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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 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)

**PURCHASE OF OPERATION PREMISES FOR
GUANGZHOU BRANCH
ELECTION OF MEMBERS OF THE NINTH SESSION OF
THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS
AMENDMENTS TO THE PLAN OF AUTHORISATION BY
SHAREHOLDERS' GENERAL MEETING TO BOARD OF DIRECTORS
APPROVAL OF COMPREHENSIVE CREDIT LINE FOR
THE RELATED LEGAL PERSON
NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF
THE 2022 FIRST EXTRAORDINARY GENERAL MEETING**

The letter from the Board is set out on pages 3 to 10 of this circular.

The EGM will be held at the conference room of 3rd Floor, Tower A, China Everbright Center, No.25 Taipingqiao Avenue, Xicheng District, Beijing, the PRC on Wednesday, 28 September 2022 at 9:30 a.m. The notice of the EGM dated 12 August 2022 (the "**Notice of the EGM**") together with the relevant reply slip and proxy form (the "**Original Proxy Form**") have been sent to the Shareholders on Friday, 12 August 2022. The Notice of the EGM and the supplemental notice of the EGM dated 9 September 2022 (the "**Supplemental Notice of the EGM**") are set out on pages 24 to 28 of this circular.

A supplementary proxy form for the EGM (the "**Supplemental Proxy Form**") containing the additional resolutions to be proposed at the EGM is also enclosed with this circular. If you intend to appoint a proxy to attend the EGM, you are required to complete and return the Original Proxy Form and/or Supplemental Proxy Form in accordance with the instructions printed thereon. For holder of H Shares, the Original Proxy Form and/or Supplemental 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 Tuesday, 27 September 2022) or any adjourned meeting thereof. Completion and return of the Original Proxy Form and/or Supplemental 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 Original Proxy Form and/or Supplemental Proxy Form shall be deemed to be revoked.

9 September 2022

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

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Company” or “Bank”	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 SSE (stock code: 601818), respectively
“A Share(s)”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the SSE and traded in RMB
“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
“Articles of Association”	the Articles of Association of China Everbright Bank Company Limited
“Board” or “Board of Directors”	the Board of Directors of the Company
“Board of Supervisors”	the Board of Supervisors of the Company
“Director(s)”	director(s) of the Company
“Independent Non-executive Directors(s)”	independent non-executive directors(s) of the Company
“Supervisors(s)”	supervisors(s) of the Company
“EGM”	the first extraordinary general meeting of 2022 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, the PRC on Wednesday, 28 September 2022 at 9:30 a.m.
“CBIRC”	China Banking and Insurance Regulatory Commission
“CSRC”	China Securities Regulatory Commission
“PBOC”	the People’s Bank of China
“China Everbright Group”	China Everbright Group Ltd.
“SSE”	the Shanghai Stock Exchange
“SZSE”	the Shenzhen Stock Exchange

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Share(s)
“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)

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. WANG Jiang

Executive Directors:
Mr. FU Wanjun
Mr. QU Liang

Non-executive Directors:
Mr. WU Lijun
Mr. YAO Zhongyou
Mr. YAO Wei
Mr. LIU Chong
Mr. LI Wei

Independent Non-executive Directors:
Mr. WANG Liguo
Mr. SHAO Ruiqing
Mr. HONG Yongmiao
Mr. LI Yinquan
Mr. HAN Fuling
Mr. LIU Shiping

Registered Office:
China Everbright Center
No. 25 and 25A Taipingqiao Avenue
Xicheng District
Beijing 100033, PRC

*Principal Place of Business
in Hong Kong:*
23/F
Everbright Centre
108 Gloucester Road
Wan Chai
Hong Kong

9 September 2022

To the Shareholders

Dear Sir or Madam,

**PURCHASE OF OPERATION PREMISES FOR
GUANGZHOU BRANCH
ELECTION OF MEMBERS OF THE NINTH SESSION OF
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THE 2022 FIRST 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.

LETTER FROM THE BOARD

2. PURCHASE OF OPERATION PREMISES FOR GUANGZHOU BRANCH

In order to meet the needs of business development and its own business office, the Guangzhou Branch of the Company (“**Guangzhou Branch**”) plans to purchase part of the area of Chengxiang Building as the branch's business operation premises and relocate, with a total gross floor area of 38,858.83 square meters and 200 underground parking spaces, the purchase price is RMB2,020,658,900, the relevant taxes are approximately RMB67,238,600, and the total purchase expenses is RMB2,087,897,500.

The relevant explanations about the purchase of operation premises for Guangzhou Branch are set out as follows:

1. *Background and reasons for relocation*

Guangzhou Branch was established in 1997. After 25 years of development, it has established 11 secondary branches, 78 sub-branch outlets (including branch business departments), and 11 community sub-branches. The current location of Guangzhou Branch is located in Everbright Bank Building, No. 685, Tianhe North Road, Tianhe District, Guangzhou. The branch purchased 7 floors including the 1st, 4th, 18th to 22nd floors, with a total gross floor area of 18,540.91 square meters. It entered the office in October 1999, which has been in use for 23 years. With the continuous development of various businesses, the number of office staff in the headquarter of the branch has continued to increase. The current location is tight, the space is crowded, and the equipment and facilities are outdated, which can no longer meet the needs of current and future business development.

With the continuous reshaping and improvement of Guangzhou's urban functions, the current financial industry in Guangzhou is mainly concentrated in the Pearl River New City and the International Financial Town. Among them, the International Financial City is positioned as a core financial functional area, which is a key financial development project under construction in Guangzhou.

2. *Regional location analysis of branch relocation*

Guangzhou Central Business District spans Tianhe District and Haizhu District and consists of three major sectors: Pearl River New City, International Financial Town and Pazhou Internet Cluster, which is the largest CBD in South China and the demonstration base for the liberalization of trade in services of Guangdong, Hong Kong and Macao, mainly serving the Pearl River Delta economic circle, and has become a highly concentrated area for headquarter economy and high-end industries such as finance, technology and business in South China. Among them, the International Financial City is an emerging development area, which is divided into four areas, namely the starting area, the east area, the north area and the west area, which are built successively. The industrial positioning is mainly for financial enterprises, and integrates urban complexes, business offices, commerce, hotels and serviced apartments.

LETTER FROM THE BOARD

3. *Brief information on the operation premises to be purchased*

Chengxiang Building is located in the middle section of Linjiang Avenue (the east-west main trunk road) in the International Financial Town, which is the starting area and the core area of the Financial Town, and is about 5.2 kilometers away from the current location of the branch. The project is a single-block office building with 4 floors underground and 30 floors above ground. It is expected to obtain the certificate of acceptance examination upon project completion in May 2023. The starting area of the Financial Town is planned to build 49 roads and intercity railways, with convenient transportation.

The branch plans to purchase part of the houses and underground parking spaces in Chengxiang Building, including part of 1st floor, 5th to 20th floors (6th floor is an overhead floor and 10th floor is a refuge floor), with a total gross floor area of 38,858.83 square meters and a total of 200 underground parking spaces. The average purchase price of houses and underground parking spaces is RMB52,000 per square meter, the purchase price is RMB2,020,658,900, and the relevant taxes are approximately RMB67,238,600, with the total purchase cost of approximately RMB2,087,897,500.

