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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)**

**RESIGNATION OF SECRETARY OF THE BOARD OF DIRECTORS AND  
JOINT COMPANY SECRETARY**

**APPOINTMENT OF SECRETARY OF THE BOARD OF DIRECTORS AND  
JOINT COMPANY SECRETARY**

**AND**

**CHANGE OF AUTHORIZED REPRESENTATIVE**

**RESIGNATION OF MR. LI XIN (“MR. LI”)**

China CITIC Bank Corporation Limited (the “**Bank**”) hereby announces that Mr. Li has resigned as the secretary of the board of directors of the Bank (the “**Board**”) and the joint company secretary due to adjustment of his position within the Bank. According to the articles of association of the Bank, the resignation of Mr. Li as the secretary of the Board will not become effective until his successor is inducted into the office after his/her qualification is approved by the China Banking Regulatory Commission (the “**CBRC**”). The effectiveness of the resignation of Mr. Li as the joint company secretary of the Bank will be on the same date as that of his resignation as the secretary of the Board. Mr. Li will continue to serve as the secretary of the Board and the joint company secretary of the Bank until the appointment of his successor becomes effective.

Mr. Li has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Bank. Mr. Li also

confirmed that he does not have any action or claim, existing or pending, against the Bank.

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

## **APPOINTMENT OF SECRETARY OF THE BOARD AND THE JOINT COMPANY SECRETARY**

The Board is pleased to announce that, at the 34<sup>th</sup> meeting of the Third Session of the Board held on 20 March 2015, the Board adopted the resolutions to appoint Mr. Wang Kang (“**Mr. Wang**”) as secretary of the Board and the joint company secretary. The effectiveness of the appointment of Mr. Wang as secretary of the Board is subject to the approval of the CBRC. The effectiveness of the appointment of Mr. Wang as the joint company secretary will be on the same date as that of his appointment as the secretary of the Board.

The particulars of Mr. Wang are set out below:

Mr. Wang joined the Bank in April 1996. Mr. Wang currently serves as the general manager of the Assets and Liability Department of the Bank. He assumed his current position since January 2015. Mr. Wang was the president and party committee secretary of Wuxi Branch of the Bank for the period from June 2013 to January 2015 and was the party committee secretary of the Wuxi Branch of the Bank from March 2013 to June 2013. Mr. Wang worked in the Budget and Finance Department of the Bank during August 2003 through March 2013, during which period, he was the general manager from April 2008 to March 2013, deputy general manager in charge of the overall work of the Budget and Finance Department from August 2007 to April 2008, deputy general manager from June 2006 to August 2007. Mr. Wang concurrently served as the assistant general manager of the Budget and Finance Department and the general manager of the Budget Management Department under the Budget and Finance Department of the Bank from August 2003 to June 2006. Mr. Wang was the deputy director of the Shareholding Reform Office in charge of the overall work for the period between February 2002 and August 2003. From May 2001 to January 2002, Mr. Wang worked in the Office of the Secretary to the President of the Bank as the deputy director and the secretary to the president of the Bank. He was the secretary to the president of the Bank from August 1997 to May 2001. He worked in the Integrated Planning Department during the period between April 1996 and August 1997.

Mr. Wang is a senior economist. He holds an executive master of business administration (EMBA) degree from Cheung Kong Graduate School of Business and a master’s degree of economics from Central University of Finance and Economics. He has more than 19 years of experience in China’s banking industry during which his employment with the Bank has allowed him to gain extensive understanding and experience in the Bank’s corporate governance, Board operation and information disclosure duty. Mr. Wang has

not received any administrative penalty, sanction or critics from the China Security Regulatory Commission, the Bank or any other regulatory bodies for banks in the People's Republic of China.

Pursuant to Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Bank must appoint as its company secretary an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary. Since Mr. Wang does not hold the professional qualifications as required under Rule 3.28 of the Listing Rules, the Bank has made an application to the Stock Exchange and the Stock Exchange has granted a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”). The Waiver is valid for a period of three years from the date of appointment of Mr. Wang, on the conditions that: (1) Mr. Wang will be assisted by Ms. Kam Mei Ha Wendy (“**Ms. Kam**”), the joint company secretary of the Bank and a fellow member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators in the United Kingdom, during the waiver period; (2) the Bank shall notify the Stock Exchange at the end of the waiver period for the Stock Exchange to re-visit the situation and (3) the Bank will disclose details of the Waiver, including reasons for the Waiver and the waiver conditions, by way of an announcement. The Stock Exchange expects that after the end of the waiver period, the Bank will be able to demonstrate that Mr. Wang can satisfy Rule 3.28 of the Listing Rules after having the benefit of Ms. Kam's assistance such that a further waiver will not be necessary.

## **CHANGE OF AUTHORIZED REPRESENTATIVE**

The Board also announces that Mr. Li will cease to be an authorized representative of the Bank pursuant to Rule 3.05 of the Listing Rules. Mr. Wang will be appointed as the Bank's new authorized representative with effect from the same date as his appointment of the secretary of the Board. The Board authorizes Mr. Wang to fully replace Mr. Li for all the affairs which Mr. Li was originally responsible for in relation to the listing of the Bank on the Stock Exchange. Before the appointment of Mr. Wang becomes effective, Mr. Li will continue to serve as the authorized representative of the bank and be responsible for all the affairs in relation to the listing of the Bank on the Stock Exchange.

As at the date of this announcement, Mr. Wang is not connected with any directors, supervisors, senior management or substantial or controlling shareholders of the Bank, and there is no other matter in respect of his appointment that needs to be brought to the attention of the shareholders of the Bank.

By order of the Board of  
**China CITIC Bank Corporation Limited**

**Chang Zhenming**

*Chairman*

Beijing, the PRC

20 March 2015

*As at the date of this announcement, the executive directors of the Bank are Ms. Li Qingping and Mr. Sun Deshun; the non-executive directors are Mr. Chang Zhenming, Mr. Zhu Xiaohuang, Mr. Dou Jianzhong, Mr. Zhang Xiaowei and Mr. Gonzalo José Torano Vallina; and the independent non-executive directors are Mr. Li Zheping, Ms. Wu Xiaoqing, Mr. Wong Luen Cheung Andrew and Mr. Yuan Ming.*