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If you have sold or transferred all your shares in China CITIC Bank Corporation Limited (中信银行股份有限公司), you should at once hand this circular to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中信銀行
CHINA CITIC BANK

中信銀行股份有限公司

China CITIC Bank Corporation Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 998)

**ANNUAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023
FINANCIAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR
2023**

**PROFIT DISTRIBUTION PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE
YEAR 2023**

**FINANCIAL BUDGET PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE
YEAR 2024**

**SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR
THE YEARS 2024-2026**

**REPORT OF THE USE OF PROCEEDS FROM THE PREVIOUS ISSUANCE OF CHINA CITIC
BANK CORPORATION LIMITED**

**EXTENSION OF THE EFFECTIVE PERIOD OF THE RESOLUTIONS IN RELATION TO THE
RIGHTS ISSUE**

**ENGAGEMENT OF ACCOUNTING FIRMS AND THEIR FEES FOR THE YEAR 2024
SPECIAL REPORT OF RELATED PARTY TRANSACTIONS OF CHINA CITIC BANK**

CORPORATION LIMITED FOR THE YEAR 2023

REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2023

REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2023

**DIRECTOR REMUNERATION POLICY OF THE SEVENTH SESSION OF THE BOARD OF
DIRECTORS**

**SUPERVISOR REMUNERATION POLICY OF THE SEVENTH SESSION OF THE BOARD OF
SUPERVISORS**

**APPOINTMENT OF EXECUTIVE DIRECTORS OF THE SEVENTH SESSION OF THE BOARD
OF DIRECTORS**

**APPOINTMENT OF NON-EXECUTIVE DIRECTORS OF THE SEVENTH SESSION OF THE
BOARD OF DIRECTORS**

**APPOINTMENT OF INDEPENDENT DIRECTORS OF THE SEVENTH SESSION OF THE
BOARD OF DIRECTORS**

**APPOINTMENT OF EXTERNAL SUPERVISORS OF THE SEVENTH SESSION OF THE
BOARD OF SUPERVISORS**

**APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE SEVENTH
SESSION OF THE BOARD OF SUPERVISORS**

NOTICE OF THE ANNUAL GENERAL MEETING OF 2023

AND

NOTICE OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2024

The 2023 AGM and the 2024 Second H Shareholders Class Meeting are to be held at 9:30 a.m. on Thursday, 20 June 2024 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing, the PRC. The notice of the 2023 AGM and the notice of the 2024 Second H Shareholders Class Meeting are enclosed in the circular and have been published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkxnews.hk) and the website of the Bank (www.citicbank.com) on 30 April 2024.

Shareholders who intend to attend the meeting(s) in person or by proxy should complete the reply slip published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkxnews.hk) and the website of the Bank (www.citicbank.com) on 30 April 2024 and sent on 2 May 2024 in accordance with the instructions printed thereon and return the same to the office of the H Share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 31 May 2024.

If you intend to appoint a proxy to attend the 2023 AGM and/or the 2024 Second H Shareholders Class Meeting, please complete the proxy form(s) sent on 2 May 2024, which have been published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkxnews.hk) and the website of the Bank (www.citicbank.com) on 30 April 2024, according to the instructions printed thereon and return the same at least 24 hours before the time fixed for holding the 2023 AGM and the 2024 Second H Shareholders Class Meeting (i.e., not later than 9:30 a.m. on Wednesday, 19 June 2024). Completion and return of the proxy form will not preclude you from attending in person and voting at the 2023 AGM and/or the 2024 Second H Shareholders Class Meeting if you so wish.

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

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
INTRODUCTION	5
ANNUAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023	5
FINANCIAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023	6
PROFIT DISTRIBUTION PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023	6
FINANCIAL BUDGET PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024	8
SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEARS 2024-2026	9
REPORT OF THE USE OF PROCEEDS FROM THE PREVIOUS ISSUANCE OF CHINA CITIC BANK CORPORATION LIMITED	9
EXTENSION OF THE EFFECTIVE PERIOD OF THE RESOLUTIONS IN RELATION TO THE RIGHTS ISSUE	9
ENGAGEMENT OF ACCOUNTING FIRMS AND THEIR FEES FOR THE YEAR 2024 ..	10
SPECIAL REPORT OF RELATED PARTY TRANSACTIONS OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023	11
REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2023	11
REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2023	11
DIRECTOR REMUNERATION POLICY OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS	12
SUPERVISOR REMUNERATION POLICY OF THE SEVENTH SESSION OF THE BOARD OF SUPERVISORS	13
APPOINTMENT OF EXECUTIVE DIRECTORS OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS	13

TABLE OF CONTENTS

	<i>Page</i>
APPOINTMENT OF NON-EXECUTIVE DIRECTORS OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS	16
APPOINTMENT OF INDEPENDENT DIRECTORS OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS	18
APPOINTMENT OF EXTERNAL SUPERVISORS OF THE SEVENTH SESSION OF THE BOARD OF SUPERVISORS	20
APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE SEVENTH SESSION OF THE BOARD OF SUPERVISORS	22
OTHERS	24
2023 AGM AND 2024 SECOND H SHAREHOLDERS CLASS MEETING	24
PROCEDURES FOR VOTING AT THE 2023 AGM AND 2024 SECOND H SHAREHOLDERS CLASS MEETING	25
RECOMMENDATION	25
APPENDIX I: SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEARS 2024-2026	26
APPENDIX II: REPORT OF THE USE OF PROCEEDS FROM THE PREVIOUS ISSUANCE OF CHINA CITIC BANK CORPORATION LIMITED	32
APPENDIX III: SPECIAL REPORT OF RELATED PARTY TRANSACTIONS OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023	37
APPENDIX IV: REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2023	51
APPENDIX V: REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2023	57
NOTICE OF THE ANNUAL GENERAL MEETING OF 2023	63
NOTICE OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2024	68

DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:

“2023 AGM”	the Annual General Meeting of 2023 of the Bank to be held at 9:30 a.m. on Thursday, 20 June 2024 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing, the PRC
“2024 Second H Shareholders Class Meeting”	the Second H Shareholders Class Meeting of 2024 of the Bank to be held at 9:30 a.m. on Thursday, 20 June 2024 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing, the PRC
“A Shareholder(s)”	holder(s) of A Shares
“A Share(s)”	ordinary share(s) of the Bank, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the <i>Articles of Association of China CITIC Bank Corporation Limited</i> (as amended from time to time)
“Bank” or “China CITIC Bank”	China CITIC Bank Corporation Limited (中信銀行股份有限公司), a joint stock limited company incorporated in the PRC and the H Shares and A Shares of which are listed on the Hong Kong Stock Exchange (stock code: 998) and the Shanghai Stock Exchange (stock code: 601998), respectively, and unless the text requires otherwise, including all its subsidiaries
“Board of Directors”	the Board of Directors of the Bank
“Board of Supervisors”	the Board of Supervisors of the Bank
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Bank
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“H Shareholder(s)”	holder(s) of H Shares
“H Share(s)”	ordinary share(s) of the Bank, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in HKD
“Latest Practicable Date”	25 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion herein
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the Bank’s Share(s)
“Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Bank, including A Shares and H Shares
“Supervisor(s)”	supervisor(s) of the Bank

LETTER FROM THE BOARD



中信銀行
CHINA CITIC BANK

中信銀行股份有限公司
China CITIC Bank Corporation Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 998)

Executive Directors:

Mr. Fang Heying (*Chairman*)

Mr. Liu Cheng (*President*)

Non-executive Directors:

Mr. Cao Guoqiang

Ms. Huang Fang

Mr. Wang Yankang

Independent non-executive Directors:

Mr. Liu Tsz Bun Bennett

Mr. Zhou Bowen

Mr. Wang Huacheng

Ms. Song Fangxiu

Registered Office:

6-30/F and 32-42/F, Building No. 1,
10 Guanghua Road, Chaoyang District,
Beijing,
the PRC
100020

Principal Place of Business in Hong Kong:

5/F, Manulife Place,
348 Kwun Tong Road,
Kowloon, Hong Kong

2 May 2024

Dear Sir or Madam,

LETTER FROM THE BOARD

ANNUAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023
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2023

PROFIT DISTRIBUTION PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE
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YEAR 2024

SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR
THE YEARS 2024-2026

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BANK CORPORATION LIMITED

EXTENSION OF THE EFFECTIVE PERIOD OF THE RESOLUTIONS IN RELATION TO THE
RIGHTS ISSUE

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NOTICE OF THE ANNUAL GENERAL MEETING OF 2023

AND

NOTICE OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2024

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the 2023 AGM and the 2024 Second H Shareholders Class Meeting as described below.

At the 2023 AGM, the following ordinary resolutions will be proposed regarding: (i) Proposal regarding the *Annual Report of China CITIC Bank Corporation Limited for the Year 2023*; (ii) Proposal regarding the *Financial Report of China CITIC Bank Corporation Limited for the Year 2023*; (iii) Proposal regarding the *Profit Distribution Plan of China CITIC Bank Corporation Limited for the Year 2023*; (iv) Proposal regarding the *Financial Budget Plan of China CITIC Bank Corporation Limited for the Year 2024*; (v) Proposal regarding the Engagement of Accounting Firms and Their Fees for the Year 2024; (vi) Proposal regarding the *Special Report of Related Party Transactions of China CITIC Bank Corporation Limited for the Year 2023*; (vii) Proposal regarding the *Report of the Board of Directors of China CITIC Bank Corporation Limited for the Year 2023*; (viii) Proposal regarding the *Report of the Board of Supervisors of China CITIC Bank Corporation Limited for the Year 2023*; (ix) Proposal on the Director Remuneration Policy of the Seventh Session of the Board of Directors; (x) Proposal on the Supervisor Remuneration Policy of the Seventh Session of the Board of Supervisors; (xi) Proposal on the Appointment of Executive Directors of the Seventh Session of the Board of Directors; (xii) Proposal on the Appointment of Non-Executive Directors of the Seventh Session of the Board of Directors; (xiii) Proposal on the Appointment of Independent Directors of the Seventh Session of the Board of Directors; (xiv) Proposal on the Appointment of External Supervisors of the Seventh Session of the Board of Supervisors; and (xv) Proposal on the Appointment of Shareholder Representative Supervisor of the Seventh Session of the Board of Supervisors.

At the 2023 AGM, the following special resolutions will be proposed regarding: (i) Proposal regarding the *Shareholder Return Plan of China CITIC Bank Corporation Limited for the Years 2024-2026*; (ii) Proposal regarding the *Report of the Use of Proceeds from the Previous Issuance of China CITIC Bank Corporation Limited*; and (iii) Proposal regarding the Extension of the Effective Period of the Resolutions in Relation to the Rights Issue.

At the 2024 Second H Shareholders Class Meeting, the following special resolution will be proposed regarding: Proposal regarding the Extension of the Effective Period of the Resolutions in Relation to the Rights Issue.

