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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 stockbroker or other 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 (中信银行股份有限公司), 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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# 中信银行股份有限公司 China CITIC Bank Corporation Limited

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 998)

## ANNUAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024 FINANCIAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR

2024

## PROFIT DISTRIBUTION PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024

## FIXED ASSETS INVESTMENT BUDGET PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2025

## NO NEED TO PREPARE THE REPORT OF THE USE OF PROCEEDS FROM THE PREVIOUS ISSUANCE

## EXTENSION OF THE EFFECTIVE PERIOD OF THE GENERAL MEETING RESOLUTIONS IN RELATION TO THE RIGHTS ISSUE

## ENGAGEMENT OF ACCOUNTING FIRMS AND THEIR FEES FOR THE YEAR 2025

## REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024

## REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2024

## NOTICE OF THE ANNUAL GENERAL MEETING OF 2024

AND

## NOTICE OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2025

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The 2024 AGM and the 2025 Second H Shareholders Class Meeting are to be held at 9:30 a.m. on Friday, 20 June 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the PRC. The notice of the annual general meeting of 2024 and the notice of the Second H Shareholders Class Meeting of 2025 are enclosed in the circular and have been published on the HKEXnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.citicbank.com](http://www.citicbank.com)) on 15 May 2025.

Shareholders who intend to attend the meeting(s) in person or by proxy should complete the reply slip published on the HKEXnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.citicbank.com](http://www.citicbank.com)) on 15 May 2025 and sent on 16 May 2025 in accordance with the instructions printed thereon and return the same to the office of the H Share registrar of the Bank 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 Wednesday, 18 June 2025.

If you intend to appoint a proxy to attend the 2024 AGM and/or the 2025 Second H Shareholders Class Meeting, please complete the proxy form(s) sent on 16 May 2025, which have been published on the HKEXnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.citicbank.com](http://www.citicbank.com)) on 15 May 2025, according to the instructions printed thereon and return the same at least 24 hours before the time fixed for holding the 2024 AGM and the 2025 Second H Shareholders Class Meeting (i.e., not later than 9:30 a.m. on Thursday, 19 June 2025). Completion and return of the proxy form will not preclude you from attending in person and voting at the 2024 AGM and/or the 2025 Second H Shareholders Class Meeting if you so wish.

References to dates and time in this circular are to Hong Kong dates and time.

16 May 2025

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## DEFINITIONS

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

|  |   |
|--|---|
| “2024 AGM”                                 | the Annual General Meeting of 2024 of the Bank to be held at 9:30 a.m. on Friday, 20 June 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the PRC  |
| “2025 Second H Shareholders Class Meeting” | the Second H Shareholders Class Meeting of 2025 of the Bank to be held at 9:30 a.m. on Friday, 20 June 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the PRC   |
| “A Shareholder(s)”                         | holder(s) of A Shares   |
| “A Share(s)”                               | ordinary share(s) of the Bank, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB  |
| “Articles of Association”                  | the <i>Articles of Association of China CITIC Bank Corporation Limited</i> (as amended from time to time)   |
| “Bank” or “China CITIC Bank”               | 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: 998) and the Shanghai Stock Exchange (stock code: 601998), respectively, and unless the text requires otherwise, including all its subsidiaries |
| “Board of Directors” or “Board”            | the Board of Directors of the Bank  |
| “Board of Supervisors”                     | the Board of Supervisors of the Bank  |
| “CSRC”                                     | China Securities Regulatory Commission  |
| “Director(s)”                              | director(s) of the Bank   |
| “HKD”                                      | Hong Kong dollars, the lawful currency of Hong Kong   |
| “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   |

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## DEFINITIONS

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|                           |  |
|---------------------------|--|
| “H Shareholder(s)”        | holder(s) of H Shares  |
| “H Share(s)”              | ordinary share(s) of the Bank, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in HKD                        |
| “Latest Practicable Date” | 12 May 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion herein |
| “PRC” or “China”          | the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan          |
| “RMB”                     | Renminbi, the lawful currency of the PRC   |
| “Shareholder(s)”          | the holder(s) of the Bank’s Share(s)   |
| “Share(s)”                | the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Bank, including A Shares and H Shares                                   |
| “Supervisor(s)”           | supervisor(s) of the Bank  |

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LETTER FROM THE BOARD

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**中信銀行**  
CHINA CITIC BANK

**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 Directors:*

Mr. Fang Heying (*Chairman*)  
Mr. Hu Gang

*Non-executive Directors:*

Ms. Huang Fang  
Mr. Wang Yankang

*Independent non-executive Directors:*

Mr. Liu Tsz Bun Bennett  
Mr. Zhou Bowen  
Mr. Wang Huacheng  
Ms. Song Fangxiu

*Registered Office:*

6-30/F and 32-42/F, Building No. 1,  
10 Guanghua Road, Chaoyang District,  
Beijing,  
the PRC  
100020

*Principal Place of Business in Hong Kong:*

80/F, International Commerce Centre,  
1 Austin Road West,  
Kowloon, Hong Kong

16 May 2025

Dear Sir or Madam,

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## LETTER FROM THE BOARD

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**ANNUAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024  
FINANCIAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR  
2024**

**PROFIT DISTRIBUTION PLAN OF CHINA CITIC BANK CORPORATION LIMITED  
FOR THE YEAR 2024**

**FIXED ASSETS INVESTMENT BUDGET PLAN OF CHINA CITIC BANK  
CORPORATION LIMITED FOR THE YEAR 2025**

**NO NEED TO PREPARE THE REPORT OF THE USE OF PROCEEDS FROM THE  
PREVIOUS ISSUANCE**

**EXTENSION OF THE EFFECTIVE PERIOD OF THE GENERAL MEETING  
RESOLUTIONS IN RELATION TO THE RIGHTS ISSUE**

**ENGAGEMENT OF ACCOUNTING FIRMS AND THEIR FEES FOR THE YEAR 2025**

**REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024**

**REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2024**

**NOTICE OF THE ANNUAL GENERAL MEETING OF 2024**

**AND**

**NOTICE OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2025**

### INTRODUCTION

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the 2024 AGM and the 2025 Second H Shareholders Class Meeting as described below.

At the 2024 AGM, the following ordinary resolutions will be proposed: (i) Proposal regarding the *Annual Report of China CITIC Bank Corporation Limited for the Year 2024*; (ii) Proposal regarding the *Financial Report of China CITIC Bank Corporation Limited for the Year 2024*; (iii) Proposal regarding the *Profit Distribution Plan of China CITIC Bank Corporation Limited for the Year 2024*; (iv) Proposal regarding the *Fixed Assets Investment Budget Plan of China CITIC Bank Corporation Limited for the Year 2025*; (v) Proposal regarding the *Engagement of Accounting Firms and Their Fees for the Year 2025*; (vi) Proposal regarding the *Report of the Board of Directors of China CITIC Bank Corporation Limited for the Year 2024*; and (vii) Proposal regarding the *Report of the Board of Supervisors of China CITIC Bank Corporation Limited for the Year 2024*.

At the 2024 AGM, the following special resolutions will be proposed: (i) Proposal on *No Need to Prepare the Report of the Use of Proceeds from the Previous Issuance*; and (ii) Proposal regarding the *Extension of the Effective Period of the General Meeting Resolutions in Relation to the Rights Issue*.

At the 2025 Second H Shareholders Class Meeting, the following special resolution will be proposed: Proposal regarding the *Extension of the Effective Period of the General Meeting Resolutions in Relation to the Rights Issue*.

In addition, at the 2024 AGM, Shareholders will listen to the *Special Report of Related Party Transactions of China CITIC Bank Corporation Limited for the Year 2024*, the *2024 Work Report of Independent Directors of China CITIC Bank Corporation Limited*, the *2024 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Board of Directors and its Members' Annual Performance*

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## LETTER FROM THE BOARD

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*Assessment, the 2024 Report of the Board of Supervisors of China CITIC Bank Corporation Limited and its Member's Annual Performance Assessment, the 2024 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 2024 Report on Equity Management of Principal Shareholders of China CITIC Bank Corporation Limited.*

### **ANNUAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024**

An ordinary resolution will be proposed at the 2024 AGM to approve the annual report of the Bank for the year 2024. Please refer to the 2024 Annual Report of the Bank published on 29 April 2025.

### **FINANCIAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024**

An ordinary resolution will be proposed at the 2024 AGM to approve the financial report of the Bank for the year 2024. Please refer to the Bank's audited financial statements contained in the 2024 Annual Report published on 29 April 2025.

