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If you have sold or transferred all your shares in **China CITIC Bank Corporation Limited** (中信銀行股份有限公司), you should at once hand this circular to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**APPOINTMENT OF MR. ZHU HEXIN AS A NON-EXECUTIVE DIRECTOR
OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
FORMULATION OF IMPLEMENTATION RULES FOR THE ACCUMULATIVE
VOTING MECHANISM OF CHINA CITIC BANK CORPORATION LIMITED
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021
AND
SUPPLEMENTAL NOTICE OF THE SECOND EXTRAORDINARY GENERAL
MEETING OF 2021**

The 2021 Second EGM is to be held at 9:30 a.m. on Friday, 7 May 2021 at Conference Room 804, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, PRC. The notice of the 2021 Second EGM and the supplemental notice of the 2021 Second EGM are enclosed in this circular and have been published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com) on Tuesday, 23 March 2021 and Wednesday, 21 April 2021, respectively.

Shareholders who intend to attend the meeting in person or by proxy should complete the reply slip(s) dispatched on Tuesday, 23 March 2021 in accordance with the instructions printed thereon and return the same to the office of the H Share registrar of the Bank 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, 16 April 2021.

If you intend to appoint a proxy to attend the 2021 Second EGM, please complete the attached proxy form and the supplemental proxy form being published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com) on 23 March 2021 and 21 April 2021 and dispatched on 23 March 2021 and 22 April 2021, respectively, according to the instructions printed thereon and return the same at least 24 hours before the time fixed for holding the 2021 Second EGM (i.e. not later than 9:30 a.m. on Thursday, 6 May 2021). Completion and return of the proxy form(s) will not preclude you from attending in person and voting in the 2021 Second EGM if you so wish.

References to dates and times in this circular are to Hong Kong dates and times.

22 April 2021

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“2021 Second EGM”	the second extraordinary general meeting of 2021 of the Bank to be held at 9:30 a.m. on Friday, 7 May 2021 at Conference Room 804, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing, PRC
“A Share(s)”	ordinary share(s) of the Bank, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the Articles of Association of China CITIC Bank Corporation Limited (as amended from time to time)
“Bank”	China CITIC Bank Corporation Limited (中信銀行股份有限公司), a joint stock limited company incorporated in the PRC, the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 998) and the Shanghai Stock Exchange (stock code: 601998), respectively, and unless the text requires otherwise, including all its subsidiaries
“Board” or “Board of Directors”	the Board of Directors of the Bank
“Director(s)”	director(s) of the Bank
“H Share(s)”	ordinary share(s) of the Bank, with a normal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	16 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Shareholder(s)”	the holders of the Bank’s Share(s)
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the 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)

Executive Directors:

Mr. Fang Heying (*President*)
Mr. Guo Danghuai

Non-executive Directors:

Mr. Cao Guoqiang
Ms. Huang Fang
Mr. Wan Liming

Independent non-executive Directors:

Mr. He Cao
Ms. Chen Lihua
Mr. Qian Jun
Mr. Yan Lap Kei Isaac

Registered Office:

6-30/F and 32-42/F, Building No. 1,
10 Guanghua Road, Chaoyang District,
Beijing, PRC, 100020

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre,
183 Queen's Road East, Hong Kong

22 April 2021

Dear Sir or Madam,

**APPOINTMENT OF MR. ZHU HEXIN AS A NON-EXECUTIVE DIRECTOR
OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS
AMENDMENTS TO THE ARTICLES OF ASSOCIATION
FORMULATION OF IMPLEMENTATION RULES FOR THE ACCUMULATIVE
VOTING MECHANISM OF CHINA CITIC BANK CORPORATION LIMITED
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021
AND
SUPPLEMENTAL NOTICE OF THE SECOND EXTRAORDINARY GENERAL
MEETING OF 2021**

INTRODUCTION

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the 2021 Second EGM as described below.

LETTER FROM THE BOARD

At the 2021 Second EGM, the following ordinary resolutions will be proposed regarding: (i) Proposal regarding the appointment of Mr. Zhu Hexin as a non-executive Director of the Fifth Session of the Board of Directors of China CITIC Bank Corporation Limited. (ii) Proposal regarding the formulation of implementation rules for the accumulative voting mechanism of China CITIC Bank Corporation Limited.

At the 2021 Second EGM, the following special resolution will be proposed regarding: (i) Proposal regarding the amendments to the Articles of Association of China CITIC Bank Corporation Limited.

PROPOSAL REGARDING THE APPOINTMENT OF MR. ZHU HEXIN AS A NON-EXECUTIVE DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS OF CHINA CITIC BANK CORPORATION LIMITED

At the 2021 Second EGM, Proposal regarding the appointment of Mr. Zhu Hexin (“**Mr. Zhu**”) as a non-executive Director of the Fifth Session of the Board of Directors will be submitted for approval by way of ordinary resolution. The biographical details of Mr. Zhu are set out as follows:

Mr. Zhu Hexin, male, born in March 1968, is the secretary to Party committee and chairman of CITIC Group Corporation, as well as the chairman of CITIC Limited and CITIC Corporation Limited. Prior to that, Mr. Zhu successively served as the vice president of the Bank of Communications, the executive director and vice president of the Bank of China, the vice governor of Sichuan Province, and the vice president of the People’s Bank of China. Mr. Zhu has over twenty years’ work experience in finance with rich theoretical knowledge and has accumulated extensive practical experience. Mr. Zhu graduated from Shanghai University of Finance and Economics with a bachelor’s degree in economic information management system. Mr. Zhu is a senior economist.

The Board of Directors has approved the nomination of Mr. Zhu as a non-executive Director of the Fifth Session of the Board of Directors of the Bank for a term of office, which starts from the date of the regulatory authority’s approval of his qualification and end on the date of the expiry of the term of office of the Fifth session of the Board of Directors, and subject to the requirements of laws, regulations and the Bank’s Articles of Association, he can be re-appointed after the expiry of his initial term of office. Mr. Zhu will not receive director’s allowance from the Bank during his term as a non-executive Director of the Bank. Mr. Zhu will enter into a service contract with the Bank after the approval of his appointment.

Mr. Zhu has confirmed 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 or supervisor in any other listed companies in the past three years; (2) he is not connected with any Directors, supervisors, 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 SFO as at the Latest Practicable Date.

Mr. Zhu has confirmed that, save as disclosed above, there is no other information in respect of his appointment that is disclosable pursuant to Rules 13.51(2)(h) to (v) of Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

LETTER FROM THE BOARD

PROPOSAL REGARDING THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED

A special resolution will be proposed at the 2021 Second EGM to approve the amendments to the related terms of the Articles of Association.

In accordance with the laws and regulations, the relevant regulations of the Chinese Communist Party and regulatory requirements, partial articles of the Articles of Association of the Bank will be amended. Details of the proposed amendments are set out in the Appendix I of this circular.

PROPOSAL REGARDING THE FORMULATION OF IMPLEMENTATION RULES FOR THE ACCUMULATIVE VOTING MECHANISM OF CHINA CITIC BANK CORPORATION LIMITED

At the 2021 Second EGM, Proposal regarding the formulation of implementation rules for the accumulative voting mechanism of China CITIC Bank Corporation Limited will be submitted for approval by way of ordinary resolution.

In accordance with regulatory requirements, in conjunction with the provisions of the Articles of Association of the Bank regarding the accumulative voting, the Bank has formulated implementation rules for the accumulative voting mechanism of China CITIC Bank Corporation Limited. Please refer to Appendix II for details.

2021 SECOND EGM

The notice and the supplemental notice of the 2021 Second EGM to be held on Friday, 7 May 2021 at Conference Room 804, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing, PRC is set out on pages 51 to 55 in this circular, and is published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com).

In order to determine the Shareholders who are entitled to attend the 2021 Second EGM, the Bank's register of H Shareholders will be closed from Wednesday, 7 April 2021 to Friday, 7 May 2021 (both days inclusive). H Shareholders whose names appear on the Bank's register of members on Friday, 7 May 2021 are entitled to attend the meeting. In order to qualify to attend and vote at the 2021 Second EGM, H Shareholders of the Bank whose transfers have not been registered shall lodge the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 6 April 2021.

Shareholders who intend to attend the meeting in person or by proxy should complete and return the attached reply slip in accordance with the instructions printed thereon to the H Share registrar of the Bank 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, 16 April 2021.

The proxy form and the supplemental proxy form for the 2021 Second EGM has been published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com), respectively. If you intend to appoint a proxy to attend the 2021 Second EGM,

LETTER FROM THE BOARD

please complete such proxy form(s) according to the instructions printed thereon and return the same at least 24 hours before the time fixed for the 2021 Second EGM (i.e. not later than 9:30 a.m. on Thursday, 6 May 2021) or any of its resumed meetings (as the case may be). Completion and return of the proxy form(s) shall not preclude you from attending and voting in person in the 2021 Second EGM if you so wish.

PROCEDURES FOR VOTING AT THE 2021 SECOND EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the 2021 Second EGM will be taken by poll.

RECOMMENDATION

The Directors believe that the resolutions mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolutions to be proposed at the 2021 Second EGM as set out in the notice and the supplemental notice of the 2021 Second EGM.

By order of the Board
China CITIC Bank Corporation Limited
FANG Heying
Executive Director, President

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to Articles of Association of China CITIC Bank Corporation Limited

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
1.	Article 13 In accordance with the relevant regulations of the <i>Constitution of the Communist Party of China</i> and the <i>Company Law of China</i> , organizations of the Communist Party of China (hereinafter the “Party”) shall be established; the Party Committee shall play the core leadership role, providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.	Article 13 In accordance with the relevant regulations of the Constitution of the Communist Party of China and , the Company Law of China and the <u>Working Rules for Primary-level Organizations of the Communist Party of China at State-owned Enterprises (Trial)</u> , the Bank shall establish organizations of the Communist Party of China (hereinafter the “Party”), <u>uphold and strengthen the overall leadership of the Party,</u> shall be established, and play the leading role of the Party Committee shall play the core leadership role, in providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.	Article 13 In accordance with the Constitution of the Communist Party of China, the <i>Company Law</i> and the <i>Working Rules for Primary-level Organizations of the Communist Party of China at State-owned Enterprises (Trial)</i> , the Bank shall establish organizations of the Communist Party of China (hereinafter the “Party”), uphold and strengthen the overall leadership of the Party, and play the leading role of the Party Committee in providing direction, managing the overall situation and ensuring implementation. The working organs of the Party shall be established, equipped with sufficient staff to deal with Party affairs and provided with sufficient funds to operate the Party organization.	Amended according to the prevailing <i>Constitution of the Communist Party of China</i> , the <i>Working Rules for Primary-level Organizations of the Communist Party of China at State-owned Enterprises (Trial)</i> and the <i>Opinions of the Central Committee of the Communist Party of China on Strengthening the Political Development of the Communist Party of China</i> .

