
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in China Everbright Bank Company Limited, you should at once hand this circular together with the accompanying proxy form and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中國光大銀行股份有限公司

China Everbright Bank Company Limited

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

(Stock code: 6818)

**ELECTION OF NON-EXECUTIVE DIRECTOR
ELECTION OF EXECUTIVE DIRECTORS
AND
NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

The letter from the Board is set out on pages 3 to 7 of this circular.

The EGM will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Thursday, 7 March 2024 at 9:30 a.m.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the relevant proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time appointed for holding the EGM (i.e. not later than 9:30 a.m. on Wednesday, 6 March 2024) or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any adjourned meeting should you so wish, but in such event the proxy form shall be deemed to be revoked.

21 February 2024

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

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Company”	China Everbright Bank Company Limited (中國光大銀行股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Stock Exchange (stock code: 6818) and the SSE (stock code: 601818), respectively
“A Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the SSE and traded in RMB
“H Share(s)”	overseas listed foreign shares of par value RMB1.00 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“Articles of Association”	the Articles of Association of China Everbright Bank Company Limited
“Board” or “Board of Directors”	the Board of Directors of the Company
“Director(s)”	director(s) of the Company
“Independent Non-executive Director(s)”	independent non-executive director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Thursday, 7 March 2024 at 9:30 a.m.
“NAFR”	the National Administration of Financial Regulation
“SSE”	the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	ordinary share(s) of par value RMB1.00 each in the share capital of the Company (including A Shares and/or H Shares)

LETTER FROM THE BOARD



中國光大銀行股份有限公司

China Everbright Bank Company Limited

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

(Stock code: 6818)

Chairman of the Board, Non-executive Director:

Mr. WU Lijun

Executive Directors:

Mr. WANG Zhiheng

Mr. QU Liang

Non-executive Directors:

Mr. YAO Wei

Mr. ZHU Wenhui

Mr. LI Wei

Independent Non-executive Directors:

Mr. SHAO Ruiqing

Mr. HONG Yongmiao

Mr. LI Yinquan

Mr. LIU Shiping

Mr. HUANG Zhiling

Registered Office:

China Everbright Center

No. 25 and 25A Taipingqiao Avenue

Xicheng District

Beijing 100033, the PRC

Principal Place of Business in Hong Kong:

23/F

Everbright Centre

108 Gloucester Road

Wan Chai

Hong Kong

21 February 2024

To the Shareholders

Dear Sir or Madam,

ELECTION OF NON-EXECUTIVE DIRECTOR

ELECTION OF EXECUTIVE DIRECTORS

AND

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the undermentioned matters and certain other matters, which will be submitted to the EGM for consideration and approval.

LETTER FROM THE BOARD

2. ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 6 February 2024 in relation to the proposed appointment of non-executive Director and executive Directors.

Mr. Cui Yong (“**Mr. Cui**”) is nominated as the candidate for non-executive Director of the ninth session of the Board and his appointment is subject to the approvals by the shareholders’ general meeting of the Company and the NAFR. His term of office will commence on the date when the approval of the NAFR is obtained.

The biographical details of Mr. Cui are set out below:

Mr. Cui Yong, aged 55, currently serves as the deputy secretary of the Party Committee, vice chairman and general manager of China Everbright Group Limited. He used to serve in the Ministry of Communications and has served successively as deputy director and director of the transportation and urban construction division of the corporate business department, deputy general manager of the corporate business department I of Industrial and Commercial Bank of China (“ICBC”); deputy secretary of the Party Committee and vice president of the Qingdao branch, secretary of the Party Committee and president of the Xiamen branch, and member of the Party Committee and vice president of the Beijing branch of ICBC; general manager of the corporate finance department of ICBC; member of the Party Committee and vice president of Agricultural Bank of China; and member of the Party Committee, executive director and vice president of China Construction Bank. He holds a bachelor’s degree in engineering and is a senior economist.

Save as disclosed in the above biographies, Mr. Cui has not held other directorships in any other listed companies in the last three years, nor has any relationship with any other Directors, supervisors or senior management or substantial or controlling Shareholders of the Company, nor does he has any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In accordance with the Articles of Association, the term of office of a director is three years and the directors are eligible for re-election upon the expiry of their terms of office. Mr. Cui will not receive emolument as a director.