### **PROFIT DISTRIBUTION PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024**

An ordinary resolution will be proposed at the 2024 AGM to approve the profit distribution plan of the Bank for the year 2024. The profit distribution plan of the Bank for the year 2024 is as follows:

According to the *Company Law of the People's Republic of China*, the *Administrative Measures for the Provision of Reserves of Financial Enterprises* and the Articles of Association, the after-tax profit for distribution of a relevant financial year shall be calculated based on the parent company's after-tax profit as shown on the financial statements prepared in accordance with Chinese Accounting Standards. The Bank's consolidated net profit attributable to shareholders of the Bank of 2024 was RMB68.576 billion. As at 31 December 2024, the undistributed profit as at the end of the reporting period in the financial statements of the parent company of the Bank was RMB325.082 billion.

The profit distribution plan for the year 2024 is detailed as follows:

1. 10% of the net profit of the Bank in the year 2024, which is RMB6.637 billion, shall be appropriated to statutory surplus reserve.
2. General risk reserve of RMB6.065 billion shall be appropriated.
3. No discretionary reserve shall be appropriated.
4. After taking into consideration factors such as financial situation and capital position, the Bank plans to pay cash dividends to all ordinary shareholders based on the total issued Shares as registered on the Bank's register on the register date. The cash dividends for A Shareholders and H Shareholders on the register will be RMB1.722 per 10 shares (tax inclusive, the same below). Calculated according to

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## LETTER FROM THE BOARD

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the total A Shares and H Shares on register as at 4 March 2025<sup>1</sup>, which recorded 55.645 billion shares, the final cash dividends of 2024 for ordinary Shares will be RMB9.582 billion, which, together with the interim cash dividends of RMB9.873 billion (RMB1.825 cash dividend per 10 shares) already paid, will result in a total cash dividend for the year of RMB19.455 billion (RMB3.547 cash dividend per 10 shares). This represents 30.50% of the consolidated net profit attributable to the Bank's ordinary shareholders and 28.37% of the net profit attributable to shareholders of the Bank for the year. If total share capital of the Bank changes before the equity registration date of this dividend payment, it is planned to keep the total dividend unchanged and adjust the distribution ratio per share accordingly, and disclose that in relevant announcement. These dividends shall be denominated and declared in RMB, and shall be paid to A Shareholders in RMB and to H Shareholders in RMB or its equivalent 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 2024 AGM (the date of the 2024 AGM inclusive).

The Bank will not implement any plan for increasing its share capital converted from the capital reserve this year. After the profit distribution, retained undistributed profit of the Bank shall be carried forward to the next financial year and mainly to be used to replenish the Bank's capital so as to maintain reasonable capital adequacy ratio. The Bank recorded a 9.79% return on weighted average equity attributable to its ordinary shareholders in 2024 and it is expected to maintain a certain level of return and contribution in 2025. The profit distribution plan complies with the profit distribution policy specified in the Articles of Association of the Bank and the *Shareholder Return Plan of China CITIC Bank Corporation Limited for the Years 2024-2026*.

The Board of Directors prepared the profit distribution plan for the year 2024 in order to maintain the continuity and stability of the profit distribution policy and enable the Bank to maintain financial flexibility while seizing future growth opportunities.

The independent non-executive Directors of the Bank, including Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu, expressed their independent opinions as follows: The Profit Distribution Plan of China CITIC Bank for the Year 2024 is in compliance with relevant rules and requirements on annual profit distribution in laws, regulations and normative documents, consistent with the China CITIC Bank's reality and demands for long-term, sound and steady development, and has taken into consideration the overall interests of both the China CITIC Bank and its shareholders, especially minority shareholders; we agree to this proposal and agree to its submission to the 2024 AGM for deliberation.

This proposal, after being considered and approved by the Board meeting convened on 26 March 2025, is now submitted to the Shareholders' general meeting for consideration and authorization for the Board, which in turn authorizes the executive Directors and agrees the executive Directors to authorize their authorized representatives to deal with all matters in connection with the payment of dividends of ordinary Shares for the year 2024.

For overseas residents that are individual shareholders, the *Notice of the State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045* (Guo Shui Han [2011] No. 348) provides that, dividends received by such overseas residents

<sup>1</sup> The Bank's CITIC Convertible Bonds have been delisted on 4 March 2025 upon maturity.



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## LETTER FROM THE BOARD

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for their personal holding of shares issued by domestic non-foreign-invested enterprises in Hong Kong shall be subject to the payment of individual income tax under the “interest, dividend and bonus income” item, and that such individual income tax shall be withheld and paid by the withholding agents according to relevant laws at a tax rate of 10%. Where overseas residents that are individual holders of shares issued by domestic non-foreign invested enterprises listed in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between their countries of residence and China or the tax arrangements made between the Chinese mainland and Hong Kong (Macau) SAR, the tax rate for dividends under the relevant tax agreements and tax arrangements is 10% in general. For the purpose of simplifying tax administration, domestic non-foreign-invested enterprises issuing shares in Hong Kong may, upon payment of dividends, generally withhold individual income tax at the rate of 10%, without the need to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for residents of countries that have signed lower than 10% tax rate agreements, the withholding agents may file on their behalf applications for the relevant agreed preferential tax treatments, under which circumstances the over-withheld tax amounts will be refunded upon approval by the tax authorities; (2) for residents of countries that have signed higher than 10% but lower than 20% tax rate agreements, the withholding agents shall withhold individual income tax at the agreed tax rate effective at the time of dividend payment, without the need to file an application; and (3) for residents of countries without tax agreements or under other situations, the withholding agents shall withhold individual income tax at 20% upon payment of dividends.

For non-resident enterprises that are Shareholders, the *Notice of the State Administration of Taxation on the Issues Concerning Withholding Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H Shareholders that are Non-resident Overseas Enterprises* (Guo Shui Han [2008] No. 897) provides that, a PRC resident enterprise, when paying dividends for 2008 and subsequent years to H Shareholders that are non-resident overseas enterprises, enterprise income tax at a uniform rate of 10% shall be withheld and paid.

Tax matters in relation to the Shanghai-Hong Kong Stock Connect shall be handled according to the provisions of the *Notice on Relevant Taxation Policies in Connection with the Pilot Shanghai-Hong Kong Stock Connect Mechanism* of the Ministry of Finance, the State Administration of Taxation and the CSRC (Cai Shui [2014] No. 81).

### **FIXED ASSETS INVESTMENT BUDGET PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2025**

An ordinary resolution will be proposed at the 2024 AGM to approve the fixed assets investment budget plan of the Bank for the year 2025. The breakdown is as follows:

## LETTER FROM THE BOARD

*Unit: RMB100 million*

| Asset class                      | Budget       | 2024 actual<br>execution | Execution<br>rate | 2025<br>budget |
|----------------------------------|--------------|--------------------------|-------------------|----------------|
| i. General fixed assets          | 3.00         | 2.18                     | 72.6%             | 2.50           |
| ii. Special fixed assets         | 30.99        | 18.56                    | 59.9%             | 21.96          |
| Incl.: 1. Business premises      | 7.94         | 4.07                     | 51.2%             | 8.97           |
| 2. Science and technology inputs | 22.90        | 14.39                    | 62.8%             | 12.84          |
| 3. Official business vehicles    | 0.15         | 0.10                     | 67.8%             | 0.15           |
| <b>Total</b>                     | <b>33.99</b> | <b>20.74</b>             | <b>61.0%</b>      | <b>24.46</b>   |

The Bank's fixed assets investment budget for 2025 is RMB2,446 million, of which the general fixed assets budget is RMB250 million and the special fixed assets budget is RMB2,196 million.

### NO NEED TO PREPARE THE REPORT OF THE USE OF PROCEEDS FROM THE PREVIOUS ISSUANCE

A special resolution will be proposed at the 2024 AGM to approve that there is no need to prepare the report of the use of proceeds from the previous issuance.

As per the CSRC's *Guidelines of Regulatory Rules Application – Offering and Listing No.7*, “the report of the use of proceeds from the previous issuance shall cover the actual use of funds raised from all offerings within the period of less than five fiscal years from the date the proceeds were received. The report is generally prepared with the year-end as the reference date. If there have been material changes in the use of proceeds as of the latest period-end, the issuer may also provide a verified report reflecting the use of funds as of the latest period-end.”

In the past five fiscal years, the Bank has not raised funds through rights issues, additional offerings, or the issuance of convertible corporate bonds. The receipt of proceeds from the Bank's previous issuance occurred more than five fiscal years ago. In accordance with the relevant provisions, the Bank is not required to prepare a report of the use of proceeds from the previous issuance for this rights issue to existing shareholders, nor is it required to engage an accounting firm to issue an assurance report on the use of such funds.