In addition, at the 2023 AGM, Shareholders will listen to the *2023 Work Report of Independent Directors of China CITIC Bank Corporation Limited*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Board of Directors and its Members' Annual Performance Assessment*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited and its Member's Annual Performance Assessment*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Senior Management and its Members' Annual Performance Assessment*, and the *2023 Report on Equity Management of Principal Shareholders of China CITIC Bank Corporation Limited*.

ANNUAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023

An ordinary resolution will be proposed at the 2023 AGM to approve the annual report of the Bank for the year 2023. Please refer to the 2023 Annual Report of the Bank published on 29 April 2024.

LETTER FROM THE BOARD

FINANCIAL REPORT OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023

An ordinary resolution will be proposed at the 2023 AGM to approve the financial report of the Bank for the year 2023. Please refer to the Bank's audited financial statements contained in the 2023 Annual Report published on 29 April 2024.

PROFIT DISTRIBUTION PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023

An ordinary resolution will be proposed at the 2023 AGM to approve the profit distribution plan of the Bank for the year 2023. The profit distribution plan of the Bank for the year 2023 is as follows:

According to the *Company Law of the People's Republic of China, the Administrative Measures for the Provision of Reserves of Financial Enterprises* and the Articles of Association, the after-tax profit for distribution of a relevant financial year shall be calculated based on the parent company's after-tax profit as shown on the financial statements prepared in accordance with Chinese Accounting Standards. The Bank's consolidated net profit attributable to Shareholders of the Bank of 2023 was RMB67.016 billion. After deducting the preference share dividend of RMB1.428 billion (tax inclusive, which was paid on 26 October 2023) and the interests of undated capital bonds of RMB3.360 billion (which were paid on 26 April 2023 and 11 December 2023, respectively), the consolidated net profit attributable to shareholders of ordinary shares of the Bank was RMB62.228 billion. As at 31 December 2023, the undistributed profit as at the end of the reporting period in the financial statements of the parent company of the Bank was RMB301.303 billion.

The 2023 profit is proposed to be distributed in the following ways:

1. 10% of the net profit of the Bank in the year 2023, which is RMB6.265 billion, shall be appropriated to statutory surplus reserve.
2. General risk reserve of RMB4.235 billion shall be appropriated.
3. No discretionary reserve shall be appropriated.
4. After taking into consideration factors such as financial situation and capital position, the Bank plans to pay cash dividends to all ordinary shareholders based on the total issued Shares as registered on the Bank's register on the register date. The cash dividends for A Shareholders and H Shareholders on the register will be RMB3.56 per 10 shares (tax inclusive). Calculated according to the total A Shares and H Shares on register as at 31 December 2023, which recorded 48.967 billion shares, the total cash dividends of 2023 for ordinary Shares will be RMB17.432 billion (tax inclusive), accounting for 28.01% of the consolidated net profit attributable to ordinary shareholders of the Bank for the year 2023. As the A-share convertible corporate bonds issued by the Bank are in the conversion period, if total share capital of the Bank changes before the A share equity registration date of this dividend payment, it is planned to keep the total dividend unchanged and adjust the distribution ratio per share accordingly, and disclose that in relevant announcement. These dividends shall be denominated and declared in RMB, and shall be paid to A Shareholders in RMB and to H Shareholders in HKD. The

LETTER FROM THE BOARD

actual dividends amount to be paid in HKD will be calculated based on the average benchmark exchange rate for RMB to HKD announced by the People's Bank of China one week before the date of the 2023 AGM (the date of the 2023 AGM inclusive).

The Bank will not implement any plan for increasing its share capital converted from the capital reserve this year. After the profit distribution, retained undistributed profit of the Bank shall be carried forward to the next financial year and mainly to be used to replenish the Bank's capital so as to maintain reasonable capital adequacy ratio. The Bank recorded a 10.80% return on weighted average equity attributable to its ordinary shareholders in 2023 and it is expected to maintain a certain level of return and contribution in 2024. The profit distribution plan complies with the profit distribution policy specified in the Articles of Association of the Bank and the *Shareholder Return Plan of China CITIC Bank Corporation Limited for the Years 2021-2023*.

The Board of Directors prepared the profit distribution plan for the year 2023 after taking into consideration factors such as financial situation and capital position, in order to maintain the continuity and stability of the profit distribution policy and enable the Bank to maintain financial flexibility while seizing future growth opportunities.

The independent non-executive Directors of the Bank, including Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu, expressed their independent opinions as follows: The Profit Distribution Plan of China CITIC Bank for the Year 2023 is in compliance with relevant rules and requirements on annual profit distribution in laws, regulations and normative documents, consistent with the China CITIC Bank's the reality and demands for long-term, sound and steady development, and has taken into consideration the overall interests of both the China CITIC Bank and its shareholders, especially minority shareholders; we agree to this proposal and agree to its submission to the 2023 AGM for deliberation.

This proposal, after being considered and approved by the Board meeting convened on 21 March 2024, is now submitted to the general meeting of Shareholders for consideration and authorization for the Board, which in turn authorizes the executive Directors and agrees the executive Directors to authorize their authorized representatives to deal with all matters in connection with the payment of dividends of ordinary Shares for the year 2023.

For overseas residents that are individual shareholders, the *Notice of the State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045* (Guo Shui Han [2011] No. 348) provides that, dividends received by such overseas residents for their personal holding of shares issued by domestic non-foreign-invested enterprises in Hong Kong shall be subject to the payment of individual income tax under the "interest, dividend and bonus income" item, and that such individual income tax shall be withheld and paid by the withholding agents according to relevant laws at a tax rate of 10%. Where overseas residents that are individual holders of shares issued by domestic non-foreign invested enterprises listed in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between their countries of residence and China or the tax arrangements made between the Chinese mainland and Hong Kong (Macau) SAR, the tax rate for dividends under the relevant tax agreements and tax arrangements is 10% in general. For the purpose of simplifying tax administration, domestic non-foreign-invested enterprises issuing shares in Hong Kong may, upon payment of dividends, generally withhold individual income tax at the rate of 10%, without the

LETTER FROM THE BOARD

need to file an application. If the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for residents of countries that have signed lower than 10% tax rate agreements, the withholding agents may file on their behalf applications for the relevant agreed preferential tax treatments, under which circumstances the over-withheld tax amounts will be refunded upon approval by the tax authorities; (2) for residents of countries that have signed higher than 10% but lower than 20% tax rate agreements, the withholding agents shall withhold individual income tax at the agreed tax rate effective at the time of dividend payment, without the need to file an application; and (3) for residents of countries without tax agreements or under other situations, the withholding agents shall withhold individual income tax at 20% upon payment of dividends.

For non-resident enterprises that are Shareholders, the *Notice of the State Administration of Taxation on the Issues Concerning Withholding Enterprise Income Tax on Dividends Paid by Chinese Resident Enterprises to H Shareholders that are Non-resident Overseas Enterprises* (Guo Shui Han [2008] No. 897) provides that, a PRC resident enterprise, when paying dividends for 2008 and subsequent years to H Shareholders that are non-resident overseas enterprises, enterprise income tax at a uniform rate of 10% shall be withheld and paid.

Tax matters in relation to the Shanghai-Hong Kong Stock Connect shall be handled according to the provisions of the *Notice on Relevant Taxation Policies in Connection with the Pilot Shanghai-Hong Kong Stock Connect Mechanism* of the Ministry of Finance, the State Administration of Taxation and the CSRC (Cai Shui [2014] No. 81).

FINANCIAL BUDGET PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2024

An ordinary resolution will be proposed at the 2023 AGM to approve the financial budget plan of the Bank for the year 2024. The breakdown is as follows:

Unit: RMB100 million

Item	Budget	2023 actual execution	Execution rate	2024 budget
i. General fixed assets	3.00	1.84	61.5%	3.00
ii. Special fixed assets	37.30	31.12	83.4%	30.99
Incl.: 1. Business premises	7.70	3.52	45.7%	7.94
2. Science and technology inputs	29.50	27.51	93.3%	22.90
3. Official business vehicles	0.10	0.10	96.4%	0.15
Total	40.30	32.97	81.8%	33.99

The Bank's fixed assets investment budget for 2024 is RMB3,399 million, of which the general fixed assets budget is RMB300 million and the special fixed assets budget is RMB3,099 million.

LETTER FROM THE BOARD

SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEARS 2024-2026

A special resolution will be proposed at the 2023 AGM to approve the shareholder return plan of the Bank for the years 2024-2026. In order to further increase shareholder return, improve and implement the cash dividend policy, the Bank prepared the *Shareholder Return Plan of China CITIC Bank Corporation Limited for the Years 2024-2026* according to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Notice of China Securities Regulatory Commission Regarding Further Implementation of Cash Dividends Distribution by Listed Companies*, the *Listed Companies Regulatory Guidance No. 3 – Cash Dividends Distribution of Listed Companies* and other relevant laws and regulations. The full text of the *Shareholder Return Plan of China CITIC Bank Corporation Limited for the Years 2024-2026* to be approved is set out in Appendix I of this circular.

REPORT OF THE USE OF PROCEEDS FROM THE PREVIOUS ISSUANCE OF CHINA CITIC BANK CORPORATION LIMITED

A special resolution will be proposed at the 2023 AGM to approve the report of the use of proceeds from the previous issuance of China CITIC Bank Corporation Limited.

Upon deliberation and approval at the Annual General Meeting of 2021, the First A Shareholders Class Meeting of 2022 and the First H Shareholders Class Meeting of 2022 (hereinafter referred to the “**Rights Issue Meetings**”, collectively) and deliberation and approval of the extension of the effective period of the resolutions in relation to the rights issue at the Annual General Meeting of 2022, the Second A Shareholders Class Meeting of 2023 and the Second H Shareholders Class Meeting of 2023, the Bank intends to issue rights shares to the existing Shareholders (the “**Rights Issue**”). According to the requirements of the Rights Issue and the CSRC's *Administrative Measures for the Issuance and Registration of Securities by Listed Companies* and *Guidelines on the Application of Regulatory Rules – Issuance No. 7*, the Bank prepared the report on the use of proceeds from the previous issuance.

The Bank's report on the use of proceeds from the previous issuance sets out details about the amount of proceeds, the time of receipt of the proceeds, and the actual situation of the deposit and use of the proceeds as at 31 December 2023 of the Bank's public issuance of RMB40 billion A Share convertible corporate bonds in March 2019, and confirms that the actual use of the proceeds is in line with the relevant information disclosed. KPMG Huazhen LLP has issued its assurance report. Please refer to Appendix II of this circular for details about the report on the use of proceeds from the previous issuance.

EXTENSION OF THE EFFECTIVE PERIOD OF THE RESOLUTIONS IN RELATION TO THE RIGHTS ISSUE

A special resolution will be proposed at the 2023 AGM and 2024 Second H Shareholders Class Meeting to approve the extension of the effective period of the resolutions in relation to the Rights Issue.

