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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 NEW SESSION OF THE BOARD AND
THE BOARD OF SUPERVISORS
FORMULATING THE PROVISIONAL MEASURES ON
ADMINISTRATION OF EQUITIES
AND**

NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

The letter from the Board is set out on pages 2 to 4 of this circular.

The notice convening the EGM to be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC on Tuesday, 30 July 2019 at 9:30 a.m., together with the relevant reply slip and proxy form, have been sent to the Shareholders on 14 June 2019.

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 holder 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 Monday, 29 July 2019) 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 instrument appointing a proxy shall be deemed to be revoked.

14 June 2019

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

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
1. INTRODUCTION	2
2. ELECTION OF NEW SESSION OF THE BOARD AND THE BOARD OF SUPERVISORS	3
3. FORMULATING THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES	4
4. THE EGM	4
5. RECOMMENDATIONS	4
APPENDIX I – BIOGRAPHIES OF DIRECTOR CANDIDATES OF THE EIGHTH SESSION OF THE BOARD	5
APPENDIX II – BIOGRAPHIES OF SUPERVISOR CANDIDATES OF THE EIGHTH SESSION OF THE BOARD	12
APPENDIX III – THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES	14
NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING	24

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 Shanghai Stock Exchange (stock code: 601818), respectively
“Board”	the board of Directors of the Company
“Board of Supervisors”	the Board of Supervisors of the Company
“Director(s)”	director(s) of the Company
“Supervisor(s)”	supervisor(s) of the Company
“EGM”	the second extraordinary general meeting for 2019 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, PRC on Tuesday, 30 July 2019 at 9:30 a.m.
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“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)
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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. LI Xiaopeng

Executive Director:

Mr. GE Haijiao

Non-executive Directors:

Mr. CAI Yunge

Mr. FU Dong

Mr. SHI Yongyan

Mr. WANG Xiaolin

Mr. HE Haibin

Mr. ZHAO Wei

Registered Office:

China Everbright Center

No. 25 and 25A Taipingqiao Avenue

Xicheng District

Beijing 100033, PRC

Principal Place of Business in Hong Kong:

30/F

Far East Finance Centre

16 Harcourt Road

Admiralty

Hong Kong

Independent Non-executive Directors:

Mr. QIAO Zhimin

Mr. XIE Rong

Ms. FOK Oi Ling Catherine

Mr. XU Hongcai

Mr. FENG Lun

Mr. WANG Ligu

14 June 2019

To the Shareholders

Dear Sir or Madam,

**ELECTION OF NEW SESSION OF THE BOARD AND
THE BOARD OF SUPERVISORS
FORMULATING THE PROVISIONAL MEASURES ON
ADMINISTRATION OF EQUITIES
AND**

NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

1 INTRODUCTION

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

LETTER FROM THE BOARD

2 ELECTION OF NEW SESSION OF THE BOARD AND THE BOARD OF SUPERVISORS

References are made to the Company's announcements dated 30 May 2019 in relation to the proposed appointment of Directors and Supervisors.

Proposed appointment of Directors and Supervisors

The Company was informed that, among the Directors and the Supervisors of the Seventh Session of the Board and the Board of Supervisors, (i) Mr. Zhao Wei, Mr. Qiao Zhimin, Mr. Xie Rong and Mr. Feng Lun will retire and will not stand for re-election as Directors of the Eighth Session of the Board; and (ii) Mr. Yu Erniu will retire and will not stand for re-election as Supervisor of the Eighth Session of the Board of Supervisors.

To the best of the Directors' knowledge and belief having made all reasonable enquiries regarding the retirement of Directors and Supervisors, there are no disagreements among the Board and among the Board of Supervisors and there are no matters that need to be brought to the attention of the Shareholders.

The Board and the Board of Supervisors have respectively proposed the following appointments to constitute the Eighth Session of the Board and the Board of Supervisors:

- (i) Mr. Li Xiaopeng, Mr. Cai Yunge, Mr. Fu Dong, Mr. Shi Yongyan, Mr. Wang Xiaolin, Mr. Dou Hongquan, Mr. He Haibin, Mr. Liu Chong and Ms. Yu Chunling as Non-executive Directors;
- (ii) Mr. Ge Haijiao and Mr. Lu Hong as Executive Directors;
- (iii) Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai, Mr. Wang Liguu, Mr. Hong Yongmiao, Mr. Shao Ruiqing and Mr. Lu Zhengfei as Independent Non-executive Directors; and
- (iv) Mr. Li Xin, Mr. Yin Lianchen, Mr. Wu Junhao, Mr. Wu Gaolian, Mr. Wang Zhe and Mr. Qiao Zhimin as Supervisors.

Employee representative Supervisors

The Employee Representative Supervisors of the Eighth Session of the Board of Supervisors will be elected at the Company's staff representative meeting to be convened.

The biographies of the candidates for the Eighth Session of the Board and Board of Supervisors are referred to the Appendix I and Appendix II in this circular.

LETTER FROM THE BOARD

3 FORMULATING THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

Since 2018, the regulatory authorities have issued a series of measures and guidance on the administration of equities of commercial banks, and have clarified the shareholder responsibilities of commercial banks, the duty and responsibilities, information disclosure, supervision and management and legal responsibilities of commercial banks. For the implementation of regulatory requirements, the Company formulated the Provisional Measures on Administration of Equities.

For the full text of the Provisional Measures on Administration of Equities, please refer to the Appendix III in this circular.

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, PRC on Tuesday, 30 July 2019 at 9:30 a.m. The EGM notice and relevant proxy form and reply slip for the EGM have been dispatched to Shareholders on 14 June 2019.

5 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.

On Behalf of the Board
China Everbright Bank Company Limited
LI Xiaopeng
Chairman

As at the date of this circular, the Executive Director of the Company is Mr. Ge Haijiao; the Non-executive Directors are Mr. Li Xiaopeng, Mr. Cai Yunge, Mr. Fu Dong, Mr. Shi Yongyan, Mr. Wang Xiaolin, Mr. He Haibin and Mr. Zhao Wei; and the Independent Non-executive Directors are Mr. Qiao Zhimin, Mr. Xie Rong, Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai, Mr. Feng Lun and Mr. Wang Ligu.