### EXTENSION OF THE EFFECTIVE PERIOD OF THE GENERAL MEETING RESOLUTIONS IN RELATION TO THE RIGHTS ISSUE

A special resolution will be proposed at the 2024 AGM and 2025 Second H Shareholders Class Meeting to approve the extension of the effective period of the general meeting resolutions in relation to the Rights Issue.

On 23 June 2022, the Annual General Meeting of 2021, the First A Shareholders Class Meeting of 2022 and the First H Shareholders Class Meeting of 2022 of the Bank (collectively referred to as the “**Rights Issue Meetings**”) reviewed and approved the resolutions in relation to the Bank's proposed rights issue to existing

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## LETTER FROM THE BOARD

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shareholders (hereinafter referred to as the “**Rights Issue**”) including the *Proposal regarding the Rights Issue Plan of China CITIC Bank Corporation Limited*. The effective period of these resolutions is 12 months beginning on the date of approval by the Rights Issue Meetings.

The resolutions regarding the Rights Issue will expire on 22 June 2025 as per the *Proposal regarding the Extension of the Effective Period of the General Meeting Resolutions in Relation to the Rights Issue* considered and approved at the Annual General Meeting of 2022, the Second A Shareholders Class Meeting of 2023 and the Second H Shareholders Class Meeting of 2023, as well as the *Proposal regarding the Extension of the Effective Period of the General Meeting Resolutions in Relation to the Rights Issue* considered and approved at the Annual General Meeting of 2023, the Second A Shareholders Class Meeting of 2024 and the Second H Shareholders Class Meeting of 2024.

As the Rights Issue is subject to the review and approval by the Shanghai Stock Exchange and consent to registration by the CSRC, there will still be some time before the Rights Issue is implemented. To ensure the continuity and effectiveness of the Rights Issue, the Bank hereby requests the Shareholders’ general meeting to approve the extension of the effective period of the *Proposal regarding Rights Issue Plan of China CITIC Bank Corporation Limited* and other resolutions related to the Rights Issue deliberated on and approved at the Rights Issue Meetings by further 12 months from the date of its expiry to 22 June 2026.

The authorized person of the Board amended and timely disclosed the proposal of public issuance by way of the Rights Issue, the rights issue plan and other documents on 17 February 2023 and 22 February 2023 according to relevant authorization respectively. For the details of the amendments, please refer to relevant announcements published on the HKEXnews website of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.citicbank.com](http://www.citicbank.com)) on 17 February 2023 and 23 February 2023.

Except the extension of the effective period of the general meeting resolutions regarding the Rights Issue and the abovementioned amendments to the proposal of public issuance by way of the Rights Issue, the rights issue plan and other documents, the other matters and contents of the general meeting resolutions in relation to the Rights Issue approved by the Rights Issue Meetings including the *Proposal regarding Rights Issue Plan of China CITIC Bank Corporation Limited* remained unchanged. For details about the extension of the effective period of the rights issue resolutions, please refer to relevant announcements published on the HKEXnews website of Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.citicbank.com](http://www.citicbank.com)) on 26 March 2025.

### ENGAGEMENT OF ACCOUNTING FIRMS AND THEIR FEES FOR THE YEAR 2025

An ordinary resolution will be proposed at the 2024 AGM to approve the engagement of accounting firms and their fees for the year 2025. The details of this resolution are as follows:

According to the *Administrative Measures for Selection and Engagement of Accounting Firms by State-owned Financial Enterprises* of the Ministry of Finance, the Articles of Association and the *Management Measures of China CITIC Bank for the Selection and Engagement of Accounting Firms*, the Board of Directors suggests continuing to engage KPMG Huazhen LLP as the Bank’s domestic accounting firm for 2025 and KPMG as the Bank’s international accounting firm for 2025.

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## LETTER FROM THE BOARD

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The audit service fees paid to KPMG Huazhen LLP and KPMG are primarily determined based on factors including the level of responsibility and complexity of the Bank's engagements, the requirements of the work, working conditions and man-hours required, as well as the professional expertise and experience invested by the staff of all levels actually involved in the engagements. The expenses on the audit of the Bank's financial statements amount to total RMB7.19 million (including RMB6.59 million of expenses on the audit and review of financial statements and RMB0.60 million of audit expenses of internal control) for the year 2025, the same as those for 2024.

The independent non-executive Directors of the Bank, Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu, expressed their independent opinions as follows:

1. After verification, we found that KPMG Huazhen LLP and KPMG are professionally qualified and competent to engage in auditing, have experience in performing securities service business, and have the capability to protect investors; both have good integrity and due independence; neither has the relevant situation which harms the legitimate rights and interests of China CITIC Bank, China CITIC Bank's shareholders or minority investors and both meet the auditing requirements of China CITIC Bank.
2. The procedures for deliberation on the *Proposal regarding the Engagement of Accounting Firms and Their Fees for the Year 2025* are sufficient and appropriate. The procedures for deliberation on the proposal regarding China CITIC Bank's engagement of accounting firms for 2025 comply with relevant laws, regulations and the Articles of Association. China CITIC Bank's engagement of KPMG Huazhen LLP and KPMG does not violate relevant laws, regulations or normative documents. Therefore, we agree to engage KPMG Huazhen LLP as China CITIC Bank's domestic accounting firm for 2025 and KPMG as China CITIC Bank's international accounting firm for 2025. The expenses (including but not limited to travel, accommodation, communication and other miscellaneous expenses) of China CITIC Bank's annual audit and interim review of financial statements, internal control audit and other related audits total RMB7.19 million for the year 2025. We agree to submit the proposal to the 2024 AGM of China CITIC Bank for deliberation.

### REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2024

An ordinary resolution will be proposed at the 2024 AGM to approve the report of the Board of Directors of the Bank for the year 2024. The full text of the report of the Board of Directors for the year 2024 to be approved is set out in Appendix I of this circular.

### REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2024

An ordinary resolution will be proposed at the 2024 AGM to approve the report of the Board of Supervisors of the Bank for the year 2024. The full text of the report of the Board of Supervisors for the year 2024 to be approved is set out in Appendix II of this circular.

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## LETTER FROM THE BOARD

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### OTHERS

In addition, at the 2024 AGM, Shareholders will listen to the *Special Report of Related Party Transactions of China CITIC Bank Corporation Limited for the Year 2024*, the *2024 Work Report of Independent Directors of China CITIC Bank Corporation Limited*, the *2024 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Board of Directors and its Members' Annual Performance Assessment*, the *2024 Report of the Board of Supervisors of China CITIC Bank Corporation Limited and its Member's Annual Performance Assessment*, the *2024 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 *2024 Report on Equity Management of Principal Shareholders of China CITIC Bank Corporation Limited*.

### 2024 AGM AND 2025 SECOND H SHAREHOLDERS CLASS MEETING

The notices of the 2024 AGM and the 2025 Second H Shareholders Class Meeting to be held on Friday, 20 June 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the PRC are set out on pages 27 to 32 in this circular, and are published on the HKEXnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.citicbank.com](http://www.citicbank.com)).

In order to determine the Shareholders who are entitled to attend the 2024 AGM and the 2025 Second H Shareholders Class Meeting, the Bank's register of H Shareholders will be closed from Tuesday, 17 June 2025 to Friday, 20 June 2025 (both days inclusive). Holders of H Shares whose names appear on the Bank's register of members on Friday, 20 June 2025 are entitled to attend the 2024 AGM and the 2025 Second H Shareholders Class Meeting. In order to qualify to attend and vote at the 2024 AGM and/or the 2025 Second H Shareholders Class Meeting, holders of H Shares of the Bank whose transfers have not been registered should have lodged the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 16 June 2025.

Shareholders who intend to attend the meeting in person or by proxy should complete and return the reply slip sent on Friday, 16 May 2025 in accordance with the instructions printed thereon to the H Share registrar of the Bank 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 Wednesday, 18 June 2025.

The proxy forms for the 2024 AGM and the 2025 Second H Shareholders Class Meeting have been published on the HKEXnews website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Bank ([www.citicbank.com](http://www.citicbank.com)). If you intend to appoint a proxy to attend the 2024 AGM and/or the 2025 Second H Shareholders Class Meeting, please complete such proxy forms according to the instructions printed thereon and return the same at least 24 hours before the time fixed for the 2024 AGM and/or the 2025 Second H Shareholders Class Meeting or any adjourned meetings (subject to circumstances) (i.e., not later than 9:30 a.m. on Thursday, 19 June 2025). Completion and return of the proxy form shall not preclude you from attending in person and voting at the 2024 AGM and/or the 2025 Second H Shareholders Class Meeting if you so wish.