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
2.	<p>Article 26 According to its operational and development requirements, the Bank may increase its capital in accordance with applicable laws and administrative regulations, as approved by shareholders general meeting and the relevant examination and approval authorities authorized by the State Council by way of:</p> <p>(1) public offer of ordinary shares;</p> <p>(2) offer of ordinary shares other than a public offering;</p> <p>(3) offer of new shares to existing ordinary shareholders;</p> <p>(4) issue of bonus shares to existing shareholders;</p> <p>(5) increase of the registered capital with capital public reserve;</p> <p>(6) conversion of preference shares to ordinary shares;</p> <p>(7) other means as specified in the laws and administrative regulations and approved by the relevant examination and approval authorities authorized by the State Council.</p>	<p>Article 26 According to its operational and development requirements, the Bank may increase its capital in accordance with applicable laws and administrative regulations, as approved by shareholders general meeting and the relevant examination and approval authorities authorized by the State Council by way of:</p> <p>(1) public offer of ordinary shares;</p> <p>(2) offer of ordinary shares other than a public offering;</p> <p>(3) offer of new shares to existing ordinary shareholders;</p> <p>(4) issue of bonus shares to existing shareholders;</p> <p>(5) increase of the registered capital with capital public reserve;</p> <p>(6) conversion of preference shares to ordinary shares;</p> <p>(7) other means as specified in the laws and administrative regulations and approved by the relevant examination and approval authorities authorized by the State Council.</p>	<p>Article 26 According to its operational and development requirements, the Bank may increase its capital in accordance with applicable laws and administrative regulations, as approved by shareholders general meeting and the relevant examination and approval authorities authorized by the State Council by way of:</p> <p>(1) public offer of ordinary shares;</p> <p>(2) offer of ordinary shares other than a public offering;</p> <p>(3) offer of new shares to existing ordinary shareholders;</p> <p>(4) issue of bonus shares to existing shareholders;</p> <p>(5) increase of the registered capital with capital public reserve;</p> <p>(6) conversion of preference shares to ordinary shares;</p> <p>(7) other means as specified in the laws and administrative regulations and approved by the relevant examination and approval authorities authorized by the State Council.</p>	Revised in accordance with Articles 21 of the <i>Guidelines for the Articles of Association of Listed Companies (Revised in 2019)</i> .

APPENDIX I**PROPOSED AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA CITIC BANK
CORPORATION LIMITED AND EXPLANATORY NOTES**

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	With the approval and procedures as required by this Articles of Association, the Bank may issue new shares to increase the capital in accordance with the procedures stipulated in the relevant laws and administrative regulations of the State.	<p>With the approval and procedures as required by this Articles of Association, the Bank may issue new shares to increase the capital in accordance with the procedures stipulated in the relevant laws and administrative regulations of the State.</p> <p><u>Where the conversion of convertible corporate bonds issued by the Bank results in an increase in registered capital, the conversion of convertible corporate bonds shall be handled in accordance with laws, administrative regulations, departmental regulations, and prospectus of convertible corporate bonds and other relevant documents.</u></p>	<p>With the approval and procedures as required by this Articles of Association, the Bank may issue new shares to increase the capital in accordance with the procedures stipulated in the relevant laws and administrative regulations of the State.</p> <p>Where the conversion of convertible corporate bonds issued by the Bank results in an increase in registered capital, the conversion of convertible corporate bonds shall be handled in accordance with laws, administrative regulations, departmental regulations, and prospectus of convertible corporate bonds and other relevant documents.</p>	

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
3.	<p>Article 28 In the following cases, the Bank may repurchase its outstanding shares as decided through the procedures specified in this Articles of Association and filed with and approved by the examination and approval authorities authorized by the State Council:</p> <p>...</p> <p>(3) distribution of shares to the employees of the Bank as bonus;</p> <p>...</p>	<p>Article 28 In the following cases, the Bank may shall not repurchase its outstanding shares as decided through the procedures specified in this Articles of Association and filed with and approved by the examination and approval authorities authorized by the State Council, unless in one of the following circumstances:</p> <p>...</p> <p>(3) distribution<u>use of shares for the employee stock ownership plan or share incentives to the employees of the Bank as bonus;</u></p> <p>...</p> <p><u>(6) use of shares for conversion of convertible corporate bonds issued by the Bank;</u></p> <p><u>(7) necessary for the Bank to protect its corporate value and the rights and interests of its shareholders;</u></p>	<p>Article 28 The Bank shall not repurchase its outstanding shares, unless in one of the following circumstances:</p> <p>...</p> <p>(3) use of shares for the employee stock ownership plan or share incentives;</p> <p>...</p> <p>(6) use of shares for conversion of convertible corporate bonds issued by the Bank;</p> <p>(7) necessary for the Bank to protect its corporate value and the rights and interests of its shareholders;</p>	<p>Pursuant to items (3), (5) and (6) of paragraph 1 and paragraph 3 of Article 142 of the <i>Company Law</i> (Revised in 2018); Articles 23 and 25 of the <i>Guidelines for the Articles of Association of Listed Companies</i> (Revised in 2019); rules 10.05, 10.06, 19A.24 and 19A.25 of the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> ("Hong Kong Listing Rules").</p>

APPENDIX I
**PROPOSED AMENDMENTS TO THE ARTICLES
OF ASSOCIATION OF CHINA CITIC BANK
CORPORATION LIMITED AND EXPLANATORY NOTES**

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	<p>(6) other circumstances as permitted by the laws, administrative regulations and rules.</p> <p>The Bank shall not buy or sell any shares of the Bank under any circumstance other than those set out above.</p> <p>...</p> <p>The shares of the Bank that are repurchased by the Bank according to case (3) above shall not exceed 5% of the total number of issued shares of the Bank. The amount used for the repurchase shall be paid from the after-tax profit of the Bank. The shares thus repurchased shall be transferred to the employees within one year.</p>	<p>(68) other circumstances as permitted by the laws, administrative regulations and rules.</p> <p>The Bank shall not repurchase buy or sell any shares of the Bank under any circumstance other than those set out above.</p> <p>...</p> <p>The shares of the Bank that are repurchased by the Bank <u>in the circumstance of according to case (3), (6) or (7) above shall not result in a total holding in excess of 10% exceed 5% of the total number of issued shares of the Bank and shall be transferred or deregistered in three years. The amount used for the repurchase shall be paid from the after tax profit of the Bank. The shares thus repurchased shall be transferred to the employees within one year. This clause applies only to repurchase of A-shares in the Bank. The repurchase of H-shares in the Bank is subject to relevant provisions and restrictions set out in the Hong Kong Listing Rules.</u></p>	<p>(8) other circumstances as permitted by the laws, administrative regulations and rules.</p> <p>The Bank shall not repurchase any shares of the Bank under any circumstance other than those set out above.</p> <p>...</p> <p>The shares of the Bank that are repurchased by the Bank in the circumstance of case (3), (6) or (7) above shall not result in a total holding in excess of 10% of the total number of issued shares of the Bank and shall be transferred or deregistered in three years. This clause applies only to repurchase of A-shares in the Bank. The repurchase of H-shares in the Bank is subject to relevant provisions and restrictions set out in the Hong Kong Listing Rules.</p>	

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
4.	<p>Article 29 The Bank may repurchase its shares by one of the following ways in a repurchase approved by the examination and approval authorities authorized by the State Council:</p> <p>...</p> <p>(5) other ways as approved by the laws and administrative regulations and the examination and approval authorities authorized by the State Council.</p>	<p>Article 29 The Bank may repurchase its shares by one of the following ways in a repurchase approved by the examination and approval authorities authorized by the State Council:</p> <p>...</p> <p>(5) other ways as approved <u>ratified</u> by the laws and administrative regulations and the examination and approval authorities authorized by the State Council.</p> <p><u>The Bank shall repurchase its shares by means of open centralized trading in case (3), (6) or (7) under the first paragraph of Article 28 of this Article of Association.</u></p>	<p>Article 29 The Bank may repurchase its shares by one of the following ways in a repurchase approved by the examination and approval authorities authorized by the State Council:</p> <p>...</p> <p>(5) other ways as ratified by the laws and administrative regulations and the examination and approval authorities authorized by the State Council.</p> <p>The Bank shall repurchase its shares by means of open centralized trading in case (3), (6) or (7) under the first paragraph of Article 28 of this Article of Association.</p>	<p>Revised pursuant to paragraph 4, Article 142 of the <i>Company Law</i> (Revised in 2018); Article 24 of the <i>Guidelines for the Articles of Association of Listed Companies</i> (Revised in 2019).</p>
5.	<p>Article 32 In the case of cancellation of that part of the shares that are repurchased resulting in the change in the Bank's registered capital, the Bank shall file with industry and commerce administration authorities for registration change to its registered capital.</p> <p>...</p>	<p>Article 32 In the case of cancellation of that part of the shares that are repurchased resulting in the change in the Bank's registered capital, the Bank shall file with industry and commerce administration <u>market supervision</u> department for registration change to its registered capital.</p> <p>...</p>	<p>Article 32 In the case of cancellation of that part of the shares that are repurchased resulting in the change in the Bank's registered capital, the Bank shall file with market supervision department for registration change to its registered capital.</p> <p>...</p>	<p>Adjusted and improved pursuant to the Notice of the State Council on Institution Setting (G. F. [2018] No. 6).</p>

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
6	<p>Article 39 If any Directors, Supervisors or senior management of the Bank or shareholders holding 5% or more of the Bank's total domestic listed shares sells its shares in the Bank within 6 months of their purchase or purchases shares in the Bank within 6 months after a sale of shares in the Bank, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Board of Directors provided that securities companies which hold 5% or more of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed shall not be subject to the restriction of such six-month period when disposing of such shares.</p>	<p>Article 39 If any Directors, Supervisors or senior management of the Bank or shareholders holding 5% or more of the Bank's total domestic listed shares sells its shares <u>or any other equity securities held in the Bank</u> within 6 months of their purchase or purchases shares in the Bank within 6 months after a sale of shares in the Bank, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Board of Directors provided that securities companies which hold 5% or more of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed <u>or any other exceptional circumstance specified by the securities regulatory agency of the State Council exists</u> shall not be subject to the restriction of such six month period when disposing of such shares.</p> <p><u>The shares or any other equity securities held by any director, supervisor, member of senior management or individual shareholder as referred to in the preceding paragraph include the shares or other equity securities held by his/her spouse, parent and child and those held through any other person's account.</u></p>	<p>Article 39 If any Directors, Supervisors or senior management of the Bank or shareholders holding 5% or more of the Bank's total shares sells its shares or any other equity securities held in the Bank within 6 months of their purchase or purchases shares in the Bank within 6 months after a sale of shares in the Bank, the profit deriving therefrom shall belong to the Bank and shall be recovered by the Board of Directors provided that securities companies which hold 5% or more of the shares in the Bank as a result of the performance of their underwriting obligations in relation to the shares unsubscribed or any other exceptional circumstance specified by the securities regulatory agency of the State Council exists.</p> <p>The shares or any other equity securities held by any director, supervisor, member of senior management or individual shareholder as referred to in the preceding paragraph include the shares or other equity securities held by his/her spouse, parent and child and those held through any other person's account.</p>	<p>Revised pursuant to Article 44 of the <i>Securities Law (Revised in 2019)</i> and Article 29 of the <i>Guidelines for the Articles of Association of the Listed Companies (Revised in 2019)</i>.</p>

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	Where the Board of Directors fails to implement the provision of the first paragraph of this article, the Directors who are responsible for such default shall assume joint liability in accordance with applicable laws.	<p><u>If the board of directors fails to implement the provisions of the preceding paragraph, the shareholders have the right to request the board of directors to implement it within 30 days. If the board of directors fails to execute within the above-mentioned time limit, the shareholders have the right to directly file a lawsuit in the people's court in their own name for the benefit of the company.</u></p> <p>Where the Board of Directors fails to implement the provision of the first paragraph of this article, the Directors who are responsible for such default shall assume joint liability in accordance with applicable laws.</p>	<p>If the board of directors fails to implement the provisions of the preceding paragraph, the shareholders have the right to request the board of directors to implement it within 30 days. If the board of directors fails to execute within the above-mentioned time limit, the shareholders have the right to directly file a lawsuit in the people's court in their own name for the benefit of the company.</p> <p>Where the Board of Directors fails to implement the provision of the first paragraph of this article, the Directors who are responsible for such default shall assume joint liability in accordance with applicable laws.</p>	
7.	Article 58 No entry shall be made to the register of shareholders to record any changes resulting from any share transfer within 30 days prior to a shareholders' general meetings or within 5 days prior to the record date on which the Bank decides the basis of distribution of dividends.	Article 58 No entry shall be made to the register of shareholders to record any changes resulting from any share transfer within 30 days prior to a shareholders' general meetings or within 5 days prior to the record date on which the Bank decides the basis of distribution of dividends. <u>Where relevant laws, administrative regulations, and the securities regulatory authority in the place where the Bank's shares are listed have other provisions on the registration of changes to the Bank's shareholder register, those provisions shall prevail.</u>	Article 58 No entry shall be made to the register of shareholders to record any changes resulting from any share transfer within 30 days prior to a shareholders' general meetings or within 5 days prior to the record date on which the Bank decides the basis of distribution of dividends. Where relevant laws, administrative regulations, and the securities regulatory authority in the place where the Bank's shares are listed have other provisions on the registration of changes to the Bank's shareholder register, those provisions shall prevail.	To improve the registration of changes to the Bank's shareholder register.