3. **ELECTION OF MEMBERS OF THE NINTH SESSION OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS**

Reference is made to the announcement of the Company dated 26 August 2022 in relation to the proposed election of members of the ninth session of the Board of Directors and the Board of Supervisors.

Election of Members of the Ninth Session of the Board of Directors and the Board of Supervisors

The term of the Eighth Session of the Board of Directors and the Board of Supervisors of the Company has expired. The Company was informed that, among the Supervisors of the Eighth Session of the Board of Supervisors, Mr. Wu Gaolian will retire and will not stand for re-election as Supervisor of the Ninth Session of the Board of Supervisors. To the best of the Directors' knowledge and belief having made all reasonable enquiries, there are no disagreements among Mr. Wu Gaolian, the Supervisor to be retired, and the Board of Directors and the Board of Supervisors, and there are no matters relating to his resignation that need to be brought to the attention of the Shareholders.

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

- (i) Mr. Wang Jiang, Mr. Wu Lijun, Mr. Yao Zhongyou, Mr. Yao Wei, Mr. Liu Chong and Mr. Li Wei as Non-executive Directors;
- (ii) Mr. Fu Wanjun and Mr. Qu Liang as Executive Directors;

LETTER FROM THE BOARD

- (iii) Mr. Wang Liguo, Mr. Shao Ruiqing, Mr. Hong Yongmiao, Mr. Li Yinquan, Mr. Han Fuling and Mr. Liu Shiping as Independent Non-executive Directors;
- (iv) Mr. Lu Hong, Mr. Wu Junhao and Mr. Li Yinzong as Shareholder Supervisors; and
- (v) Mr. Wang Zhe, Mr. Qiao Zhimin and Ms. Chen Qing as External Supervisors.

Election of Employee Supervisors

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

Please refer to Appendix I and II in this circular for biographies of candidates of the ninth session of the Board of Directors and the Board of Supervisors.

4. AMENDMENTS TO THE PLAN OF AUTHORISATION BY SHAREHOLDERS' GENERAL MEETING TO BOARD OF DIRECTORS

In order to standardize the authorisation of the Board of Directors by the General Meeting of Shareholders of the Company, the Company formulated the "Plan of Authorisation by Shareholders' General Meeting to Board of Directors of China Everbright Bank Company Limited" in 2008, and revised it three times in 2013, 2016 and 2019 respectively.

In order to further strengthen the compliance of authorisation and the rationality of authorisation authority, the Company, in combination with daily operation and management, is now making further amendments to the "Plan of Authorisation by Shareholders' General Meeting to Board of Directors of China Everbright Bank Company Limited" (the "**Plan of Authorisation by Shareholders' General Meeting to Board of Directors**") ("**the Amendment**").

Please refer to Appendix III of this circular for the full text of the "Plan of Authorisation by Shareholders' General Meeting to Board of Directors" (including the specific content of the Amendment and the description of the Amendment).

5. APPROVAL OF COMPREHENSIVE CREDIT LINE FOR THE RELATED LEGAL PERSON

The Company proposed to approve a RMB11.5 billion comprehensive credit line for Everbright Securities Company Limited ("**Everbright Securities**"), with a 12-month term and credit method.

LETTER FROM THE BOARD

As Everbright Securities is a legal person directly controlled by Everbright Group, according to relevant requirements of “Administrative Procedures on the Information Disclosures of Listed Companies”, “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange”, “the Guidelines of the Shanghai Stock Exchange for Self-governance of Listed Companies No.5 – Transaction and Related Party Transaction” and “Measures for the Management of Related Party Transactions of China Everbright Bank Company Limited”, Everbright Securities is a related party of the Company.

This transaction has been considered and approved at the forty-second meeting of the eighth session of the Board of Directors of the Company. The Company's related party transactions with Everbright Group and its subsidiaries in the past 12 months and proposed transactions amounted to more than RMB30 million and accounted for more than 5% of the absolute value of the Company's latest period of audited net assets, hence this transaction is subject to the approval of the general meeting, and the related parties who have an interest in such related party transactions will abstain from voting on the resolution at the EGM.

Founded in April 1996, Everbright Securities was listed on the SSE in August 2009 and on the Stock Exchange in August 2016, with Everbright Group as its controlling shareholder. Everbright Securities has diversified business varieties, covering areas such as securities, funds, futures, financial leasing. As of the end of March 2022, Everbright Securities had total assets of RMB249.185 billion, total liabilities of RMB185.395 billion and net assets of RMB63.790 billion.

The pricing of the related party transactions is based on market principles and the relevant conditions are not better than other similar businesses of the Company; the related party transactions between the Company and Everbright Securities are conducted on normal commercial terms. The Company will enter into specific agreements with Everbright Securities based on the normal commercial terms for its customers. As a listed commercial bank, the related party transactions are normal business of the Company and have no material effect on the Company's normal operating activities and financial position.

The Independent Non-executive Directors of the Company have expressed their independent opinion that the related party transactions are in compliance with the relevant requirements of laws, regulations, regulatory authorities and the Company, follow the principles of fairness, impartiality and openness, are conducted in accordance with fair selling prices, and are in the interests of the Company and Shareholders as a whole, and there is no situation that will damage the interests of the Company and minority Shareholders.

LETTER FROM THE BOARD

The transactions that have been conducted between the Company and the related parties of Everbright Group in 2022 are set out as follows (as at 31 August 2022):

Number	Name of the Related Parties	Transaction amount (in RMB, '00 million)	Time of disclosure
1	CALC PDP 9 Limited	4.47	19 April 2022
2	Everbright Securities Financial Holdings Limited	9.73	
3	Everbright Biomass Energy (Suqian) Limited	0.2	
4	Everbright Biomass Energy (Lianshui) Limited	0.4	
5	EB Urban and Rural Renewable Energy (Huai'an) Limited	0.5	
6	China Asset Leasing Company Limited	10	
7	China Everbright Group Ltd.	30	27 April 2022
8	China Everbright Limited	7.54	27 May 2022
		3.25	
		20	
9	China CYTS Tours Holding Co., Ltd.	5	
10	Prospect Well Investment Ltd	4.07	
11	Everbright Recycling Materials (Huangshi) Co., Ltd.	2.35	
12	EB Urban and Rural Renewable Energy (Zhongxiang) Limited	0.6	
13	Sun Life Everbright Life Insurance Co., Ltd.	1	29 July 2022
14	Chongqing Terminus Technology Co., Ltd.	3	
15	Everbright Senior Healthcare Industry Development Co., Ltd.	1	
16	Beijing Huaheng Xingye Property Development Co., Ltd	25	
	Beijing Huahengye Property Development Co., Ltd	19	
17	China Everbright Group Ltd.	30	19 August 2022
18	Porter (China) Test Equipment Co., Ltd	0.3	
19	Beijing Gubei Water Town Travel Co., Ltd.	1.5	
Total		178.91	

6. 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, the PRC on Wednesday, 28 September 2022 at 9:30 a.m. The Notice of the EGM, the Supplemental Notice of the EGM, the Original Proxy Form, the Supplemental Proxy Form and relevant reply slip for the EGM have been dispatched to the Shareholders on Friday, 12 August 2022 and Friday, 9 September 2022 respectively.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS FOR THE EGM

In order to determine the holders of H Shares who will be entitled to attend the EGM, the Company will suspend the registration of transfer of H Shares from Monday, 29 August 2022 to Wednesday, 28 September 2022 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Wednesday, 28 September 2022 are entitled to attend the EGM.