Executive Directors and Non-executive Directors

Mr. Li Xiaopeng, aged 60, joined the Company as Chairman of the Board of Directors in March 2018 and has served as Secretary of CPC Committee of the Company since December 2017. Currently, he is also the secretary of CPC Committee and chairman of China Everbright Group Ltd., honorary principal of Party School of China Everbright Group and Everbright University, chairman of the Board of Directors at China Everbright Group Holdings Limited, the honorary chairman of the Hong Kong Chinese Enterprises Association and vice president of China Tourism Association. He was member of CPC Committee and deputy general manager of Henan Provincial Branch of Industrial and Commercial Bank of China (“ICBC”), general manager of the Banking Department of the Head Office of ICBC, secretary of CPC Committee and general manager of Sichuan Provincial Branch of ICBC, member of CPC Committee and vice president of China Huarong Asset Management Corporation, member of CPC Committee and assistant president of ICBC, secretary of CPC Committee and general manager of Beijing Municipal Branch of ICBC, member of CPC Committee, executive director and vice president of ICBC, deputy secretary of Secretary of CPC Committee and chairman of the Board of Supervisors of China Investment Corporation, and deputy secretary of CPC Committee, vice chairman and general manager of China Merchants Group. He was also chairman of ICBC International Holdings Limited, chairman of ICBC Financial Leasing Co., Ltd., chairman of ICBC Credit Suisse Asset Management Co., Ltd., vice chairman of China Merchants Bank, chairman of China Merchants Energy Shipping Co., Ltd., chairman of the Board of Directors of China Merchants Port Holdings Company Limited, chairman of China Merchants Huajian Highway Investment Co., Ltd., chairman of China Merchants Capital Investment Co., Ltd., chairman of China Merchants Joint Development Co., Ltd., and chairman of China Merchants Investment Development Company Limited. He is a graduate of Wuhan University with a Doctoral degree in Economics, and is a senior economist. Mr. Li is a member of the Committee for Economic Affairs of the Thirteenth Session of the CPPCC National Committee.

Mr. Ge Haijiao, aged 47, joined the Company as Executive Director and President in January 2019 and has served as Deputy Secretary of CPC Committee of the Company since November 2018. Currently, he is also member of CPC Committee and executive director of China Everbright Group Ltd. He was assistant general manager, deputy general manager and general manager of the International Banking Department at Liaoning Provincial Branch of Agricultural Bank of China (ABC), secretary of CPC Committee and general manager of Liaoyang Municipal Branch of Liaoning Province at ABC, member of CPC Committee and deputy general manager of Dalian Municipal Branch at ABC, general manager of Singapore Branch at ABC, deputy general manager (departmental general manager level) of the International Banking Department at ABC, secretary of CPC Committee and general manager of Heilongjiang Provincial Branch at ABC (concurrently Senior Executive of Sydney Branch at ABC), deputy to the 12th Heilongjiang Provincial People’s Congress, deputy general manager of China Everbright Group Ltd. (concurrently chairman of China Everbright Industry Group Limited, director of Everbright Securities Co., Ltd., director of Shanghai Headquarters of China Everbright Group Ltd., chairman of China Everbright Xinglong Trust Co., Ltd. (incoming), and general manager of the Cultural, Tourism and Health Business Department of China Everbright Group Ltd. He is a graduate of Nanjing Agricultural University majoring in Management of Agricultural Economy with a Doctoral degree in Management, and is a senior economist.

Mr. Cai Yunge, aged 47, has served as Director of the Company since May 2017. He currently serves as member of CPC Committee and deputy general manager of China Everbright Group Ltd., vice chairman and general manager of China Everbright Group Holdings Company Limited, executive director

and chairman of the Board of Directors of China Everbright Limited, executive director and chairman of the Board of Directors of China Everbright International Limited, and vice president of Hong Kong Chinese Enterprises Association. He was clerk of the Planning and Funding Department, deputy chief clerk of the Credit Management Department, and chief clerk of the Banking Supervision Department II at the People's Bank of China ("PBOC"); chief clerk and deputy division chief of the Supervision Department II, and division chief of the General Office of the CBRC; member of CPC Committee and deputy director of Guangdong Provincial Development and Reform Commission; and general manager of the General Office, director of the CPC Committee Office, member of CPC Committee (executive vice president level) and secretary to the Board of Directors of the Company. He graduated from the Research Institute of Finance of the PBOC. He holds a Doctoral degree and is a senior economist.

Mr. Lu Hong, aged 55, has served as Vice President of the Company since December 2010 and Member of CPC Committee of the Company since March 2009. He joined the Company in 1994 and successively served at various positions of the Bank, including Manager of the Securities Department, Division Chief in the Office of the Board of Directors, Assistant General Manager of the Planning and Treasury Department, General Manager of the Planning and Finance Department of Beijing Branch of the Bank, Deputy General Manager of the Finance and Accounting Department of the Head Office, Deputy General Manager and General Manager of the Planning and Finance Department and Secretary of the Board of Directors. He was an engineer in the Planning Institute of the Ministry of Railways and manager in the Investment Banking Department of Huaxia Securities Co., Ltd. He graduated from Shanghai Railway Institute and holds a Master's degree in Railway Engineering and a Doctoral degree in Applied Economics of Xi'an Jiaotong University. He holds a certificate of senior accountant.

Mr. Fu Dong, aged 59, has served as Director of the Company since March 2018. Mr. Fu is currently employed by Central Huijin Investment Ltd. while serving as director of both China Everbright Group Ltd. and China Everbright Industrial Group Limited. He served successively as a clerk in Science Education Section, a senior clerk and a principal clerk of Science Section in Cultural, Educational and Administrative Department, deputy director and director of Cultural Section, director of Administrative and Financial Section in Cultural, Educational, Administrative and Financial Department, director of Integrated Section in Public Expenditure Department, director and assistant counsel of General Affairs Section in Educational, Science and Cultural Department of the Ministry of Finance, chief editor, secretary of CPC Committee, president and senior editor at China State Finance Magazine, counsel of Department of Treaty and Law at the Ministry of Finance. He graduated from Central University of Finance and Economics in the Finance Faculty with a Bachelor's degree. He also receives Special Government Allowances of the State Council.

