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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 NON-EXECUTIVE DIRECTOR  
REMUNERATION OF CHAIRMAN OF THE BOARD OF  
SUPERVISORS FOR 2018**

**AND**

**NOTICE OF THE 2019 THIRD EXTRAORDINARY GENERAL MEETING**

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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 Friday, 20 December 2019 at 9:30 a.m., together with the relevant reply slip and proxy form, have been sent to the Shareholders on 4 November 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 Thursday, 19 December 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.

29 November 2019

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

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## DEFINITIONS

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*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
“Director(s)”	director(s) of the Company
“EGM”	the third 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 Friday, 20 December 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

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LETTER FROM THE BOARD

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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)**

*Chairman of the Board, Non-executive Director:*  
Mr. LI Xiaopeng

*Executive Director:*  
Mr. LU Hong

*Non-executive Directors:*  
Mr. CAI Yunge  
Mr. WANG Xiaolin  
Mr. SHI Yongyan  
Mr. DOU Hongquan  
Mr. HE Haibin  
Ms. YU Chunling

*Independent Non-executive Directors:*  
Ms. FOK Oi Ling Catherine  
Mr. XU Hongcai  
Mr. FENG Lun  
Mr. WANG Ligu  
Mr. SHAO Ruiqing  
Mr. HONG Yongmiao

*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

29 November 2019

*To the Shareholders*

Dear Sir or Madam,

**ELECTION OF NON-EXECUTIVE DIRECTOR  
REMUNERATION OF CHAIRMAN OF THE BOARD OF  
SUPERVISORS FOR 2018**

**AND**

**NOTICE OF THE 2019 THIRD EXTRAORDINARY GENERAL MEETING**

**1 INTRODUCTION**

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

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## **LETTER FROM THE BOARD**

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### **2 ELECTION OF NON-EXECUTIVE DIRECTOR**

References are made to the Company's announcement dated 4 November 2019 in relation to the proposed appointment of non-executive Director.

Mr. Wu Lijun has been nominated as the candidate for the position of non-executive Director of the Company, and his appointment is subject to the consideration and approvals at the EGM and by CBIRC. His appointment will take effect from the date when the approval of CBIRC is obtained.

The biographical details of Mr. Wu Lijun are set out below:

Mr. Wu Lijun, aged 55, is currently the deputy secretary of CPC Committee, deputy chairman and general manager of China Everbright Group Ltd. He served as the deputy director (deputy bureau level) of the State Material Reserve Regulatory Center of the Ministry of Domestic Trade, person in charge of the Information Center and deputy director (presiding) of the Training Center of the China Securities Regulatory Commission, director of the Ministry of Personnel Education, director of the Organization Department of the CPC Committee. He also served as the member of the Party Committee and assistant chairman of the China Securities Regulatory Commission, the Chairman of the Board of the Shenzhen Stock Exchange and Party Secretary (Deputy Minister). He obtained a doctorate degree in economics from Renmin University of China. He is a senior economist.

Save as disclosed in the above biography, Mr. Wu has not held other directorships in any other listed companies in the last three years, he does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company, nor does he has any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In accordance with the Articles of Association of the Company, the term of a director is three years, and the director is eligible for re-election upon expiry of the term. Mr. Wu will not receive any director's fees.

Save as disclosed in this circular, there is no other information that needs to be brought to the attention of the Shareholders of the Company or required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to the aforesaid matter.

### **3 REMUNERATION OF CHAIRMAN OF THE BOARD OF SUPERVISORS FOR 2018**

In accordance with the relevant requirements of the Articles of Association of the Company and the performance of duties, the proposed remuneration of the Chairman of the Board of Supervisors for the year 2018 is set out below:

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## LETTER FROM THE BOARD

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### Total Remuneration of Actual Payout (Before Tax) in 2018

*Unit: RMB ten thousand*

Name	Position	Total Remuneration of Actual Payout (Before Tax) in 2018
Li Xin	Chairman of the Board of Supervisors, Shareholder Representative Supervisor	261.60

*Notes:*

1. According to the relevant regulations, the remuneration of the Chairman of the Board of Supervisors for 2018 is determined with reference to the remuneration standard of the senior management of the Company;
2. According to the relevant policies, the remuneration of the Chairman of the Board of Supervisors is subject to deferred payment. The aggregate amount of performance-based remuneration of Mr. Li Xin for 2018 being deferred was RMB850,500, which has not yet been paid out. Whether the payment be ultimately released will be evaluated and determined based on the actual operation and risk exposure of the Company in the future;
3. The above amount is calculated based on the tenure of office and the timing of actual payment of remuneration.

#### 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 Friday, 20 December 2019 at 9:30 a.m. The EGM notice and relevant proxy form and reply slip for the EGM have been dispatched to the Shareholders on 4 November 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. Lu Hong; the Non-executive Directors are Mr. Li Xiaopeng, Mr. Cai Yunge, Mr. Wang Xiaolin, Mr. Shi Yongyan, Mr. Dou Hongquan, Mr. He Haibin and Ms. Yu Chunling; and the Independent Non-executive Directors are Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai, Mr. Feng Lun, Mr. Wang Ligu, Mr. Shao Ruiqing and Mr. Hong Yongmiao.*

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## NOTICE OF THE 2019 THIRD EXTRAORDINARY GENERAL MEETING

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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 THIRD EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the third 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 Friday, 20 December 2019 at 9:30 a.m. to consider and, if thought fit, to pass the following resolutions:

### ORDINARY RESOLUTIONS

1. The Resolution on election of Mr. Wu Lijun as a non-executive Director of the eighth session of the Board of China Everbright Bank Company Limited
2. The Resolution on determination of the remuneration of the Chairman of the Board of Supervisors of China Everbright Bank Company Limited in 2018

On Behalf of the Board

**China Everbright Bank Company Limited**

**LI Xiaopeng**

*Chairman*

Beijing, the PRC  
4 November 2019

*As at the date of this notice, the Executive Director of the Company is Mr. Lu Hong; the Non-executive Directors are Mr. Li Xiaopeng, Mr. Cai Yunge, Mr. Wang Xiaolin, Mr. Shi Yongyan, Mr. Dou Hongquan and Mr. He Haibin; and the Independent Non-executive Directors are Ms. Fok Oi Ling Catherine, Mr. Xu Hongcai, Mr. Feng Lun, Mr. Wang Liguu, Mr. Shao Ruiqing and Mr. Hong Yongmiao.*

*Notes:*

- (1) For further details on each of the proposed resolutions, please refer to the circular of the Company to be dispatched to shareholders on or before Friday, 29 November 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 Wednesday, 20 November 2019 to Friday, 20 December 2019 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Friday, 20 December 2019 are entitled to attend the EGM.

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## NOTICE OF THE 2019 THIRD EXTRAORDINARY GENERAL MEETING

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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 Tuesday, 19 November 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 Thursday, 19 December 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 Friday, 29 November 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 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 Friday, 13 December 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.