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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)**

**ANNOUNCEMENT**  
**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF**  
**THE SHAREHOLDERS' GENERAL MEETING**  
**AND**  
**PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF**  
**THE BOARD OF SUPERVISORS**

The board of directors (the “**Board**”) of China CITIC Bank Corporation Limited (the “**Bank**”) is pleased to announce the passing of the resolutions of, among others, amendments to the articles of association of the Bank (the “**Articles of Association**”) and amendments to the rules of procedures of the shareholders’ general meeting of the Bank (the “**Rules of Procedures of The Shareholders’ General Meeting**”) at the meeting of the Board, and the passing of the resolution of amendments to the rules of procedures of the board of supervisors of the Bank (the “**Rules of Procedures of The Board of Supervisors**”) at the meeting of the board of supervisors convened on 24 August 2017. The details of the above-mentioned resolutions are as follows:

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

According to the requirements of the Company Law of the People’s Republic of China, the rules by China Banking Regulatory Commission (the “**CBRC**”) and other regulators, and the general requirements for including the Party-building work into articles of association, the Bank, taking into account the Bank’s actual situations, proposes to make certain amendments to the Articles of Associations.

Details regarding the proposed amendments are set out in Appendix 1 of this announcement.

The proposed amendments to the Articles of Associations are subject to the approvals by the shareholders of the Bank at the general meeting as well as by the CBRC. Prior to the approvals of the proposed amendments to the Articles of Association by the CBRC, the existing Articles of Association shall remain in force. A circular containing the details of the proposed amendments to the Articles of Association will be dispatched to the shareholders of the Bank in due course.

### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE SHAREHOLDERS' GENERAL MEETING**

For the purpose of protecting the legitimate rights and interests of investors and perfecting the operating mechanism of the shareholders' general meeting, the Bank, combining regulatory requirements and the Bank's actual situations, proposes to make certain amendments to the Rules of Procedures of The Shareholders' General Meeting.

Details regarding the proposed amendments are set out in Appendix 2 of this announcement.

The proposed amendments to the Rules of Procedures of The Shareholders' General Meeting are subject to the approval by the shareholders of the Bank at the general meeting. A circular containing the details of the proposed amendments to the Rules of Procedures of The Shareholders' General Meeting will be dispatched to the shareholders of the Bank in due course.

### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES OF THE BOARD OF SUPERVISORS**

According to the most recent regulatory requirements and directions and related contents of the amended Articles of Association, for the purpose of further strengthening and perfecting the Bank's operation of the board of supervisors to satisfy the working requirement of the board of supervisors under the new circumstances, the Bank, combining the Bank's actual situations, proposes to make certain amendments to the Rules of Procedures of The Board of Supervisors.

Details regarding the proposed amendments are set out in Appendix 3 of this announcement.

The proposed amendments to the Rules of Procedures of The Board of Supervisors are subject to the approval by the shareholders of the Bank at the general meeting. A circular containing the details of the proposed amendments to the Rules of Procedures of The Board of Supervisors will be dispatched to the shareholders of the Bank in due course.

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

Beijing, the PRC  
24 August 2017

*As at the date of this announcement, 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 Gaoming, 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, Ms. Chen Lihua and Mr. Qian Jun.*

## APPENDIX 1

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

Proposed Amendments to the Articles of Association of China CITIC Bank Corporation Limited					
No.	Article	Before revision	After revision (with marks)	After revision (clean)	Description
1	Article 13	None.	<u>In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, 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.</u>	In accordance with the relevant regulations of the Constitution of the Communist Party of China and the Company Law of China, 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.	Reflecting requirements for Party-building work in the Articles of Association of enterprises.
Add Chapter VI Party Organization (Party Committee) (including Article 64 and Article 65)					
2	Article 64	None.	<u>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.</u>	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.	Reflecting requirements for Party-building work in the Articles of Association of enterprises, and further improving the Bank's corporate governance.

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

No.	Article	Before revision	After revision (with marks)	After revision (clean)	Description
3	Article 65	None.	<p><u>The 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:</u></p> <p>i. <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;</u></p> <p>ii. <u>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;</u></p> <p>iii. <u>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;</u></p>	<p>The 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>i. 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>ii. 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> <p>iii. 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>Reflecting requirements for Party-building work in the Articles of Association of enterprises, and further improving the Bank's corporate governance.</p>

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

No.	Article	Before revision	After revision (with marks)	After revision (clean)	Description
			<p>iv. <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, 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;</u></p> <p>v. <u>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;</u></p> <p>vi. <u>Other material matters that fall within the duty of the Party Committee.</u></p>	<p>iv. 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>v. 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>vi. Other material matters that fall within the duty of the Party Committee.</p>	
4	Article 170 (former Article 167)	<p>The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(29) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules or these Articles of Association, or conferred by the shareholders general meetings.</p>	<p>The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(29) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules or these Articles of Association, or conferred by the shareholders general meetings.</p> <p><u>The Board of Directors shall listen to opinions of the Bank's Party Committee before making decisions on the Bank's major issues.</u></p>	<p>The Board of Directors shall exercise the following duties and powers:</p> <p>.....</p> <p>(29) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules or these Articles of Association, or conferred by the shareholders general meetings.</p> <p>The Board of Directors shall listen to opinions of the Bank's Party Committee before making decisions on the Bank's major issues.</p>	Reflecting requirements for Party-building work in the Articles of Association of enterprises, and further improving the Bank's corporate governance.

Proposed Amendments to the Articles of Association of China CITIC Bank Corporation Limited					
No.	Article	Before revision	After revision (with marks)	After revision (clean)	Description
5	Article 276 ( f o r m e r Article 273)	<p>The Bank needs not allocate further amounts if the accumulated amount of the statutory surplus reserve is over 50% of its registered capital.</p> <p>The Bank shall use the net profit of the current year to make up for losses before making allocation to the statutory surplus reserve in accordance with the preceding paragraph.</p> <p>The balance of the general reserve of the Bank shall not be less than 1% of the balance of the risk assets as at the end of the current year, otherwise, no distribution to the lower priority shall be made.</p> <p>.....</p>	<p>The Bank needs not allocate further amounts if the accumulated amount of the statutory surplus reserve is over 50% of its registered capital.</p> <p>The Bank shall use the net profit of the current year to make up for losses before making allocation to the statutory surplus reserve in accordance with the preceding paragraph.</p> <p><del>The balance of the general reserve of the Bank shall not be less than 1% of the balance of the risk assets as at the end of the current year, otherwise, no distribution to the lower priority shall be made.</del></p> <p><u>The Bank's general reserve shall be subject to relevant laws, administrative regulations and rules.</u></p> <p>.....</p>	<p>The Bank needs not allocate further amounts if the accumulated amount of the statutory surplus reserve is over 50% of its registered capital.</p> <p>The Bank shall use the net profit of the current year to make up for losses before making allocation to the statutory surplus reserve in accordance with the preceding paragraph.</p> <p>The Bank's general reserve shall be subject to relevant laws, administrative regulations and rules.</p> <p>.....</p>	Governed by relevant laws and regulations, and maintain the stability of the Articles of Association.
6	Article 283 ( f o r m e r Article 280)	<p>The internal audit system of the Bank and the remuneration and the appointment of persons in charge of audit of the Bank shall be implemented after being approved by the Board of Directors. The person in charge of internal audit shall be accountable to and report their work to the Board of Directors.</p>	<p>The <u>basic</u> internal audit system of the Bank and the remuneration and the appointment of persons in charge of audit of the Bank shall be implemented after being approved by the Board of Directors. The person in charge of internal audit shall be accountable to and report their work to the Board of Directors.</p>	<p>The basic internal audit system of the Bank and the remuneration and the appointment of persons in charge of audit of the Bank shall be implemented after being approved by the Board of Directors. The person in charge of internal audit shall be accountable to and report their work to the Board of Directors.</p>	In the spirit of the Guidelines on Internal Audit of Commercial Banks issued by the China Banking Regulatory Commission, the Board of Directors shall approve internal audit rules and other basic audit systems as well as medium and long-term audit plans of commercial banks. Representations on “internal audit system” under current Articles of Association are relatively broad.

*Note:* Serial numbers of relevant chapters, articles and cross references have been adjusted accordingly.

## APPENDIX 2

### Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting of China CITIC Bank Corporation Limited

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
1.	Article 3 The shareholders' general meeting shall be convened by the Board of Directors of the Bank in accordance with the Company Law and other laws, regulations, regulatory documents, the Articles of Association of the Bank and the provisions of this Rules on convening the shareholders' general meeting. All directors of the Bank shall bear fiduciary duties for the normal convening of the shareholders' general meeting and shall not hinder the shareholders' general meeting from performing its duties and exercising its power according to the law.	Article 3 The shareholders' general meeting shall be convened by the Board of Directors <del>of the Bank</del> in accordance with the Company Law and other laws, regulations, regulatory documents, the Articles of Association of the Bank and the provisions of this Rules on convening the shareholders' general meeting. All directors of the Bank shall bear fiduciary duties for the normal convening of the shareholders' general meeting and shall not hinder the shareholders' general meeting from performing its duties and exercising its power according to the law.	Article 3 The shareholders' general meeting shall be convened by the Board of Directors in accordance with the Company Law and other laws, regulations, regulatory documents, the Articles of Association of the Bank and the provisions of this Rules on convening the shareholders' general meeting. All directors of the Bank shall bear fiduciary duties for the normal convening of the shareholders' general meeting and shall not hinder the shareholders' general meeting from performing its duties and exercising its power according to the law.	Textual amendment.
2.	Article 4 The preparation and organization of the shareholders' general meeting shall be implemented by secretary to the Board of Directors and the Board of Directors Office of the Bank.	Article 4 The preparation and organization of the shareholders' general meeting shall be implemented by the <u>Board of Directors</u> and secretary to the Board of Directors <del>and the Board of Directors Office of the Bank.</del>	Article 4 The preparation and organization of the shareholders' general meeting shall be implemented by the Board of Directors and secretary to the Board of Directors.	Textual amendment.  Corresponding amendment is made in accordance with Article 2 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016).
3.	Article 5 Shareholders holding shares in the Bank shall have the right to attend or authorize their proxies to attend the shareholders' general meeting and shall have the right to know, speak, inquire and vote and other rights of shareholders in accordance with laws, regulations, regulatory documents, the Articles of Association and this Rules.  Shareholders and their proxies attending the shareholders' general meeting shall abide by the relevant laws, regulations, regulatory documents, the Articles of Association of the Bank and this Rules, and consciously maintain the order of the meeting and shall not infringe upon the legitimate rights and interests of other shareholders.	Article 5 <del>Shareholders holding shares in the Bank</del> <u>All ordinary shareholders of the Bank who are registered in the register of shares on the date of registration of shares (including the preference shareholders with voting rights restored)</u> <del>Shareholders holding shares in the Bank</del> shall have the right to attend or authorize their proxies to attend the shareholders' general meeting, and shall have the right to know, speak, inquire and vote and other rights of shareholders in accordance with laws, regulations, regulatory documents, the Articles of Association and this Rules. <u>Except as otherwise provided in Article 39 of this Rules, the preference shareholders shall not attend the shareholders' general meeting and the shares held by them shall not have voting rights.</u>	Article 5 All ordinary shareholders of the Bank who are registered in the register of shares on the date of registration of shares (including the preference shareholders with voting rights restored) shall have the right to attend or authorize their proxies to attend the shareholders' general meeting, and shall have the right to know, speak, inquire and vote and other rights of shareholders in accordance with laws, regulations, regulatory documents, the Articles of Association and this Rules. Except as otherwise provided in Article 39 of this Rules, the preference shareholders shall not attend the shareholders' general meeting and the shares held by them shall not have voting rights.	Corresponding amendment is made in accordance with Para. (5), Article 1 of the Guiding Opinions of the State Council on Carrying out the Pilot Program for Preference Shares, and Article 23 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016).



Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
		Shareholders and their proxies attending the shareholders' general meeting shall abide by the relevant laws, regulations, regulatory documents, the Articles of Association of the Bank and this Rules, and consciously maintain the order of the meeting and shall not infringe upon the legitimate rights and interests of other shareholders.	Shareholders and their proxies attending the shareholders' general meeting shall abide by the relevant laws, regulations, regulatory documents, the Articles of Association of the Bank and this Rules, and consciously maintain the order of the meeting and shall not infringe upon the legitimate rights and interests of other shareholders.	
4.	<p>Article 6 The Shareholders' General Meeting is the organ of supreme authority of the Bank and shall have the following functions and powers in accordance with law:</p> <p>...</p> <p>(12) Make resolutions on the repurchase of the Bank's shares;</p> <p>...</p> <p>(18) Deliberate on the related party transactions that shall be considered and approved by the shareholders' general meeting as prescribed by the laws, administrative regulations, regulations, and the securities regulatory rules of the place where the Bank's shares are listed.</p> <p>(19) Deliberate on other matters that shall be considered and approved by the shareholders' general meeting as prescribed by the laws, administrative regulations, departmental regulations, the relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed and the Articles of Association of the Bank.</p>	<p>Article 6 The Shareholders' General Meeting is the <u>organ of supreme</u> authority of the Bank and shall have the following functions and powers in accordance with law:</p> <p>...</p> <p>(12) Make resolutions on the repurchase of the Bank's <u>ordinary</u> shares;</p> <p>...</p> <p>(18) <u>Decide or authorize the Board of Directors to determine the matters relating to the issued preference shares of the Bank, including but not limited to deciding whether to repurchase, switch or pay dividends;</u></p> <p>(18)-(19) Deliberate on the related party transactions that shall be considered and approved by the shareholders' general meeting as prescribed by the laws, administrative regulations, regulations, and the securities regulatory rules of the place where the Bank's shares are listed.</p> <p>(19)-(20) Deliberate on other matters that shall be considered and approved by the shareholders' general meeting as prescribed by the laws, administrative regulations, departmental regulations, the relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed and the Articles of Association of the Bank.</p>	<p>Article 6 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>(12) Make a resolution on the repurchase of the Bank's ordinary shares;</p> <p>...</p> <p>(18) Decide or authorize the Board of Directors to determine the matters relating to the issued preference shares of the Bank, including but not limited to deciding whether to repurchase, switch or pay dividends;</p> <p>(19) Deliberate on the related party transactions that shall be considered and approved by the shareholders' general meeting as prescribed by the laws, administrative regulations, regulations, and the securities regulatory rules of the place where the Bank's shares are listed.</p> <p>(20) Deliberate on other matters that shall be considered and approved by the shareholders' general meeting as prescribed by the laws, administrative regulations, departmental regulations, the relevant provisions of the securities regulatory authorities of the place where the Bank's shares are listed and the Articles of Association of the Bank.</p>	<p>Corresponding amendment is made in accordance with Article 98 of the Company Law, and Article 79 of the Articles of Association of China CITIC Bank Corporation Limited.</p> <p>Corresponding amendment is made in accordance with Article 142 of the Company Law, Article 55 of the Measures for the Administration of the Preference Share Pilot, Article 79 of the Articles of Association of China CITIC Bank Corporation Limited.</p> <p>Corresponding amendment is made in accordance with Articles 11 and 55 of the Measures for the Administration of the Preference Share Pilot and Article 79 of the Articles of Association of China CITIC Bank Corporation Limited.</p>

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
5.	Article 8 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings.	Article 8 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings.	Article 8 Shareholders' general meetings are divided into annual general meetings and extraordinary general meetings.	Corresponding amendment in Chinese is made in accordance with Article 82 of the Articles of Association of China CITIC Bank Corporation Limited.
6.	Article 9 The annual general meeting shall be convened once a year and shall be convened within 6 months after the end of each fiscal year. In the event that the meeting is postponed under special circumstances, reports shall be promptly submitted to the banking regulatory authority of the State Council, and the reasons for postponement shall be clarified.	Article 9 The annual general meeting shall be convened once a year and shall be convened within 6 months after the end of each fiscal year. In the event that the meeting is postponed under special circumstances, reports shall be promptly submitted to the banking regulatory authority of the State Council, and the reasons for postponement shall be clarified.	Article 9 The annual general meeting shall be convened once a year and shall be convened within 6 months after the end of each fiscal year. In the event that the meeting is postponed under special circumstances, reports shall be promptly submitted to the banking regulatory authority of the State Council, and the reasons for postponement shall be clarified.	Corresponding amendment in Chinese is made in accordance with Article 82 of the Articles of Association of China CITIC Bank Corporation Limited.
7.	Article 10 The annual general meeting shall at least deliberate on the following proposals:  ...	Article 10 The annual general meeting shall at least deliberate on the following proposals:  ...	Article 10 The annual general meeting shall at least deliberate on the following proposals:  ...	Corresponding amendment in Chinese is made in accordance with Article 82 of the Articles of Association of China CITIC Bank Corporation Limited.

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
8.	<p>Article 11 The Bank shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <p>...</p> <p>(3) Shareholder(s) who individually or jointly hold over ten percent of the issued voting shares (not including the right to vote by proxy) request(s) convening of the meeting;</p> <p>...</p> <p>(6) More than half of the independent directors or more than half of the external supervisors propose the convening; in the event that the Bank has only two external supervisors, the convening of the extraordinary general meeting shall be submitted to the two external supervisors for their unanimous consent;</p> <p>(7) Any other circumstance prescribed by related laws or administrative regulations occurs.</p>	<p>Article 11 The Bank shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <p>...</p> <p>(3) Shareholder(s) who individually or jointly hold over ten percent of the issued voting shares (not including the right to vote by proxy) (hereinafter referred to as the <u>"Proposed Shareholder(s)"</u>) request(s) convening of the meeting in writing (the number of shares held is calculated based on that of the date when the shareholders propose a written request);</p> <p>...</p> <p>(6) More than half of the independent directors or <del>more than half</del> all of the external supervisors propose the convening; <del>in the event that the Bank has only two external supervisors, the convening of the extraordinary general meeting shall be submitted to the two external supervisors for their unanimous consent;</del></p> <p>(7) Any other circumstance prescribed by related laws or administrative regulations occurs.</p>	<p>Article 11 The Bank shall convene an extraordinary general meeting within two months after the occurrence of any one of the following events:</p> <p>...</p> <p>(3) Shareholder(s) who individually or jointly hold over ten percent of the issued voting shares (not including the right to vote by proxy) (hereinafter referred to as the "Proposed Shareholder(s)") request(s) convening of the meeting in writing (the number of shares held is calculated based on that of the date when the shareholders propose a written request);</p> <p>...</p> <p>(6) More than half of the independent directors or all of the external supervisors propose the convening;</p> <p>(7) Any other circumstance prescribed by related laws or administrative regulations occurs.</p>	<p>Corresponding amendment is made in accordance with Para. (1), Article 72 of the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, and Article 82 of the Articles of Association of China CITIC Bank Corporation Limited.</p> <p>Corresponding amendment is made in accordance with Article 19 of the Guidelines for the Board of Supervisors of Commercial Banks, and Article 82 of the Articles of Association of China CITIC Bank Corporation Limited.</p>

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
9.	<p>Article 16 In the event that the Board of Supervisors or the Proposed Shareholders decide to convene the shareholders' general meeting on their own, they shall inform the Board of Directors in writing and report to the banking supervision authority of the State Council and the local office of the securities regulatory authority of the State Council in the place where the Bank is located and the domestic stock exchanges for filing, and issue the notice on convening the extraordinary general meeting. The contents of the notice shall comply with Article 27 of this Rules of Procedure as well as the following provisions:</p> <p>(1) The proposal shall not add new contents, otherwise the Proposed Shareholders or the Board of Supervisors shall propose a request to convene an extraordinary shareholders' meeting to the Board of Directors again in accordance with the aforesaid procedures.</p> <p>(2) The place of the meeting shall be the Bank's domicile.</p> <p>When giving a notice of a shareholders' general meeting and announcing resolutions of the shareholders' general meeting, the shareholders convening a shareholders' general meeting shall submit relevant evidence materials to the local office of the securities regulatory authority of the State Council in the place where the Bank is located and domestic stock exchanges.</p> <p>The shareholders convening a shareholders' general meeting shall hold no less than 10% of total shares before resolutions of the shareholders' general meeting are announced.</p>	<p>Article 16 In the event that the Board of Supervisors or the Proposed Shareholders decide to convene the shareholders' general meeting on their own, they shall inform the Board of Directors in writing and report to the banking supervision authority of the State Council and the local office of the securities regulatory authority of the State Council in the place where the Bank is located and the domestic stock exchanges for filing, and issue the notice on convening the extraordinary general meeting. The contents of the notice shall comply with Article 27 of this Rules of Procedure as well as the following provisions:</p> <p>(1) The proposal shall not add new contents, otherwise the Proposed Shareholders or the Board of Supervisors shall propose a request to convene an extraordinary shareholders' meeting to the Board of Directors again in accordance with the aforesaid procedures.</p> <p>(2) The place of the meeting shall be the Bank's domicile.</p> <p>When giving a notice of a shareholders' general meeting and announcing resolutions of the shareholders' general meeting, <u>the Board of Supervisors and</u> the shareholders convening a shareholders' general meeting shall submit relevant evidence materials to the local office of the securities regulatory authority of the State Council in the place where the Bank is located and domestic stock exchanges.</p> <p>The shareholders convening a shareholders' general meeting shall hold no less than 10% of total shares <u>of the Bank with voting rights</u> before resolutions of the shareholders' general meeting are announced.</p>	<p>Article 16 In the event that the Board of Supervisors or the Proposed Shareholders decide to convene the shareholders' general meeting on their own, they shall inform the Board of Directors in writing and report to the banking supervision authority of the State Council and the local office of the securities regulatory authority of the State Council in the place where the Bank is located and the domestic stock exchanges for filing, and issue the notice on convening the extraordinary general meeting. The contents of the notice shall comply with Article 27 of this Rules of Procedure as well as the following provisions:</p> <p>(1) The proposal shall not add new contents, otherwise the Proposed Shareholders or the Board of Supervisors shall propose a request to convene an extraordinary shareholders' meeting to the Board of Directors again in accordance with the aforesaid procedures.</p> <p>(2) The place of the meeting shall be the Bank's domicile.</p> <p>When giving a notice of a shareholders' general meeting and announcing resolutions of the shareholders' general meeting, the Board of Supervisors and the shareholders convening a shareholders' general meeting shall submit relevant evidence materials to the local office of the securities regulatory authority of the State Council in the place where the Bank is located and domestic stock exchanges.</p> <p>The shareholders convening a shareholders' general meeting shall hold no less than 10% of total shares of the Bank with voting rights before resolutions of the shareholders' general meeting are announced.</p>	<p>Corresponding amendment is made in accordance with Article 10 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016), and Article 100 of the Articles of Association of China CITIC Bank Corporation Limited.</p>

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
10.	<p>Article 19 In the event of convening a shareholders' general meeting by the Bank, the shareholders holding over three percent of the shares of the Bank individually or collectively shall have the right to propose and submit extraordinary proposals in writing ten days before a shareholders' general meeting is convened. The convener shall issue a supplementary notice on the shareholders' general meeting within two days after receiving the proposal so as to announce the contents of the extraordinary proposal, and submit the extraordinary proposals to the shareholders' general meeting for deliberation. The contents of the extraordinary proposals shall fall within the scope of functions and powers of shareholders' general meeting, set forth a clear topic for discussion and specific matters for which resolutions need to be made.</p> <p>Save as otherwise provided in the preceding paragraph, after issuing a notice of a shareholders' general meeting, the convener shall not alter the proposals that have been listed in the notice of the shareholders' general meeting or add new proposals.</p>	<p>Article 19 In the event of convening a shareholders' general meeting by the Bank, the <u>ordinary</u> shareholders holding over three percent of the shares of the Bank individually or collectively <u>(including the preference shareholders with voting rights restored)</u> shall have the right to propose and submit extraordinary proposals in writing ten days before a shareholders' general meeting is convened <u>or prior to the deadline for giving a supplementary notice on the shareholders' general meeting in accordance with the relevant provisions of the securities regulatory authorities in the place where the Bank's shares are listed (whichever is earlier).</u> The convener shall issue a supplementary notice on the shareholders' general meeting within two days after receiving the proposal <u>in accordance with the relevant provisions of the securities regulatory authorities in the place where the Bank's shares are listed,</u> so as to announce the contents of the extraordinary proposal, and submit the extraordinary proposals to the shareholders' general meeting for deliberation. The contents of the extraordinary proposals shall fall within the scope of functions and powers of shareholders' general meeting, set forth a clear topic for discussion and specific matters for which resolutions need to be made.</p> <p>Save as otherwise provided in the preceding paragraph, after issuing a notice of a shareholders' general meeting, the convener shall not alter the proposals that have been listed in the notice of the shareholders' general meeting or add new proposals.</p>	<p>Article 19 In the event of convening a shareholders' general meeting by the Bank, the ordinary shareholders holding over three percent of the shares of the Bank individually or collectively <u>(including the preference shareholders with voting rights restored)</u> shall have the right to propose and submit extraordinary proposals in writing ten days before a shareholders' general meeting is convened or prior to the deadline for giving a supplementary notice on the shareholders' general meeting in accordance with the relevant provisions of the securities regulatory authorities in the place where the Bank's shares are listed <u>(whichever is earlier).</u> The convener shall issue a supplementary notice on the shareholders' general meeting within two days after receiving the proposal in accordance with the relevant provisions of the securities regulatory authorities in the place where the Bank's shares are listed, so as to announce the contents of the extraordinary proposal, and submit the extraordinary proposals to the shareholders' general meeting for deliberation. The contents of the extraordinary proposals shall fall within the scope of functions and powers of shareholders' general meeting, set forth a clear topic for discussion and specific matters for which resolutions need to be made.</p> <p>Save as otherwise provided in the preceding paragraph, after issuing a notice of a shareholders' general meeting, the convener shall not alter the proposals that have been listed in the notice of the shareholders' general meeting or add new proposals.</p>	<p>Corresponding amendment is made in accordance with Article 14 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016) and Article 13.73 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
11.	<p>Article 22 The Board of Directors of the Bank shall regard the best interests of the Bank and the shareholders as the code of conduct and review the proposals of the shareholders' general meeting on the basis of the following conditions:</p> <p>(1) The contents shall not be inconsistent with the laws, administrative regulations and the Articles of Association of the Bank and fall within the scope of business of the Bank and the functions and powers of the shareholders' general meeting;</p> <p>(2) With a clear topic for discussion and specific matters for which resolutions need to be made;</p> <p>(3) The proposals shall be submitted or served to the Board of Directors in writing.</p>	<p>Article 22 The Board of Directors <del>of the Bank</del> shall regard the best interests of the Bank and the shareholders as the code of conduct and review the proposals of the shareholders' general meeting on the basis of the following conditions:</p> <p>(1) The contents shall not be inconsistent with the laws, administrative regulations and the Articles of Association of the Bank and fall within the scope of business of the Bank and the functions and powers of the shareholders' general meeting;</p> <p>(2) With a clear topic for discussion and specific matters for which resolutions need to be made;</p> <p>(3) The proposals shall be submitted or served to the Board of Directors in writing.</p>	<p>Article 22 The Board of Directors shall regard the best interests of the Bank and the shareholders as the code of conduct and review the proposals of the shareholders' general meeting on the basis of the following conditions:</p> <p>(1) The contents shall not be inconsistent with the laws, administrative regulations and the Articles of Association of the Bank and fall within the scope of business of the Bank and the functions and powers of the shareholders' general meeting;</p> <p>(2) With a clear topic for discussion and specific matters for which resolutions need to be made;</p> <p>(3) The proposals shall be submitted or served to the Board of Directors in writing.</p>	Textual amendment.
12.	<p>Article 24 Written notice of a shareholders' general meeting shall be issued by the Bank forty-five days prior to the date of the meeting to notify all the registered shareholders of the matters to be deliberated on at the meeting and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply confirming his attendance at the meeting to the Bank twenty days prior to the date of the meeting.</p>	<p>Article 24 Written notice of a shareholders' general meeting shall be issued by the Bank forty-five days prior to the date of the meeting to notify all the registered shareholders <u>who have the right to attend the shareholders' general meeting</u> of the matters to be deliberated on at the meeting and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply confirming his attendance at the meeting to the Bank twenty days prior to the date of the meeting.</p>	<p>Article 24 Written notice of a shareholders' general meeting shall be issued by the Bank forty-five days prior to the date of the meeting to notify all the registered shareholders who have the right to attend the shareholders' general meeting of the matters to be deliberated on at the meeting and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver a written reply confirming his attendance at the meeting to the Bank twenty days prior to the date of the meeting.</p>	Corresponding amendment is made in accordance with Article 15 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016).

