion
  - (v) Shareholder to contribute to registered capital: China Everbright Bank Company Limited
- (b) to approve the Board to authorize the senior management of the Company to decide and deal with the specific matters related to the establishment and investment in China Everbright Credit Card Company Limited based on the related regulatory provisions after taking account into various factors. These matters include but not limited to, determine the name of company, registered address, registered capital, scope of operation, formulate corporate governance structure; draft, amend and sign the legal documents related to the establishment of China Everbright Credit Card Company Limited; engage relevant intermediaries to decide and pay the relevant expenses for the establishment of China Everbright Credit Card Company Limited; handle procedures about approvals, registration, filing, permits, consents with regulatory authorities with respect to the matters relevant to the establishment of China Everbright Credit Card Company Limited; prepare operation guidelines and staff replenishment plans; and to handle all other matters relating to the establishment and operation of China Everbright Credit Card Company Limited.

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## LETTER FROM THE BOARD

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### 5 ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. WANG Liguó was nominated as the candidate for the position of an independent non-executive director of the Company, and his appointment is subject to the approvals by the shareholders at the general meeting of the Company and CBRC. Mr. WANG Liguó's term of office will commence on the date when the approval of CBRC is obtained. Mr. ZHANG Xinze will continue to perform his duties as an independent non-executive director of the Company before Mr. WANG Liguó's appointment qualification is approved by the CBRC.

The biographical details of Mr. WANG Liguó are set out below:

Mr. WANG Liguó, aged 59, graduated from Dongbei University of Finance and Economics with a doctor degree in economics. He is now a professor and mentor of doctoral candidates at Dongbei University of Finance and Economics, chief expert of major projects of the National Social Science Fund, member of the Assessment Committee of the Higher Education Engineering Management Department of the Ministry of Housing and Urban-Rural Development, member of the Investment Association of China, executive member of the Construction Economics Branch of the Architectural Society of China and vice president of Dalian Engineering Consulting Association.

Save as disclosed above, Mr. WANG Liguó has not held other directorships in any listed public companies in the last three years and he does not hold any other positions with the Company or other group members of the Company. Mr. WANG Liguó does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company, and he is not interested in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In accordance with the articles of association of the Company, the term of a director is three years and the directors are eligible for re-election upon completion of their terms but the consecutive terms of the independent non-executive directors shall not exceed six years.

Pursuant to the relevant responsibilities of the directors of the Company, the basic annual pre-tax emolument of Mr. WANG Liguó is RMB280,000, which shall be adjusted based on the responsibilities of the independent non-executive directors of the Company and submitted by the Board to the general meeting of the Company for the shareholders' approval.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in relation to the aforesaid proposed appointment.

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## LETTER FROM THE BOARD

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### 6 ELECTION OF EXTERNAL SUPERVISOR

Mr. WANG Zhe was nominated as the candidate for the position of an external supervisor of the Company, and his appointment is subject to the approval by the shareholders at the general meeting of the Company. His term of office will commence on the date when the approval by the shareholders at the general meeting of the Company is obtained.

The biographical details of Mr. WANG Zhe are set out below:

WANG Zhe, aged 56, graduated from Southwestern University of Finance and Economics with a master's degree in Business Administration. He is an economist and currently the Secretary General for Association of Shanghai Internet Financial Industry and an Independent Director of Shanghai Pudong Development Bank (Shanghai Stock Exchange: 600000) as well as the Vice Chairman for Shanghai Financial Association. Since September 1985, Mr. WANG Zhe has served as the Deputy Section Chief for General Office of People's Bank of China, Manager and General Manger for Shenzhen Branch of China Gold Coin Incorporation, Vice President for Shenzhen Branch of China CITIC Bank, Deputy General Manager for China Gold Coin Incorporation, General Manager, Director-General and Party Secretary for Shanghai Gold Exchange and Party Secretary for China Foreign Exchange Trading System.

In accordance with the articles of association of the Company, the term of a supervisor is three years. According to the relevant duties of the supervisor of the Company, the pre-tax annual basic supervisor's fee of Mr. WANG Zhe will be RMB250,000. Save as disclosed above, Mr. WANG Zhe has not held other directorships and supervisorships in any listed companies, or any other major appointment or qualification in the last three years.

Save as disclosed above, Mr. WANG Zhe does not have any relationship with any directors, supervisors, senior management or substantial shareholders of the Company, and he is not interested in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rules 13.51(2) of the Listing Rules in relation to the aforesaid proposed appointment.

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## LETTER FROM THE BOARD

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### 7 REMUNERATION STANDARDS OF CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF SUPERVISORS FOR 2015

In accordance with the relevant requirements of the Articles of Association of the Company and the performance of duties, the proposed remuneration standards of the Chairman and Vice Chairman of the Board of Supervisors for the year 2015 are set out below:

#### 2015 Total Remuneration of Actual Payout (Before Tax)

*Unit: RMB ten thousand*

Name	Position	2015 Total Remuneration of Actual Payout (Before Tax)
Li Xin	Chairman of the Board of Supervisors, Shareholder Representative Supervisor	23.02
Mu Huijun	Vice Chairman of the Board of Supervisors, Employee Representative Supervisor	145.57
<b>Resigned Supervisor</b>		
Cai Haoyi	Chairman of the Board of Supervisors, Shareholder Representative Supervisor	75.34

