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

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

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

**(Stock Code: 998)**

**APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE EGM**

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A letter from the Board is set out on pages 2 to 4 of this circular.

A notice of the EGM to be held at 9:30 a.m. on Friday, 5 February 2010 at the Conference Room, 16th Floor, Block C, Fuhua Mansion, No. 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC is set out on pages 5 to 6 of this circular.

A form of proxy for use at the EGM is enclosed and is also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. Shareholders who intend to attend the meeting in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon on or before Saturday, 16 January 2010.

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Bank” or “Company”	China CITIC Bank Corporation Limited (中信銀行股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 0998) and the Shanghai Stock Exchange (stock code: 601998), respectively
“BBVA”	Banco Bilbao Vizcaya Argentaria, S.A., a company incorporated in the Kingdom of Spain
“Board” or “Board of Directors”	the board of Directors of China CITIC Bank Corporation Limited
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting in 2010 of the Bank to be held on Friday, 5 February 2010 at the Conference Room, 16th Floor, Block C, Fuhua Mansion, No. 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC
“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
“H Share(s)”	ordinary share(s) of the Company, with a normal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholders”	holders of the Company’s Share(s)



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:*

Dr. Chen Xiaoxian  
Mr. Wu Beiyong

*Non-executive Directors:*

Mr. Kong Dan  
Mr. Chang Zhenming  
Mr. Dou Jianzhong  
Mr. Ju Weimin  
Mr. Zhang Jijing  
Ms. Chan Hui Dor Lam Doreen  
Mr. Guo Ketong  
Mr. José Andrés Barreiro Hernandez

*Independent non-executive Directors:*

Dr. Bai Chong-En  
Dr. Ai Hongde  
Dr. Xie Rong  
Mr. Wang Xiangfei  
Mr. Li Zheping

*Registered Office:*

Block C, Fuhua Mansion,  
No. 8 Chaoyangmen Beidajie,  
Dongcheng District,  
Beijing 100027, the PRC

*Place of Business in Hong Kong:*

Level 28, Three Pacific Place,  
1 Queen's Road East, Hong Kong

22 December 2009

*To the Shareholders*

Dear Sir or Madam,

**APPOINTMENT OF NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE EGM**

**INTRODUCTION**

Reference is made to the announcement of the Bank dated 22 December 2009 in relation to the nomination of Mr. Ángel Cano Fernández (*Mr. Cano*) as a non-executive Director of the Bank.

The purpose of this circular is to give you notice of the EGM, which is set out on pages 5 to 6 of this circular and to provide you with details in respect of Mr. Cano.

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## LETTER FROM THE BOARD

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### APPOINTMENT OF NON-EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the EGM to approve the appointment of Mr. Cano as a non-executive Director of the Bank.

The particulars of Mr. Cano are set out below:

Mr. Cano, aged 48, holds Spanish nationality. From 1984 to 1991, Mr. Cano worked at Arthur Andersen, specializing in the field of finance. From 1991 to 1998, Mr. Cano worked at Argentaria as an assistant controller, mainly responsible for the development of all the accounting functions, including the preparation of financial statements of the parent company, as well as all the different entities within the Argentaria Group. From 1998 to 2001, Mr. Cano was appointed controller and member of the executive committee. Mr. Cano continued as controller of the new entity following the merger of BBV and Argentaria. Between 2001 and 2003, Mr. Cano held the position of chief financial officer of BBVA and continued as member of the executive committee. In January 2003, Mr. Cano was appointed the human resources and services director for the BBVA Group. Since December 2005, Mr. Cano has been the lead of technology of the BBVA Group and the head of human resources and information technology. Since January 2006, Mr. Cano has also become responsible for the global transformation of the BBVA Group. Since September 2009 till present, Mr. Cano has been acting as president and chief operating officer of BBVA.

Mr. Cano received his bachelor's degree on economics and business administration from University of Oviedo (Spain).

Mr. Cano will receive no salary or director's fee from the Bank during his term as a non-executive Director.

Mr. Cano 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 in any other listed companies in the past three years; (2) he is not connected with any Directors, supervisor, 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 circular.

In addition, Mr. Cano has confirmed that there is no other information in respect of his appointment that is discloseable pursuant to rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the Shareholders of the Bank.

### THE EGM

A notice of the EGM to be held at 9:30 a.m. on Friday, 5 February 2010, is set out on pages 5 to 6 of this circular.

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## LETTER FROM THE BOARD

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In order to determine the Shareholders who are entitled to attend the EGM, the Company's register of H Share Shareholders will be closed from Wednesday, 6 January 2010 to Friday, 5 February 2010 (both days inclusive) during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the Company's register of members on Friday, 5 February 2010 are entitled to attend the meeting. In order to qualify to attend and vote at the EGM, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 5 January 2010.

A form of proxy for use at the EGM is enclosed and is also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. Shareholders who intend to attend the meeting in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon on or before Saturday, 16 January 2009.

### PROCEDURES FOR VOTING AT THE EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll.

### RECOMMENDATION

The Directors believe that the appointment of Mr. Cano as a non-executive Director of the Bank is in the interests of the Bank and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolution to be proposed at the EGM in connection with the appointment of Mr. Cano as a non-executive Director of the Bank.

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

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## NOTICE OF THE EGM

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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)

### NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2010

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting in 2010 (the *EGM*) of China CITIC Bank Corporation Limited (the *Bank*) will be held at 9:30 a.m. on Friday, 5 February 2010 at the Conference Room, 16/F, Block C, Fuhua Mansion, No. 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People's Republic of China to consider and, if thought fit, to pass the ordinary resolution on appointment of Mr. Ángel Cano Fernández as a non-executive director of the Bank.

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

Beijing, the PRC

22 December 2009

*Notes:*

**1. Closure of register of members and eligibility for attending the EGM**

Holders of H Shares are advised that the share register for H Shares will be closed from Wednesday, 6 January 2010 to Friday, 5 February 2010 (both days inclusive). Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the office of the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 5 January 2010.

**2. Proxy**

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

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

For holders of H Shares, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the office of the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

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## NOTICE OF THE EGM

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### 3. Reply Slip

Holders of H Shares who intend to attend the EGM in person or by proxy should return the reply slip to the office of the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Rooms 1806–07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Saturday, 16 January 2010.

### 4. Contact details of the Bank

Contact Address: Block C, Fuhua Mansion, 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People's Republic of China.

Postcode: 100027

Contact Person: SONG Huajie, SHI Chuanyu

Contact Telephone: (86 10) 6555 8000

Contact Fax: (86 10) 6555 0809

### 5. Procedures for voting at the EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll.

### 6. Other business

The EGM is expected to require approximately half of a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.

Shareholders or their proxies attending the EGM shall produce their identity documents.

*As at the date of this notice, the executive directors of the Bank are Dr. Chen Xiaoxian and Mr. Wu Beiyang; the non-executive directors are Mr. Kong Dan, Mr. Chang Zhenming, Mr. Dou Jianzhong, Mr. Ju Weimin, Mr. Zhang Jijing, Ms. Chan Hui Dor Lam Doreen, Mr. Guo Ketong and Mr. José Andrés Barreiro Hernandez; and the independent non-executive directors are Dr. Bai Chong-En, Dr. Ai Hongde, Dr. Xie Rong, Mr. Wang Xiangfei and Mr. Li Zheping.*