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
13.	<p>Article 27 A notice on a shareholders' general meeting shall meet the following requirements:</p> <p>...</p> <p>(7) Contain conspicuously a statement that a shareholder entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on behalf of him and that a proxy does not need to be a shareholder;</p> <p>...</p>	<p>Article 27 A notice on a shareholders' general meeting shall meet the following requirements:</p> <p>...</p> <p>(7) Contain conspicuously a statement that <del>a shareholder</del> <u>an ordinary shareholder (including the preference shareholders with voting rights restored)</u> entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on behalf of him and that a proxy does not need to be a shareholder;</p> <p>...</p>	<p>Article 27 A notice on a shareholders' general meeting shall meet the following requirements:</p> <p>...</p> <p>(7) Contain conspicuously a statement that an ordinary shareholder (including the preference shareholders with voting rights restored) entitled to attend and vote is entitled to appoint one or more proxies to attend and vote on behalf of him and that a proxy does not need to be a shareholder;</p> <p>...</p>	<p>Corresponding amendment is made in accordance with Article 55 of the Guidelines for the Articles of Association of Listed Companies (Revised in 2016).</p>
14.	None.	<p><u>Article 28 In the event that election of directors or supervisors is to be discussed at a shareholders' general meeting, the notice or circular attached to the notice of the shareholders' general meeting shall adequately disclose detailed information on the candidates as director or supervisor and include at least the following information:</u></p> <p>(1) <u>Academic background, working experiences, concurrent jobs and other personal information;</u></p> <p>(2) <u>Whether the candidates are related to the Bank or the controlling shareholder and actual controller of the Bank;</u></p> <p>(3) <u>Number of the Bank's shares the candidates hold;</u></p> <p>(4) <u>Whether the candidates have been punished by the CSRC, other relevant authorities or stock exchanges;</u></p> <p>(5) <u>Other information that must be specified in accordance with the provisions of the securities regulatory authorities in the place where the Bank's shares are listed.</u></p>	<p>Article 28 In the event that election of directors or supervisors is to be discussed at a shareholders' general meeting, the notice or circular attached to the notice of the shareholders' general meeting shall adequately disclose detailed information on the candidates as director or supervisor and include at least the following information:</p> <p>(1) Academic background, working experiences, concurrent jobs and other personal information;</p> <p>(2) Whether the candidates are related to the Bank or the controlling shareholder and actual controller of the Bank;</p> <p>(3) Number of the Bank's shares the candidates hold;</p> <p>(4) Whether the candidates have been punished by the CSRC, other relevant authorities or stock exchanges;</p> <p>(5) Other information that must be specified in accordance with the provisions of the securities regulatory authorities in the place where the Bank's shares are listed.</p>	<p>Addition is made in accordance with Article 17 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016), Article 56 of the Guidelines for the Articles of Association of Listed Companies (Revised in 2016) and Article 13.52 (2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
15.	<p>Article 28 The notice on a shareholders' general meeting shall be sent in accordance with the following requirements and ways:</p> <p>(1) The ways of sending the notice on a shareholders' general meeting include: sent in person; sent by prepaid mail; announcement to the shareholders with domestically listed shares.</p> <p>...</p>	<p>Article <del>28</del><sup>29</sup> The notice on a shareholders' general meeting shall be sent in accordance with the following requirements and ways:</p> <p>(1) <del>The ways of sending the notice on a shareholders' general meeting include</del> <u>may be sent in the following ways:</u> sent in person; sent by prepaid mail; announcement to the shareholders with domestically listed shares. <u>With regard to shareholders of foreign shares listed overseas, the notices on a shareholders' general meeting, shareholders' circulars and other relevant documents shall be issued by way of announcement via the Bank's website and the website of The Stock Exchange of Hong Kong Limited forty-five days prior to the convening of the meeting, provided that such notices, circulars and documents meet the relevant laws and regulations, the relevant provisions of the securities regulatory authorities in the place where the Bank's shares are listed and the Articles of Association of the Bank.</u></p> <p>...</p>	<p>Article 29 The notice on a shareholders' general meeting shall be sent in accordance with the following requirements and ways:</p> <p>(1) The notice on a shareholders' general meeting may be sent in the following ways: sent in person; sent by prepaid mail; announcement to the shareholders with domestically listed shares. With regard to shareholders of foreign shares listed overseas, the notices on a shareholders' general meeting, shareholders' circulars and other relevant documents shall be issued by way of announcement via the Bank's website and the website of The Stock Exchange of Hong Kong Limited forty-five days prior to the convening of the meeting, provided that such notices, circulars and documents meet the relevant laws and regulations, the relevant provisions of the securities regulatory authorities in the place where the Bank's shares are listed and the Articles of Association of the Bank.</p> <p>...</p>	<p>Corresponding amendment is made in accordance with Articles 19A.39A and 19A.39B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p>



Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
16.	<p>Article 33 The contents of the power of attorney issued by the shareholders to authorize others to attend the shareholders' general meeting shall specify:</p> <p>(1) The name of the proxies;</p> <p>(2) Whether the proxies have the voting right;</p> <p>(3) Respective instructions on voting in favor, against or abstain each deliberation matters listed in the agenda of the shareholders' general meeting;</p> <p>(4) The issuance date and expiration date of the power of attorney;</p> <p>(5) The signature (or seal) of the authorizing shareholder. In the event that the authorizing shareholder is a corporate shareholder, the seal of the legal person shall be affixed.</p>	<p>Article 33<del>34</del> The contents of the power of attorney issued by the shareholders to authorize others to attend the shareholders' general meeting shall specify:</p> <p>(1) The name of the proxies;</p> <p>(2) <u>The number and types of shares represented by the proxies;</u></p> <p><del>(2)</del><u>(3)</u>Whether the proxies have the voting right;</p> <p><del>(3)</del><u>(4)</u>Respective instructions on voting in favor, against or abstain each deliberation matters listed in the agenda of the shareholders' general meeting;</p> <p><del>(4)</del><u>(5)</u> The issuance date and expiration date of the power of attorney;</p> <p><del>(5)</del><u>(6)</u> The signature (or seal) of the authorizing shareholder. In the event that the authorizing shareholder is a corporate shareholder, the seal of the legal person shall be affixed.</p>	<p>Article 34 The contents of the power of attorney issued by the shareholders to authorize others to attend the shareholders' general meeting shall specify:</p> <p>(1) The name of the proxies;</p> <p>(2) The number and types of shares represented by the proxies;</p> <p>(3) Whether the proxies have the voting right;</p> <p>(4) Respective instructions on voting in favor, against or abstain each deliberation matters listed in the agenda of the shareholders' general meeting;</p> <p>(5) The issuance date and expiration date of the power of attorney;</p> <p>(6) The signature (or seal) of the authorizing shareholder. In the event that the authorizing shareholder is a corporate shareholder, the seal of the legal person shall be affixed.</p>	<p>Corresponding amendment is made in accordance with Article 92 of the Articles of Association of China CITIC Bank Corporation Limited.</p>
17.	<p>Article 34 Any form of blank power of attorney issued to a shareholder by the Board of Directors of the Bank or the convener for the purpose of appointing a proxy shall be such as to enable the shareholder, according to his free will, to instruct his proxy to vote in favor of or against the motions proposed or abstained from voting and in respect of each individual matter to be voted on at the meeting. Such power of attorney shall contain a statement that in the absence of instructions from the authorizing shareholder, the proxy may vote at his will.</p>	<p>Article 34<del>35</del> Any form of blank power of attorney issued to a shareholder by the Board of Directors <del>of the Bank</del> or the convener for the purpose of appointing a proxy shall be such as to enable the shareholder, according to his free will, to instruct his proxy to vote in favor of or against the motions proposed or abstained from voting and in respect of each individual matter to be voted on at the meeting. Such power of attorney shall contain a statement that in the absence of instructions from the authorizing shareholder, the proxy may vote at his will.</p>	<p>Article 35 Any form of blank power of attorney issued to a shareholder by the Board of Directors or the convener for the purpose of appointing a proxy shall be such as to enable the shareholder, according to his free will, to instruct his proxy to vote in favor of or against the motions proposed or abstained from voting and in respect of each individual matter to be voted on at the meeting. Such power of attorney shall contain a statement that in the absence of instructions from the authorizing shareholder, the proxy may vote at his will.</p>	<p>Textual amendment.</p>

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
18.	Article 36 The Board of Directors Office shall be responsible for preparing the register of meetings of the Attendees of the shareholders' general meeting, and such register shall be signed by the attendees. The register of the attendees shall specify the attendees' name (and/or the designation of the organizations), identity document number, address or domicile, number of the held or represented shares with voting rights, name of the principal (or the name of the organizations) and other matters.	Article <del>36</del> <sup>37</sup> <del>The Board of Directors Office</del> Bank shall be responsible for preparing the register of meetings of the attendees of the shareholders' general meeting, and such register shall be signed by the attendees. The meeting register of the attendees shall specify the attendees' name (and/or the designation of the organizations), identity document number, address or domicile, number and <u>type</u> of the held or represented shares with voting rights, name of the principal (or the name of the organizations) and other matters.	Article 37 The Bank shall be responsible for preparing the register of meetings of the attendees of the shareholders' general meeting, and such register shall be signed by the attendees, and such register shall be signed by the attendees. The meeting register of the attendees shall specify the attendees' name (and/or the designation of the organizations), identity document number, address or domicile, number and class of the held or represented shares with voting rights, name of the principal (or the name of the organizations) and other matters.	Corresponding amendment is made in accordance with Article 64 of the Guidelines for the Articles of Association of Listed Companies and Article 95 of the Articles of Association of China CITIC Bank Corporation Limited.
19.	Article 37 The conveners and the lawyers engaged by the Bank shall verify the legitimacy of the shareholders' qualification in accordance with the register of shareholders provided by the domestic stock and foreign stock registration institutions and register the names (or designations) of the shareholders and the number of shares with voting right held by the shareholders. Before the host of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares with voting right held by such shareholders and proxies, the registration of the meeting shall be terminated.	Article <del>37</del> <sup>38</sup> The conveners and the lawyers engaged by the Bank shall verify the legitimacy of the shareholders' qualification in accordance with the register of shareholders provided by the domestic stock and foreign stock registration institutions and register the names (or designations) of the shareholders and the number of shares with voting right held by the shareholders. Before the <del>host</del> chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares with voting right held by such shareholders and proxies, the registration of the meeting shall be terminated.	Article 38 The conveners and the lawyers engaged by the Bank shall verify the legitimacy of the shareholders' qualification in accordance with the register of shareholders provided by the domestic stock and foreign stock registration institutions and register the names (or designations) of the shareholders and the number of shares with voting right held by the shareholders. Before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares with voting right held by such shareholders and proxies, the registration of the meeting shall be terminated.	Corresponding amendment is made in accordance with Article 96 of the Articles of Association of China CITIC Bank Corporation Limited.

