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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)

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
- 1.13 to elect Mr. Xu Hongcai as an independent non-executive director
- 1.14 to elect Mr. Wang Liguang 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 Ligu.

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.