*Note:*

1. According to the relevant regulations, the remunerations of the Chairman and Vice Chairman of the Board of Supervisors for 2015 are determined with reference to the remuneration standards of the senior management of the Company;
2. According to the relevant regulations, remuneration payment of the Chairman and vice Chairman of the Board of Supervisors are subject to deferred payment. The aggregate amount of performance-based remuneration of Mr. Li Xin, Mr. Mu Huijun and Mr. Cai Haoyi for 2015 being deferred was RMB1,046,700, which have not yet been paid out to respective individuals. Whether the payment be ultimately released will be evaluated and determined based on the actual operation and risk exposure of the Company in the future;
3. The above amount is calculated based on the tenure of office and the timing of actual payment of remuneration.

### 8 THE EGM

The EGM will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC on Tuesday, 15 November 2016 at 9:30 a.m.. The EGM notices and relevant proxy forms and reply slips for the EGM have been dispatched to Shareholders on 30 September 2016.

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## LETTER FROM THE BOARD

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### 9 RECOMMENDATIONS

The Directors consider that the resolutions as stated in the notice of EGM are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the EGM.

On Behalf of the Board  
**China Everbright Bank Company Limited**  
**TANG Shuangning**  
*Chairman*

*As at the date of this Circular, the Executive Directors of the Company are Mr. Zhang Jinliang, Mr. Ma Teng and Ms. Li Jie; the Non-executive Directors are Mr. Tang Shuangning, Mr. Gao Yunlong, Mr. Liu Jun, Mr. Zhang Shude, Mr. Wu Gang, Mr. Li Huaqiang, Mr. Zhao Wei and Mr. Yang Jigui; and the Independent Non-executive Directors are Mr. Zhang Xinze, Mr. Qiao Zhimin, Mr. Xie Rong, Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai and Mr. Feng Lun.*

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## NOTICE OF THE 2016 FIRST EXTRAORDINARY GENERAL MEETING

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中國光大銀行股份有限公司

### China Everbright Bank Company Limited

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

**(Stock code: 6818)**

## NOTICE OF THE 2016 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting for 2016 (“EGM”) of China Everbright Bank Company Limited (the “**Company**”) will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC on Tuesday, 15 November 2016 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions:

### SPECIAL RESOLUTIONS

1. To consider and approve the issuance of qualified tier-2 capital instruments;
2. To consider and approve the plan and authorization of the issuance of financial bonds; and
3. To consider and approve the establishment of a separate legal entity for the credit card business.

### ORDINARY RESOLUTIONS

1. To consider and approve the election of Mr. WANG Liguang as an independent non-executive director of the seventh session of the board of directors;
2. To consider and approve the election of Mr. WANG Zhe as an external supervisor of the seventh session of the board of supervisors; and
3. To consider and approve the remuneration standards of chairman and vice-chairman of the board of supervisors for the year 2015.

On Behalf of the Board  
**China Everbright Bank Company Limited**  
**TANG Shuangning**  
*Chairman*

Beijing, the PRC  
30 September 2016

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## NOTICE OF THE 2016 FIRST EXTRAORDINARY GENERAL MEETING

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*As at the date of this notice, the Executive Directors of the Company are Mr. Zhang Jinliang, Mr. Ma Teng and Ms. Li Jie; the Non-executive Directors are Mr. Tang Shuangning, Mr. Gao Yunlong, Mr. Liu Jun, Mr. Zhang Shude, Mr. Wu Gang, Mr. Li Huaqiang, Mr. Zhao Wei and Mr. Yang Jigui; and the Independent Non-executive Directors are Mr. Zhang Xinze, Mr. Qiao Zhimin, Mr. Xie Rong, Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai and Mr. Feng Lun.*

Notes:

- (1) For further details on each of the proposed resolutions, please refer to the circular of the Company dispatched to shareholders on 30 September 2016.

(2) **Closure of register of members and eligibility for attending the EGM**

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Saturday, 15 October 2016 to Tuesday, 15 November 2016 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Tuesday, 15 November 2016 are entitled to attend the EGM.

Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 14 October 2016.

(3) **Proxy**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H Share registrar of the Company by hand or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be) by holders of H Shares. The H Share registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the EGM if he so wishes, but in such event the instrument appointing a proxy shall be deemed to be revoked.

(4) **Reply Slip**

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip by hand or by post to the Company’s Board of Directors’ Office or Computershare Hong Kong Investor Services Limited on or before Tuesday, 25 October 2016. The Company’s Board of Directors’ Office is located at Room 1013, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC (Tel: (86 10) 6363 6388, Fax: (86 10) 6363 6713). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

- (5) The above resolutions will be voted by way of poll.

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## NOTICE OF THE 2016 FIRST EXTRAORDINARY GENERAL MEETING

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**(6) Other issues**

Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

Registration for admission to the EGM will take place from 9:00 a.m. to 11:30 a.m. and 1:30 p.m. to 5:00 p.m. on 10 November 2016 at the Company's Board of Directors' Office. Shareholders (in person or by proxy) attending the EGM who have not registered for admission to the EGM during the aforementioned periods in this paragraph shall register for admission at the venue of the EGM on the date of the EGM and produce their identification documents.