

# Implementation Rules for the Accumulative Voting Mechanism of China CITIC Bank Corporation Limited

## Chapter I General Provisions

**Article 1** To ensure all shareholders can adequately exercise their rights and safeguard the interests of all shareholders, including small and medium investors, of China CITIC Bank Corporation Limited (hereinafter referred to as “the Bank”), the *Implementation Rules for the Accumulative Voting Mechanism of China CITIC Bank Corporation Limited* (hereinafter referred to as “the Rules”) is hereby formulated in accordance with the applicable laws, regulations, codes including the *Company Law of the People’s Republic of China*, the *Code of Corporate Governance for Listed Companies* and the *Guidelines for Articles of Association of Listed Companies* issued by the China Securities Regulatory Commission, and the *Articles of Association of China CITIC Bank Corporation Limited* (the “Articles of Association of the Bank”).

**Article 2** For the purpose of the Rules, the accumulative voting mechanism means when directors or supervisors are elected at a general meeting of shareholders, each ordinary share (preferred share with restored voting rights) shall own the voting rights in the number same as the directors or supervisors to be elected. The voting rights owned by shareholders may be available for centralized use.

**Article 3** The accumulative voting mechanism can be used in the election of directors and supervisors according to the Articles of Association of the Bank or the resolutions reached by a general meeting of shareholders. The accumulative voting mechanism shall be adopted, when a single shareholder of the Bank and its person acting in concert own at least 30% shares of the Bank and over two directors or supervisors need to be elected at a general meeting of shareholders.

In the notice for a general meeting of shareholders, the Board of Directors shall indicate whether the upcoming election of directors or supervisors will adopt the accumulative voting mechanism.

**Article 4** The Rules shall apply to the circumstances where the accumulative voting mechanism will be adopted to elect two or more directors or supervisors according to the Articles of Association of the Bank or the resolutions reached by a general meeting of shareholders.

**Article 5** For the purpose of the Rules, directors refer to executive directors, non-executive directors, and independent directors. For the purpose of the Rules, supervisors include shareholder representative supervisors and external supervisors, but exclude employee representative supervisors. Employee representative supervisors shall be elected or replaced by the Employee Representative Conference of the Bank or through other democratic procedures. The Rules won’t apply to the election of such supervisors.

## **Chapter II Nomination of Candidates for Directors or Supervisors**

**Article 6** Candidates for executive directors and non-executive directors shall be nominated by the Board of Directors or shareholders individually or jointly holding 3% or more of the total number of the voting shares of the Bank. The Board of Directors, the Board of Supervisors or the shareholders individually or jointly holding 1% or more of the total shares issued by the Bank can nominate the independent director candidates.

Candidates for shareholder representative supervisors shall be nominated by the Board of Supervisors or shareholders individually or jointly holding 3% or more of the total number of the voting shares of the Bank. Candidates for external supervisors shall be nominated by the Board of Supervisors or the shareholders individually or jointly holding 1% or more of total shares issued by the Bank.

A shareholder and its related parties shall not nominate candidates for directors and supervisors at the same time. If the director (supervisor) candidate nominated by a shareholder and its related parties has sat on the Board of Directors (Supervisors), the aforesaid shareholder shall not nominate other supervisor (director) candidates until the end of this director's (supervisor's) term or having his post changed. In principle, the number of directors nominated by the same shareholder and its related parties shall not exceed one third of the total number of Board members, unless otherwise stipulated by the state.

Shareholders who have nominated directors cannot nominate independent directors.

**Article 7** The Nomination and Remuneration Committee under the Board of Directors shall conduct a preliminary review on the qualification and conditions of director candidates before submitting the eligible ones to the Board of Directors for review. Upon the approvals of the Board of Directors, the candidates' name list shall be submitted to a general meeting of shareholders in the form of written proposal.

The Nomination Committee under the Board of Supervisors shall conduct a preliminary review on the qualification and conditions of supervisor candidates before submitting the eligible ones to the Board of Supervisors for review. Upon the approvals of the Board of Supervisors, the candidates' name list shall be submitted to a general meeting of shareholders in the form of written proposal.

**Article 8** Before the notice of a general meeting of shareholders is announced, candidates for directors and supervisors shall make a written commitments specifying his/her consent to be nominated, his/her representation that his/her particulars as disclosed are true, accurate and complete, and the guaranty to faithfully fulfill his/her obligations as a Director or Supervisor if so elected.

**Article 9** The intention to nominate candidates for directors and supervisors, the written notice of the director and supervisor candidates' consent to be nominated, as well as relevant written materials of the nominees shall be delivered to the Bank not less than 7 days before a general meeting of shareholders is announced in the form of notice. Nominators shall provide resumes and basic details of the candidates for directors and supervisors to shareholders.

## **Chapter III Election of Candidates for Directors and Supervisors**

**Article 10** When the accumulative voting mechanism is adopted, before the candidates for directors and supervisors are voted on a general meeting of shareholders, the chairperson of the upcoming meeting or the person designated by him/her shall notify the shareholders in presence that the accumulative voting mechanism will be adopted to elect directors and supervisors. The secretary of the Board of Director or the person designated by him/her shall state and explain the accumulative voting mechanism, way to fill in votes, and other relevant aspects according to the requirements of the shareholders attending the meeting on the spot.

