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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China CITIC Bank Corporation Limited (中信銀行股份有限公司), you should at once hand this circular to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**APPOINTMENT OF EXECUTIVE DIRECTOR
APPOINTMENT OF SUPERVISOR
AND
NOTICE OF THE EGM**

A letter from the Board is set out on pages 2 to 4 of this circular.

A notice of the EGM to be held at 9:30 a.m. on Friday, 23 April 2010 at the Conference Room, 16th Floor, Block C, Fuhua Mansion, No. 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC is set out on pages 5 to 6 of this circular.

A form of proxy for use at the EGM is enclosed and is also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. Shareholders who intend to attend the meeting in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 2 April 2010 °

9 March 2010

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF THE EGM	5

DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Bank” or “Company”	China CITIC Bank Corporation Limited (中信銀行股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 0998) and the Shanghai Stock Exchange (stock code: 601998), respectively
“Board” or “Board of Directors”	the board of Directors of China CITIC Bank Corporation Limited
“Director(s)”	director(s) of the Company
“EGM”	the second extraordinary general meeting in 2010 of the Bank to be held on Friday, 23 April 2010 at the Conference Room, 16th Floor, Block C, Fuhua Mansion, No. 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Share(s)”	ordinary share(s) of the Company, with a normal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shares”	ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholders”	holders of the Company’s Share(s)
“Supervisor(s)”	supervisor(s) of the Company



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)

Executive Director:

Dr. Chen Xiaoxian

Non-executive Directors:

Mr. Kong Dan

Mr. Chang Zhenming

Mr. Dou Jianzhong

Mr. Ju Weimin

Mr. Zhang Jijing

Ms. Chan Hui Dor Lam Doreen

Mr. Guo Ketong

Mr. José Andrés Barreiro Hernandez

Registered Office:

Block C, Fuhua Mansion,
No. 8 Chaoyangmen Beidajie,
Dongcheng District, Beijing
100027, the PRC

Place of Business in Hong Kong:

Level 28, Three Pacific Place,
1 Queen's Road East, Hong Kong

Independent non-executive Directors:

Dr. Bai Chong-En

Dr. Ai Hongde

Dr. Xie Rong

Mr. Wang Xiangfei

Mr. Li Zheping

9 March 2010

To the Shareholders

Dear Sir or Madam,

**APPOINTMENT OF EXECUTIVE DIRECTOR
APPOINTMENT OF SUPERVISOR
AND
NOTICE OF THE EGM**

INTRODUCTION

Reference is made to the announcement of the Bank dated 9 March 2010 in relation to the nomination of Dr. Zhao Xiaofan (**Dr. Zhao**) and Mr. Wu Beiying (**Mr. Wu**), respectively, as an executive Director and a Supervisor of the Bank.

The purpose of this circular is to give you notice of the EGM, which is set out on pages 5 to 6 of this circular and to provide you with details in respect of Dr. Zhao and Mr. Wu.

LETTER FROM THE BOARD

APPOINTMENT OF EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the EGM to approve the appointment of Dr. Zhao as an executive Director of the Bank.

The particulars of Dr. Zhao are set out below:

Dr. Zhao, aged 45, holds Chinese nationality. Dr. Zhao has been the vice president of the Bank since December 2001, and he has also served concurrently as the general manager of the business department of the Bank's headquarter from April 2006 to date. Prior to that, Dr. Zhao was the president assistant from August 1998 to December 2001, and served as the deputy general manager and then general manager of the planning and treasury department of the Bank from April 1995 to August 1998. Dr. Zhao worked as a clerk at the accounting department, deputy section chief, section chief and deputy general manager at the general office of the Bank in sequence from July 1986 to April 1995. Dr. Zhao has been working at the Bank since July 1986.

Dr. Zhao is a senior accountant. He graduated from Renmin University of China with a bachelor's degree in financial accounting, and received his master's degree in international finance from Liaoning University and a doctor's degree in finance from the School of Economics of Peking University.

Dr. Zhao will receive no director's fee from the Bank during his term as executive Director of the Bank, however, he will receive remuneration from the Bank based on his position with the Bank, including basic salary, bonus, allowance, subsidy, employee welfare and insurances, housing fund and annuity.

Dr. Zhao 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 at the date of this circular.

In addition, Dr. Zhao 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 of the Bank.

APPOINTMENT OF SUPERVISOR

An ordinary resolution will be proposed at the EGM to approve the appointment of Mr. Wu as a Supervisor of the Bank.

