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

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中 信 銀 行 股 份 有 限 公 司

China CITIC Bank Corporation Limited

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

**AMENDMENTS TO THE ADMINISTRATIVE MEASURES ON EQUITY OF
CHINA CITIC BANK CORPORATION LIMITED
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE
SIXTH SESSION OF THE BOARD OF DIRECTORS
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022**

The 2022 Second EGM is to be held at 9:30 a.m. on Wednesday, 16 November 2022 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, PRC. The notice of the 2022 Second EGM is enclosed in this circular and has been published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com) on Wednesday, 28 September 2022.

Shareholders who intend to attend the meeting in person or by proxy should have completed the reply slip dispatched on Thursday, 29 September 2022 in accordance with the instructions printed thereon and returned 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 Thursday, 27 October 2022.

If you intend to appoint a proxy to attend the 2022 Second EGM, please complete the attached proxy form being published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com) on Wednesday, 28 September 2022 and dispatched on Thursday, 29 September 2022, according to the instructions printed thereon and return the same at least 24 hours before the time fixed for holding the 2022 Second EGM (i.e. not later than 9:30 a.m. on Tuesday, 15 November 2022). Completion and return of the proxy form will not preclude you from attending in person and voting in the 2022 Second EGM if you so wish.

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

1 November 2022

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DEFINITIONS

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

“2022 Second EGM”	the second extraordinary general meeting of 2022 of the Bank to be held at 9:30 a.m. on Wednesday, 16 November 2022 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, PRC
“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 Articles of Association of China CITIC Bank Corporation Limited (as amended from time to time)
“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, 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” or “Board of Directors”	the board of directors of the Bank
“Director(s)”	director(s) of the Bank
“H Share(s)”	ordinary share(s) of the Bank, with a normal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“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
“Latest Practicable Date”	26 October 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Bank
“Shareholder(s)”	the holders of the Bank’s Share(s)



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)

Chairman, Non-executive Director:

Mr. Zhu Hexin

Vice Chairman, Executive Director, President:

Mr. Fang Heying

Executive Directors:

Mr. Liu Cheng

Mr. Guo Danghuai

Registered Office:

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

Principal Place of Business in Hong Kong:

5/F, Manulife Place,
348 Kwun Tong Road, Kowloon,
Hong Kong

Non-executive Directors:

Mr. Cao Guoqiang

Ms. Huang Fang

Mr. Wang Yankang

Independent non-executive Directors:

Mr. He Cao

Ms Chen Lihua

Mr. Qian Jun

Mr. Liu Tsz Bun Bennett

1 November 2022

Dear Sir or Madam,

**AMENDMENTS TO THE ADMINISTRATIVE MEASURES ON EQUITY OF
CHINA CITIC BANK CORPORATION LIMITED
ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE
SIXTH SESSION OF THE BOARD OF DIRECTORS
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022**

LETTER FROM THE BOARD

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 2022 Second EGM as described below.

At the 2022 Second EGM, the following ordinary resolutions will be proposed regarding: (i) Proposal regarding the amendments to the Administrative Measures on Equity of China CITIC Bank Corporation Limited; and (ii) Proposal regarding the election of independent non-executive Directors of the sixth session of the Board of Directors.

PROPOSAL REGARDING THE AMENDMENTS TO THE ADMINISTRATIVE MEASURES ON EQUITY OF CHINA CITIC BANK CORPORATION LIMITED

In order to implement the latest regulatory provisions and requirements and to further improve the Bank's equity management system, the Bank has conducted a comprehensive review and revision of the current *Administrative Measures on Equity of China CITIC Bank Corporation Limited* and formulated the *Administrative Measures on Equity of China CITIC Bank Corporation Limited (Version 2.0, 2022)*. The main content of the amendments is as follows:

(I) Management of Undertakings

In accordance with the requirements of the *Notice by the General Office of the China Banking and Insurance Regulatory Commission of Issues Concerning Further Enhancing the Management of Undertakings of Shareholders of Banking and Insurance Institutions*, a new chapter on the management of Shareholders' undertakings is added to regulate matters including the types of undertakings and the requirements of the management of undertakings made by substantial Shareholders in accordance with relevant laws and regulations and regulatory requirements.

(II) Management of Principal Shareholders

To fully internalize the requirements of the *Regulatory Measures for the Conduct of Banking and Insurance Institutions' Principal Shareholders (Trial)*, the relevant responsibilities and obligations of principal Shareholders have been newly incorporated in the chapters on shareholder qualification and shareholder obligation with reference to the relevant provisions of the *Guidelines for the Self-discipline Supervision of Listed Companies on the Shanghai Stock Exchange No. 1 – Standardized Operation*.

(III) Division of Responsibilities

First, the Bank integrates the relevant provisions of the regulatory authorities on the responsibilities of the board of directors of commercial banks in relation to equity management, and clarifies that the Board of Directors of the Bank will assume the responsibilities of the recognition of the commitment performance by substantial Shareholders and be responsible for proposing the treatment measures to Shareholders for breach of commitments. Second, in combination of the needs of Bank's equity management, the Bank clarifies that the Office of the Board of Directors is the lead management department for equity management work, and the relevant departments of the Head Office, such as the Office, Human Resources Department,

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and Finance and Accounting Department, shall cooperate in carrying out Shareholder evaluations according to the division of responsibilities. Third, in accordance with regulatory requirements, the Bank further clarifies its relevant responsibilities including establishing information files of principal Shareholders, following the behaviour of principal Shareholders, strengthening communication with Shareholders and investors, protecting the right to know of minority Shareholders and etc.

(IV) Other Amendments

In accordance with the latest provisions of the *Code of Corporate Governance of Banking and Insurance Institutions*, and the *Rules Governing the Listing of Stocks on the Shanghai Stock Exchange*, the Bank clarifies that Shareholders shall be obligated to truthfully inform the relevant information, and not to abuse their rights as Shareholders. In addition, the Bank supplements and optimizes the name of the regulatory system on which the General Provisions are based, the definition of principal Shareholder in the Supplementary Provisions, and the wordings of some articles of the *Administrative Measures on Equity of China CITIC Bank Corporation Limited*.

The above proposal is now submitted to the 2022 Second EGM for consideration and approval. The full text of the *Administrative Measures on Equity of China CITIC Bank Corporation Limited (Version 2.0, 2022)* to be approved is set out in Appendix of this circular.