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## LETTER FROM THE BOARD

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### PROCEDURES FOR VOTING AT THE 2024 AGM AND 2025 SECOND H SHAREHOLDERS CLASS MEETING

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the 2024 AGM and the 2025 Second H Shareholders Class Meeting will be taken by poll.

### RECOMMENDATION

The Board has passed the relevant resolutions to be submitted to the Shareholders' general meeting for review and approval. At such Board Meetings, no Director was considered to have a material interest as defined under the Hong Kong Listing Rules in any of the abovementioned resolutions nor was any of the Directors required to be abstained pursuant to the Articles of Association. Therefore, none of the Directors had abstained from voting at the relevant Board meetings.

The Directors believe that the resolutions mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favor of all the resolutions to be proposed at the 2024 AGM and the 2025 Second H Shareholders Class Meeting as set out in the notice of the 2024 AGM and the notice of the 2025 Second H Shareholders Class Meeting.

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

## **REPORT OF THE BOARD OF DIRECTORS OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024**

The year 2024 is a key year to achieve the goals and tasks of the national “14th Five-Year Plan” and the first year of the Bank’s 2024-2026 development plan. Over the past year, the Board of Directors of the Bank earnestly implemented the decisions and plans of the Central Government, resolutely implemented various regulatory requirements, scientifically analyzed and judged the internal and external situations, seized opportunities, responded to changes and overcame difficulties, steadily promoted various reform and development tasks, and brought the high-quality development of the Bank to a new level. In 2024, the Bank’s efficiency, quality, and scale were more coordinated. The Bank reported an operating income of RMB213.646 billion and a net profit attributable to shareholders of RMB68.576 billion, up 3.76% and 2.33% year on year respectively; the NPL ratio further decreased by 0.02 percentage point to 1.16% compared with the beginning of the year, and the provision coverage increased by 1.84 percentage points to 209.43%; business grew steadily, with total assets exceeding RMB9.5 trillion, and the scale of deposits and loans exceeding RMB5.7 trillion. Overall, the Bank’s operation and development maintained and consolidated the good momentum of “progress in stability and quality improvement in progress”, and all work tasks achieved positive results. The main work of the Board of Directors is hereby reported as follows:

### **I. Adhering to the strategy of serving the country, and continuing to improve the quality and efficiency of serving the real economy**

The Board of Directors resolutely implemented the decisions and plans of the Central Government, urged the Management to fully implement the guidelines of the Third Plenary Session of the 20th Central Committee of the Communist Party of China (“CPC”), the Central Economic Work Conference, and the National Financial System Work Conference, earnestly implemented the plans of the State for economic and financial work, and continuously improved the high-quality financial supply. **First, actively serving the real economy and increasing support in key areas.** The Board of Directors always prioritized serving the high-quality development of the real economy and promoted the Bank to continuously increase financial support for major national strategies, key areas, and weak links, so as to precisely irrigate the real economy with financial vitality. In 2024, the Bank’s balances of loans to key areas such as strategic emerging industries, the manufacturing industry (medium- and long-term loans), and agriculture increased by 21%, 16%, and 14% respectively, and their growth rates were higher than the average growth rate of all types of loans across the Bank. **Second, adhering to the mission of state-owned enterprises and pushing for the development of the “five key areas of finance”.** The Board of Directors made continuous efforts to do a good job in the “five key areas” of finance, guided the Management to study and implement the measures in combination with the actual situation, optimized the financial supply, and strove to create a new situation of high-quality development of the Bank in boosting the development of a financial powerhouse. The Board of Directors fully served the strategy of building a powerhouse in science and technology. As at the end of 2024, the Bank’s loans to tech enterprises increased by 19.3% year on year, and the number of the first five batches of national “specialized and sophisticated enterprises that produce novel and unique products” increased by 25% year on year. The Board of Directors actively promoted the green and low-carbon transition, and the green credit balance increased by more than 30% year on year. The Board of Directors thoroughly implemented the philosophy of “inclusive value creation” and further enhanced the inclusive finance product ecosystem, resulting in a 10% year-on-year increase in inclusive microlending to small and micro enterprises and top industry

rankings in multiple performance indicators. The Board of Directors accelerated the building of the pension financial ecosystem to meet the diversified pension demand of customers, resulting in the annual increase in the number of customers of personal pension accounts exceeding one million and the number of middle-aged and elderly customers increasing by 12% year on year. The Board of Directors facilitated the building of a digital China. Focusing on the “technology-empowered banking” strategy, the Board of Directors accelerated the digital transition, strengthened the research and development of digital technologies and the application transformation, and achieved remarkable results in digital innovation. **Third, adhering to the people-oriented finance, and attaching great importance to the protection of consumer rights and interests.** The Board of Directors adhered to the value orientation of the “people-centered” approach and attached great importance to and effectively promoted the protection of the rights and interests of the Bank’s consumers. It regularly listened to regular work reports on consumer rights and interests protection, conscientiously implemented the regulatory requirements, and guided the improvement in the Bank’s management system for consumer rights and interests protection. It continuously strengthened the development of the consumer rights and interests protection systems and mechanisms, and constantly improved the sense of gain and satisfaction of consumers. Through these efforts, the Bank’s social reputation of “consumer rights and interests protection with a human touch” continued to improve.

## **II. Adhering to Strengthening Strategic Leadership and Continuing to Inject High-quality Development Momentum**

Facing the complex and severe domestic and foreign situation, the Board of Directors has played a strategic leading role in a practically manner, focused on the development of a value-based bank, insisted on seeking far, good and fast at the same time, and formulated a 2024-2026 development plan with high-quality development as the main line, and explicitly the development vision of striving to enter the forefront of competition among world-class banks. Meanwhile, the Board of Directors focused on the implementation and management of the strategy, urged the Management to refine the work measures, and promoted the implementation and effectiveness of the strategic plan. **First, focusing on building a bank excelling in “five leading competencies”, including wealth management, integrated financing, transaction settlement, foreign exchange services, and digital banking.** The Board of Directors strengthened strategic management. By developing the Bank into a leading wealth management bank, a leading integrated financing bank, a leading transaction settlement bank, a leading foreign exchange service bank, and a leading digital bank, the Board of Directors promoted the capability and system building of the Bank in its operation and management and further deepened the reform and innovation to build core competitiveness that adapts to the new development pattern. In 2024, the balance of retail assets under management of the Bank reached RMB4.69 trillion, and the scale of corporate wealth management was nearly RMB210 billion, up 11% and 16% year on year respectively; the comprehensive financing scale had a breakout of RMB14 trillion, up 9% year on year; the driving force of transaction settlement products and the service capabilities of the scenario-based ecosystem were further improved, resulting in continued growth in both the transaction settlement amount and the number of active customers; with the opening of the Hong Kong Branch, the Bank’s cross-border integrated financial service capabilities were further strengthened, achieving record highs in international receipts and payments, foreign exchange settlement volume, and cross-border e-commerce service scale. The Board of Directors continued to increase investment in technological resources, deepened the deep integration of “business, technology, and data”, made key progress in major projects, and accelerated the release of



digitally-enabled business value. **Secondly, coordinating the development of three major business sectors.** The Board of Directors guided the Management in advancing the “Retail No.1 Strategy”, adhering to high-quality customer acquisition and high-value operations, and continuously deepening the development of the retail operation system; with high-quality sustainable development as the core focus of corporate banking business, the Board of Directors adhered to coordinated growth across “volume, pricing, quality, customer base, and efficiency”, and deepened tiered and segmented client management; the Board of Directors strengthened the financial market research and judgment, continuously improved the value positioning of the financial market business, and systematically promoted the integrated and in-depth management of interbank customers. In 2024, the proportions of the net operating income of the retail banking, corporate banking, and financial market business of the Bank posted 40.85%, 44.91%, and 13.35% respectively. The business structure was more equilibrium and stable, and the endogenous growth momentum was stronger. **Thirdly, scientifically conducting capital management and replenishment.** The Board of Directors attached great importance to capital management, and promptly listened to and studied the reports and proposals such as the *Capital Adequacy Assessment Report*, the *Capital Plan for 2024-2028*, the *General Mandate for Issuing Capital Bonds*, and *General Mandate for Issuing Financial Bonds*. The Board of Directors promoted the improvement in the capital management system, guided and coordinated the internal and external capital supplement arrangements, completed the issuance of perpetual bonds, promoted the conversion of convertible bonds into equity, and supplemented capital through multiple channels and methods. As at the end of 2024, the Bank’s core tier 1 capital adequacy ratio, tier 1 capital adequacy ratio, and capital adequacy ratio (CAR) increased by 0.73, 0.51, and 0.43 percentage points, respectively, from the beginning of the year to 9.72%, 11.26%, and 13.36%. The capital adequacy level was further improved, which effectively supported the sustainable and healthy development of various business lines.

