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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)

**NOMINATIONS OF EXECUTIVE DIRECTOR AND
NON-EXECUTIVE DIRECTOR
CHANGE OF MEMBER OF SPECIALIZED COMMITTEE
UNDER THE BOARD OF DIRECTORS
AND
CHANGE OF COMPANY SECRETARY**

The board of directors (the “**Board**”) of China CITIC Bank Corporation Limited (the “**Bank**”) is pleased to announce that resolutions regarding the nomination of executive director and non-executive director, change of member of specialized committees under the Board and change of company secretary have been approved at the 17th meeting of the third session of the Board on 29 October 2013, and details are as follows:

Nomination of Executive Director and Non-executive Director

The Board has approved the nomination of Mr. Sun Deshun (“**Mr. Sun**”) and Ms. Li Qingping (“**Ms. Li**”) as an executive director and a non-executive director of the Bank, respectively. According to the articles of association of the Bank and applicable laws and regulations of the People’s Republic of China (the “**PRC**”), the effectiveness of the appointments of Mr. Sun and Ms. Li are subject to the approval of the shareholders of the Bank at its general meeting and the approval of China Banking Regulatory Commission (“**CBRC**”).

The particulars of Mr. Sun are set out below:

Mr. Sun, was born in 1958, holds Chinese nationality. Mr. Sun joined the Bank in October 2011 and serves as vice president of the Bank currently. Prior to that, Mr. Sun served in the Bank of Communications of China (“**BOCC**”) as vice president of BOCC’s Beijing management department and concurrently president of the BOCC Beijing branch from January 2010 to October 2011, and president of the BOCC Beijing branch from December

2005 to December 2009. Mr. Sun worked consecutively in Haidian office, Haidian sub-branch, Beijing branch and head office data center (Beijing) of Industrial and Commercial Bank of China (“ICBC”) from May 1984 to November 2005, holding various positions including assistant president and vice president of ICBC Beijing branch from December 1995 to November 2005, and general manager of the ICBC’s head office data center (Beijing) from January 1999 to April 2004. Mr. Sun worked in the People’s Bank of China from April 1981 to May 1984. Mr. Sun has 32 years’ experience in China’s banking industry. He graduated from Dongbei University of Finance and Economics with a master’s degree in economics.

The particulars of Ms. Li are set out below:

Ms. Li, was born in 1962, holds Chinese nationality and serves as deputy general manager and Communist Party of China (“CPC”) committee member of CITIC Limited currently. Prior to that, Ms. Li served successively as office clerk, deputy division chief, division chief, deputy general manager and general manager of international business department of the Head Office of Agricultural Bank of China Limited (“ABC”) from August 1984 to January 2007, CPC party secretary and president of Guangxi branch of ABC from January 2007 to December 2008, director of retail business and general manager of personal business department and personal credit business department of ABC from January 2009 to May 2009, and director of retail business department and general manager of personal finance department of the Head Office of ABC from May 2009 to September 2013. Ms. Li has over 29 years’ experience in China’s banking industry, and has a deep understanding over international business and retail business. Ms. Li graduated from Nankai University, majored in international finance and obtained a master’s degree in economics. She is a senior economist.

The Board has approved the nominations of Mr. Sun and Ms. Li as an executive director and a non-executive director of the Bank, respectively. Their respective term of office will be from the date of approval by CBRC to the expiry date of the term of office of the third session of the Board and Mr. Sun and Ms. Li can be re-appointed after expiry of their initial terms of office.

Mr. Sun will not receive any director’s fee from the Bank during his term as an executive director of the Bank except that he will receive remuneration from the Bank based on his position with the Bank, including basic salary, bonus, allowance, subsidy, employee welfare and insurance, housing fund and annuity. Ms Li will not receive any director's fee or salary from the Bank during her term as a non-executive director of the Bank. Each of Mr. Sun and Ms. Li will enter into a director service contract with the Bank after their respective appointment becomes effective.

Each of Mr. Sun and Ms. Li has confirmed that, save as disclosed above, (1) he/she 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/she 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/she does not have any interest in any shares of the Bank within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the date of this circular.

In addition, Mr. Sun and Ms. Li has confirmed respectively that there is no other information in respect of his/her appointment that is discloseable pursuant to Rules 13.51 (2)(h) to (v) of

the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and there is no other matter that needs to be brought to the attention of the shareholders of the Bank.