Mr. Shi Yongyan, aged 51, has served as Director of the Company since May 2018. Currently, he works at Central Huijin Investment Ltd., while serving as Director of China Everbright Group Ltd. He was deputy head of the AML Division of the Management and Inspection Department at State Administration of Foreign Exchange, deputy head and researcher of the General Affairs Division of the AML Bureau at PBOC, head of the Research Support Division of the Banking Department, head of the Research Support Division of the Banking Institution Management Department I, designated director of the Comprehensive Management Department/Banking Institution Management Department II at Central Huijin Investment Ltd. (designated to China Export & Credit Insurance Corporation), and member of Party Working Committee and

deputy director (temporary) of the Management Committee of Lanzhou New Area in Gansu Province. He is a graduate of Peking University School of Economics, and holds a Doctoral degree in Economics from Nanyang Business School of Singapore Nanyang Technological University.

Mr. Wang Xiaolin, aged 56, has served as Director of the Company since October 2018. Currently, he works at Central Huijin Investment Ltd., while serving as director of China Everbright Group Ltd. He was deputy general manager of the Securities Management Headquarters at Shandong International Trust Co., Ltd., general manager assistant of Shandong High-Tech Investment Corp., head of the General Office at Shandong Lucion Investment Holdings Group Co., Ltd., secretary of CPC Committee and general manager of Shandong International Trust Co., Ltd., member of CPC Committee and deputy general manager at Shandong Lucion Investment Holdings Group Co., Ltd., deputy head (temporary) of the International Department at China Banking Regulatory Commission, and deputy secretary of CPC Committee and general manager of Shandong Development Investment Holding Group Co., Ltd. He is a graduate of School of Management of Fudan University majoring in Enterprise Management holding a Master's degree in Economics, and is a senior economist.

Mr. Dou Hongquan, aged 50, is currently the Chairman of China Capital Management Co., Ltd. He was a deputy principal staff member and principal staff member of the Non-banking Department of the PBOC, a deputy divisional director, researcher and supervisor of chief level of the Supervisory Committee of State-owned Key Financial Institutions including China Everbright Group and CITIC Group, a non-employee representative supervisor of the Supervisory Committee, a (secondment) inspection commissioner of the CPC Committee Inspection Office of CITIC Group, and the managing director of the office of China Securities Co., Ltd. Mr. Dou graduated from the Management Science Center of Guanghua School of Management of Peking University and obtained the Master's degree in Science. He then obtained a Doctoral degree in Economics of the Research Institute of Finance of PBOC (majoring in Finance). He is a senior economist.

Mr. He Haibin, aged 44, has served as Director of the Company since May 2018. Currently, he is standing member of CPC Committee, chief accountant, board secretary of Overseas Chinese Town Holdings Company, chairman of Shenzhen Overseas Chinese Town Capital Investment Management Co., Ltd., chairman of Overseas Chinese Town (HK) Company Limited, vice chairman of Huaneng Capital Services Co., Ltd., director of Konka Group Co., Ltd., and board chairman of Overseas Chinese Town (Asia) Holdings Limited. He was head of the Audit Department and the Financial Accounting Department of Overseas Chinese Town Holdings Company, chief financial officer of Overseas Chinese Town Seaview Hotel Limited, deputy head and head of the Financial Accounting Department of Overseas Chinese Town Holdings Company, and chief accountant of Shenzhen Overseas Chinese Town Co., Ltd. He is a graduate of Sun Yat-Sen University majoring in Accounting Audit, holds a Master's degree in Accountancy from Chinese Academy of Fiscal Sciences of the Ministry of Finance, and is a senior accountant.

Mr. Liu Chong, aged 49, currently serves as a member of CPC Committee and a managing director of COSCO SHIPPING Development Co., Ltd. and a director of China International Marine Containers (Group) Ltd. and a director of China Cinda Asset Management Co., Ltd. He successively served as a staff in Audit Office of Guangzhou Shipping (Group) Company, deputy chief accountant of Bao'an Branch of China Merchants Bank, staff in audit department of Guangzhou Shipping (Group) Company, auditor and deputy chief of Planning and Financial Office of Guangzhou Maritime Transport Group Real Estate Company,

deputy section chief of the Finance Section of the Finance Department of Guangzhou Shipping (Group) Company, vice president of the Internal Bank of Guangzhou Shipping (Group) Company Limited, deputy officer of the Guangzhou Branch of the Settlement Centre of China Shipping (Group) Company, deputy general manager of China Shipping Investment Co., Ltd., chief financial officer and deputy general manager of China Shipping Logistics Co., Ltd., chief accountant of China Shipping (Hainan) Haisheng Co., Ltd., secretary of Party general branch of China Shipping Finance Co., Ltd. and head of Capital Management Department of China Shipping (Group) Company, chief accountant of China Shipping Container Lines Co., Ltd. and general manager of China Shipping Investment Co., Ltd. Mr. Liu graduated from Sun Yat-sen University majoring in economics and obtained a Bachelor's degree in Economics. He is a senior accountant.

Ms. Yu Chunling, aged 52, is currently the secretary of the CPC Committee, the vice chairman and general manager of China Re Asset Management Company Ltd. She had served as a deputy director of the Planning Office of the Comprehensive Planning Bureau, the director of the Comprehensive Office of the Investment Business Bureau, the director of the Operation Management Office of the Comprehensive Planning Bureau, a deputy director of Operation Centre, a deputy director of the Comprehensive Planning Bureau, the director of the Fund Bureau, the president of Tianjin Branch of the China Development Bank, and the deputy secretary of the CPC Committee of China Re Asset Management Company Ltd. Ms. Yu graduated from Chinese Academy of Fiscal Sciences of the Ministry of Finance majoring in finance and obtained a Doctoral degree in Economics. He is a senior accountant.