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
8.	<p>Article 64 The Bank shall set up a Chinese Communist Party Committee of China CITIC Bank Corporation Limited ("Party Committee"). The Party Committee shall consist of one secretary, one or two deputy secretaries and several other members. The chairman of the board of directors of the Bank and the secretary of the Party Committee shall be the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible members of the board of directors, the board of supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, commissions for discipline inspection shall be established.</p>	<p>Article 64 The Bank shall set up a Chinese Communist Party Committee of China CITIC Bank Corporation Limited ("Party Committee"). The Party Committee shall consist of one secretary, one or two deputy secretaries and several other members. The chairman of the board of directors of the Bank and the secretary of the Party Committee shall be <u>are usually</u> the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. <u>If it is indeed necessary that the chairman shall be concurrently served by a leader of the superior enterprise, the secretary of the Party Committee may be assumed by the president that is also a Chinese Communist Party member or appointed separately according to the actual situation of the Bank.</u> Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible members of the board of directors, the board of supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, commissions for discipline inspection shall be established.</p>	<p>Article 64 The Bank shall set up a Chinese Communist Party Committee of China CITIC Bank Corporation Limited ("Party Committee"). The Party Committee shall consist of one secretary, one or two deputy secretaries and several other members. The chairman of the board of directors of the Bank and the secretary of the Party Committee are usually the same person, and one deputy secretary shall be designated to assist the secretary in carrying out Party-building work. If it is indeed necessary that the chairman shall be concurrently served by a leader of the superior enterprise, the secretary of the Party Committee may be assumed by the president that is also a Chinese Communist Party member or appointed separately according to the actual situation of the Bank. Eligible members of the Party Committee can join the board of directors, the board of supervisors and the senior management through legal procedures, while eligible members of the board of directors, the board of supervisors and the senior management can also join the Party Committee in accordance with relevant rules and procedures. Meanwhile, commissions for discipline inspection shall be established.</p>	<p>Amended according to Article 14 of the <i>Working Rules for Primary-level Organizations of the Communist Party of China at State-owned Enterprises (Trial)</i>.</p>

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9.	<p>Article 65 The Bank's Party Committee shall, in accordance with the Constitution of the Communist Party of China and other internal laws and regulations of the Party, perform the following duties:</p> <p>(1) Ensure and supervise the Bank's implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher-level Party organizations;</p>	<p>Article 65 The Bank's Party Committee shall, in accordance with the <i>Constitution of the Communist Party of China</i>, <u>the Working Rules for Primary-level Organizations of the Communist Party of China at State-owned Enterprises (Trial)</u> and other internal laws and regulations of the Party, perform the following duties:</p> <p>(1) <u>Strengthen the Party's political development of the Bank, adhere to and implement the fundamental system, basic systems and important systems of socialism with Chinese characteristics, educate and guide all Party members to be highly consistent with the Party Central Committee with Comrade Xi Jinping at the core in their political stance, political direction, political principles and political path.</u>Ensure and supervise the Bank's implementation of policies and guidelines of the Party and the State, and implement major strategic decisions of the Central Committee of the Party and the State Council, as well as important work arrangements of higher level Party organizations;</p>	<p>Article 65 The Bank's Party Committee shall, in accordance with the <i>Constitution of the Communist Party of China</i>, the <i>Working Rules for Primary-level Organizations of the Communist Party of China at State-owned Enterprises (Trial)</i> and other internal laws and regulations of the Party, perform the following duties:</p> <p>(1) Strengthen the Party's political development of the Bank, adhere to and implement the fundamental system, basic systems and important systems of socialism with Chinese characteristics, educate and guide all Party members to be highly consistent with the Party Central Committee with Comrade Xi Jinping at the core in their political stance, political direction, political principles and political path.</p>	Amended according to Articles 11 and 13 of the <i>Working Rules for Primary-level Organizations of the Communist Party of China at State-owned Enterprises (Trial)</i> .

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No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
		<p>(2) <u>Study and implement in depth Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, study and publicize the Party's theories, implement the Party's line, policies and systems, and supervise and ensure the implementation of major decisions and plans of the Party Central Committee and resolutions of superior Party organizations in the Bank;</u></p> <p>(3) Research and discuss the reform, development and stability of the Bank, major operational and management issues and major issues concerning employee interests, and put forth comments and suggestions. Support the shareholders' general meeting, the board of directors, the board of supervisors and the senior management of the Bank in performing their duties in accordance with law and support the Congress of Employees in carrying out its work;</p>	<p>(2) Study and implement in depth Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, study and publicize the Party's theories, implement the Party's line, policies and systems, and supervise and ensure the implementation of major decisions and plans of the Party Central Committee and resolutions of superior Party organizations in the Bank;</p> <p>(3) Research and discuss major operational and management issues and support the shareholders' general meeting, the board of directors, the board of supervisors and the senior management of the Bank in performing their duties;</p>	

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No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	(2) Strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel, focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the board of directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management;	<p>(24) Strengthen its leadership and gate keeping role in the management of the process of selection and appointment of personnel <u>of the Bank, and</u> focusing on standards, procedure, evaluation, recommendation and supervision, uphold the integration of the principle that the Party manages the officials with the function of the board of directors in the lawful selection of the management and with the lawful exercise of authority of appointment, promotion and demotion of personnel by the management <u>the building of the leadership, official team and talent team;</u></p> <p>(5) Assume the <u>primary responsibility to combat corruption and uphold integrity, lead and support the Party discipline inspection commissions in earnestly performing its responsibilities of supervision, discipline and accountability, strictly enforce political disciplines and political rules, and promote comprehensive and strict Party governance at primary-level organizations;</u></p>	<p>(4) Strengthen its leadership and gate keeping role in the selection and appointment of personnel of the Bank, and focus on the building of the leadership, official team and talent team;</p> <p>(5) Assume the primary responsibility to combat corruption and uphold integrity, lead and support the Party discipline inspection commissions in earnestly performing its responsibilities of supervision, discipline and accountability, strictly enforce political disciplines and political rules, and promote comprehensive and strict Party governance at primary-level organizations;</p>	

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No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	<p>(5) Strengthen the building of the Bank's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>(4) Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank's ideological and political work, the United Front work, the cultural and ethical progress, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities;</p> <p>(6) Other material matters that fall within the duty of the Party Committee.</p>	<p>(5) Strengthen the building of the Bank's grassroots Party organizations and of its contingent of Party members, give full play to the role of Party branches as strongholds and to the role of Party members as pioneers and fine examples, and unite and lead officials and <u>the masses of</u> employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>(4) <u>Lead</u> Assume the primary responsibility to run the Party comprehensively with strict discipline, lead the Bank's ideological and political work, the United Front work, the cultural and ethical progress, United Front work, corporate culture cultivation as well as the work of groups such as the Labor Union of the Bank and the Communist Youth League, lead the construction of the Party's working style and its clean and honest administration, and support the Party discipline inspection commissions in earnestly performing its supervisory responsibilities;</p> <p>(6) Other material matters that fall within the duty of the Party Committee.</p>	<p>(6) Strengthen the building of the Bank's grassroots Party organizations and of its contingent of Party members, and unite and lead the masses of employees bank-wide to devote themselves into the reform and development of the Bank;</p> <p>(7) Lead the Bank's ideological and political work, cultural and ethical progress, United Front work, corporate culture cultivation as well as the groups such as the Labor Union, the Communist Youth League and the women's organization of the Bank.</p>	

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
10.	Article 72 The nomination of candidates for Directors and Supervisors of the Bank by the controlling shareholders shall strictly comply with the conditions and procedures as provided in relevant provisions of laws, administrative regulations, rules, provisions and rules of securities regulatory authorities of the location where the Bank's shares are listed and in this Articles of Association. The candidates for Directors and Supervisors nominated by the controlling shareholder shall have relevant professional knowledge and capability of decision-making and supervision.	Article 72 The nomination of candidates for Directors and Supervisors of the Bank by the controlling shareholders shall strictly comply with the conditions and procedures as provided in relevant provisions of laws, administrative regulations, rules, provisions and rules of securities regulatory authorities of the location where the Bank's shares are listed and in this Articles of Association. The candidates for Directors and Supervisors nominated by the controlling shareholder shall have relevant professional knowledge and capability of decision-making and supervision. <u>The controlling shareholder shall not impose any approval procedure on the staff election results of the shareholders general meeting or the staff appointment decisions of the Board of Directors.</u>	Article 72 The nomination of candidates for Directors and Supervisors of the Bank by the controlling shareholders shall comply with the conditions and procedures as provided in relevant provisions of laws, administrative regulations, rules, provisions and rules of securities regulatory authorities of the location where the Bank's shares are listed and in this Articles of Association. The controlling shareholder shall not impose any approval procedure on the staff election results of the shareholders general meeting or the staff appointment decisions of the Board of Directors.	Supplemented pursuant to Article 64 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
11.	Article 73 The controlling shareholder shall not directly or indirectly interfere in decisions of the Bank or business management operation according to law, and shall not damage rights and interests of the Bank or other shareholders of the Bank.	Article 73 The controlling shareholder, <u>de-facto controller and their related parties</u> shall not directly and indirectly interfere in the normal decision-making process of the Bank or business management operation according to law <u>in violation of laws, administrative regulations, rules, provisions and rules of securities regulatory authorities of the location where the Bank's shares are listed and this Articles of Association</u> , and shall not damage <u>legitimate</u> rights and interests of the Bank or other shareholders of the Bank.	Article 73 The controlling shareholder, de-facto controller and their related parties shall not interfere in the normal decision-making process of the Bank in violation of laws, administrative regulations, rules, provisions and rules of securities regulatory authorities of the location where the Bank's shares are listed and this Articles of Association, and shall not damage legitimate rights and interests of the Bank or other shareholders of the Bank.	Supplemented pursuant to Article 65 of the Guidelines for <i>Governance of Listed Companies (Revised in 2018)</i> .