On 23 June 2022, the Rights Issue Meetings of the Bank reviewed and approved the resolutions in relation to the Rights Issue including the *Proposal regarding the Rights Issue Plan of China CITIC Bank Corporation Limited*. According to the above-mentioned resolutions, the effective period of the resolutions regarding the Rights Issue is 12 months beginning on the date of approval by the general meeting, the A

LETTER FROM THE BOARD

shareholders class meeting and H shareholders class meeting. On 21 June 2023, the *Proposal regarding the Extension of the Effective Period of the Resolutions in Relation to the Rights Issue* was considered and approved at the Annual General Meeting of 2022, the Second A Shareholders Class Meeting of 2023 and the Second H Shareholders Class Meeting of 2023, approving the extension of the effective period of the resolutions regarding the Rights Issue by 12 months from the expiry date to 22 June 2024.

On 3 March 2023, the Shanghai Stock Exchange (the “SSE”) accepted the Bank’s application document regarding the Rights Issue. As the Rights Issue is subject to the review and approval by the SSE and consent to registration by the CSRC, there will still be some time before the Rights Issue is implemented. To ensure the continuity and effectiveness of the Rights Issue, the Bank intends to request the Shareholders’ general meeting and the Shareholders’ class meetings to approve the extension of the effective period of the *Proposal regarding Rights Issue Plan of China CITIC Bank Corporation Limited* and other proposals related to the Rights Issue deliberated on and approved at the Rights Issue Meetings by further 12 months from the date of its expiry to 22 June 2025.

The authorized person of the Board amended and timely disclosed the proposal of public issuance by way of the Rights Issue, the rights issue plan and other documents on 17 February 2023 and 22 February 2023 according to relevant authorization respectively. For the details of the amendments, please refer to relevant announcements published on the HKEXnews website of Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com) on 17 February 2023 and 23 February 2023.

Except the extension of the effective period of the resolutions regarding the Rights Issue and the abovementioned amendments to the proposal of public issuance by way of the Rights Issue, the rights issue plan and other documents, the other matters and contents of the resolutions in relation to the Rights Issue approved by the Rights Issue Meetings including the *Proposal regarding Rights Issue Plan of China CITIC Bank Corporation Limited* remained unchanged. For details about the extension of the effective period of the rights issue resolutions, please refer to relevant announcements published on the HKEXnews website of Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com) on 21 March 2024.

ENGAGEMENT OF ACCOUNTING FIRMS AND THEIR FEES FOR THE YEAR 2024

An ordinary resolution will be proposed at the 2023 AGM to approve the engagement of accounting firms and their fees for the year 2024. The details of this resolution are as follows:

According to the *Administrative Measures for Selection and Engagement of Accounting Firms by State-owned Financial Enterprises* of the Ministry of Finance, the Articles of Association and the *Management Measures of China CITIC Bank for the Selection and Engagement of Accounting Firms*, it is proposed that the Bank will continue to engage KPMG Huazhen LLP as the Bank’s domestic accounting firm for 2024 and KPMG as the Bank’s international accounting firm for 2024.

The expenses (including but not limited to travel, accommodation, communication and other miscellaneous expenses) of the annual audit and interim review of the Bank’s financial statements prepared in accordance with Chinese Accounting Standards and International Financial Reporting Standards, internal control audit and other related audits amount to total RMB7.19 million (including RMB6.59 million of expenses of the

LETTER FROM THE BOARD

audit and review of financial statements and RMB0.60 million of audit expenses of internal control) for the year 2024, the same as those for 2023. The audit expenses are calculated mainly according to the audit scope of the Bank's business and the expected workload of the accounting firms.

The independent non-executive Directors of the Bank, Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu, expressed their independent opinions as follows:

- I. After verification, we found that KPMG Huazhen LLP and KPMG are professionally qualified and competent to engage in auditing, have experience in performing securities service business, and have the capability to protect investors; both have good integrity and due independence; neither has the relevant situation which harms the legitimate rights and interests of China CITIC Bank, China CITIC Bank's shareholders or minority investors and both meet the auditing requirements of China CITIC Bank.
- II. The procedures for deliberation on the *Proposal regarding the Engagement of Accounting Firms and Their Fees for the Year 2024* are sufficient and appropriate. The procedures for deliberation on the proposal regarding China CITIC Bank's engagement of accounting firms for 2024 comply with relevant laws, regulations and the Articles of Association. China CITIC Bank's engagement of KPMG Huazhen LLP and KPMG does not violate relevant laws, regulations or normative documents. Therefore, we agree to engage KPMG Huazhen LLP as China CITIC Bank's domestic accounting firm for 2024 and KPMG as China CITIC Bank's international accounting firm for 2024. The expenses (including but not limited to travel, accommodation, communication and other miscellaneous expenses) of China CITIC Bank's annual audit and interim review of financial statements, internal control audit and other related audits total RMB7.19 million for the year 2024. We agree to submit the proposal to the Annual General Meeting of Shareholders of China CITIC Bank for deliberation.

SPECIAL REPORT OF RELATED PARTY TRANSACTIONS OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEAR 2023

An ordinary resolution will be proposed at the 2023 AGM to approve the special report on related party transactions of the Bank for the year 2023. The full text of the *Special Report of Related Party Transactions of China CITIC Bank Corporation Limited for the Year 2023* to be approved is set out in Appendix III of this circular.

REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2023

An ordinary resolution will be proposed at the 2023 AGM to approve the report of the Board of Directors of the Bank for the year 2023. The full text of the report of the Board of Directors for the year 2023 to be approved is set out in Appendix IV of this circular.

REPORT OF THE BOARD OF SUPERVISORS FOR THE YEAR 2023

An ordinary resolution will be proposed at the 2023 AGM to approve the report of the Board of Supervisors of the Bank for the year 2023. The full text of the report of the Board of Supervisors for the year 2023 to be approved is set out in Appendix V of this circular.

LETTER FROM THE BOARD

DIRECTOR REMUNERATION POLICY OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS

An ordinary resolution will be proposed at the 2023 AGM to approve the Director Remuneration Policy of the Seventh Session of the Board of Directors.

The Director Remuneration Policy of the Seventh Session of the Board of Directors has been considered and approved at a Board of Directors meeting and is hereby submitted to the 2023 AGM for consideration. Details are as follows:

1. Executive Directors shall not receive any Director allowance from the Bank but shall receive remunerations corresponding to their positions according to relevant regulations.
2. Non-executive Directors (excluding independent non-executive Directors) shall not receive any Director allowance from the Bank.
3. The remuneration of independent non-executive Directors is planned to consist of three parts: basic remuneration, linked floating remuneration and allowance. Among them:
 - (1) The basic remuneration is a fixed amount, which is RMB240,000 per person per year before tax and shall be paid monthly.
 - (2) The floating remuneration is RMB100,000 per person per year before tax, which is linked to the annual performance evaluation results. Those rated as “competent” and “basically competent” will be paid at 100% and 60%, respectively; those rated as “incompetent” will not be paid for floating remuneration. The floating remuneration is planned to be paid after the Board of Supervisors examines and approves the results of the previous year’s performance evaluation each year.
 - (3) A certain amount of allowance is to be paid according to Directors’ positions in the special committees of the Board of Directors. Among them, the chairman and members of the Risk Management Committee of the Board of Directors and of the Audit and Related Party Transaction Control Committee of the Board of Directors are proposed to be paid the Independent Director allowance of RMB30,000 and RMB20,000 per person per year before tax, respectively. The chairmen and members of other special committees of the Board of Directors are proposed to be paid an allowance of RMB20,000 and RMB10,000 per person per year before tax, respectively. Accumulated calculation for concurrently serving on multiple special committees of the Board of Directors shall apply. The above allowance is planned to be paid monthly.

The independent non-executive Directors of the Bank, including Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu, expressed their independent opinions as follows:

LETTER FROM THE BOARD

The Director Remuneration Policy of the Seventh Session of the Board of Directors of China CITIC Bank is formulated based on the actual operation situation of China CITIC Bank without prejudice to China CITIC Bank and the interests of Shareholders and is in compliance with the requirements of laws and regulations and the Articles of Association; we agree the Director Remuneration Policy of the Seventh Session of the Board of Directors of China CITIC Bank and agree to its submission to the 2023 AGM for consideration.

SUPERVISOR REMUNERATION POLICY OF THE SEVENTH SESSION OF THE BOARD OF SUPERVISORS

An ordinary resolution will be proposed at the 2023 AGM to approve the Supervisor Remuneration Policy of the Seventh Session of the Board of Supervisors.

The Supervisor Remuneration Policy of the Seventh Session of the Board of Supervisors has been considered and approved at a Board of Supervisors meeting and is hereby submitted to the 2023 AGM for consideration. Details are as follows:

1. Shareholder representative Supervisor(s) shall not receive any Supervisor allowance from the Bank.
2. Employee representative Supervisors shall not receive any Supervisor allowance from the Bank, but shall receive remunerations corresponding to their positions according to relevant regulations.
3. The remuneration of external Supervisors consists of basic remuneration, linked floating remuneration, and allowance. Among them:
 - (1) The basic remuneration is a fixed amount of RMB240,000 per person per year before tax and shall be paid monthly.
 - (2) The floating remuneration is RMB100,000 per person per year before tax, which is linked to the annual performance evaluation results. Those rated as “competent” and “basically competent” will be paid at 100% and 60%, respectively; Those rated as “incompetent” will not be paid for floating remuneration. The floating remuneration is planned to be paid after the Board of Supervisors examines and approves the results of the previous year’s performance evaluation each year.
 - (3) A certain amount of allowance is paid according to the Supervisors’ positions in the special committees of the Board of Supervisors. The chairmen and members of special committees of the Board of Supervisors are proposed to be paid an allowance of RMB20,000 and RMB10,000 per person per year before tax, respectively. Accumulated calculations for concurrently serving on multiple special committees of the Board of Supervisors shall apply. The above allowance is planned to be paid monthly.

APPOINTMENT OF EXECUTIVE DIRECTORS OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS

An ordinary resolution will be proposed at the 2023 AGM to approve the Appointment of Executive Directors of the Seventh Session of the Board of Directors.

LETTER FROM THE BOARD

The term of the sixth session of the Board of Directors of the Bank will expire on the date of the 2023 AGM and the Board of Directors shall be timely re-elected in accordance to the Articles of Association. It is proposed that the seventh session of the Board of Directors shall consist of ten members, including three executive Directors.

The sixth session of the Board of Directors nominated Mr. Fang Heying, Mr. Liu Cheng and Mr. Hu Gang as the candidates for executive Directors of the seventh session of the Board of Directors after the review and approval by the Board of Directors meeting convened on 29 April 2024.