The Company proposes to appoint Mr. Li Xiaopeng, Mr. Cai Yunge, Mr. Fu Dong, Mr. Shi Yongyan, Mr. Wang Xiaolin, Mr. Dou Hongquan, Mr. He Haibin, Mr. Liu Chong and Ms. Yu Chunling as Non-executive Directors and Mr. Ge Haijiao and Mr. Lu Hong as Executive Directors for a term of three years. The candidates for Non-executive Directors mentioned above will not receive any Director's fees while the candidates for Executive Directors will receive emolument from the Company including salary, bonus, social security plan, housing provident fund plan and other benefits. Save as disclosed in the above biographies, none of the aforementioned candidates for Executive Directors and Non-executive Directors have held other directorships in any other listed companies in the last three years, nor have they held any other positions in the Company or in other group members of the Company. Save as disclosed in the above biographies, the aforementioned candidates for Executive Directors and Non-executive Directors do not 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 SFO.

In addition, there is no other information in relation to the aforementioned candidates for Executive Directors and Non-executive Directors which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor are they involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Independent Non-executive Directors

Ms. Fok Oi Ling Catherine, aged 60, has served as Independent Non-Executive Director of the Company since January 2014. Currently, she is a consultant of Siya International Consultancy Service Co. Ltd., a senior member of the Hong Kong Institute of Directors, a voting member of the Hong Kong Professionals and Senior Executives Association and a member of its Finance and Economics Group, and a member of the Hong Kong Women Professionals & Entrepreneurs Association. She served successively in the Hong Kong and Shanghai Banking Corporation Limited (“HSBC”) as manager of the International Trade Financing Division and the Commercial Credit Division, regional director of Industrial and Commercial Banking and Trade Finance, head of the Risk Management Department of Retail Banking, and regional director of Retail Banking and director of Wealth Management and Investment Products for the Retail Banking Business. She also served as director of Business Integration of Asia-Pacific Region of HSBC, and a marketing and management advisor to the Retail Banking Business of BOCC. She was honorary chairman of the Hong Kong Chamber of Commerce in China – Shanghai. She holds a Master’s degree in Business Administration from the Chinese University of Hong Kong. She is an associate of the Hong Kong Institute of Bankers and a certified financial management planner.

Mr. Xu Hongcai, aged 54, has served as Independent Non-Executive Director of the Company since February 2015. He is currently an executive director of China Association of Policy Science, deputy officer and researcher of the Economic Policy Committee, and a visiting scholar of the University of British Columbia, Canada. He successively served as assistant engineer of China National Petrochemical Corp., a staff member at the Financial Claims Office of the Head Office of the PBOC, deputy general manager at Shanghai Office of GF Securities, vice president at Beijing Venture Capital Co., Ltd., professor of Capital University of Economics and Business and deputy chief economist of China Center for International Economic Exchanges. He graduated from Renmin University of China with a Master’s degree in Philosophy, and then graduated from the Graduate School of Chinese Academy of Social Sciences with a Doctoral degree in Economics.

Mr. Wang Ligu, aged 61, has served as Independent Non-Executive Director of the Company since January 2017. He currently works as professor (national second class) and doctoral tutor of Dongbei University of Finance and Economics, chief expert of Major Bidding Projects of the National Social Science Fund, director of China Investment Association, executive director of Construction Economics Branch of China Construction Industry Association, vice chairman of Dalian Engineering Consulting Association and chairman of Dalian Yadong Investment Consulting Co., Ltd. He has served as lecturer and associate professor of Dongbei University of Finance and Economics, dean of the School of Investment Engineering Management of Dongbei University of Finance and Economics, and a member of the Evaluation Committee of Higher Education Engineering Management of the Ministry of Housing and Urban-Rural Development. He graduated from Dongbei University of Finance and Economics with a Bachelor’s degree and a Master’s degree in Economics and then a Doctoral degree in Industrial Economics.

Mr. Hong Yongmiao, aged 55, is currently an academician of the Academy of Sciences for the Developing World, a bachelor of the Econometric Society, a professor of Economics and International Studies at Cornell University in the United States and a vice chairman of Economics Professional Teaching Mentoring Committee of Higher College of Ministry of Education and a lecture professor of Economics of the “Changjiang Scholars” launched by the Ministry of Education (Xiamen University). He also serves as

the senior editor of Economics of the Journal of Management Science and Engineering of the National Natural Science Foundation of China as well as the editorial board of Economic Research Journal of Chinese Academy of Social Sciences. He is a member of the Academic Committee of China Economic Quarterly of Peking University and an independent director of Xiamen Bank. He was previously the host of the National Science Fund for Distinguished Young Scholars of National Natural Science Foundation of China and the president of the Chinese Economists Society. He also acted as an independent director of ICBC. He respectively obtained a Bachelor's degree in Science and a Master's degree in Economics of Xiamen University, and a Ph.D. in Economics of University of California, San Diego in the United States.

Mr. Shao Ruiqing, aged 61, is currently a professor and doctoral tutor in Shanghai Lixin University of Accounting and Finance. He also holds positions including the vice president of China Communications Accounting Society, an executive director of Accounting Society of China, a director of China Audit Society, the vice president and chairman of the academic committee of Shanghai Accounting Association, an executive director of Shanghai Audit Association, a member of accounting & finance expert advisory committee of Ministry of Transport, the consulting expert of state-owned assets report of Ministry of Finance, an independent director of China Eastern Airlines Corporation Limited, an independent director of HUAYU Automotive Systems Co., Ltd., an independent director of Tibet Urban Development and Investment Co., Ltd., an independent director of Shanghai Carthane Company Limited and an independent director of Shanghai International Port (Group) Co., Ltd. He served as a teaching assistant, lecturer and associate professor of the Department of Economics of Shanghai Maritime University (during the period of which, he received the Sino-British Friendship Scholarship for studying and research in Maritime Finance at University of Wales in the United Kingdom); associate professor and dean of the Department of Accounting of Shanghai Maritime University; professor and dean of the Department of Finance & Accounting of Shanghai Maritime University (during the period of which, he received national fund from Studying Abroad Program and was a senior visiting scholar at University of Sydney, Australia); professor and deputy dean of School of Management of Shanghai Maritime University; professor, doctoral tutor and dean of School of the Economics and Management of Shanghai Maritime University; professor, doctoral tutor and vice president of Shanghai Lixin University of Accounting; and external supervisor of China Merchants Bank. He respectively obtained a Bachelor's degree in Economics of Shanghai Maritime University, a Master's degree in Management of Shanghai University of Finance and Economics and the Ph.D. in Management of Tongji University. He is entitled to a special government allowance provided by the State Council, and is also an honorary fellow member of the Association of International Accountants.