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
12.	<p>Article 82 The shareholders general meeting is the organ of authority of the Bank and shall have the following functions and powers in accordance with law:</p> <p>...</p>	<p>Article 82 The shareholders general meeting is the organ of authority of the Bank and shall have the following functions and powers in accordance with law:</p> <p>...</p> <p><u>Any matter within the above scope of functions and powers of the shareholders general meeting shall be considered and decided on by the shareholders general meeting or, where necessary, reasonable and lawful, may be decided on by the Board of Directors upon authorization by the shareholders general meeting. The shareholders general meeting shall not delegate to the Board of Directors any function or power that must be exercised by the shareholders general meeting under law.</u></p>	<p>Article 82 The shareholders general meeting is the organ of authority of the Bank and shall have the following functions and powers in accordance with law:</p> <p>...</p> <p>Any matter within the above scope of functions and powers of the shareholders general meeting shall be considered and decided on by the shareholders general meeting or, where necessary, reasonable and lawful, may be decided on by the Board of Directors upon authorization by the shareholders general meeting. The shareholders general meeting shall not delegate to the Board of Directors any function or power that must be exercised by the shareholders general meeting under law.</p>	<p>Revised pursuant to Article 14 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i>.</p>

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No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
		<p><u>The authorization shall be clear and concrete. The authorization matter subject to approval by the shareholders general meeting by ordinary resolution shall be adopted by more than half of voting shares represented by the shareholders of ordinary shares attending the shareholders general meeting (including holders of preference shares whose voting rights are restored, in person or by proxy). The authorization matter subject to approval by the shareholders general meeting by special resolution shall be adopted by at least two-thirds (2/3) of voting shares represented by the shareholders of ordinary shares attending the shareholders general meeting (including the holders of preference shares with restored voting rights, in person or by proxy).</u></p>	<p>The authorization shall be clear and concrete. The authorization matter subject to approval by the shareholders general meeting by ordinary resolution shall be adopted by more than half of voting shares represented by the shareholders of ordinary shares attending the shareholders general meeting (including holders of preference shares whose voting rights are restored, in person or by proxy). The authorization matter subject to approval by the shareholders general meeting by special resolution shall be adopted by at least two-thirds (2/3) of voting shares represented by the shareholders of ordinary shares attending the shareholders general meeting (including the holders of preference shares with restored voting rights, in person or by proxy).</p>	

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
13.	Article 119 When the shareholders' general meeting votes on the election of Directors and Supervisors, the cumulative voting system may be implemented in accordance with the provisions of this Articles of Association or resolutions of the shareholders' general meeting. If controlling shareholders hold more than 30% of the total number of shares of the Bank, the shareholders' general meeting shall, when electing more than two Directors at the same time, adopt a cumulative voting system to vote.	Article 119 When the shareholders' general meeting votes on the election of Directors and Supervisors, the cumulative voting system may be implemented in accordance with the provisions of this Articles of Association or resolutions of the shareholders' general meeting. If <u>a controlling shareholders, acting alone or in concert with others,</u> holds has an interest of more not less than 30% of the total number of in shares of the Bank, the shareholders' general meeting shall, when electing more than two Directors <u>or Supervisors</u> at the same time, adopt a cumulative voting system to vote.	Article 119 When the shareholders' general meeting votes on the election of Directors and Supervisors, the cumulative voting system may be implemented in accordance with the provisions of this Articles of Association or resolutions of the shareholders' general meeting. If a shareholder, acting alone or in concert with others, has an interest of not less than 30% in shares of the Bank, the shareholders' general meeting shall, when electing more than two Directors or Supervisors at the same time, adopt a cumulative voting system to vote.	Revised pursuant to Article 17 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .
...	

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	<p>Except as otherwise provided in the laws, administrative regulations and rules, and listing rules in the place where the Bank's shares are listed, the rules for the cumulative voting system are as follows:</p> <p>(1) where a cumulative vote system is used to elect Directors and Supervisors, the list of candidates of independent Directors, non-independent Directors and Supervisors shall be divided into different proposal groups for voting at the shareholders' general meeting;</p> <p>...</p>	<p>Except as otherwise provided in the laws, administrative regulations and rules, and listing rules in the place where the Bank's shares are listed, the rules for the cumulative voting system are as follows:</p> <p>(1) where a cumulative vote system is used to elect Directors and Supervisors, the list of candidates of <u>executive Directors, non-executive Directors</u>, independent Directors, <u>shareholder representative Supervisors</u>non-independent Directors and <u>external Supervisors</u> shall be divided into different proposal groups for voting at the shareholders' general meeting;</p> <p>...</p>	<p>Except as otherwise provided in the laws, administrative regulations and rules, and listing rules in the place where the Bank's shares are listed, the rules for the cumulative voting system are as follows:</p> <p>(1) where a cumulative vote system is used to elect Directors and Supervisors, the list of candidates of executive Directors, non-executive Directors, independent Directors, shareholder representative Supervisors and external Supervisors shall be divided into different proposal groups for voting at the shareholders' general meeting;</p> <p>...</p>	

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
14.	<p>Article 145 The methods and procedures for nominating a Director are as follows:</p> <p>...</p> <p>(3) The director candidate shall, prior to the shareholders general meeting, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her particulars as disclosed are true and complete, and the undertaking to fulfill his/her obligations as a Director of the Bank if so elected.</p> <p>(4) The intention to nominate a director candidate, the written undertaking of the director candidate's consent to be nominated, and the relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the date of the shareholders general meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p>	<p>Article 145 The methods and procedures for nominating a Director are as follows:</p> <p>...</p> <p>(3) The director candidate shall, prior to <u>publication of the notice of</u> the shareholders general meeting, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her particulars as disclosed are true, <u>accurate</u> and complete, and the undertaking to fulfill his/her obligations as a Director of the Bank if so elected.</p> <p>(4) The intention to nominate a director candidate, the written undertaking of the director candidate's consent to be nominated, and the relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the <u>publication</u> date of <u>the notice of</u> the shareholders general meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p>	<p>Article 145 The methods and procedures for nominating a Director are as follows:</p> <p>...</p> <p>(3) The director candidate shall, prior to publication of the notice of the shareholders general meeting, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her particulars as disclosed are true, accurate and complete, and the undertaking to fulfill his/her obligations as a Director of the Bank if so elected.</p> <p>(4) The intention to nominate a director candidate, the written undertaking of the director candidate's consent to be nominated, and the relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the publication date of the notice of the shareholders general meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p>	<p>Revised pursuant to Article 19 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i>.</p>

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No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	<p>(5) The Bank shall provide at least 7 days (which begins from the next day following the publication of the notice of the shareholders general meeting) for the nominator and the nominees to submit the notice and documents as mentioned above.</p> <p>...</p> <p>(6) Before convening a shareholders general meeting, the Board of Directors shall disclose detailed information of all director candidates to shareholders in accordance to laws and regulations and this Articles of Associations so as to ensure that shareholders have sufficient understanding of the candidates at the time of voting.</p>	<p>(5) The Bank shall provide at least 7 days (which begins from the next day following the publication of the notice of the shareholders general meeting) for the nominator and the nominees to submit the notice and documents as mentioned above.</p> <p>...</p> <p>(6) Before convening a shareholders general meeting, the Board of Directors shall disclose detailed information of all director candidates to shareholders in accordance to laws and regulations and this Articles of Associations so as to ensure that shareholders have sufficient understanding of the candidates at the time of voting.</p>	<p>...</p> <p>(5) Before convening a shareholders general meeting, the Board of Directors shall disclose detailed information of all director candidates to shareholders in accordance to laws and regulations and this Articles of Associations so as to ensure that shareholders have sufficient understanding of the candidates at the time of voting.</p>	
15.	<p>Article 148 Prior to the expiry of the term of office of the Director, he shall not be removed by the shareholders general meeting without appropriate reasons. However, in accordance with applicable laws and administrative regulations, the shareholders general meeting shall have power by ordinary resolution to remove any Director before the expiration of his term of office, but this does not prejudice any claim for damages by the Director pursuant to any contract.</p>	<p>Article 148 Prior to the expiry of the term of office of the Director, he shall not be removed by the shareholders general meeting without appropriate reasons. However, In accordance with applicable laws and administrative regulations, the shareholders general meeting shall have power by ordinary resolution to remove any Director before the expiration of his term of office, but this does not prejudice any claim for damages by the Director pursuant to any contract.</p>	<p>Article 148 In accordance with applicable laws and administrative regulations, the shareholders general meeting shall have power by ordinary resolution to remove any Director before the expiration of his term of office, but this does not prejudice any claim for damages by the Director pursuant to any contract.</p>	<p>Revised pursuant to Article 96 of the <i>Guidelines for the Articles of Association of Listed Companies (Revised in 2019)</i>.</p>

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No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
16.	Article 154 Independent Directors shall faithfully perform their duties to protect interests of the Bank, and pay special attention to the legitimate rights and interests of small shareholders and prevent their rights from being undermined.	Article 154 Independent Directors shall faithfully perform their duties to protect interests of the Bank, and pay special attention to the legitimate rights and interests of small shareholders and prevent their rights from being undermined. <u>In the case of any conflict between shareholders or directors of the Bank, which has a major impact on the operation and management of the Bank, independent directors shall perform their duties proactively to protect the overall interests of the Bank.</u>	Article 154 Independent Directors shall faithfully perform their duties to protect interests of the Bank, and pay special attention to the legitimate rights and interests of small shareholders and prevent their rights from being undermined. In the case of any conflict between shareholders or directors of the Bank, which has a major impact on the operation and management of the Bank, independent directors shall perform their duties proactively to protect the overall interests of the Bank.	Revised pursuant to Article 37 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .
...	
17.	Article 158 Independent Directors shall devote enough time to the performance of duties in a faithful and diligent manner. They shall work for the Bank for no less than 15 working days per annum.	Article 158 Independent Directors shall devote enough time to the performance of duties in a faithful and diligent manner. They shall work for <u>at</u> the Bank for no less than 15 working days per annum.	Article 158 Independent Directors shall devote enough time to the performance of duties in a faithful and diligent manner. They shall work at the Bank for no less than 15 working days per annum.	Revised pursuant to Article 55 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> .
...	

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
18.	Article 167 The Board of Directors of the Bank shall establish under it the Strategic Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors.	Article 167 The Board of Directors of the Bank shall establish under it the Strategic Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors. <u>The specialized committees of the Board of Directors shall perform duties pursuant to this Articles of Association and the authorization from the Board of Directors and submit any of their proposals to the Board of Directors for consideration and decision-making.</u>	Article 167 The Board of Directors of the Bank shall establish under it the Strategic Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors. The specialized committees of the Board of Directors shall perform duties pursuant to this Articles of Association and the authorization from the Board of Directors and submit any of their proposals to the Board of Directors for consideration and decision-making.	Revised pursuant to Article 38 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> and Article 107 of the <i>Guidelines for the Articles of Association of Listed Companies (Revised in 2019)</i> .

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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
		<u>Each specialized committee of the Board of Directors shall be composed of directors alone. The Audit and Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be composed mostly of, and chaired by, independent directors. The Audit and Related Party Transactions Control Committee shall be chaired by an accounting professional.</u>	Each specialized committee of the Board of Directors shall be composed of directors alone. The Audit and Related Party Transactions Control Committee and the Nomination and Remuneration Committee shall be composed mostly of, and chaired by, independent directors. The Audit and Related Party Transactions Control Committee shall be chaired by an accounting professional.	
19.	Article 168 The terms of reference of the specialized committees of the Board shall be formulated separately by the Board.	Article 168 The terms of reference of the specialized committees of the Board shall be formulated separately by the Board <u>to regulate the operation of specialized committees of the Board of Directors.</u>	Article 168 The terms of reference of the specialized committees of the Board shall be formulated separately by the Board to regulate the operation of specialized committees of the Board of Directors.	Revised pursuant to Article 107 of the <i>Guidelines for the Articles of Association of Listed Companies (Revised in 2019)</i> .
20.	Article 171 The Board of Directors shall exercise the following duties and powers:... (19) to decide the establishment of domestic tier one (directly controlled) branch, directly controlled institutions and overseas institutions;...	Article 171 The Board of Directors shall exercise the following duties and powers:... (19) to decide the establishment of <u>internal management bodies of the Head Office and</u> domestic tier one (directly controlled) branch, directly controlled institutions and overseas institutions;...	Article 171 The Board of Directors shall exercise the following duties and powers:... (19) to decide the establishment of internal management bodies of the Head Office and domestic tier one (directly controlled) branch, directly controlled institutions and overseas institutions;...	Supplemented in accordance with Article 31 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> , Article 33 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> , Article 6 of the <i>Green Credit Guidelines</i> and the <i>Working Rules for Primary-level Organizations of the Communist Party of China at State-owned Enterprises (Trial)</i> .