PROPOSAL REGARDING THE ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE SIXTH SESSION OF THE BOARD OF DIRECTORS

At the 2022 Second EGM, the proposals regarding the election of Mr. Zhou Bowen (“**Mr. Zhou**”) and Mr. Wang Huacheng (“**Mr. Wang**”) as independent non-executive Directors of the sixth session of the Board of Directors will be submitted for approval as ordinary resolutions. The particulars of Mr. Zhou and Mr. Wang are set out as follows:

Mr. Zhou Bowen, born in 1976, is a US national, IEEE Fellow/CAAI Fellow, and has been a long-tenured professor in the Department of Electrical Engineering and a professor of Huiyan Symposium of Tsinghua University since May 2022. Previously, he was the President of the Basic Research Institute of Artificial Intelligence at IBM’s headquarter in New York, USA, Chief Scientist of IBM Watson, and IBM Distinguished Engineer from March 2003 to September 2017; Vice President and Senior Vice President of JD.com, Inc., Chairman of Technology Committee of JD.com, Inc., President of JD Cloud & AI, and President of JD AI Research Institute from September 2017 to November 2021; Director of Kingdee International Software Group Co. Ltd. from March 2020 to December 2021; and he founded Beijing Xianyuan Technology Co., Ltd. in December 2021. Graduated from the University of Colorado with a doctorate degree in electronic and computer engineering, Mr. Zhou has been engaged in AI basic theory and cutting-edge technology research for more than 20 years. He has long-time academic research experience in the new generation of information technology represented by artificial intelligence, and accumulated an abundance of hands-on experience in the field of Internet.

Mr. Wang Huacheng, born in 1963, is a Chinese national. He currently serves as a professor and supervisor of PhD students in the Department of Finance of Renmin Business School, the deputy director and secretary-general of the China National MPAcc Education Steering Committee, and an independent director of Tsinghua Tongfang Co., Ltd., China Great Wall Securities Co., Ltd., Wanhua Chemical Group

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Co., Ltd. and Beijing Capital International Airport Company Limited. The positions he previously held from 1992 to 2005 include Deputy Director of Accounting Department and Deputy Dean of the business school at Renmin University of China as well as an independent director of many companies such as Huatai Securities Co., Ltd., Capinfo Company Limited, Inzone Group Co., Ltd., China CAMC Engineering Co., Ltd., China Railway Construction Corporation Limited, Hua Xia Bank Co., Ltd., BOE Technology Group Co., Ltd. and Yunnan Baiyao Group Co., Ltd. Graduated from Renmin University of China with a doctorate degree in management (majoring in accounting), Mr. Wang has extensive experience in finance, accounting, and financial fields.

Biographical details of Mr. Zhou and Mr. Wang are set out in the announcement of the Bank dated 28 September 2022. As at the Latest Practicable Date, there are no changes in the biographical details of Mr. Zhou and Mr. Wang or other information relating to their appointment.

The Board has agreed to nominate Mr. Zhou and Mr. Wang as independent non-executive Directors of the Bank. In accordance with the relevant laws and regulations of China and the Articles of Association, Mr. Zhou and Mr. Wang will take office after the election of the 2022 Second EGM and the approvals of their qualifications as independent non-executive Directors by the regulatory authority, and their terms of office will expire on the expiration of the term of office of the sixth session of the Board of the Bank. Independent non-executive Directors shall serve in the Bank for no more than six years accumulatively and may be re-elected upon expiration of their term of office provided that they meet the provisions of laws, regulations and the Articles of Association. During their tenure as independent non-executive Directors of the Bank, Mr. Zhou and Mr. Wang will receive remuneration, including basic remuneration, linked floating remuneration and allowance, respectively in accordance with the Director Allowance Policy of the sixth session of the Board deliberated and approved by the Bank's 2020 annual general meeting. The basic remuneration is a fixed amount of RMB240,000 per person per year before tax paid monthly. The linked floating remuneration is RMB100,000 per person per year before tax linked to the annual performance evaluation results. Those rated as "competent" and "basically competent" are paid at 100% and 60% respectively; for those rated as "incompetent", floating remuneration shall not be paid. The floating remuneration shall be paid after the annual meeting of the board of supervisors examines and approves the performance evaluation results of the previous year according to the corporate governance rules in late March of each year. In addition, the Bank will pay certain allowances according to the position held in special committees of the Board. Among them, for those who serve as the chairman and members of the Risk Management Committee and the Audit and Related Party Transactions Control Committee of the Board, the allowance standard of independent non-executive Directors is RMB30,000 and RMB20,000 per person per year respectively. For those who serve as chairman and members of other special committees of the Board, the allowance standard is RMB20,000 and RMB10,000 per person per year respectively. Those who serve multiple positions on several special committees of the Board shall be paid cumulatively. The above-mentioned allowances are paid monthly.

Save as disclosed above, each of Mr. Zhou and Mr. Wang confirmed that (1) he does not hold any position with the Bank or any of its subsidiaries and has not been a director or supervisor in any other listed companies in the past three years; (2) he is not connected with any Directors, supervisors, senior management or substantial or controlling Shareholders of the Bank or any of its subsidiaries; and (3) he does not have any interest in any Shares of the Bank or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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Save as disclosed above, each of Mr. Zhou and Mr. Wang confirmed that no other matters related to his appointment should be disclosed in accordance with Article 13.51 (2) (h) to (v) of the Hong Kong Listing Rules, nor should any other matters be notified to the Shareholders of the Bank.

The independent non-executive Director Mr. He Cao who has served his tenure of six years, shall continue to perform his duties until Mr. Zhou takes office as an independent non-executive Director of the Bank. The independent non-executive Director Ms. Chen Lihua who has served her tenure of six years, shall continue to perform her duties until Mr. Wang takes office as an independent non-executive Director of the Bank.

2022 SECOND EGM

The notice of the 2022 Second EGM to be held on Wednesday, 16 November 2022 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, PRC is set out on pages 27 to 29 of this circular, and is published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com).

In order to determine the Shareholders who are entitled to attend the 2022 Second EGM, the Bank's register of H Shareholders will be closed from Monday, 17 October 2022 to Wednesday, 16 November 2022 (both days inclusive). H Shareholders whose names appear on the Bank's register of members on Wednesday, 16 November 2022 are entitled to attend the 2022 Second EGM. H Shareholders of the Bank who intend to attend and vote at the 2022 Second EGM but whose transfers have not been registered shall lodge 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, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 14 October 2022.

Shareholders who intend to attend the meeting in person or by proxy should have completed and returned the attached reply slip 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 Thursday, 27 October 2022.

The proxy form for the 2022 Second EGM has been published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com). If you intend to appoint a proxy to attend the 2022 Second EGM, please complete such proxy form according to the instructions printed thereon and return the same at least 24 hours before the time fixed for the 2022 Second EGM (i.e. not later than 9:30 a.m. on Tuesday, 15 November 2022) or any of its resumed meetings (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person in the 2022 Second EGM if you so wish.

PROCEDURES FOR VOTING AT THE 2022 SECOND EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the 2022 Second EGM will be taken by poll.

LETTER FROM THE BOARD

RECOMMENDATION

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 favour of the resolutions to be proposed at the 2022 Second EGM as set out in the notice of the 2022 Second EGM.