The term of office of the seventh session of the Board of Directors is three years. Mr. Hu Gang will take office after being elected in the the 2023 AGM and the regulatory authorities have approved his qualification as an executive director. Mr. Fang Heying and Mr. Liu Cheng are re-elected Directors, and their appointment will be effective upon being elected by the 2023 AGM. Subject to laws, regulations and the provisions of the Articles of Association, Directors can be re-elected and re-appointed upon term expiration. After the appointment becomes effective, the candidates for executive Directors of the seventh session of the Board of Directors will enter into service contracts with the Bank.

The executive Directors of the seventh session of the Board of Directors will receive remuneration according to the remuneration policy of the seventh session of the Board of Directors. Please refer to “Director Remuneration Policy of the Seventh Session of the Board of Directors” of this circular for details.

This resolution is an accumulative voting resolution. For the specific voting mechanism, please refer to the *Implementation Rules for the Accumulative Voting Mechanism of China CITIC Bank Corporation Limited* and the instructions to the accumulative voting mechanism attached to the notice of the 2023 AGM.

The details of the candidates for executive Directors of the seventh session of the Board of Directors are as follows:

Mr. Fang Heying Chinese Nationality

Mr. Fang Heying, born in June 1966, is the Secretary of the Party committee, Chairman and executive director of the Bank. Mr. Fang has served as deputy general manager of CITIC Group Corporation Limited, deputy general manager and member of the executive committee of CITIC Limited, and deputy general manager of CITIC Corporation Limited since December 2020, and as a Party committee member of CITIC Group Corporation Limited since November 2020. Mr. Fang is concurrently a director of CITIC International Financial Holdings Limited and CITIC Bank International Limited. Mr. Fang served as President of the Bank from March 2019 to April 2023. Prior to that, Mr. Fang was president of the Bank’s Suzhou Branch, president of the Bank’s Hangzhou Branch, and head of the Bank’s financial markets business, vice president and Chief Financial Officer of the Bank. Before that, he was a teacher at Zhejiang Banking School, assistant general manager of the credit department of the experimental urban credit cooperative of Zhejiang Banking School. Mr. Fang has more than 30 years of experience in the Chinese banking industry. He graduated from Hunan College of Finance and Economics (currently Hunan University) and attained with a master’s degree in business administration for senior management member from Peking University. He is a senior economist. As at the Latest Practicable Date, he holds 915,000 H Shares of the Bank.

LETTER FROM THE BOARD

Mr. Liu Cheng Chinese Nationality

Mr. Liu Cheng, born in December 1967, is the Deputy Secretary of the Party Committee, executive director and President of the Bank. Mr. Liu is concurrently a director of CITIC International Financial Holdings Limited, CITIC Bank International Limited and Asian Financial Cooperation Association (AFCA). He served as Chairman of the Board of Supervisors of the Bank from April 2018 to November 2021, and Executive Vice President of the Bank from January 2022 to August 2023. He used to be a teacher at the Finance Department of the Central College of Finance and Economics (now Central University of Finance and Economics), and had been working in the National Development and Reform Commission and the General Office of the State Council. Mr. Liu has rich experience in development, reform, fiscal policy and finance. He graduated from the Finance Department of the Central College of Finance and Economics, and the School of Finance of Renmin University of China. He obtained a bachelor's degree, a master's degree and a doctoral degree in economics and is a research fellow. As at the Latest Practicable Date, he holds 624,000 H Shares of the Bank.

Mr. Hu Gang Chinese Nationality

Mr. Hu Gang, born in March 1967, is Party Committee member, Vice President and Chief Risk Officer of the Bank. Mr. Hu concurrently serves as a director of CITIC Bank International Limited. He used to be deputy head of the preparatory team for the establishment of the Bank's Changsha Branch, Party committee member and vice president of Changsha Branch; Party committee member, vice president, secretary of Party committee and president of the Bank's Chongqing Branch; secretary of Party committee and president of the Bank's Shanghai Branch; Chief Risk Officer and head of the wholesale business of the Bank. Prior to that, he successively worked for the Political Department of Hunan Provincial Procuratorate, and served as deputy section chief at the Personnel Department of Hunan Provincial Party Committee Office, Assistant General Manager and General Manager of Beihaixiang Properties Development Company, vice chairman of the company's affiliated Hongdu Enterprise Company (both affiliated to Hunan Zhongli Industrial Group Co., Ltd.) and chairman of Changsha Xiangcai Urban Credit Cooperative in Hunan Province. Mr. Hu graduated from Hunan University with a doctoral degree in economics. He has over 20 years of experience in the Chinese banking industry and is a senior economist. As at the Latest Practicable Date, he holds 1,585,000 H Shares of the Bank.

As confirmed by the candidates for executive Directors of the seventh session of the Board of Directors, save as disclosed in their detailed information set out above, (1) they do not hold any position in the Bank or any of its subsidiaries, and did not hold any position as directors or supervisors in any other listed companies in the last three years; (2) they do not have any connected relationship with any other Directors, Supervisors, senior management, or substantial or controlling Shareholders of the Bank or any of its subsidiaries; and (3) they do not have any interest in the Shares of the Bank or any of its related corporations within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the Latest Practicable Date.

In addition, the candidates for executive Directors of the seventh session of the Board of Directors have confirmed that there are no other matters in relation to their appointments required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Bank.

LETTER FROM THE BOARD

APPOINTMENT OF NON-EXECUTIVE DIRECTORS OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS

An ordinary resolution will be proposed at the 2023 AGM to approve the Appointment of Non-Executive Directors of the Seventh Session of the Board of Directors.

The term of the sixth session of the Board of Directors will expire on the date of the 2023 AGM and the Board of Directors shall be timely re-elected in accordance to the Articles of Association of the Bank. It is proposed that the seventh session of the Board of Directors shall consist of ten members, including three non-executive Directors.

The sixth session of the Board of Directors nominated Mr. Cao Guoqiang, Ms. Huang Fang and Mr. Wang Yankang as the candidates for non-executive Directors of the seventh session of the Board of Directors after the review and approval by the Board of Directors meeting convened on 29 April 2024.

The term of office of the seventh session of the Board of Directors is three years. Mr. Cao Guoqiang, Ms. Huang Fang and Mr. Wang Yankang are re-elected Directors, and their appointment will be effective upon being elected by the 2023 AGM. Subject to laws, regulations and the provisions of the Articles of Association, Directors can be re-elected and re-appointed upon term expiration. After the appointment becomes effective, the candidates for non-executive Directors of the seventh session of the Board of Directors will enter into service contracts with the Bank.

The non-executive Directors of the seventh session of the Board of Directors will receive remuneration according to the remuneration policy of the seventh session of the Board of Directors. See “Director Remuneration Policy of the Seventh Session of the Board of Directors” of this circular for details.

This resolution is an accumulative voting resolution. For the specific voting mechanism, please refer to the *Implementation Rules for the Accumulative Voting Mechanism of China CITIC Bank Corporation Limited* and the instructions to the accumulative voting mechanism attached to the notice of the 2023 AGM.

The details of the candidates for non-executive Directors of the seventh session of the Board of Directors are as follows:

Mr. Cao Guoqiang Chinese Nationality

Mr. Cao Guoqiang, born in December 1964, is a non-executive director of the Bank. Mr. Cao has served as director of CITIC Financial Holdings since March 2022 and general manager (in charge of finance) of CITIC Financial Holdings since May 2023. Mr. Cao used to be a deputy chief staff member and deputy section chief of the planning and treasury division of the PBOC Shaanxi branch; assistant general manager, deputy general manager and general manager of the planning and treasury department at the Head Office of China Merchants Bank Co., Ltd.; general manager of the Budget and Finance Department of the Head Office, a Party Committee member and assistant president, vice president and chairman of the Board of Supervisors of the Bank; general manager of the Finance Department of CITIC Group Corporation Limited; chief financial officer of CITIC Limited; and a director and deputy general manager (in charge of finance and performing the duties of general manager for a period of time) of CITIC Financial Holdings. Mr. Cao has over 30 years’ experience in the Chinese banking industry. He graduated from Hunan College of

LETTER FROM THE BOARD

Finance and Economics (currently Hunan University) with a bachelor's degree in monetary banking and obtained his master's degree in monetary banking from Shaanxi College of Finance and Economics (currently Xi'an Jiaotong University). He is a senior economist.

Ms. Huang Fang Chinese Nationality

Ms. Huang Fang, born in May 1973, is a non-executive director of the Bank. Ms. Huang has served as a director of Zhejiang Xinhua Group Co., Ltd. since August 2013, and vice president of Zhejiang Xinhua Group Co., Ltd. since July 2011. Previously, Ms. Huang worked at Agricultural Bank of China (ABC) where she successively served as deputy general manager of the international business department at the Zhejiang Provincial Branch business department, deputy general manager (presiding) of Hangzhou Baojiao sub-branch, deputy general manager of the corporate banking unit at the Zhejiang Provincial Branch business department, deputy general manager (presiding) and general manager of the personal finance unit at the Zhejiang Provincial Branch business department; and was vice president and chief financial officer of Xinhua Holdings Limited, a director of Xinhua Zhongbao Co., Ltd., and chief financial officer of Zhejiang Xinhua Group Co., Ltd. Ms. Huang graduated from Zhejiang University with a bachelor's degree in law. She is an intermediate economist.

Mr. Wang Yankang Chinese Nationality

Mr. Wang Yankang, born in March 1971, is a non-executive director of the Bank. Mr. Wang has served as chief of State-owned Assets Management Division of the Financial Management and Supervision Department (Audit Department) of the State Tobacco Monopoly Administration since August 2016. Previously, he worked at the Financial Management and Supervision Department (Audit Department) of the State Tobacco Monopoly Administration where he successively served as cadre, deputy chief staff member, and chief staff member of the Audit Division; deputy chief of the First Audit Division; deputy chief of the State-owned Assets Management Division; and consultant and deputy chief of the State-owned Assets Management Division. He was once temporarily appointed as the deputy county chief of Yunxi County, Hubei Province. Prior to that, Mr. Wang worked at the Finance Department of Tsinghua University and was assigned by the National Audit Office to the Audit Bureau of the State Tobacco Monopoly Administration. Mr. Wang graduated from Renmin University of China with a bachelor's degree in accounting, and obtained a master's degree in accounting from Beijing Technology and Business University. He is a senior accountant.

As confirmed by the candidates for non-executive Directors of the seventh session of the Board of Directors, save as disclosed in their detailed information set out above, (1) they do not hold any position in the Bank or any of its subsidiaries, and did not hold any position as directors or supervisors in any other listed companies in the last three years; (2) they do not have any connected relationship with any other Directors, Supervisors, senior management, or substantial or controlling Shareholders of the Bank or any of its subsidiaries; and (3) they do not have any interest in the Shares of the Bank or any of its related corporations within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the Latest Practicable Date.

LETTER FROM THE BOARD

In addition, the candidates for non-executive Directors of the seventh session of the Board of Directors have confirmed that there are no other matters in relation to their appointments required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Bank.

