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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)**

**ANNOUNCEMENT**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING OF 2017 HELD ON 25 MAY 2018  
DISTRIBUTION OF FINAL DIVIDEND**

**ELECTION OF DIRECTORS FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS AND THE  
NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE FIFTH SESSION OF THE BOARD OF  
SUPERVISORS**

**ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS  
ELECTION OF CHAIRMAN OF THE BOARD OF SUPERVISORS**

Reference is made to the circular dated 4 May 2018 (the “**Circular**”) of China CITIC Bank Corporation Limited (the “**Bank**”) in relation to the Annual General Meeting of 2017 (“**2017 AGM**”). Unless the context requires otherwise, the capitalized terms used herein should have the same meanings as those defined in the Circular.

The board of directors (the “**Board**”) of the Bank is pleased to announce that the 2017 AGM was held at 2:30 p.m. on Friday, 25 May 2018 at Conference Room, B1 Floor, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC. The meeting was chaired by Ms. Li Qingping, the Chairperson and executive director of the Bank. Onsite-voting and online-voting were both adopted as voting mechanisms for the meeting. Among all 10 incumbent directors of the Bank, 8 directors attended the meetings in person, and directors Zhu Gaoming and Chen Lihua were unable to attend due to other engagement. The meeting was convened in compliance with the relevant requirements of the Company Law of the PRC and other laws and regulations as well as the Articles of Associations of the Bank.

Of the issued ordinary Shares of the Bank, the total number of Shares with voting rights known to the Bank at the meeting as at the date of the meeting was 48,934,796,573 Shares, comprising 34,052,633,596 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 meeting.

There were no Shares of the Bank entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the 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 meeting.

20 Shareholders and duly authorized proxies, holding 38,561,810,470 Shares of the Bank and representing approximately 78.802433% of the total voting Shares of the Bank were present at the 2017 AGM, including 5 H Shareholders and duly authorized proxies, holding 7,420,543,107 H Shares of the Bank and representing approximately 15.164144% of the total voting Shares of the Bank, 15 A Shareholders and duly authorized proxies, holding 31,141,267,363 A Shares of the Bank and representing approximately 63.638289% of the total voting Shares of the Bank.

The resolutions proposed at the meeting were voted by poll. Computershare Hong Kong Investor Services Limited (the

Bank's H Share registrar), East & Concord Partners (the Bank's PRC legal adviser), Shareholders' representatives and the Supervisors' representatives of the Bank collectively acted as the scrutineers for votes counting at the meeting.

## POLL RESULTS OF 2017 AGM

The Board is pleased to announce that all resolutions have been duly passed at the 2017 AGM and the details of poll results are as follows:

No.	Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
1.	Proposal regarding the Report of the Board of Directors for the year 2017	38,555,441,163 (99.9834829%)	4,507 (0.0000117%)	6,364,800 (0.0165054%)	38,561,810,470
	This resolution was duly passed as an ordinary resolution.				
2.	Proposal regarding the Report of the Board of Supervisors for the year 2017	38,555,441,163 (99.9834829%)	4,507 (0.0000117%)	6,364,800 (0.0165054%)	38,561,810,470
	This resolution was duly passed as an ordinary resolution.				
3.	Proposal regarding the Annual Report of China CITIC Bank for the year 2017	38,555,441,163 (99.9834829%)	4,507 (0.0000117%)	6,364,800 (0.0165054%)	38,561,810,470
	This resolution was duly passed as an ordinary resolution.				
4.	Proposal regarding the Financial Report of China CITIC Bank for the year 2017	38,555,441,163 (99.9834829%)	4,507 (0.0000117%)	6,364,800 (0.0165054%)	38,561,810,470
	This resolution was duly passed as an ordinary resolution.				
5.	Proposal regarding the Financial Budget Plan of China CITIC Bank for the year 2018	38,558,804,763 (99.9922055%)	4,507 (0.0000117%)	3,001,200 (0.0077828%)	38,561,810,470
	This resolution was duly passed as an ordinary resolution.				
6.	Proposal regarding the Profit Distribution Plan of China CITIC Bank for the year 2017	38,559,000,763 (99.9927138%)	4,507 (0.0000117%)	2,805,200 (0.0072745%)	38,561,810,470
	This resolution was duly passed as an ordinary resolution.				