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
20.	None.	<p><u>Article 39 Except for the following matters, the preference shareholders shall not attend the shareholders' general meeting and the shares held by them shall not have voting rights.</u></p> <p>(1) <u>Modify the contents of the Articles of Association in relation to the preference shares;</u></p> <p>(2) <u>Decrease registered capital of the Bank by more than ten percent once or in total;</u></p> <p>(3) <u>The Bank merges, splits, dissolves or changes its form;</u></p> <p>(4) <u>Issue preference shares;</u></p> <p>(5) <u>Other circumstances provided for in laws, administrative regulations, regulations of governmental agencies and the Articles of Association.</u></p> <p><u>In the event that the shareholders' general meeting involves the deliberation on the aforesaid matters, the Bank shall notify the preference shareholders in accordance with the Company Law and the procedures of notifying ordinary shareholders provided in the Company Law and the notice of ordinary shareholders of the Bank. The preference shareholders shall have the right to attend the shareholders' general meeting and make classified voting on the aforesaid matters. Each preference share held by the preference shareholders shall have one voting right, but the Bank's preference shares held by the Bank shall not have voting right.</u></p>	<p>Article 39 Except for the following matters, the preference shareholders shall not attend the shareholders' general meeting and the shares held by them shall not have voting rights.</p> <p>(1) Modify the contents of the Articles of Association in relation to the preference shares;</p> <p>(2) Decrease registered capital of the Bank by more than ten percent once or in total;</p> <p>(3) The Bank merges, splits, dissolves or changes its form;</p> <p>(4) Issue preference shares;</p> <p>(5) Other circumstances provided for in laws, administrative regulations, regulations of governmental agencies and the Articles of Association.</p> <p>In the event that the shareholders' general meeting involves the deliberation on the aforesaid matters, the Bank shall notify the preference shareholders in accordance with the Company Law and the procedures of notifying ordinary shareholders provided in the Company Law and the notice of ordinary shareholders of the Bank. The preference shareholders shall have the right to attend the shareholders' general meeting and make classified voting on the aforesaid matters. Each preference share held by the preference shareholders shall have one voting right, but the Bank's preference shares held by the Bank shall not have voting right.</p>	<p>Addition is made in accordance with Article 10 of the Measures for the Administration of the Preference Share Pilot, Article 23 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016) and Article 43 of the Articles of Association of China CITIC Bank Corporation Limited.</p>

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
		<u>In addition to the fact that more than two thirds of votes held by the ordinary shareholders attending the meeting (including the preference shareholders with voting rights restored) must be exercised in favor of the aforesaid matters, more than two thirds of votes held by the preference shareholders attending the meeting (excluding the preference shareholders with voting rights restored) must be exercised in favor of the aforesaid matters.</u>	In addition to the fact that more than two thirds of votes held by the ordinary shareholders attending the meeting (including the preference shareholders with voting rights restored) must be exercised in favor of the aforesaid matters, more than two thirds of votes held by the preference shareholders attending the meeting (excluding the preference shareholders with voting rights restored) must be exercised in favor of the aforesaid matters.	
21.	None.	<p><u>Article 40 In the event that the Bank has not paid dividends on the preference shares as agreed for three fiscal years accumulatively or two consecutive fiscal years, from the next day after the shareholders' general meeting approves the program of not districting profits as agreed in that year, the preference shareholders have the right to attend the shareholders' general meeting and vote jointly with the ordinary shareholders. The voting right carried by each preference share shall be determined in the ways as agreed in accordance with the laws, administrative regulations, departmental rules and regulations or upon the issuance of such preference share.</u></p> <p><u>The voting rights of the preference shares are restored until the Bank has paid the full dividends on that date of dividends of the year.</u></p>	<p>Article 40 In the event that the Bank has not paid dividends on the preference shares as agreed for three fiscal years accumulatively or two consecutive fiscal years, from the next day after the shareholders' general meeting approves the program of not districting profits as agreed in that year, the preference shareholders have the right to attend the shareholders' general meeting and vote jointly with the ordinary shareholders. The voting right carried by each preference share shall be determined in the ways as agreed in accordance with the laws, administrative regulations, departmental rules and regulations or upon the issuance of such preference share.</p> <p>The voting rights of the preference shares are restored until the Bank has paid the full dividends on that date of dividends of the year.</p>	Corresponding amendment is made in accordance with Article 11 of the Administrative Measures for the Preference Share Pilot, and Article 44 of the Articles of Association of China CITIC Bank Corporation Limited.

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
22.	<p>Article 38 In the event that a shareholders' general meeting is convened by the Board of Directors, the chairman shall act as the host of the meeting and preside over the meeting. In the event that the chairman of the Board of Directors cannot attend the meeting for any reason, the chairman of the Board of Directors shall appoint a Vice chairman to convene the meeting and serve as the host of the meeting. In the event that the chairman and vice chairman of the Board of Directors cannot attend the meeting, the Board of Directors may appoint a Director of the Bank to convene the meeting on his behalf and serve as the host of the meeting. In the event that the host of the meeting is not appointed, the shareholders present at the meeting may elect one person to preside over the meeting.</p> <p>...</p> <p>In the event that the shareholders' general meeting cannot be continued because the host of the meeting violates the rules of procedure at the shareholders' general meeting, the shareholders' general meeting may elect one person to serve as the host of the meeting after the consent of more than half of the shareholders with voting right who attend the meeting is obtained.</p>	<p>Article 38<del>41</del> In the event that a shareholders' general meeting is convened by the Board of Directors, the chairman shall act as the <del>host</del> <u>chairman</u> of the meeting and preside over the meeting. In the event that the chairman of the Board of Directors cannot attend the meeting for any reason, the chairman of the Board of Directors shall appoint a vice chairman to convene the meeting and serve as the <del>host</del> <u>chairman</u> of the meeting. In the event that the chairman and vice chairman of the Board of Directors cannot attend the meeting, the Board of Directors may appoint a director of the Bank to convene the meeting on his behalf and serve as the <del>host</del> <u>chairman</u> of the meeting. In the event that the <del>host</del> <u>chairman</u> of the meeting is not appointed, the shareholders present at the meeting may elect one person to preside over the meeting.</p> <p>...</p> <p>In the event that the shareholders' general meeting cannot be continued because the <del>host</del> <u>chairman</u> of the meeting violates the rules of procedure at the shareholders' general meeting, the shareholders' general meeting may elect one person to serve as the <del>host</del> <u>chairman</u> of the meeting after the consent of more than half of the shareholders with voting right who attend the meeting is obtained.</p>	<p>Article 41 In the event that a shareholders' general meeting is convened by the Board of Directors, the chairman shall act as the chairman of the meeting and preside over the meeting. In the event that the chairman of the Board of Directors cannot attend the meeting for any reason, the chairman of the Board of Directors shall appoint a Vice chairman to convene the meeting and serve as the chairman of the meeting. In the event that the chairman and vice chairman of the Board of Directors cannot attend the meeting, the Board of Directors may appoint a Director of the Bank to convene the meeting on his behalf and serve as the chairman of the meeting. In the event that the chairman of the meeting is not appointed, the shareholders present at the meeting may elect one person to preside over the meeting.</p> <p>...</p> <p>In the event that the shareholders' general meeting cannot be continued because the chairman of the meeting violates the rules of procedure at the shareholders' general meeting, the shareholders' general meeting may elect one person to serve as the chairman of the meeting after the consent of more than half of the shareholders with voting right who attend the meeting is obtained.</p>	<p>Corresponding amendment is made in accordance with Article 101 of the Articles of Association of China CITIC Bank Corporation Limited.</p>
23.	<p>Article 39 At the annual general meeting, the Board of Directors and the Board of Supervisors shall report to the shareholders' general meeting on their work over the past year. Each independent director shall also deliver work reports.</p>	<p>Article 39<del>42</del> At the annual general meeting, the Board of Directors and the Board of Supervisors shall report to the shareholders' general meeting on their work over the past year. Each independent director shall also deliver work reports.</p>	<p>Article 42 At the annual general meeting, the Board of Directors and the Board of Supervisors shall report to the shareholders' general meeting on their work over the past year. Each independent director shall also deliver work reports.</p>	<p>Corresponding amendment in Chinese is made in accordance with Article 103 of the Articles of Association of China CITIC Bank Corporation Limited.</p>
24.	<p>Article 41 The host of the meeting shall declare the number of shareholders and proxies present at the meeting and the total number of shares held by the meeting before the voting. The number of shareholders and proxies present at the meeting and the total number of shares with voting right shall be subject to the registration of the meeting.</p>	<p>Article 41<del>44</del> The <del>host</del> <u>chairman</u> of the meeting shall declare the number of shareholders and proxies present at the meeting and the total number of shares held by the meeting before the voting. The number of shareholders and proxies present at the meeting and the total number of shares with voting right shall be subject to the registration of the meeting.</p>	<p>Article 44 The chairman of the meeting shall declare the number of shareholders and proxies present at the meeting and the total number of shares held by the meeting before the voting. The number of shareholders and proxies present at the meeting and the total number of shares with voting right shall be subject to the registration of the meeting.</p>	<p>Corresponding amendment is made in accordance with Article 105 of the Articles of Association of China CITIC Bank Corporation Limited.</p>

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
25.	<p>Article 44 The Bank shall facilitate the participation of shareholders in the shareholders' general meeting through various means and ways, provided that the shareholders' general meeting is lawful and effective.</p>	<p>Article <del>44</del><sup>47</sup> The Bank shall facilitate the participation of shareholders in the shareholders' general meeting through various means and ways, provided that the shareholders' general meeting is lawful and effective.</p> <p><u>In the event that the Bank convenes a shareholders' general meeting in relation to issuance of preference shares, the Bank shall provide online voting, and can facilitate the participation of shareholders in the shareholders' general meeting through other means approved by the CSRC.</u></p>	<p>Article 47 The Bank shall facilitate the participation of shareholders in the shareholders' general meeting through various means and ways, provided that the shareholders' general meeting is lawful and effective.</p> <p>In the event that the Bank convenes a shareholders' general meeting in relation to issuance of preference shares, the Bank shall provide online voting, and can facilitate the participation of shareholders in the shareholders' general meeting through other means approved by the CSRC.</p>	<p>Corresponding amendment is made in accordance with Article 38 of the Administrative Measures for the Preference Share Pilot, and Article 114 of the Articles of Association of China CITIC Bank Corporation Limited.</p>
26.	<p>Article 45 A shareholder (including his proxy) may exercise voting rights at the shareholders' general meeting according to the number of shares which carry the right to vote held by him and each share shall have one vote.</p> <p>The Bank's shares held by the Bank do not have the right to vote, and they shall not be counted into the total number of the voting shares attending the shareholders' general meeting.</p> <p>Any shares in the share capital of the Bank carrying no right to vote shall be marked with "Without Voting Rights" in its name.</p> <p>If the share capital of the Bank consists of shares with different voting rights attached, each class of shares (except for those with the most preferential voting rights attached) shall be marked with "Limited Voting Right" or "Restricted Voting Right" in their name.</p> <p>Any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p>	<p>Article <del>45</del><sup>48</sup> A <u>An</u> ordinary shareholder (including his proxy) may exercise voting rights at the shareholders' general meeting according to the number of shares which carry the right to vote held by him and each share shall have one vote. <u>The proportion of the corresponding voting rights of each preference share held by preference shareholders with voting rights restored shall be calculated in accordance with the relevant provisions of the specific issuance clauses. In the event of classified voting, each preference share (excluding preference share with voting rights restored) shall have one vote.</u></p> <p><u>In the event that a shareholders' general meeting deliberates on major matters affecting the interests of medium and small investors, the votes of medium and small investors shall be counted separately. The results of separate counting shall be disclosed in a timely manner.</u></p> <p>The Bank's shares held by the Bank do not have the right to vote, and they shall not be counted into the total number of the voting shares attending the shareholders' general meeting.</p> <p>Any shares in the share capital of the Bank carrying no right to vote shall be marked with "Without Voting Rights" in its name.</p>	<p>Article 48 An ordinary shareholder (including his proxy) may exercise voting rights at the shareholders' general meeting according to the number of shares which carry the right to vote held by him and each share shall have one vote. The proportion of the corresponding voting rights of each preference share held by preference shareholders with voting rights restored shall be calculated in accordance with the relevant provisions of the specific issuance clauses. In the event of classified voting, each preference share (excluding preference share with voting rights restored) shall have one vote.</p> <p>In the event that a shareholders' general meeting deliberates on major matters affecting the interests of medium and small investors, the votes of medium and small investors shall be counted separately. The results of separate counting shall be disclosed in a timely manner.</p> <p>The Bank's shares held by the Bank do not have the right to vote, and they shall not be counted into the total number of the voting shares attending the shareholders' general meeting.</p> <p>Any shares in the share capital of the Bank carrying no right to vote shall be marked with "Without Voting Rights" in its name.</p>	<p>Corresponding amendment is made in accordance with Article 78 of the Guidelines for the Articles of Association of Listed Companies (Revised in 2016) and the annotations.</p> <p>Corresponding amendment is made in accordance with Article 31 of the Rules of for the Shareholders' general Meetings of Listed Companies (Revised in 2016), and Article 116 of the Articles of Association of China CITIC Bank Corporation Limited.</p> <p>Corresponding amendment is made in accordance with Article 31 of the Rules for the Shareholders' Meetings of Listed Companies (Revised in 2016), and Article 116 of the Articles of Association of China CITIC Bank Corporation Limited.</p>