Mr. Lu Zhengfei, aged 55, is currently a distinguished professor of Cheung Kong Scholars, a professor of accounting department and doctoral tutor of Guanghua School of Management of Peking University. He is a standing council member of the Accounting Society of China and the deputy director of its Financial Management Committee, an editorial board member of Accounting Research and Auditing Research. He is an independent director of Bank of China¹, Sino Biopharmaceutical Limited and China Nuclear Engineering & Construction Corporation Limited, an independent supervisor of PICC Property and Casualty Company Limited and an independent director of Zhejiang Tailong Commercial Bank. He had served as the head of the accounting department of the School of Business of Nanjing University, and the head of the accounting department and the vice president of Guanghua School of Management of Peking University. He was elected into "The Hundred People Project of Beijing New Century Social Science Theoretical Talent", the "New Century Excellent Talent Support Plan" of the Ministry of Education and the

1. *The term of office is till July 2019.*

“Accountant Specialist Training Project” (first batch) of the Ministry of Finance, and as a Cheung Kong Scholars distinguished professor of the Ministry of Education in 2014. Mr. Lu graduated from Renmin University of China and obtained a Master’s degree in Economics and then obtained a Doctoral degree in Economics from Nanjing University.

The Company proposes to appoint Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai, Mr. Wang Ligu, Mr. Hong Yongmiao, Mr. Shao Ruiqing and Mr. Lu Zhengfei as Independent Non-executive Directors for a term of three years. According to the duties of the Independent Non-executive Director of the Company, the basic annual Director’s fees (before tax) payable to each of the aforementioned candidates for Independent Non-executive Directors will be RMB280,000. Save as disclosed in the above biographies, none of the aforementioned candidates for Independent Non-executive Directors have held other directorships in any other listed companies in the last three years, nor have they held any other positions in the Company or in other group members of the Company. Save as disclosed in the above biographies, none of the aforementioned candidates for Independent Non-executive Directors 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 SFO.

In addition, there is no other information in relation to the aforementioned candidates for Independent Non-executive Directors which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor are they involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there are no other matters that need to be brought to the attention of the Shareholders of the Company.

SUPERVISORS

Mr. Li Xin, aged 58, has served as a Supervisor of the Company since May 2015, and became Chairman of the Board of Supervisors of the Company in June 2015. He has served as assistant engineer of Beijing 304 Research Institute of the Ministry of Aviation Industry, secretary of the General Office of the Ministry of Aviation Industry, secretary (deputy section secretary level), secretary (section secretary level) and deputy director of the Secretariat of the General Office of the Ministry of Finance, head of Section 1 of Economic Affairs Department of Xinhua News Agency Hong Kong Branch, deputy managing director of Good Ocean Development Limited in Hong Kong, deputy director of the General Office and head of Finance Division of Commission of Science, Technology and Industry for National Defence, director of Human Resources Department, chief of Organisation Department of the CPC Committee and senior managing director of China Investment Corporation, and concurrently served as employee representative director of China Investment Corporation, deputy secretary of the CPC Committee for Organs in China Investment Corporation, and vice chairman of the Working Committee of the Labour Union of China Investment Corporation. Mr. Li graduated from Shenyang Aviation Industrial College (瀋陽航空工業學院) with a Bachelor's degree in Aviation Machinery Processing Technology.

Mr. Yin Lianchen, aged 53, has served as a Supervisor of the Company since December 2014. He is currently executive director and chief investment officer of China Everbright Limited and director of Everbright Securities Co., Ltd. He has served as general manager of Corporate Administration Department, director of Securities Brokerage Department and director of Corporate Communications Department of China Everbright Limited, chief representative of China of Moody's KMV, deputy general manager of Beijing Yonder Investment Group, division chief in the Executive Office of China Everbright (Group) Corporation and assistant general manager of China Everbright Limited. Mr. Yin graduated from Nankai University majoring in Western Financial Accounting and obtained a Master's degree.

Mr. Wu Junhao, aged 53, has served as Supervisor of the Company since November 2009. He is manager of the Financial Management Department of Shenergy (Group) Limited and concurrently serves as director of Orient Securities Co., Ltd. and China Pacific Insurance (Group) Co., Ltd. He successively served as executive deputy general manager of Shanghai New Resources Investment Consulting Company, deputy general manager of Shanghai Bailitong Investment Company, deputy director of Shanghai Shenergy Asset Management Co., Ltd., and deputy director, director and senior director of the Asset Management Department and deputy manager (acting) of the Financial Management Department of Shenergy (Group) Co., Ltd. He graduated from East China Normal University and later obtained a Master's degree in Enterprise Management at East China Normal University.

Mr. Wu Gaolian, aged 67, has served as an External Supervisor of the Company since June 2016. He has served as a committee member of County Committee, deputy county magistrate and deputy managing county magistrate of Fusong, Jilin, general manager of Tonghua Branch, Jilin, deputy general manager of Jilin Branch, general manager of Guangxi Branch and general manager of Liaoning Branch of the People's Insurance Company (PICC Property and Casualty Company Limited), vice president of the People's Insurance Company (Group) of China (PICC Holdings Company), director and president of China Reinsurance (Group) Corporation, Director of the Company and director of China Everbright Group Limited. Mr. Wu graduated from Graduate School of Chinese Academy of Social Sciences majoring in Monetary Banking and obtained a Master's degree. He is a senior economist.

Mr. Wang Zhe, aged 58, has served as an External Supervisor of the Company since November 2016. He is currently the secretary general for Association of Shanghai Internet Financial Industry, the vice chairman for Shanghai Financial Association, an independent director of Shanghai Pudong Development Bank and an independent director of Boill Healthcare Holdings Limited. He has served as a staff member of Monetary Division and deputy section chief of General Office of PBOC. He successively served as manager of China Gold Coin Shenzhen Commercial Centre, vice president of Shenzhen Branch of China CITIC Bank, general manager of China Gold Coin Shenzhen Commercial Centre and deputy general manager of China Gold Coin Incorporation. He served as general manager, chairman and secretary of CPC Committee of Shanghai Gold Exchange and secretary of CPC Committee of China Foreign Exchange Trade System. Mr. Wang graduated from Southwestern University of Finance and Economics majoring in Business Administration and obtained a Master's degree.