7.	Proposal regarding the Engagement of Accounting Firms and Their Fees for the year 2018	38,463,095,634 (99.7440088%)	95,909,636 (0.2487166%)	2,805,200 (0.0072746%)	38,561,810,470
This resolution was duly passed as an ordinary resolution.					
8.	Proposal regarding the Report of the Use of Proceeds from the Previous Issuance	38,558,804,763 (99.9922055%)	4,507 (0.0000117%)	3,001,200 (0.0077828%)	38,561,810,470
This resolution was duly passed as an ordinary resolution.					
9.	Proposal regarding the Shareholders' Return Plan for the year 2018-2020	38,558,804,763 (99.9922055%)	4,507 (0.0000117%)	3,001,200 (0.0077828%)	38,561,810,470
This resolution was duly passed as an ordinary resolution.					
10.	Proposal regarding the Mid-term Capital Management Plan for the year 2018-2020	38,558,804,763 (99.9922055%)	4,507 (0.0000117%)	3,001,200 (0.0077828%)	38,561,810,470
This resolution was duly passed as an ordinary resolution.					
11.	Proposal regarding the Special Report on Related Party Transactions of China CITIC Bank for the year 2017	38,555,441,163 (99.9834829%)	4,507 (0.0000117%)	6,364,800 (0.0165054%)	38,561,810,470
This resolution was duly passed as an ordinary resolution.					
12.	Proposals regarding the appointment of the directors for the fifth session of the Board of Directors				

12.1	Proposal regarding the appointment of Ms. Li Qingping as an executive director for the fifth session of the Board of Directors	38, 009, 851, 572 (98. 5686385%)	549, 153, 698 (1. 4240869%)	2, 805, 200 (0. 0072746%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
12.2	Proposal regarding the appointment of Mr. Sun Deshun as an executive director for the fifth session of the Board of Directors	38, 492, 613, 262 (99. 8205551%)	66, 392, 008 (0. 1721704%)	2, 805, 200 (0. 0072745%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
12.3	Proposal regarding the appointment of Mr. Zhu Gaoming as a non-executive director for the fifth session of the Board of Directors	38, 474, 698, 154 (99. 7740969%)	84, 307, 116 (0. 2186285%)	2, 805, 200 (0. 0072746%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
12.4	Proposal regarding the appointment of Mr. Cao Guoqiang as a non-executive director for the fifth session of the Board of Directors	38, 474, 698, 154 (99. 7740969%)	84, 307, 116 (0. 2186285%)	2, 805, 200 (0. 0072746%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
12.5	Proposal regarding the appointment of Ms. Huang Fang as a non-executive director for the fifth session of the Board of Directors	38, 474, 698, 154 (99. 7740969%)	84, 307, 116 (0. 2186285%)	2, 805, 200 (0. 0072746%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
12.6	Proposal regarding the appointment of Mr. Wan Liming as a non-executive director for the fifth session of the Board of Directors	37, 158, 545, 056 (96. 3609971%)	1, 400, 460, 214 (3. 6317284%)	2, 805, 200 (0. 0072745%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
12.7	Proposal regarding the appointment of Mr. He Cao as an independent director for the fifth session of the Board of Directors	38, 553, 679, 763 (99. 9789151%)	5, 325, 507 (0. 0138103%)	2, 805, 200 (0. 0072746%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				