Change of Member of the Specialized Committee under the Board

The Board hereby announces that Mr. Chang Zhenming, chairman and a non-executive director of the Bank, was elected as a member of the Strategic Development Committee under the third session of the Board

Change of Company Secretary

Mr. Li Xin (“**Mr. Li**”), the Board Secretary of the Bank, has been appointed by the Board to succeed Mr. Lin Zhengyue (“**Mr. Lin**”) as company secretary of the Bank with effect as of the date of this announcement.

Mr. Li has more than 20 years of experience in China’s banking industry. He has been employed by the Bank since 1998, taking various positions in the branch offices and the head office of the Bank, and currently serves as the Board Secretary of the Bank as well as the head of the Bank’s General Office and Party Committee Office of the Head Office with extensive knowledge about the business operation, internal control systems and corporate culture of the Bank, which will effectively facilitate the performance of his future service as a company secretary of the Bank. However, because Mr. Li does not hold the professional qualifications or the relevant experience required by Rule 3.28 of the Listing Rules, the Bank has applied for a waiver from the Stock Exchange from strict compliance with Rules 8.17 and 3.28 of the Listing Rules, and the Stock Exchange has granted the waiver for a period of three years (“**Wavier Period**”). The waiver granted by the Stock Exchange is subject to the following conditions that: (i) Mr. Li will be assisted by Ms. Kam Mei Ha Wendy (“**Ms. Kam**”) during the Wavier Period, and the wavier will be revoked immediately when Ms. Kam ceases to be a joint company secretary of the Bank; (ii) the Bank should notify the Stock Exchange at the end of Wavier Period for the Stock Exchange to re-visit the situation. The Stock Exchange expect that the Bank will be able to satisfy them that Mr. Li can satisfy Rules 3.28 and 8.17 at the end of the Wavier Period, having had the benefit of Ms. Kam’s assistance, such that a further wavier would not be necessary; and (iii) the Bank will disclose of this wavier, including reasons for the wavier and the wavier conditions, in an announcement.

After the appointment of Mr. Li as the company secretary of the Bank takes effect, the Board authorizes Mr. Li to fully replace Mr. Lin for all the affairs which Mr. Lin was originally responsible for in relation to the listing of the Bank on the Stock Exchange. Mr. Li will be assisted by Ms. Kam and together they will jointly discharge their functions as company secretaries of the Bank. Ms. Kam is a fellow member of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

The particulars of Mr. Li are set out below:

Mr. Li, aged 43, holds Chinese nationality. Mr. Li is the head of the Bank’s General Office and Party Committee Office of the Head Office. From March 2010 to November 2012, he served as the president of the Bank’s Changsha Branch. From July 2005 to March 2010, he

was a vice general manager and the general manager of the Bank's Retail Banking Department. From April 1998 to June 2005, Mr. Li served as the general manager assistant of the Operation Department of the Head Office, branch president, branch vice president, deputy general manager of the Corporate Banking Department, vice director of the Assets Preservation Department, director of the Assets Preservation Department, and clerk of the Credit Department at CITIC Industrial Bank (currently known as China CITIC Bank Corporation Limited). From December 1995 to April 1998, he was a business manager at China Everbright Bank Co., Ltd. From May 1995 to December 1995, he was the liaison officer at the Beijing Representative Office of ING Bank N.V.. From July 1993 to May 1995, he was a clerk at China Rural Development Trust and Investment Corporation. Mr. Li graduated from China Foreign Affairs University with a bachelor's degree in diplomatic English and received his executive master's degree in business administration from Cheung Kong Graduate School of Business.

The Bank would like to take this opportunity to express its sincere gratitude to Mr. Lin for his valuable contributions to the Bank during his tenure of services.

By order of the Board of
China CITIC Bank Corporation Limited
Chang Zhenming
Chairman

Beijing, the PRC

29 October 2013

As at the date of this announcement, the executive director of the Bank is Dr. Zhu Xiaohuang; the non-executive directors are Mr. Chang Zhenming, Dr. Chen Xiaoxian, Mr. Dou Jianzhong, Mr. Guo Ketong, Mr. Zhang Xiaowei, Mr. Ángel Cano Fernández and Mr. Gonzalo José Toraño Vallina; and the independent non-executive directors are Mr. Li Zheping, Dr. Xing Tiancai, Ms. Liu Shulan, Ms. Wu Xiaoqing and Mr. Wong Luen Cheung Andrew.