In order to qualify to attend the EGM, holders of H Shares of the Company must deposit the transfer documents accompanied by relevant share certificates to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 26 August 2022.

The reply slip of the EGM, the Original Proxy Form and the Supplemental Proxy Form were also published on the websites of the Hong Kong Exchanges and Clearing Limited "HKEXnews" (www.hkexnews.hk) and the Company (www.cebbank.com). Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the Original Proxy Form and/or the Supplemental Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time designated (i.e. not later than 9:30 a.m. on Tuesday, 27 September 2022) for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the Original Proxy Form and/or the Supplemental Proxy Form will not preclude you from attending the EGM and voting in person if you so wish.

8. PROCEDURES FOR VOTING AT THE EGM

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the EGM will be taken by poll.

To the best knowledge of the Company, Everbright Group, China Everbright Holdings Company Limited, China Everbright Limited, Meiguang Enyu (Shanghai) Properties Company Limited* (美光恩御(上海)置業有限公司), Everbright Financial Holdings Asset Management Co., Ltd., China Everbright Investment and Assets Management Co., Ltd. are deemed to be materially interested in resolution 5 and are required to abstain from voting on that resolution. Save as disclosed above, no other Shareholders are deemed to be materially interested in any resolution at the EGM and are required to abstain from voting on any resolution.

Please be reminded that, pursuant to the requirement of Article 66 of the Articles of Association, your voting rights at the EGM will be restricted if you pledge 50% or more of your voting shares in the Company.

LETTER FROM THE BOARD

9. RECOMMENDATIONS

The Directors consider that the resolutions as stated in the Notice of the EGM and the Supplemental Notice of the 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.

**The Board of Directors of
China Everbright Bank Company Limited**

As at the date of this circular, the Executive Directors of the Company are Mr. Fu Wanjun and Mr. Qu Liang; the Non-executive Directors are Mr. Wang Jiang, Mr. Wu Lijun, Mr. Yao Zhongyou, Mr. Yao Wei, Mr. Liu Chong and Mr. Li Wei; and the Independent Non-executive Directors are Mr. Wang Liguang, Mr. Shao Ruiqing, Mr. Hong Yongmiao, Mr. Li Yinquan, Mr. Han Fuling and Mr. Liu Shiping.

APPENDIX I BIOGRAPHIES OF CANDIDATES FOR DIRECTORS OF THE NINTH SESSION OF THE BOARD OF DIRECTORS

NOMINATION OF EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS

Mr. Wang Jiang, aged 59, has served as the Chairman of the Board of Directors since August 2022 and has been the secretary of the CPC Committee of the Company since March 2022. He is currently the secretary of the CPC Committee and chairman of China Everbright Group. He also serves as the honorary president of the Party School of China Everbright Group and the chairman of China Everbright Holdings Company Limited. Mr. Wang Jiang served various positions in China Construction Bank, including deputy director of credit risk management department of Shandong Branch; president of Shandong Dezhou Branch; deputy secretary of the CPC Committee and vice president of Shandong Branch; secretary of the CPC Committee and president of Hubei Branch; and secretary of the CPC Committee and president of Shanghai Branch. Mr. Wang Jiang also has served as member of the CPC Committee and vice president of Bank of Communications; Deputy Governor of Jiangsu Province; deputy secretary of the CPC Committee, vice chairman and president of Bank of China; deputy secretary of the CPC Committee, vice chairman and president of China Construction Bank. He obtained a doctorate degree in economics and is a delegate to the 13th National People's Congress.

Mr. Wu Lijun, aged 58, has served as Vice Chairman of the Board of Directors since March 2020. He is currently Deputy Secretary of the Party Committee, Vice Chairman of the Board of Directors and General Manager of China Everbright Group. He served as Deputy Director (Deputy Bureau Director Level) of State Material Reserve Regulatory Center of Ministry of Domestic Trade, Chief of Information Center, Deputy Director (Presiding) of Training Center, Director of Personnel Education Department and Director of Party Organization Department of CSRC. He also served as Member of the Party Committee and Assistant Chairman of CSRC, Chairman of the Board of Directors and Secretary of the Party Committee (Deputy Minister Level) of SZSE. He holds a doctoral degree in economics and is a senior economist.

Mr. Fu Wanjun, aged 54, has served as Executive Director, President of the Company since June 2021, Deputy Secretary of the Party Committee of the Company since April 2021. He has also served as a Member of the Party Committee and Executive Director of China Everbright Group. He served as Deputy Manager of Credit and Loan Department II, Deputy Manager and Manager of Marketing Department II, Assistant General Manager, Deputy General Manager, Member of the Party Committee of Urumqi Branch of Bank of Communications (BOCOM), Secretary of the Party Committee and General Manager of BOCOM Yinchuan Branch, Secretary of the Party Committee and General Manager of BOCOM Xinjiang District (Urumqi) Branch, Secretary of the Party Committee and General Manager of BOCOM Chongqing Branch, General Manager (principal level in provincial branches) of Corporate and Institutional Business Department of BOCOM Head Office, Business Director (in charge of corporate and institutional business segment) of BOCOM Head Office; Deputy General Manager of China Everbright Group; and Non-executive Director of the Company. He holds a EMBA (Executive Master of Business Administration) degree and is a senior economist.

Mr. Yao Zhongyou, aged 59, has served as Non-executive Director of the Company since June 2021. He is currently secretary of the CPC Committee and Chairman of the Board of Directors of Everbright Financial Leasing Co., Ltd. He served as an official and Deputy Manager of International Business Department of Hebei Provincial Branch of China Construction Bank (CCB), Secretary of the Party Leadership Group and General Manager of CCB Chengde Branch, Director of General Office, Member of the Party Committee and Deputy General Manager of CCB Hebei Provincial Branch; Deputy General

APPENDIX I BIOGRAPHIES OF CANDIDATES FOR DIRECTORS OF THE NINTH SESSION OF THE BOARD OF DIRECTORS

Manager of Equity Management Department of China Everbright (Group) Corporation; Member of the Party Committee, Executive Director and Vice President of Everbright Financial Holding Asset Management Co., Ltd.; General Manager of Financial Management Department of China Everbright (Group) Corporation; and Member of the Party Committee, Executive Vice President and Executive Director of the Company; and Director-General of Leasing Business Management Center of China Everbright Group. He holds a master's degree in economics and is a senior economist.