12.8	Proposal regarding the appointment of Ms. Chen Lihua as an independent director for the fifth session of the Board of Directors	38, 553, 679, 763 (99. 9789151%)	5, 325, 507 (0. 0138103%)	2, 805, 200 (0. 0072746%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
12.9	Proposal regarding the appointment of Mr. Qian Jun as an independent director for the fifth session of the Board of Directors	38, 554, 275, 763 (99. 9804607%)	4, 729, 507 (0. 0122647%)	2, 805, 200 (0. 0072746%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
12.10	Proposal regarding the appointment of Mr. Yan Lap Kei Isaac as an independent director for the fifth session of the Board of Directors	38, 554, 275, 763 (99. 9804607%)	4, 729, 507 (0. 0122647%)	2, 805, 200 (0. 0072746%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
13.	Proposal regarding the Remuneration Policy of the fifth session of the Board of Directors	38, 558, 804, 763 (99. 9922055%)	4, 507 (0. 0000117%)	3, 001, 200 (0. 0077828%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
14.	Proposal regarding the appointment of the non-employee representative supervisors of the fifth session of the Board of Supervisors				
14.1	Proposal regarding the appointment of Mr. Deng Changqing as a non-employee representative supervisor for the fifth session of the Board of Supervisors	38, 558, 989, 155 (99. 9926837%)	16, 115 (0. 0000418%)	2, 805, 200 (0. 0072745%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
14.2	Proposal regarding the appointment of Ms. Wang Xiuhong as a non-employee representative supervisor for the fifth session of the Board of Supervisors	38, 558, 989, 155 (99. 9926837%)	16, 115 (0. 0000418%)	2, 805, 200 (0. 0072745%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				

14.3	Proposal regarding the appointment of Mr. Jia Xiangsen as a non-employee representative supervisor for the fifth session of the Board of Supervisors	38, 558, 989, 155 (99. 9926837%)	16, 115 (0. 0000418%)	2, 805, 200 (0. 0072745%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
14.4	Proposal regarding the appointment of Mr. Zhengwei as a non-employee representative supervisor for the fifth session of the Board of Supervisors	38, 558, 989, 155 (99. 9926837%)	16, 115 (0. 0000418%)	2, 805, 200 (0. 0072745%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				
15.	Proposal regarding the Remuneration Policy of the fifth session of the Board of Supervisors	38, 557, 980, 713 (99. 9900685%)	828, 557 (0. 0021486%)	3, 001, 200 (0. 0077829%)	38, 561, 810, 470
	This resolution was duly passed as an ordinary resolution.				

#### VOTES DISTRIBUTION ON CASH DIVIDEND DISTRIBUTION

	For		Against		Abstain	
	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
Ordinary Shareholders holding more than 5% of the Bank's Shares	28, 938, 928, 294	100. 0000	0	0. 0000	0	0. 0000
Ordinary Shareholders holding between 1% and 5% of the Bank's Shares	2, 147, 469, 539	100. 0000	0	0. 0000	0	0. 0000
Ordinary Shareholders holding less than 1% of the Bank's Shares	54, 869, 430	99. 9998	100	0. 0002	0	0. 0000
Of which: Ordinary Shareholders with lower than RMB500,000 market capitalisation	14, 577, 706	99. 9993	100	0. 0007	0	0. 0000

Ordinary Shareholders with higher than RMB500,000 market capitalisation	40, 291, 724	100. 0000	0	0. 0000	0	0. 0000
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**POLL RESULTS OF SIGNIFICANT MATTERS BY SHAREHOLDERS HOLDING LESS THAN 5% OF THE BANK'S SHARES**

No.	Resolutions	For		Against		Abstain	
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
6	Proposal regarding the Profit Distribution Plan of China CITIC Bank for the year 2017	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
7	Proposal regarding the Engagement of Accounting Firms and Their Fees for the year 2018	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
12.1	Proposal regarding the appointment of Ms. Li Qingping as an executive director for the fifth session of the Board of Directors	2, 199, 421, 469	99. 867523	2, 917, 600	0. 132477	0	0. 000000
12.2	Proposal regarding the appointment of Mr. Sun Deshun as an executive director for the fifth session of the Board of Directors	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
12.3	Proposal regarding the appointment of Mr. Zhu Gaoming as a non-executive director for the fifth session of	2, 199, 585, 469	99. 874969	2, 753, 600	0. 125031	0	0. 000000

