



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)**

## **VOTING RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2008 HELD ON 29 DECEMBER 2008**

The board of directors (the “**Board**”) of China CITIC Bank Corporation Limited (the “**Bank**”) is pleased to announce that the First Extraordinary General Meeting in 2008 of the Bank (the “**EGM**”) was held at 9:30 a.m. on Monday, 29 December 2008 at the Conference Room, 16/F, Block C, Fuhua Mansion, No. 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People’s Republic of China (the “**PRC**”). The EGM was chaired by Mr. Chen Xiaoxian, the president of the Bank. The holding of the EGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Bank.

Reference is made to the circular issued by the Bank dated 14 November 2008 in connection with the EGM (the “**Circular**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those in the Circular.

The total number of issued Shares of the Bank as at the date of the EGM was 39,033,344,054 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution to approve the election of Mr. Li Zheping as an independent non-executive director of the Bank at the EGM. China CITIC Group and its associates (i.e. China CITIC Group and CITIC International Financial Holdings Limited), being the shareholders of the Bank who have a material interest in the proposed Continuing Connected Transactions, abstained from voting on the ordinary resolution to approve the Annual Caps for the proposed Continuing Connected Transactions in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Therefore, there was a total number of 8,848,732,935 Shares entitling the Shareholders to attend and vote for or against the ordinary resolution to approve the Annual Caps for the proposed Continuing Connected Transactions. There were no Shares of the Bank entitling the Shareholders to attend and vote only against the resolutions at the EGM.

A total of 23 Shareholders and duly authorized proxies, holding 32,133,463,863 Shares of the Bank and representing approximately 82.32% of the total number of issued Shares of the Bank, were present at the EGM. Both ordinary resolutions at the EGM were put to the vote by way of poll. Computershare Hong Kong Investor Services Limited, the Bank’s H share registrar, together with King & Wood PRC Lawyers, the Bank’s PRC legal adviser, were appointed as the scrutineers for the vote-counting at the EGM.

## VOTING RESULTS OF THE EGM

The Board is pleased to announce that the two proposed ordinary resolutions have been duly passed at the EGM and the details of voting results are as follows:

Ordinary Resolutions		For	%	Against	%	Abstain	%
1	THAT the appointment of Mr. Li Zheping as an independent non-executive director of the Bank is hereby approved	32,133,200,863	99.999182	263,000	0.000818	0	0.000000
2	THAT the loan asset transfer framework agreement and the wealth management service framework agreement and their proposed respective annual caps for each of the three years ending 31 December 2008, 2009 and 2010, as described in the circular issued by the Bank on 14 November 2008 are hereby approved, ratified and confirmed	1,923,091,744	98.678145	25,757,000	1.321649	4,000	0.000205

As more than 50% of the votes were cast in favour of each ordinary resolution proposed at the EGM, both ordinary resolutions were duly passed by the Shareholders of the Bank.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Bank is pleased to announce that Mr. Li Zheping was appointed as an independent non-executive director of the Bank at the EGM.

Li Zheping (“**Mr. Li**”), aged 43, has served as the chief executive officer and general manager of Modern Bankers Journal Press since 2003. Mr. Li served as the chairman of the board of Tong-xin Assets Evaluation Co., Ltd. from 1995 to 2003. He was the column chief editor of China Securities Journal from 1993 to 1995. He was an assistant professor of China Financial Training Center from 1989 to 1993. Mr. Li has been an independent non-executive director of UBS SDIC Fund Management Co., Ltd. since August 2008. Mr. Li is a graduate of Shanxi University of Finance & Economics with a degree of bachelor of economics, and was awarded a master of economics degree from the Graduate School of People’s Bank of China.

The Bank appointed Mr. Li as an independent non-executive director to hold office for three years (from the appointment date to the date of annual general meeting of the expiry year). Mr. Li shall be entitled to an allowance of RMB200,000 (before tax) per year during his term as the director.

Mr. Li has confirmed that (1) he does not hold any position with the Bank or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he is not connected with any Directors, senior management or substantial or controlling Shareholders of the Bank or any of its subsidiaries; and (3) he does not have any interest in any Shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong at the date of this announcement.

Save as disclosed above, Mr. Li has confirmed that there is no other information in respect of his appointment that is discloseable pursuant to R.13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

The appointment of Mr. Li Zheping is subject to the approval of China Banking Regulatory Commission of the PRC.

## **LAWYER’S CERTIFICATION**

King & Wood PRC Lawyers, the Bank’s PRC legal adviser, issued a legal opinion which certified and stated the following: “The convening, holding, attendants, qualification of convenor and voting procedures of the EGM conform to provisions of the Securities Law of the PRC, the Company Law of the PRC, Rules of Procedures of Shareholders’ General Meeting of Listed Companies and other relevant laws and regulations as well as provisions of the articles of association of the Bank. The EGM is legal and valid”.

By order of the Board of  
**China CITIC Bank Corporation Limited**  
**Kong Dan**  
*Chairman*

Beijing, the PRC  
29 December 2008

*As at the date of this announcement, the executive directors of the Bank are Dr. Chen Xiaoxian and Mr. Wu Beiyong; the non-executive directors of the Bank are Mr. Kong Dan, Mr. Chang Zhenming, Mr. Dou Jianzhong, Ms. Chan Hui Dor Lam Doreen, Mr. Ju Weimin, Mr. Zhang Jijing, Mr. Guo Ketong and Mr. José Ignacio Goirigolzarri; and the independent non-executive directors of the Bank are Dr. Bai Chong-En, Dr. John Dexter Langlois, Dr. Ai Hongde, Dr. Xie Rong and Mr. Wang Xiangfei.*