Mr. Qu Liang, aged 56, has served as Executive Director of the Company since February 2021, Executive Vice President of the Company since March 2020, and Member of the Party Committee of the Company since September 2018. And he is currently SOOA of Sydney Branch of the Company. He served as Deputy General Manager of Corporate Business Department of Henan Provincial Branch of ICBC; Director of General Office, General Manager of Corporate Banking Department II, General Manager of Corporate Banking Department I of Zhengzhou Branch of China Merchants Bank (CMB), Deputy General Manager of Corporate Banking Department at CMB Head Office, Secretary of the Party Committee, General Manager of CMB Hohhot Branch, Secretary of the Party Committee, General Manager of CMB Chongqing Branch; Commissioner of Office of Leading Group for Deepening Overall Reform (Headquarters Department Head Level), and Director-General of Leasing Business Management Center of China Everbright Group; Secretary of the Party Committee and General Manager of Beijing Branch of the Company; Chairman of CEB International Investment Corporation Limited (Acting). He holds a master's degree in law and is a senior economist. He is Member of China Society for Finance and Banking.

Mr. Yao Wei, aged 47, has served as Non-executive Director of the Company since February 2021. He is currently Standing Member of the Party Committee and Chief Accountant of Overseas Chinese Town Holdings Company, Director of Konka Group Co., Ltd. and Chairman of Overseas Chinese Town (Yunnan) Investment Co., Ltd. He successively served as Deputy Director, Director of Assets Division (Fixed Assets), and Head of Internal Control Team of Accounting Division of Finance Department in Daya Bay Nuclear Power Operations and Management Co., Ltd. (DNMC); staff, Budget Director, Tax Manager, Senior Manager, Chief of General Finance Division of Finance Department in China General Nuclear Power Group Corporation; Chief Accountant of CGN Wind Energy Co., Ltd.; Non-executive Director and Chief Accountant of CGN Meiya Power Holdings Co., Ltd.(later renamed CGN New Energy Holdings Co., Ltd.); Deputy General Manager (Presiding), General Manager of Finance Department, General Manager of Finance and Asset Management Department of China General Nuclear Power Group Corporation. He once concurrently served as Chief Accountant of CGN Solar Energy Development Co., Ltd., Chairman of CGNPC International Limited and Executive Director of Shenzhen Nengzhahui Investment Co., Ltd. He holds a bachelor's degree in economics and is a certified public accountant.

Mr. Liu Chong, aged 52, has served as Non-executive Director of the Company since December 2019. He currently serves as Secretary of the Party Committee and Chairman of COSCO Shipping Development Co., Ltd., and concurrently as Non-executive Director of China Cinda Asset Management Co., Ltd. He successively served as Deputy General Manager of China Shipping Investment Co., Ltd., Deputy General Manager of China Shipping Logistics Co., Ltd., Chief Accountant of China Shipping (Hainan) Haisheng Co., Ltd., Director of Capital Management Department of China Shipping (Group) Company, Chief Accountant of China Shipping Container Lines Co., Ltd., General Manager of China Shipping Investment Co., Ltd., Vice Chairman of China International Marine Containers (Group) Co. Ltd., and

APPENDIX I BIOGRAPHIES OF CANDIDATES FOR DIRECTORS OF THE NINTH SESSION OF THE BOARD OF DIRECTORS

Chairman of DongFang International Container (Hong Kong) Limited, Member of the Party Committee and Managing Director of COSCO Shipping Development Co., Ltd. He holds a bachelor's degree in economics and is a senior accountant.

Mr. Li Wei, aged 51, has served as Non-executive Director of the Company since August 2021. He is currently serving as the Secretary of the Party Committee, Vice Chairman and General Manager of China Re Asset Management Company Ltd.; Chairman of China Re Asset Management (Hong Kong) Company Limited and Non-executive Director of CSSC (Hong Kong) Shipping Company Limited. He was Member of the Party Committee of Huatai Property & Casualty Insurance Co., Ltd.; Business Officer of Sun Life Everbright Life Insurance Co., Ltd.; Member of the Party Committee and Deputy General Manager of Sun Life Everbright Asset Management Co., Ltd.; Member of the Party Committee, Deputy General Manager of China Continent Property & Casualty Insurance Co., Ltd., and Secretary of the Party Committee and General Manager of its Beijing Branch; General Manager of the Strategic Customer Department of China Reinsurance (Group) Corporation; and Member of the Party Committee and Deputy General Manager of China Re Asset Management Company Ltd. He holds a MBA (Master of Business Administration) degree.

The Company proposes to elect Mr. Wang Jiang, Mr. Wu Lijun, Mr. Yao Zhongyou, Mr. Yao Wei, Mr. Liu Chong and Mr. Li Wei as Non-executive Directors and Mr. Fu Wanjun and Mr. Qu Liang as Executive Directors for a term of three years, effective from the date of approval by the EGM until the expiration of the term of the ninth session of the Board of Directors. The candidates for Non-executive Directors mentioned above will not receive any remuneration from the Company while the candidates for Executive Directors will receive emolument from the Company with reference to the standard of senior management including salary, bonus, social security plan, housing provident fund plan and other benefits. The specific remuneration distribution plan for Directors will be formulated by the Remuneration Committee of the Board of Directors, after the end of each year, which shall be submitted to the Shareholders' general meeting for approval after consideration by the Board of Directors. Among them, the remuneration of the Executive Directors based on the standard of senior management shall be separately approved by the Board of Directors. The Company will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report and supplemental announcement of the annual report to be published by the Company in due course.

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 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, save as disclosed in this circular, there is no other information in relation to the aforementioned candidates for Executive Directors and Non-executive Directors that needs to be brought to the attention of the Shareholders or otherwise disclosable 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.

NOMINATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Ligu, aged 65, has served as Independent Non-executive Director of the Company since January 2017. He is currently Professor (National Second Class) of Dongbei University of Finance and Economics, Doctoral Tutor, Chief Expert of Major Bidding Projects of the National Social Science Fund of

APPENDIX I BIOGRAPHIES OF CANDIDATES FOR DIRECTORS OF THE NINTH SESSION OF THE BOARD OF DIRECTORS

China, Director of China Investment Association, Executive Director of Construction Economics Branch of China Construction Industry Association, Vice Chairman of Dalian Engineering Consulting Association, and Director of Dalian Yadong Investment Consulting Co., Ltd. He once served as Lecturer and Associate Professor of Dongbei University of Finance and Economics, Dean of School of Investment Engineering Management of Dongbei University of Finance and Economics, and Member of Higher Education Engineering Management Evaluation Committee of Ministry of Housing and Urban-Rural Development. He holds a bachelor's degree and a master's degree in economics and a doctoral degree in industrial economics.

Mr. Shao Ruiqing, aged 65, has served as Independent Non-executive Director of the Company since August 2019. He is currently Professor and Doctoral Tutor in accounting at Shanghai Lixin University of Accounting and Finance (National Level II). He also holds such positions as Vice President of China Communications Accounting Society, Standing Director of Accounting Society of China, Vice President and Chairman of Academic Committee of Shanghai Accounting Society, Standing Director of Shanghai Audit Society, Member of Accounting & Finance Expert Advisory Committee of Ministry of Transport of the People's Republic of China, and Independent Director of Shanghai International Port (Group) Co., Ltd., COSCO Shipping Development Co., Ltd., China Enterprise Company Limited and Areplus Group PLC. He once served as Professor, Doctoral Tutor, Dean of Accounting Faculty, Dean of College of Economics and Management of Shanghai Maritime University; Professor, Vice Principal of Shanghai Lixin University of Commerce; Deputy to the 13th Shanghai Municipal People's Congress. He concurrently served as Independent Non-Executive Director of China Eastern Airlines Co., Ltd., and External Supervisor of China Merchants Bank. He holds a bachelor's degree in economics, a master's degree and a doctoral degree in management. He is entitled to a special government allowance provided by the State Council of China and is also an Honorary Fellow Member of the Association of International Accountants.