By order of the Board
China CITIC Bank Corporation Limited
ZHU Hexin
Chairman

Chapter One General Provisions

Article 1 These measures are formulated in accordance with the Company Law of the People's Republic of China, the Commercial Bank Law of the People's Republic of China, the Interim Measures on Equity Management of Commercial Banks, the Code of Corporate Governance of Banking and Insurance Institutions, the Regulatory Measures for the Conduct of Banking and Insurance Institutions' Principal Shareholders (Trials), the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as well as other relevant laws, regulations, regulatory provisions, and the Articles of Association of China CITIC Bank Corporation Limited (hereinafter referred to as the "Bank"), for the purpose of strengthening equity management of the Bank, standardizing acts of the Bank's shareholders, protecting the legitimate rights and interests of the Bank and its stakeholders, safeguarding the legitimate interests of its shareholders, and promoting healthy continuous development of the Bank.

Article 2 The Bank shall conduct its equity management according to the principles of categorized management, sound qualifications, clear relationship, well-defined rights and responsibilities, openness, and transparency.

Article 3 The Bank and its shareholders and its *de facto* controller shall make full disclosure of relevant information and accept social supervision in accordance with relevant laws, regulations and regulatory requirements.

Article 4 The shareholders and the *de facto* controller of the Bank shall abide by laws and regulations, regulatory requirements and the provisions of the Bank's Articles of Association, exercise their shareholder rights and perform statutory obligations according to laws.

The Bank shall strengthen the management of equity matters and improve its corporate governance structure.

Chapter Two Duties and Responsibilities of the Bank

Article 5 The Board of Directors of the Bank shall perform its due diligence, and shall, in accordance with relevant laws and administrative regulations, manage its equity matters and assume ultimate responsibility for the management of equity matters.

The Board of Directors performs the following duties and responsibilities related to equity management:

- (1) Evaluate, annually, the substantial shareholders regarding their qualifications, fulfillment of undertakings, implementation of the Articles of Association or relevant agreements, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to the banking regulatory authority or its local offices in a timely manner;

- (2) Evaluate, annually, principal shareholders regarding their qualifications, financial positions, equity holding, related party transactions carried out in the past year, shareholder rights exercised, performance of obligations and undertakings, implementation of the Articles of Association or relevant agreements, as well as their compliance with laws, regulations and regulatory requirements, and submit the evaluation reports thereof to the banking regulatory authority or its local offices in a timely manner. Circulate the evaluation reports on principal shareholders at the shareholders' general meeting (the "SGM") or in the form of written document;
- (3) Organize the development of management policies for substantial shareholders' undertakings, the management of files on undertakings, the assessment of undertakings, and other work on the management of undertakings, and assume the management responsibility for undertakings of substantial shareholders;
- (4) Assess the fulfillment of undertakings by substantial shareholders. The proposals on measures against shareholders in violation of undertakings shall be put forward, and such measures shall be implemented after the proposals are deliberated on and adopted at the SGM. The relevant shareholders or their proxies shall abstain from voting.

Article 6 The board chairperson of the Bank is the first responsible person for handling the Bank's equity matters. The board secretary shall assist the board chairperson with his or her work, and is the person directly responsible for handling equity matters. The board chairperson and board secretary shall faithfully, honestly and diligently perform their duties.

Article 7 The Board of Supervisors of the Bank shall be responsible for supervising and inspecting the performance of due diligence by the Board of Directors and senior management of the Bank in the management of equity matters and shall urge for rectification of deficiencies when and where necessary.

Article 8 The Board Office of the Bank is the lead management department for the shareholders' equity management, and shall organize the equity management across the Bank. Its specific duties include handling daily equity matters such as equity information registration and information disclosure, taking the lead in formulating equity management policies of the Bank, assessing equity management of principal shareholders as well as equity management of substantial shareholders and undertakings fulfilled by substantial shareholders across the Bank, and taking the lead in reporting equity management conditions of the Bank to the banking regulatory authority or its local offices.

Article 9 The relevant equity management departments of the Bank shall act on these measures, which include establishing communication mechanisms, monitoring the situations of shareholders, increasing exchange and sharing of related information, managing shareholders' equity with joint efforts, and assessing their fulfillment of undertakings, while assessing equity management of principal shareholders and substantial shareholders and reviewing the fulfillment of undertakings by substantial shareholders on a

regular basis. Where principal shareholders and substantial shareholders are found to commit violations that involve the Bank, these departments shall adopt measures to prevent the escalation of such violations and notify the lead department for the shareholders' equity management of the situation in a timely manner.

- (1) The General Office shall assess the reputational risk associated with shareholders and the improper intervention of shareholders in the Bank's rules of procedure;
- (2) The Human Resources Department shall assess the persons nominated by shareholders, the cross position-holding of shareholders, and the improper intervention of shareholders in the Bank's staff appointment/dismissal;
- (3) The Finance and Accounting Department shall assess the financial position of shareholders and the exerting of improper indicator pressure by shareholders;
- (4) The Asset and Liability Department shall assess the capital replenishment capacity and liquidity of shareholders;
- (5) The Risk Management Department shall take the lead in assessing the risk isolation of shareholders;
- (6) The Law and Asset Preservation Department shall assess the legal risk associated with shareholders;
- (7) The Compliance Department shall assess the fulfillment of compliance undertakings by shareholders;
- (8) The Corporate Banking Department shall assess the business coordination and collaboration made by shareholders;
- (9) The Investment Banking Department, Wealth Management Department, Personal Loan Department, Interbank Business Department, Information Technology Management Department, Administration Department, and other departments related to shareholders in terms of business dealings, asset trading, and asset leasing shall assess the business risks arising and assets occupied therefrom;

Article 10 The Bank shall strengthen the examination of shareholder qualifications. It shall verify the information about its substantial shareholders and their controlling shareholders, *de facto* controllers, related parties, persons acting in concert, and ultimate beneficiaries and understand any changes in such information, make judgment on shareholders' influence on the operation and management of the Bank, and report or disclose relevant information in a timely, accurate and complete manner according to the law.

Article 11 The Bank shall create information files of principal shareholders, record and manage the relevant information on these shareholders, verify and understand the control of such shareholders, relations as related parties and action in concert with other shareholders of the Bank, and the pledging and freezing of

the equity held at least once semi-annually by questioning shareholders, accessing public information, and other means, and report and disclose the relevant information in a timely, accurate, and complete manner in accordance with relevant provisions, in the case of any change.

Article 12 The Bank shall reinforce the management of related party transactions, accurately identify related parties, and strictly implement the review/approval and information disclosure systems for related party transactions, and timely report information on related party transactions to the banking regulatory authority or its local offices. The Bank shall carry out related party transaction management and relevant equity assessment as per the Bank's relevant policies for the management of related party transactions.

The Bank shall, in accordance with the principle of penetration, manage its substantial shareholders and their controlling shareholders, *de facto* controllers, related parties, persons acting in concert and ultimate beneficiaries as its own related parties.

