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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)**

## **NOTICE OF THE ANNUAL GENERAL MEETING OF 2023**

Notice is hereby given that the Annual General Meeting of 2023 (the “**2023 AGM**”) of the China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m. on Thursday, 20 June 2024 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) to consider and, if thought fit, to approve the following resolutions:

### **BY ORDINARY RESOLUTIONS NON-ACCUMULATIVE VOTING RESOLUTIONS**

1. Proposal regarding the Annual Report of China CITIC Bank Corporation Limited for the Year 2023
2. Proposal regarding the Financial Report of China CITIC Bank Corporation Limited for the Year 2023
3. Proposal regarding the Profit Distribution Plan of China CITIC Bank Corporation Limited for the Year 2023
4. Proposal regarding the Financial Budget Plan of China CITIC Bank Corporation Limited for the Year 2024
5. Proposal regarding the Engagement of Accounting Firms and Their Fees for the Year 2024
6. Proposal regarding the Special Report of Related Party Transactions of China CITIC Bank Corporation Limited for the Year 2023

7. Proposal regarding the Report of the Board of Directors of China CITIC Bank Corporation Limited for the Year 2023
8. Proposal regarding the Report of the Board of Supervisors of China CITIC Bank Corporation Limited for the Year 2023
9. Proposal on the Director Remuneration Policy of the Seventh Session of the Board of Directors
10. Proposal on the Supervisor Remuneration Policy of the Seventh Session of the Board of Supervisors

### **ACCUMULATIVE VOTING RESOLUTIONS**

- 11.00 Proposal on the Appointment of Executive Directors of the Seventh Session of the Board of Directors
- 11.01 Proposal on the Appointment of Mr. Fang Heying as an Executive Director of the Seventh Session of the Board of Directors
- 11.02 Proposal on the Appointment of Mr. Liu Cheng as an Executive Director of the Seventh Session of the Board of Directors
- 11.03 Proposal on the Appointment of Mr. Hu Gang as an Executive Director of the Seventh Session of the Board of Directors
- 12.00 Proposal on the Appointment of Non-Executive Directors of the Seventh Session of the Board of Directors
- 12.01 Proposal on the Appointment of Mr. Cao Guoqiang as a Non-Executive Director of the Seventh Session of the Board of Directors
- 12.02 Proposal on the Appointment of Ms. Huang Fang as a Non-Executive Director of the Seventh Session of the Board of Directors
- 12.03 Proposal on the Appointment of Mr. Wang Yankang as a Non-Executive Director of the Seventh Session of the Board of Directors
- 13.00 Proposal on the Appointment of Independent Directors of the Seventh Session of the Board of Directors
- 13.01 Proposal on the Appointment of Mr. Liu Tsz Bun Bennett as an Independent Director of the Seventh Session of the Board of Directors

- 13.02 Proposal on the Appointment of Mr. Zhou Bowen as an Independent Director of the Seventh Session of the Board of Directors
- 13.03 Proposal on the Appointment of Mr. Wang Huacheng as an Independent Director of the Seventh Session of the Board of Directors
- 13.04 Proposal on the Appointment of Ms. Song Fangxiu as an Independent Director of the Seventh Session of the Board of Directors
- 14.00 Proposal on the Appointment of External Supervisors of the Seventh Session of the Board of Supervisors
- 14.01 Proposal on the Appointment of Mr. Wei Guobin as an External Supervisor of the Seventh Session of the Board of Supervisors
- 14.02 Proposal on the Appointment of Ms. Sun Qixiang as an External Supervisor of the Seventh Session of the Board of Supervisors
- 14.03 Proposal on the Appointment of Mr. Liu Guoling as an External Supervisor of the Seventh Session of the Board of Supervisors
- 15.00 Proposal on the Appointment of Shareholder Representative Supervisor of the Seventh Session of the Board of Supervisors
- 15.01 Proposal on the Appointment of Ms. Li Rong as a Shareholder Representative Supervisor of the Seventh Session of the Board of Supervisors

**BY SPECIAL RESOLUTIONS  
NON-ACCUMULATIVE VOTING RESOLUTIONS**

- 16. Proposal regarding the Shareholder Return Plan of China CITIC Bank Corporation Limited for the Years 2024-2026
- 17. Proposal regarding the Report of the Use of Proceeds from the Previous Issuance of China CITIC Bank Corporation Limited
- 18. Proposal regarding the Extension of the Effective Period of the Resolutions in relation to the Rights Issue

In addition, pursuant to regulatory requirements, at the 2023 AGM, Shareholders will listen to the *2023 Work Report of Independent Directors of China CITIC Bank Corporation Limited*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Board of Directors and its Members' Annual Performance Assessment*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited and its Member's Annual Performance*

*Assessment, the 2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Annual Performance Assessment of Senior Management and its Members, and the 2023 Report on Equity Management of Principal Shareholders of China CITIC Bank Corporation Limited.*

By Order of the Board of Directors  
**China CITIC Bank Corporation Limited**  
**Fang Heying**  
*Chairman*

Beijing, the PRC  
2 May 2024

*As at the date of this notice, the executive directors of the Bank are Mr. Fang Heying (Chairman) and Mr. Liu Cheng (President); the non-executive directors are Mr. Cao Guoqiang, Ms. Huang Fang and Mr. Wang Yankang; and the independent non-executive directors are Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu.*

Notes:

**1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2023 AGM**

Holders of A shares and H shares are regarded as the same class of shareholders in voting. Holders of H shares should note that the register of members of the Bank will be closed from Tuesday, 21 May 2024 to Thursday, 20 June 2024 (both days inclusive) during which period no H share transfer will be registered. All shareholders appearing on the register of members of the Bank on Thursday, 20 June 2024 are entitled to attend and vote at the 2023 AGM. Holders of H shares of the Bank who intend to attend the 2023 AGM but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the office of the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 20 May 2024.

