
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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

(Stock Code: 998)

**INCREASE OF 2013 ANNUAL WRITE-OFF AMOUNT OF
NON-PERFORMING ASSETS
APPOINTMENT OF EXTERNAL SUPERVISOR
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2014**

A letter from the Board is set out on pages 2 to 5 of this circular.

A notice of the First EGM of 2014 to be held at 9:30 a.m. on Monday, 27 January 2014 at the Conference Room, 16th Floor, Block C, Fuhua Mansion, No. 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC is set out on pages 6 to 7 of this circular.

A proxy form and reply slip for use at the First EGM of 2014 are enclosed and are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Bank (<http://bank.ecitic.com>) respectively. If you intend to appoint a proxy to attend the First EGM of 2014, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the First EGM of 2014 or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the First EGM of 2014 and voting in person if you so wish. Shareholders who intend to attend the meetings in person or by proxy should complete and return the enclosed reply slip in accordance with the instructions printed thereon on or before Tuesday, 7 January 2014.

13 December 2013

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF THE FIRST EGM OF 2014	6

DEFINITIONS

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

“Bank”, “we” or “us”	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: 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
“Board of Supervisors”	the board of supervisors of the Bank
“CBRC”	China Banking Regulatory Commission
“Director(s)”	director(s) of the Bank
“First EGM of 2014”	the first extraordinary general meeting of 2014 of the Bank to be held at 9:30 a.m. on Monday, 27 January 2014 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 Bank, 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”	the ordinary share(s) of RMB1.00 each in the share capital of the Bank
“Shareholder(s)”	the holders of the bank’s Share(s)
“Supervisor(s)”	the supervisors of the Bank

LETTER FROM THE BOARD



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 Director:

Dr. Zhu Xiaohuang (*President*)

Non-executive Directors:

Mr. Chang Zhenming (*Chairman*)

Dr. Chen Xiaoxian (*First Vice-Chairman*)

Mr. Dou Jianzhong

Mr. Guo Ketong

Mr. Zhang Xiaowei

Mr. Gonzalo José Toraño Vallina

Registered Office:

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

Principal Place of Business in Hong Kong:

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

Independent non-executive Directors:

Mr. Li Zheping

Dr. Xing Tiancai

Ms. Liu Shulan

Ms. Wu Xiaoqing

Mr. Wong Luen Cheung Andrew

13 December 2013

To the Shareholders

Dear Sir or Madam,

**INCREASE OF 2013 ANNUAL WRITE-OFF AMOUNT OF
NON-PERFORMING ASSETS
APPOINTMENT OF EXTERNAL SUPERVISOR
AND**

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2014

INTRODUCTION

The purposes of this circular are, among other matters, to provide the Shareholders with notice of the First EGM of 2014, which is set out on pages 6 to 7 of this circular, and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or

LETTER FROM THE BOARD

against the ordinary resolutions on the increase of 2013 annual write-off amount of non-performing assets and the appointment of Ms. Wang Xiuhong as the external Supervisor of the third session of the Board of Supervisors of the Bank.

INCREASE OF 2013 ANNUAL WRITE-OFF AMOUNT OF NON-PERFORMING ASSETS

In order to strengthen the disposal of non-performing assets and achieve the goal of asset quality control by the end of the year, the Board proposed to increase the 2013 annual write-off amount of non-performing assets from RMB2 billion to RMB5.2 billion.

The reasons for this adjustment are as follows: (1) Since 2012, suffering from the economic downturn, the amount of non-performing loans and the non-performing ratio of the banking industry have remarkably increased as a whole. Balance of the non-performing loans of the Bank increased from RMB11.86 billion at the beginning of this year to RMB16.99 billion as at the end of October this year, posing more pressure on the reduction and disposition of such loans. As such, to make full use of the currently available treasury and taxation policies, writing-off bad debts to reduce the non-performing amount on the balance sheet has become an important means for disposal of non-performing loans in the banking industry. (2) Such write-off will improve the bank's asset quality, build up the brand reputation. In addition, such write-off will offset the tax expense of the year and increase net profit so as to maintain Shareholders' benefit. (3) Having conducted measurement, it will not affect the Bank in achieving its operation goals for 2013 when the non-performing loan write-off amount increases from RMB2 billion to RMB5.2 billion.

APPOINTMENT OF MS WANG XIUHONG AS THE EXTERNAL SUPERVISOR OF THE BANK

Pursuant to Company Law of PRC and articles of association the Bank, the third session of the Board of Supervisors of the Bank nominated Ms. Wang Xiuhong as candidate for the external Supervisor of the third session of the Board of Supervisors.