Article 13 The Bank shall pay particular attention to the conduct of principal shareholders, and when a principal shareholder and its *de facto* controller are found to commit violations that involve the Bank, it shall take measures to prevent the aggravation of the violation and report to the banking regulatory authority or its local offices in a timely manner.

Committed to independent operation and management, the Bank shall establish an effective risk isolation mechanism, take prudent measures to isolate its equity, assets, debts, management, financial affairs, business, and personnel, carry out accounting and bear risks in a way independent of principal shareholders, and prevent conflicts of interest and risk contagion. If the banking regulatory authority specifies otherwise, those provisions shall prevail.

Article 14 The Bank shall enhance communication with its shareholders and investors, establish a smooth, efficient communication mechanism with shareholders, and take charge of relevant work including but not limited to applying for administrative licenses, reporting of shareholder information and other relevant matters and submitting relevant documents. The Bank shall treat all shareholders equally, and ensure that all shareholders, especially minority shareholders, can be properly informed of, participate in decision-making process of, and oversee its significant matters.

The Bank support shareholders to establish a communication and negotiation mechanism in which they can properly communicate and negotiate about the exercise of their rights.

Article 15 The Bank shall communicate with the market supervision and administration authority and Shanghai Branch of China Securities Depository and Clearing Corporation Limited (hereinafter referred to as the "CSDC") to solicit their support to its Board of Directors in managing pledge of the Bank's equity, and shall go through the equity pledge registration formalities in accordance with applicable provisions and requirements.

Chapter Three Shareholder Qualifications

Article 16 Shareholders of the Bank shall be eligible institutions or natural persons, of which, eligible institutions shall be the institutions that meet the conditions set by the banking regulatory authority, including domestic financial institutions, overseas financial institutions (including financial institutions located in Hong Kong SAR, Macao SAR and Chinese Taiwan) and domestic non-financial institutions and other institutions recognized by the banking regulatory authority, and eligible natural persons shall be the natural persons recognized by the banking regulatory authority.

Article 17 Shareholders of the Bank shall have sound social reputation, credit records, tax payment records and financial status, and shall comply with applicable laws, regulations and regulatory requirements.

Article 18 Shareholders of the Bank shall perform their obligation of capital contribution in strict accordance with applicable laws and regulations and the requirements of the banking regulatory authority.

Shareholders of the Bank shall purchase shares of the Bank with their own funds and ensure the fund are obtained from legal sources, rather than entrusted funds, debt funds and other funds not owned by themselves, unless otherwise prescribed by laws and regulations or regulatory provisions. Principal shareholders of the Bank shall actively cooperate with the banking regulatory authority and its local offices and the Bank in the review of the source of funds.

Article 19 No shareholder of the Bank may authorize any other person to hold equity of the Bank or accept any other person's authorization to hold equity of the Bank. A substantial shareholder of the Bank shall state its equity structure level by level up to its *de facto* controller and ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder. A principal shareholder shall ensure that the disclosed relationships of equity are authentic and transparent, and be strictly prohibited from concealing the *de facto* controller, relationship as a related party, nominee holdings, backstage agreements, and other violations of laws and regulations.

Article 20 The same investor and its related parties and persons acting in concert purchasing shares of the Bank shall follow the requirements on shareholding ratios as prescribed by the banking regulatory authority.

The same investor and its related parties and persons acting in concert shall not purchase shares of more than two commercial banks including the Bank as a substantial shareholder or control more than one commercial bank, unless otherwise stipulated by laws and regulations. The substantial shareholders of the Bank who do not meet the requirements for the number of commercial banks in which they hold equity shall make rectification according to regulatory requirements in an active and orderly way.

A principal shareholder of the Bank shall strengthen capital constraints, maintain an appropriate level of leverage, scientifically arrange investment in banking and insurance institutions, ensure that its conduct of investment is commensurate with its capital scale, continuous capital contribution capacity, and operation and management level, and comply with relevant regulatory requirements for the quantity of banking or insurance institutions in which it invests and purchase equity.

Article 21 Any of the Bank's substantial shareholders and its controlling shareholder or *de facto* controller shall not fall under any of the following circumstances:

- (1) Being listed as an object subject to any joint punishment for dishonesty by relevant authorities;
- (2) Committing any act of seriously evading or canceling bank debts;
- (3) Providing false materials or making false statements;
- (4) Assuming major liability for the business failure of any commercial bank or significant violation of laws and regulations;
- (5) Rejecting or obstructing the banking regulatory authority or its local offices from conducting their regulatory work according to the law;
- (6) Having been investigated and punished by any financial regulatory authority or any other competent government agency for violation of laws and regulations, thus having caused adverse impact;
- (7) Any other circumstances that may adversely affect the operation and management of the Bank.

Article 22 Each substantial shareholder of the Bank shall undertake in writing that it will abide by applicable laws and regulations, regulatory requirements and the Bank's Articles of Association when purchasing the Bank's equity, and shall explain the purpose of such purchase.

Article 23 The relationship between the Bank's shareholders and their controlling shareholders, *de facto* controllers, related parties, persons acting in concert and ultimate beneficiaries shall be clear and transparent.

The shareholding ratio of a shareholder of the Bank and its related parties and persons acting in concert shall be calculated on a consolidated basis.

A principal shareholder of the Bank and the Bank shall not directly or indirectly cross-hold shares of each other, unless otherwise prescribed by the State Council.

Chapter Four Shareholder Obligations

Article 24 An equity investor of the Bank (whether an institution or a natural person) and its related parties and persons acting in concert, either separately or jointly, intending to initially or accumulatively hold more than 5% of the total capital or total shares of the Bank, shall file an application with the banking regulatory authority or its local offices for approval in advance.

Article 25 An equity investor of the Bank (whether an institution or a natural person) and its related parties and persons acting in concert that hold, either separately or jointly, more than 1% but less than 5% of the Bank's total capital or total shares shall, within ten working days of the date of obtaining the corresponding equity, report to the banking regulatory authority or its local offices.

The scope, requirements, document catalogue and procedures of such reporting shall follow the requirements laid down by the banking regulatory authority or its local offices.

Article 26 A shareholder of the Bank shall report the following information to the Bank in a timely, accurate and complete manner:

- (1) The shareholder shall, in accordance with laws, regulations, and regulatory provisions, truthfully notify the Bank of its financial information, equity structure, source of funds to acquire shares, controlling shareholder, *de facto* controller, related parties, persons acting in concert, ultimate beneficiary, investments in other financial institutions, and other information;
- (2) If there are changes in the controlling shareholder, *de facto* controller, related parties, persons acting in concert, or ultimate beneficiary of the shareholder, the relevant shareholder shall notify the Bank of the changes in writing in a timely manner as per laws, regulations, and regulatory provisions;
- (3) If the shareholder is involved in a merge or spin-off, is subject to an order for suspension of business for rectification, designated custody, take-over, revocation, or any measure, is subject to a dissolution, liquidation, bankruptcy proceeding, or has a change in its legal representative, company name, business premises, business scope, or any other important matter, it shall notify the Bank of the relevant situation in writing in a timely manner as per laws, regulations, and regulatory provisions;
- (4) If the shares of the Bank held by the shareholder are involved in litigation or arbitration, are subject to legal compulsory measures taken by the judicial authorities, among others, and are pledged or released from a pledge, the shareholder shall notify the Bank of the relevant situation in writing in a timely manner as per laws, regulations, and regulatory provisions.