Mr. Hong Yongmiao, aged 58, has served as Independent Non-executive Director of the Company since September 2019. He is currently Dean and Distinguished Professor of the School of Economics and Management of University of Chinese Academy of Sciences, Distinguished Researcher of the Academy of Mathematics and Systems Science of Chinese Academy of Sciences, Member of Academy of Sciences for the Developing World, Fellow of the Econometric Society, Vice Chairman of Economics Teaching Advisory Board of Colleges and Universities of Ministry of Education, Co-editor of China Journal of Econometrics, and Independent Non-executive Director of BBMG Corporation. He was previously President of the Chinese Economists Society, Independent Non-executive Director of Industrial and Commercial Bank of China and Independent Director of Xiamen Bank. He holds a bachelor's degree in science, a master's degree and a doctoral degree in economics.

Mr. Li Yinquan, aged 67, has served as Independent Non-executive Director of the Company since June 2020. He is currently Director of China Merchants Capital Investment Co., Ltd. He is also Independent Non-executive Director of Genertec Universal Medical Group Co., Ltd., Million Cities Holdings Limited, Hong Kong Shanghai Alliance Holdings Limited and Kimou Environmental Holding Limited. He served as Assistant General Manager, Head of Preparatory Group of New York Branch, Deputy General Manager of HR & Education Department, Deputy General Manager of Hong Kong Branch of Agricultural Bank of China. He also served as General Manager of Planning and Finance Department, Chief Financial Officer (Chief Accountant), Vice President of China Merchants Group Limited, General Manager, CEO, Chairman of China Merchants Capital Investment Co., Ltd., Executive Director of China Merchants Holdings (International) Co., Ltd., Non-executive Director of China Merchants Bank Co., Ltd., Executive Director of

APPENDIX I BIOGRAPHIES OF CANDIDATES FOR DIRECTORS OF THE NINTH SESSION OF THE BOARD OF DIRECTORS

China Merchants China Direct Investments Limited, and Independent Non-executive Director of LIZHI INC. He holds a master's degree in economics and a master's degree in finance development and is a senior economist.

Mr. Han Fuling, aged 58, has served as Independent Non-executive Director of the Company since May 2021. He is currently Professor and Doctoral Tutor of School of Finance, and President of Financial Securities Research Institute of Central University of Finance and Economics. He is Consultant of the Financial and Economic Affairs Committee of the National People's Congress, PBOC and CSRC. He is a CCTV Financial Commentator. He concurrently served as Independent Director of Xinjiang Zhongtai Chemical Co., Ltd., China Resource and Environment Co., Ltd., Yibin Tianyuan Group Co., Ltd and Beijing Highlander Digital Technology Co., Ltd. He served as Deputy Dean of the Economics Department of University of Science and Technology Beijing, Macro Analyst and Researcher of the Research and Development Department of China's Securities Market Research Design Center (Co-Office), and Dean of Department of Finance of Central University of Finance and Economics. He holds a bachelor's degree in engineering, a MBA degree and a doctoral degree in economics and is a postdoctoral fellow in economics.

Mr. Liu Shiping, aged 60, has served as Independent Non-executive Director of the Company since January 2022. Mr. Liu Shiping is currently Chairman of Global Business Intelligence Consulting Corp. (GBICC), Professor and Doctoral Tutor, Director of Research Center of Finance and Technology of University of Chinese Academy of Sciences. He is also an adjunct professor at Tongji University, Chief Scientist of the Key Special Project of the National Key Research and Development Program "Internet of Things and Smart City Key Technologies and Demonstration", Vice Chairman of XBRL China Executive Committee, Vice President of the National Next Generation Internet Industry Technology Innovation Strategic Alliance, Member of Information Technology Committee of China Association for Public Companies, Member of the Independent Board Committee of China Association for Public Companies, Vice President of Guangdong Financial Innovation Research Association, Director and Honorary Dean of the Guangdong Jinchuang Blockchain Research Institute, Invited Advisory Member of Decision-making Committee of Guangxi Zhuang Autonomous Region, Advisor of the Technology Advisory Group of Chengdu Municipal People's Government, Consultant of the Management Committee of the Jin Pu New Area of Dalian, Independent Director of Zhejiang Tailong Commercial Bank Co., Ltd. and Independent Director of Aixin Life Insurance Co., Ltd. He once served as Researcher at the Institute of Economics at Iowa State University in the United States, Senior Business Analyst at Provident Financial Corporation, Chief Advisor of the Business Intelligence of IBM's Global Services Department, and Head of the Global Team of Data Mining Application in the Financial Industry, Independent Director of People.cn Co., Ltd., Chair Professor of Fuzhou University and Independent Director of Industrial Bank Co., Ltd. He holds a master's degree and a doctoral degree in economics and a master's degree in statistics.

The Company proposes to appoint Mr. Wang Liguang, Mr. Shao Ruiqing, Mr. Hong Yongmiao, Mr. Li Yinquan, Mr. Han Fuling and Mr. Liu Shiping as Independent Non-executive Directors for a term of three years, effective from the date of approval by the EGM until the expiration of the term of the ninth session of the Board of Directors. According to the duties of the Independent Non-executive Director of the Company, the remuneration standards for each of the aforementioned candidates for Independent Non-executive Directors are as follows: the basic remuneration is RMB300,000/person/year (before tax), and the allowance for the chairman of special committees of the Board of Directors is RMB40,000/position/year (before tax), the allowance for serving as a member of a special committee of the Board of Directors is RMB30,000/

APPENDIX I BIOGRAPHIES OF CANDIDATES FOR DIRECTORS OF THE NINTH SESSION OF THE BOARD OF DIRECTORS

position/year (before tax). Those who serve as chairmen or members of multiple committees can be counted cumulatively. The specific remuneration distribution plan for Directors will be formulated by the Remuneration Committee of the Board of Directors, after the end of each year, which shall be submitted to the Shareholders' general meeting for approval after consideration by the Board of Directors. The Company will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report to be published by the Company in due course.

According to the Policy on Diversity of Members of the Board of the Company, after considering a number of factors including age, culture, education background, professional experience, skills, knowledge and service tenure in a comprehensive manner, the Nomination Committee under the Board has made a preliminary review on qualifications and conditions of candidates for Independent Non-executive Directors, and has provided suggestions to the Board. Pursuant to the laws, regulations and the Articles of Association, upon approval by the Board, aforementioned candidates for Independent Non-executive Directors have been nominated as candidates for the position of Independent Non-executive Directors of the ninth session of the Board of the Company. They have extensive professional skills or experience in the areas of corporate governance, finance, accounting, management and technology respectively. To appoint them as Independent Non-executive Directors of the Company will maintain the board diversity of the Company, and will contribute extensive expertise and experience to the Board, which will allow the Board to better promote the implementation of the Company's strategic development plan.