### **III. Adhering to the Prudent Business Credo and Continuously Enhancing the Overall Risk Management Capability**

The Board of Directors adhered to bottom-line thinking and prudent and stable risk preference, deeply promoted the development of the comprehensive risk management system, continuously strengthened internal controls and compliance management, and firmly built a safety bottom line for high-quality development. **First, continuously improving the overall risk management capability.** The Board of Directors regularly listened to reports on risk management such as comprehensive risk, liquidity risk, IT risk, reputation risk, and interest rate risk of the banking book, studied and formulated the Bank’s risk management strategies, operational risk management policies, and other institutional documents for 2024-2026, and actively made suggestions to further consolidate the Bank’s comprehensive risk management foundation and continuously strengthen various risk management capabilities. The Board of Directors urged the Management to continuously optimize the risk preference system and the risk-embedded mechanism, strengthen the credit concentration and the consolidated risk management, and improve their full-process management ability of various risks. The Board of Directors actively implemented regulatory requirements, guided the research and enhancement of recovery and resolution plan proposals, thereby strengthening the banking group’s crisis response capabilities. The Board of Directors listened to relevant information on preparation for the implementation of the advanced capital measurement methodology, promoted the development of advanced capital management methodologies, and was the first in the industry to submit an application for the current round of advanced methodology assessment. **Second, effectively preventing and resolving**

**risks in key areas.** The Board of Directors attached great importance to strengthening the quality control of all types of assets, and adhered to the disposal of outstanding non-performing assets and the control of non-performing assets to ensure that the quality of assets remained stable and positive. The Board of Directors regularly heard the report on the disposal of non-performing assets, followed the national debt policy, and promoted the Bank to continuously improve its ability to prevent and resolve risks in key areas such as real estate, hidden debts of local governments, and small and medium-sized customers. The Board of Directors vigorously promoted the clearance and resolution of non-performing assets, innovatively applied disposal methods, and deepened the cooperative risk management mechanism. Through these efforts, the disposal value of non-performing loans amounted to RMB81.3 billion, and the contribution of the disposal value of non-performing loans was further improved. The Board of Directors continued to do a good job in “Five-Policy Integration” (the consolidation of industry research, credit policies, approval criteria, marketing guidelines, and resource allocation and performance evaluation policies into a unified framework), conducted special industry research, and continuously improved its adaptability of credit policy adjustment. In 2024, all types of risks of the Bank were generally controllable; asset quality was further consolidated; and risk compensation capability rose steadily. **Third, focusing on strengthening internal controls and compliance management.** The Board of Directors strictly adhered to regulatory requirements by: regularly listening to and reviewing internal control compliance and anti-money laundering work, regulatory inspection opinions and rectification reports, and internal control evaluation reports; guiding the improvement of the long-term internal control compliance mechanism; continuously strengthening compliance, case prevention, and money laundering risk management; strengthening monitoring and investigation in key areas; practically improving the effectiveness of internal control; and further consolidating the foundation of compliance management. The Board of Directors continuously strengthened the management of related parties, intensified the monitoring of related party transactions, strictly observed the regulatory provisions and relevant stock exchange rules on related party transactions, carefully reviewed the proposals for related party transactions, prudently set the limits for related party transactions, and strictly controlled the risks of related party transactions. In accordance with regulatory requirements, the Board of Directors submitted a special report on the overall situation of related party transactions to the General Meeting of Shareholders each year, and provided explanations on the management of related party transactions and statistics on related parties and related party transactions, in order to ensure the standardized operation of related party transactions and accept market regulation. **Fourth, maximizing the role of audit supervision.** The Board of Directors promptly listened to reports on audit work and the rectification of problems found, the evaluation of accounting firms’ performance, etc., and, after reviewing them, adopted the annual audit plan. The Board of Directors further strengthened the review and guidance on the quality and effectiveness of audit work, deepened collaboration between audit and other supervisory functions, and promoted the formation of supervisory synergy. The Board of Directors promoted the enhancement of audit coverage and continuous audit capabilities, and promoted digital audit. It coordinated the first half of the audit work to uncover problems and the second half of the audit-based remediation work, further strengthened the application of audit findings, and deepened the remediation of problems found during the audit.

**IV.    Adhering to the Management of Capitalization and Continuing to Build a Value-oriented Bank**

In the face of a complex and challenging capital market environment, the Board of Directors always attached great importance to capitalization management, promoted the establishment of a perfect investor relations working system and an ESG management system, and further enhanced the protection of investors, minority shareholders, and stakeholders. **First, continuously strengthening the communication and exchange with capital markets, and maintaining and consolidating good investor relations.** The Board of Directors guided and promoted the Management to continuously build professional and efficient investor relations management practices, focused on building a “value-oriented bank”, and continuously enriched the market communication forms in a combination of “going global + bringing in” way, responded to investors’ concerns through multi-layered and multi-dimensional channels, and comprehensively improved the quality and efficiency of value transmission, enabling all kinds of investors to “get close to, understand, see clearly, and have confidence in the Bank”. The Board of Directors actively responded to the relevant requirements of the new “National Nine Guidelines” – Opinions on Strengthening Regulation and Preventing Risks to Promote High-Quality Development of Capital Markets, steadily promoted the implementation of the medium-term dividend plan, and increased the size and frequency of dividends, further enhancing investors’ sense of profit. In 2024, the Bank won several capital market awards such as “Outstanding Practice of Performance Presentation” and “Best Practice in Investor Relations Management of Listed Companies” of the China Association for Public Companies. **Second, deeply implementing the ESG idea and actively promoting the empowerment of ESG management.** The Board of Directors attached great importance to and vigorously promoted ESG-related work, continued to optimize the ESG governance structure and management mechanisms, integrated ESG management into development planning, promoted the integration of the ESG idea into key business areas, and strengthened ESG brand promotion. Under the guidance of the Board of Directors, the Bank optimized its “top-down, innovation-led, mutually reinforcing, and operationally synergistic” ESG management framework, achieved deeper integration of ESG principles across operations and management, and delivered more diversified innovative products and services. In 2024, the Bank’s Mingsheng ESG rating was upgraded to A, and the CSI ESG rating was upgraded to the industry’s best AAA rating. **Third, performing information disclosure obligations with high quality and continuously improving the transparency of information disclosure.** The Board of Directors strictly adhered to domestic and international disclosure regulations. It fulfilled mandatory disclosure obligations while continuously enhancing the relevance and effectiveness of disclosures. It proactively expanded the breadth and depth of voluntary disclosures, and actively demonstrated the Bank’s progress in implementing the “five key areas of finance” and the “five leading competencies”, thereby strengthening market recognition of the Bank’s development logic, growth potential, and value proposition. In 2024, the Bank released nearly 300 Chinese and English announcements on the stock exchanges in Shanghai and Hong Kong and all the disclosed information was authentic, accurate, complete and timely. The Bank was assigned the highest level “A” in SSE’s annual evaluation of information disclosure work for the 8th year straight.

**V.      Strengthening Self-building of the Board of Directors and Continuing to Improve Governance Efficiency**

The Board of Directors insisted on inheriting and utilizing CITIC's proven practices of "harnessing reform dividends" and "leveraging innovation", steadfastly pursued principled innovation in deepening the organic integration of Party leadership and corporate governance and improving the modern corporate governance of state-owned enterprises, and continuously promoted the improvement in governance efficiency. **Firstly, improving the top-down design of corporate governance.** The Board of Directors continuously strengthened the development of the corporate governance system, comprehensively sorted out, reviewed and revised the rules of procedure of the special committees under the Board of Directors, the administrative measures for the mandate of the Board of Directors, the administrative measures for the reporting of information by senior management to the Board of Directors and the Board of Supervisors, and other internal governance rules, and continuously consolidated the institutional foundation for the compliance and effective operation of the corporate governance system. The Board of Directors continuously strengthened the development of the corporate governance system, comprehensively sorted out, reviewed and revised the rules of procedure of the special committees under the Board of Directors, the administrative measures for the mandate of the Board of Directors, the administrative measures for the reporting of information by senior management to the Board of Directors and the Board of Supervisors, and other internal governance rules, and continuously consolidated the institutional foundation for the compliance and effective operation of the corporate governance system. **Secondly, optimizing the operational mechanism of the Board of Directors.** All directors of the Bank diligently performed their duties, and the Board of Directors and special committees operated efficiently and in compliance with regulations. Throughout the year, 11 meetings of the Board of Directors and 36 meetings of special committees were held, with 200 proposals reviewed and approved and 80 reports heard. A large number of constructive advice and suggestions were made to improve corporate governance and deepen the reform and development of the Bank. Meanwhile, the implementation of supervision and implementation of the advice and suggestions of the Board of Directors was strengthened, which effectively promoted the continuous improvement in corporate governance and the quality of the Bank's operation and management. The Board of Directors fully leveraged the supervisory and balancing role of independent directors, proactively adapted to the regulatory reforms on listed company independent director systems, and established a dedicated independent directors committee mechanism. The Board of Directors continuously strengthened its communication and exchange with small and medium-sized shareholders, the Board of Supervisors, external auditors and other parties, and further promoted the formation of supervisory synergies among various governance entities. **Third, strengthening the development of the Board of Directors' performance capacity.** The Board of Directors continued to regularly listen to and intensify its study of central policies and the latest regulatory requirements, and deepened and implemented the normalized learning mechanism. In 2024, the Board of Directors organized seven collective learning sessions, sorted out and studied 94 latest regulatory systems, 103 important conference documents, speeches, and articles, thereby continuously enhancing the foresight of its strategic decision-making. All directors actively participated in various special training sessions organized by regulators, the stock exchange, self-regulatory organizations, and the Bank, covering the revision of the Company Law and the performance of duties by directors, supervisors, and senior officers, the reform of the independent director system of listed companies, investor protection and investor relations management, capital management, anti-money laundering management, etc., in order to continuously improve their