A substantial shareholder of the Bank shall also report the following information to the Bank in a timely, accurate and complete manner:

- (1) Its operating conditions;
- (2) Any other circumstances that may cause changes to its shareholder qualifications or lead to changes in its equity holding of the Bank.

The controlling shareholder or de facto controller of the Bank shall promptly inform the Bank of any of the following circumstances and cooperate with the Bank in fulfilling its information disclosure obligations:

- (1) Significant changes in shareholding or control of the Bank, or significant changes in the situation concerning the fact that the de facto controller and other enterprises controlled by it engage in the same or similar business as the Bank;
- (2) A court ruling prohibiting the transfer of shares held by it in the Bank, or if more than 5% of the shares held by it in the Bank are placed in custody or trust or are restricted from voting in accordance with the law, or if there is a risk of forced transfer;
- (3) A plan on the significant restructuring of assets, debts, or businesses of the Bank;
- (4) Any hearsay on the controlling shareholder or de facto controller, which may considerably affect the transaction prices of the Bank's stocks and its derivatives thereof;
- (5) Receiving a criminal penalty, being under investigation in a case filed by China Securities Regulatory Commission (CSRC) for a suspected violation of laws and regulations, receiving an administrative penalty from CSRC, or receiving a material administrative penalty from another competent authority;
- (6) Any other circumstances that may considerably affect the transaction prices of the Bank's stocks and its derivatives thereof.

Article 27 Shareholders of the Bank, especially substantial shareholders, shall perform their bona fide obligation to the Bank according to the law, to ensure the truthfulness, accuracy, validity and completeness of the information or documents they present to the Bank.

Article 28 Financial products may hold shares of the Bank, but the shares accumulatively held in the Bank by the financial products controlled by a single investor, issuer or manager and its de facto controller, related parties and persons acting in concert shall not exceed 5% of the total shares of the Bank.

A substantial shareholder of the Bank may not hold shares of the Bank through financial products issued, managed or controlled by it or by any other means.

Article 29 A shareholder of the Bank and its controlling shareholder and de facto controller shall not abuse shareholder rights or use the relations as related parties to infringe on the legitimate rights and interests of the Bank, other shareholders and stakeholders, intervene or utilize their influence to intervene in the decision-making power and management power that the Board of Directors and the Senior Management are entitled to in accordance with the Bank's Articles of Association, to directly intervene in or utilize their influence to intervene in the business management of the Bank bypassing the Board of Directors and the Senior Management, to channel interests for their own benefit, or cause damage to the legitimate rights and interests of the Bank, other shareholders and stakeholders in any other form.

Article 30 A principal shareholder of the Bank shall support the Bank in establishing an independent and sound corporate governance structure with effective checks and balances, and encourage and support the Bank's integration of Party leadership with corporate governance. It shall conscientiously study and implement the relevant provisions and policies issued by the banking regulatory authority, strictly exercise self-restraint, practice the principle of good faith, exercise shareholders' rights properly through the corporate governance procedures, and shall not use the status as a principal shareholder to undermine the legitimate rights and interests of the Bank and other stakeholders.

Article 31 A principal shareholder of the Bank shall properly exercise shareholder rights through corporate governance procedures, safeguard the independent operation of the Bank, and be strictly prohibited from improperly intervening with or restricting the Bank in the following manners, unless otherwise provided by laws and regulations or as approved by the banking regulatory authority:

- (1) Subjecting the resolutions of the SGM and the Board of Directors to prerequisite approval procedures;
- (2) Intervening in the normal staff selection and recruitment procedures of the Bank, or bypassing the SGM and the Board of Directors to directly appoint and dismiss employees;
- (3) Intervening in the performance appraisal of the directors, supervisors, and other employees of the Bank;
- (4) Intervening in the normal operation and decision-making procedures of the Bank;
- (5) Intervening in the financial accounting, fund transfer, asset management, expense management, and other financial and accounting activities of the Bank;
- (6) Issuing a business plan or instruction to the Bank;
- (7) Requiring the Bank to extend loans or provide guarantees;
- (8) Intervening in the independent operation of the Bank in any other form.

Article 32 A substantial shareholder of the Bank shall establish effective risk isolation mechanisms to prevent any risk from spreading and transferring among shareholders, the Bank and/or other related parties. A principal shareholder of the Bank shall strengthen risk isolation between the Bank and external micro-finance companies, guarantee companies, and other non-licensed financial institutions in which it holds shares, and make sure they shall be forbidden from using the name of the Bank for inappropriate publicity, mixing products and services of licensed and non-licensed financial institutions, or inflating the credit of non-licensed financial institutions for improper benefits.

Article 33 A substantial shareholder of the Bank shall effectively manage the multiple position-holding between its Board of Directors, Board of Supervisors and Senior Management and those of the Bank or other related parties to prevent conflicts of interest.

Article 34 Shareholders of the Bank shall abide by the provisions on related party transactions as prescribed by applicable laws and regulations and the banking regulatory authority, and may not infringe on the interests of other shareholders and the Bank, engage in any improper related party transactions with the Bank, or use their influence over the operation and management of the Bank to seek illicit benefits.

A principal shareholder of the Bank shall make sure the transparency and fairness of transactions with the Bank, and shall be strictly prohibited from conducting improper related party transactions with the Bank, or using its influence over the Bank to obtain improper benefits by the following means:

- (1) Obtaining a loan, bill acceptance and discounting, bond investment, SPV investment, or any other bank credit subject to conditions favorable than those for similar transactions with a non-related party;
- (2) Illegally occupying and dominating the funds or other rights and interests of the Bank by loans, guarantees, or other means;
- (3) Causing the Bank to bear expenses which are unreasonable, or shall be borne by the principal shareholder and its related parties;
- (4) Buying or leasing an asset of the Bank subject to conditions favorable than those for similar transactions with a non-related party, or selling or leasing an inferior asset to the Bank;
- (5) Using an intangible asset of the Bank gratuitously or subject to conditions favorable than those for similar transactions with a non-related party, or charging the Bank exorbitant royalties for using an intangible asset;
- (6) Taking advantage of the status as a principal shareholder to seek a business opportunity belonging to the Bank;
- (7) Using the non-public information or trade secrets of the Bank to seek benefits;
- (8) Conducting improper related party transactions or obtaining improper benefits by other means.