APPOINTMENT OF INDEPENDENT DIRECTORS OF THE SEVENTH SESSION OF THE BOARD OF DIRECTORS

An ordinary resolution will be proposed at the 2023 AGM to approve the Appointment of Independent Directors of the Seventh Session of the Board of Directors.

The term of the sixth session of the Board of Directors will expire on the date of the 2023 AGM and the Board of Directors shall be timely re-elected in accordance to the Articles of Association. It is proposed that the seventh session of the Board of Directors of the Bank shall consist of ten members, including four independent Directors.

The sixth session of the Board of Directors nominated Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu as the candidates for independent Directors of the seventh session of the Board of Directors of the Bank after the review and approval by the Board of Directors meeting convened on 29 April 2024.

The term of office of the seventh session of the Board of Directors is three years. Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu are re-elected Directors, and their appointment will be effective upon being elected by the 2023 AGM. The continuous term of office of independent Directors in the Bank shall not exceed six years. Subject to laws, regulations and the provisions of the Articles of Association, independent Directors can be re-elected and re-appointed upon term expiration. After the appointment becomes effective, the candidates for independent Directors of the seventh session of the Board of Directors will enter into service contracts with the Bank.

The independent Directors of the seventh session of the Board of Directors will receive remuneration according to the remuneration policy of the seventh session of the Board of Directors. See “Director Remuneration Policy of the Seventh Session of the Board of Directors” of this circular for details.

This resolution is an accumulative voting resolution. For the specific voting mechanism, please refer to the *Implementation Rules for the Accumulative Voting Mechanism of China CITIC Bank Corporation Limited* and the instructions to the accumulative voting mechanism attached to the notice of the 2023 AGM.

The details of the candidates for independent Directors of the seventh session of the Board of Directors are as follows:

Mr. Liu Tsz Bun Bennett Chinese Nationality (Hong Kong)

Mr. Liu Tsz Bun Bennett, born in December 1962, is an independent non-executive director of the Bank. Mr. Liu is now an honorary consultant of the Hong Kong Business Accountants Association, and an independent director of Shenzhen WeBank Co., Ltd., Ping An Insurance (Group) Company of China, Ltd. and China Vanke Co., Ltd. He used to be an accounting consulting expert of the Ministry of Finance of

LETTER FROM THE BOARD

China and a Hong Kong member of the 14th session of Tianjin Municipal Committee of the Chinese People's Political Consultative Conference. Mr. Liu had served as a managing partner of audit of KPMG Huazhen LLP China, a managing partner of audit of KPMG Asia Pacific, a chairman of KPMG China and a senior advisor of KPMG Hong Kong. Mr. Liu graduated from the London School of Economics and Political Science with a bachelor's degree in economics. He has the chartered accountant qualification in England and Wales as well as the Hong Kong Institute of Certified Public Accountants senior fellowship.

Mr. Zhou Bowen American Nationality

Mr. Zhou Bowen, born in October 1976, is an independent non-executive director of the Bank. Mr. Zhou is an IEEE Fellow/CAAI Fellow, and has been a long-tenured professor at the Department of Electronic Engineering and a professor of Huiyan Symposium of Tsinghua University since May 2022. Previously, he was the President of the Basic Research Institute of Artificial Intelligence at IBM's headquarters in New York, USA, Chief Scientist of IBM Watson, and IBM Distinguished Engineer from March 2003 to September 2017; Vice President and Senior Vice President of JD.com, Inc., Chairman of Technology Committee of JD.com, Inc., President of JD Cloud & AI, and President of JD AI Research Institute from September 2017 to November 2021; Director of Kingdee International Software Group Co. Ltd. from March 2020 to December 2021; and he founded Beijing Xianyuan Technology Co., Ltd. in December 2021. Graduated from the University of Colorado with a doctorate degree in electronic and computer engineering, Mr. Zhou has been engaged in AI basic theory and cutting-edge technology research for more than 20 years. He has long-time academic research experience in the new generation of information technology represented by artificial intelligence, and accumulated an abundance of hands-on experience in the field of Internet.

Mr. Wang Huacheng Chinese Nationality

Mr. Wang Huacheng, born in January 1963, is an independent non-executive director of the Bank. He currently serves as a professor and supervisor of PhD students in the Department of Finance of Renmin Business School. He is one of the first batch of outstanding scholars (Post-A professor) appointed by Renmin University of China, a state-level famous teacher, the deputy director of the China National MPAcc Education Steering Committee, Vice Chairman of Accounting Society of China, Vice Chairman of Cost Research Society of China, and an independent director of Tsinghua Tongfang Co., Ltd., Wanhua Chemical Group Co., Ltd. and Beijing Capital International Airport Company Limited. The positions he previously held include Deputy Director of Accounting Department and Deputy Dean of the Business School at Renmin University of China as well as an independent director of many companies such as Huatai Securities Co., Ltd., E Fund Management Co., Ltd., China Railway Construction Corporation Limited, BOE Technology Group Co., Ltd., Hua Xia Bank Co., Ltd., China Great Wall Securities Co., Ltd., etc. Graduated from Renmin University of China with a doctorate degree in management (majoring in accounting), Mr. Wang has abundant research achievements and extensive experience in fiscal, accounting, and financial fields.

Ms. Song Fangxiu Chinese Nationality

Ms. Song Fangxiu, born in April 1976, is an independent non-executive director of the Bank. She is currently deputy secretary of the Party Committee of the School of Economics, professor and doctoral supervisor at the Department of Finance and director of the China Center for Financial and Investment Research, Peking University. Ms. Song has been teaching at the School of Economics, Peking University since 2003. She once worked as lecturer, associate professor, Party Committee member of the School of

LETTER FROM THE BOARD

Economics, deputy director of the Department of Finance and assistant to the dean of the School of Economics. From 2006 to 2007, Ms. Song was a visiting scholar at the University of Minnesota. Ms. Song graduated from the Department of Finance of the School of Economics, Peking University with a doctoral degree. Her research focuses on monetary theories and policies, international finance and asset pricing. She once published more than 50 academic papers on key journals of economics, books such as *Asset Allocation Mechanisms and Interest Rate Liberalization in China's Transition Economy* and *Comparison of Currency Internationalization Between China and the United States* and a number of translations. She hosted three provincial or ministerial level research subjects in the National Social Science Fund Project and the Beijing Philosophy and Social Science Project and participated in a number of national and provincial level research subjects.

The candidates for independent Directors of the seventh session of the Board of Directors have abundant experiences in finance, accounting, artificial intelligence, etc. As independent Directors of the Bank, they will help the Bank maintain the diversity of the Board of Directors and bring rich professional knowledge and experiences to the Board of Directors. When nominating the candidates for independent Directors, the Nomination and Remuneration Committee of the Board of the Directors and the Board of Directors have considered the benefits that the candidates for independent Directors can bring to the Board of Directors from various respects, including but not limited to gender, age, culture, educational background, professional experience, skills and knowledge.

As confirmed by the candidates for independent Directors of the seventh session of the Board of Directors, save as disclosed in their detailed information set out above, (1) they do not hold any position in the Bank or any of its subsidiaries, and did not hold any position as directors or supervisors in any other listed companies in the last three years; (2) they do not have any connected relationship with any other Directors, Supervisors, senior management, or substantial or controlling Shareholders of the Bank or any of its subsidiaries; and (3) they do not have any interest in the Shares of the Bank or any of its related corporations within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the Latest Practicable Date.

In addition, the candidates for independent Directors of the seventh session of the Board of Directors have confirmed that there are no other matters in relation to their appointments required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Bank.

As at the Latest Practicable Date, the candidates for independent Directors of the seventh session of the Board of Directors have confirmed (1) their independence as regards each of the factors referred to in rule 3.13(1) to (8) of the Hong Kong Listing Rules; (2) that they do not have any past or present financial or other interest in the business of the Bank or its subsidiaries or any connection with any core connected person (as such term is defined in the Hong Kong Listing Rules) of the Bank; and (3) that there are no other factors that may affect their independence at the time of their appointment.

APPOINTMENT OF EXTERNAL SUPERVISORS OF THE SEVENTH SESSION OF THE BOARD OF SUPERVISORS

An ordinary resolution will be proposed at the 2023 AGM to approve the Appointment of External Supervisors of the Seventh Session of the Board of Supervisors.

LETTER FROM THE BOARD

The term of the sixth session of the Board of Supervisors will expire on the date of the 2023 AGM and the Board of Supervisors shall be timely re-elected in accordance to the Articles of Association. It is proposed that the seventh session of the Board of Supervisors shall consist of seven members, including three external Supervisors, one shareholder representative Supervisor, and three employee representative Supervisors (to be elected through democratic process).

The sixth session of the Board of Supervisors nominated Mr. Wei Guobin, Ms. Sun Qixiang and Mr. Liu Guoling as the candidates for external Supervisors of the seventh session of the Board of Supervisors after the review and approval by the Board of Supervisors meeting convened on 29 April 2024. Mr. Wei Guobin, Ms. Sun Qixiang and Mr. Liu Guoling are re-elected Supervisors.

The term of office of the seventh session of the Board of Supervisors is three years, from the date of appointment at the 2023 AGM to the expiration date of the term of office of the seventh session of the Board of Supervisors. Subject to laws, regulations and the provisions of the Articles of Association of the Bank, external Supervisors can be re-elected and re-appointed upon term expiration but the accumulated term of office shall not exceed six years. After the appointment becomes effective, the candidates for external Supervisors of the seventh session of the Board of Supervisors will enter into service contracts with the Bank.

The members of the seventh session of the Board of Supervisors will receive remuneration according to the remuneration policy of the seventh session of the Board of Supervisors. See “Supervisor Remuneration Policy of the Seventh Session of the Board of Supervisors” of this circular for details.

This resolution is an accumulative voting resolution. For the specific voting mechanism, please refer to the *Implementation Rules for the Accumulative Voting Mechanism of China CITIC Bank Corporation Limited* and the instructions to the accumulative voting mechanism attached to the notice of the 2023 AGM.

The details of the candidates for external Supervisors of the seventh session of the Board of Supervisors are as follows:

Mr. Wei Guobin Chinese Nationality

Mr. Wei Guobin, born in March 1959, is an external supervisor of the Bank. Mr. Wei is concurrently an external supervisor of Bank of Hengshui Co., Ltd. He served as a board director of BOC Hong Kong Investment Co., Ltd. and chairman of the board of supervisors of Zhongyi Shanyuan (Beijing) Technology Co., Ltd. Prior to that, he worked at Bank of China Limited and served successively as assistant president and vice president of Hebei Branch, president of Shanxi Branch, general manager of the Personal Banking Department of the Head Office, and president of Hunan Branch. Mr. Wei graduated from Hebei Banking School with a degree in finance and he is a senior economist.