Mr. Qiao Zhimin, aged 67, currently serves as an Independent Non-Executive Director of the Company². He is concurrently independent director of Wuhan Rural Commercial Bank. He successively served as deputy division director of the Finance and Accounting Department of the Head Office, deputy general manager of Luxemburg Branch and deputy general manager of the General Planning Department of Head Office of BOC; deputy director-general of the Accounting Department and deputy director-general of the First Banking Supervision Department of PBOC; chief of Regulation Team (director-general level) for ICBC; director of the Finance and Accounting Department of the CBRC; and vice chairman of the Fourth Session of the Board of Supervisors and chairman of the Fifth Session of the Board of Supervisors for China Minsheng Banking Corp., Ltd. He graduated from Hunan College of Finance and Economics and majored in Finance. He holds a Master's degree and a certificate of senior accountant.

The Company proposes to appoint Mr. Li Xin, Mr. Yin Lianchen and Mr. Wu Junhao as Shareholder Supervisors and Mr. Wu Gaolian, Mr. Wang Zhe and Mr. Qiao Zhimin as External Supervisors for a term of three years. The aforementioned candidates for Shareholder Supervisors will not receive any Supervisor's fees. According to the relevant duties of the Supervisor of the Company, the basic pre-tax annual Supervisor's fees of the aforementioned candidates for External Supervisors will be RMB250,000. Save as disclosed in the above biographies, none of the aforementioned candidates for Supervisors have held other directorships and supervisorships in any other listed companies in the last three years, nor have they held any other positions in the Company or in other group members of the Company. Save as disclosed in the above biographies, none of the aforementioned candidates for Supervisors 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 SFO.

In addition, there is no other information in relation to the aforementioned candidates for Supervisors which is discloseable pursuant to any of the requirements set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, nor are they involved in any of the matters required to be disclosed pursuant to the rules. Save for the above, there are no other matters that need to be brought to the attention of the Shareholders of the Company.

² *Mr. Qiao Zhimin resigned as an Independent Non-executive Director of the Company on 7 January 2019. Mr. Qiao Zhimin will continue to hold his position until the appointment qualifications of the newly appointed Independent Non-executive Directors are approved by China Banking and Insurance Regulatory Commission.*

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES OF CHINA EVERBRIGHT BANK COMPANY LIMITED

Chapter One General Provisions

Article 1 These measures are formulated in accordance with the Provisional Measures on Administration of Equities of Commercial Banks and other regulatory requirements issued by the China Banking and Insurance Regulatory Commission (hereinafter referred to as the “CBIRC”) as well as the Articles of Association of China Everbright Bank Company Limited (hereinafter referred to as the “Articles of Association”), and combined with the actual situation of the Bank, for the purpose of strengthening equity management of China Everbright Bank Company Limited (hereinafter referred to as the “Bank”), standardizing acts of the Bank’s shareholders, protecting the lawful rights and interests of the Bank, its depositors and other customers, safeguarding the legitimate interests of its shareholders, and promoting healthy continuous development of the Bank.

Basis: Article 1 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 2 These measures shall apply to all shareholders holding ordinary shares of the Bank (hereafter referred to as the “Shares”) and the equity management of the ordinary shares of the Bank. The preference shareholders and equity management for preference shares shall be subject to relevant laws and regulations.

Basis: according to the actual situations of the Bank.

Article 3 The Shares subscribed in RMB issued by the Bank are under the centralized custody of China Securities Depository and Clearing Corporation Limited Shanghai Branch. The Shares subscribed in foreign currency issued by the Bank and listed in Hong Kong are mainly under the custody of the entrusted company under Hong Kong Securities Clearing Company Limited.

Basis: according to the actual situations of the Bank.

Article 4 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.

Basis: Article 3 of the Provisional Measures on Administration of Equities of Commercial Banks.

Chapter Two Shareholders’ Responsibilities

Article 5 The 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.

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

Basis: Article 5 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 6 The investors and its related parties and persons acting in concert intending to hold, individually or jointly, for the first time or in aggregate, more than 5% of the total number of Shares of the Bank, shall apply to the CBIRC for approval in advance.

The investors and its related parties and persons acting in concert holding, individually or jointly, more than 1% but less than 5% of the total number of Shares of the Bank, shall report the same to the CBIRC within ten (10) business days after the corresponding equity interest has been acquired.

Basis: Article 4 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 7 The same investor and its related parties and persons acting in concert shall not hold shares of more than two commercial banks as major shareholders or control more than one commercial bank.

The investor holding the equity of a commercial bank authorized by the State Council, a banking financial institution, the investor holding the equity of a commercial bank otherwise provided by laws and regulations, and the investor acquiring and reorganizing a high-risk commercial bank under the approval of the CBIRC are not subject to the preceding paragraph of this article.

Basis: Article 14 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 8 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 CBIRC.

Basis: Article 15 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 9 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.

Basis: Article 6 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 10 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.

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

A major 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.

Basis: Article 25 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 11 Any of the Bank's major 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 cancelling 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 CBIRC or its local offices from conducting their regulatory work according to 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.

Basis: Article 16 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 12 The shareholders of the Bank shall abide by applicable laws and regulations, the regulatory provisions and the Articles of Association, exercise their shareholder rights and perform statutory obligations according to laws.

Basis: Article 7 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 13 The shareholders of the Bank shall perform their obligation of capital contribution in strict accordance with applicable laws and regulations and the requirements of the CBIRC.

The shareholders of the Bank shall purchase shares of the Bank with their own funds and ensure the funds 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.

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

Basis: Article 10 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 14 Each major shareholder of the Bank shall undertake in writing that he/she will abide by applicable laws and regulations, regulatory requirements and the Articles of Association when purchasing the Bank's equity, and shall explain the purpose of such purchase.

Basis: Article 11 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 15 Where a 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 the CBIRC.

Basis: Article 13 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 16 The major shareholders of the Bank shall undertake in writing that he/she will replenish the Bank's capital whenever necessary according to the regulatory provisions, and report their capital replenishment capacity to the CBIRC through the Bank on an annual basis.