performance and scientific decision-making level. During the non-meeting period, the Board of Directors reviewed more than a hundred materials and filed documents, continued to conduct in-depth research on key projects and key branches, and promptly and comprehensively understood and mastered the external supervision trends, policy research interpretation, the Bank's strategy implementation, business operation trends, risk control, internal control compliance, and other aspects. In 2024, the Bank won the "Best Practice Case of Boards of Directors of Listed Companies" of the China Association for Public Companies for the second consecutive year.

In 2025, the Board of Directors of the Bank will adhere to and strengthen the Party's overall leadership, thoroughly implement the guidelines of the Third Plenary Session of the 20th CPC Central Committee, the Central Economic Work Conference, and the National Financial System Work Conference. It will focus on the goal of building a financial powerhouse, make every effort to promote the Bank to do a good job in "five key areas of finance" and develop the "five leading competencies" in bank development, improve the modern corporate governance of state-owned enterprises, further enhance the value-added capability on the path of financial development with Chinese characteristics, and constantly create a new situation of the high-quality development of China CITIC Bank.

## **ANNUAL REPORT OF THE BOARD OF SUPERVISORS OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024**

The year 2024 was a pivotal year for achieving the goals and tasks set forth in China’s “14th Five-Year Plan”, and it also marked the inaugural year of the development plan of the Bank for 2024-2026. In 2024, the Board of Supervisors consistently prioritized the implementation of the decisions and plans of the central government and the requirements of regulators as an important direction in supervision. Supported by the Board of Directors and senior management members, and in accordance with relevant laws, regulations, regulatory requirements and the Bank’s Articles of Association, the Board of Supervisors, centering around the 2024-2026 development plan and the work focus of the Bank, earnestly performed its duty of supervision, actively enhanced the quality and efficiency of supervision, and effectively safeguarded the interests of the Bank, its shareholders, employees, and society at large, making positive contributions to the Bank’s high-quality and sustainable development.

### **I.      Assisted the Bank in actively fulfilling its mission and responsibilities as a responsible state-owned enterprise, with a focus on the top priorities of the country and five key financial priorities**

Keeping abreast of major national policies and regulatory guidelines, the Board of Supervisors resolutely implemented the decisions and plans of the central government, kept a close watch on the Bank’s implementation of national development strategies, and provided supervisory opinions accordingly. **First, served the real economy unswervingly.** The Board of Supervisors suggested to intensify the Bank’s financial support for major national strategies, key areas and weak sectors, prioritize serving new quality productive forces as a key focus, increase financial support for the construction of a modern industrial system, aid in nurturing emerging and future industries, support the transformation and upgrading of traditional industries, and continuously improve the quality and efficiency of serving the real economy. **Second, excelled in delivering five key financial priorities, i.e. technology finance, green finance, inclusive finance, pension finance and digital finance.** In response to a series of implementation plans, such as the *Guiding Opinions for the Banking and Insurance Industries to Well Develop Five Key Financial Priorities*, the Board of Supervisors proactively contributed insights and proposals to advance the implementation of the “five key financial priorities”. Specifically, for technology finance, service capabilities should be enhanced to support innovation; in terms of the green finance, the Bank should improve its quality and quantity; the Bank should also develop inclusive finance on a sustainable basis, perfect service systems for pension finance, and then accelerate its pace of construction in the field of digital finance. **Third, practiced the people-centric philosophy of financial work.** The Board of Supervisors listened to the *Summary and Work Plan of Consumer Rights Protection*, and conducted a research on the theme of “Consumer Rights Protection”, suggesting from the perspective of high quality, sustainability, and stable development that the Bank enhance refined management in this area, further elevate customer experience and build a reputation for consumer rights protection.

**II. Conducted strategic supervision in a solid and effective manner, with a focus on strategic guidance and the construction of a leading bank in five aspects**

With a focus on building a value-driven bank, the Board of Directors adopted a triple-pronged strategy – long-term planning, sound strategy, and swift action – in formulating the *Development Plan of China CITIC Bank for 2024-2026* anchored in high-quality development. The Plan outlines the Bank's vision to edge its way to the forefront of world-class banks by establishing leadership in wealth management banking, comprehensive financing banking, transaction settlement banking, foreign exchange service banking, and digital banking. The Board of Supervisors intensified its supervision over the formulation and implementation of strategic plans. At the beginning of the year, it listened to reports such as the *Assessment Report on the Implementation of the Development Plan of China CITIC Bank for 2021-2023* and the *Development Plan of China CITIC bank for 2024-2026*, monitored the fulfillment of the objectives set forth in the *Development Plan of China CITIC Bank for 2021-2023*, and offered opinions and suggestions on strengthening policy analysis, maintaining strategic focus, enhancing the management of the plan implementation process, continuously solidifying the foundation for high-quality development of the Bank, and consolidating and enhancing core competitiveness. These efforts facilitated the scientific, reasonable, and steady implementation of the plans.

**III. Contributed to the improvement of delicacy management levels, with a focus on financial operations and capital management**

**First, earnestly performed the duty of financial supervision.** The Board of Supervisors listened to reports such as the *Operational Status Report* and the *Financial Budget Plan*, reviewed the *Profit Distribution Plan* and the *Preferred Stock Dividend Distribution Plan*, and provided audit opinions, ensuring the compliance and rationality of the plans. **Second, kept track of the status of information disclosure.** The Board of Supervisors monitored the implementation of the Bank's information disclosure, investor relationship management, insider information registration and management system, and the submission of insider information, keeping track of the Bank's work on the optimization and improvement of the information disclosure system and mechanism. The Board of Supervisors reviewed and provided opinions on proposals such as annual reports, semi-annual reports, and quarterly reports, ensuring that the preparation process, review procedures, and key content comply with regulations. **Third, strengthened capital management and duty performance supervision.** The Board of Supervisors listened to reports such as the *2024-2028 Capital Plan*, *Internal Capital Adequacy Assessment Report*, and *Capital Adequacy Ratio Management Report*, suggesting that the Bank increase efforts in light capital transformation and interest margin management, strengthen cost control, reduce high-risk weighted assets, and further optimize its asset structure. It also listened to the *Report on the Preparation for the Implementation of Advanced Capital Measurement Methods*, put forward suggestions on strengthening resource support and execution supervision, intensifying the training and guidance for branches and improving the quality and efficiency of branch execution, and guided the Bank in carrying out the work on inspection and acceptance.

