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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 THIRD EXTRAORDINARY GENERAL MEETING  
OF 2015, THE SECOND A SHAREHOLDERS CLASS MEETING OF 2015 AND  
THE SECOND H SHAREHOLDERS CLASS MEETING OF 2015 HELD ON 16  
DECEMBER 2015  
AND  
APPOINTMENT OF A SUPERVISOR FOR THE FOURTH SESSION OF THE  
BOARD OF SUPERVISORS**

The board of directors (the “**Board**”) of China CITIC Bank Corporation Limited (the “**Bank**”) is pleased to announce that the third extraordinary general meeting of 2015 (“**Third EGM of 2015**”), the Second A Shareholders Class Meeting of 2015 and the Second H Shareholders Class Meeting of 2015 (collectively, the “**Meetings**”) were held at 9:30 a.m. on Wednesday, 16 December 2015 at the Conference Room, B1 Floor, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, the PRC. The Meetings were chaired by Ms. Li Qingping, the executive Director and the president of the Bank. Among all 9 incumbent Directors of the Bank, 3 Directors, Ms. Li Qingping, Ms. Wu Xiaoqing and Mr. Wong Luen Cheung Andrew attended the Meetings in person and the rest of the Directors were unable to attend due to other engagement. Mr. Zhu Jialin, the vice president of the Bank, and Mr. Wang Kang, secretary of the Board, attended the Meetings in person. The Meetings were convened in compliance with the relevant requirements of the Company Law of the PRC and the articles of association of the Bank. The Third EGM of 2015 and the Second A Shareholders Class Meeting of 2015 have adopted on-site voting as well as online voting. Online voting was conducted through the trading system and the designated voting system of the Shanghai Stock Exchange and

was participated by the holders of A Shares of the Bank. The Second H Shareholders Class Meeting of 2015 has adopted on-site voting.

References are made to the circular dated 16 November 2015 (the “**Circular**”) issued by the Bank in connection with the Meetings. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The total number of issued Shares with voting rights as at the date of the Meetings were 44,494,748,034 Shares, comprising 31,905,164,057 A Shares and 12,589,583,977 H Shares, which were the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the Third EGM of 2015, the Second A Shareholders Class Meeting of 2015 and the Second H Shareholders Class Meeting of 2015<sup>1</sup>.

For the Meetings, no Shareholders of the Bank shall abstain from voting in favour at the Meetings as set out in Rule 13.40 of the Hong Kong Listing Rules. None of the Shareholders has stated his or her intention in the Circular to vote against or to abstain from voting on any of the resolutions at the Meetings.

24 Shareholders and duly authorized proxies, holding 35,533,020,604 Shares of the Bank and representing approximately 79.858910% of the total number of issued voting Shares of the Bank were present at the Third EGM of 2015, including 6 H Share Shareholders and duly authorized proxies, holding 6,576,619,683 H Shares of the Bank and representing approximately 14.780665% of the total number of issued voting Shares of the Bank, and 18 A Share Shareholders and duly authorized proxies, holding 28,956,400,921 A Shares of the Bank and representing approximately 65.078245% of the total number of issued voting Shares of the Bank.

A total of 17 A Shareholders of the Bank and duly authorised proxies holding a total of 28,956,274,821 A Shares, representing 90.757329% of the total voting Shares of A Shares of the Bank were present at the Second A Shareholders Class Meeting of 2015.

A total of 6 H Shareholders of the Bank and duly authorised proxies holding a total of 5,035,412,278 H Shares, representing 39.996653% of the total voting Shares of H Shares of the Bank were present at the Second H Shareholders Class Meeting of 2015<sup>2</sup>.

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<sup>1</sup> The total voting Shares and the total voting Shares of H Shares of the Bank exclude 2,292,579,000 H Shares of the Bank held by the Shareholder Summit Idea Limited (冠意有限公司). According to the articles of association of the Bank, the abovementioned Shares are fully pledged, which have no voting rights at the Third EGM of 2015 and the Second H Shareholders Class Meeting of 2015.

<sup>2</sup> The total voting Shares and the total voting Shares of H Shares of the Bank exclude 2,292,579,000 H Shares of the Bank held by the Shareholder Summit Idea Limited (冠意有限公司). According to the articles of association of the

The resolutions proposed at the Meetings were voted by poll. Computershare Hong Kong Investor Services Limited (the Bank's H share registrar), King & Wood Mallesons (the Bank's PRC legal adviser), Shareholders' representatives and Supervisors' representatives collectively acted as the scrutineers for votes counting at the Meetings.

### **POLL RESULTS OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2015**

The Board is pleased to announce that all resolutions have been duly passed at the Third EGM of 2015 and the details of poll results are as follows:

No.	Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
1.	To consider and approve the extension of the validity period of the resolution in respect of the private placement of A shares	35,532,059,987 (99.997297%)	929,617 (0.002616%)	31,000 (0.000087%)	35,533,020,604
	This resolution was duly passed as a special resolution.				
2.	To consider and approve the extension of the authorization period of the Board of Directors for handling matters in relation to the private placement of A shares	35,532,033,987 (99.997223%)	929,417 (0.002616%)	57,200 (0.000161%)	35,533,020,604
	This resolution was duly passed as a special resolution.				
3.	To consider and approve the appointment of Ms. Zhang Yanling as an independent non-executive director for the Fourth Session of the Board of Directors of the Bank	—	—	—	—
	This resolution was withdrawn pursuant to the Bank's announcement dated 11 December 2015.				