Particulars of Ms. Wang Xiuhong are set out below:

Ms. Wang Xiuhong, born in October 1946, holds Chinese nationality. Ms. Wang has been the president of China Women Judges Society since December 2003 and vice president of China Judges Society since December 2008, respectively. Ms. Wang has been an independent director of Bank of Jilin since September 2011. Ms. Wang served as member of the judicial committee of the Supreme People's Court of PRC (vice ministerial level) from October 2004 to December 2010; head of the administrative tribunal and member of the judicial committee of the Supreme People's Court of PRC from May 2003 to September 2004; deputy director of Political Department of the Supreme People's Court of PRC from February 1997 to April 2003; the executive vice president, the deputy secretary of the party committee of the High People's court of Jilin province and vice president of China Women Judges Association from February 1994 to January 1997. Prior to that, Ms. Wang had successively served at Siping District Timber Company in Jilin, Intermediate People's court of Siping District, Liaoyuan Intermediate People's court and Jilin Intermediate People's court. Ms. Wang rendered long-term services in the judicial system and well experienced on legal matters. Ms. Wang graduated from Beijing Political Science and Law School (currently known as China University of Political Science and Law).

LETTER FROM THE BOARD

The term of office of Ms. Wang will start from the date of approval of Shareholders at the First EGM of 2104 to the expiry date of the term of office of the third session of the Board of Supervisors and Ms. Wang may be re-appointed after expiry of her initial term of office. Ms. Wang will enter into a service contract with the Bank.

Ms. Wang will receive remuneration of RMB300,000 (pre-tax) per year from the Bank during her term as an external Supervisor of the Bank.

Ms. Wang has confirmed that, save as disclosed above, (1) she 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) she is not connected with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Bank or any of its subsidiaries; and (3) she 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 as at the date of this circular.

In addition, Ms. Wang has confirmed that there is no other information in respect of her appointment that is required to disclose 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 FIRST EGM OF 2014

A notice convening the First EGM of 2014 to be held at 9:30 a.m. on Monday, 27 January 2014, is set out on pages 6 to 7 of this circular. No Shareholder is required to abstain from voting in respect of the ordinary resolutions to be proposed at the First EGM of 2014.

In order to determine the Shareholders who are entitled to attend the First EGM of 2014, the Bank's register of H Shareholders will be closed from Saturday, 28 December 2013 to Monday, 27 January 2014 (both days inclusive) during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the Bank's register of members on Monday, 27 January 2014 are entitled to attend and vote at the meeting. In order to qualify to attend and vote at the First EGM of 2014, 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 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 by no later than 4:30 p.m. on Friday, 27 December 2013.

A proxy form and reply slip for use at the First EGM of 2014 are enclosed and are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Bank (<http://bank.ecitic.com>) respectively. If you intend to appoint a proxy to attend the First EGM of 2014, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the First EGM of 2014 or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the First EGM of 2014 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 Tuesday, 7 January 2014.

LETTER FROM THE BOARD

PROCEDURES FOR VOTING AT THE FIRST EGM OF 2014

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the First EGM of 2014 will be taken by poll.

RECOMMENDATION

The Directors believe that the ordinary resolutions mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolutions on the increase of 2013 annual write-off amount of non-performing assets and the appointment of Ms. Wang Xiuhong as the external Supervisor of the third session of the Board of Supervisors at the First EGM of 2014.

By order of the Board of
China CITIC Bank Corporation Limited
CHANG Zhenming
Chairman of the Board

Beijing, the PRC
13 December 2013

NOTICE OF THE FIRST EGM OF 2014



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 OF 2014

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2014 (the “**First EGM of 2014**”) of China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m. on Monday, 27 January 2014 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 approve the following ordinary resolutions:

1. To consider and approve the increase of 2013 annual write-off amount of non-performing assets; and
2. To consider and approve the appointment of Ms. Wang Xiuhong as the external Supervisor of the third session of the Board of Supervisors.

By order of the Board of
China CITIC Bank Corporation Limited
CHANG Zhenming
Chairman of the Board

Beijing, the PRC
13 December 2013

Notes:

1. CLOSURE OF REGISTER OF MEMBERS, ELIGIBILITY FOR ATTENDING THE FIRST EGM OF 2014

Holders of H Shares are advised that the register of members for H Shares will be closed from Saturday, 28 December 2013 to Monday, 27 January 2014 (both days inclusive). The Shareholders whose names appear on the register of members of the Bank on Monday, 27 January 2014 are entitled to attend and vote at the First EGM of 2014. Holders of H Shares who wish to attend the First EGM of 2014 but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share registrar of the 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 by no later than 4:30 p.m. on Friday, 27 December 2013.

NOTICE OF THE FIRST EGM OF 2014

2. PROXY

Shareholders entitled to attend and vote at the First EGM of 2014 may appoint one or more proxies to attend and vote in their stand. 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/her 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 legal representative(s) or 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 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 in person or by post not less than 24 hours before the time fixed for holding the First EGM of 2014 or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the First EGM of 2014 upon completion and return of the proxy form.

3. REPLY SLIP

Holders of H Shares who intend to attend the First EGM of 2014 in person or by proxy should return the reply slip 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 Tuesday, 7 January 2014.

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: TANG Yiyu, JIANG Xiuliang

Contact Telephone: (86 10) 6555 8000

Contact Fax: (86 10) 6555 0809

5. PROCEDURES FOR VOTING AT THE FIRST EGM OF 2014

According 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 First EGM of 2014 must be taken by poll.

6. OTHER BUSINESS

Shareholders (in person or by proxy) attending the First EGM of 2014 are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the First EGM of 2014 shall produce their identity documents.