	the Board of Directors						
12.4	Proposal regarding the appointment of Mr. Cao Guoqiang as a non-executive director for the fifth session of the Board of Directors	2, 199, 585, 469	99. 874969	2, 753, 600	0. 125031	0	0. 000000
12.5	Proposal regarding the appointment of Ms. Huang Fang as a non-executive director for the fifth session of the Board of Directors	2, 199, 585, 469	99. 874969	2, 753, 600	0. 125031	0	0. 000000
12.6	Proposal regarding the appointment of Mr. Wan Liming as a non-executive director for the fifth session of the Board of Directors	2, 189, 901, 301	99. 435247	12, 437, 768	0. 564753	0	0. 000000
12.7	Proposal regarding the appointment of Mr. He Cao as an independent director for the fifth session of the Board of Directors	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
12.8	Proposal regarding the appointment of Ms. Chen Lihua as an independent director for the fifth session of the Board of Directors	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
12.9	Proposal regarding the appointment of Mr. Qian Jun as an independent	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000



	director for the fifth session of the Board of Directors						
12.10	Proposal regarding the appointment of Mr. Yan Lap Kei Isaac as an independent director for the fifth session of the Board of Directors	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
13	Proposal regarding the Remuneration Policy of the fifth session of the Board of Directors	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
14.1	Proposal regarding the appointment of Mr. Deng Changqing as a non-employee representative supervisor for the fifth session of the Board of Supervisors	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
14.2	Proposal regarding the appointment of Ms. Wang Xiuhong as a non-employee representative supervisor for the fifth session of the Board of Supervisors	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
14.3	Proposal regarding the appointment of Mr. Jia Xiangsen as a non-employee representative supervisor for the fifth session of the	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000

	Board of Supervisors						
14.4	Proposal regarding the appointment of Mr. Zhengwei as a non-employee representative supervisor for the fifth session of the Board of Supervisors	2, 202, 338, 969	99. 999995	100	0. 000005	0	0. 000000
15.	Proposal regarding the Remuneration Policy of the fifth session of the Board of Supervisors	2, 201, 514, 919	99. 962578	824, 150	0. 037422	0	0. 000000

## DISTRIBUTION OF FINAL DIVIDEND

Following the approval by the Shareholders of the Bank at the 2017 AGM, the Profit Distribution Plan of the Bank for the year 2017 is adopted. The Profit Distribution Plan of the Bank for the year 2017 is as follows:

According to the Articles of Association of the Bank, 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. The Bank's distributable net profit of 2017 was RMB39.196 billion. The Bank will distribute the final dividend for the year of 2017 to H Shareholders on Monday, 23 July 2018.

The 2017 profit is proposed to be distributed in the following way:

1. 10% of the net profit of the Bank shall be appropriated to statutory surplus reserve at the end of the period, which is RMB3.920 billion.
2. No general risk provision shall be allocated.
3. No discretionary reserve shall be allocated.
4. In comprehensive consideration of the overall interests of all Shareholders, its own need for safeguarding sustainable development and the regulatory requirements on capital adequacy ratios and other factors, a total amount of RMB12.772 billion will be distributed as final dividends for the year of 2017, representing 30.01% of the net profit attributable to the Shareholders of the Bank. Based on the total number of A Shares and H Shares of the Bank, a cash dividend of RMB2.61 (pre-tax) will be declared for every 10 Shares, payable in RMB to A Shareholders and in HKD to H Shareholders. The actual profit distribution amount in HKD will be calculated based on the average benchmark rate for RMB to HKD announced by the People's Bank of China one week before the date of the 2017 AGM (the date of the 2017 AGM inclusive). (HKD1.00 equivalent to RMB 0.813148), the final dividend is, therefore, HKD 3.20975 per 10 H Shares.

The Bank will not implement any plan for increasing its share capital with the capital reserve this year. After the profit distribution, any remaining distributable profits will be carried forward to the following year. The reserved distributable profits will be used to replenish capital, support the implementation of the development strategies of the Bank, enhance resistance to risks and fulfill the regulatory requirements in respect of capital adequacy. The weighted average return on net assets for the year 2017 was 11.67% (consolidated), it is expected that return on investments would maintain a certain level for the year 2018.

