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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)

NOTICE OF THE ANNUAL GENERAL MEETING OF 2014

NOTICE IS HEREBY GIVEN that the Annual General Meeting of 2014 (the "**2014 AGM**") of the China CITIC Bank Corporation Limited (the "**Bank**") will be held at 9:30 a.m., on Tuesday, 26 May 2015 at CITIC Bank, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, the People's Republic of China to consider and, if thought fit, to approve the following resolutions (special resolutions are indicated with "*"):

1. to consider and approve the Report of the Board of Directors for the year 2014
2. to consider and approve the Report of the Board of Supervisors for the year 2014
3. to consider and approve the Annual Report of the Bank for the year 2014
4. to consider and approve the Financial Report of the Bank for the year 2014
5. to consider and approve the Financial Budget Plan of the Bank for the year 2015
6. to consider and approve the Profit Distribution Plan of the Bank for the year 2014
7. to consider and approve the Election of Directors for the fourth Session of the Board of Directors
 - 7.01 to elect Mr. Chang Zhenming as Non-executive Director for the fourth session of the Board of Directors
 - 7.02 to elect Mr. Zhu Xiaohuang as Non-executive Director for the fourth session of the Board of Directors
 - 7.03 to elect Mr. Dou Jianzhong as Non-executive Director for the fourth session of the Board of Directors
 - 7.04 to elect Mr. Zhang Xiaowei as Non-executive Director for the fourth session of the Board of Directors
 - 7.05 to elect Ms. Li Qingping as Executive Director for the fourth session of the Board of Directors

- 7.06 to elect Mr. Sun Deshun as Executive Director for the fourth session of the Board of Directors
- 7.07 to elect Ms. Wu Xiaoqing as Independent Non-executive Director for the fourth session of the Board of Directors
- 7.08 to elect Mr. Wong Luen Cheung Andrew as Independent Non-executive Director for the fourth session of the Board of Directors
- 7.09 to elect Mr. Yuan Ming as Independent Non-executive Director for the fourth session of the Board of Directors
- 7.10 to elect Mr. Qian Jun as Independent Non-executive Director for the fourth session of the Board of Directors
- 8. to consider and approve the Remuneration Policy of the fourth Session of the Board of Directors
- 9. to consider and approve the Election of the Non-Employee Representative Supervisors of the fourth Session of the Board of Supervisors
 - 9.01 to elect Dr. Ou-Yang Qian as Supervisor of the fourth Session of the Board of Supervisors
 - 9.02 to elect Mr. Zheng Xuexue as Supervisor of the fourth Session of the Board of Supervisors
 - 9.03 to elect Ms. Wang Xiuhong as External Supervisor of the fourth Session of the Board of Supervisors
 - 9.04 to elect Mr. Jia Xiangsen as External Supervisor of the fourth Session of the Board of Supervisors
 - 9.05 to elect Mr. Zheng Wei as External Supervisor of the fourth Session of the Board of Supervisors
- 10. to consider and approve the Remuneration Policy of the fourth Session of the Board of Supervisors
- 11. to consider and approve the Engagement of Accounting Firms and Their Service Fees for the year 2015
- 12. to consider and approve the Special Report on Related Party Transactions of the Bank for the year 2014
- 13. to consider and approve the Proposal on Conformity to Conditions on Non-public Offering of Preference Shares
- 14. *to consider and approve the Proposal on the Plan for Non-public Offering of Preference Shares
 - 14.01 Type and Quantity of Securities to be Issued
 - 14.02 Par value and Offering Price
 - 14.03 Term

- 14.04 Use of Proceed
- 14.05 Offering Method and Target Investors
- 14.06 Profit Distribution Mode for Preference Shareholders
- 14.07 Mandatory Conversion Clause
- 14.08 Condition Redemption Clause
- 14.09 Voting Right Restriction and Restoration Clause
- 14.10 Liquidation Preference and method
- 14.11 Rating Arrangements
- 14.12 Guarantee Arrangements
- 14.13 Transfer and Trading Arrangement
- 14.14 Validity of the Resolution on This Offering
- 15. *to consider and approve the Proposal on Amendments to the Articles of Association of the Bank
- 16. to consider and approve the Proposal on Revising the Administrative Measures of the Bank for Raised Funds
- 17. to consider and approve the Proposal on the Dilution of Immediate Return by Preference Share Issuance of the Bank and Remedial Measures
- 18. *to consider and approve the Proposal on Requesting the Shareholders' General Meeting Authorise the Board of Directors to Handle Relevant Matters Relating to the Non-public Offering of Preference Shares
- 19. *to consider and approve the Amendments to the Articles of Association of the Bank
- 20. *to consider and approve the Amendments to the Rules of Procedures of the Board of Supervisors
- 21. to consider and approve the Report on the Use of Fund Raised from the Previous Offering
- 22. to consider and approve the Connected Transaction of the Acquisition of the Sale Shares in CITIC International Financial Holdings Limited

In addition, the Shareholders will listen to the 2014 Report of the Board of Supervisors on the Directors' Annual Performance Assessment, 2014 Report of the Board of Supervisors on the Annual Performance Assessment of Senior Management Members, 2014 Report of the Board of Supervisors on the Supervisors' Annual Performance Assessment, 2014 Report of the Board of Supervisors on the Board of Directors' Annual Performance Assessment, 2014 Report of the Board of Supervisors on its own Annual Performance Assessment and 2014 Report of the Board of Supervisors on the Senior Management's Annual Performance Assessment.

The circular for the 2014 AGM will be dispatched to the Shareholders by the Bank on or before 6 May 2015.

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

Beijing, China
10 April 2015

As at the date of this notice, 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.

Notes:

1. Closure of Register of Members; Eligibility for attending the 2014 AGM

Holders of A shares and H shares are regarded as the same class of shareholders in voting. Holders of H shares should note that the Register of Members of the Bank will be closed from Sunday, 26 April 2015 to Tuesday, 26 May 2015 (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 26 May 2015 are entitled to attend and vote at the 2014 AGM. Holders of H shares of the Bank who intend to attend the 2014 AGM but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than Friday, 24 April 2015, 4:30 p.m..

2. Appointment of proxy

Any shareholder entitled to attend and vote at the 2014 AGM 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.

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 2014 AGM or its adjourned meeting (as the case may be). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2014 AGM.

3. Reply Slip

H share shareholders who intend to attend in person or by proxy the 2014 AGM shall deliver the reply slip to the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, on or before Wednesday, 6 May 2015.

4. Contact Information of the Bank

Address: CITIC Bank, No. 9 Chaoyangmen Beidajie, Dongcheng District, Beijing, the PRC
Postal Code: 100027
Contact persons: Tang Yiyu, Luo Xiaobo
Tel: (86 10) 8993 8900
Fax: (86 10) 8523 0079

5. Procedure of voting at the 2014 AGM

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the 2014 AGM must be taken by poll.

6. Other Business

Shareholders attending the 2014 AGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2014 AGM shall provide their identity documents.