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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2011**

**HELD ON 30 MAY 2012**

The board of directors (the “**Board**”) of China CITIC Bank Corporation Limited (the “**Bank**”) is pleased to announce that the annual general meeting for the year 2011 (the “**2011 Annual General Meeting**”) was held at 10:00 a.m. on Wednesday, 30 May 2012 at the Conference Room, 16/F, Block C, Fuhua Mansion, No. 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People’s Republic of China (the “**PRC**”). The 2011 Annual General Meeting was chaired by Mr. Tian Guoli, the chairman of the Bank. The holding of the 2011 Annual General Meeting was in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Bank.

Reference is made to the circular issued by the Bank on 13 April 2012 (the “**Circular**”) in connection with the 2011 Annual General Meeting. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those in the Circular.

The total number of issued Shares of the Bank as at the date of the 2011 Annual General Meeting was 46,787,327,034 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions proposed at the 2011 Annual General Meeting (except for the ordinary resolution proposed at the 2011 Annual General Meeting to consider and approve the estimate amount of the recurring related party transactions with related party entities under CITIC Group for the year 2012).

CITIC Group and its subsidiary (i.e. CITIC Limited and Gloryshare Investments Limited), being the Shareholders of the Bank holding a total of 28,938,929,004 Shares representing approximately 61.85% of the total issued share capital of the Bank as at the date of the 2011 Annual General Meeting, who have a material interest in the proposed resolution in relation to the the estimate amount of the recurring related party transactions with related party entities under CITIC Group for the year 2012, abstained from voting on the above-mentioned proposed ordinary resolution at the 2011 Annual General Meeting

in accordance with the Hong Kong Listing Rules. Therefore, there was a total number of 17,848,398,030 Shares entitling the Shareholders to attend and vote for or against the proposed ordinary resolution in relation to the estimate amount of the recurring related party transactions with related party entities under CITIC Group for the year 2012.

There were no Shares of the Bank entitling the Shareholders to attend and vote only against the resolutions at the 2011 Annual General Meeting.

A total of 23 Shareholders and duly authorized proxies, holding 38,420,355,940 Shares of the Bank and representing approximately 82.117014% of the total number of issued Shares of the Bank, were present at the 2011 Annual General Meeting. All the resolutions at the 2011 Annual General Meeting were put to vote by way of poll. Computershare Hong Kong Investor Services Limited (the Bank's H share registrar), Jun He Law Offices (the Bank's PRC legal adviser), Shareholders' representatives and the Board of Supervisors of the Bank collectively acted as the scrutineers for counting of votes at the 2011 Annual General Meeting.

## POLL RESULTS OF THE 2011 ANNUAL GENERAL MEETING

The Board is pleased to announce that all the resolutions have been duly passed at the 2011 Annual General Meeting and the details of poll results are as follows:

No.	Ordinary Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
1.	To consider and approve the report of the Board of Directors of the Bank for the year 2011	38,394,044,438 (99.931517%)	228,407 (0.000594%)	26,083,095 (0.067889%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
2.	To consider and approve the report of the Board of Supervisors of the Bank for the year 2011	38,394,044,438 (99.931517%)	228,407 (0.000594%)	26,083,095 (0.067889%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
3.	To consider and approve the Annual Report of the Bank for the year 2011	38,394,043,238 (99.931513%)	229,607 (0.000598%)	26,083,095 (0.067889%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
4.	To consider and approve the Financial Report of the Bank for the year 2011	38,394,043,238 (99.931514%)	228,407 (0.000594%)	26,084,295 (0.067892%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
5.	To consider and approve the Profit Distribution Plan of the Bank for the year 2011	38,397,568,638 (99.940689%)	3,407 (0.000009%)	22,783,895 (0.059302%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				

No.	Ordinary Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
6.	To consider and approve the Financial Budget Plan of the Bank for the year 2012	38,397,589,038 (99.940743%)	4,607 (0.000012%)	22,762,295 (0.059245%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
7.	To consider and approve the resolution on engagement of accounting firms and their service fees for the year 2012	38,386,014,238 (99.910616%)	11,579,407 (0.030139%)	22,762,295 (0.059245%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
8.	To consider and approve the appointment of Directors of the third session of the Board of Directors of the Bank:				
8.a	To re-elect Dr. Chen Xiaoxian as an executive Director of the third session of the Board of Directors of the Bank	38,329,082,871 (99.762435%)	54,305,174 (0.141345%)	36,967,895 (0.09622%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
8.b	To re-elect Dr. Cao Tong as an executive Director of the third session of the Board of Directors of the Bank	38,328,355,871 (99.760543%)	55,032,174 (0.143237%)	36,967,895 (0.09622%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
8.c	To re-elect Mr. Tian Guoli as a non-executive Director of the third session of the Board of Directors of the Bank	38,325,380,931 (99.752801%)	55,031,174 (0.143234%)	39,943,835 (0.103965%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
8.d	To re-elect Mr. Dou Jianzhong as a non-executive Director of the third session of the Board of Directors of the Bank	38,328,356,871 (99.760546%)	55,031,174 (0.143234%)	36,967,895 (0.09622%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
8.e	To re-elect Mr. Ju Weimin as a non-executive Director of the third session of the Board of Directors of the Bank	38,286,030,171 (99.650378%)	97,357,874 (0.253402%)	36,967,895 (0.09622%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
8.f	To re-elect Mr. Guo Ketong as a non-executive Director of the third session of the Board of Directors of the Bank	38,291,298,066 (99.66409%)	83,973,479 (0.218565%)	45,084,395 (0.117345%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
8.g	To re-elect Dr. Zhao Xiaofan as a non-executive Director of the third session of the Board of Directors of the Bank	38,328,356,871 (99.760546%)	55,031,174 (0.143234%)	36,967,895 (0.09622%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				