**Article 11** When the accumulative voting mechanism is adopted to elect executive directors, non-executive directors, and independent directors according to the Articles of Association of the Bank, the candidates for executive directors, non-executive directors, and independent directors shall be listed and presented in different proposal groups and submitted to the upcoming general meeting of shareholders for voting purpose.

When the accumulative voting mechanism is adopted to elect shareholder representative supervisors and external supervisors according to the Articles of Association of the Bank, the candidates for shareholder representative supervisors and external supervisors shall be listed and presented in different proposal groups and submitted to the upcoming general meeting of shareholders for voting purpose.

Shareholders shall cast their votes for each candidate under every proposal group.

**Article 12** With the accumulative voting mechanism adopted for electing directors and supervisors, when the number of candidates under each proposal group is equal to that of directors and supervisor to be elected in the category, the single-candidate election shall be adopted; and when the number of candidates under a candidate group nominated by all proposals is larger than the number of directors and supervisors to be elected in the category, marginal election shall be adopted under the proposal group.

**Article 13** Under each proposal group, the fact that a shareholder present at the upcoming general meeting of proposal owns each voting share means the shareholder possesses the number of votes same as the number of directors or supervisors to be elected under the proposal group. In other words, the accumulative votes owned by each shareholder under a proposal group are equal to the voting shares owned by the shareholder multiplied by the number of directors or supervisors to be elected under the proposal group.

All votes available for shareholders under a proposal group shall be allocated among the candidates under the proposal group. These votes can be casted to a single candidate. Alternatively, they can be casted to different candidates in any combination.

**Article 14** The number of votes shareholders cast under a proposal group may not exceed the number of votes they actually own under the proposal group. The number of candidates shareholders vote for under each proposal group may not exceed the number of directors or supervisors to be elected under the proposal group.

**Article 15** After the voting process ends, the votes under each proposal group shall be counted on an accumulative basis.

If the votes filled in by shareholders or his/her proxies at the on-site general meeting of shareholders are incorrectly filled in, invalidated, illegible in handwriting, or unvoted, these votes shall be deemed as abstention.

If the number of votes cast by shareholders for candidates under a proposal group exceeds the number of votes entitled to shareholders under the proposal group, the votes casted under the proposal group shall constitute invalid votes. If the votes casted by shareholders for candidates under a proposal group are less than the number of votes entitled to shareholder under the proposal group, the casted votes shall be deemed valid but the difference shall be regarded as abstaining from voting.

In the marginal election, if the number of votes cast by shareholders for candidates under a proposal group exceeds the number of votes entitled to shareholders under the proposal group, the votes casted under the proposal group shall constitute invalid votes.

## **Chapter IV Election of Directors or Supervisors**

**Article 16** In the single-candidate election, a candidate shall be elected by winning more than a half of the voting rights (non-accumulative) held by the ordinary shareholders (including preferred shareholders with restored voting rights (shareholder proxies included)) attending the general meeting of shareholders.

When the number of actually elected directors and supervisors under a proposal group is less than the number of those that should be elected, the unelected candidates shall be elected by another general meeting of shareholders. The total number of voting rights shall be accumulated according to the number of directors and supervisors of such type at that time.

**Article 17** In the marginal election, when the number of candidates who win more than a half of the voting rights (non-accumulative) held by the ordinary shareholders (including preferred shareholders with restored voting rights (shareholder proxies included)) attending the general meeting of shareholders is equal to or less than the number of directors or shareholders that should be elected under the corresponding category, these candidates shall be elected.

If the number of candidates who win more than a half of the voting rights (non-accumulative) held by the ordinary shareholders (including preferred shareholders with restored voting rights (shareholder proxies included)) attending the general meeting of shareholders is larger than the number of directors

or shareholders that should be elected under the corresponding category, these candidates shall be ranked and elected by the number of their votes, and the number of finally elected candidates shall be up to the number of directors or supervisors that should be elected under the corresponding category.

Where two or more candidates receive the same number of votes, these candidates shall be re-elected by convening another general meeting of shareholders. The total number of voting rights shall be accumulated according to the number of directors and supervisors of such type at that time.

When the number of actually elected directors and supervisors under a proposal group is less than the number of those that should be elected, the unelected candidates shall be elected by another general meeting of shareholders. The total number of voting rights shall be accumulated according to the number of directors and supervisors of such type at that time.

**Article 18** If the number of finally elected directors or supervisors fail to reach the minimum quorum as prescribed by the Articles of Association of the Bank or applicable laws or regulations, another general meeting of shareholders shall be convened within two months after the current meeting to elect the missing directors and supervisors.

## **Chapter V Supplementary Provisions**

**Article 19** The references “less than” and “more than” herein shall not include the number immediately following them, and “at least” herein shall include the number immediately following them.

**Article 20** When the accumulative voting mechanism is adopted to elect directors or supervisors, only affirmative votes casted for each director or supervisor candidate shall be counted, with negative or abstention votes overlooked.

**Article 21** If any matters are unmentioned herein or the Rules once taking effect is in inconsistent with any applicable law, regulation, normative document or the Articles of Association of the Bank, the latter shall prevail.

**Article 22** The power to interpret and revise the Rules shall rest with the Board of Directors.

**Article 23** The Rules shall take effect from the date of review and approval by a general meeting of shareholders. This is also true for any amendment to the Rules.