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	(25) according to the applicable regulatory requirements, to listen to the work reports of the President of the Bank and other senior management, and to monitor and ensure the effective discharge of their managerial responsibilities;	(25) according to the applicable regulatory requirements, to listen to the work reports of the President of the Bank and other senior management, and to monitor and ensure the effective discharge of their managerial responsibilities; <u>to listen to the regulatory opinion on the Bank given by the banking regulatory authority of the State Council and its notification of the rectification performance of the Bank;</u>	(25) according to the applicable regulatory requirements, to listen to the work reports of the President of the Bank and other senior management, and to monitor and ensure the effective discharge of their managerial responsibilities. <u>to listen to the regulatory opinion on the Bank given by the banking regulatory authority of the State Council and its notification of the rectification performance of the Bank;</u>	
	
		(29) to determine the green credit development strategy of the Bank, <u>examine and approve the green credit objectives set by the senior management, the green credit report submitted by the senior management, and supervise and assess the implementation of the green credit development strategy of the Bank.</u>	(29) to determine the green credit development strategy of the Bank, examine and approve the green credit objectives set by the senior management, the green credit report submitted by the senior management, and supervise and assess the implementation of the green credit development strategy of the Bank.	
	(29) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules or this Articles of Association, or conferred by the shareholders' general meetings.	(29) (30) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules or this Articles of Association, or conferred by the shareholders' general meetings.	(30) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules or this Articles of Association, or conferred by the shareholders' general meetings.	
	

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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	The Board of Directors shall seek advice from the Bank's Party Committee before making decisions on the Bank's major issues.	<u>The Board of Directors shall not delegate to the Chairman of the Board of Directors or the President any function or power that must be exercised by the Board of Directors under law.</u> <u>The research and discussion of the Party committee are the pre-procedures prior to the major-decision-making of the board of directors and the management.</u> The Board of Directors shall seek advice from the Bank's Party Committee before making decisions on the Bank's major issues.	The Board of Directors shall not delegate to the Chairman of the Board of Directors or the President any function or power that must be exercised by the Board of Directors under law. The research and discussion of the Party committee are the pre-procedures prior to the major-decision-making of the board of directors and the management. The Board of Directors shall seek advice from the Bank's Party Committee before making decisions on the Bank's major issues.	
21.	Article 175 The Board of Directors shall formulate the rules of procedures of the Board of Directors to ensure the efficiency and scientific decision-making of the Board of Directors.	Article 175 The Board of Directors shall formulate the rules of procedures of the Board of Directors to ensure the efficiency and scientific decision-making of the Board of Directors. <u>Rules of Procedures of the Board of Directors shall be an annex to this Articles of Association after being approved by the shareholders general meeting.</u> <u>The Bank shall support the Board of Directors in exercising its functions and powers in accordance with laws, regulations and this Articles of Association and provide necessary conditions for directors to perform their duties properly.</u>	Article 175 The Board of Directors shall formulate the rules of procedures of the Board of Directors to ensure the efficiency and scientific decision-making of the Board of Directors. Rules of Procedures of the Board of Directors shall be an annex to this Articles of Association after being approved by the shareholders general meeting. The Bank shall support the Board of Directors in exercising its functions and powers in accordance with laws, regulations and this Articles of Association and provide necessary conditions for directors to perform their duties properly.	Revised pursuant to Articles 27 and 29 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
22.	Article 177 The Board of Directors shall accept the supervision of the Board of Supervisors and shall not obstruct, or hinder the inspections, audits and other activities conducted by the Board of Supervisors in accordance with its functions.	Article 177 <u>The Board of Directors should perform duties in accordance with the law and ensure the Bank abides by laws, administrative regulations and rules and this Articles of Association.</u> The Board of Directors shall accept the supervision of the Board of Supervisors and shall not obstruct, or hinder the inspections, audits and other activities conducted by the Board of Supervisors in accordance with its functions.	Article 177 The Board of Directors should perform duties in accordance with the law and ensure the Bank abides by laws, administrative regulations and rules and this Articles of Association. The Board of Directors shall accept the supervision of the Board of Supervisors and shall not obstruct, or hinder the inspections, audits and other activities conducted by the Board of Supervisors in accordance with its functions.	Supplemented pursuant to Article 26 of the <i>Guidelines for Governance of Listed Companies</i> (Revised in 2018).
23.	Article 180 The regular meetings of the Board of Directors shall be held at least four times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 10 days prior to a regular meeting of the Board of Directors.	Article 180 The regular meetings of the Board of Directors shall be held at least four times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 10 <u>business</u> days prior to a regular meeting of the Board of Directors.	Article 180 The regular meetings of the Board of Directors shall be held at least four times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 10 business days prior to a regular meeting of the Board of Directors.	Revised in accordance with the Article 15 of <i>Operational Guidelines for the Deliberation of Proposals for State-owned Equity Directors of Financial Institutions</i> of the Ministry of Finance (Revised in 2020).

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
24.	Article 186 Minutes of the meeting of Board of Directors shall be prepared in relation to the matters deliberated on the meeting and be signed by the Directors attending the meeting and the recorder. Directors shall be responsible for resolutions adopted by the Board of Directors. Directors participating in the decision-making process for resolutions which are in violation of laws, administrative regulations or this Articles of Association and cause material losses to the Bank shall indemnify the Bank for the losses so incurred. However, if it is proved that a Director offered opposing opinions at voting, which was recorded in the meeting minutes, such Director can be exempt from the compensation liability.	Article 186 Minutes of the meeting of Board of Directors shall be prepared in relation to the matters deliberated on the meeting and be signed by the Directors attending the meeting, <u>the secretary to the Board of Directors</u> and the recorder. Directors shall be responsible for resolutions adopted by the Board of Directors. Directors participating in the decision-making process for resolutions which are in violation of laws, administrative regulations, or this Articles of Association <u>or resolutions of the shareholders general meeting</u> and cause material losses to the Bank shall indemnify the Bank for the losses so incurred. However, if it is proved that a Director offered opposing opinions at voting, which was recorded in the meeting minutes, such Director can be exempt from the compensation liability.	Article 186 Minutes of the meeting of Board of Directors shall be prepared in relation to the matters deliberated on the meeting and be signed by the Directors attending the meeting, the secretary to the Board of Directors and the recorder. Directors shall be responsible for resolutions adopted by the Board of Directors. Directors participating in the decision-making process for resolutions which are in violation of laws, administrative regulations, this Articles of Association or resolutions of the shareholders general meeting and cause material losses to the Bank shall indemnify the Bank for the losses so incurred. However, if it is proved that a Director offered opposing opinions at voting, which was recorded in the meeting minutes, such Director can be exempt from the compensation liability.	Revised pursuant to Articles 23 and 32 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .
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PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
25.	<p>Article 189 The secretary to the Board of Directors shall be a natural person with professional knowledge and experience. The principal duties of the secretary to the Board of Directors shall include:</p> <p>...</p>	<p>Article 189 The secretary to the Board of Directors shall be a natural person with professional knowledge and experience. The principal duties of the secretary to the Board of Directors shall include:</p> <p>...</p> <p><u>The secretary to the Board of Directors, as a member of senior management of the Bank, is entitled to attend relevant meetings, retrieve relevant documents and access information on financial and operating conditions of the Bank for the purposes of performing duties. The Board of Directors and other member of the senior management shall support the work of the secretary to the Board of Directors. No entity or individual of the Bank shall interfere with the normal performance of duties by the secretary to the Board of Directors.</u></p>	<p>Article 189 The secretary to the Board of Directors shall be a natural person with professional knowledge and experience. The principal duties of the secretary to the Board of Directors shall include:</p> <p>...</p> <p>The secretary to the Board of Directors, as a member of senior management of the Bank, is entitled to attend relevant meetings, retrieve relevant documents and access information on financial and operating conditions of the Bank for the purposes of performing duties. The Board of Directors and other member of the senior management shall support the work of the secretary to the Board of Directors. No entity or individual of the Bank shall interfere with the normal performance of duties by the secretary to the Board of Directors.</p>	Supplemented pursuant to Article 28 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .
26.	<p>Article 203 The President and other senior management of the Bank abide by their faithful and diligent duties in accordance with laws, administrative regulations and rules and this Articles of Association when discharging their powers.</p> <p>...</p>	<p>Article 203 The President and other senior management of the Bank abide by their faithful, and diligent <u>and prudent</u> duties in accordance with laws, administrative regulations and rules and this Articles of Association when discharging their powers.</p> <p>...</p>	<p>Article 203 The President and other senior management of the Bank abide by their faithful, diligent and prudent duties in accordance with laws, administrative regulations and rules and this Articles of Association when discharging their powers.</p> <p>...</p>	Revised pursuant to Article 53 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
27.	<p>Article 207 The method and procedures for nominating a shareholder representative Supervisor are as follows:</p> <p>...</p> <p>(3) the shareholder representative Supervisor candidate shall, prior to the shareholders general meeting, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her information as disclosed are true and complete, and the undertaking to fulfill his/her obligations as a Supervisor of the Bank if so elected;</p>	<p>Article 207 The method and procedures for nominating a shareholder representative Supervisor are as follows:</p> <p>...</p> <p>(3) the shareholder representative Supervisor candidate shall, prior to <u>publication of the notice of</u> the shareholders general meeting, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her information as disclosed are true, <u>accurate</u> and complete, and the undertaking to fulfill his/her obligations as a Supervisor of the Bank if so elected;</p> <p><u>(4) The intention to nominate a supervisor candidate, the written undertaking of the supervisor candidate's consent to be nominated, and the relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the publication date of the notice of the shareholders general meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</u></p>	<p>Article 207 The method and procedures for nominating a shareholder representative Supervisor are as follows:</p> <p>...</p> <p>(3) the shareholder representative Supervisor candidate shall, prior to publication of the notice of the shareholders general meeting, make a written undertaking specifying his/her consent to be nominated, his/her representation that his/her information as disclosed are true, accurate and complete, and the undertaking to fulfill his/her obligations as a Supervisor of the Bank if so elected;</p> <p>(4) The intention to nominate a supervisor candidate, the written undertaking of the supervisor candidate's consent to be nominated, and the relevant written materials regarding the nominees shall be delivered to the Bank not less than 7 days prior to the publication date of the notice of the shareholders general meeting. The nominator shall provide the shareholders with the resume and basic details of the nominee.</p>	<p>Revised pursuant to Articles 19 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> and Article 145(3) and (4) of the Articles of Association, as Article 44 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> sets out that the appointment procedures for supervisors should draw reference from those for directors.</p>

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	(4) The Board of Supervisors shall as prescribed by laws, regulations and this Articles of Association provide to the shareholders the detailed information of the shareholder representative Supervisor candidates one month prior to the shareholders general meeting to ensure the shareholders have informed knowledge of the candidate when voting.	(4 5) The Board of Supervisors shall as prescribed by laws, regulations and this Articles of Association provide to the shareholders the detailed information of the shareholder representative Supervisor candidates one month prior to the shareholders general meeting to ensure the shareholders have informed knowledge of the candidate when voting.	(5) The Board of Supervisors shall as prescribed by laws, regulations and this Articles of Association provide to the shareholders the detailed information of the shareholder representative Supervisor candidates prior to the shareholders general meeting to ensure the shareholders have informed knowledge of the candidate when voting.	
28.	Article 208 Employee representative Supervisors shall be elected, removed and replaced through a democratic process by the employees of the Bank.	Article 208 Employee representative Supervisors shall be elected, removed and replaced through the <u>Congress of Employees or other</u> a democratic processes by the employees of the Bank.	Article 208 Employee representative Supervisors shall be elected, removed and replaced through the Congress of Employees or other democratic processes of the Bank.	Supplemented in line with relevant provisions of Article 7 of the <i>Guidelines for the Board of Supervisors of Commercial Banks</i> .
29.	Article 209 The Supervisors shall have a term of office of 3 years, and may be re-elected upon the expiration of their term of office. The Supervisors shall not be removed without appropriate reasons prior to the expiration of their term of office.	Article 209 The Supervisors shall have a term of office of 3 years, and may be re-elected upon the expiration of their term of office. The Supervisors shall not be removed without appropriate reasons prior to the expiration of their term of office.	Article 209 The Supervisors shall have a term of office of 3 years, and may be re-elected upon the expiration of their term of office.	Revised pursuant to Article 137 of the <i>Guidelines for the Articles of Association of Listed Companies (Revised in 2019)</i> .