The aforementioned candidates of Independent Non-executive Directors have confirmed their independence in accordance with the factors set out in Rule 3.13 of the Hong Kong Listing Rules respectively. The Nomination Committee of the Board and the Board consider that the aforementioned candidates of Independent Non-executive Directors have satisfied the independence requirements as set out in Rule 3.13 of the Hong Kong Listing Rules.

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 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, save as disclosed in this circular, there is no other information in relation to the aforementioned candidates for Independent Non-executive Directors that needs to be brought to the attention of the Shareholders or otherwise disclosable 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.

APPENDIX II BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS OF THE NINTH SESSION OF THE BOARD OF SUPERVISORS

Mr. Lu Hong, aged 59, has served as Chairman of the Board of Supervisors and Supervisor of the Company since March 2021, and Member of the Party Committee of the Company since March 2009. And he also serves as the Chairman of the Working Committee of the Labor Union of the Company. He joined the Company in 1994 and served successively as Manager of Securities Affairs Department, Division Chief of the Office of the Board of Directors, Assistant General Manager of Planning and Treasury Department, General Manager of Planning and Finance Department of Beijing Branch, Deputy General Manager of Finance & Accounting Department of the Head Office, Deputy General Manager and General Manager of Planning and Finance Department of the Company. From September 2009 to March 2021, he served successively as Secretary to the Board of Directors, Executive Vice President and Executive Director of the Company. He was an engineer of China Railway Economic and Planning Research Institute under the Ministry of Railways and Manager of Investment Banking Department of China Securities Co., Ltd. He holds a master's degree in railway engineering and a doctoral degree in applied economics and is a senior accountant.

Mr. Wu Junhao, aged 57, has served as Supervisor of the Company since November 2009. He is currently the General Manager of Financial Management Department of Shenergy (Group) Co., Ltd. and concurrently serves as Director of China Pacific Insurance (Group) Co., Ltd. and Supervisor of Orient Securities Co., Ltd. He successively served as Deputy Director of Shanghai Shenergy Asset Management Co., Ltd., and Deputy Director, Director and Senior Director of Asset Management Department and Deputy Director (Presiding) of Financial Management Department of Shenergy (Group) Co., Ltd. He concurrently served as Director of Orient Securities Co., Ltd. He holds a master's degree in enterprise management.

Mr. Li Yinzhong, aged 58, has served as Supervisor of the Company since December 2021. He served as Manager of Finance Department of Shenzhen Office of China Everbright International Trust and Investment Company; Officer of Audit Office and Deputy Division Chief of financial audit division of Audit Department of China Everbright (Group) Corporation; Assistant General Manager of Finance Department, Deputy General Manager of Investment Management Department (Director Level, Deputy Bureau Level), Director of the Audit Department and Board member of China Everbright Holdings Company Limited; Director and Chairman of Shenzhen Everbright Real Estate Co., Ltd.; Non-executive Director of Everbright Grand China Assets Limited; and Chief Representative of Macau Representative Office of China Everbright Group. He was also General Manager of China Everbright (Macau) Company Limited. He holds a bachelor's degree in economics and is a senior accountant and certified public accountant.

Mr. Wang Zhe, aged 62, has served as External Supervisor of the Company since November 2016. He is currently Secretary General of Association of Shanghai Internet Financial Industry, and serves concurrently as Vice President of Shanghai Financial Association and Independent Non-executive Director of Boill Healthcare Holdings Limited. He served as staff member of Monetary Division, Deputy Division Chief of General Office of PBOC, Manager of China Gold Coin Shenzhen Center, Deputy General Manager of Shenzhen Branch of China CITIC Bank, General Manager of China Gold Coin Shenzhen Commercial Center, Deputy General Manager of China Gold Coin Incorporation, General Manager, Chairman, Secretary of the Party Committee of Shanghai Gold Exchange, and Secretary of the Party Committee of China Foreign Exchange Trade System. He holds a master's degree.

APPENDIX II BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS OF THE NINTH SESSION OF THE BOARD OF SUPERVISORS

Mr. Qiao Zhimin, aged 70, has served as External Supervisor of the Company since September 2019. He is concurrently Independent Non-executive Director of Wuhan Rural Commercial Bank. He once served as Deputy Division Chief of Finance and Accounting Department of the Head Office, Deputy General Manager of Luxembourg Branch, Deputy General Manager of General Planning Department of the Head Office of Bank of China, Deputy Director-General of Accounting Department, Deputy Director-General of Banking Supervision Department I of PBOC; Chief of Regulatory Team (Bureau Level) for ICBC, Director of Finance and Accounting Department of former CBRC, Vice Chairman of the 4th Session of Board of Supervisors and Chairman of the 5th Session of Board of Supervisors of China Minsheng Banking Corp., Ltd., and Independent Non-executive Director of the Company. He holds a master's degree and is a senior accountant.

Ms. Chen Qing, aged 62, served as Deputy Division Chief of Finance Department of National Audit Office; Deputy Division Chief, Division Chief and Supervisor at Division Chief Level of Bank of China; Supervisor at Division Chief Level of Agricultural Bank of China; Supervisor at Deputy Director General Level, Head of the General Office of the Board of Supervisors, Head of Audit Supervision Bureau of Bank of Communications and concurrently served as Committee Member of the Discipline Inspection Commission, Committee Member of the Commission for Discipline Inspection, Head of the Women Commission of the Labor Union, Employee Supervisor of Bank of Communications. She holds a MBA degree, enjoyed the special government allowances of the State Council in 2018 and is a senior auditor.

The Company proposes to elect Mr. Lu Hong, Mr. Wu Junhao and Mr. Li Yinzong as Shareholder Supervisors and Mr. Wang Zhe, Mr. Qiao Zhimin and Ms. Chen Qing as External Supervisors for a term of three years, effective from the date of approval by the EGM until the expiration of the term of the ninth session of the Board of Supervisors. Mr. Lu Hong, the candidate for Shareholder Supervisor, will receive emolument from the Company with reference to the standard of senior management including salary, bonus, social security plan, housing provident fund plan and other benefits. The Company will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report and supplemental announcement of the annual report to be published by the Company in due course. Mr. Wu Junhao and Mr. Li Yinzong, the candidates for Shareholder Supervisors, Ms. Chen Qing, the candidate for External Supervisor, will not receive any remuneration from the Company. The remuneration standards for Mr. Wang Zhe and Mr. Qiao Zhimin, the candidates for External Supervisors, are as follows: the basic remuneration is RMB270,000/person/year (before tax), and the allowance for the chairman of special committees of the Board of Supervisors is RMB40,000/position/year (before tax), the allowance for serving as a member of a special committee of the Board of Supervisors is RMB30,000/position/year (before tax). Those who serve as chairmen or members of multiple committees can be counted cumulatively. The specific remuneration distribution plan for Supervisors will be formulated by the Nomination Committee of the Board of Supervisors, after the end of each year, which shall be submitted to the Shareholders' general meeting for approval after consideration by the Board of Supervisors. The Company will make disclosure after the relevant emoluments are determined. For details of the emoluments, please refer to the annual report to be published by the Company in due course.