No.	Ordinary Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
8.h	To re-elect Mrs. Chan Hui Dor Lam Doreen as a non-executive Director of the third session of the Board of Directors of the Bank	38,328,356,871 (99.760546%)	55,031,174 (0.143234%)	36,967,895 (0.09622%)	38,420,355,940
The resolution was duly passed as an ordinary resolution.					
8.i	To re-elect Mr. Ángel Cano Fernández as a non-executive Director of the third session of the Board of Directors of the Bank	38,328,353,871 (99.760538%)	55,032,174 (0.143237%)	36,969,895 (0.096225%)	38,420,355,940
The resolution was duly passed as an ordinary resolution.					
8.j	To re-elect Mr. José Andrés Barreiro Hernandez as a non-executive Director of the third session of the Board of Directors of the Bank	38,148,757,637 (99.293087%)	234,628,408 (0.610688%)	36,969,895 (0.096225%)	38,420,355,940
The resolution was duly passed as an ordinary resolution.					
8.k	To re-elect Mr. Li Zheping as an independent non-executive Director of the third session of the Board of Directors of the Bank	38,375,025,438 (99.882015%)	8,363,807 (0.021769%)	36,966,695 (0.096216%)	38,420,355,940
The resolution was duly passed as an ordinary resolution.					
8.l	To re-elect Dr. Xing Tiancai as an independent non-executive Director of the third session of the Board of Directors of the Bank	38,375,022,238 (99.882006%)	8,365,007 (0.021772%)	36,968,695 (0.096222%)	38,420,355,940
The resolution was duly passed as an ordinary resolution.					
8.m	To elect Ms. Liu Shulan as an independent non-executive Director of the third session of the Board of Directors of the Bank	38,382,867,238 (99.902425%)	520,007 (0.001353%)	36,968,695 (0.096222%)	38,420,355,940
The resolution was duly passed as an ordinary resolution.					
8.n	To elect Ms. Wu Xiaoqing as an independent non-executive Director of the third session of the Board of Directors of the Bank	38,382,867,438 (99.902425%)	519,807 (0.001353%)	36,968,695 (0.096222%)	38,420,355,940
The resolution was duly passed as an ordinary resolution.					
8.o	To elect Mr. Wang Lianzhang as an independent non-executive Director of the third session of the Board of Directors of the Bank	38,382,869,238 (99.902431%)	520,007 (0.001353%)	36,966,695 (0.096216%)	38,420,355,940
The resolution was duly passed as an ordinary resolution.					

No.	Ordinary Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
9.	To consider and approve the appointment of non-employee representative Supervisors of the third session of the Board of Supervisors of the Bank:				
9.a	To re-elect Mr. Zheng Xuexue as a Supervisor of the third session of the Board of Supervisors of the Bank	38,393,622,533 (99.930419%)	2,765,512 (0.007198%)	23,967,895 (0.062383%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
9.b	To re-elect Dr. Zhuang Yumin as an external Supervisor of the third session of the Board of Supervisors of the Bank	38,396,300,638 (99.937389%)	87,407 (0.000228%)	23,967,895 (0.062383%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
9.c	To re-elect Ms. Luo Xiaoyuan as an external Supervisor of the third session of the Board of Supervisors of the Bank	38,396,299,638 (99.937387%)	88,407 (0.00023%)	23,967,895 (0.062383%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
10.	to consider and approve the resolution on the estimate amount of the recurring related party transactions with related party entities under CITIC Group for the year 2012	9,450,970,044 (99.678765%)	4,607 (0.000049%)	30,452,995 (0.321186%)	9,481,427,646
	The resolution was duly passed as an ordinary resolution.				
11.	To consider and approve the special report on related party transactions of the Bank for the year 2011	38,392,839,638 (99.928381%)	228,407 (0.000594%)	27,287,895 (0.071025%)	38,420,355,940
	The resolution was duly passed as an ordinary resolution.				
No.	Special Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
12.	To consider and approve the amendments to the Articles of Association, the Rules of Procedures of Shareholders General Meeting, the Rules of Procedures of the Board of Directors and the Rules of Procedures of the Board of Supervisors:				
12.a	To consider and approve the amendments to the Articles of Association, the Rules of Procedures of the Shareholders General Meeting and the Rules of Procedures of the Board of Directors proposed by the Board of Directors	38,383,295,438 (99.903539%)	88,607 (0.000231%)	36,971,895 (0.09623%)	38,420,355,940
	The resolution was duly passed as a special resolution.				
12.b	To consider and approve the amendments to the Articles of Association and the Rules of Procedures of the Board of Supervisors proposed by the Board of Supervisors	38,383,296,638 (99.903542%)	90,607 (0.000236%)	36,968,695 (0.096222%)	38,420,355,940
	The resolution was duly passed as a special resolution.				