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
30.	<p>Article 219 The external Supervisors shall work for the Bank for no less than 15 days per year. External Supervisors may entrust other external Supervisors to attend the meeting of the Board of Supervisors as proxy; however, the external Supervisors shall attend in person no less than two-thirds of the meetings of the Board of Supervisors convened during a year.</p> <p>...</p>	<p>Article 219 The external Supervisors shall work for <u>at</u> the Bank for no less than 15 days per year. External Supervisors may entrust other external Supervisors to attend the meeting of the Board of Supervisors as proxy; however, the external Supervisors shall attend in person no less than two-thirds of the meetings of the Board of Supervisors convened during a year.</p> <p>...</p>	<p>Article 219 The external Supervisors shall work at the Bank for less than 15 days per year. External Supervisors may entrust other external Supervisors to attend the meeting of the Board of Supervisors as proxy; however, the external Supervisors shall attend in person no less than two-thirds of the meetings of the Board of Supervisors convened during a year.</p> <p>...</p>	Revised pursuant to Article 62 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> .
31.	<p>Article 227 The Board of Supervisors shall exercise the following powers:</p> <p>(1) to supervise the performance of the duties by and due diligence of the Directors and senior management personnel;</p> <p>...</p> <p>(8) to audit the business decision-making, risk management and internal control of the Bank, if necessary, and to provide guidance and conduct supervision on the work of the internal audit department of the Bank;</p> <p>...</p>	<p>Article 227 The Board of Supervisors shall exercise the following powers:</p> <p>(1) to supervise the performance of the duties by and due diligence of the Directors and senior management personnel;</p> <p>...</p> <p>(8) to audit <u>audit</u> supervise the business decision-making, risk management and internal control of the Bank <u>as priority areas</u>, if necessary, and to provide guidance and conduct supervision on the work of the internal audit department of the Bank;</p> <p>...</p>	<p>Article 227 The Board of Supervisors shall exercise the following powers:</p> <p>(1) to supervise the performance of the duties by the Directors and senior management personnel;</p> <p>...</p> <p>(8) to supervise the business decision-making, risk management and internal control of the Bank as priority areas, and to provide guidance and conduct supervision on the work of the internal audit department of the Bank;</p> <p>...</p>	Revised in accordance with paragraphs 3 and 5 of Article 32 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> and Articles 12, 26 and 43 of the <i>Guidelines for the Board of Supervisors of Commercial Banks</i> .

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
	(13) to express opinion on each item regarding credit asset quality, assets and liabilities ratio, risk management and other matters in the reports that the senior management proposes to submit to the banking regulatory authority of the State Council on a regular basis pursuant to relevant regulations within 5 working days after receiving such reports;	(13) to express opinion on each item regarding credit asset quality, assets and liabilities ratio, risk management and other matters in the reports that the senior management proposes to submit to the banking regulatory authority of the State Council on a regular basis pursuant to relevant regulations within 5 working days after receiving such reports; to <u>supervise the duty performance and diligence of directors, supervisors and the senior management and conduct overall performance assessment of the Board of Directors, the Board of Supervisors and the senior management and their members;</u>	(13) to supervise the duty performance and diligence of directors, supervisors and the senior management and conduct overall performance assessment of the Board of Directors, the Board of Supervisors and the senior management and their members; ...	
32.	Article 228 The Board of Supervisors shall formulate the rules of procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making.	Article 228 The Board of Supervisors shall formulate the rules of procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making. <u>Rules of Procedures of the Board of Supervisors shall be an annex to this Articles of Association after being approved by the shareholders general meeting.</u>	Article 228 The Board of Supervisors shall formulate the rules of procedure of the Board of Supervisors to ensure its efficiency and scientific decision-making. Rules of Procedures of the Board of Supervisors shall be an annex to this Articles of Association after being approved by the shareholders general meeting.	Revised pursuant to Articles 44 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
33.	Article 229 The results of the audits by the internal audit department of the Bank on the internal operational departments and branches of the Bank shall be delivered to the Board of Supervisors in a timely and complete manner. If the Board of Supervisors has any doubts in relation to the audit results submitted by the internal audit departments, the Board of Supervisors is entitled to require the President or the internal audit department of the Bank to make explanation.	Article 229 The results of the audits by the internal audit department of the Bank on the internal operational departments and branches of the Bank shall be delivered to the Board of Supervisors in a timely and complete manner. If the Board of Supervisors has any doubts in relation to the audit results submitted by the internal audit departments, the Board of Supervisors is entitled to require the <u>Board of Directors, senior management</u> or the internal audit department of the Bank to make explanation.	Article 229 The results of the audits by the internal audit department of the Bank on the internal operational departments and branches of the Bank shall be delivered to the Board of Supervisors in a timely and complete manner. If the Board of Supervisors has any doubts in relation to the audit results submitted by the internal audit departments, the Board of Supervisors is entitled to require the Board of Directors, senior management or the internal audit department of the Bank to make explanation.	The basis of this clause, Article 71 of the <i>Guidelines on Corporate Governance of Joint-Stock Commercial Banks</i> , has been repealed; revised in accordance with Article 10 of the <i>Guidelines for the Board of Supervisors of Commercial Banks</i> and Articles 37 and 93 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> .
34.	Article 231 The Board of Supervisors enjoys the right to know, the right to make proposals and the right to report conferred by laws and regulations. The Bank shall adopt measures to safeguard Supervisors' right to know and provide relevant information and material to the Board of Supervisors in a timely manner and in accordance with applicable rules. The Board of Supervisors may make proposals to the Board of Directors and senior management and may report to the shareholders general meeting where necessary.	Article 231 The Board of Supervisors enjoys the right to know, the right to make proposals and the right to report conferred by laws and regulations. The Bank shall adopt measures to safeguard Supervisors' right to know and provide relevant information and material to the Board of Supervisors in a timely manner and in accordance with applicable rules <u>and provide necessary assistance for proper performance of duties by supervisors, which no one may intervene in or impede.</u> The Board of Supervisors may make proposals to the Board of Directors and senior management and may report to the shareholders general meeting where necessary.	Article 231 The Board of Supervisors enjoys the right to know, the right to make proposals and the right to report conferred by laws and regulations. The Bank shall adopt measures to safeguard Supervisors' right to know and provide relevant information and material to the Board of Supervisors in a timely manner and in accordance with applicable rules and provide necessary assistance for proper performance of duties by supervisors, which no one may intervene in or impede. The Board of Supervisors may make proposals to the Board of Directors and senior management and may report to the shareholders general meeting where necessary.	Revised pursuant to Article 46 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
34.	<p>Article 235 The chief Supervisor of the Board of Supervisors shall convene and preside over an interim meeting of the Board of Supervisors within 10 days upon receipt of the relevant proposal under any of the following circumstances:</p> <p>(1) the chief Supervisor of the Board of Supervisors deems necessary;</p> <p>(2) more than one third of the Supervisors jointly propose such a meeting;</p> <p>(3) all external Supervisors propose such a meeting.</p> <p>Notice for interim meeting of the Board of Supervisors shall be served on Supervisors 1 day prior to such meeting.</p>	<p>Article 235 The chief Supervisor of the Board of Supervisors shall convene and preside over an interim meeting of the Board of Supervisors within 10 days upon receipt of the relevant proposal under any of the following circumstances:</p> <p>(1) the chief Supervisor of the Board of Supervisors deems necessary;</p> <p>(2) more than one third of the Supervisors jointly propose such a meeting;</p> <p>(3) all external Supervisors propose such a meeting.</p> <p>Notice for interim meeting of the Board of Supervisors shall be served on Supervisors 1 day prior to such meeting.</p>	<p>Article 235 The chief Supervisor of the Board of Supervisors shall convene and preside over an interim meeting of the Board of Supervisors within 10 days upon receipt of the relevant proposal under any of the following circumstances:</p> <p>(1) the chief Supervisor of the Board of Supervisors deems necessary;</p> <p>(2) more than one third of the Supervisors jointly propose such a meeting;</p> <p>(3) all external Supervisors propose such a meeting.</p>	<p>The notice period of the interim meeting of the Board of Supervisors is specified in the <i>Rules of Procedures of the Board of Supervisors</i>.</p>
36.	<p>Article 239 ...</p> <p>When deliberating relevant proposals and reports, the Board of Supervisors may require the Directors, President and other senior management of the Bank to attend the meeting of the Board of Supervisors as non-voting delegates to give necessary explanations on relevant matters and to answer the issues the Board of Directors concerns.</p>	<p>Article 239 ...</p> <p>When deliberating relevant proposals and reports, the Board of Supervisors may require the Directors, President and other senior management of the Bank <u>and internal and external auditors, etc.</u> to attend the meeting of the Board of Supervisors as non-voting delegates to give necessary explanations on relevant matters and to answer the issues the Board of Directors concerns.</p>	<p>Article 239 ...</p> <p>When deliberating relevant proposals and reports, the Board of Supervisors may require the Directors, President and other senior management of the Bank and internal and external auditors, etc. to attend the meeting of the Board of Supervisors as non-voting delegates to give necessary explanations on relevant matters and to answer the issues the Board of Directors concerns.</p>	<p>Revised pursuant to Article 48 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i>.</p>

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Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
37.	<p>Article 244 A person with one of the following circumstances shall not serve as Director, Supervisor, President and other member of the senior management of the Bank:</p> <p>...</p> <p>Person who holds positions other than director in the controlling shareholder or de facto controller of the Bank shall not be a member of senior management of the Bank.</p> <p>...</p>	<p>Article 244 A person with one of the following circumstances shall not serve as Director, Supervisor, President and other member of the senior management of the Bank:</p> <p>...</p> <p>Person who holds <u>administrative</u> positions other than director <u>and supervisor</u> in the controlling shareholder or de facto controller of the Bank shall not be a member of senior management of the Bank.</p> <p>...</p>	<p>Article 244 A person with one of the following circumstances shall not serve as Director, Supervisor, President and other member of the senior management of the Bank:</p> <p>...</p> <p>Person who holds administrative positions other than director and supervisor in the controlling shareholder of the Bank shall not be a member of senior management of the Bank.</p> <p>...</p>	<p>Revised pursuant to Article 69 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> and Article 126 of the <i>Guidelines for the Articles of Association of Listed Companies (Revised in 2019)</i>.</p>
38.	<p>Article 261 The Bank implements fair and open standards and procedures of performance appraisal for the Directors, Supervisors, President and other members of senior management and sets up an incentive mechanism connecting the remuneration and benefits with personal performance.</p>	<p>Article 261 The Bank implements fair and open standards and procedures of performance appraisal for the Directors, Supervisors, President and other members of senior management and sets up an incentive mechanism connecting the remuneration and benefits with personal performance, <u>so as to ensure the stability of the senior management and core staff. The Bank may entrust a third party to conduct performance assessment.</u></p>	<p>Article 261 The Bank implements fair and open standards and procedures of performance appraisal for the Directors, Supervisors, President and other members of senior management and sets up an incentive mechanism connecting the remuneration and benefits with personal performance, so as to ensure the stability of the senior management and core staff. The Bank may entrust a third party to conduct performance assessment.</p>	<p>Revised pursuant to Articles 56 and 58 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i>.</p>