Save as disclosed in this circular, there is no other information in relation to the aforementioned matter that needs to be brought to the attention of the Shareholders or otherwise disclosable pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

3. ELECTION OF EXECUTIVE DIRECTORS

Ms. Qi Ye (“**Ms. Qi**”) and Mr. Yang Bingbing (“**Mr. Yang**”) are nominated as the candidates for executive Directors of the ninth session of the Board and their appointments are subject to the approvals by the shareholders’ general meeting of the Company and the NAFR. Their terms of office will commence on the date when the approvals of the NAFR are obtained.

The biographical details of Ms. Qi and Mr. Yang are set out below:

LETTER FROM THE BOARD

Ms. Qi Ye, aged 54, has served as a member of the Party Committee of the Company since May 2020 and vice president of the Company since July 2020. She currently serves as the chairman of the Labor Union Committee of the Company and concurrently serves as a director of China UnionPay Co., Ltd. She joined the Company in 1992 and has served successively as a staff of the credit department of the head office, an official of the Hainan representative office, assistant to president and vice president of the Haikou subbranch, deputy general manager of the personal business department (later renamed as the retail banking department) of the head office, risk director of the retail banking department (deputy general manager level of the head office), accredited retail risk director (deputy general manager level of the head office) and risk director of micro-finance (general manager level of the head office) of the risk management department, deputy general manager (general manager level of the head office) and general manager of the retail banking department, and chief business officer of the Company. She holds a master's degree in business administration and is an economist.

Mr. Yang Bingbing, aged 53, has served as a member of the Party Committee of the Company since May 2020, vice president of the Company since July 2020 and chief risk officer of the Company since October 2021. He currently serves as the secretary of the Authorities Committee of the Company. He joined the Company in 2005 and has served successively as assistant to general manager and deputy general manager of the risk management department of the head office, deputy general manager (presiding) and general manager of the information technology department, general manager of the electronic banking department, general manager of the digital banking department, and chief business officer of the Company. He served as deputy chief clerk and chief clerk of the unified credit management division of the risk management department of the head office (during which, he served as deputy director (presiding) of the credit management division of the risk management department of Bank of China (Hong Kong) Limited), and senior risk manager (in charge of risk management planning) of the risk management department of Bank of China. He holds a master's degree in business administration and is a senior economist.

Save as disclosed in the above biographies, Ms. Qi and Mr. Yang have not held other directorships in any other listed companies in the last three years, nor have any relationship with any other Directors, supervisors or senior management or substantial or controlling shareholders of the Company, nor do they have any interests in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In accordance with the Articles of Association, the term of office of a director is three years and the directors are eligible for re-election upon the expiry of their terms of office. Ms. Qi and Mr. Yang will receive emolument from the Company with reference to the standard of senior management including salary, bonus, social security plan, housing provident fund plan and other benefits. After the end of each year, the remuneration of the executive Directors with reference to the standard of senior management shall be approved by the Board. The Company will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report and supplemental announcement of the annual report to be published by the Company in due course.

Save as disclosed in this circular, there is no other information in relation to the aforementioned matter that needs to be brought to the attention of the Shareholders or otherwise disclosable pursuant to the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules.

LETTER FROM THE BOARD

4. THE EGM

The EGM will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Thursday, 7 March 2024 at 9:30 a.m.

5. CLOSURE OF REGISTER OF MEMBERS FOR THE EGM

In order to determine the holders of H Shares who will be entitled to attend the EGM, the Company will suspend the registration of transfer of H Shares from Monday, 4 March 2024 to Thursday, 7 March 2024 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Thursday, 7 March 2024 are entitled to attend the EGM.

In order to qualify to attend the EGM, holders of H Shares of the Company must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 1 March 2024.

A reply slip and a proxy form for use at the EGM were also published on the websites of Hong Kong Exchanges and Clearing Limited "HKEXnews" (www.hkexnews.hk) and the Company (www.cebbank.com). Shareholders who intend to attend the EGM in person or by proxy shall complete and return the reply slip in accordance with the instructions printed thereon on or before Thursday, 29 February 2024. Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time designated for holding the EGM (i.e. not later than 9:30 a.m. on Wednesday, 6 March 2024) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

6. PROCEDURES FOR VOTING AT THE EGM

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

To the best knowledge of the Company, no Shareholders are deemed to be materially interested in any resolution at the EGM and are required to abstain from voting on any resolution.