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
		<p>If the share capital of the Bank consists of shares with different voting rights attached, each class of shares (except for those with the most preferential voting rights attached) shall be marked with "Limited Voting Right" or "Restricted Voting Right" in their name.</p> <p>Any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p> <p><u>The Board of Directors, the independent directors and the shareholders who meet the relevant requirements may solicit the voting rights of shareholders. In the event of the solicitation of shareholders' voting rights, specific voting intentions and other information shall be fully disclosed to persons whose voting rights are solicited. The paid or disguised paid solicitation of shareholders' voting rights shall be forbidden. The Bank shall not impose a minimum shareholding limit on the solicitation of shareholders' voting rights.</u></p>	<p>If the share capital of the Bank consists of shares with different voting rights attached, each class of shares (except for those with the most preferential voting rights attached) shall be marked with "Limited Voting Right" or "Restricted Voting Right" in their name.</p> <p>Any vote of shareholders at a shareholders' general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.</p> <p>The Board of Directors, the independent directors and the shareholders who meet the relevant requirements may solicit the voting rights of shareholders. In the event of the solicitation of shareholders' voting rights, specific voting intentions and other information shall be fully disclosed to persons whose voting rights are solicited. The paid or disguised paid solicitation of shareholders' voting rights shall be forbidden. The Bank shall not impose a minimum shareholding limit on the solicitation of shareholders' voting rights.</p>	
27.	<p>Article 46 A shareholder attending a shareholders' general meeting shall state one of the following opinions on the proposal submitted for voting: consent, objection or waiver.</p> <p>In the event that the votes are not filled in, incorrectly filled in or illegible or not cast, the voters shall be deemed to have abstained from voting, and the voting result of the number of shares held by such voters shall be recorded as "abstention".</p>	<p>Article <del>46</del><sup>49</sup> A shareholder attending a shareholders' general meeting shall state one of the following opinions on the proposal submitted for voting: consent, objection or waiver. <u>Except when the securities registration and settlement institutions shall, as the nominee holder of the shares under interconnection mechanism for mainland and Hong Kong stock markets, make declarations in accordance with the actual holder's intention.</u></p> <p>In the event that the votes are not filled in, incorrectly filled in or illegible or not cast, the voters shall be deemed to have abstained from voting, and the voting result of the number of shares held by such voters shall be recorded as "abstention".</p>	<p>Article 49 A shareholder attending a shareholders' general meeting shall state one of the following opinions on the proposal submitted for voting: consent, objection or waiver. Except when the securities registration and settlement institutions shall, as the nominee holder of the shares under interconnection mechanism for mainland and Hong Kong stock markets, make declarations in accordance with the actual holder's intention.</p> <p>In the event that the votes are not filled in, incorrectly filled in or illegible or not cast, the voters shall be deemed to have abstained from voting, and the voting result of the number of shares held by such voters shall be recorded as "abstention".</p>	<p>Corresponding amendment is made in accordance with Article 36 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016).</p>

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
28.	<p>Article 47 The shareholders' general meeting will vote on all proposals on a case-by-case basis, and in the event that there are different proposals for the same matter, the shareholders' general meeting will vote on such proposals in the chronological order that they are proposed. Except that the shareholders' general meeting is suspended or cannot make resolutions due to force majeure and other special reasons, the shareholders' general meeting shall not put aside or not vote on proposals.</p> <p>The shareholders' general meeting shall not make any modification to the proposals in the event of deliberating on such proposal. Otherwise, such modification shall be deemed as a new proposal and cannot be voted on at the shareholders' general meeting.</p>	<p>Article 47<sup>50</sup> The shareholders' general meeting will vote on all proposals on a case-by-case basis, and in the event that there are different proposals for the same matter, the shareholders' general meeting will vote on such proposals in the chronological order that they are proposed. Except that the shareholders' general meeting is suspended or cannot make resolutions due to force majeure and other special reasons, the shareholders' general meeting shall not put aside or not vote on proposals.</p> <p>The shareholders' general meeting shall not make any modification to the proposals in the event of deliberating on such proposal. Otherwise, such modification shall be deemed as a new proposal and cannot be voted on at the shareholders' general meeting.</p> <p><u>In the event of deliberating on the issuance of preference shares, the shareholders' general meeting shall vote on the following matters on a case-by-case basis:</u></p> <p>(1) <u>The type and quantity of the preference shares issued;</u></p> <p>(2) <u>The manner and target of issuance and arrangements for allocation to the original shareholders;</u></p> <p>(3) <u>The face amount, the issue price or the pricing range and the principle of determining such range;</u></p> <p>(4) <u>The way in which the preference shareholders participate in the distribution of profits, including the dividend yield and the principle of determining the dividend yield, the conditions for dividend distribution, the manner of dividend payment, whether the dividends are accumulated and whether the dividends can participate in the distribution of surplus profits;</u></p>	<p>Article 50 The shareholders' general meeting will vote on all proposals on a case-by-case basis, and in the event that there are different proposals for the same matter, the shareholders' general meeting will vote on such proposals in the chronological order that they are proposed. Except that the shareholders' general meeting is suspended or cannot make resolutions due to force majeure and other special reasons, the shareholders' general meeting shall not put aside or not vote on proposals.</p> <p>The shareholders' general meeting shall not make any modification to the proposals in the event of deliberating on such proposal. Otherwise, such modification shall be deemed as a new proposal and cannot be voted on at the shareholders' general meeting.</p> <p>In the event of deliberating on the issuance of preference shares, the shareholders' general meeting shall vote on the following matters on a case-by-case basis:</p> <p>(1) The type and quantity of the preference shares issued;</p> <p>(2) The manner and target of issuance and arrangements for allocation to the original shareholders;</p> <p>(3) The face amount, the issue price or the pricing range and the principle of determining such range;</p> <p>(4) The way in which the preference shareholders participate in the distribution of profits, including the dividend yield and the principle of determining the dividend yield, the conditions for dividend distribution, the manner of dividend payment, whether the dividends are accumulated and whether the dividends can participate in the distribution of surplus profits;</p>	



Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
		<p>(5) <u>The repurchase clauses, including the conditions, period and price of repurchase, the principle of determining the price, and the subjects of exercising repurchase option, etc. (if any);</u></p> <p>(6) <u>The purpose of raising funds;</u></p> <p>(7) <u>The conditional share subscription contract executed by the Bank and the relevant issuing targets;</u></p> <p>(8) <u>The validity of resolutions;</u></p> <p>(9) <u>The amendment plans for clauses in connection with profit distribution policy of preference shareholders and ordinary shareholders in the Bank's Articles of Association;</u></p> <p>(10) <u>Delegation of the Board of Directors for handling matters relevant to this issuance;</u></p> <p>(11) <u>Other matters.</u></p>	<p>(5) The repurchase clauses, including the conditions, period and price of repurchase, the principle of determining the price, and the subjects of exercising repurchase option, etc. (if any);</p> <p>(6) The purpose of raising funds;</p> <p>(7) The conditional share subscription contract executed by the Bank and the relevant issuing targets;</p> <p>(8) The validity of resolutions;</p> <p>(9) The amendment plans for clauses in connection with profit distribution policy of preference shareholders and ordinary shareholders in the Bank's Articles of Association;</p> <p>(10) Delegation of the Board of Directors for handling matters relevant to this issuance;</p> <p>(11) Other matters.</p>	Corresponding amendment is made in accordance with Article 37 of the Administrative Measures for the Preference Share Pilot, (Revised in 2016) and Article 33 of the Rules of Shareholders' General Meetings of Listed Companies.
29.	<p>Article 48 The list of nominated directors and supervisors shall be submitted to the shareholders' general meeting for vote in the form of proposal. The shareholders' general meeting shall deliberate on the proposals of directors and supervisors, and shall vote on each of candidates for directors and supervisors on a case-by-case basis.</p> <p>...</p> <p>(7) Before convening a shareholders' general meeting, the Board of Directors and the Board of Supervisors shall disclose detailed information on candidates for director and supervisor to the shareholders according to laws, regulations and the Articles of Association to ensure that the shareholders have sufficient knowledge of the candidates when voting.</p>	<p>Article 48<del>5</del>1 The list of nominated directors and supervisors shall be submitted to the shareholders' general meeting for vote in the form of proposal. The shareholders' general meeting shall deliberate on the proposals of directors and supervisors, and shall vote on each of candidates for directors and supervisors on a case-by-case basis.</p> <p>...</p> <p>(7) Before convening a shareholders' general meeting, the Board of Directors and the Board of Supervisors shall disclose detailed information on candidates for director and supervisor to the shareholders according to laws, regulations and the Articles of Association <u>of the Bank</u> to ensure that the shareholders have sufficient knowledge of the candidates when voting.</p>	<p>Article 51 The list of nominated directors and supervisors shall be submitted to the shareholders' general meeting for vote in the form of proposal. The shareholders' general meeting shall deliberate on the proposals of directors and supervisors, and shall vote on each of candidates for directors and supervisors on a case-by-case basis.</p> <p>...</p> <p>(7) Before convening a shareholders' general meeting, the Board of Directors and the Board of Supervisors shall disclose detailed information on candidates for director and supervisor to the shareholders according to laws, regulations and the Articles of Association of the Bank to ensure that the shareholders have sufficient knowledge of the candidates when voting.</p>	Textual amendment.

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
30.	<p>Article 49 Resolutions of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p>(1) Ordinary resolutions</p> <p>1. To adopt an ordinary resolution, more than half of the votes represented by shareholders (including proxies) present at the shareholders' general meeting must be exercised in favor of the resolution.</p> <p>...</p> <p>(2) Special resolutions</p> <p>1. To adopt a special resolution, more than two thirds of the votes represented by the shareholders (including proxies) present at the shareholders' general meeting must be exercised in favor of the resolution.</p> <p>2. The following matters shall be adopted by special resolution at a shareholders' general meeting:</p> <p>...</p> <p>(4) Repurchase shares of the Bank;</p> <p>...</p> <p>(8) Other matters which will produce major impacts and need to be adopted with special resolution as adopted by the shareholders' general meeting with ordinary resolution.</p>	<p>Article 49 Resolutions of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p>(1) Ordinary resolutions</p> <p>1. To adopt an ordinary resolution, more than half of the votes represented by <u>ordinary shareholders (including preference shareholders with voting rights restored and their proxies)</u> present at the shareholders' general meeting must be exercised in favor of the resolution.</p> <p>...</p> <p>(2) Special resolutions</p> <p>1. To adopt a special resolution, more than two thirds of the votes represented by the <u>ordinary shareholders (including preference shareholders with voting rights restored and their proxies)</u> present at the shareholders' general meeting must be exercised in favor of the resolution. <u>Where the preference shareholders (excluding the preference shareholders with voting rights restored) attend the shareholders' general meeting and exercise the voting right in accordance with laws, regulations and the Articles of Association of the Bank, more than two thirds of votes held by the preference shareholders attending the meeting (excluding the preference shareholders with voting rights restored) must be exercised in favor of the special resolution.</u></p>	<p>Article 52 Resolutions of the shareholders' general meeting are divided into ordinary resolutions and special resolutions.</p> <p>(1) Ordinary resolutions</p> <p>1. To adopt an ordinary resolution, more than half of the votes represented by ordinary shareholders (including preference shareholders with voting rights restored and their proxies) present at the shareholders' general meeting must be exercised in favor of the resolution.</p> <p>(2) Special resolutions</p> <p>1. To adopt a special resolution, more than two thirds of the votes represented by the ordinary shareholders (including preference shareholders with voting rights restored and their proxies) present at the shareholders' general meeting must be exercised in favor of the resolution. Where the preference shareholders (excluding the preference shareholders with voting rights restored) attend the shareholders' general meeting and exercise the voting right in accordance with laws, regulations and the Articles of Association of the Bank, more than two thirds of votes held by the preference shareholders attending the meeting (excluding the preference shareholders with voting rights restored) must be exercised in favor of the special resolution.</p>	<p>Corresponding amendment is made in accordance with Articles 75 to 77 of the Guidelines for the Articles of Association of Listed Companies (Revised in 2016) and the annotations, and Article 109 of the Articles of Association of China CITIC Bank Corporation Limited.</p> <p>Corresponding amendment is made in accordance with Articles 75 to 77 of the Guidelines for the Articles of Association of Listed Companies (Revised in 2016) and the annotations, and Article 109 of the Articles of Association of China CITIC Bank Corporation Limited.</p> <p>Corresponding amendment is made in accordance with Article 55 of the Administrative Measures for the Preference Share Pilot, and Article 111 of the Articles of Association of China CITIC Bank Corporation Limited.</p> <p>Corresponding amendment is made in accordance with Articles 11 and 55 of the Administrative Measures for the Preference Share Pilot, and Article 111 of the Articles of Association of China CITIC Bank Corporation Limited.</p>

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
		<p>2. The following matters shall be adopted by special resolution at a shareholders' general meeting:</p> <p>...</p> <p>(4) Repurchase <u>ordinary</u> shares of the Bank;</p> <p>...</p> <p>(8) <u>Decide or authorize the Board of Directors to determine the matters relating to the issued preference shares of the Bank, including but not limited to deciding whether to repurchase, switch or pay dividends;</u></p> <p>(8)—(9) Other matters which will produce major impacts and need to be adopted with special resolution as adopted by the shareholders' general meeting with ordinary resolution.</p>	<p>2. The following matters shall be adopted by special resolution at a shareholders' general meeting:</p> <p>...</p> <p>(4) Repurchase ordinary shares of the Bank;</p> <p>...</p> <p>(8) Decide or authorize the Board of Directors to determine the matters relating to the issued preference shares of the Bank, including but not limited to deciding whether to repurchase, switch or pay dividends;</p> <p>(9) Other matters which will produce major impacts and need to be adopted with special resolution as adopted by the shareholders' general meeting with ordinary resolution.</p>	
31.	Article 51 In the event that the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited stipulates that any shareholder is required to abstain from voting on any particular matter deliberated or restricted to voting only for (or only against) any particular matter deliberated, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	Article <del>51</del> 54 In the event that the <u>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</u> stipulates that any shareholder is required to abstain from voting on any particular matter deliberated or restricted to voting only for (or only against) any particular matter deliberated, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	Article 54 In the event that the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited stipulates that any shareholder is required to abstain from voting on any particular matter deliberated or restricted to voting only for (or only against) any particular matter deliberated, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.	Textual amendment in Chinese