## **APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS OF THE BANK**

The Board is pleased to announce that Mr. Tian Guoli, Mr. Dou Jianzhong, Mr. Ju Weimin, Mr. Guo Ketong, Dr. Zhao Xiaofan, Mrs. Chan Hui Dor Lam Doreen, Mr. Ángel Cano Fernández and Mr. José Andrés Barreiro Hernandez have been appointed as non-executive directors of the third session of the Board of the Bank; Dr. Chen Xiaoxian and Dr. Cao Tong have been appointed as executive directors of the third session of the Board of the Bank; Mr. Li Zheping, Dr. Xing Tiancai, Ms. Liu Shulan, Ms. Wu Xiaoqing and Mr. Wang Lianzhang have been appointed as independent non-executive directors of the third session of the Board of the Bank.

The biographical details of the above directors are set out below:

### **1. Non-Executive Directors:**

#### **Mr. Tian Guoli, aged 51**

Mr. Tian Guoli is the chairman and non-executive director of the Bank, and he joined the Board of the Bank in July 2011. Mr. Tian concurrently serves as the vice chairman and general manager of CITIC Group, and the vice chairman and general manager of CITIC Limited. From December 2010 to December 2011, he was vice chairman and general manager of CITIC Group. From July 2010 to December 2010, Mr. Tian was chairman of China Cinda Asset Management Limited. From April 1999 to July 2010, Mr. Tian was vice president and president of China Cinda Asset Management Corporation. From July 1983 to July 1997, he was vice president of the sub-branch, president of the sub-branch of China Construction Bank (CCB), and vice president of CCB's Beijing Branch and general manager of the Business Department at CCB head office. From July 1997 to April 1999, he was assistant to the president of CCB. Mr. Tian graduated from Hubei College of Finance and Economics. He is a senior economist with extensive experience in the financial sector.

#### **Mr. Dou Jianzhong, aged 57**

Mr. Dou Jianzhong is a non-executive director of the Bank, and he concurrently serves as executive director of CITIC Group, executive director and deputy general manager of CITIC Limited, chairman and president of CITIC Holdings Company Limited, chairman of CITIC-Prudential Life Insurance Company Limited, chairman of CITIC Offshore Helicopter Corporation Limited, director and chief executive officer of CIFH, chairman of CBI, director of CITIC International Assets Management Limited and chairman of CIAM Group Limited, director of CITIC Capital Holdings Limited, director of China Investment and Finance Limited and director of Zhonghai Trust Co., Ltd.. Mr. Dou joined CITIC Group in 1980 and the Bank in 1987. He served as vice president of the Bank from April 1987 to August 1994 and president of the Bank from August 1994 to December 2004. He was executive director and assistant vice president of CITIC Group from August 1994 to April 1998 and executive director and deputy general manager of CITIC Group from April 1998 to December 2011. Mr. Dou graduated from the University of International Business and Economics in Beijing and received his master's degree in economics from Liaoning University. He is a senior economist with rich experience in the financial sector.

**Mr. Ju Weimin, aged 48**

Mr. Ju Weimin is a non-executive director of the Bank, and he concurrently serves as deputy general manager, chief financial officer, secretary to the board of directors and head of the Financial Department of CITIC Limited. Mr. Ju is non-executive director of CITIC Pacific Limited, CITIC Securities Co., Ltd., CIFH, CBI, and Asia Satellite Telecommunications Co., Ltd. Mr. Ju served as assistant to director and deputy director of the Financial Department of China International Trust and Investment Corporation in charge of finance functions from 1995 to 1998. He was director of China International Trust and Investment Corporation, director of the Financial Department and chief accountant in charge of accounting and finance function of the corporation from 2000 to 2002. He was managing director of Shortridge BVI Limited in charge of corporate management from 1998 to 2000, and was chairman of CITIC Trust Co., Ltd. in charge of corporate management from 2004 to 2011. Mr. Ju is a senior economist and received his bachelor's degree in economics (majoring in accounting) from Hangzhou Institute of Electronic Engineering and master's degree in economics (majoring in accounting) from Renmin University of China.

**Mr. Guo Ketong, aged 57**

Mr. Guo Ketong is a non-executive director of the Bank. Mr. Guo is also assistant to general manager of CITIC Limited. He served as assistant to the general manager of CITIC Group from February 2010 to December 2011 and concurrently as director of CITIC Group from April 2006 to December 2011. From December 2006 to April 2008, Mr. Guo was a member of the board of supervisors of the Bank. He has been head of Human Resources and Education Department of CITIC Group since March 2000. Before that, Mr. Guo was a director of CITIC Australia Pty. Ltd. and CITIC Real Estate. From June 1986 to March 2000, he was deputy director, director assistant, division director and deputy division director of the Human Resources and Education Department of CITIC Group. Mr. Guo is an economist with an associate's degree from Renmin University of China.