Ms. Sun Qixiang Chinese Nationality

Ms. Sun Qixiang, born in September 1956, is an external supervisor of the Bank. Ms. Sun is now a professor and Ph.D tutor of School of Economics, Peking University. Ms. Sun also holds many other prestigious titles, which include the C.V. Starr Professor, the chief expert of the projects sponsored by the National Social Science Fund of China, and the expert receiving Special Government Allowances from the State Council.

LETTER FROM THE BOARD

Ms. Sun concurrently serves as member of the U.S.-based International Insurance Society (IIS) Board and independent director of China Taiping Insurance Group Ltd. Previously, she was a dean of the School of Economics of Peking University, chairperson of the Asia-Pacific Risk and Insurance Association, visiting professor at Harvard University, and independent director of AVIC Industry-Finance Holdings Co., Ltd., Bank of China Investment Management Co., Ltd. and China Development Bank Securities Co., Ltd. Ms. Sun graduated from the School of Economics of Peking University with a doctorate degree in economics.

Mr. Liu Guoling Chinese Nationality

Mr. Liu Guoling, born in January 1960, is an external supervisor of the Bank. Mr. Liu used to work at Agricultural Bank of China (ABC). The positions Mr. Liu ever held at ABC include deputy general manager of the Credit Management Department at the Head Office, vice president of ABC Guangxi Branch, deputy general manager of the Sannong Credit Department at the Head Office, deputy general manager of the Credit Management Department at the Head Office, and head of the Specialized Inspection Team at the Head Office. Mr. Liu graduated from Renmin University of China, with a bachelor's degree of economics majoring in statistics and he is a senior economist.

As confirmed by the candidates for external Supervisors of the seventh session of the Board of Supervisors, save as disclosed in their detailed information set out above, (1) they do not hold any position in the Bank or any of its subsidiaries, and did not hold any position as directors or supervisors in any other listed companies in the last three years; (2) they do not have any connected relationship with any other Directors, Supervisors, senior management, or substantial or controlling Shareholders of the Bank or any of its subsidiaries; and (3) they do not have any interest in the Shares of the Bank or any of its related corporations within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the Latest Practicable Date.

In addition, the candidates for external Supervisors of the seventh session of the Board of Supervisors have confirmed that there are no other matters in relation to their appointments required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Bank.

APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE SEVENTH SESSION OF THE BOARD OF SUPERVISORS

An ordinary resolution will be proposed at the 2023 AGM to approve the Appointment of Shareholder Representative Supervisor of the Seventh Session of the Board of Supervisors.

The term of the sixth session of the Board of Supervisors will expire on the date of the 2023 AGM and the Board of Supervisors shall be timely re-elected in accordance to the Articles of Association of the Bank. It is proposed that the seventh session of the Board of Supervisors of the Bank shall consist of seven members, including one shareholder representative Supervisor, three external Supervisors, and three employee representative Supervisors (to be elected through democratic process).

The sixth session of the Board of Supervisors nominated Ms. Li Rong as the candidate for shareholder representative Supervisor of the seventh session of the Board of Supervisors after the review and approval by the Board of Supervisors meeting convened on 29 April 2024. Ms. Li Rong is a re-elected Supervisor.

LETTER FROM THE BOARD

The term of office of the seventh session of the Board of Supervisors is three years, from the date of appointment at the 2023 AGM to the expiration date of the term of office of the seventh session of the Board of Supervisors. Subject to laws, regulations and the provisions of the Articles of Association of the Bank, shareholder representative Supervisor can be re-elected and re-appointed upon term expiration. After the appointment becomes effective, the candidate for shareholder representative Supervisor of the seventh session of the Board of Supervisors will enter into a service contract with the Bank.

The members of the seventh session of the Board of Supervisors will receive remuneration according to the remuneration policy of the seventh session of the Board of Supervisors. See “Supervisor Remuneration Policy of the Seventh Session of the Board of Supervisors” of this circular for details.

This resolution is an accumulative voting resolution. For the specific voting mechanism, please refer to the *Implementation Rules for the Accumulative Voting Mechanism of China CITIC Bank Corporation Limited* and the instructions to the accumulative voting mechanism attached to the notice of the 2023 AGM.

The details of the candidate for shareholder representative Supervisor of the seventh session of the Board of Supervisors are as follows:

Ms. Li Rong Chinese Nationality

Ms. Li Rong, born in April 1968, is the shareholder representative supervisor of the Bank. Ms. Li is currently the general manager of the Compliance Department of the Bank. Previously, she served as general manager of Retail Banking Department, assistant president and vice president of the Bank’s Chongqing Branch, and general manager of the Interbank Business Department of the Bank. Prior to that, Ms. Li worked at the Chongqing Branch of China Merchants Bank Co., Ltd., serving successively as deputy director of the General Office, general manager of the Personal Banking Department, general manager of the Business Department, general manager of the Retail Banking Department, etc. Ms. Li graduated from Chongqing University with a master’s degree of business administration. She is a senior economist. As at the Latest Practicable Date, she holds 364,000 H Shares of the Bank.

As confirmed by the candidate for shareholder representative Supervisor of the seventh session of the Board of Supervisors, save as disclosed in her detailed information set out above, (1) she does not hold any position in the Bank or any of its subsidiaries, and did not hold any position as directors or supervisors in any other listed companies in the last three years; (2) she does not have any connected relationship with any other Directors, Supervisors, senior management, or substantial or controlling Shareholders of the Bank or any of its subsidiaries; and (3) she does not have any interest in the Shares of the Bank or any of its related corporations within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong as at the Latest Practicable Date.

In addition, the candidate for shareholder representative Supervisor of the seventh session of the Board of Supervisors has confirmed that there are no other matters in relation to her appointments required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules, nor is there any matter that needs to be brought to the attention of the Shareholders of the Bank.

LETTER FROM THE BOARD

OTHERS

In addition, at the 2023 AGM, Shareholders will listen to the *2023 Work Report of Independent Directors of China CITIC Bank Corporation Limited*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Board of Directors and its Members' Annual Performance Assessment*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited and its Member's Annual Performance Assessment*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Senior Management and its Members' Annual Performance Assessment*, and the *2023 Report on Equity Management of Principal Shareholders of China CITIC Bank Corporation Limited*.

2023 AGM AND 2024 SECOND H SHAREHOLDERS CLASS MEETING

The notices of the 2023 AGM and the 2024 Second H Shareholders Class Meeting to be held on Thursday, 20 June 2024 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing, the PRC are set out on pages 63 to 70 in this circular, and are published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com).

In order to determine the Shareholders who are entitled to attend the 2023 AGM and the 2024 Second H Shareholders Class Meeting, the Bank's register of H Shareholders will be closed from Tuesday, 21 May 2024 to Thursday, 20 June 2024 (both days inclusive). Holders of H Shares whose names appear on the Bank's register of members on Thursday, 20 June 2024 are entitled to attend the 2023 AGM and the 2024 Second H Shareholders Class Meeting. In order to qualify to attend and vote at the 2023 AGM and/or the 2024 Second H Shareholders Class Meeting, holders of H Shares of the Bank whose transfers have not been registered should have lodged the transfer documents together with the relevant share certificates at the office of the H Share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 20 May 2024.

Shareholders who intend to attend the meeting in person or by proxy should complete and return the reply slip sent on Thursday, 2 May 2024 in accordance with the instructions printed thereon to the H Share registrar of the Bank in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 31 May 2024.

The proxy forms for the 2023 AGM and the 2024 Second H Shareholders Class Meeting have been published on the HKEXnews website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Bank (www.citicbank.com). If you intend to appoint a proxy to attend the 2023 AGM and/or the 2024 Second H Shareholders Class Meeting, please complete such proxy forms according to the instructions printed thereon and return the same at least 24 hours before the time fixed for the 2023 AGM and/or the 2024 Second H Shareholders Class Meeting or any adjourned meetings (subject to circumstances) (i.e., not later than 9:30 a.m. on Wednesday, 19 June 2024). Completion and return of the proxy form shall not preclude you from attending in person and voting at the 2023 AGM and/or the 2024 Second H Shareholders Class Meeting if you so wish.

LETTER FROM THE BOARD

PROCEDURES FOR VOTING AT THE 2023 AGM AND 2024 SECOND H SHAREHOLDERS CLASS MEETING

According to Rule 13.39(4) of the Hong Kong Listing Rules, the vote of Shareholders at the 2023 AGM and the 2024 Second H Shareholders Class Meeting will be taken by poll.

RECOMMENDATION

The Board has passed the relevant resolutions to be submitted to the general meeting of Shareholders for review and approval. At such Board Meetings, no Director was considered to have a material interest as defined under Rule 2.16 of the Hong Kong Listing Rules in any of the abovementioned resolutions nor was any of the Directors required to be abstained pursuant to the Articles of Association. Therefore, none of the Directors had abstained from voting at the relevant Board meetings.

The Directors believe that the resolutions mentioned above are in the interests of the Bank and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favor of all the resolutions to be proposed at the 2023 AGM and the 2024 Second H Shareholders Class Meeting as set out in the notice of the 2023 AGM and the notice of the 2024 Second H Shareholders Class Meeting.

By Order of the Board of Directors
China CITIC Bank Corporation Limited
Fang Heying
Chairman

APPENDIX I SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEARS 2024-2026

In order to further increase shareholder return, improve and implement the cash dividend policy, the Bank prepared the *Shareholder Return Plan of China CITIC Bank Corporation Limited for the Years 2024-2026* (hereinafter referred to as the “Plan”) according to the *Company Law of the People’s Republic of China*, the *Securities Law of the People’s Republic of China*, the *Notice of China Securities Regulatory Commission Regarding Further Implementation of Cash Dividends Distribution by Listed Companies*, the *Listed Companies Regulatory Guidance No. 3 – Cash Dividends Distribution of Listed Companies* and other relevant laws and regulations.

I. PRINCIPLES FOR PREPARING THE PLAN

The following principles are followed in the preparation of the Plan: It should comply with relevant laws and regulations and the *Articles of Association of China CITIC Bank Corporation Limited* (the “Articles of Association”). The profit distribution should give weight to the reasonable investment return to investors, and the profit distribution policy should maintain continuity and stability and take into account the long-term interests of the Bank, the overall interests of all Shareholders and the sustainable development of the Bank. If the Bank distributes profit with respect to the entire share capital in any fiscal year, in principle the total amount should not exceed the net profit as at the end of the previous fiscal year. The Bank gives priority to the payment of dividends in the form of cash dividends.

II. FACTORS CONSIDERED IN THE PROFIT DISTRIBUTION PLAN

With a view to maintain the long-term and sustainable development of the Bank, and based on a comprehensive analysis of the business environment of the banking industry, Shareholders’ demands and wishes, the social capital costs, the external financing environment, regulatory policies and other factors, the Bank will take into full account current and future capital funds, business development, the level of profitability, the development stage, capital requirements for investment, the liquidity status, etc., balance the relationship between sustainable business development and comprehensive return to Shareholders, and establish a sustainable, stable and scientific return mechanism for investors so as to ensure the continuity and stability of the profit distribution policy.