Bank, the abovementioned Shares are fully pledged, which have no voting rights at the Third EGM of 2015 and the Second H Shareholders Class Meeting of 2015.

4.	To consider and approve the appointment of Mr. Cao Guoqiang as a supervisor for the Fourth Session of the Board of Supervisors of the Bank	35,463,883,197 (99.805428%)	69,080,407 (0.194412%)	57,000 (0.000160%)	35,533,020,604
This resolution was duly passed as an ordinary resolution.					

### **POLL RESULTS OF THE SECOND A SHAREHOLDERS CLASS MEETING OF 2015**

The Board is pleased to announce that the resolution has been duly passed at the Second A Shareholders Class Meeting of 2015 and the details of poll results are as follows:

No.	Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
1.	To consider and approve the extension of the validity period of the resolution in respect of the private placement of A shares	28,956,244,611 (99.999896%)	30,210 (0.000104%)	0 (0.000000%)	28,956,274,821
This resolution was duly passed as a special resolution.					

### **POLL RESULTS OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2015**

The Board is pleased to announce that the resolution has been duly passed at the Second H Shareholders Class Meeting of 2015 and the details of poll results are as follows:

No.	Resolutions	Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
1.	To consider and approve the extension of the validity period of the resolution in respect of the private	5,034,481,871 (99.981523%)	899,407 (0.017861%)	31,000 (0.000616%)	5,035,412,278

	placement of A shares				
This resolution was duly passed as a special resolution.					

## **APPOINTMENT OF A SUPERVISOR FOR THE FOURTH SESSION OF THE BOARD OF SUPERVISORS**

The resolution in relation to the appointment of Mr. Cao Guoqiang (“**Mr. Cao**”) as a Supervisor for the fourth session of the Board of Supervisors of the Bank has been approved at the Third EGM of 2015.

The particulars of Mr. Cao are set out below:

### **Mr. Cao Guoqiang, aged 51, Chinese Nationality, with no foreign permanent residency**

Mr. Cao is a senior economist, holding a bachelor’s degree in monetary banking from Hunan College of Finance and Economics and a master’s degree in monetary banking from Shaanxi College of Finance and Economics. From July 1988 to June 1992, Mr. Cao respectively served as the senior staff member and the deputy division director at the Planning and Treasury Division of the People’s Bank of China Shaanxi Branch. From June 1992 to April 2005, Mr. Cao respectively served as the General Manager Assistant of the Planning and Treasury Department of China Merchants Bank, Director and the Deputy General Manager (person in charge) of China Merchants Bank Pawn Co., Ltd, Director of Shenzhen Speed International Investment Co., Ltd, the General Manager of the Planning and Treasury Department of China Merchants Bank Shenzhen Administrative Department, and the Deputy General Manager and General Manager of the Planning and Treasury Department of China Merchants Bank Head Office. From April 2005 to April 2006, Mr. Cao served as the General Manager of the Budget and Finance Department of the Bank. Mr. Cao served as the Assistant President of the Bank from April 2006 to March 2010 and the Vice President of the Bank from March 2010 to October 2015. Since October 2009, Mr. Cao has been concurrently serving as director of CITIC International Financial Holdings Limited and Director of China CITIC Bank International Limited. Since April 2015, Mr. Cao has been working on secondment as the General Manager of the Finance Department in CITIC Group Corporation.

Mr. Cao’s term of office will be from the date of this announcement until expiry of the fourth session of the Board of Supervisors. During his term of office as a Supervisor, Mr.

Cao will follow the Remuneration Policy of the Fourth Session of the Board of Supervisors approved by the Annual General Meeting of 2014. Mr. Cao will not receive supervisors allowances from the Bank, but will receive post-based remuneration, including basic salary, bonus, allowance, subsidy, employee welfare and insurances, housing provident fund and annuity, according to the employment contract entered into between the Bank and Mr. Cao. Mr. Cao will enter into a service contract with the Bank.

Mr. Cao 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, Supervisors, 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, Mr. Cao has confirmed that there is no other information in respect of his 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.

#### **LAWYER'S CERTIFICATION**

King & Wood Mallesons, the Bank's PRC legal adviser, issued a legal opinion which certified and stated the following: The convening, holding, qualification of the attendees and the convenor and voting procedures of the Meetings conform to provisions of relevant laws and regulations including 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 Meetings are lawful and valid.

By order of the Board of Directors

**China CITIC Bank Corporation Limited**

**CHANG Zhenming**

*Chairman*

Beijing, the PRC

16 December 2015

*As at the date of this announcement, the executive Directors of the Bank are Ms. Li Qingping and Mr. Sun Deshun; the non-executive Directors are Mr. Chang Zhenming, Mr. Zhu Xiaohuang and Mr. Zhang Xiaowei; and the independent non-executive Directors are Mr. Li Zheping, Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew and Mr. Yuan Ming.*