**Dr. Zhao Xiaofan, aged 48**

Dr. Zhao Xiaofan is a non-executive director of the Bank. Dr. Zhao worked for the Bank from July 1986 to November 2011. Since November 2011, Dr. Zhao has been general manager of the Financial Department of CITIC Group and served concurrently as non-executive director of the Bank. He was executive director of the Bank from August 2010 to November 2011, and vice president of the Bank from December 2001 to November 2011. He served as general manager of the Business Department of the Bank's Head Office from April 2006 to April 2010 and president assistant of the Bank from August 1998 to December 2001. From April 1995 to August 1998, he served as staff member of the Bank's accounting department, deputy section chief, section chief and deputy general manager of the Bank's General Division and general manager of the Planning and Finance Department of the Bank. Dr. Zhao is a senior accountant. He graduated from Renmin University of China with a bachelor's degree in finance and accounting, and received a master's degree in international finance from Liaoning University and a doctor's degree in finance from the School of Economics of Peking University.

### **Mrs. Chan Hui Dor Lam Doreen, aged 58**

Mrs. Chan Hui Dor Lam Doreen is a non-executive director of the Bank. She joined the Board of the Bank in December 2006. Mrs. Chan concurrently serves as director, managing director and alternate chief executive officer of CIFH, director, president and chief executive officer of CBI and chairman of CITIC Bank International (China) Limited, HKCB Finance Limited, and CITIC Insurance Brokers Limited. She used to serve as a director on the Board of CITIC Group until 26 December 2011. Mrs. Chan has extensive experiences in credit and risk management, human resources and strategic development. Mrs. Chan serves concurrently as a member of the Council of the Hong Kong Baptist University, the board of governors of university foundation and finance committee of Hong Kong Baptist University, she also serves on the board of Haven of Hope Christian Service and chairs the China Graduate School of Theology. Before joining CIFH, Mrs. Chan was in charge of the Retail Banking Department of Standard Chartered Bank (Hong Kong) Limited. She has over 35 years of extensive experience in the banking sector.

### **Mr. Ángel Cano Fernández, aged 50**

Mr. Ángel Cano Fernández is a non-executive director of the Bank and he joined the Board of the Bank in May 2010. Mr. Cano is the chief operation officer of BBVA. From 1984 to 1991, Mr. Cano worked at Arthur Andersen, specializing in the field of Finance. From 1991 to 1998, he worked at Argentaria as an Assistant Controller, mainly responsible for the development of all the accounting functions, including the preparation of financial statements of the parent company, as well as all the entities within the Argentaria Group. From 1998 to 2001, he was appointed controller and member of the Executive Committee. Mr. Cano continued as controller of the new entity following the merger of BBV and Argentaria. Between 2001 and 2003, Mr. Cano held the position of chief financial officer of BBVA and continued as member of the Executive Committee. In January 2003, Mr. Cano was appointed director of the Human Resources and Services for the BBVA Group. Since December 2005, Mr. Cano takes the lead of Technology of the BBVA Group and the head of Human Resources and Information Technology. Since January 2006, he has also become responsible for the Global Transformation of the BBVA Group. Since September 2009 till present, Mr. Cano was appointed president and chief operating officer of BBVA. He received his bachelor's degree in economics and business administration from University of Oviedo (Spain).

### **Mr. José Andrés Barreiro Hernandez, aged 53**

Mr. José Andrés Barreiro Hernandez is a non-executive director of the Bank, and he joined the Board of the Bank in September 2009. Mr. Barreiro is concurrently a director of CIFH, CBI and Desarrollo Urbanístico Chamartin. From 1981 to 1983, Mr. Barreiro worked in the Bank Division of the Rumasa Group. From 1983 to 1984, Mr. Barreiro worked in the Medium and Large sized corporate risk department in Banco Atlantico. From 1984 to 1987, Mr. Barreiro worked in the Capital Markets area of Chase Manhattan Bank in Madrid. From 1987 to 1994, Mr. Barreiro was head of Treasury and Capital Markets for Emerging Southern Europe (Spain, Italy, Greece, Turkey and Portugal) in Bankers Trust Co. in Madrid. From 1994 to 1998, Mr. Barreiro was head of Risk in the Treasury area of Banco Santander in Madrid. From 1998 to 1999, Mr. Barreiro was deputy general manager of Argentaria in

Madrid and head of Treasury in Spain. From 2000 to 2005, Mr. Barreiro was deputy general manager in charge of Global Markets and Distribution area of BBVA. From 2000 to 2008, Mr. Barreiro was chairman of Altura Markets AVB (a Global Futures and Options Brokerage Organization providing execution and clearing services for all products traded on all the world's listed derivatives exchanges). From 2000 to 2004, Mr. Barreiro served as director of MEF – AIAF-SENAF. From 2000 to 2006, Mr. Barreiro was a director of CIMD. From 2002 to 2004, Mr. Barreiro was chairman of SCLV – the Spanish Securities Clearing and Settlement Service. From 2002 to 2006, Mr. Barreiro was chairman of Iberclear – Promotora para la Sociedad Gestora de los Sistemas Españoles de Liquidación, S.A. (Spanish central securities depository in charge of the clearing and settlement of securities). From 2002 to 2003, Mr. Barreiro was chairman of BBVA Bolsa, SV, SA. From 2004 to present, Mr. Barreiro is member of the Board of BME – Bolsas y Mercados Españoles. From 2005 to present, Mr. Barreiro is head of Corporate & Investment Banking and member of the Executive Committee of BBVA. From 2006 to 2009, Mr. Barreiro was chairman of Próxima Alfa Investments Sgiic, S.A.. From 2007 to present, Mr. Barreiro is member of the Board of Trustees of Fundación Estudios Financieros and vice chairman of BME – Bolsas y Mercados Españoles. Mr. Barreiro graduated from Universidad Complutense de Madrid (University of Madrid), majoring in economic theory and received his bachelor's degree in economics.