**2. ARRANGEMENT ON FINAL DIVIDEND DISTRIBUTION**

The Board of Directors of the Bank has recommended the distribution of a final cash dividend for ordinary shares of RMB3.56 (pre-tax) per 10 shares to shareholders with the total share capital of A shares and H shares as the base, giving a total cash dividend of RMB17.432 billion for the year 2023. As the A-share convertible corporate bonds issued by the Bank are in the conversion period, if the total share capital of the Bank changes before the A share equity registration date of this dividend payment, it is planned to keep the total dividend unchanged and adjust the distribution ratio per share accordingly. These dividends shall be denominated and declared in RMB, and shall be paid to A Shareholders in RMB and to H Shareholders in HKD. The actual dividends amount to be paid in HKD will be calculated based on the average benchmark exchange rate for RMB to HKD announced by the People's Bank of China one week before the date of the 2023 AGM (the date of the 2023 AGM inclusive).

If the Bank's proposal for final dividend distribution is approved by the shareholders at the forthcoming 2023 AGM, the Bank will engage Bank of China (Hong Kong) Trustees Ltd. as the receiving agent in Hong Kong for payment of the H share dividend. The final dividend will be distributed by the receiving agent to the H shareholders of the Bank as shown on the Bank's register of members on Tuesday, 2 July 2024. It is expected that the Bank will pay the 2023 final dividends to its shareholders on Thursday, 18 July 2024. If there is any change to the expected dividend distribution date, the Bank will publish an announcement regarding such changes.

**3. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR 2023 FINAL DIVIDEND DISTRIBUTION**

Holders of H shares should note that the register of members of the Bank will be closed from Thursday, 27 June 2024 to Tuesday, 2 July 2024 (both days inclusive) during which period no H share transfer will be registered. All shareholders appearing on the register of members of the Bank on Tuesday, 2 July 2024 are entitled to 2023 final dividend distribution. Holders of H shares of the Bank who wish to receive the final dividend (subject to approval by the shareholders at the forthcoming 2023 AGM) but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 26 June 2024.

#### **4. ACCUMULATIVE VOTING MECHANISM**

Certain proposals are subject to accumulative voting mechanism. The general meeting of the Bank will list and present executive directors, non-executive directors, independent directors, external supervisors and shareholder representative supervisors in five proposal groups, and will number each candidate under each proposal group separately. Shareholders shall cast their votes for each candidate under every proposal group. Shareholder's declared number of shares indicates the number of election votes. 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. For example, if a shareholder holds 100 shares of the Bank and there is a total of three executive directors to be elected as executive directors in the proposal group for the election of executive directors, the shareholder shall have 300 votes in the proposal group for the election of executive directors.

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 whom shareholders vote for under each proposal group may not exceed the number of directors or supervisors to be elected under the proposal group. Shareholders can cast all votes available under certain proposal group, as they wish, to a single candidate or to different candidates in any combination. After the voting process ends, the votes for each proposal 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.

#### **5. APPOINTMENT OF PROXY**

Any shareholder entitled to attend and vote at the 2023 AGM is entitled to appoint one or more proxies to attend and vote at the meeting on behalf of him/her. A proxy need not be a shareholder of the Bank. The proxy form shall be in writing and signed by the shareholder or of his/her attorney duly authorized in writing or, if the shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorized attorney. If the proxy form is signed by the attorney of the shareholder, the power of attorney or other authorization document authorizing the attorney to sign the proxy form must be notarized.

In order to be valid, H shareholders shall lodge the proxy form, together with the power of attorney or other authority (if any), by hand or post, to the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the 2023 AGM (i.e. not later than 9:30 a.m. on Wednesday, 19 June 2024). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2023 AGM.

**6. REPLY SLIP**

H shareholders who intend to attend the 2023 AGM in person or by proxy shall deliver the reply slip to the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, on or before Friday, 31 May 2024.

**7. CONTACT INFORMATION OF THE BANK**

Address: CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing

Postal Code: 100020

Contact persons: DENG Zhihan, ZHAO Yuan

Tel.: (8610) 6663 8188

Fax: (8610) 6555 9255

**8. PROCEDURE OF VOTING AT THE 2023 AGM**

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the 2023 AGM must be taken by poll.

**9. OTHER BUSINESS**

Shareholders attending the 2023 AGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2023 AGM shall provide their identity documents.

**10. DATES AND TIME**

Reference to dates and time in this notice are to Hong Kong dates and time.