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
39.	<p>Article 263 The Bank shall enter into written contracts with Directors and Supervisors of the Bank in relation to their remuneration with the prior approval of the shareholders general meeting. The remuneration matters aforesaid shall include:</p> <p>...</p> <p>(4) the payment for compensation for loss of office or retirement of such Directors or Supervisors.</p> <p>...</p>	<p>Article 263 The Bank shall enter into written contracts with Directors and Supervisors of the Bank in relation to their remuneration with the prior approval of the shareholders general meeting. The remuneration matters aforesaid shall include:</p> <p>...</p> <p>(4) the payment for compensation for loss of office or retirement of such Directors or Supervisors. <u>Such compensation shall meet the principle of fairness without impairing the legitimate interests of listed companies or tunneling and propping.</u></p> <p>...</p>	<p>Article 263 The Bank shall enter into written contracts with Directors and Supervisors of the Bank in relation to their remuneration with the prior approval of the shareholders general meeting. The remuneration matters aforesaid shall include:</p> <p>...</p> <p>(4) the payment for compensation for loss of office or retirement of such Directors or Supervisors. Such compensation shall meet the principle of fairness without impairing the legitimate interests of listed companies or tunneling and propping.</p> <p>...</p>	<p>Supplemented pursuant to Article 61 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i>.</p>

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
40.	Article 269 The Bank shall submit its annual financial report to the local counterparts of the securities regulatory authority of the State Council and the stock exchange of the place where the Bank's shares are listed within 3 months after the end of each fiscal year. The Bank shall submit the interim financial report to the local counterparts of the securities regulatory authority of the State Council and the stock exchange of the place where the Bank's shares are listed within 2 months after the end of the first 6 months of each fiscal year, and shall submit the quarterly financial report to the local counterparts of the securities regulatory authority of the State Council and the stock exchange of the place where the Bank's shares are listed within 1 month after the end of the first 3 months and 9 months, respectively, of each fiscal year.	Article 269 The Bank shall submit its annual financial report to the local counterparts of the securities regulatory authority of the State Council and the stock exchange of the place where the Bank's shares are listed within 34 months after the end of each fiscal year. The Bank shall submit the interim financial report to the local counterparts of the securities regulatory authority of the State Council and the stock exchange of the place where the Bank's shares are listed within 2 months after the end of the first 6 months of each fiscal year, and shall submit the quarterly financial report to the local counterparts of the securities regulatory authority of the State Council and the stock exchange of the place where the Bank's shares are listed within 1 month after the end of the first 3 months and 9 months, respectively, of each fiscal year.	Article 269 The Bank shall submit its annual financial report to the local counterparts of the securities regulatory authority of the State Council and the stock exchange of the place where the Bank's shares are listed within 4 months after the end of each fiscal year. The Bank shall submit the interim financial report to the local counterparts of the securities regulatory authority of the State Council and the stock exchange of the place where the Bank's shares are listed within 2 months after the end of the first 6 months of each fiscal year, and shall submit the quarterly financial report to the local counterparts of the securities regulatory authority of the State Council and the stock exchange of the place where the Bank's shares are listed within 1 month after the end of the first 3 months and 9 months, respectively, of each fiscal year.	Revised pursuant to Article 79 of the <i>Securities Law (Revised in 2019)</i>
41.	Article 293 The Bank shall make truthful, accurate, complete and timely information disclosure by following applicable requirements.	Article 293 The Bank shall make truthful, accurate, complete, and timely <u>and impartial</u> information disclosure by following applicable requirements.	Article 293 The Bank shall make truthful, accurate, complete, timely and impartial information disclosure by following applicable requirements.	Revised pursuant to Article 82 of the <i>Securities Law (Revised in 2019)</i> and Article 88 of the <i>Guidelines for Governance of Listed Companies (Revised in 2018)</i> .

APPENDIX I

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHINA CITIC BANK CORPORATION LIMITED AND EXPLANATORY NOTES

Proposed Amendments to the Articles of Association				
No.	Current Articles	After revision (with marks)	After revision (clean)	Remarks (Basis of revisions)
42.	Article 325 This Articles of Association are made in Chinese; in the case of any discrepancies between the Articles of Association of any other language or different versions and this Articles of Association, the Chinese version of this Articles of Association as most recently certified by and registered with the banking regulatory authority of the State Council and most recently registered and filed with the State Administration for Industry and Commerce shall prevail.	Article 325 This Articles of Association are made in Chinese; in the case of any discrepancies between the Articles of Association of any other language or different versions and this Articles of Association, the Chinese version of this Articles of Association as most recently certified by and registered with the banking regulatory authority of the State Council and most recently registered and filed with the State Administration for Industry and Commerce <u>market supervision department</u> shall prevail. <u>In the case of any discrepancies between this Articles of Association and any newly promulgated laws, administrative regulations, ministerial rules, and securities supervision rules of the place where the Bank's shares are listed, the latter shall prevail.</u>	Article 325 This Articles of Association are made in Chinese; in the case of any discrepancies between the Articles of Association of any other language or different versions and this Articles of Association, the Chinese version of this Articles of Association as most recently certified by and registered with the banking regulatory authority of the State Council and most recently registered and filed with the market supervision department shall prevail. In the case of any discrepancies between this Articles of Association and any newly promulgated laws, administrative regulations, ministerial rules, and securities supervision rules of the place where the Bank's shares are listed, the latter shall prevail.	Adjusted and improved pursuant to the Notice of the State Council on Institution Setting (G. F. [2018] No. 6).
43.	Sequence numbers of clauses used in this document are modified as necessary according to additions and deletions.			

**IMPLEMENTATION RULES FOR THE ACCUMULATIVE VOTING
MECHANISM OF CHINA CITIC BANK CORPORATION LIMITED****CHAPTER I GENERAL PROVISIONS**

Article 1 To ensure all shareholders can adequately exercise their rights and safeguard the interests of all shareholders, including small and medium investors, of China CITIC Bank Corporation Limited (hereinafter referred to as “the Bank”), the *Implementation Rules for the Accumulative Voting Mechanism of China CITIC Bank Corporation Limited* (hereinafter referred to as “the Rules”) is hereby formulated in accordance with the applicable laws, regulations, codes including the *Company Law of the People’s Republic of China*, the *Code of Corporate Governance for Listed Companies* and the *Guidelines for Articles of Association of Listed Companies* issued by the China Securities Regulatory Commission, and the *Articles of Association of China CITIC Bank Corporation Limited* (the “Articles of Association of the Bank”).

Article 2 For the purpose of the Rules, the accumulative voting mechanism means when directors or supervisors are elected at a general meeting of shareholders, each ordinary share (preferred share with restored voting rights) shall own the voting rights in the number same as the directors or supervisors to be elected. The voting rights owned by shareholders may be available for centralized use.

Article 3 The accumulative voting mechanism can be used in the election of directors and supervisors according to the Articles of Association of the Bank or the resolutions reached by a general meeting of shareholders. The accumulative voting mechanism shall be adopted, when a single shareholder of the Bank and its person acting in concert own at least 30% shares of the Bank and over two directors or supervisors need to be elected at a general meeting of shareholders.

In the notice for a general meeting of shareholders, the Board of Directors shall indicate whether the upcoming election of directors or supervisors will adopt the accumulative voting mechanism.

Article 4 The Rules shall apply to the circumstances where the accumulative voting mechanism will be adopted to elect two or more directors or supervisors according to the Articles of Association of the Bank or the resolutions reached by a general meeting of shareholders.

Article 5 For the purpose of the Rules, directors refer to executive directors, non-executive directors, and independent directors. For the purpose of the Rules, supervisors include shareholder representative supervisors and external supervisors, but exclude employee representative supervisors. Employee representative supervisors shall be elected or replaced by the Employee Representative Conference of the Bank or through other democratic procedures. The Rules won’t apply to the election of such supervisors.

CHAPTER II NOMINATION OF CANDIDATES FOR DIRECTORS OR SUPERVISORS

Article 6 Candidates for executive directors and non-executive directors shall be nominated by the Board of Directors or shareholders individually or jointly holding 3% or more of the total number of the voting shares of the Bank. The Board of Directors, the Board of Supervisors or the shareholders individually or jointly holding 1% or more of the total shares issued by the Bank can nominate the independent director candidates.

Candidates for shareholder representative supervisors shall be nominated by the Board of Supervisors or shareholders individually or jointly holding 3% or more of the total number of the voting shares of the Bank. Candidates for external supervisors shall be nominated by the Board of Supervisors or the shareholders individually or jointly holding 1% or more of total shares issued by the Bank.

A shareholder and its related parties shall not nominate candidates for directors and supervisors at the same time. If the director (supervisor) candidate nominated by a shareholder and its related parties has sat on the Board of Directors (Supervisors), the aforesaid shareholder shall not nominate other supervisor (director) candidates until the end of this director's (supervisor's) term or having his post changed. In principle, the number of directors nominated by the same shareholder and its related parties shall not exceed one third of the total number of Board members, unless otherwise stipulated by the state.

Shareholders who have nominated directors cannot nominate independent directors.

Article 7 The Nomination and Remuneration Committee under the Board of Directors shall conduct a preliminary review on the qualification and conditions of director candidates before submitting the eligible ones to the Board of Directors for review. Upon the approvals of the Board of Directors, the candidates' name list shall be submitted to a general meeting of shareholders in the form of written proposal.

The Nomination Committee under the Board of Supervisors shall conduct a preliminary review on the qualification and conditions of supervisor candidates before submitting the eligible ones to the Board of Supervisors for review. Upon the approvals of the Board of Supervisors, the candidates' name list shall be submitted to a general meeting of shareholders in the form of written proposal.

Article 8 Before the notice of a general meeting of shareholders is announced, candidates for directors and supervisors shall make a written commitments specifying his/her consent to be nominated, his/her representation that his/her particulars as disclosed are true, accurate and complete, and the guaranty to faithfully fulfill his/her obligations as a Director or Supervisor if so elected.

Article 9 The intention to nominate candidates for directors and supervisors, the written notice of the director and supervisor candidates' consent to be nominated, as well as relevant written materials of the nominees shall be delivered to the Bank not less than 7 days before a general meeting of shareholders is announced in the form of notice. Nominators shall provide resumes and basic details of the candidates for directors and supervisors to shareholders.

**CHAPTER III ELECTION OF CANDIDATES FOR DIRECTORS
AND SUPERVISORS**

Article 10 When the accumulative voting mechanism is adopted, before the candidates for directors and supervisors are voted on a general meeting of shareholders, the chairperson of the upcoming meeting or the person designated by him/her shall notify the shareholders in presence that the accumulative voting mechanism will be adopted to elect directors and supervisors. The secretary of the Board of Director or the person designated by him/her shall state and explain the accumulative voting mechanism, way to fill in votes, and other relevant aspects according to the requirements of the shareholders attending the meeting on the spot.

Article 11 When the accumulative voting mechanism is adopted to elect executive directors, non-executive directors, and independent directors according to the Articles of Association of the Bank, the candidates for executive directors, non-executive directors, and independent directors shall be listed and presented in different proposal groups and submitted to the upcoming general meeting of shareholders for voting purpose.