Each of Mr. Tian Guoli, Mr. Dou Jianzhong, Mr. Ju Weimin, Mr. Guo Ketong, Dr. Zhao Xiaofan, Mrs. Chan Hui Dor Lam Doreen, Mr. Ángel Cano Fernández and Mr. José Andrés Barreiro Hernandez will not receive any salary or director's fee from the Bank during their term as non-executive directors of the Bank.

As of the date of this announcement, Mrs. Chan Hui Dor Lam Doreen holds 3,569,625 shares of the Bank's H shares, representing 0.0076% of the outstanding share capital of the Bank.

Each of Mr. Tian Guoli, Mr. Dou Jianzhong, Mr. Ju Weimin, Mr. Guo Ketong, Dr. Zhao Xiaofan, Mrs. Chan Hui Dor Lam Doreen, Mr. Ángel Cano Fernández and Mr. José Andrés Barreiro Hernandez has confirmed that, save as disclosed above, (1) he/she does not hold any position with the Bank or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he/she is not connected with any directors, supervisor, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) he/she does not have any interest in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement.

In addition, each of Mr. Tian Guoli, Mr. Dou Jianzhong, Mr. Ju Weimin, Mr. Guo Ketong, Dr. Zhao Xiaofan, Mrs. Chan Hui Dor Lam Doreen, Mr. Ángel Cano Fernández and Mr. José Andrés Barreiro Hernandez has confirmed that there is no other information in respect of their respective appointment that is discloseable pursuant to rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

## **2. Executive Directors:**

### **Dr. Chen Xiaoxian, aged 57**

Dr. Chen Xiaoxian is an executive director and president of the Bank and he joined the Bank in November 2004. Dr. Chen also serves as deputy general manager of CITIC Limited and non-executive director of CIFH and CBI. Dr. Chen is engaged by Dongbei University of Finance and Economics as professor and mentor for doctoral candidates, and holds professorship at Renmin University of China at the same time. From November 2004 to December 2011, Dr. Chen was executive director and deputy general manager of CITIC Group. Dr. Chen was director, executive vice president and vice president of CMB from March 2000 to October 2004. Prior to that, Dr. Chen was president of the Beijing Branch of CMB from December 1993 to March 2000. He served as division director, assistant president and vice president of the Beijing Branch of the People's Bank of China from September 1982 to December 1993. Dr. Chen is a senior economist with 29 years' experience in China's banking industry. He received a bachelor's degree in finance from Renmin University of China, a master's degree in finance from Southwestern University of Finance and Economics and a doctor's degree in finance from Dongbei University of Finance and Economics. Dr. Chen was named "Top Ten Financial Figures of the Year in China" by *The Chinese Banker Magazine* for 7 consecutive years from 2005 to 2011 and "Top Ten New Leaders in Finance of the Year" by the *China International Finance Forum* for two consecutive years in 2006 and 2007. In 2011, Dr. Chen was honored "2011 Most Valuable CEO of Listed Companies in China" by *Moneyweek*.

### **Dr. Cao Tong, aged 43**

Dr. Cao Tong is an executive director and vice president of the Bank. He joined the Bank's Board of the Bank in February 2012, and has served concurrently as director of CIFH and CBI since October 2009 and as director of CITIC-Prudential Life Insurance Company Limited since August 2009. He was president assistant of the Bank from December 2004 to December 2006 and general manager of the Retail Banking Department of the Bank from January 2005 to March 2006. Prior to that, Dr. Cao held positions such as deputy manager of the Planning and Treasury Department, manager of the Business Department, president assistant and vice president of CMB's Beijing Branch, as well as general manager of Personal Banking Department of the CMB head office and deputy head (person in charge) of the CMB Shenzhen Administrative Department. Dr. Cao worked at the Beijing Branch of the PBOC from July 1990 to January 1994. He is a senior economist with 21 years of experience in China's banking industry. Dr. Cao received his bachelor's degree in economics and master's degree in economics from Renmin University of China and his doctor's degree in finance from Dongbei University of Finance and Economics.

Dr. Chen Xiaoxian and Dr. Cao Tong will receive no director's fee from the Bank during their term as executive directors of the Bank, however, they will receive remuneration from the Bank based on their positions with the Bank, including basic salary, bonus, allowance, subsidy, employee welfare and insurance, housing fund and annuity.

Each of Dr. Chen Xiaoxian and Dr. Cao Tong has confirmed that, save as disclosed above, (1) he does not hold any position with the Bank or any of its subsidiaries and has not been a director or supervisor in any other listed companies in the past three years; (2) he is not connected with any directors, supervisor, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) he does not have any interest in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement.

