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**中信銀行**

CHINA CITIC 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)*

**NOTICE OF THE FIRST EXTRAORDINARY  
GENERAL MEETING OF 2017**

**NOTICE IS HEREBY GIVEN** that the First Extraordinary General Meeting of 2017 (the “**2017 First EGM**”) of the China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m., on Tuesday, 7 February 2017 at Conference Room, B1 Floor, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People's Republic of China (the “**PRC**”) to consider and, if thought fit, to approve the following resolutions (special resolutions are indicated with “\*”):

**By special resolutions:**

1. the proposal on the issuance and listing of A share convertible corporate bonds\*;
  - 1.1 Types of securities to be issued\*;
  - 1.2 Size of the Issuance\*;
  - 1.3 Par value and issue price\*;
  - 1.4 Term\*;
  - 1.5 Interest rate\*;
  - 1.6 Method and timing of interest payment\*;
  - 1.7 Conversion period\*;
  - 1.8 Determination and adjustment of the Conversion Price\*;
  - 1.9 Downward adjustment to Conversion Price\*;
  - 1.10 Method for determining the number of Shares for conversion\*;

- 1.11 Entitlement to Dividend of the year of conversion\*;
- 1.12 Terms of redemption\*;
- 1.13 Terms of sale back\*;
- 1.14 Method of issuance and target subscribers\*;
- 1.15 Subscription arrangement for the existing Shareholders\*;
- 1.16 Convertible Bonds holders and meetings of the Convertible Bonds holders\*;
- 1.17 Use of proceeds\*;
- 1.18 Guarantee and security\*;
- 1.19 Validity period of the resolution\*;

**By ordinary resolutions:**

- 2. the proposal on the conditions of issuance of A share convertible corporate bonds;
- 3. the proposal on the feasibility report of the use of proceeds raised from the issuance of A share convertible corporate bonds;
- 4. the proposal on the use of the previously raised proceeds;

**By special resolutions:**

- 5. the proposal on the dilution of immediate returns and recommended remedial measure to the issuance of A share convertible corporate bonds\*;
- 6. the proposal to general meeting to authorize the board of directors to manage the matters relating to the issuance and listing of A share convertible corporate bonds\*; and

**By ordinary resolution:**

- 7. the proposal on amendments to the *Rules of Procedures of the Board of Directors of China CITIC Bank Corporation Limited*.

The circular for the 2017 First EGM is expected to be dispatched to the shareholders by the Bank on or before Thursday, 12 January 2017.

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

Beijing, PRC  
21 December 2016

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

*Notes:*

**1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2017 FIRST 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 Saturday, 7 January 2017 to Tuesday, 7 February 2017 (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 Tuesday, 7 February 2017 are entitled to attend and vote at the 2017 First EGM. Holders of H shares of the Bank who intend to attend the 2017 First 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 Friday, 6 January 2017, 4:30 p.m..

**2. APPOINTMENT OF PROXY**

Any shareholder entitled to attend and vote at the 2017 First 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, with 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 2017 First EGM or its adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2017 First EGM.

**3. REPLY SLIP**

Holders of H shares who intend to attend in person or by proxy the 2017 First 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 Wednesday, 18 January 2017.

**4. CONTACT INFORMATION OF THE BANK**

Address: Office of the Board of Directors and Board of Supervisors, CITIC Bank, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, the PRC  
Postal Code: 100010  
Contact persons: LUO Xiaobo, SHI Chuanyu  
Tel: (86 10) 8523 0010  
Fax: (86 10) 8523 0079

**5. PROCEDURE OF VOTING AT THE 2017 FIRST 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 2017 First EGM must be taken by poll.

**6. OTHER BUSINESS**

Shareholders attending the 2017 First EGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2017 First EGM shall provide their identity documents.