Holders of H Shares should note that the register of members of the Bank will be closed from Thursday, 31 May 2018 to Tuesday, 5 June 2018 (both days inclusive) during which period no H Share transfer will be registered. H Shareholders appearing on the register of members of the Bank on Tuesday, 5 June 2018 are entitled to 2017 final dividend distribution. Holders of H Shares of the Bank who wish to receive the final dividend distribution 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 Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 30 May 2018.

The Bank has appointed Bank of China (Hong Kong) Trustee Limited as the receiving agent in Hong Kong (the "Receiving Agent") for payment of the H Share dividend. The Receiving Agent will pay the final dividend to H Shareholders appearing on the register of members of the Bank on Tuesday, 5 June 2018. The Bank will distribute the final dividend for the year of 2017 to H Shareholders on Monday, 23 July 2018. For details of the A Share dividend distribution, please refer to the announcement to be published by the Bank on Shanghai Stock Exchange in due course.

#### **WITHHOLDING AND PAYMENT OF ENTERPRISE INCOME TAX FOR OVERSEAS NON-RESIDENT ENTERPRISE SHAREHOLDERS**

Pursuant to Notice of State Administration of Taxation on Matters Concerning Withholding Enterprise Income Tax When China Resident Enterprises Distribute Dividends to Foreign Nonresident Enterprise Shareholders of H Shares (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)), distributing dividends to foreign non-resident enterprise Shareholders of H Shares for 2008 and for the years onwards shall be subject to the enterprise income tax withheld at a uniform rate of 10%. As such, the Company is required to withhold enterprise income tax at the rate of 10% before distributing the final dividend for the year ended 31 December 2017 to non-resident enterprise Shareholders as appearing on the H Share register of members of the Company. Upon receipt of such dividends, an overseas non-resident enterprise Shareholder may apply to the competent tax authorities for relevant treatment under the tax treaties (arrangements) in person or through a proxy or a withholding agent and provide evidence in support of its status as a beneficial owner as defined in the tax treaties (arrangements). Upon verification by the competent tax authorities, the difference between the tax levied and the amount of tax payable as calculated at the tax rate under the tax treaties (arrangements) will be refunded.

#### **WITHHOLDING AND PAYMENT OF INDIVIDUAL INCOME TAX FOR INDIVIDUAL OVERSEAS SHAREHOLDERS**

In accordance with the Individual Income Tax Law of the People's Republic of China (《中華人民共和國個人所得稅法》) and its implementation regulations and the Administrative Measures on Preferential Treatment Entitled by Nonresidents under Tax Treaties (Notice of the State Administration of Taxation ([2015] No. 60)) (《非居民納稅人享受稅收協定待遇管理辦法》(國家稅務總局公告(2015年第60號))) and State Administration of Taxation Notice on Matters Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa 1993 No. 45 (Guo Shui Han 2011 No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅征管問題的通知》(國稅函[2011]348號)) and the relevant laws and regulations and relevant rules stipulated by the State Administration of Taxation, the Bank shall withhold and pay the individual income tax in respect of the dividend (bonus) received by individual holders of H Shares from the Bank. The individual holders of H Shares of the Bank may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the

countries (or regions) in which the individual holders of H Shares are domiciled and the tax arrangements between Mainland China and Hong Kong (Macau). The Bank will determine the country of domicile of the individual holders of H Shares based on the registered address as recorded in the register of holders of H Shares of the Bank on the record date. Detail arrangements are as follows:

- for individual holders of H Shares who are Hong Kong and Macau residents and those whose country (or region) of domicile is a country (or region) which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Bank will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders; for individual holders of H Shares whose country (or region) of domicile is a country (or region) which has entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Bank will tentatively withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares;
- for individual holders of H Shares whose country (or region) of domicile is a country (or region) which has entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Bank will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty;
- for individual holders of H Shares whose country (or region) of domicile is a country (or region) which has entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or a country (or region) which has not entered into any tax treaties with the PRC, or under any other circumstance, the Bank will withhold and pay individual income tax at the rate of 20% on behalf of the individual holders of H Shares.

