



# 中信銀行

CHINA CITIC BANK

## 中信銀行股份有限公司

### China CITIC Bank Corporation Limited

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

(Stock Code: 998)

#### PROXY FORM

**For the First H Shareholders Class Meeting of 2019 of China CITIC Bank Corporation Limited  
(the "Bank") on 30 January 2019**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 2)</sup> \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 3)</sup> \_\_\_\_\_ H shares of RMB1.00 each in the share capital of  
the Bank, hereby appoint the Chairman of the meeting <sup>(Notes 4 and 5)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
and/or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the First H Shareholders Class Meeting of 2019 to be held at the Conference Room, B1 Floor, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People's Republic of China on Wednesday, 30 January 2019 at 9:30 a.m. (the "2019 First H Shareholders Class Meeting") and to exercise all rights conferred on proxies under laws, regulations and the articles of association of the Bank.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the 2019 First H Shareholders Class Meeting (Note: \* indicates special resolutions).

No.	Resolutions	For <i>(Note 6)</i>	Against <i>(Note 6)</i>	Abstain <i>(Note 6)</i>
1.*	Proposal on Further Extension of the Validity Period of the Resolution of the General Meeting in respect of Public Issuance of A Share Convertible Corporate Bonds			
2.*	Proposal to the General Meeting on Further Extension of the Authorization Period to the Board of Directors for Handling Matters in relation to the Issuance and Listing of A Share Convertible Corporate Bonds			
3.*	Proposal on Plan for Non-public Offering of Preference Shares			
3.01	Type and Quantity of Securities to be Issued			
3.02	Par Value and Offering Price			
3.03	Term			
3.04	Use of Proceed			
3.05	Offering Method and Target Investors			
3.06	Profit Distribution Mode for Preference Shareholders			
3.07	Mandatory Conversion Clause			
3.08	Conditional Redemption Clause			
3.09	Voting Right Restriction and Restoration Clause			
3.10	Liquidation Preference and Method			
3.11	Rating Arrangements			
3.12	Guarantee Arrangements			
3.13	Transfer and Trading Arrangement			
3.14	Validity of the Resolution on This Offering			

No.	Resolutions	For <i>(Note 6)</i>	Against <i>(Note 6)</i>	Abstain <i>(Note 6)</i>
4.*	Proposal to the General Meeting on Authorising the Board of Directors to Handle Relevant Matters Relating to the Non-public Offering of Preference Shares			

Signature *(Note 7)* \_\_\_\_\_

Date \_\_\_\_\_

*Notes:*

1. Please insert full name(s) in **BLOCK CAPITALS**.
2. Please insert full address(es) in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Bank registered in your name(s).
4. If you are a shareholder who is entitled to attend and vote at the 2019 First H Shareholders Class Meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a shareholder of the Bank, but must attend the 2019 First H Shareholders Class Meeting in person in order to represent you.
5. If a proxy other than the Chairman of the meeting is preferred, cross out the words “the Chairman of the meeting” and insert the full name and address of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes made to this proxy form must be initialed by the person who signs it.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED “ABSTAIN”.** If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the 2019 First H Shareholders Class Meeting. The shares abstained will be counted in the calculation of the required majority.
7. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorized to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the 2019 First H Shareholders Class Meeting, either in person or by proxy.
8. To be valid, this proxy form, together with the power of attorney or other authorization documents, if any, under which it is signed, or a notary certified copy of such power of attorney or authorization documents, must be completed and deposited at the office of the H share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at least 24 hours before the 2019 First H Shareholders Class Meeting (i.e. not later than 9:30 a.m. on Tuesday, 29 January 2019).
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the 2019 First H Shareholders Class Meeting in person if you so wish.
10. Shareholders or their proxies attending the 2019 First H Shareholders Class Meeting shall produce their identity documents.
11. References to dates and times in this proxy form are to Hong Kong dates and times.