**IV. Urged to well conduct the prevention and resolution of risks, with a focus on strengthening risk prevention and control in key areas**

**First, supervised the improvement of the comprehensive risk management framework.** The Board of Supervisors listened to the *Risk Management Strategy (2024-2026)*, gained a comprehensive understanding of the Bank's risk management status, objectives, and key tasks, and put forward supervisory suggestions on implementing the risk management strategy and enhancing comprehensive risk control. It also kept a close eye on the quality and efficiency of comprehensive risk management, listened to the *Comprehensive Risk Management Report* on a quarterly basis, supervised major risk management areas such as credit risk, market risk, operational risk, liquidity risk, reputational risk, money-laundering risk, sanctions risk, off-balance-sheet risk, and consolidation risk, paid attention to the Bank's execution of risk preference, ensured compliance of the Bank with risk regulatory indicators, and issued timely risk warnings. **Second, kept track of the implementation of the expected credit loss method.** The Board of Supervisors reviewed the *Model Validation Report for the Expected Credit Loss Method* on three occasions to oversee the effectiveness of the Bank's model validation mechanism and its subsequent improvement measures. Moreover, it examined the *Report on the Implementation of the Expected Credit Loss Method-Related Systems*, to monitor the Senior Management's performance of duty in the application of the expected credit loss method. The Board of Supervisors attended, as non-voting attendees, meetings of the Board of Directors and the Audit and Related Party Transactions Control Committee of the Board of Directors, and supervised the deliberation process of the *Proposal on Matters Related to the Implementation of the Expected Credit Loss Method* and the Board of Directors' performance of duty in the application of the method. **Third, attached great importance to reputational risk management.** The Board of Supervisors listened to the *Reputational Risk Management Report*, supervised the completion of key tasks by the Senior Management in reputational risk management, provided supervision opinions on reputational risk prevention and control, attended, as non-voting attendees, meetings of the Board of Directors and the Consumer Rights Protection Committee of the Board of Directors, and supervised the Board of Directors' performance of duty in reputational risk management. **Fourth, strengthened the supervision over the performance of duty in operational risk management.** In accordance with new regulatory requirements, the Board of Supervisors listened to the *Operational Risk Management Report*, and supervised the Bank's implementation of its operational risk management policies, particularly focusing on the performance of duty by the Board of Directors and senior management members in areas such as operational risk management, business continuity management, outsourcing risk management, and information technology risk management. **Fifth, intensified oversight of risks in key areas.** The Board of Supervisors reviewed reports on non-performing asset disposal, liquidity risk management, consolidated risk management within the banking group, information technology risk management, bank book interest rate risk management, equity management, and liability quality management. The Board monitored the construction and operational effectiveness of the consolidation management mechanism, while providing opinions and suggestions on enhancing risk management capabilities and improving the risk management system. Furthermore, the Board of Supervisors urged the senior management members to strengthen risk control in key areas, to maintain focus on critical matters, key individuals, and pivotal behaviors, and to reinforce management of critical links. These measures aim to maintaining the Bank's sound risk preference and achieving an effective risk control.



**V.      Continuously cemented the foundation of internal control and compliance, and fortified the compliance baseline, with a focus on internal control**

**First, perfected the internal control governance framework.** The Board of Supervisors kept a close eye on new regulatory rules, actively analyzed the new situation faced by the Bank in internal control management, listened to the *Report on Internal Compliance and Anti-Money Laundering*, reviewed the *Internal Control Evaluation Report*, paid attention to the Bank's efforts to improve the internal control system, and supervised the performance of duty by corporate governance entities in internal control. **Second, tracked and supervised the rectification of issues.** The Board of Supervisors provided supervisory opinions on money laundering risk management and the management of overseas subsidiaries, and kept track of issues identified in internal and external inspections and their rectification, suggesting that the Bank establish a long-term rectification mechanism at the source, define phased rectification goals and measures, monitor the progress of rectification, and build a more and effective internal control system. **Third, supervised the independence and effectiveness of audit work.** The Board of Supervisors reviewed the proposal regarding the appointment of an external accounting firm, and strengthened the supervision over the fairness of the appointment process and terms. It also regularly communicated with external accounting firms, keeping itself informed about the common challenges faced by financial institutions and the major risks faced by the Bank. The Board of Supervisors listened to audit work reports, reviewed audit reports, strengthened guidance on internal audit work, and effectively evaluated internal audit work.

**VI.      Helped improve the quality and efficiency of performance of duty, and promoted the application of evaluation results, with a focus on supervision over the performance of duty**

**First, continuously improved the performance-of-duty supervision system.** The Board of Supervisors focused on supervising the performance of duty by directors and senior management members, improved the performance-of-duty evaluation work mechanism, and gradually formed a performance-of-duty evaluation mechanism with the main process of “daily supervision – interviews – assessment – review – communication & feedback – improvement”, established a systematic performance-of-duty filing mechanism, and regularly collected daily performance-duty information as the basis and foundation for annual evaluation. **Second, scientifically formulated the performance-of-duty evaluation standards.** According to the duties of the evaluated, the Board of Supervisors set scientific evaluation indicators and formulated differentiated evaluation contents, and timely incorporated the latest requirements of internal and external regulations related to the performance of duty by directors, supervisors, and senior management members into the evaluation scope, ensuring that the evaluation content became increasingly comprehensive and the evaluation dimensions increasingly diverse. **Third, strengthened the application of performance-of-duty evaluation results.** By linking the performance-of-duty evaluation results of the Board of Supervisors with the comprehensive performance assessment of the senior management members, and with the remuneration of independent directors and external supervisors, the Board of Supervisors expanded the influence of performance-of-duty evaluation results, and built a performance-of-duty evaluation system featuring “differentiated evaluation, differentiated remuneration”, effectively helping corporate governance entities improve the quality and efficiency of performance of duty.

In 2024, the Board of Supervisors earnestly performed its oversight responsibilities by attending 3 General Meetings of Shareholders, 4 class shareholders' meetings, observing 11 Board of Directors Meetings, 36 board committee meetings, attending annual work conferences, regulatory discussions, and other management meetings, and conducting interviews with independent directors and senior management members. Through these engagements, the Board of Supervisors effectively monitored the legality and compliance of the Board of Directors, the Senior Management, and their members in terms of rules of procedure, decision-making processes and information disclosure.

**VII. Strengthened self-building and continuously delivered its oversight value, with a focus on its duty of supervision**

**First, enhanced policy learning and research to improve its performance-of-duty capabilities.** The Board of Supervisors thoroughly implemented its learning mechanism on a regular basis, keeping itself updated on new national economic and financial policies as well as new regulations of regulatory authorities. Throughout the year, it organized seven collective study sessions, covering 94 latest regulatory frameworks, 103 key meetings, speeches and articles. Simultaneously, the Board of Supervisors kept track of the Bank's implementation, to effectively grasped the key points of supervision work. All supervisors actively participated in relevant training organized by regulatory agencies, self-regulatory organizations and the Bank. The training content included the revision of the *Company Law* and the performance of duty by directors, supervisors and senior management members, investor protection and investor relations management, capital management, anti-money laundering management, etc. The training further enhanced the professional capabilities of supervisors. **Second, enriched the duty of supervision and improved the top-level design of the Board of Supervisors.** The Board of Supervisors reviewed and revised the working rules of the Special Committee of the Board of Supervisors, fleshed out the duties of the Committee, and further consolidated the institutional foundation for the compliant and effective operation of itself and the Special Committee of the Board of Supervisors. The Board of Supervisors revised and finalized the *List of Supervision of the Board of Supervisors of China CITIC Bank (Version 6.0, 2024)*, adding and detailing its duty of supervision in areas such as corporate bond issuance and fund allocation, anti-money laundering risk management, criminal case risk prevention and control, and accounting policy changes. This further solidified the Board of Supervisors' duty of supervision over the Board of Directors, Senior Management, and their members, making supervision increasingly sound and effective. The Board of Supervisors completed the election for the 7th Board of Supervisors in a smooth and orderly manner, further optimizing the composition of the Board of Supervisors and its special committees, and ensuring the compliance in its operations. **Third, improved the quality and efficiency of meetings and refined the operating mechanism of the Board of Supervisors.** A well-structured annual work plan, with meeting schedules proactively aligned with the oversight checklist. The Board of Supervisors adhered to the "pre-review" meeting model, convening pre-meetings prior to regular meetings of the Board of Directors to express supervisory opinions on key issues, thereby fully exercising its oversight mandate. 12 Board of Supervisors meetings, 5 Supervision Committee meetings, and 3 Nomination Committee meetings were held in 2024. They reviewed and approved 47 proposals and listened to 71 reports, thus ensuring that the Board of Supervisors fully performed its legal duty of supervision. Five *Supervision Work Letters* and one *Supervision Reminder Letter* were published. Special surveys were been conducted in three branches, ensuring that the Board of Directors and the Senior Management were kept informed of the Board of Supervisors' supervisory opinions and suggestions. The implementation of meeting resolutions and supervisory opinions were

advanced in a hierarchical and classified manner, a closed-loop supervision system established and a tracking and implementation mechanism improved, which effectively enhanced the efficiency of supervision.

### **VIII. Independent opinions on relevant matters**

#### **(I)      *Compliance of business operations***

The Bank carried out operating activities in accordance with law and its decision-making procedures complied with relevant laws, regulations, and the Articles of Association. No violations of relevant laws, regulations, or the Articles of Association, or acts that would impair the interests of the Bank and its shareholders were identified on the part of the directors or senior management members of the Bank during their course of performance of duty.