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
32.	<p>Article 53 On a poll taken at a meeting, a shareholder (including his proxy) entitled to two or more votes does not need to cast all his votes in the same way.</p> <p>In the event of an equality of votes, whether by a show of hands or on a poll, the host of the meeting shall be entitled to an additional vote.</p> <p>Before the shareholders' general meeting is to vote on a proposal, it shall be determined that two shareholders' representatives participate in the counting and scrutinizing. In the event that the matters to be deliberated on are of interest to the shareholders, the relevant shareholders and proxies shall not participate in the counting and scrutinizing.</p> <p>In the event that the shareholders' general meeting votes on each matter to be deliberated on, the lawyers, the shareholders' representatives and the supervisors' representatives shall be responsible for counting and scrutinizing the votes and announcing the voting results on the spot.</p>	<p>Article <del>53</del><u>56</u> On a poll taken at a meeting, a shareholder (including his proxy) entitled to two or more votes does not need to cast all his votes in the same way.</p> <p>In the event of an equality of votes, whether by a show of hands or on a poll, the <del>host</del> <u>chairman</u> of the meeting shall be entitled to an additional vote.</p> <p>Before the shareholders' general meeting is to vote on a proposal, it shall be determined that two shareholders' representatives participate in the counting and scrutinizing. In the event that the matters to be deliberated on are of interest to the shareholders, the relevant shareholders and proxies shall not participate in the counting and scrutinizing.</p> <p>In the event that the shareholders' general meeting votes on each matter to be deliberated on, the lawyers, the shareholders' representatives <del>and</del>, the supervisors' representatives <u>and the designated persons appointed by the securities regulatory authorities in the place where the Bank's shares are listed</u> shall be responsible for counting and scrutinizing the votes and announcing the voting results on the spot.</p> <p><u>Shareholders or their proxies who vote through network or otherwise shall have the right to check their votes through the corresponding voting system.</u></p>	<p>Article 56 On a poll taken at a meeting, a shareholder (including his proxy) entitled to two or more votes does not need to cast all his votes in the same way.</p> <p>In the event of an equality of votes, whether by a show of hands or on a poll, the chairman of the meeting shall be entitled to an additional vote.</p> <p>Before the shareholders' general meeting is to vote on a proposal, it shall be determined that two shareholders' representatives participate in the counting and scrutinizing. In the event that the matters to be deliberated on are of interest to the shareholders, the relevant shareholders and proxies shall not participate in the counting and scrutinizing.</p> <p>In the event that the shareholders' general meeting votes on each matter to be deliberated on, the lawyers, the shareholders' representatives, the supervisors' representatives and the designated persons appointed by the securities regulatory authorities in the place where the Bank's shares are listed shall be responsible for counting and scrutinizing the votes and announcing the voting results on the spot.</p> <p>Shareholders or their proxies who vote through network or otherwise shall have the right to check their votes through the corresponding voting system.</p>	<p>Corresponding amendment is made in accordance with Article 118 of the Articles of Association of China CITIC Bank Corporation Limited.</p> <p>Corresponding amendment is made in accordance with Article 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.</p> <p>Corresponding amendment is made in accordance with Para. 3, Article 37 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016).</p>
33.	<p>Article 54 The shareholders' general meeting shall form a written resolution, and the host of the meeting shall decide whether or not the resolution of the shareholders' general meeting is adopted in accordance with the provisions of the Articles of Association of the Bank. The decision shall be final and shall be announced and recorded at the meeting minutes.</p>	<p>Article <del>54</del><u>57</u> The shareholders' general meeting shall form a written resolution, and the <del>host</del> <u>chairman</u> of the meeting shall decide whether or not the resolution of the shareholders' general meeting is adopted in accordance with the provisions of the Articles of Association of the Bank. The decision shall be final and shall be announced and recorded at the meeting minutes.</p>	<p>Article 57 The shareholders' general meeting shall form a written resolution, and the chairman of the meeting shall decide whether or not the resolution of the shareholders' general meeting is adopted in accordance with the provisions of the Articles of Association of the Bank. The decision shall be final and shall be announced and recorded at the meeting minutes.</p>	<p>Corresponding amendment is made in accordance with Article 119 of the Articles of Association of China CITIC Bank Corporation Limited.</p>

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
34.	Article 55 In the event that the host of the meeting has any doubts as to the result of the resolution, the number of votes cast may be counted; in the event that the host of the meeting does not count the votes and that the shareholders or shareholders' proxies who attend the meeting raise any objections to the results announced by the host, such shareholders or proxies shall have the right to immediately request counting of votes after the announcement of the voting results, and the host of the meeting shall immediately count the votes.	Article <del>55</del> <u>58</u> In the event that the <del>host</del> <u>chairman</u> of the meeting has any doubts as to the result of the resolution, the number of votes cast may be counted; in the event that the <del>host</del> <u>chairman</u> of the meeting does not count the votes and that the shareholders or shareholders' proxies who attend the meeting raise any objections to the results announced by the <del>host</del> <u>chairman</u> , such shareholders or proxies shall have the right to immediately request counting of votes after the announcement of the voting results, and the <del>host</del> <u>chairman</u> of the meeting shall immediately count the votes.	Article 58 In the event that the chairman of the meeting has any doubts as to the result of the resolution, the number of votes cast may be counted; in the event that the chairman of the meeting does not count the votes and that the shareholders or shareholders' proxies who attend the meeting raise any objections to the results announced by the chairman, such shareholders or proxies shall have the right to immediately request counting of votes after the announcement of the voting results, and the chairman of the meeting shall immediately count the votes.	Corresponding amendment is made in accordance with Article 121 of the Articles of Association of China CITIC Bank Corporation Limited.
35.	Article 56 In the event that the contents of a resolution of the shareholders' general meeting violate any law or administrative regulation, such resolution shall be invalid.	Article <del>56</del> <u>59</u> In the event that the contents of a resolution of the shareholders' general meeting violate any law or administrative regulation, such resolution shall be invalid.  <u>The controlling shareholder and the actual controllers of the Bank shall not restrict or hinder medium and small investors from exercising the voting right according to law and shall not harm the lawful rights and interests of the Bank and the medium and small investors.</u>	Article 59 In the event that the contents of a resolution of the shareholders' general meeting violate any law or administrative regulation, such resolution shall be invalid.  The controlling shareholder and the actual controllers of the Bank shall not restrict or hinder medium and small investors from exercising the voting right according to law and shall not harm the lawful rights and interests of the Bank and the medium and small investors.	Corresponding amendment is made in accordance with Article 46 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016).
36.	Article 57 The shareholders' general meeting shall have the meeting minutes and the secretary to the Board of Directors shall be held responsible for such minutes. The contents which the meeting minutes shall record shall include:  (1) Time, place, agenda of the meeting and conveners' name or designation;  (2) The names of the host of the meeting, directors and supervisors, general managers and other senior officers attending or present at the meeting;	Article <del>57</del> <u>60</u> The shareholders' general meeting shall have the meeting minutes and the secretary to the Board of Directors shall be held responsible for such minutes. The contents which the meeting minutes shall record shall include:  ( <del>1</del> ) i. Time, place, agenda of the meeting and conveners' name or designation;  ( <del>2</del> ) ii. The names of the <del>host</del> <u>chairman</u> of the meeting, directors and supervisors, general managers and other senior officers attending or present at the meeting;	Article 60 The shareholders' general meeting shall have the meeting minutes and the secretary to the Board of Directors shall be held responsible for such minutes. The contents which the meeting minutes shall record shall include:  i. Time, place, agenda of the meeting and conveners' name or designation;  ii. The names of the chairman of the meeting, directors and supervisors, general managers and other senior officers attending or present at the meeting;	Corresponding amendment is made in accordance with Article 106 of the Articles of Association of China CITIC Bank Corporation Limited.

**Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
	<p>(3) The number of shares held by shareholders with domestically listed shares (including their proxies) attending the meeting and by shareholders with overseas listed shares attending the meeting and the proportion of the total number of such shares to the shares of the Bank;</p> <p>(4) Deliberation process, main points of statements of each proposal and voting results of such proposal by shareholders with domestically listed shares and shareholders with overseas listed shares;</p> <p>(5) The opinions or suggestions on the shareholders' questions and the corresponding replies or explanations;</p> <p>(6) The names of lawyers, vote counters and scrutineers;</p> <p>(7) Other contents that shall be included in the meeting minutes in accordance with the provisions of the Articles of Association.</p>	<p><del>(3)</del> iii. The number of shares held by shareholders with domestically listed shares (including their proxies) attending the meeting and by shareholders with overseas listed shares attending the meeting and the proportion of the total number of such shares to the shares of the Bank;</p> <p><del>(4)</del> iv. Deliberation process, main points of statements of each proposal and voting results of such proposal by shareholders with domestically listed shares and shareholders with overseas listed shares;</p> <p><del>(5)</del> v. The opinions or suggestions on the shareholders' questions and the corresponding replies or explanations;</p> <p><del>(6)</del> vi. The names of lawyers, vote counters and scrutineers;</p> <p><del>(7)</del> vii. Other contents that shall be included in the meeting minutes in accordance with the provisions of the Articles of Association <u>of the Bank</u>.</p>	<p>iii. The number of shares held by shareholders with domestically listed shares (including their proxies) attending the meeting and by shareholders with overseas listed shares attending the meeting and the proportion of the total number of such shares to the shares of the Bank;</p> <p>iv. Deliberation process, main points of statements of each proposal and voting results of such proposal by shareholders with domestically listed shares and shareholders with overseas listed shares;</p> <p>v. The opinions or suggestions on the shareholders' questions and the corresponding replies or explanations;</p> <p>vi. The names of lawyers, vote counters and scrutineers;</p> <p>vii. Other contents that shall be included in the meeting minutes in accordance with the provisions of the Articles of Association of the Bank.</p>	
37.	<p>Article 58 The conveners shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, supervisors, the secretary to the Board of Directors, the conveners or their representatives and the host of the meeting attending the meeting shall sign on the meeting minutes. The meeting minutes shall be kept together with the signatures of shareholders present, the power of attorney for proxies and valid information on voting, and shall be kept for no less than ten years.</p>	<p>Article 5861 The conveners shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, supervisors, the secretary to the Board of Directors, the conveners or their representatives and the <del>host</del> <u>chairman</u> of the meeting attending the meeting shall sign on the meeting minutes. The meeting minutes shall be kept together with the signatures of shareholders present, the power of attorney for proxies and valid information on voting, and shall be kept for no less than ten years.</p>	<p>Article 61 The conveners shall ensure that the contents of the meeting minutes are true, accurate and complete. The directors, supervisors, the secretary to the Board of Directors, the conveners or their representatives and the chairman of the meeting attending the meeting shall sign the meeting minutes. The meeting minutes shall be kept together with the signatures of shareholders present, the power of attorney for proxies and valid information on voting, and shall be kept for no less than ten years.</p>	<p>Corresponding amendment is made in accordance with Article 107 of the Articles of Association of China CITIC Bank Corporation Limited.</p>

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
38.	Article 61 The Bank may not vary or abrogate rights attached to any class of shares unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Article 63 to Article 66 of the Articles of Association.	Article <del>61</del> <sup>64</sup> The Bank may not vary or abrogate rights attached to any class of shares unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Article <del>63</del> <sup>66</sup> to Article <del>66</del> <sup>69</sup> of the Articles of Association.	Article 64 The Bank may not vary or abrogate rights attached to any class of shares unless approved by a special resolution of shareholders in general meeting and by holders of shares of that class at a separate meeting conducted in accordance with Article 66 to Article 69 of the Articles of Association.	The sequence number of the articles is adjusted accordingly.
39.	Article 62 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a type of shares:  ...  (12) Vary or abrogate the provisions in the chapter	Article <del>62</del> <sup>65</sup> The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a type of shares:  ...  (12) Vary or abrogate the provisions in the <del>chapter</del> <sup>section</sup> .	Article 65 The following circumstances shall be deemed to be a variation or abrogation of the rights of shareholders of a type of shares:  ...  (12) Vary or abrogate the provisions in the section.	Textual amendment.
40.	Article 63 Shareholders of the affected class, whether or not having the right to vote at shareholders' general meeting, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 62, but Interested Shareholder(s) shall not be entitled to vote at class meetings.  The foregoing Interested shareholder(s) is defined as follows:  (1) Where the Bank issues a repurchase offer to all shareholders at the same rate in accordance with the provisions of Article 28 of the Bank's Articles of Association or repurchases its shares on the stock exchange by way of public transactions, the "Interested Shareholder(s)" refers to the controlling shareholder(s) as defined in Article 62 of the Bank's Articles of Association;  ...	Article <del>63</del> <sup>66</sup> Shareholders of the affected class, whether or not having the right to vote at shareholders' general meeting, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article <del>62</del> <sup>65</sup> , but Interested Shareholder(s) shall not be entitled to vote at class meetings.  The foregoing Interested shareholder(s) is defined as follows:  (1) Where the Bank issues a repurchase offer to all shareholders at the same rate in accordance with the provisions of Article 28 of the Bank's Articles of Association or repurchases its shares on the stock exchange by way of public transactions, the "Interested Shareholder(s)" refers to the controlling shareholder(s) as defined in Article <del>62</del> <sup>71</sup> of the Bank's Articles of Association;  ...	Article 66 Shareholders of the affected class, whether or not having the right to vote at shareholders' general meeting, shall nevertheless have the right to vote at class meetings in respect of matters concerning paragraphs (2) to (8), (11) and (12) of Article 65, but Interested Shareholder(s) shall not be entitled to vote at class meetings.  The foregoing Interested shareholder(s) is defined as follows:  (1) Where the Bank issues a repurchase offer to all shareholders at the same rate in accordance with the provisions of Article 28 of the Bank's Articles of Association or repurchases its shares on the stock exchange by way of public transactions, the "Interested Shareholder(s)" refers to the controlling shareholder(s) as defined in Article 71 of the Bank's Articles of Association;  ...	The sequence number of the clauses is adjusted accordingly.

Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
41.	Article 64 The resolution of the classified shareholders' meeting shall be adopted by votes representing more than two thirds of shareholders with voting rights attending the classified shareholders' meeting in accordance with Article 63.	Article <del>64</del> <u>67</u> The resolution of the classified shareholders' meeting shall be adopted by votes representing more than two thirds of shareholders with voting rights attending the classified shareholders' meeting in accordance with Article <del>63</del> <u>66</u> .	Article 67 The resolution of the classified shareholders' meeting shall be adopted by votes representing more than two thirds of shareholders with voting rights attending the classified shareholders' meeting in accordance with Article 66.	The sequence number of the clauses is adjusted accordingly.
42.	Article 68 The resolution of the shareholders' general meeting shall be promptly announced, and the announcement shall specify the number of shareholders and their proxies present at the meeting, the total number of shares with voting right held by such shareholders and their proxies and the proportion of the total voting shares of the Bank, the voting means and voting results of each proposal and the details of the adopted resolutions.	Article <del>68</del> <u>71</u> The resolutions of the shareholders' general meeting shall be promptly announced, <u>and the Bank shall announce the resolution the next day after the shareholders' general meeting has made the resolution of repurchase of ordinary shares.</u> The announcement shall specify the number of shareholders and their proxies present at the meeting, the total number of shares with voting right held by such shareholders and their proxies and the proportion of the total voting shares of the Bank, the voting means and voting results of each proposal <del>and</del> , <u>the details of the adopted resolutions, and other information that must be specified in accordance with the provisions of the securities regulatory authorities in the place where the Bank's shares are listed.</u>  <u>In the event of voting on the circumstances set out in Article 39 of this Rules, the Bank shall separately calculate and announce the information on attending the meeting and voting by ordinary shareholders (including the preference shareholders with voting rights restored) and preference shareholders (excluding the preference shareholders with voting rights restored).</u>	Article 71 Resolutions of the shareholders' general meeting shall be promptly announced, and the Bank shall announce the resolution the next day after the shareholders' general meeting has made the resolution of repurchase of ordinary shares. The announcement shall specify the number of shareholders and their proxies present at the meeting, the total number of shares with voting right held by such shareholders and their proxies and the proportion of the total voting shares of the Bank, the voting means and voting results of each proposal, the details of the adopted resolutions, and other information that must be specified in accordance with the provisions of the securities regulatory authorities in the place where the Bank's shares are listed.  In the event of voting on the circumstances set out in Article 39 of this Rules, the Bank shall separately calculate and announce the information on attending the meeting and voting by ordinary shareholders (including the preference shareholders with voting rights restored) and preference shareholders (excluding the preference shareholders with voting rights restored).	Corresponding amendment is made in accordance with Article 45 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016) and Article 13.39(5) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.  Corresponding amendment is made in accordance with Article 10 of the Administrative Measures for the Preference Share Pilot, and Article 39 of the Rules of Shareholders' General Meetings of Listed Companies (Revised in 2016).



Proposed Amendments to the Rules of Procedures of the Shareholders' General Meeting				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
43.	Article 70 The secretary to Board of Directors shall be responsible for filing the relevant materials such as meeting minutes and resolutions of the shareholders' general meeting with the banking regulatory authority of the State Council in accordance with relevant laws, regulations and regulatory documents.	Article <del>70</del> <sup>73</sup> The secretary to Board of Directors shall be responsible for filing the relevant materials such as meeting minutes and resolutions of the shareholders' general meeting with the banking regulatory authority of the State Council in accordance with relevant laws, regulations and regulatory documents <u>and with the requirements of the securities regulatory authorities in the place where the Bank's shares are listed.</u>	Article 73 The secretary to Board of Directors shall be responsible for filing the relevant materials such as meeting minutes and resolutions of the shareholders' general meeting with the banking regulatory authority of the State Council in accordance with relevant laws, regulations and regulatory documents and with the requirements of the securities regulatory authorities in the place where the Bank's shares are listed.	Corresponding amendment is made in accordance with Article 19A.50 (7) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
44.	Article 72 The Board of Directors of the Bank shall formulate the standards, methods and means for information disclosure, and establish and perfect the Bank's information disclosure policy in accordance with laws, administrative regulations and rules, relevant provisions of the securities regulatory authorities in the place where the Bank's shares are listed and the Articles of Association of the Bank.	Article <del>72</del> <sup>75</sup> The Board of Directors <del>of the Bank</del> shall formulate the standards, methods and means for information disclosure, and establish and perfect the Bank's information disclosure policy in accordance with laws, administrative regulations and rules, relevant provisions of the securities regulatory authorities in the place where the Bank's shares are listed and the Articles of Association of the Bank.	Article 75 The Board of Directors shall formulate the standards, methods and means for information disclosure, and establish and perfect the Bank's information disclosure policy in accordance with laws, administrative regulations and rules, relevant provisions of the securities regulatory authorities in the place where the Bank's shares are listed and the Articles of Association of the Bank.	Textual amendment.
45.	Necessary revisions to the sequence numbers of all articles are made based on the addition and deletion.			

**APPENDIX 3**

**Proposed Amendments to the Rules of Procedures of the Board of Supervisors of  
China CITIC Bank Corporation Limited**

Proposed Amendments to the Rules of Procedures of the Board of Supervisors				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
1.	Article 1 To ensure that the board of supervisors (hereinafter referred to as the “Board of Supervisors”) of China CITIC Bank Corporation Ltd. (hereinafter referred to as the “Bank”) can exercise its supervisory authority independently in accordance with laws, ensure an efficient and standard operation and a scientific decision-making of the Board of Supervisors, and perfect the corporate governance of the Bank, the Rules of Procedure of the Board of Supervisors (hereinafter referred to as the “Rules of Procedure”) are hereby formulated in accordance with pertinent laws and administrative regulations including the <i>Company Law of the People’s Republic of China</i> (hereinafter, the “Company Law”), the <i>Commercial Banking Law of People’s Republic of China</i> (hereinafter referred to as the “Commercial Bank Law”), and <i>Articles of Association of China CITIC Bank Corporation Limited</i> (hereinafter referred to as the “Articles of Association”), taking into consideration the reality of the Bank.	Article 1 To ensure that the board of supervisors (hereinafter referred to as the “Board of Supervisors”) of China CITIC Bank Corporation Ltd. (hereinafter referred to as the “Bank”) can exercise its supervisory authority independently in accordance with laws, ensure an efficient and standard operation and a scientific decision-making of the Board of Supervisors, perfect the <u>corporate</u> governance of the Bank, and <u>promote the Bank’s prudent operation and healthy development</u> , the Rules of Procedure of the Board of Supervisors (hereinafter referred to as the “Rules of Procedure”) are hereby formulated in accordance with pertinent laws and administrative regulations including the <i>Company Law of the People’s Republic of China</i> (hereinafter, the “Company Law”), the <i>Commercial Banking Law of People’s Republic of China</i> (hereinafter referred to as the “Commercial Bank Law”), <i>the Guidelines on Corporate Governance of Commercial Banks</i> , <i>the Guidelines for the Board of Supervisors of Commercial Banks</i> , and <i>Articles of Association of China CITIC Bank Corporation Limited</i> (hereinafter referred to as the “Articles of Association”), taking into consideration the reality of the Bank.	Article 1 To ensure that the board of supervisors (hereinafter referred to as the “Board of Supervisors”)of China CITIC Bank Corporation Ltd. (hereinafter referred to as the “Bank”) can exercise its supervisory authority independently in accordance with laws, ensure an efficient and standard operation and a scientific decision-making of the Board of Supervisors, perfect the corporate governance of the Bank, and promote the Bank’s prudent operation and healthy development, the Rules of Procedure of the Board of Supervisors (hereinafter referred to as the “Rules of Procedure”) are hereby formulated in accordance with pertinent laws and administrative regulations including the <i>Company Law of the People’s Republic of China</i> (hereinafter, the “Company Law”), the <i>Commercial Banking Law of People’s Republic of China</i> (hereinafter referred to as the “Commercial Bank Law”), the <i>Guidelines on Corporate Governance of Commercial Banks</i> , <i>the Guidelines for the Board of Supervisors of Commercial Banks</i> , and <i>Articles of Association of China CITIC Bank Corporation Limited</i> (hereinafter referred to as the “Articles of Association”), taking into consideration the reality of the Bank.	Revised in accordance with Article 1 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> and Article 1 of the <i>Guidelines on Work of Board of Supervisors of Commercial Banks</i> .
2.	Article 2 The Board of Supervisors, the supervisory organ of the Bank, is accountable to the shareholders’ general meeting. The Board of Supervisors supervises the performance of functions and duties of care of the Bank’s financial personnel, the Board of Directors and senior management including the President of the Bank to prevent them from abusing the powers, so as to safeguard the legitimate rights and interests of shareholders.	Article 2 The Board of Supervisors, the <u>internal</u> supervisory organ of the Bank, is accountable to the shareholders’ general meeting. The Board of Supervisors supervises the performance of functions and duties of care of the Bank’s financial personnel, the Board of Directors and senior management including the President of the Bank to prevent them from abusing the powers, so as to safeguard the legitimate rights and interests of shareholders.	Article 2 The Board of Supervisors, the internal supervisory organ of the Bank, is accountable to the shareholders’ general meeting. The Board of Supervisors supervises the performance of functions and duties of care of the Bank’s financial personnel, the Board of Directors and senior management including the President of the Bank to prevent them from abusing the powers, so as to safeguard the legitimate rights and interests of shareholders.	Revised in accordance with Article 32 of the <i>Guidelines on Corporate Governance of Commercial Banks</i> .

Proposed Amendments to the Rules of Procedures of the Board of Supervisors				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
3.	<p>Article 5 The election and discharge of shareholder representative supervisors and external supervisors shall be decided by the shareholders' general meeting; employee representative supervisors shall be elected and removed through a democratic process by employees of the Bank.</p> <p>Directors, President of the Bank and other senior management may not serve concurrently as supervisors.</p> <p>Employee representative supervisors shall be entitled to participate and formulate rules and regulations concerning interests of employees and shall actively participate and supervise and inspect the implementation of such rules and regulations;</p>	<p>Article 5 The election <del>and</del>, discharge <del>and</del> removal of shareholder representative supervisors and external supervisors shall be decided by the shareholders' general meeting; employee representative supervisors shall be elected, <u>discharged</u> and removed through a democratic process by employees of the Bank.</p> <p>Directors, President of the Bank and other senior management may not serve concurrently as supervisors.</p> <p>Employee representative supervisors shall be entitled to participate and formulate rules and regulations concerning interests of employees and shall actively participate and supervise and inspect the implementation of such rules and regulations;</p>	<p>Article 5 The election, discharge and removal of shareholder representative supervisors and external supervisors shall be decided by the shareholders' general meeting; employee representative supervisors shall be elected, discharged and removed through a democratic process by employees of the Bank.</p> <p>Directors, President of the Bank and other senior management may not serve concurrently as supervisors.</p> <p>Employee representative supervisors shall be entitled to participate and formulate rules and regulations concerning interests of employees and shall actively participate and supervise and inspect the implementation of such rules and regulations;</p>	<p>Revised in accordance with Article 59 of the <i>Guidelines on Corporate Governance of Commercial Banks and Article 7 of the Guidelines for the Board of Supervisors of Commercial Banks.</i></p>
4.	None.	<p>Article 8 <u>The day-to-day executive body of the Board of Supervisors shall set up a work supporting team together with relevant departments of the Bank to provide support and guarantee for the performance and operation of special committees of the Board of Supervisors such as the Supervision Committee and the Nomination Committee.</u></p>	<p>Article 8 The day-to-day executive body of the Board of Supervisors shall set up a work supporting team together with relevant departments of the Bank to provide support and guarantee for the performance of special committees of the Board of Supervisors such as the Supervision Committee and the Nomination Committee.</p>	<p>To give better play to the functions of special committees of the Board of Supervisors, the Bank further specified the mechanism for providing support and guarantee for special committees of the Board of Supervisors.</p>
5.	<p>Article 8 The Board of Supervisors shall exercise the following functions and powers:</p> <p>.....</p> <p>(4) to propose the removal of or bring a lawsuit against, in accordance with the law, directors and the senior management who violates the laws, administrative regulations, rules, the Articles of Association or the resolutions adopted by the shareholders general meeting;</p> <p>.....</p>	<p>Article 8 9 The Board of Supervisors shall exercise the following functions and powers:</p> <p>.....</p> <p>(4) to propose the removal of or bring a lawsuit against, in accordance with the law, directors and the senior management who violates the laws, administrative regulations, rules, the Articles of Association <u>of the Bank</u> or the resolutions adopted by the <u>shareholders' general meeting</u>;</p> <p>.....</p>	<p>Article 9 The Board of Supervisors shall exercise the following functions and powers:</p> <p>.....</p> <p>(4) to propose the removal of or bring a lawsuit against, in accordance with the law, directors and the senior management who violates the laws, administrative regulations, rules, the Articles of Association of the Bank or the resolutions adopted by the shareholders' general meeting;</p> <p>.....</p>	<p>Revised as per Article 144 (3) of the <i>Guidelines on the Articles of Association of Listed Companies</i> (revised in 2016).</p> <p>Revised as per Article 223 (8) of the Bank's <i>Articles of Association</i>.</p> <p>Revised in accordance with Article 37 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>.</p>