Please be reminded that, pursuant to the requirement of Article 68 of the Articles of Association, your voting rights at the EGM will be restricted if you pledge 50% or more of your voting Shares in the Company.

LETTER FROM THE BOARD

7. RECOMMENDATIONS

The Directors consider that the resolutions as stated in the notice of EGM are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the EGM.

**The Board of Directors of
China Everbright Bank Company Limited**

As at the date of this circular, the Executive Directors of the Company are Mr. Wang Zhiheng and Mr. Qu Liang; the Non-executive Directors are Mr. Wu Lijun, Mr. Yao Wei, Mr. Zhu Wenhui and Mr. Li Wei; and the Independent Non-executive Directors are Mr. Shao Ruiqing, Mr. Hong Yongmiao, Mr. Li Yinquan, Mr. Liu Shiping and Mr. Huang Zhiling.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING



中國光大銀行股份有限公司

China Everbright Bank Company Limited

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

(Stock code: 6818)

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting (the “EGM”) of China Everbright Bank Company Limited (the “Company”) will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Thursday, 7 March 2024 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTIONS

1. The resolution on election of Mr. Cui Yong as a non-executive director of the ninth session of the board of directors of China Everbright Bank Company Limited
2. The resolution on election of Ms. Qi Ye as an executive director of the ninth session of the board of directors of China Everbright Bank Company Limited
3. The resolution on election of Mr. Yang Bingbing as an executive director of the ninth session of the board of directors of China Everbright Bank Company Limited

**The Board of Directors of
China Everbright Bank Company Limited**

Beijing, the PRC
21 February 2024

As at the date of this notice, the Executive Directors of the Company are Mr. Wang Zhiheng and Mr. Qu Liang; the Non-executive Directors are Mr. Wu Lijun, Mr. Yao Wei, Mr. Zhu Wenhui and Mr. Li Wei; and the Independent Non-executive Directors are Mr. Shao Ruiqing, Mr. Hong Yongmiao, Mr. Li Yinquan, Mr. Liu Shiping and Mr. Huang Zhiling.

Notes:

- (1) For further details on each of the proposed resolutions, please refer to the circular of the Company dated 21 February 2024.

NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

(2) Closure of register of members and eligibility for attending the EGM

Holders of H shares of the Company (“**H Shares**”) are advised that the Company will suspend the registration of transfer of H Shares from Monday, 4 March 2024 to Thursday, 7 March 2024 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Thursday, 7 March 2024 are entitled to attend the EGM.

Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 1 March 2024.

(3) Proxy

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

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorised in writing. If the Shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

To be valid, the proxy form together with the power of attorney or other authorisation document (if any) must be lodged at the H Share Registrar of the Company by hand or by post not less than 24 hours before the time fixed for holding the EGM (i.e. not later than 9:30 a.m. on Wednesday, 6 March 2024) or any adjournment thereof (as the case may be) by holders of H Shares. The H Share Registrar of the Company is Computershare Hong Kong Investor Services Limited, whose address is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM if he so wishes, but in such event the proxy form shall be deemed to be revoked.

(4) Reply slip

Shareholders who intend to attend the EGM in person or by proxy should return the reply slip by hand or by fax or post to the Company’s Board of Directors’ Office or Computershare Hong Kong Investor Services Limited on or before Thursday, 29 February 2024. The Company’s Board of Directors’ Office is located at Room 1015, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC (Tel: (86 10) 6363 6388, Fax: (86 10) 6363 6713). The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555, Fax: (852) 2865 0990).

(5) The above resolutions will be voted by way of poll.

(6) Other issues

Shareholders (in person or by proxy) attending the EGM are responsible for their own expenses. Shareholders or their proxies attending the EGM shall produce their identification documents.

Registration for admission to the EGM will take place from 9:00 a.m. to 11:30 a.m. and 1:30 p.m. to 5:00 p.m. on Thursday, 29 February 2024 at the Company’s Board of Directors’ Office. Shareholders (in person or by proxy) attending the EGM who have not registered for admission to the EGM during the aforementioned periods in this paragraph shall register for admission at the venue of the EGM on the date of the EGM and produce their identification documents.

(7) References to dates and time in this notice are to Hong Kong dates and time.