In addition, each of Dr. Chen Xiaoxian and Dr. Cao Tong has confirmed that there is no other information in respect of their respective appointment that is discloseable pursuant to rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

### **3. Independent Non-Executive Directors:**

#### **Mr. Li Zheping, aged 47**

Mr. Li Zheping is an independent non-executive director of the Bank. He currently serves as executive officer and editor-in-chief of Modern Bankers Press. He was chairman of Tongxin Assets Valuation Co., Ltd. from 1995 to 2003, editor-in-chief of the Theory Column of China Securities Journal from 1993 to 1995, a teaching assistant at the China Financial Training Center from 1989 to 1993. Mr. Li is an independent director of UBS SDIC Fund Management Co., Ltd. since August 2008. Mr. Li graduated from Shanxi University of Finance and Economics with a bachelor's degree in economics, and obtained a master's degree in economics from the Graduate School of the PBOC head office.

#### **Dr. Xing Tiancai, aged 50**

Dr. Xing Tiancai is an independent non-executive director of the Bank, and he joined the Bank in February 2012. Dr. Xing is the dean of the School of Finance, a professor and mentor of doctoral candidates at Dongbei University of Finance and Economics. He concurrently serves as independent director of Bohai Ferry Co., Ltd. From July 2009 to present, Dr. Xing has been serving as independent director of Dalian Refrigeration Co., Ltd. (listed on the Shenzhen Stock Exchange). From August 1986 to December 2006, Dr. Xing successively served as deputy head of the Graduate School, head of the Enhanced Education Research Office and head of Vocational Technology College of Dongbei University of Finance and Economics, head of Huaxin Trust and Finance Research Institute of Dongbei University of Finance and Economics and head of the Key Laboratory for Finance Analysis and Simulation of Universities and Colleges in Liaoning Province. From October 1992 to December 1995, Dr. Xing worked on secondment at Dalian Municipal Joint-Stock Restructuring Office and Dalian Municipal Securities Regulatory Bureau to offer guidance and research consulting services in relation to initial public offering. Dr. Xing graduated from Dongbei University of Finance and Economics with a doctor's degree in economics.

Dr. Xing has achieved great accomplishments in fields like financial market and risk management, capital market and its regulation, operation and management of commercial banks. In recent years, Dr. Xing published more than 20 academic monographs and textbooks (as the chief editor) and published more than 50 articles in publications such as *Economic Research Journal*, *Guangming Daily* and *Studies of International Finance*. Dr. Xing has led or participated as the in-charge-person in more than 20 research projects sponsored by national or provincial governments. Dr. Xing also holds many social positions, such as member of the National Finance Major Master Degree Graduate Education Steering Committee, member of the National Research Society for Enhanced Finance and Economics Education, expert for Higher Education Evaluation of the Ministry of Education, expert for Project Appraisal and Consulting of the China Association of Small and Medium Enterprises, expert for Technology and Finance Cooperation Pilot Project Appraisal and Evaluation of the Ministry of Science and Technology, managing director of China International Finance Society, managing director of Finance Forum, managing director of Liaoning Provincial Society of Economic Reform, expert on Liaoning Provincial Philosophy and Social Science Achievements Appraisal and Review Committee, and managing director of Dalian Finance Society.

**Ms. Liu Shulan, aged 66**

Ms. Liu Shulan was born in 1945 and she retired in April 2006. Ms. Liu was an executive director and vice president of China Construction Bank Corporation from September 2004 to April 2006, vice president of China Construction Bank from February 1992 to September 2004 and served concurrently as deputy Party secretary of China Construction Bank since October 2000, general manager of the public relations department of China Construction Bank from September 1990 to February 1992, and served as vice president and deputy Party secretary of Inner Mongolia Autonomous Region Branch of China Construction Bank and concurrently served as the general manager of the Inner Mongolia Autonomous Region Branch of China Investment Bank from June 1983 to September 1990. Previously, Ms. Liu successively worked at the Department of Finance of the Inner Mongolia Autonomous Region, Finance and Tax Bureau of Ordos City, and Finance and Tax Bureau of Hangjin Qi. Ms. Liu had been worked in large state-owned commercial banks for a long time and has rich management experience in financial sector. Ms. Liu is a senior economist and graduated from Central University of Finance and Economics.

**Ms. Wu Xiaoqing, aged 58**

Ms. Wu Xiaoqing was born in 1953 and she retired in October 2008. Ms. Wu was the deputy accountant general of Sinosteel Corporation and chairman of Sinosteel Assets Management Co., Ltd. from September 2005 to October 2008, the deputy accountant general of Sinosteel Corporation and director of Sinosteel Assets Management Co., Ltd. from December 1999 to September 2005, and she successively served as the deputy head and the head of the Financial Department of Sinosteel Corporation from January 1995 to December 1999. Prior to that, Ms. Wu successively worked in the Finance Division of the Government Offices Administration of the State Council and the Finance Department of China Metallurgical Raw Materials Corporation. Ms. Wu had long been engaged in the fields of financial and accounting management, with rich working experience in financial management and accounting of large

central-government-owned enterprises and is familiar with accounting standards and relevant laws and regulations on corporate tax. Ms. Wu is a Chinese Certified Public Accountant, Senior Accountant and she graduated from the Department of Finance of Renmin University of China (majoring in accounting) with a bachelor's degree.