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 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

**APPENDIX II BIOGRAPHIES OF CANDIDATES FOR SUPERVISORS OF
THE NINTH SESSION OF THE BOARD OF SUPERVISORS**

within the meaning of Part XV of the SFO. In addition, save as disclosed in this circular, there is no other information in relation to the aforementioned candidates for Supervisors that needs to be brought to the attention of the Shareholders or otherwise disclosable 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.

**PLAN OF AUTHORISATION BY SHAREHOLDERS' GENERAL MEETING
TO BOARD OF DIRECTORS OF
CHINA EVERBRIGHT BANK COMPANY LIMITED
(AMENDED IN 2022)**

According to the relevant laws and regulations, including the Company Law of the People's Republic of China and the Articles of Association of the Bank, the Shareholders' General Meeting of China Everbright Bank Company Limited authorises the Board of Directors to exercise the following authorities:

I. AUTHORITY TO APPROVE EQUITY INVESTMENT

The Board of Directors shall have the authority to approve external equity investment projects (i.e., transactions in which external investment is made with monetary funds, physical assets or other forms of consideration in exchange of equity) with a lump sum amount not exceeding RMB2 billion.

II. AUTHORITY TO APPROVE BONDS ISSUANCE

The Board of Directors shall have the authority to approve the issuance of ordinary financial bonds with an annual cap of 1% of the latest audited total assets of the Bank, save for corporate bonds including subordinated bonds, tier-2 capital bonds or convertible bonds issued for the purpose of replenishing capital.

III. AUTHORITY TO APPROVE BONDS INVESTMENT

- (I) The Board of Directors shall have the authority to approve investments in Chinese treasury bonds, bills issued by the People's Bank of China, policy bank bonds, bonds issued by international financial institutions, US government bonds, sovereign bonds and local government bonds, with investment grade or above ratings, with an annual cap of 30% of the latest audited total assets of the Bank.
- (II) In addition to the bonds specified in Paragraph (I), the Board of Directors shall have the authority to approve investments in bonds with investment grade or above ratings, or in fully secured bonds with lower ratings, provided that the investment made to any single bond issuer shall not exceed 10% of the latest audited net assets of the Bank.

Bonds investment referred to in this Plan shall include both the purchase and sales of bonds.

IV. AUTHORITY TO APPROVE ACQUISITION OF ASSETS

- (I) The Board of Directors shall have the authority to approve the acquisition of credit assets with an annual cap of 30% of the latest audited total assets of the Bank.

**APPENDIX III PLAN OF AUTHORISATION BY SHAREHOLDERS' GENERAL MEETING
TO BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK
COMPANY LIMITED (AMENDED IN 2022)**

- (II) The Board of Directors shall have the authority to approve the purchase of fixed assets¹ and other non-credit assets provided that the value of single asset shall not exceed RMB1 billion. In particular, the Board shall submit the Annual Fixed Assets Investment Budget to the General Meeting of the Shareholders for approval.

V. AUTHORITY TO APPROVE DISPOSAL OF ASSETS

- (I) The Board of Directors shall have the authority to approve the disposal of equity assets provided that the value of any single asset to be disposed shall not exceed RMB500 million.
- (II) The Board of Directors shall have the authority to approve the disposal of fixed assets provided that the net book value of any single asset to be disposed shall not exceed RMB1 billion.
- (III) The Board of Directors shall have the authority to approve the disposal of credit assets and other non-credit assets, with an annual cap of 30% of the latest audited total assets of the Bank.

The above 3 types of disposal of assets shall include sale and transfer of assets, but shall exclude the provision of guarantee with such assets.

VI. AUTHORITY TO APPROVE WRITE-OFF OF ASSETS

- (I) The Board of Directors shall have the authority to approve the write-off of equity assets, provided that the value of any single asset to be written off shall not exceed RMB500 million.
- (II) The Board of Directors shall have the authority to approve the write-off of fixed assets, provided that the net book value of any single asset to be written off shall not exceed RMB500 million.
- (III) The Board of Directors shall have the authority to approve the disposal of credit assets and other non-credit assets without limit in amount.

VII. AUTHORITY TO APPROVE PLEDGE OF ASSETS AND GUARANTEE OF OTHER NON-COMMERCIAL BANKING BUSINESSES

Save for matters subject to the consideration and approval of the General Meeting as required by the regulatory requirements, the Board of Directors shall have the authority to approve the pledge of assets provided to external parties and the guarantee of other non-commercial banking businesses, provided that the amount for each pledge or guarantee shall not exceed RMB1 billion.

¹ Investment in fixed assets include construction of buildings for business operation, investment in information technology, channel construction and upgrade of facilities for business operation.

**APPENDIX III PLAN OF AUTHORISATION BY SHAREHOLDERS' GENERAL MEETING
TO BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK
COMPANY LIMITED (AMENDED IN 2022)**

The provision of pledge of assets or guarantees of other non-commercial banking businesses by the Bank to related parties shall be subject to the consideration and approval of the General Meeting.

VIII. AUTHORITY TO APPROVE INSTITUTION

- (I) The Board of Directors shall have the authority to approve the establishment and adjustment of tier-one departments at the head office.
- (II) The Board of Directors shall have the authority to approve the establishment of tier-one branches within China and ~~overseas~~ foreign tier-one branches (including representative offices).

The above matters in respect of establishment refers to both establishment, upgrade and revocation (~~excluding merger~~), and matters in respect of adjustment includes merger/spin-off and change of name.

Revision Notes: According to the requirements of relevant documents of General Office of the Chinese Communist Party Central Committee, and in line with “the list of “Three Importance and One Large” matters of the Communist Party of China Committee of China Everbright Bank Company Limited and the list of matters of the President’s Office” and adjust the relevant authority with reference to the practice of the industry.

IX. AUTHORITY TO APPROVE CORPORATE INSTITUTION

External investment², capital increase, spinning off and merger and other material matters of the corporate institutions¹ established by the Bank which require the Bank to exercise decision making rights in the capacity of shareholders, shall be considered and resolved by the Board of Directors. Where the Bank is required to make investment, provisions in relation to the authority to approve equity investment stipulated in this Plan of Authorisation shall apply.

X. AUTHORITY TO APPROVE EXTERNAL DONATIONS

The Board of Directors shall have the authority to approve external donations (including charitable donations and commercial sponsorships etc.) provided that the amount of any single external donation shall not exceed RMB8 million and the aggregate amount of external donations made during the year shall not exceed the sum of RMB25 million and 3/10,000 of the net profit of the Bank in the previous year (if the total exceeds \$35 million, the amount shall be \$35 million), in the event that the assistance to areas suffering from major emergencies exceeds the above-mentioned total or single limit, it should be reviewed by the Board of Directors and approved by more than two thirds of Directors by voting.

¹ Corporate institutions refer to banks, non-banking financial institutions or companies that are independent legal persons.