The particulars of Mr. Wu are set out below:

Mr. Wu, aged 59, holds Chinese nationality. Mr. Wu joined the Bank in August 1987 and served as the president assistant from December 1993 to July 1995. Mr. Wu was the vice president of the Bank from July 1995 to December 2001 and served concurrently as the president of the Bank's Beijing branch from July 1996 to September 1999, and the president of the Bank's Guangdong branch from September 1999. Mr. Wu served as the executive vice president of the Bank from October 2001 to February 2010. Mr. Wu was an executive Director of the Bank from February 2007 to February 2010.

Mr. Wu is a senior economist. He graduated from Central University of Finance and Economics with a master's degree in Money and Banking.

Mr. Wu will receive remuneration from the Bank based on his work performance during his term as Supervisor of the Bank, including basic salary, bonus, allowance, subsidy, employee welfare and insurances, housing fund and annuity.

LETTER FROM THE BOARD

Mr. Wu 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 at the date of this circular.

In addition, Mr. Wu 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 of the Bank.

THE EGM

A notice of the EGM to be held at 9:30 a.m. on Friday, 23 April 2010, is set out on pages 5 to 6 of this circular.

In order to determine the Shareholders who are entitled to attend the EGM, the Company's register of H Share Shareholders will be closed from Wednesday, 24 March 2010 to Friday, 23 April 2010 (both days inclusive) during which period no transfer of H Shares will be effected. Holders of H Shares whose names appear on the Company's register of members on Friday, 23 April 2010 are entitled to attend the meeting. In order to qualify to attend and vote at the EGM, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 23 March 2010.

A form of proxy for use at the EGM is enclosed and is also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM and voting in person if you so wish. Shareholders who intend to attend the meeting in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 2 April 2010.

PROCEDURES FOR VOTING AT THE EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll.

RECOMMENDATION

The Directors believe that the appointment of Dr. Zhao as an executive Director of the Bank and the appointment of Mr. Wu as a Supervisor of the Bank are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolutions to be proposed at the EGM in connection with the appointment of Dr. Zhao as an executive Director of the Bank and the appointment of Mr. Wu as a Supervisor of the Bank.

By order of the Board of Directors of
China CITIC Bank Corporation Limited
KONG Dan
Chairman



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)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2010

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting in 2010 (the *EGM*) of China CITIC Bank Corporation Limited (the **Bank**) will be held at 9:30 a.m. on Friday, 23 April 2010 at the Conference Room, 16/F, Block C, Fuhua Mansion, No. 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People's Republic of China to consider and, if thought fit, to pass the following ordinary resolutions:

1. appointment of Dr. Zhao Xiaofan as an executive director of the Bank; and
2. appointment of Mr. Wu Beiyong as a supervisor of the Bank.

By order of the Board of Directors of
China CITIC Bank Corporation Limited
KONG Dan
Chairman

Beijing, the PRC
9 March 2010

Notes:

1. Closure of register of members and eligibility for attending the EGM

Holders of H Shares are advised that the share register for H Shares will be closed from Wednesday, 24 March 2010 to Friday, 23 April 2010 (both days inclusive). Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the office of the H Share registrar of the Bank, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 23 March 2010.

2. Proxy

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. A proxy need not be a shareholder of the Bank.

NOTICE OF THE EGM

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorisations document must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the office of the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

3. Reply Slip

Holders of H Shares who intend to attend the EGM in person or by proxy should return the reply slip to the office of the H Share Registrar of the Bank, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 2 April 2010.

4. Contact details of the Bank

Contact Address: Block C, Fuhua Mansion, 8 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People's Republic of China.

Postcode: 100027

Contact Person: SONG Huajie, SHI Chuanyu

Contact Telephone: (86 10) 6555 8000

Contact Fax: (86 10) 6555 0809

5. Procedures for voting at the EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll.

6. Other business

The EGM is expected to require approximately half of a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.

Shareholders or their proxies attending the EGM shall produce their identity documents.

As at the date of this notice, the executive director of the Bank is Dr. Chen Xiaoxian; the non-executive directors are Mr. Kong Dan, Mr. Chang Zhenming, Mr. Dou Jianzhong, Mr. Ju Weimin, Mr. Zhang Jijing, Ms. Chan Hui Dor Lam Doreen, Mr. Guo Ketong 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.