III. RELEVANT POLICIES ON PROFIT DISTRIBUTION

i. Profit distribution order

The after-tax profit of the Bank is distributed in the following order:

1. Covering previous losses;
2. Appropriating statutory surplus reserve equal to 10% of the balance of the net profit in the current period after covering previous losses;
3. Appropriating general reserve;
4. Paying preferred share dividends;

APPENDIX I SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEARS 2024-2026

5. Appropriating discretionary surplus reserve according to the resolutions of the Shareholders' general meeting; and
6. Paying ordinary share dividends.

Before appropriating statutory surplus reserve according to the abovementioned provision, the Bank should cover losses with the net profit of the current period.

The balance of general reserve of the Bank should be subject to relevant laws, administrative regulations and rules.

After appropriating statutory surplus reserve from after-tax profit, the Bank should, in turn, appropriate general reserve, pay preferred share dividends, appropriate discretionary surplus reserve, and pay ordinary share dividends. After paying preferred share dividends, whether to appropriate discretionary surplus reserve should be determined by the Shareholders' general meeting.

The preferred share dividends and ordinary share dividends of the Bank are distributed according to the shareholding ratios of corresponding types of shares held by preferred shareholders and ordinary shareholders, unless the Article of Association requires otherwise.

The preferred shares and ordinary shares of the Bank held by the Bank are excluded from the profit distribution.

Upon the approval of the Shareholders' general meeting, the reserves of the Bank can be used to cover the losses of the Bank, expand the business of the Bank or increase the capital of the Bank. However, capital reserve shall not be used to cover the losses of the Bank. When statutory surplus reserve is converted into capital, the retained part of the statutory surplus reserve shall not be less than 25% of the registered capital before such conversion.

ii. Procedures for deliberation on profit distribution policy making and adjustment

The profit distribution policy of the Bank must be approved by over two thirds of members of the Board of Directors, submitted to the Shareholders' general meeting for voting after approved, and approved by over half of the voting rights held by the shareholders present at the Shareholders' general meeting. In the event of force majeure such as war, natural disaster, etc. or a change in the external business environment of the Bank that has a significant impact on the operation of the Bank, or a significant change in the operation of the Bank, the Bank may adjust the profit distribution policy according to the Articles of Association. Before adjusting the profit distribution policy, the Bank should submit a written proposal to the Board of Directors, which should be considered and approved by independent directors and then submitted to the Shareholders' general meeting for approval in a special resolution. In the consideration of a change in the profit distribution policy, according to the regulatory

APPENDIX I SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEARS 2024-2026

requirements of the securities regulatory administration in the city where the Bank's stock is listed, the Bank provides the network voting method. Independent directors review and express opinions on the profit distribution policy and its adjustment.

When formulating the profit distribution policy, the profit distribution plan and the preliminary plan for profit distribution, the Board of Directors shall fully listen to and absorb the opinions and advice of Shareholders (especially minority shareholders) and independent directors by various means. Before the Shareholders' general meeting reviews the cash dividends distribution plan, the Bank shall, via various channels, actively communicate with Shareholders, especially minority shareholders, fully listen to minority shareholders' opinions and demands, and timely answer their questions.

iii. Form and interval of profit distribution

The Bank shall pay dividends in profit-making years. At the end of each year, dividends may be paid in cash, shares or a combination of both cash and shares. The Bank gives priority to the payment of dividends in the form of cash dividends. When conditions are fulfilled, the Bank may make an interim payment of cash dividends.

iv. Profit distribution conditions and proportion

The Articles of Association of the Bank provides that the profit distributed by the Bank to ordinary shareholders in the form of cash every year shall be no less than 10% of the net profit attributable to Shareholders of the Bank, except for special circumstances. Special circumstances mean: (1) the circumstances where profit distribution is restricted by laws, regulations and regulatory requirements; or (2) the circumstances where the payment of cash dividends may affect the long-term interests of Shareholders.

When the Bank's state of operation is sound and the Board of Directors believes that the stock price of the Bank does not match the share capital of the Bank and payment of stock dividends is in the interest of all Shareholders of the Bank, if the abovementioned cash dividends distribution conditions are fulfilled, the profit distribution can be made after the stock dividends distribution plan is formulated, submitted to the Shareholders' general meeting for consideration and approval and approved.

v. Reasons shall be explained when cash dividends are not paid in certain year

When the Bank does not pay cash dividends under special circumstances, the profit distribution plan submitted to the Shareholders' general meeting shall state the reason for not paying dividends and the purpose of use of the undistributed funds that are retained in the Bank, and disclose such information in periodical reports. Independent directors shall express their independent opinions on the matter.

**APPENDIX I SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK
CORPORATION LIMITED FOR THE YEARS 2024-2026**

IV. PROFIT DISTRIBUTION AND USE OF UNDISTRIBUTED PROFIT OF THE BANK OVER THE PAST THREE YEARS

i. Profit distribution of the Bank over the past three years

The profit distribution plan of the Bank for the year 2023 is yet to be considered by the Shareholders' general meeting of the Bank. Below is the Bank's distribution of dividends in the years 2020-2022.

Distribution of dividends of the Bank in 2020-2022

Year	Cash dividends (tax inclusive, RMB million)	Consolidated net profit attributable to ordinary shareholders of the Bank (RMB million)	Ratio of dividends paid in the consolidated net profit attributable to ordinary shareholders of the Bank
2020	12,429	45,970	27.04%
2021	14,778	52,631	28.08%
2022	16,110	57,315	28.11%
Total cash distribution over the past three years (RMB million)			43,317
Annual average consolidated net profit attributable to ordinary shareholders of the Bank over the past three years (RMB million)			51,972
Ratio of total cash distribution over the past three years to annual average consolidated net profit attributable to ordinary shareholders of the Bank over the past three years			83.35%

ii. Use of undistributed profit over the past three years

All of the undistributed profits of the Bank over the past three years were used to replenish core tier-1 capital to support the sustainable and sound development of the businesses of the Bank.

APPENDIX I SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK CORPORATION LIMITED FOR THE YEARS 2024-2026

V. SHAREHOLDER RETURN PLAN FOR THE YEARS 2024-2026

- i. The Bank may pay dividends in cash, shares or a combination of both cash and shares. The Bank gives priority to the payment of dividends in the form of cash dividends. When conditions are fulfilled, the Board of Directors of the Bank can propose making an interim payment of cash dividends based on the state of operation of the Bank.
- ii. In 2024-2026, where the capital adequacy ratio of the Bank meets the requirement of the national regulatory authority and there is profit available for distribution after the profit realized in a year is used to cover losses, appropriate statutory surplus reserve and general reserve, pay preferred share dividends, and appropriate discretionary reserve, the profit to be distributed to ordinary shareholders in cash shall be no less than 20% (inclusive) of the net profit attributable to Shareholders of the Bank realized in that year.
- iii. On the basis of meeting the abovementioned cash dividends distribution conditions, the Bank may implement the profit distribution after formulating a stock dividends distribution plan, submitting it to the Shareholders' general meeting for consideration and approval, and obtaining its approval.

VI. PLAN PREPARATION, EXECUTION, ADJUSTMENT DECISION-MAKING AND SUPERVISION MECHANISM

- i. The Board of Directors of the Bank formulates the Plan according to relevant laws and regulations, the Articles of Association and the realities and fully listens to the opinions of Shareholders, independent directors and the Board of Supervisors. The Plan is implemented after considered and approved by the Board of Directors;
- ii. In the event of force majeure such as war, natural disaster, etc. or a change in the external business environment of the Bank that has a significant impact on the operation of the Bank, or a significant change in the Bank's own operation, the Bank may adjust the profit distribution policy;
- iii. Before adjusting the profit distribution policy due to the abovementioned special circumstances, the Bank should submit a written proposal to the Board of Directors, which should be considered and approved by independent directors and then submitted to the Shareholders' general meeting for approval in a special resolution. In the consideration of a change in the profit distribution policy, according to the regulatory requirements of the securities regulatory administration in the city where the Bank's stock is listed, the Bank provides the network voting method;
- iv. The execution of the Plan and the profit distribution policy by the Board of Directors of the Bank shall comply with the Articles of Association and the resolutions of the Shareholders' general meeting and shall be considered and approved by independent directors; and

**APPENDIX I SHAREHOLDER RETURN PLAN OF CHINA CITIC BANK
CORPORATION LIMITED FOR THE YEARS 2024-2026**

- v. The Board of Supervisors of the Bank oversees the execution of the Plan by the Board of Directors and whether corresponding decision-making procedures and information disclosure are performed.

VII. EFFECTIVE MECHANISM OF THE PLAN

Shareholder return in the Plan refers to return to ordinary shareholders. Return to preferred shareholders will be subject to relevant contents in the Articles of Association and the preferred shares issue plan of the Bank. Matters not covered in the Plan shall be subject to relevant laws and regulations, normative documents and the Articles of Association. The Plan shall be interpreted by the Board of Directors of the Bank and become effective from the date of approval by the Shareholders' general meeting of the Bank.

**ASSURANCE REPORT ON THE USE OF PROCEEDS FROM THE PREVIOUS
ISSUANCE OF CHINA CITIC BANK CORPORATION LIMITED**

KPMG Huazhen Zh.Z. No. 2400431

To the Board of Directors of China CITIC Bank Corporation Limited,

We were engaged to perform reasonable assurance on the report on the use of the proceeds from the issuance of convertible corporate bonds by China CITIC Bank Corporation Limited (hereinafter referred to as “CITIC Bank”) in March 2019 (hereinafter referred to as the “Proceeds from the Previous Issuance”) as at 31 December 2023 (hereinafter referred to as the “Report on the Use of Proceeds from the Previous Issuance”) attached below, and issued an assurance conclusion on whether the Report on the Use of Proceeds from the Previous Issuance was, in all material respects, prepared in accordance with the *Guidelines on the Application of Regulatory Rules – Issuance No. 7* issued by China Securities Regulatory Commission, and whether it has truthfully reflected, in all material respects, the use of the proceeds from the previous issuance by CITIC Bank as at 31 December 2023.

I. CITIC BANK’S RESPONSIBILITIES WITH RESPECT TO THE REPORT ON THE USE OF PROCEEDS FROM THE PREVIOUS ISSUANCE

The Board of Directors of CITIC Bank is responsible for preparing the Report on the Use of Proceeds from the Previous Issuance in accordance with the requirements specified in the *Guidelines on the Application of Regulatory Rules – Issuance No. 7*. Such responsibilities include designing, implementing and maintaining internal control relating to the preparation of the Report on the Use of Proceeds from the Previous Issuance and making sure that the contents of the Report on the Use of Proceeds from the Previous Issuance are authentic, accurate and complete and are free of false records, misleading statements and material omissions.

