
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular together with the accompanying supplemental proxy form 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)

**SUPPLEMENTAL CIRCULAR
THE ELECTION OF THE EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF THE 2019 THIRD EGM**

This supplemental circular should be read in conjunction with the circular to Shareholders of the Company dated 29 November 2019.

Notice convening the extraordinary general meeting 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. A supplemental notice of the extraordinary general meeting dated 6 December 2019 is set out on pages 5 to 6 of this supplemental circular.

The additional resolution will be presented at the extraordinary general meeting, the details of which are set out in this supplemental circular. A supplemental proxy form for the extraordinary general meeting which contains the additional resolution to be proposed at the extraordinary general meeting is enclosed herewith and also published on the website of the Hong Kong Stock Exchange (www.hkex.com.hk). Shareholders who intend to appoint a proxy to attend the extraordinary general meeting shall complete the enclosed supplemental proxy form for the extraordinary general meeting in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time fixed for holding the extraordinary general meeting (i.e. not later than 9:30 a.m. on Thursday, 19 December 2019) or any adjournment thereof (as the case may be). Completion and return of the supplemental proxy form will not preclude you from attending the extraordinary general meeting or any adjournment thereof and voting in person if you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

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

6 December 2019

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DEFINITIONS

Unless the context requires otherwise, all terms and expressions in the supplemental circular and the First Circular shall have the same meanings. In addition, in this supplemental circular, unless the context requires otherwise, the following terms and expressions shall have the following meanings:

“First Circular”	the circular issued by the Company to its Shareholders on 29 November 2019
“CBIRC”	China Banking and Insurance Regulatory Commission

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)

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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

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:

Ms. FOK Oi Ling Catherine

Mr. XU Hongcai

Mr. FENG Lun

Mr. WANG Ligu

Mr. SHAO Ruiqing

Mr. HONG Yongmiao

6 December 2019

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
THE ELECTION OF THE EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF THE 2019 THIRD EGM**

1. INTRODUCTION

References are made to the notice of the extraordinary general meeting dispatched by the Company on 4 November 2019, and the announcement of the Company in relation to proposed appointment of executive director dated 29 November 2019. This supplemental circular should be read in conjunction with the First Circular.

LETTER FROM THE BOARD

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

2. PROPOSAL IN RELATION TO THE ELECTION OF THE EXECUTIVE DIRECTOR

Mr. Liu Jin (“**Mr. Liu**”) is nominated as the candidate for the position of an executive director of the eighth session of the Board of Directors of the Company, and his appointment is subject to the approvals by the Shareholders at the general meeting of the Company and CBIRC and will become effective on the date of approval by CBIRC.

The biographical details of Mr. Liu are set out below:

Mr. Liu Jin, aged 52, is currently a deputy secretary of CPC Committee of the Company, member of CPC Committee and Executive Director of China Everbright Group Ltd¹. He was a representative of the London Representative Office, general manager of the International Banking Department of Shandong Branch, member of CPC Committee and vice president of Industrial and Commercial Bank of China, vice chairman, executive director, general manager of Industrial and Commercial Bank of China (Europe) and general manager of Frankfurt Branch of Industrial and Commercial Bank of China, general manager of the Investment Banking Department of the Head Office, secretary of CPC Committee and president of Jiangsu Branch of Industrial and Commercial Bank of China, member of CPC Committee and vice president of China Development Bank. He is a graduate of Shandong University with a Master degree in English Language and Literature, and is a senior economist.

Save as disclosed above, Mr. Liu has not held directorships in any other listed companies in the last three years and does not have any relationships with other directors, senior management or substantial shareholders or controlling shareholders of the Company, and he is not interested 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 directors are eligible for re-election upon completion of their terms. The term of office of the president is three years and the president is eligible for re-election.

Mr. Liu’s emolument from the Company includes basic salary, bonus, social security plan, housing provident fund plan and other benefits. Mr. Liu will enter into the service contract with the Company after his appointment becomes effective. Mr. Liu’s emolument shall be submitted by the Board to the shareholder’s general meeting of the Company for the shareholders’ approval.

Save as disclosed in this supplemental circular, there are no other matters that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to Rules 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in relation to the aforesaid matters.

¹ Corporate governance procedures to be performed by executive director

LETTER FROM THE BOARD

3. 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 notice of extraordinary general meeting and relevant reply slip and proxy form for the extraordinary general meeting were dispatched to Shareholders on 4 November 2019. A supplemental notice of the extraordinary general meeting dated 6 December 2019 is set out on pages 5 to 6 of this supplemental circular.

4. RECOMMENDATION

The Directors are of the view that the resolution set out in the supplemental notice of the extraordinary general meeting is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors advise the Shareholders to vote in favour of relevant resolution to be proposed at the extraordinary general meeting.

Yours faithfully,
On behalf of the Board
China Everbright Bank Company Limited
LI Xiaopeng
Chairman

As at the date of this supplemental 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 Liguu, Mr. Shao Ruiqing and Mr. Hong Yongmiao.

SUPPLEMENTAL NOTICE OF THE 2019 THIRD EGM



中國光大銀行股份有限公司

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SUPPLEMENTAL NOTICE OF THE 2019 THIRD EGM

References are made to the circular of China Everbright Bank Company Limited (the “**Company**”) dated 29 November 2019 and the notice of the third extraordinary general meeting for the year 2019 (the “**EGM**”) of the Company (the “**Original Notice**”) dated 4 November 2019, which set out the time and venue of the EGM and contain the resolutions to be tabled at the EGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM, which will be held as originally scheduled 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., will consider and, if thought fit, pass the following No.3 ordinary resolution, in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTION

3. The resolution on the election of Mr. Liu Jin as an executive director of the eighth session of the Board of Directors of China Everbright Bank Company Limited.

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

Beijing, the PRC
6 December 2019

As at the date of this supplemental 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, 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 Liguu, Mr. Shao Ruiqing and Mr. Hong Yongmiao.

SUPPLEMENTAL NOTICE OF THE 2019 THIRD EGM

Notes:

- (1) Details of the resolution are set out in the supplemental circular of the Company dated 6 December 2019 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice of EGM, capitalised terms used in this supplemental notice of EGM shall have the same meanings as those defined in the Supplemental Circular.
- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the additional resolution mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company on 4 November 2019 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share Registrar of the Company.
- (3) If you intend to appoint a proxy to attend the EGM, you are requested to complete the Original Proxy Form and/or the accompanying Supplemental Proxy Form in accordance with the instructions printed thereon. To be valid, the Original Proxy Form and/or the Supplemental Proxy Form, together with the power of attorney or other authorization document (if any) must be lodged at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong in person 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. Completion and return of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish, but in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.
- (5) Please refer to the Original Notice for details in respect of other resolutions to be considered at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.
- (6) References to dates and time in this supplemental notice are to Hong Kong dates and time.