When carrying out significant related party transactions with the Bank, a principal shareholder and its related parties shall be strictly prohibited from circumventing the review of related party transactions by concealing relations as related parties, splitting transactions, or lengthening the financing chain via nesting transactions. They shall provide related materials as per the applicable provisions and regulatory requirements, which shall be reported and disclosed by the Bank as prescribed. The principal shareholder shall cooperate with the Bank in the dynamic management of related party transactions, calculate the cumulative amount of related party transactions in a timely manner, monitor whether the provisions on the concentration of related party transactions are complied with, regularly provide the Bank with the overall information on related party transactions conducted with the Bank, and take corresponding measures in a timely manner in accordance with the early warnings and alerts issued by the Bank.

Article 35 Where a principal shareholder of the Bank non-publicly issues bonds, the Bank shall neither provide guarantees for them nor purchase them directly or through financial products.

Article 36 Where the Bank experiences a major risk incident or commits a major violation of law or regulations and is subsequently subject to risk disposal or takeover measures by the banking regulatory authority or its local offices, shareholders of the Bank shall actively cooperate with the banking regulatory authority or its local offices in conducting investigations, risk disposal, and other necessary work.

In addition to cooperating in risk disposal, a principal shareholder of the Bank shall strictly implement relevant regulatory measures and requirements, voluntarily safeguard the operating stability of the Bank, and assume shareholder responsibilities and obligations in accordance with the law. Where the banking regulatory authority or its local offices conduct an on-site inspection or investigation on the Bank in accordance with the law, the principal shareholder shall actively cooperate in the relevant measures taken by the regulatory authority and strictly implement relevant regulatory requirements.

Article 37 Where a substantial shareholder of the Bank intends to transfer its equity in the Bank to any other party, it shall inform the transferee of the need to meet the conditions set forth by laws and regulations and by any competent financial regulator.

Article 38 A substantial shareholder of the Bank shall not transfer any equity it holds in the Bank within five years from the date of acquiring the equity, unless otherwise provided for by laws, regulations and regulatory provisions.

A principal shareholder of the Bank shall focus on long-term investment and value investment, and shall not have the purpose of speculation, shall safeguard the relative stability of the equity structure of the Bank, and shall not transfer, directly or in disguise, its shares of the Bank during the period of equity transfer restriction, unless the transfer is ordered by a judicial ruling, an administrative grant, or an order of the banking regulatory authority or its local offices.

Where it is necessary to transfer the Bank's shares in a way that results in a change of control, the controlling shareholder or de facto controller of the Bank shall ensure that the transaction is fair, equitable, reasonable, and feasible and may not use the transfer of control to speculate on the share price or harm the legitimate rights and interests of the Bank and other shareholders.

Article 39 The directors, supervisors and senior management members of the Bank shall comply with relevant regulatory requirements of the listing venues of the Bank, and declare, hold and trade the shares of the Bank accordingly.

Article 40 Where a shareholder of the Bank pledges its equity in the Bank, it shall abide by the relevant provisions on pledging the equity of commercial banks as set forth by applicable laws and regulations and the banking regulatory authority, without causing damage to the interests of other shareholders of the Bank or those of the Bank.

A principal shareholder of the Bank shall neither use its shares of the Bank as a guarantee for the debts of itself or any of its related parties nor hold shares of the Bank as a nominee, hold shares as a related party in violation of provisions, or transfer shares in disguise in the form of equity pledge.

The Bank shall not accept any of its shares as the subject of pledge.

Article 41 Shareholders of the Bank who pledge their shares in the Bank shall, in accordance with applicable laws and regulations and relevant provisions, go through the equity pledge registration formalities with CSDC, and their equity pledge shall come into effect as of the date of such registration.

In accordance with the Banks' requirements on risk management and information disclosure, such shareholders shall provide the Bank with relevant information on their equity pledge in writing within three working days from the completion of the equity pledge registration.

Article 42 When a shareholder who holds a seat or seats on the Board of Directors and/or the Board of Supervisors of the Bank, or directly, indirectly or jointly holds or controls more than 2% of the Bank's shares or voting rights pledges its shares in the Bank, it shall file an application with the Board of Directors of the Bank in advance, stating the reasons for the pledge, the number of shares to be pledged, the time duration of the pledge and the basic information about the pledge holder. Where the Board of Directors determines that the intended pledge will exert significant adverse impact on equity stability, corporate governance, risk control or related party transactions control of the Bank, it shall reject the filing of the application. When the Board of Directors reviews the relevant matters of the application, the director dispatched by the shareholder planning to make the pledge shall recuse itself.

Article 43 A shareholder may not pledge the Bank's shares if the balance of its borrowings from the Bank exceeds the audited net value of the equity it held in the Bank in the previous year.

Where the Bank's shares pledged by one of its shareholders other than principal shareholders reaches 50% or more of its shareholding in the Bank, the voting rights of the shareholder at the Bank's SGM and the voting rights of the director it dispatches to the Bank's Board of Directors shall be both restricted. The pledged portion of the shares held by the shareholder shall not be eligible to exercise the voting rights at the SGM; and the director nominated by the shareholder may neither exercise its voting rights on the Board of Directors nor be counted in the effective attendance of the board meeting.

Where the Bank's shares pledged by one of its principal shareholders reaches 50% or more of its shareholding in the Bank, neither the shareholder nor any director nominated by such shareholder may exercise the voting rights at the SGM or the Board meeting of the Bank. If provisions are otherwise established for trust companies and specific types of financial institutions, those provisions shall prevail.

Article 44 A principal shareholder of the Bank shall actively cooperate with the Bank in effectively managing reputation risk, guide positive public opinion, and maintain the brand image of the Bank. When a principal shareholder of the Bank identifies any report or rumor related to it which may have a significant impact on the Bank, it shall notify the Bank of the situation in a timely manner.

Article 45 A principal shareholder of the Bank shall fully understand the attributes, risk characteristics, and prudential operation rules of the banking industry as well as the rights and obligations of principal shareholders, actively safeguard the steady operation of the Bank and the stability of the financial market, protect consumer rights and interests, and support the Bank in better serving the real economy and guarding against financial risks.

Article 46 A principal shareholder of the Bank shall encourage and support the rightful communication and negotiation about the exercise of shareholder rights and other related matters among all shareholders, especially minority shareholders, and coordinate and cooperate with minority shareholders in exercising their right to know, right to question, and other statutory rights in accordance with the law. A principal shareholder of the Bank shall support minority shareholders in obtaining effective opportunities to participate in the SGM and vote, and shall not obstruct, instruct the Bank to obstruct, or otherwise create an obstacle to the participation of minority shareholders in the SGM.

Article 47 A principal shareholder of the Bank may authorize a proxy to participate in the SGM, provided that the proxy shall be a person other than the shareholder itself or any of its related parties, persons acting in concert, and nominated directors and supervisors. The principal shareholder may not participate in the SGM as authorized by a person other than its related party or person acting in concert.