## **WITHHOLDING OF INCOME TAX FOR H SHARE SHAREHOLDERS VIA THE HONG KONG STOCK CONNECT**

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Bank listed on Hong Kong Stock Exchange, pursuant to the Agreement on Appropriation of Cash Dividends of H Shares for Southbound Trading (《港股通H股股票現金紅利派發協議》) with China Securities Depository and Clearing Corporation Limited, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Bank and distribute the cash dividends to the relevant investors through its depository and clearing system.

For investors of the Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Bank listed on Hong Kong Stock Exchange, pursuant to the Agreement on Appropriation of Cash Dividends of H Shares for Southbound Trading (《港股通H股股票現金紅利派發協議》) with China Securities Depository and Clearing Corporation Limited, the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Bank and distribute the cash dividends to the relevant investors through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. Pursuant to the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui 2014 No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui 2016 No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-

Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves. The record date of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Bank.

## **PROFIT DISTRIBUTION FOR INVESTORS OF NORTHBOUND TRADING**

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Bank listed on the Shanghai Stock Exchange, their dividends will be distributed in RMB by the Bank through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. The Bank will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for such withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust the Bank to, apply to the competent tax authorities of the Bank for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded. The record date and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares of the Bank.

If the H Shareholders have any queries regarding the above arrangements, please consult your tax consultants regarding the tax impacts in China, Hong Kong and other countries (regions) for holding and selling the Company's H Shares.

## **LAWYER'S CERTIFICATION**

East & Concord Partners, the Bank's PRC legal adviser, witnessed the 2017 AGM and issued a legal opinion which certified and stated the following: "The convening, form of convention, qualification of the convener, qualification of the onsite attendees and voting procedures of the meeting conform to provisions of relevant laws and regulations including the Company Law of the PRC and Rules of Procedures of Shareholders' General Meeting of Listed Companies, Implementing Rules for the Online Voting at the Shareholders' Assembly of Companies Listed on Shanghai Stock Exchange as well as provisions of the Articles of Association of the Bank. The resolutions passed at the meeting are lawful and valid".

## **ELECTION OF DIRECTORS FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS AND THE NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS**

According to the Company law and other laws and regulations as well as the provisions of the Articles of Association of China CITIC Bank Corporation Limited, the meeting has elected the directors for the fifth session of the Board of Directors and the non-employee representative supervisors for the fifth session of the Board of Supervisors.

For the resume of the above-mentioned persons and other matters disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, please refer to the Circular. As at the date of this announcement, no change has occurred in such matters.

## **ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS**

According to the Company law and other laws and regulations as well as the provisions of the Articles of Association of China CITIC Bank Corporation Limited and Rules of Procedures of the Board of Directors, the Board has elected Ms. Li Qingping as chairman for the fifth session of the Board of Directors. Ms. Li Qingping serves as the executive director, chairperson of the fifth session of the Board of the Bank since 25 May 2018.

For the resume of Ms. Li Qingping and other matters disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, please refer to the Circular. As at the date of this announcement, no change has occurred in such matters.

## **ELECTION OF CHAIRMAN OF THE BOARD OF SUPERVISORS**

According to the Company law and other laws and regulations as well as the provisions of the Articles of Association of China CITIC Bank Corporation Limited and Rules of Procedures of the Board of Supervisors, the Board of Supervisors has elected Mr. Liu Cheng as chairman for the fifth session of the Board of Supervisors. Mr. Liu Cheng serves as the chairman of the fifth session of the Board of Supervisors of the Bank since 25 May 2018.

For the resume of Mr. Liu Cheng and other matters disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules, please refer to the announcement of the Bank dated 24 May 2018. As at the date of this announcement, no change has occurred in such matters.

By Order of the Board of Directors  
**China CITIC Bank Corporation Limited**  
**Li Qingping**  
*Chairperson*

Beijing, the PRC  
25 May 2018

*As at the date of this announcement, the executive directors of the Bank are Ms. Li Qingping (Chairperson) and Mr. Sun Deshun (President); the non-executive directors are Mr. Zhu Gaoming, Ms. Huang Fang and Mr. Wan Liming; and the independent non-executive directors are Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew, Mr. He Cao, Ms. Chen Lihua and Mr. Qian Jun.*