**Mr. Wang Lianzhang, aged 54**

Mr. Wang Lianzhang has been an independent non-executive director of the Minsheng Bank Corporation since 16 July 2006. He is also a member of the audit committee, risk management committee and nomination committee and the chairman of compensation and remuneration committee under the Board of Minsheng Bank Corporation. Mr. Wang is a director of Henderson China Properties Limited and the senior advisor to Mr. Lee Ka Kit who is the vice chairman of the board of Henderson Land Development Company Limited. Mr. Wang is also an external director of Shenzhen Yantian Port Group Co., Ltd., an independent non-executive director of ACE Life Insurance Co., Ltd. and a director of China Overseas Friendship Association and China Tongxin Warm Project Foundation. Since 1 July 2010, Mr. Wang has been appointed as a senior consultant of Keefe, Bruyette & Woods Asia Limited. Mr. Wang held various senior positions at the Royal Bank of Canada, including the assistant representative for China operations, representative of southern China, the branch manager of the Shanghai branch. Mr. Wang also held various positions at the Union Bank of Switzerland, including head of China desk and an executive director of debt capital markets. Mr. Wang previously also served as a director of China Citicorp International Limited, a merchant banking arm of Citibank. Further, Mr. Wang was the head of Greater China business of Hang Seng Bank Limited and the managing director of corporate and investment banking — Greater China of DBS Bank Limited, Hong Kong. Mr. Wang has been a member of the CPPCC Shenzhen Committee since 2002. He has served as the part-time vice chairman of the Committee for Liaison with Hong Kong, Macau, Taiwan and Overseas Chinese and Foreign Affairs as well as the chairman of the Finance Committee since 2011. Since 2011, Mr. Wang has served as the deputy head of the Finance Committee of Guangdong's Association for Promotion of Cooperation between Guangdong, Hong Kong and Macau. Mr. Wang was awarded the National Excellent Independent Director by the Shanghai Stock Exchange in 2010. Mr. Wang also received the Medal of Honour (Hong Kong SAR) from the Hong Kong SAR Government in 2011.

Each of Mr. Li Zheping, Dr. Xing Tiancai, Ms. Liu Shulan, Ms. Wu Xiaoqing and Mr. Wang Lianzhang will be entitled to an allowance of RMB300,000 (before tax) per year during his/her term as an independent non-executive director of the Bank.

Each of Mr. Li Zheping, Dr. Xing Tiancai, Ms. Liu Shulan, Ms. Wu Xiaoqing and Mr. Wang Lianzhang has confirmed that, save as disclosed above, (1) he/she does not hold any position with the Bank or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (2) he/she is not connected with any directors, supervisor, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) he/she does not have any interest in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement.

In addition, each of Mr. Li Zheping, Dr. Xing Tiancai, Ms. Liu Shulan, Ms. Wu Xiaoqing and Mr. Wang Lianzhang has confirmed that there is no other information in respect of his/her appointment that is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

The appointment of Ms. Liu Shulan, Ms. Wu Xiaoqing and Mr. Wang Lianzhang will be further subject to the approval of China Banking Regulatory Commission. Until approval of the qualification of the aforesaid independent non-executive directors by China Banking Regulatory Commission, Dr. Bai Chong-En, Dr. Xie Rong and Mr. Wang Xiangfei will temporarily remain in office as independent non-executive directors of the Bank. The other 12 re-elected directors have taken office upon approval of the relevant resolutions at the 2011 Annual General Meeting.

Each of the aforesaid directors will enter into a service contract with the Bank after the approval of his/her appointment.

## **APPOINTMENT OF SUPERVISORS OF THE THIRD SESSION OF THE BOARD OF SUPERVISORS OF THE BANK**

### **Mr. Zheng Xuexue, aged 57**

Mr. Zheng Xuexue is a supervisor of the Bank and temporarily discharging the responsibilities of the chairman of the Board of Supervisors. Mr. Zheng at present serves as the head of audit department of CITIC Group and is concurrently chief supervisor of CITIC Construction Co., Ltd., CITIC Investment Holdings Limited, CITIC Bohai Aluminium Industries Holding Company Limited, CITIC East China (Group) Co., Ltd., CITIC Asset Management Corporation Ltd., CITIC Heavy Industries Co., Ltd. and CITIC Real Estate Co., Ltd. and a supervisor of CITIC Limited and CITIC Holdings Company Limited. From April 2007 to December 2011, Mr. Zheng served as the head of audit department of CITIC Group. He was deputy head of audit department of CITIC Group and its predecessor China International Trust and Investment Corporation from March 2000 to April 2007. Mr. Zheng was cadre, vice-director, director and dean assistant of CITIC Group from March 1986 to March 2000. He worked in Beijing Municipal Public Security Bureau from March 1983 to March 1986. Mr. Zheng is a senior accountant and graduated from Renmin University of China with a bachelor degree in Economics in March 1983.

### **Dr. Zhuang Yumin, aged 49**

Dr. Zhuang Yumin is an external supervisor of the Bank. Dr. Zhuang is currently vice dean of School of Finance, and department head, professor and mentor of doctoral candidates in Monetary Finance Department of Renmin University of China. Dr. Zhuang serves concurrently as an independent director of Soochow Securities Co., Ltd. She worked in the Finance Department of Renmin University of China as deputy dean of Finance Study Unit and dean of Finance Department since 1995. From 1984 to 1995, Dr. Zhuang was deputy dean of Research Unit of Fiscal Department of Renmin University of China. She graduated from Fiscal Department of Renmin University of China, and received her master degree and then doctor degree in Economics.

