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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)

**OFFICIAL REPLY OF CHINA BANKING REGULATORY
COMMISSION ON CHANGE IN REGISTERED CAPITAL AND
AMENDMENT TO THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of China CITIC Bank Corporation Limited (the “**Bank**”) in relation to the change in registered capital and amendment to the articles of association dated 29 August 2011. Pursuant to the authorization at the third extraordinary general meeting of 2010, the first A shareholders class meeting of 2010 and the first H shareholders class meeting of 2010 dated 30 September 2010 and the relevant resolution at the 23rd meeting of the second Board of Directors, the Bank has applied to the China Banking Regulatory Commission (the “**CBRC**”) for changing its registered capital and amending the articles of association of the Bank (the “**Articles of Association**”), and have obtained the *Official Reply of the CBRC on Change in Registered Capital and Amendment to the Articles of Association of China CITIC Bank Corporation Limited* (Yin Jian Fu No. [2011]546) (the “**Official Reply**”) recently. The Official Reply has approved the change in registered capital and amendment to Article 19, Article 20 and Article 24 of the Articles of Association, and the details are as follows:

I. Change in Registered Capital

The Bank’s registered capital has been modified as RMB46,787,327,034.

II. Amendment to the Articles of Association

The approved amendments to the Articles of Association are as follows:

(I) Article 19 shall be amended as:

“The maximum number of ordinary shares can be issued by the Bank is 46,787,327,034 shares upon the approvals from the competent departments authorized by the State Council.

31,113,111,400 shares were issued to the promoter at the time of incorporation as a joint stock limited company, representing approximately 66.50% of the Bank’s total number of ordinary shares in issue.

The amount of capital contribution, the equivalent numbers of shares converted from the capital contribution, and percentages of shares held by the promoters of the Bank are as follows:

CITIC: the amount of capital contributed is RMB26,394,202,200, the equivalent number of shares for such contributed capital is 26,394,202,200, representing 84.83% of the total number of shares issued upon the incorporation by the Bank, representing 56.41% of the total number of ordinary shares issued by the Bank;

CIFH: the amount of investment is RMB 4,718,909,200, the equivalent number of shares for such contributed capital is 4,718,909,200, representing 15.17% of the total number of shares issued upon the incorporation by the Bank, representing 10.09% of the total number of ordinary shares issued by the Bank.”

(II) Article 20 shall be amended as:

“Upon its incorporation, the Bank issued 7,920,232,654 ordinary shares, among which, 5,618,300,000 shares are foreign-listed shares, representing 14.39% of the total number of ordinary shares then issued by the Bank, and 2,301,932,654 shares are domestic shares, representing 5.90% of the total number of ordinary shares then issued by the Bank.

In the Rights Issue, the Bank issued 7,753,982,980 ordinary shares, among which, 5,273,622,484 shares are domestic shares and 2,480,360,496 shares are foreign-listed shares.

The shareholding structure of the Bank upon completion of the aforementioned Rights Issue: 46,787,327,034 ordinary shares, among which 28,938,928,294 shares are held by the CITIC Group as the promoter, 2,966,235,763 shares are held by other domestic shareholders and 14,882,162,977 shares are held by the H shareholders.”

(III) Article 24 shall be amended as:

“The registered capital of the Bank is RMB46,787,327,034.”

The full text of the Chinese version of the Articles of Association following the amendments is available at the website of the Shanghai Stock Exchange (www.sse.com.cn).

Announcement of the captioned matters is hereby given.

By order of the Board of
China CITIC Bank Corporation Limited
TIAN Guoli
Chairman

Beijing, the PRC
28 December 2011

As at the date of this announcement, the executive director of the Bank is Dr. Chen Xiaoxian; the non-executive directors are Mr. Tian Guoli, Mr. Dou Jianzhong, Mr. Ju Weimin, Dr. Zhao Xiaofan, Ms. Chan Hui Dor Lam Doreen, Mr. Guo Ketong, Mr. Ángel Cano Fernández and Mr. José Andrés Barreiro Hernandez; and the independent non-executive directors are Dr. Bai Chong-En, Dr. Ai Hongde, Dr. Xie Rong, Mr. Wang Xiangfei and Mr. Li Zheping.