#### **(II)      *Truthfulness of the financial report***

The preparation and review procedures of financial reports were in compliance with laws, regulations, and regulatory rules. The financial reports accurately reflected the Bank's financial position and operating results, and no falsification, distortion, or material defects of reporting contents were found.

#### **(III)      *Acquisition and sale of assets***

The Board of Supervisors was not aware of any asset acquisition or sale by the Bank which might constitute insider trading, result in the impairment of the interests of the shareholders or loss of the Bank's assets.

#### **(IV)      *Related party transactions***

The Board of Supervisors was not aware of any related party transactions that might result in the impairment of the interests of the Bank or its shareholders.

#### **(V)      *Implementation of resolutions adopted at the general meetings of shareholders***

The Board of Supervisors had no objection to the reports and proposals submitted by the Board of Directors to the General Meeting of Shareholders for review in 2024. Having supervised the implementation of the resolutions of the General Meeting of Shareholders, the Board of Supervisors held that the Board of Directors of the Bank had implemented those resolutions conscientiously.

#### **(VI)      *Internal control***

The Board of Supervisors reviewed and approved the *Report on Assessment of Internal Control of China CITIC Bank Corporation Limited for the Year 2024*.

***(VII) Fulfillment of social responsibility***

The Board of Supervisors reviewed and approved the *Report on Sustainable Development of China CITIC Bank Corporation Limited for the Year 2024*.

***(VIII) Profit distribution***

The Board of Supervisors reviewed and approved the *Profit Distribution Plan of China CITIC Bank Corporation Limited for the Year 2024*, holding that the Plan complies with the relevant provisions of laws, regulations, and the Articles of Association and is reasonable, in line with the overall interests of all shareholders, and conducive to the long-term development of the Bank.

***(IX) Implementation of information disclosure management rules***

The Bank performed its duty of information disclosure in strict compliance with the regulatory requirements, implemented the information disclosure management rules in earnest, and disclosed information in a timely and fair manner. Information disclosed during the reporting period was authentic, accurate, and complete.



中信銀行  
CHINA CITIC BANK

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 2024**

Notice is hereby given that the Annual General Meeting of 2024 (the “**2024 AGM**”) of the China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m. on Friday, 20 June 2025 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua 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 PROPOSALS**

1. Proposal regarding the Annual Report of China CITIC Bank Corporation Limited for the Year 2024
2. Proposal regarding the Financial Report of China CITIC Bank Corporation Limited for the Year 2024
3. Proposal regarding the Profit Distribution Plan of China CITIC Bank Corporation Limited for the Year 2024
4. Proposal regarding the Fixed Assets Investment Budget Plan of China CITIC Bank Corporation Limited for the Year 2025
5. Proposal regarding the Engagement of Accounting Firms and Their Fees for the Year 2025
6. Proposal regarding the Report of the Board of Directors of China CITIC Bank Corporation Limited for the Year 2024
7. Proposal regarding the Report of the Board of Supervisors of China CITIC Bank Corporation Limited for the Year 2024

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

8. Proposal on No Need to Prepare the Report of the Use of Proceeds from the Previous Issuance

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## NOTICE OF THE ANNUAL GENERAL MEETING OF 2024

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9. Proposal regarding the Extension of the Effective Period of the General Meeting Resolutions in relation to the Rights Issue

In addition, pursuant to regulatory requirements, at the 2024 AGM, Shareholders will listen to the *Special Report of Related Party Transactions of China CITIC Bank Corporation Limited for the Year 2024*, the *2024 Work Report of Independent Directors of China CITIC Bank Corporation Limited*, the *2024 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Board of Directors and its Members' Annual Performance Assessment*, the *2024 Report of the Board of Supervisors of China CITIC Bank Corporation Limited and its Member's Annual Performance Assessment*, the *2024 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 *2024 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  
16 May 2025

*As at the date of this notice, the executive directors of the Bank are Mr. Fang Heying (Chairman) and Mr. Hu Gang; the non-executive directors are 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 2024 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, 17 June 2025 to Friday, 20 June 2025 (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 Friday, 20 June 2025 are entitled to attend and vote at the 2024 AGM. Holders of H shares of the Bank who intend to attend the 2024 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, 16 June 2025.

### 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 RMB1.722 (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 RMB9.582 billion for the year 2024. If the total share capital of the Bank changes before the 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 RMB or its equivalent 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 2024 AGM (the date of the 2024 AGM inclusive).

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## NOTICE OF THE ANNUAL GENERAL MEETING OF 2024

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If the Bank's proposal for final dividend distribution is approved by the shareholders at the forthcoming 2024 AGM, the final dividend for the year of 2024 will be distributed by the receiving agent in Hong Kong for payment of the H share dividend designated by the Bank to the H shareholders of the Bank as shown on the Bank's register of members on Wednesday, 2 July 2025. It is expected that the Bank will pay the 2024 final dividends to its shareholders on Friday, 15 August 2025. 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 2024 FINAL DIVIDEND DISTRIBUTION**

Holders of H shares should note that the register of members of the Bank will be closed from Friday, 27 June 2025 to Wednesday, 2 July 2025 (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 Wednesday, 2 July 2025 are entitled to 2024 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 2024 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 Thursday, 26 June 2025.

### **4. APPOINTMENT OF PROXY**

Any shareholder entitled to attend and vote at the 2024 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 2024 AGM (i.e. not later than 9:30 a.m. on Thursday, 19 June 2025). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2024 AGM.

### **5. REPLY SLIP**

H shareholders who intend to attend the 2024 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 Wednesday, 18 June 2025.

### **6. CONTACT INFORMATION OF THE BANK**

Address: CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing  
Postal Code: 100020  
Contact persons: DENG Zhihan, ZHAO Yuan  
Tel.: (8610) 6663 8188  
Fax: (8610) 6555 9255

### **7. PROCEDURE OF VOTING AT THE 2024 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 2024 AGM must be taken by poll.

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## NOTICE OF THE ANNUAL GENERAL MEETING OF 2024

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### **8. OTHER BUSINESS**

Shareholders attending the 2024 AGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2024 AGM shall provide their identity documents.

### **9. DATES AND TIME**

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





中信銀行  
CHINA CITIC BANK

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 H SHAREHOLDERS CLASS MEETING OF 2025**

Notice is hereby given that the Second H Shareholders Class Meeting of 2025 (the “**2025 Second H Shareholders Class Meeting**”) of the China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m. on Friday, 20 June 2025 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 resolution:

**BY SPECIAL RESOLUTION**

1. Proposal regarding the Extension of the Effective Period of the General Meeting Resolutions in relation to the Rights Issue

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

Beijing, the PRC  
16 May 2025

*As at the date of this notice, the executive directors of the Bank are Mr. Fang Heying (Chairman) and Mr. Hu Gang; the non-executive directors are 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 2025 SECOND H SHAREHOLDERS CLASS MEETING**

Holders of H shares should note that the register of members of the Bank will be closed from Tuesday, 17 June 2025 to Friday, 20 June 2025 (both days inclusive) during which period no H share transfer will be registered. All H shareholders appearing on the register of members of the Bank on Friday, 20 June 2025 are entitled to attend and vote at the 2025 Second H Shareholders Class Meeting. Holders of H shares of the Bank who intend to attend the 2025 Second H Shareholders Class Meeting but have not registered their share transfer documents shall lodge their transfer

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## NOTICE OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2025

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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, 16 June 2025.

### 2. APPOINTMENT OF PROXY

Any shareholder entitled to attend and vote at the 2025 Second H Shareholders Class Meeting 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, with 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 2025 Second H Shareholders Class Meeting or its adjourned meeting (as the case may be) (i.e. not later than 9:30 a.m. on Thursday, 19 June 2025). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2025 Second H Shareholders Class Meeting.

### 3. REPLY SLIP

Holders of H shares who intend to attend in person or by proxy the 2025 Second H Shareholders Class Meeting 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 Wednesday, 18 June 2025.

### 4. CONTACT INFORMATION OF THE BANK

Address: CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing  
Postal Code: 100020  
Contact persons: DENG Zhihan, ZHAO Yuan  
Tel.: (8610) 6663 8188  
Fax: (8610) 6555 9255

### 5. PROCEDURE OF VOTING AT THE 2025 SECOND H SHAREHOLDERS CLASS MEETING

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 2025 Second H Shareholders Class Meeting must be taken by poll.

### 6. OTHER BUSINESS

Shareholders attending the 2025 Second H Shareholders Class Meeting in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2025 Second H Shareholders Class Meeting shall provide their identity documents.

### 7. DATES AND TIME

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