Basis: Article 19 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 17 The shareholders of the Bank shall make full disclosure of relevant information and accept social supervision in accordance with relevant laws, regulations and regulatory requirements.

Basis: Article 8 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 18 The major shareholders of the Bank shall report the following information to the Bank in a timely, accurate and complete manner:

- (1) Their operating conditions, financial information and shareholding structures;
- (2) The sources of their funds used to purchase the Bank's equity;
- (3) Their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries and any changes thereof;
- (4) Any of their shareholdings in the Bank that is subject to litigation preservation measures or law enforcement;
- (5) Any of their shareholdings in the Bank that is pledged or released;

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

- (6) Any change in their names;
- (7) Any merger or spin-off;
- (8) Any regulatory measures imposed on them such as suspension of business for rectification, designated custody, take-over or revocation, or any entry into proceedings in relation to dissolution, bankruptcy or liquidation;
- (9) Any other circumstances that may cause changes to their shareholder qualifications or lead to changes in their equity holding of the Bank.

Basis: Article 36 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 19 The major shareholders 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.

Basis: Article 20 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 20 A major 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.

Basis: Article 21 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 21 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 major shareholder of the Bank shall state its equity structure level by level up to its de facto controller, ultimate beneficiary, as well as its relationship as a related party or a person acting in concert with any other shareholder.

Basis: Article 12 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 22 A major shareholder of the Bank shall not transfer any equity it holds in the Bank within five years from the date of acquiring the equity.

Special circumstances in which the implementation of risk disposal measures is approved by the CBIRC, the transfer is ordered, the equity interests are subject to judicial enforcement or the transfer of equity interests is conducted between different entities under the control of the same investor shall be deemed exceptional.

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

Basis: Article 17 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 23 The major shareholders of the Bank shall exercise their contributor rights and perform their contributor duties in strict accordance with laws and regulations, regulatory provisions and the Articles of Association, and may not abuse their shareholder rights 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 Articles of Association, or directly intervene in or utilize their influence to intervene in the business management of the Bank by passing the Board of Directors and the senior management, channel interests for their own benefit, or cause damage to the lawful rights and interests of any depositor, the Bank or any other shareholder in any other form.

Basis: Article 18 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 24 The shareholders of the Bank shall abide by the provisions on related party transactions as prescribed by applicable laws and regulations, the CBIRC and the Bank, and may not engage in any improper related party transactions with the Bank, neither shall they use their influence over the operation and management of the Bank to seek illicit benefits.

Basis: Article 22 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 25 Where the Bank experiences a major risk incident or commits a major violation of laws or regulations and is subsequently subject to risk disposal or takeover measures by the CBIRC, the shareholders of the Bank shall actively cooperate with the CBIRC in conducting such risk disposal and other necessary work.

Basis: Article 24 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 26 Where a shareholder of the Bank pledges its equity in the Bank, it shall abide by the relevant provisions on pledging the equity as set forth by applicable laws and regulations and the CBIRC, without causing damage to the interests of other shareholders of the Bank or those of the Bank.

Basis: Article 23 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 27 In case of providing guarantee for themselves or others with their equity interest in the Bank, the shareholders shall strictly comply with the requirements of laws and regulations, regulatory rules and documents and provisions under the Articles of Association and give a prior notice to the Board of Directors of the Bank.

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

When a shareholder who holds a seat on the Board of Directors or the Board of Supervisors of the Bank, or directly, indirectly or jointly holds or controls more than 2% of the Bank's voting Shares pledges its equity in the Bank, it shall file an application with the Board of Directors of the Bank in advance, stating the basic information including reasons for the pledge, the number of Shares to be pledged, the time duration of the pledge and the 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. 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 himself or herself.

Basis: Article 63 of the Articles of the Bank (original from Article 3 of the CBRC Notice on Enhanced Management of Pledge of Equity Interest in Commercial Banks (Yin Jian Fa [2013] No.43)).

Article 28 In accordance with the Bank's requirements on risk management and information disclosure, shareholders of the Bank shall provide the Bank with relevant information on their equity pledge immediately from the completion of the equity pledge registration.

Basis: Article 64 of the Articles of Association (original from Article 3 of the CBRC Notice on Enhanced Management of Pledge of Equity Interest in Commercial Banks (Yin Jian Fa [2013] No.43)).

Where the equity of shareholders who hold more than 5% of the Shares and the persons acting in concert is pledged, such shareholders shall inform the Bank within two days from such event occurred and issue an announcement in accordance with relevant provisions.

Basis: Article 12 of the Several Provisions on Shareholding Reduction by Principal Shareholders, Directors, Supervisors and Senior Executives of Listed Companies issued by CSRC (CSRC Notice [2017] No.9).

Article 29 A shareholder of the Bank may not pledge the 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.

Basis: Article 65 of the Articles of Association (original from Article 3 of the CBRC Notice on Enhanced Management of Pledge of Equity Interest in Commercial Banks (Yin Jian Fa [2013] No.43)).

Article 30 Where a shareholder of the Bank pledges 50% or more of the Bank's voting Shares it held, the voting rights of the shareholder at the Bank's shareholders' general meeting and the voting rights of the director it dispatches at the meetings of the Board of Directors shall be both restricted.

Basis: Article 66 of the Articles of Association (original from Article 3 of the CBRC Notice on Enhanced Management of Pledge of Equity Interest in Commercial Banks (Yin Jian Fa [2013] No.43)).

Article 31 The Bank shall not accept any of its Shares as the subject of pledge.

Basis: Article 36 of the Articles of Association (original from Article 7 of the CBRC Notice on Enhanced Management of Pledge of Equity Interest in Commercial Banks (Yin Jian Fa [2013] No.43)).

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

Chapter Three Duties and Responsibilities of the Bank

Article 32 The Board of Directors of the Bank shall assume ultimate responsibility for the management of equity matters.

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

The office of the Board of Directors of the Bank acts as the working organ responsible for work relating to the Bank's equity matters.

Basis: Article 26 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 33 The Bank shall boost communication with its shareholders and investors, and shall 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.