### **Ms. Luo Xiaoyuan, aged 58**

Ms. Luo Xiaoyuan is an external supervisor of the Bank. Ms. Luo was general accountant of Chinese Institute of Certified Public Accountants, a member of the Test Board of and director of the Test Department and Registration Department of Chinese Institute of Certified Public Accountants. Ms. Luo is currently an independent director of Hua Xia Bank Co., Limited. Ms. Luo is a senior economist and a Certified Public Accountant (non-practice). She graduated from the Fiscal Department of Renmin University of China with a bachelor degree in accounting.

Mr. Zheng Xuexue will not receive any salary or supervisor's fee from the Bank during his term as non-employee representative supervisor of the Bank, and each of Dr. Zhuang Yumin and Ms. Luo Xiaoyuan will be entitled to an allowance of RMB300,000 (before tax) per year during their term as external supervisor of the Bank.

Each of Mr. Zheng Xuexue, Dr. Zhuang Yumin and Ms. Luo Xiaoyuan has confirmed that, save as disclosed above, (1) he/she does not hold any position with the Bank or any of its subsidiaries and has not been a director or supervisor in any other listed companies in the past three years; (2) he/she is not connected with any directors, supervisor, senior management or substantial or controlling shareholders of the Bank or any of its subsidiaries; and (3) he/she does not have any interest in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this announcement.

In addition, each of Mr. Zheng Xuexue, Dr. Zhuang Yumin and Ms. Luo Xiaoyuan has confirmed that there is no other information in respect of their respective appointment that is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

Each of the aforesaid supervisors will enter into a service contract with the Bank after the approval of his/her appointment.

### **DISTRIBUTION OF FINAL DIVIDEND**

Following the approval by the Shareholders of the Bank at the 2011 Annual General Meeting, the Board is pleased to announce the details relating to payment of the 2011 final dividend to Shareholders of the Bank as follows:

Based on the total share capital of A Share and H Share, a cash dividend of every 10 shares shall be RMB1.45 (pre-tax), which is denominated and declared in Renminbi. The dividend of A Share shall be paid in Renminbi. The dividend of H Share shall be paid in Hong Kong dollar, with the sum calculated in accordance with the average benchmark exchange rate of Renminbi released by the PBOC one week (including the date of 2011 Annual General Meeting) prior to the convening of 2011 Annual General Meeting (RMB0.814836 equivalent to HK\$1.00). Therefore, the final dividend is HK\$0.17794992 per H Share. The payment of the dividend shall be made to all Shareholders whose names appear on the register of members of the Bank as at 11 June 2012.

According to the *Notice on the Issues Concerning Administration of Individual Income Tax after abolishment of Guo Shui Fa [1993] 045 Document* (the “**Notice**”) issued by the State Administration of Taxation of the PRC on 28 June 2011, the withholding agent shall withhold the individual income tax from the dividend to be distributed by the PRC non-foreign invested enterprises whose shares have been issued in Hong Kong to the overseas resident individual shareholders. The overseas resident individual shareholders shall be able to enjoy relevant tax preference pursuant to the relevant tax agreements between the countries where they are residing and the PRC, and the relevant tax arrangement between mainland China and Hong Kong (Macau). The withholding agent usually withholds the individual income tax with a tax rate of 10%. However, the withholding tax rates for respective overseas resident individual shareholders may vary depending on the relevant agreements between the countries where they are residing and the PRC, and the relevant tax arrangement between mainland China and Hong Kong (Macau).

According to the aforesaid Notice, when the final dividend for 2011 is distributed, the Bank will withhold 10% of the dividend as individual income tax unless otherwise specified by the relevant tax regulations, tax agreements or the Notice.

For non-resident enterprise H Shareholders, the Bank will continue to withhold 10% of the dividend as enterprise income tax according to the relevant tax regulations in line with its previous practice.

If H Shareholders of the Bank have any doubt regarding the aforesaid arrangements, they are recommended to consult their tax advisors for relevant tax impact on the possession and disposal of H Shares of the Bank.

The Bank has appointed Bank of China (Hong Kong) Trustee Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) for payment of the H Share dividend, and will pay the Receiving Agent the cash dividend declared for payment to H Shareholders. The cash dividend will be distributed by the Receiving Agent and relevant cheques will be dispatched by our H Share registrar, Computershare Hong Kong Investor Service Limited, on or before 25 July 2012 to H Shareholders entitled to receive such dividend by automatic transfer or ordinary post at their own risk.

## **LAWYER’S CERTIFICATION**

Jun He Law Offices, the Bank’s PRC legal adviser, issued a legal opinion which certified and stated the following: “The convening, holding, qualification of the attendees and convenor and voting procedures of the 2011 Annual General Meeting conform to provisions of relevant laws and regulations such as the Company Law of the People’s Republic of China and Rules of Procedures of Shareholder’s General Meeting of Listed Companies as well as provisions of the articles of association of the Bank. The resolutions passed at the 2011 Annual General Meeting are lawful and valid”.

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

Beijing, the PRC

30 May 2012

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