Article 48 A principal shareholder of the Bank shall prudentially exercise its right to nominate a director of the Bank and ensure that a nominated candidate complies with relevant regulatory provisions.

A principal shareholder of the Bank shall strengthen the supervision of performance of duty by any director or supervisor nominated by it in accordance with the law, and make adjustments in a timely manner as per laws, regulations, the Articles of Association of the Bank, and regulatory requirements to the person who is unable to effectively perform duties.

A director nominated by a principal shareholder of the Bank shall perform its duties independently based on professional judgment, treat all shareholders fairly, make independent, professional, and objective decisions on the principle of maximizing the overall interests of the Bank, and assume responsibility for the decisions made in accordance with the law, and shall not infringe on the legitimate rights and interests of the Bank and other stakeholders.

Article 49 A principal shareholder of the Bank shall, in accordance with the development strategies, business plans, and risk conditions of the Bank, support the Bank in preparation and implementation of medium and long-term capital plans, and guarantee that the capital of the Bank continues to comply with regulatory requirements. When the banking regulatory authority orders the Bank to replenish capital in accordance with the law, if the Bank is unable to replenish capital by means other than a capital increase, the principal shareholder shall perform the obligation to replenish capital, or shall not obstruct another shareholder or investor increasing capital by adopting a reasonable plan, if it is unable to replenish capital or doesn't participate in the capital increase.

Article 50 A principal shareholder of the Bank shall support the Bank in devising profit distribution plans given its operating condition, risk condition, capital planning, and market environment as per the regulatory provisions and the Articles of Association of the Bank as well as in balancing the relationship between cash dividend payout and capital replenishment.

Chapter Five Management of Shareholder Undertakings

Article 51 A substantial shareholder of the Bank shall give truthful undertakings in accordance with the pertinent laws, regulations, and regulatory provisions.

The undertakings of a substantial shareholder may be divided into three categories: declaration, compliance, and due diligence. The contents of an undertaking shall be accurate, normative, and feasible.

Article 52 The undertakings given by a substantial enterprise legal person shareholder shall, in accordance with laws and regulations, regulatory requirements, and its articles of association, undergo the necessary internal approval procedures such as those of the Board of Directors or the SGM.

Article 53 A substantial shareholder of the Bank shall undertake in writing as per the regulatory provisions that it will replenish the Bank's capital whenever necessary and report its capital replenishment capacity to the banking regulatory authority or its local offices through the Bank on an annual basis.

The substantial shareholder shall actively fulfill its undertakings in the category of due diligence such as capital replenishment and liquidity support, and cooperate with the Bank in disposing of risks in accordance with the regulatory requirements, when necessary. Where any undertakings in this category cannot be performed, the substantial shareholder shall notify the Bank in a timely manner with an explanation of the specific circumstances and reasons, and shall not obstruct other investors from making equity investments in the Bank through reasonable plans.

Article 54 A substantial shareholder of the Bank shall practically fulfill undertakings, and actively cooperate with the banking regulatory authority or its local offices and the Bank in assessing undertakings of shareholders.

The Bank shall annually assess substantial shareholders' fulfillment of undertakings, to understand, evaluate, and supervise the fulfillment of undertakings in a timely and proactive manner.

Article 55 The Bank shall include the fulfillment of undertakings by substantial shareholders in the assessment of corporate governance, and report the assessment results of fulfillment of shareholder undertakings and the main issues identified in the assessment to the banking regulatory authority in a timely manner.

Article 56 The Board Office of the Bank shall maintain files on undertakings of substantial shareholders to record the parties giving undertakings, undertakings in detail, the method and time of fulfilling undertakings, the fulfillment of undertakings, and the measures already adopted against shareholders in violation of undertakings, among others.

Chapter Six Information Disclosure

Article 57 The Bank shall disclose its equity information in a truthful, accurate and complete manner through semi-annual reports or annual reports on its official website and via other channels, the contents of which shall include:

- (1) The total number of shares and shareholders at the end of the reporting period and any changes in its shares during the reporting period;
- (2) Shareholdings of the top 10 shareholders of the Bank at the end of a reporting period;
- (3) Information about the substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries at the end of a reporting period;
- (4) Related party transactions with its substantial shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries during a reporting period;
- (5) Pledge of the Bank's equity by any of the substantial shareholders;
- (6) Shareholder's nomination of directors and supervisors;
- (7) A brief explanation of the de facto controller and its control of the Bank;
- (8) Shareholders holding more than 5% of shares and their shareholding changes;
- (9) The information on the pledging and termination of the pledging of equity held by any of principal shareholders;
- (10) Other information prescribed by the banking regulatory authority and the stock exchanges in the listing venues of the Bank.

Article 58 Where relevant information of the substantial shareholders of the Bank may lead to significant changes in their shareholder qualifications or result in major changes in their equity holdings in the Bank, the Bank shall make timely explanations thereof in its information disclosure.

Article 59 The Bank shall, when disclosing information, make an explanation about any equity matter that has been reported to the banking regulatory authority or its local offices but is still pending approval thereof.

Article 60 If the controlling shareholder of the Bank pledges all or part of its equity interest in the Bank to guarantee the Bank's debts or to guarantee the Bank's undertakings or other liabilities, the Bank shall publish an announcement to disclose the following information:

- (1) The quantity and type of the pledged shares;
- (2) The amount of debts, guarantee or support for which the pledge is made;
- (3) Any other details considered necessary for the understanding of such arrangements.

Chapter Seven Supplementary Provisions

Article 61 The shareholders of the Bank shall strictly abide by the relevant regulatory provisions on equity management, the Articles of Association of the Bank and these measures when exercising shareholder rights and performing their shareholder duties. In the case of any violations on the part of any of its shareholders, the Bank shall have the right to request the concerned shareholder to immediately correct its illegal act or take remedial measures in a timely manner. If the concerned shareholder refuses to correct such an act or is reluctant to take remedial measures, the Bank shall have the right to restrict its relevant shareholder rights according to applicable laws and regulations and its Articles of Association.

If a member of the Board of Directors of the Bank, in the process of performing his or her duties, fails to raise objection to the irregularities or violations in the management of equity matters, this member may not be assessed as competent in the latest round of performance evaluation.

Where any shareholder, director, supervisor or senior management member of the Bank is punished by the banking regulatory authority or other competent authority due to violation of the regulatory provisions on equity management, the Articles of Association of the Bank and/or these measures, the Bank shall have the right to hold the concerned person accountable for such violation.

Where a principal shareholder of the Bank causes loss to the Bank by abusing shareholder rights, the Bank shall, in accordance with Article 20 of the Company Law of the People's Republic of China, require the principal shareholder to assume the liability for compensation. If the principal shareholder refuses to do so, the Bank shall actively take relevant measures to safeguard its own rights and interests, and report the relevant information to the banking regulatory authority or its local offices.

Article 62 The term "more than" mentioned herein is inclusive of the concerned figure, while the terms "less than" and "insufficient" are both exclusive of the concerned figure.