When the accumulative voting mechanism is adopted to elect shareholder representative supervisors and external supervisors according to the Articles of Association of the Bank, the candidates for shareholder representative supervisors and external supervisors shall be listed and presented in different proposal groups and submitted to the upcoming general meeting of shareholders for voting purpose.

Shareholders shall cast their votes for each candidate under every proposal group.

Article 12 With the accumulative voting mechanism adopted for electing directors and supervisors, when the number of candidates under each proposal group is equal to that of directors and supervisor to be elected in the category, the single-candidate election shall be adopted; and when the number of candidates under a candidate group nominated by all proposals is larger than the number of directors and supervisors to be elected in the category, marginal election shall be adopted under the proposal group.

Article 13 Under each proposal group, the fact that a shareholder present at the upcoming general meeting of proposal owns each voting share means the shareholder possesses the number of votes same as the number of directors or supervisors to be elected under the proposal group. In other words, the accumulative votes owned by each shareholder under a proposal group are equal to the voting shares owned by the shareholder multiplied by the number of directors or supervisors to be elected under the proposal group.

All votes available for shareholders under a proposal group shall be allocated among the candidates under the proposal group. These votes can be casted to a single candidate. Alternatively, they can be casted to different candidates in any combination.

Article 14 The number of votes shareholders cast under a proposal group may not exceed the number of votes they actually own under the proposal group. The number of candidates shareholders vote for under each proposal group may not exceed the number of directors or supervisors to be elected under the proposal group.

Article 15 After the voting process ends, the votes under each proposal group shall be counted on an accumulative basis.

If the votes filled in by shareholders or his/her proxies at the on-site general meeting of shareholders are incorrectly filled in, invalidated, illegible in handwriting, or unvoted, these votes shall be deemed as abstention.

If the number of votes cast by shareholders for candidates under a proposal group exceeds the number of votes entitled to shareholders under the proposal group, the votes casted under the proposal group shall constitute invalid votes. If the votes casted by shareholders for candidates under a proposal group are less than the number of votes entitled to shareholder under the proposal group, the casted votes shall be deemed valid but the difference shall be regarded as abstaining from voting.

In the marginal election, if the number of votes cast by shareholders for candidates under a proposal group exceeds the number of votes entitled to shareholders under the proposal group, the votes casted under the proposal group shall constitute invalid votes.

CHAPTER IV ELECTION OF DIRECTORS OR SUPERVISORS

Article 16 In the single-candidate election, a candidate shall be elected by winning more than a half of the voting rights (non-accumulative) held by the ordinary shareholders (including preferred shareholders with restored voting rights (shareholder proxies included)) attending the general meeting of shareholders.

When the number of actually elected directors and supervisors under a proposal group is less than the number of those that should be elected, the unelected candidates shall be elected by another general meeting of shareholders. The total number of voting rights shall be accumulated according to the number of directors and supervisors of such type at that time.

Article 17 In the marginal election, when the number of candidates who win more than a half of the voting rights (non-accumulative) held by the ordinary shareholders (including preferred shareholders with restored voting rights (shareholder proxies included)) attending the general meeting of shareholders is equal to or less than the number of directors or shareholders that should be elected under the corresponding category, these candidates shall be elected.

If the number of candidates who win more than a half of the voting rights (non-accumulative) held by the ordinary shareholders (including preferred shareholders with restored voting rights (shareholder proxies included)) attending the general meeting of shareholders is larger than the number of directors or

shareholders that should be elected under the corresponding category, these candidates shall be ranked and elected by the number of their votes, and the number of finally elected candidates shall be up to the number of directors or supervisors that should be elected under the corresponding category.

Where two or more candidates receive the same number of votes, these candidates shall be re-elected by convening another general meeting of shareholders. The total number of voting rights shall be accumulated according to the number of directors and supervisors of such type at that time.

When the number of actually elected directors and supervisors under a proposal group is less than the number of those that should be elected, the unelected candidates shall be elected by another general meeting of shareholders. The total number of voting rights shall be accumulated according to the number of directors and supervisors of such type at that time.

Article 18 If the number of finally elected directors or supervisors fail to reach the minimum quorum as prescribed by the Articles of Association of the Bank or applicable laws or regulations, another general meeting of shareholders shall be convened within two months after the current meeting to elect the missing directors and supervisors.

CHAPTER V SUPPLEMENTARY PROVISIONS

Article 19 The references “less than” and “more than” herein shall not include the number immediately following them, and “at least” herein shall include the number immediately following them.

Article 20 When the accumulative voting mechanism is adopted to elect directors or supervisors, only affirmative votes casted for each director or supervisor candidate shall be counted, with negative or abstention votes overlooked.

Article 21 If any matters are unmentioned herein or the Rules once taking effect is inconsistent with any applicable law, regulation, normative document or the Articles of Association of the Bank, the latter shall prevail.

Article 22 The power to interpret and revise the Rules shall rest with the Board of Directors.

Article 23 The Rules shall take effect from the date of review and approval by a general meeting of shareholders. This is also true for any amendment to the Rules.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

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 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 SECOND EXTRAORDINARY GENERAL MEETING OF 2021

NOTICE IS HEREBY GIVEN that the Second Extraordinary General Meeting of 2021 (the “**2021 Second EGM**”) of China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m., on Friday, 7 May 2021 at Conference Room 804, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) to consider and, if thought fit, to approve the following resolutions:

BY ORDINARY RESOLUTION

1. Proposal regarding the appointment of Mr. Zhu Hexin as a non-executive Director of the Fifth Session of the Board of Directors of China CITIC Bank Corporation Limited

By Order of the Board
China CITIC Bank Corporation Limited
FANG Heying
Executive Director, President

Beijing, the PRC
23 March 2021

As at the date of this notice, the executive directors of the Bank are Mr. Fang Heying (President) and Mr. Guo Danghuai; the non-executive directors are Mr. Cao Guoqiang, Ms. Huang Fang and Mr. Wan Liming; and the independent non-executive directors are Mr. He Cao, Ms. Chen Lihua, Mr. Qian Jun and Mr. Yan Lap Kei Isaac.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

Notes:

1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2021 SECOND EGM

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 Wednesday, 7 April 2021 to Friday, 7 May 2021 (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 Friday, 7 May 2021 are entitled to attend and vote at the 2021 Second EGM. Holders of H shares of the Bank who intend to attend the 2021 Second EGM but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the office of 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 Tuesday, 6 April 2021, 4:30 p.m.

2. APPOINTMENT OF PROXY

Any shareholder entitled to attend and vote at the 2021 Second EGM 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.

In order to be valid, H share shareholders shall lodge the proxy form, together with the power of attorney or other authority (if any), by hand or post, 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, not less than 24 hours before the time appointed for holding the 2021 Second EGM (i.e. not later than 9:30 a.m. on Thursday, 6 May 2021). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2021 Second EGM.

3. REPLY SLIP

H share shareholders who intend to attend in person or by proxy the 2021 Second EGM 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, 16 April 2021.

4. CONTACT INFORMATION OF THE BANK

Address: CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the PRC
Postal Code: 100020
Contact persons: Wang Yanfei, Li Yuchao
Tel: (86 10) 6663 8188
Fax: (86 10) 6555 9255

5. PROCEDURE OF VOTING AT THE 2021 SECOND EGM

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 2021 Second EGM must be taken by poll.

6. OTHER BUSINESS

Shareholders attending the 2021 Second EGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2021 Second EGM shall provide their identity documents.

7. DATES AND TIMES

Reference to dates and times on this notice are to Hong Kong dates and times.

SUPPLEMENTAL NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

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)

SUPPLEMENTAL NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

References are made to the notice of the Second Extraordinary General Meeting of 2021 (the “**First EGM Notice**”) of China CITIC Bank Corporation Limited (the “**Bank**”) dated 23 March 2021, in which the time and venue of the Second Extraordinary General Meeting of 2021 (the “**2021 Second EGM**”) of the Bank, and the proposal to be submitted at the meeting for Shareholders’ consideration are set out.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the 2021 Second EGM of the Bank will be held as originally scheduled at 9:30 a.m., on Friday, 7 May 2021 at Conference Room 804, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) to consider and, if thought fit, to approve the following resolutions:

BY SPECIAL RESOLUTION

2. Proposal regarding the amendments to the Articles of Association of China CITIC Bank Corporation Limited

BY ORDINARY RESOLUTION

3. Proposal regarding the formulation of implementation rules for the accumulative voting mechanism of China CITIC Bank Corporation Limited

By Order of the Board
China CITIC Bank Corporation Limited
FANG Heying
Executive Director, President

Beijing, the PRC
22 April 2021

As at the date of this notice, the executive directors of the Bank are Mr. Fang Heying (President) and Mr. Guo Danghuai; the non-executive directors are Mr. Cao Guoqiang, Ms. Huang Fang and Mr. Wan Liming; and the independent non-executive directors are Mr. He Cao, Ms. Chen Lihua, Mr. Qian Jun and Mr. Yan Lap Kei Isaac.

SUPPLEMENTAL NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

Notes:

1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2021 SECOND EGM

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 Wednesday, 7 April 2021 to Friday, 7 May 2021 (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 Friday, 7 May 2021 are entitled to attend and vote at the 2021 Second EGM. Holders of H shares of the Bank who intend to attend the 2021 Second EGM but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the office of 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 Tuesday, 6 April 2021.

2. APPOINTMENT OF PROXY

The supplemental proxy form (the **"Supplemental Proxy Form"**) concerning the proposal set forth in this notice has been dispatched on 22 April 2021. The proxy form dispatched on 23 March 2021 (the **"First Proxy Form"**) that has been returned to the H Share registrar of the Bank will remain valid and effective to the fullest extent applicable if correctly completed. The Supplemental Proxy Form will not affect the validity of any proxy form duly completed and delivered by you in respect of the resolution set out in the First EGM Notice. If you have validly appointed a proxy to attend and act for you at the 2021 Second EGM but do not duly complete and deliver the Supplemental Proxy Form, your proxy will be entitled to vote at the discretion on the special resolution 2 and the ordinary resolution 3 set out in this notice. If you do not duly complete and deliver the First Proxy Form for the 2021 Second EGM but have duly completed and delivered the Supplemental Proxy Form and validly appointed a proxy to attend and act for you at the 2021 Second EGM, your proxy will be entitled to vote at the discretion on the resolution set out in the First EGM Notice.

Any shareholder entitled to attend and vote at the 2021 Second EGM 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.

In order to be valid, H Shareholders shall lodge the proxy form, together with the power of attorney or other authority (if any), by hand or post, 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, not less than 24 hours before the time appointed for holding the 2021 Second EGM (i.e. not later than 9:30 a.m. on Thursday, 6 May 2021). Completion and return of the proxy form(s) shall not preclude shareholders from attending and voting in person at the 2021 Second EGM.

3. REPLY SLIP

H Share shareholders who intend to attend in person or by proxy the 2021 Second EGM 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, 16 April 2021.

4. CONTACT INFORMATION OF THE BANK

Address: CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the PRC
Postal Code: 100020
Contact persons: Wang Yanfei, Li Yuchao
Tel: (86 10) 6663 8188
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SUPPLEMENTAL NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

5. PROCEDURE OF VOTING AT THE 2021 SECOND EGM

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 2021 Second EGM must be taken by poll.

6. OTHER BUSINESS

Shareholders attending the 2021 Second EGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2021 Second EGM shall provide their identity documents.

7. DATES AND TIMES

Reference to dates and times on this notice are to Hong Kong dates and times.

8. LATEST PRACTICABLE DATE

The latest practicable date printing this supplemental notice for ascertaining certain information contained herein is 16 April 2021.