² The investment activities referred to in this article include only the investments made by the corporate institutions established by the Company with its own funds, excluding the investments made with non-owned funds such as wealth management funds.

**APPENDIX III PLAN OF AUTHORISATION BY SHAREHOLDERS' GENERAL MEETING
TO BOARD OF DIRECTORS OF CHINA EVERBRIGHT BANK
COMPANY LIMITED (AMENDED IN 2022)**

- XI.** The Board of Directors can sub-delegate to the Senior Management all or part of its power authorised by the General Meeting. Except for matters that required to be decided by the Shareholders' General Meeting as expressly stipulated in the Articles of Association and the Rules of Procedure for the Shareholders' General Meeting, the Board of Directors and the Management shall exercise their power on management and operational decision making in accordance with the relevant provisions.
- XII.** During the implementation period of this Plan of Authorisation, in the event that relevant laws and regulations, policies and regulatory requirements of the state or the regulatory authorities of the listing venue of the Company formulates or revises would result in any conflict between this Plan of Authorisation and the relevant laws and regulations, policies and regulatory requirements, such laws and regulations, policies and regulatory requirements shall prevail.
- XIII.** This Plan of Authorisation is effective from the date it is approved by the Shareholders' general meeting until the Shareholders' general meeting makes a new plan of authorisation.
- XIV.** The Board of Directors shall summarise and analyse the implementation of this Plan of Authorisation on an annual basis, and report to the Shareholders' General Meeting. The Shareholders' General Meeting may supplement or adjust the relevant authorisations according to the actual circumstances by way of passing resolutions at the Shareholders' General Meeting.

- Notes:*
1. The currency specified in this Plan of Authorisation are stated in Renminbi, including its foreign currency equivalent.
 2. All amounts or rates (ratios) specified in this Plan of Authorisation are inclusive of the figure.
 3. Other non-credit assets referred to in this Plan of Authorisation mean assets other than credit assets, fixed assets, equity assets and bonds.

NOTICE OF THE 2022 FIRST 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 2022 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting for 2022 (the “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, the PRC on Wednesday, 28 September 2022 at 9:30 a.m. to consider and, if thought fit, to pass the following resolution:

ORDINARY RESOLUTION

1. The Resolution on Purchase of Operation Premises for Guangzhou Branch

**The Board of Directors of
China Everbright Bank Company Limited**

Beijing, the PRC
12 August 2022

As at the date of this notice, the Executive Directors of the Company are Mr. Fu Wanjun and Mr. Qu Liang; the Non-executive Directors are Mr. Wang Jiang, Mr. Wu Lijun, Mr. Yao Zhongyou, Mr. Yao Wei, Mr. Liu Chong and Mr. Li Wei; and the Independent Non-executive Directors are Mr. Wang Liguo, Mr. Shao Ruiqing, Mr. Hong Yongmiao, Mr. Li Yinquan, Mr. Han Fuling and Mr. Liu Shiping.

Notes:

- (1) For further details on the proposed resolution, please refer to the circular of the Company to be dispatched to Shareholders on or before Friday, 9 September 2022.
- (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 Monday, 29 August 2022 to Wednesday, 28 September 2022 (both days inclusive). Holders of H Shares whose names appear on the register of members of the Company maintained in Hong Kong on Wednesday, 28 September 2022 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 26 August 2022.

NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

(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 Tuesday, 27 September 2022) 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, 7 September 2022. The Company's Board of Directors' Office is located at Room 1015, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, the 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 resolution 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 Wednesday, 21 September 2022 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.



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 NOTICE OF
THE 2022 FIRST EXTRAORDINARY GENERAL MEETING**

Reference is made to the notice of the 2022 first extraordinary general meeting (the "EGM") of China Everbright Bank Company Limited (the "Company") dated 12 August 2022 (the "Original Notice"), which set out the time and venue of the EGM and the resolutions to be submitted 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, the PRC on Wednesday, 28 September 2022 at 9:30 a.m., will consider and, if thought fit, pass the following ordinary resolutions, in addition to the resolution set out in the Original Notice:

ORDINARY RESOLUTIONS

2. The Resolution on the Election of the Directors of the Ninth Session of the Board of Directors of China Everbright Bank Company Limited:
 - 2.1 Election of Mr. Wang Jiang as the non-executive director
 - 2.2 Election of Mr. Wu Lijun as the non-executive director
 - 2.3 Election of Mr. Fu Wanjun as the executive director
 - 2.4 Election of Mr. Yao Zhongyou as the non-executive director
 - 2.5 Election of Mr. Qu Liang as the executive director
 - 2.6 Election of Mr. Yao Wei as the non-executive director
 - 2.7 Election of Mr. Liu Chong as the non-executive director
 - 2.8 Election of Mr. Li Wei as the non-executive director
 - 2.9 Election of Mr. Wang Liguó as the independent non-executive director

SUPPLEMENTAL NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

- 2.10 Election of Mr. Shao Ruiqing as the independent non-executive director
- 2.11 Election of Mr. Hong Yongmiao as the independent non-executive director
- 2.12 Election of Mr. Li Yinquan as the independent non-executive director
- 2.13 Election of Mr. Han Fuling as the independent non-executive director
- 2.14 Election of Mr. Liu Shiping as the independent non-executive director

Items 2.1 to 2.14 above shall be voted on item by item.

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

- 3.1 Election of Mr. Lu Hong as the shareholder supervisor
- 3.2 Election of Mr. Wu Junhao as the shareholder supervisor
- 3.3 Election of Mr. Li Yinzhong as the shareholder supervisor
- 3.4 Election of Mr. Wang Zhe as the external supervisor
- 3.5 Election of Mr. Qiao Zhimin as the external supervisor
- 3.6 Election of Ms. Chen Qing as the external supervisor

Items 3.1 to 3.6 above shall be voted on item by item.

- 4. The Resolution on Amendments to the Plan of Authorisation by Shareholders' General Meeting to Board of Directors of China Everbright Bank Company Limited
- 5. The Resolution on the Approval of Comprehensive Credit Line for the Related Legal Person Everbright Securities Co., Ltd.

**The Board of Directors of
China Everbright Bank Company Limited**

Beijing, the PRC
9 September 2022

SUPPLEMENTAL NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

As at the date of this supplemental notice, the Executive Directors of the Company are Mr. Fu Wanjun and Mr. Qu Liang; the Non-executive Directors are Mr. Wang Jiang, Mr. Wu Lijun, Mr. Yao Zhongyou, Mr. Yao Wei, Mr. Liu Chong and Mr. Li Wei; and the Independent Non-executive Directors are Mr. Wang Liguo, Mr. Shao Ruiqing, Mr. Hong Yongmiao, Mr. Li Yinquan, Mr. Han Fuling and Mr. Liu Shiping.

Notes:

- (1) Details of the resolutions are set out in the circular of the Company dated 9 September 2022 (the “**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 Circular.
- (2) A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the additional resolutions mentioned above is enclosed with the Circular. The proxy form issued by the Company on 12 August 2022 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share Registrar and Transfer Office 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 and Transfer Office 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 Tuesday, 27 September 2022) 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 resolution 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.