Article 63 The meanings of the following terms mentioned in these measures are explained as follows:

- (1) A principal shareholder means a shareholder meeting one of the following conditions:
 1. The shareholder holding more than 15% shares of the Bank;

2. The shareholder who actually holds the largest number of shares in the Bank and whose shareholding ratio is no lower than 5% (including shareholders with the same number of shares);
3. The shareholder who nominates at least two directors;
4. The shareholder who exerts controlling influence on the Bank's operation and management in the view of the Board of Directors;
5. Other circumstances recognized by the banking regulatory authority or its local offices.

The shareholding ratios of a shareholder of the Bank and its related parties and persons acting in concert shall be calculated on a consolidated basis. If the total shareholding ratio meets the above requirements, the shareholder concerned is managed as a principal shareholder.

- (2) As per the definition set forth in Article 216 of the Company Law of the People's Republic of China, the controlling shareholder refers to a shareholder who holds more than 50% of the total share capital of the Bank, or a shareholder who, despite its shareholding being less than 50% of the total share capital of the Bank, has sufficient voting rights carried on its shareholding to exert significant impact on the resolutions of the SGM.
- (3) A substantial shareholder refers to a shareholder who holds or controls more than 5% of the shares or voting rights of the Bank, or holds less than 5% of the Bank's total shares but has significant impact on the operation and management of the Bank.

The aforementioned "significant impact" includes but is not limited to the dispatching of director(s), supervisor(s) or senior executive(s) to the Bank, exerting impact on the Bank's financial, operational and management decisions by way of agreement or through other means, and other circumstances as identified by the banking regulatory authority or its local offices.

- (4) As per the definition set forth in Article 216 of the Company Law of the People's Republic of China, the de facto controller refers to the person who, despite not being a shareholder of the Bank, is able to actually control the conduct of the Bank through investment relations, agreements or other arrangements.
- (5) A concerted action refers to the act or fact that an investor, through agreements or other arrangements and in cooperation with other investors, jointly expands the quantity of the voting rights carried on the Bank's shares in their control. The investors engaged in concerted actions are people acting in concert.
- (6) The ultimate beneficiary refers to the person who effectively enjoys the return on the Bank's equity.

Article 64 Matters not covered herein shall be subject to the relevant national laws, regulations, regulatory provisions, rules of the stock exchanges in the listing venues of the Bank, and the Articles of Association of the Bank. In case of any discrepancy between these measures and the relevant national laws, regulatory provisions, rules of the stock exchanges in the listing venues of the Bank, and the Articles of Association of the Bank after these measures enter into force, the relevant national laws, regulations, regulatory provisions, rules of the stock exchanges in the listing venues of the Bank, and the Articles of Association of the Bank shall prevail.

Article 65 These measures shall be interpreted by the Board of Directors of the Bank.

Article 66 These measures shall come into effect as of the date when it is passed at the Bank's SGM. The Measures for Managing Equity of China CITIC Bank Corporation Limited (Version 1.0, 2019) shall be annulled simultaneously.



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 EXTRAORDINARY
GENERAL MEETING OF 2022**

NOTICE IS HEREBY GIVEN that the Second Extraordinary General Meeting of 2022 (the “**2022 Second EGM**”) of China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m. on Wednesday, 16 November 2022 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 RESOLUTION

1. Proposal regarding the amendments to the Administrative Measures on Equity of China CITIC Bank Corporation Limited

ACCUMULATIVE VOTING RESOLUTIONS

- 2.00 Proposal regarding the election of independent non-executive directors of the sixth session of the board of directors
- 2.01 Proposal regarding the election of Mr. Zhou Bowen as an independent non-executive director of China CITIC Bank Corporation Limited for the sixth session of the board of directors
- 2.02 Proposal regarding the election of Mr. Wang Huacheng as an independent non-executive director of China CITIC Bank Corporation Limited for the sixth session of the board of directors

By Order of the Board
China CITIC Bank Corporation Limited
ZHU Hexin
Chairman

Beijing, the PRC
28 September 2022

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022

As at the date of this notice, the non-executive directors of the Bank are Mr. Zhu Hexin (Chairman), Mr. Cao Guoqiang, Ms. Huang Fang and Mr. Wang Yankang; the executive directors are Mr. Fang Heying (Vice Chairman, President), Mr. Liu Cheng and Mr. Guo Danghuai; and the independent non-executive directors are Mr. He Cao, Ms. Chen Lihua, Mr. Qian Jun and Mr. Liu Tsz Bun Bennett.

Notes:

1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2022 SECOND EGM

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 Monday, 17 October 2022 to Wednesday, 16 November 2022 (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, 16 November 2022 are entitled to attend and vote at the 2022 Second EGM. Holders of H shares of the Bank who intend to attend the 2022 Second EGM 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 Friday, 14 October 2022, 4:30 p.m.

2. APPOINTMENT OF PROXY

Any shareholder entitled to attend and vote at the 2022 Second EGM is entitled to appoint one or more proxies to attend and vote at the meeting instead 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 share 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 2022 Second EGM (i.e. not later than 9:30 a.m. on Tuesday, 15 November 2022). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2022 Second EGM.

3. REPLY SLIP

H share shareholders who intend to attend in person or by proxy the 2022 Second EGM 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 Thursday, 27 October 2022.

4. CONTACT INFORMATION OF THE BANK

Address: CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the PRC
Postal Code: 100020
Contact persons: Deng Zhihan, Zhao Yuan
Tel: (86 10) 6663 8188
Fax: (86 10) 6555 9255

5. PROCEDURE OF VOTING AT THE 2022 SECOND EGM

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 2022 Second EGM must be taken by poll.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022

6. OTHER BUSINESS

In accordance with the current arrangements for the prevention and control of the COVID-19 epidemic, to protect the health and safety of shareholders, shareholder proxies and other participants, it is suggested that H shareholders choose appointment of the Chairman of the meeting to vote on their behalf as the preferred way to attend this meeting. If the shareholders need to attend the meeting on site, please pay special attention to the following matters in addition to bringing relevant certificates and materials for participation:

- (1) Please contact the office of the Bank's board of directors before 9 November, 2022 to truthfully report, if any, symptoms of fever or respiratory, personal recent itinerary and other information and provide documents such as COVID-19 test report, itinerary card and health card according to the development of the COVID-19 pandemic and the requirements of CITIC Plaza.
- (2) Please conduct effective personal protections on the round trip and on the site of the meeting. When arriving at the venue, please follow the arrangement and guidance of the staff and cooperate with the implementation of epidemic prevention requirements such as participation registration and body temperature testing. Those with normal body temperature can enter the venue. Please wear a mask all the way.

Shareholders attending the 2022 Second EGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2022 Second EGM shall provide their identity documents.

7. DATES AND TIMES

Reference to dates and times on this notice are to Hong Kong dates and times.