Basis: Clause 2 of Article 27 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 34 The Bank shall strengthen the examination of shareholder qualifications. It shall verify the information about its major shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert, ultimate beneficiaries and understand any changes in such information, make judgment on shareholder's influence on its operation and management of the Bank, and report or disclose relevant information in a timely, accurate and complete manner according to law.

Basis: Article 29 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 35 The Board of Directors of the Bank shall, at least annually, evaluate its major shareholders regarding their qualifications, performance of commitments, 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 CBIRC in a timely manner.

Basis: Article 30 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 36 The Bank shall strengthen the management of pledge and settlement of equity and record relevant information on Share register, and assist shareholders handling the registration of pledge with relevant authority.

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

Basis: Article 35 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 37 The Bank shall make full disclosure of relevant information and accept social supervision in accordance with relevant laws, regulations and regulatory requirements of the CBIRC.

Basis: Article 8 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 38 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 the reporting period;
- (3) Information about the major shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries at the end of the reporting period;
- (4) Related party transactions with the major shareholders and their controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries during the reporting period;
- (5) Pledge of the Bank's equity by any of the major shareholders;
- (6) Shareholder's nomination of directors and supervisors;
- (7) Other information as required by the CBIRC.

Basis: Article 37 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 39 Where relevant information of the major 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.

Basis: Article 38 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 40 The Bank shall, when disclosing information, make an explanation about any equity matter that has been reported to the CBIRC but is still pending approval thereof.

APPENDIX III THE PROVISIONAL MEASURES ON ADMINISTRATION OF EQUITIES

Basis: Article 39 of the Provisional Measures on Administration of Equities of Commercial Banks.

Chapter Four Supplementary Provisions

Article 41 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.

Basis: Article 55 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 42 The definitions of major shareholders, controlling shareholders, de facto controllers, related parties, persons acting in concert and ultimate beneficiaries herein are subject to the provisions of the Provisional Measures on Administration of Equities of Commercial Banks. The implementation of these measures shall not result in or cause any violation of the laws and regulations of the place where the Bank is listed.

Basis: Article 9 and Article 56 of the Provisional Measures on Administration of Equities of Commercial Banks.

Article 43 The amendments to these measures shall be proposed by the Board of Directors and submitted to the shareholders’ general meeting of the Bank for consideration and approval.

Basis: according to the actual situations of the Bank.

Article 44 These measures shall be interpreted by the Board of Directors of the Bank.

Article 45 These measures shall come into effect and be implemented as of the date of consideration and approval at the shareholders’ general meeting of the Bank.

NOTICE OF THE 2019 SECOND 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 2019 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting for 2019 (“**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, PRC on Tuesday, 30 July 2019 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions:

ORDINARY RESOLUTION

1. The Resolution on Election of Directors of the Eighth Session of the Board of China Everbright Bank Company Limited:
 - 1.1 to elect Mr. Li Xiaopeng as a non-executive director
 - 1.2 to elect Mr. Ge Haijiao as an executive director
 - 1.3 to elect Mr. Cai Yunge as a non-executive director
 - 1.4 to elect Mr. Lu Hong as an executive director
 - 1.5 to elect Mr. Fu Dong as a non-executive director
 - 1.6 to elect Mr. Shi Yongyan as a non-executive director
 - 1.7 to elect Mr. Wang Xiaolin as a non-executive director
 - 1.8 to elect Mr. Dou Hongquan as a non-executive director
 - 1.9 to elect Mr. He Haibin as a non-executive director
 - 1.10 to elect Mr. Liu Chong as a non-executive director
 - 1.11 to elect Ms. Yu Chunling as a non-executive director
 - 1.12 to elect Ms. Fok Oi Ling Catherine as an independent non-executive director

NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

- 1.13 to elect Mr. Xu Hongcai as an independent non-executive director
- 1.14 to elect Mr. Wang Liguao as an independent non-executive director
- 1.15 to elect Mr. Hong Yongmiao as an independent non-executive director
- 1.16 to elect Mr. Shao Ruiqing as an independent non-executive director
- 1.17 to elect Mr. Lu Zhengfei as an independent non-executive director

Items 1.1 to 1.17 above shall be voted on item by item.

- 2. The Resolution on Election of Shareholder Supervisors and External Supervisors of the Eighth Session of the Board of Supervisors of China Everbright Bank Company Limited:

- 2.1 to elect Mr. Li Xin as a shareholder supervisor
- 2.2 to elect Mr. Yin Lianchen as a shareholder supervisor
- 2.3 to elect Mr. Wu Junhao as a shareholder supervisor
- 2.4 to elect Mr. Wu Gaolian as an external supervisor
- 2.5 to elect Mr. Wang Zhe as an external supervisor
- 2.6 to elect Mr. Qiao Zhimin as an external supervisor

Items 2.1 and 2.6 above shall be voted on item by item.

- 3. The Resolution on Formulating the Provisional Measures on Administration of Equities of China Everbright Bank Company Limited.

On Behalf of the Board
China Everbright Bank Company Limited
LI Xiaopeng
Chairman

Beijing, the PRC
14 June 2019

As at the date of this notice, the Executive Director of the Company is Mr. Ge Haijiao; the Non-executive Directors of the Company are Mr. Li Xiaopeng, Mr. Cai Yunge, Mr. Fu Dong, Mr. Shi Yongyan, Mr. Wang Xiaolin, Mr. He Haibin and Mr. Zhao Wei; and the Independent Non-executive Directors are Mr. Qiao Zhimin, Mr. Xie Rong, Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai, Mr. Feng Lun and Mr. Wang Liguao.

NOTICE OF THE 2019 SECOND EXTRAORDINARY GENERAL MEETING

Notes:

- (1) For further details on each of the proposed resolutions, please refer to the circular of the Company dispatched to shareholders on 14 June 2019.

(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 register of members will be closed from Saturday, 29 June 2019 to Tuesday, 30 July 2019 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Tuesday, 30 July 2019 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 28 June 2019.

(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 Monday, 29 July 2019) 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 instrument appointing a proxy 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 Wednesday, 10 July 2019. The Company’s Board of Directors’ Office is located at Room 1015, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, 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 transportation and accommodation 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, 25 July 2019 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.