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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)

**ANNOUNCEMENT ON THE APPROVAL OF
AMENDMENTS TO THE ARTICLES OF ASSOCIATION BY
NATIONAL ADMINISTRATION OF FINANCIAL REGULATION**

References are made to the circular of China Everbright Bank Company Limited (the “**Company**”) dated 7 November 2022 (the “**Circular**”) and the announcement on the resolutions passed at the extraordinary general meeting dated 29 December 2022. At the 2022 second extraordinary general meeting of the Company convened on 29 December 2022, the “resolution on the amendments to the Articles of Association of China Everbright Bank Company Limited” was considered and approved. Subsequently, the Company has made further appropriate amendments (the “**Further Amendments**”) to the Articles of Association of China Everbright Bank Company Limited (the “**Articles of Association**”), pursuant to the authorization granted by the general meeting and the opinions and requirements of regulatory authorities. For details of the Further Amendments, please refer to the appendix to this announcement. Save as disclosed in this announcement, all of the other amendments to the Articles of Association as set out in the Circular remain unchanged.

Recently, the Company has received the “Approval by the National Administration of Financial Regulation of the Amendments to the Articles of Association of China Everbright Bank (《國家金融監督管理總局關於光大銀行修改公司章程的批覆》)” (Jin Fu[2023] No. 236), pursuant to which, the National Administration of Financial Regulation has approved the amendments to the Articles of Association of the Company on 31 August 2023. The Amendments to the Articles of Association shall take effect and be implemented from the date of approval.

The full text of the amended Articles of Association is available on the HKEXnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.cebbank.com).

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

Beijing, the PRC
5 September 2023

As at the date of this announcement, the Executive Directors of the Company are Mr. Wang Zhiheng and Mr. Qu Liang; the Non-executive Directors are Mr. Wang Jiang, Mr. Wu Lijun, Mr. Yao Wei, Mr. Zhu Wenhui, 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

Details of the Further Amendments to the Articles of Association are as follows:

Articles	Original amendment	Adjusted amendment
<p>Article 147</p>	<p>In addition to the duties and powers of directors vested by the Company Law and other laws, regulations, rules and regulatory documents, independent directors shall have the following duties and powers:</p> <p>.....</p> <p><u>The exercise of the powers and functions set forth in paragraph (I) of the preceding paragraph by the independent directors shall be subject to the consent of all independent directors; the exercise of the powers and functions set forth in paragraph (II), (III) of the preceding paragraph, as well as the proposal to the Board of Directors to engage or dismiss an accounting firm, the proposal to the Board of Directors to convene an extraordinary general meeting, and the proposal to convene a board meeting shall be subject to the consent of at least one-half of all independent directors.</u></p> <p>.....</p>	<p>In addition to the duties and powers of directors vested by the Company Law and other laws, regulations, rules and regulatory documents, independent directors shall have the following duties and powers:</p> <p>.....</p> <p><u>The exercise of the powers and functions set forth in paragraph (I) of the preceding paragraph by the independent directors shall be subject to the consent of all independent directors; the exercise of the powers and functions set forth in paragraph (II), (III) of the preceding paragraph, as well as the proposal to the Board of Directors to engage or dismiss an accounting firm, and the proposal to the Board of Directors to convene an extraordinary general meeting shall be subject to the consent of at least one-half of all independent directors.</u></p> <p>.....</p>
<p>Article 156</p>	<p>The number of the members of the Board of Directors shall be no less than 11 and no more than 19, <u>including 2 to 5 executive directors and 9 to 14 non-executive directors.</u> Independent directors shall account for no less than one-third of the directors. The Board of Directors has one chairman</p>	<p>The number of the members of the Board of Directors shall be no less than 11 and no more than 19. Independent directors shall account for no less than one-third of the directors. The Board of Directors has one chairman and one vice chairman. The chairman and the vice chairman shall be elected and removed by</p>

Articles	Original amendment	Adjusted amendment
	<p>and one vice chairman. The chairman and the vice chairman shall be elected and removed by more than half of all the directors.</p> <p>The president and other members of senior management may act as directors. However, the directors who act as the chairman or other members of senior management and the directors who are staff representatives shall not in aggregate account for more than one-thirdone-half of all the directors.</p> <p>.....</p>	<p>more than half of all the directors.</p> <p>The president and other members of senior management may act as directors. However, the directors who act as the chairman or other members of senior management and the directors who are staff representatives shall not in aggregate account for more than one-third of all the directors.</p> <p>.....</p>

In addition to the Further Amendments shown in the table above, the terms “China Banking and Insurance Regulatory Commission” and “CBIRC” shall be replaced by “National Administration of Financial Regulation” uniformly.