Proposed Amendments to the Rules of Procedures of the Board of Supervisors				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
	<p>(8) to audit the operational decisions, the risk management and the internal control of the Bank, and provide guidance on the internal auditing activities of the Bank where necessary;</p> <p>.....</p> <p>In performing its functions, the Board of Supervisors shall have the power to require the Board of Directors and senior management to provide all necessary information relating to disclosures of information and audits. The Board of Supervisors may designate supervisors to attend meetings of the senior management, if necessary.</p>	<p>(8) to audit the operational decisions, the risk management and the internal control of the Bank, and <del>provide guidance on</del> guide and supervise the internal auditing activities of the Bank where necessary;</p> <p>.....</p> <p>In performing its functions, the Board of Supervisors shall have the power to require the Board of Directors and senior management to provide all necessary information relating to disclosures of information and audits. The Board of Supervisors may designate supervisors to attend meetings of the <u>senior management</u>, if necessary.</p>	<p>(8) to audit the operational decisions, the risk management and the internal control of the Bank, and guide and supervise the internal auditing activities of the Bank where necessary;</p> <p>.....</p> <p>In performing its functions, the Board of Supervisors shall have the power to require the Board of Directors and senior management to provide all necessary information relating to disclosures of information and audits. The Board of Supervisors may designate supervisors to attend meetings of the senior management, if necessary.</p>	
6.	<p>Article 9 Audit results of the internal functional departments and branches of the Bank made by the internal audit department shall be delivered to the Board of Supervisors timely and completely. 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 or the internal audit department to make explanation.</p> <p>The profit distribution plan formulated by the Board of Directors shall be submitted to the Board of Supervisors in advance. The Board of Supervisors shall express its opinions within five working days, and the Board of Supervisors shall be deemed as approving the plan if no opinion is expressed within the above period.</p>	<p>Article 910 Audit results of the internal functional departments and branches of the Bank made by the internal audit department shall be delivered to the Board of Supervisors timely and completely. 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 <del>Board of Directors</del> <u>President</u> or the internal audit department to make explanation.</p> <p>The profit distribution plan formulated by the Board of Directors shall be submitted to the Board of Supervisors in advance. The Board of Supervisors shall express its opinions <u>on the compliance and rationality of the profit distribution plan</u> within five working days, and the Board of Supervisors shall be deemed as approving the plan if no opinion is expressed within the above period.</p>	<p>Article 10 Audit results of the internal functional departments and branches of the Bank made by the internal audit department shall be delivered to the Board of Supervisors timely and completely. 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 to make explanation.</p> <p>The profit distribution plan formulated by the Board of Directors shall be submitted to the Board of Supervisors in advance. The Board of Supervisors shall express its opinions on the compliance and rationality of the profit distribution plan within five working days, and the Board of Supervisors shall be deemed as approving the plan if no opinion is expressed within the above period.</p>	<p>Revised pursuant to Article 225 of the Bank's <i>Articles of Association</i> and Article 29 of the <i>Guidelines for the Board of Supervisors of Commercial Banks</i>.</p>

**Proposed Amendments to the Rules of Procedures of the Board of Supervisors**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
7.	<p>Article 10 In case that the Board of Supervisors finds the inadequate implementation of prudential accounting standards by the Board of Directors and the senior management, or interest rate receivable that has not be strictly calculated, or insufficient bad debts reserves, the Board of Supervisors shall order the Board of Directors and the senior management to rectify.</p> <p>The Board of Supervisors shall question the Board of Directors or the senior management about the abnormal fluctuation of the Bank's business.</p>	<p>Article <del>10</del><u>11</u> In case that the Board of Supervisors finds the inadequate implementation of prudential accounting standards by the Board of Directors and the senior management, or interest rate receivable that has not be strictly calculated, or insufficient bad debts reserves, the Board of Supervisors shall order the Board of Directors and the senior management to rectify.</p> <p>The Board of Supervisors shall question the Board of Directors or the senior management about the abnormal fluctuation of the Bank's business.</p> <p><u>Where the Board of Supervisors find the Board of Directors, the senior management and their members have problems in important financial decision-making and implementation, it shall order them to correct. It may report to regulatory authorities when necessary.</u></p>	<p>Article 11 In case that the Board of Supervisors finds the inadequate implementation of prudential accounting standards by the Board of Directors and the senior management, or interest rate receivable that has not be strictly calculated, or insufficient bad debts reserves, the Board of Supervisors shall order the Board of Directors and the senior management to rectify.</p> <p>The Board of Supervisors shall question the Board of Directors or the senior management about the abnormal fluctuation of the Bank's business.</p> <p>Where the Board of Supervisors find the Board of Directors, the senior management and their members have problems in important financial decision-making and implementation, it shall order them to correct. It may report to regulatory authorities when necessary.</p>	<p>Supplemented in line with Article 32 of the <i>Guidelines for the Board of Supervisors of Commercial Banks</i>.</p>
8.	<p>Article 11 The Board of Supervisors shall suggest punishing relevant responsible person and timely issue rectification notification with specific timeframe, when it finds the violation of laws, regulations and other regulative documents and the Articles of Association of the Bank. The Board of Directors or the senior management shall conduct the punishment and rectification in time and report to the Board of Supervisors.</p>	<p>Article <del>11</del><u>12</u> The Board of Supervisors shall suggest punishing relevant responsible person and timely issue rectification notification with specific timeframe, when it finds the violation of laws, regulations and other regulative documents and the Articles of Association of the Bank <u>by the Board of Directors, the senior management and their members.</u> The Board of Directors or the senior management shall conduct the punishment and rectification in time and report to the Board of Supervisors.</p>	<p>Article 12 The Board of Supervisors shall suggest punishing relevant responsible person and timely issue rectification notification with specific timeframe, when it finds the violation of laws, regulations and other regulative documents and the Articles of Association of the Bank by the Board of Directors, the senior management and their members. The Board of Directors or the senior management shall conduct the punishment and rectification in time and report to the Board of Supervisors.</p>	<p>Revised in line with Article 25 of the <i>Guidelines for the Board of Supervisors of Commercial Banks</i>.</p>
9.	<p>Article 19 The regular meetings of the Board of Supervisors shall be held at least four times each year. The Board of Supervisor shall notify all supervisors in writing ten days prior to such meeting.</p>	<p>Article <del>19</del><u>20</u> The regular meetings of the Board of Supervisors shall be held <del>at least four times each year,</del> at least once each quarter. The Board of Supervisor shall notify all supervisors in writing ten days prior to such meeting.</p>	<p>Article 20 The regular meetings of the Board of Supervisors shall be held at least once each quarter. The Board of Supervisor shall notify all supervisors in writing ten days prior to such meeting.</p>	<p>Supplemented in accordance with Article 36 of the <i>Guidelines on Corporate Governance of Commercial Banks</i>.</p>

**Proposed Amendments to the Rules of Procedures of the Board of Supervisors**

No.	Current Articles	After revision (with marks)	After revision (clean)	Description
10.	<p>Article 25 Supervisors should attend meetings of the Board of Supervisors in person. If the supervisors are unable to attend the meetings for certain reasons, they may entrust other supervisors in writing to attend the meeting on their behalf. The power of attorney shall contain the names of agents, matters, scope of authority and the limited duration, with signatures or seals of the consigner. The authorized supervisor shall fulfill his duties according to the power of attorney.</p>	<p>Article <del>25</del>-26 Supervisors should attend meetings of the Board of Supervisors in person. If the supervisors are unable to attend the meetings for certain reasons, they may entrust other supervisors in writing to attend the meeting on their behalf. <u>However, one supervisor shall not accept the entrustment of more than two supervisors at one meeting of the Board of Supervisors.</u> The power of attorney shall contain the names of agents, matters, scope of authority and the limited duration, with signatures or seals of the consigner. <del>The authorized supervisor shall fulfill his duties according to the power of attorney.</del></p>	<p>Article 26 Supervisors should attend meetings of the Board of Supervisors in person. If the supervisors are unable to attend the meetings for certain reasons, they may entrust other supervisors in writing to attend the meeting on their behalf. However, one supervisor shall not accept the entrustment of more than two supervisors at one meeting of the Board of Supervisors. The power of attorney shall contain the names of agents, matters, scope of authority and the limited duration, with signatures or seals of the consigner.</p>	<p>Revised in line with Article 21 of the <i>Guidelines for the Board of Supervisors of Commercial Banks</i> and deleted the contents which have included in other articles.</p>
11.	<p>Article 26 Working time of the shareholder representative supervisors and external supervisors for the Bank shall not be less than 15 days per year. External supervisors may appoint other external supervisors to attend the meetings of the Board of Supervisors for them; however, the number of meeting attended in person of a supervisor each year shall not be less than two thirds of the total number of the meetings of the Board of Supervisors. If the external supervisors have any of the circumstances stipulated in Article 13 (3), the Board of Supervisors shall appeal to the shareholders' general meeting for removal.</p>	<p>Article <del>26</del>-27 <del>The shareholder representative supervisors and external supervisors shall attend at least two thirds of the meetings of the Board of Supervisors in person each year.</del> Working time of the <del>shareholder representative supervisors and external supervisors for the Bank's supervision</del> shall not be less than 15 days per year. <del>External supervisors may appoint other external supervisors to attend the meetings of the Board of Supervisors for them; however, the number of meeting attended in person of a supervisor each year shall not be less than two thirds of the total number of the meetings of the Board of Supervisors. If the external supervisors have any of the circumstances stipulated in Article 13 (3), the Board of Supervisors shall appeal to the shareholders' general meeting for removal.</del></p>	<p>Article 27 The supervisors shall attend at least two thirds of the meetings of the Board of Supervisors in person each year. Working time of the shareholder representative supervisors and external supervisors for the Bank's supervision shall not be less than 15 days per year.</p>	<p>Revised in line with Article 21 of the <i>Guidelines for the Board of Supervisors of Commercial Banks</i>.</p>
12.	<p>Article 29 The host of the meeting shall announce the open of the meeting and meeting agenda at the prescribed time.</p> <p>All proposals shall be deliberated one after another under the instructions of the meeting host.</p>	<p>Article <del>29</del>-30 The host of the meeting shall announce the open of the meeting and meeting agenda at the prescribed time.</p> <p>All proposals shall be deliberated one after another under the instructions of the meeting host. <u>The host of the meeting shall request the supervisors attending the meeting to provide explicit comments on all proposals.</u></p>	<p>Article 30 The host of the meeting shall announce the open of the meeting and meeting agenda at the prescribed time.</p> <p>All proposals shall be deliberated one after another under the instructions of the meeting host. The host of the meeting shall request the supervisors attending the meeting to provide explicit comments on all proposals.</p>	<p>Supplemented in accordance with Article 11 of the <i>Model Rules of Procedures of Shanghai Stock Exchange for the Board of Supervisors of Listed Companies</i>.</p>

Proposed Amendments to the Rules of Procedures of the Board of Supervisors				
No.	Current Articles	After revision (with marks)	After revision (clean)	Description
13.	Article 32 Resolutions shall be formed for all proposals deliberated. Any resolution shall be approved by more than two-thirds of the Board of Supervisors by voting.	<p>Article <del>32</del><sup>33</sup> Resolutions shall be formed for all proposals deliberated. Any resolution shall be approved by more than two-thirds of the Board of Supervisors by voting.</p> <p><u>If all external supervisors believe materials for proposals of the meeting of the Board of Supervisors are insufficient or augmentation is unclear, they may jointly propose in writing delaying the meeting of the Board of Supervisors or the deliberation of relevant proposals, and the Board of Supervisors shall accept it.</u></p>	<p>Article 33 Resolutions shall be formed for all proposals deliberated. Any resolution shall be approved by more than two-thirds of the Board of Supervisors by voting.</p> <p>If all external supervisors believe materials for proposals of the meeting of the Board of Supervisors are insufficient or augmentation is unclear, they may jointly propose in writing delaying the meeting of the Board of Supervisors or the deliberation of relevant proposals, and the Board of Supervisors shall accept it.</p>	Supplemented in line with Article 19 of the <i>Guidelines for the Board of Supervisors of Commercial Banks</i> .
14.	None.	<p>Article 41 <u>The Board of Supervisors shall establish a sound tracing and implementation mechanism for meeting resolutions and other relevant matters. The Bank's senior management and relevant departments shall provide support and guarantee.</u></p>	<p>Article 41 The Board of Supervisors shall establish a sound tracing and implementation mechanism for meeting resolutions and other relevant matters. The Bank's senior management and relevant departments shall provide support and guarantee.</p>	To support the needs to perform duties by the Board of Supervisors, the Bank specified requirements for the implementation of meeting resolutions of the Board of Supervisors and other matters.
15.	The serial numbers of all articles in this Rules are revised based on the adding and deleting of articles.			Format revision.