II. OUR RESPONSIBILITIES

We are responsible for expressing an assurance conclusion on the Report on the Use of Proceeds from the Previous Issuance on the basis of performing the assurance engagement. We performed the assurance engagement in accordance with the *Standard for Other Assurance Engagements of Chinese Certified Public Accountants No. 3101 – Assurance Engagements Other than Audits or Reviews of Historical Financial Information*, which requires us to abide by the code of professional ethics for Chinese CPAs, plan and perform our work to obtain reasonable assurance as to whether there is any material misstatement in the Report on the Use of Proceeds from the Previous Issuance.

The assurance engagement involves implementation of relevant procedures to obtain relevant evidence for assurance on whether the Report on the Use of Proceeds from the Previous Issuance was, in all material respects, prepared in accordance with requirements specified in the *Guidelines on the Application of Regulatory Rules – Issuance No. 7*. and whether it has truthfully reflected, in all material respects, the use of the proceeds from the previous issuance by CITIC Bank as at 31 December 2023. The procedures we performed are based on our judgment, including assessment of risk of material misstatement in the Report on the Use of Proceeds from the Previous Issuance due to

fraud or error. When carrying out the assurance engagement, we performed inquiries, inspection of the amount and disclosure evidence that supported the Report on the Use of Proceeds from the Previous Issuance on the basis of spot check, other procedures that we deemed necessary.

We believe that the evidence we have obtained is sufficient and appropriate and provided a basis for our assurance conclusion.

III. ASSURANCE CONCLUSION

We believe that the aforesaid Report on the Use of Proceeds from the Previous Issuance was, in all material respects, prepared in accordance with requirements specified in the *Guidelines on the Application of Regulatory Rules – Issuance No. 7* and it has truthfully reflected, in all material respects, the use of the proceeds from the previous issuance by CITIC Bank as at 31 December 2023.

IV. PURPOSE OF USE

This report is used only by CITIC Bank to apply to Shanghai Stock Exchange and China Securities Regulatory Commission to issue shares to its original shareholders and may not be used for other purposes without our written consent.

KPMG Huazhen LLP

Chinese Certified Public Accountants

Shi Jian

Ye Hongming

Beijing, China

21 March 2024

**REPORT OF THE USE OF PROCEEDS FROM THE PREVIOUS
ISSUANCE OF CHINA CITIC BANK CORPORATION LIMITED**

In accordance with the *Guidelines on the Application of Regulatory Rules – Issuance No. 7* issued by China Securities Regulatory Commission (“CSRC”), China CITIC Bank Corporation Limited (hereinafter referred to as the “Bank”) has prepared the report on the use of proceeds from the previous issuance as at 31 December 2023 (hereinafter referred to as the “Report on the Use of Proceeds from the Previous Issuance”) as follows:

I. PROCEEDS FROM THE PREVIOUS ISSUANCE

In accordance with the *Reply of China Banking Regulatory Commission on Approving the Relevant Matters Relating to CITIC Bank’s Public Issuance of A-Share Convertible Corporate Bonds* (CBRC Reply [2017] No. 193) of the former China Banking Regulatory Commission (“CBRC”) and CSRC’s *Reply of the CSRC on Approving CITIC Bank’s Public Issuance of Convertible Corporate Bonds* (CSRC Permit [2018] No. 2168), the Bank issued RMB40,000,000,000 A-share convertible corporate bonds (hereinafter referred to as the “Convertible Bonds”) on 4 March 2019. The gross proceeds from the issuance were RMB40,000,000,000, and the net proceeds, after deduction of relevant expenses relating to the issuance, were RMB39,915,640,175.75 (hereinafter referred to as the “Proceeds from the Previous Issuance”). The balance after deduction of underwriting and sponsor fees, RMB39,928,000,000, was deposited into the special account for the proceeds by the joint sponsor CITIC Securities Co., Ltd. on 11 March 2019, and the foregoing funds were verified by PricewaterhouseCoopers Zhong Tian LLP with the capital verification report numbered PWC Zhongtian Yan Zi [2019] No. 0146 (*Assurance Report on the Receipt of Proceeds from the Public Offering of A-share Convertible Bonds by China CITIC Bank Corporation Limited*).

As at 31 December 2023, the foregoing proceeds had been used up, and the special account for the proceeds had been closed.

II. USE OF PROCEEDS FROM PREVIOUS ISSUANCE

All the net proceeds after deduction of relevant expenses relating to the issuance were used to support the Bank’s business development. After conversion of convertible bonds to shares, they were used for the replenishment of core tier-one capital of the Bank in accordance with relevant regulatory requirements, which is consistent with the use of proceeds committed during the public offering of A-share convertible bonds in March 2019. The use of the proceeds from the previous issuance as at 31 December 2023 is shown in the “Comparison table on the use of proceeds from previous issuance” below.

APPENDIX II

REPORT OF THE USE OF PROCEEDS FROM THE PREVIOUS ISSUANCE OF CHINA CITIC BANK CORPORATION LIMITED

Table: Comparison table on the use of proceeds from previous issuance

Unit: RMB

Gross proceeds:			39,915,640,175.75			Gross proceeds used accumulatively:			39,915,640,175.75		
Proceeds used for other purposes: -						Proceeds used by year:					
-Proportion of proceeds used for other purposes: -						2019:			39,915,640,175.75		
						2020:			-		
						2021:			-		
						2022:			-		
						2023:			-		
Investment project			Total investment amount			Accumulative investment amount as at 31 December 2023			Date when the project meets predetermined serviceable conditions (or project progress as at the cut off date)		
No.	Committed investment project	Project actually invested	Committed investment amount before issuance	Committed investment amount after issuance	Actual investment amount	Committed investment amount before issuance	Committed investment amount after issuance	Actual investment amount	Difference between actual investment amount and committed investment amount after issuance		
1	To support business development, and after conversion of convertible bonds to shares, replenish core tier-one capital of the Bank in accordance with relevant regulatory requirements	To support business development, and after conversion of convertible bonds to shares, replenish core tier-one capital of the Bank in accordance with relevant regulatory requirements	39,915,640,175.75	39,915,640,175.75	39,915,640,175.75	39,915,640,175.75	39,915,640,175.75	39,915,640,175.75	-	-	

Note: The gross proceeds in the table refer to the amount of proceeds from the issuance of convertible bonds after deduction of relevant expenses relating to the issuance.

The Bank has checked the actual use of the foregoing proceeds against relevant contents in the Bank's annual reports, interim reports and other information disclosure documents released between 2019 and 31 December 2023, and has found that the actual use is consistent with relevant contents disclosed.

Due to the unique characteristics of banking business, the benefits of proceeds of a single issuance cannot be measured separately. All the proceeds raised by the Bank were used for business development after they were received.

In 2023, according to the requirements of regulators such as National Financial Regulatory Administration (“NFRA”), China Securities Regulatory Commission (“CSRC”), Shanghai Stock Exchange (“SSE”) and the Stock Exchange of Hong Kong Limited (“SEHK”), the Bank implemented the regulatory policies on related party transactions in all respects, continuously improved management systems and mechanisms, and put forth effort to strengthen penetration and identification, review and approval, limit management, risk monitoring, reporting standardization, and performance evaluation. Meanwhile, the Bank accelerated the building of the related party transaction management system, strictly fulfilled its obligations of reviewing, disclosing, filing related party transactions, and took solid steps to prevent the risk of tunneling of interests with related parties.

Pursuant to the relevant provisions of the *Administrative Measures for Related Party Transactions of Banking and Insurance Institutions (“New Regulation”)*, the *Rules for the Compilation of Information Disclosure by Companies Offering Securities to the Public No. 26 – Special Provisions on Information Disclosure of Commercial Banks* promulgated by CSRC, and the Bank’s *Articles of Association and Management Measures of Related Party Transactions*, the details of the Bank’s related party transaction management in 2023 are reported as follows:

I. RELATED PARTY TRANSACTION MANAGEMENT

i. **Performing obligations faithfully and diligently, giving play to the effectiveness of corporate governance, and preventing the risk of tunneling of interests with related parties.**

In 2023, the Board of Directors and the Board of Supervisors of the Bank attached great importance to compliance management of related party transactions and performed obligations in relation to related party transactions in an industrious and responsible manner.

First, assuming responsibility according to regulatory requirements. The Board of Directors assumed the ultimate responsibility for the management of related party transactions. The Audit and Related Party Transactions Control Committee of the Board of Directors was responsible for the management, audit and risk control of related party transactions. The Board of Supervisors effectively oversaw the Board of Directors’ and the Management’s decision-making and execution of decisions relating to related party transactions.

Second, strictly reviewing related party transactions. The Audit and Related Party Transactions Control Committee of the Board of Directors conducted related party transactions prudently in line with the principles of general commercial terms, honesty and credibility, fairness and impartiality, penetration and identification, clear structure, and controllable risk and with a focus on the compliance, fairness and necessity of transactions. While the Board of Directors was voting on proposals on related party transactions, related directors recused themselves from the voting and independent directors fully expressed independent opinions with a focus on the fairness of pricing and other transaction conditions, the compliance of internal approval and other management procedures, and the necessity of business or customer value contribution and other transactions, playing a positive role in assisting the Board of Directors in scientifically and effectively making decisions. The Board of Supervisors attended

the meetings of the Board of Directors as non-voting attendees, at which it reviewed the proposals on related party transactions, strengthened risk alerts, listened to the special report on the management of related party transactions, and paid close attention to the audit results of related party transactions.

Third, paying continuous attention to and supervising day-to-day management. Directors and supervisors paid continuous attention to the management of related party transactions. They periodically reviewed the documents reported by the Management on a regular basis to acquire the latest related parties identified, material and general related party transactions, risk monitoring, audit assessment, etc. The Board of Directors submitted the annual special report on related party transactions to the General Meeting of Shareholders and synchronously reported to regulators.

Fourth, carrying out work throughout the year conscientiously. During the reporting period, the Audit and Related Party Transactions Control Committee of the Board of Directors (all of its members are independent directors) and the Board of Directors respectively held eight meetings involving related party transactions and pre-reviewed or reviewed and approved 12 proposals on related party transactions, which involved 16 credit material related party transactions with a total amount of RMB3,160,858 million, and 2 non-credit material related party transactions with a total amount of RMB151.5 billion (see the table below). The Board of Directors and the Board of Supervisors reviewed four reports on identification of related parties and four quarterly reports on related party transactions that were submitted for filing, as well as two risk monitoring reports and one annual audit report.

Table 1: Review of Related Party Transactions by the Board of Directors

Date of meeting	Session of meeting	Agenda
January 11, 2023	24th meeting of the sixth session of the Board	Reviewing the <i>Proposal to Revise the Administrative Measures of China CITIC Bank Corporation Limited for Related Party Transactions</i> .
February 17, 2023	25th meeting of the sixth session of the Board	Reviewing the <i>Proposal to Give Credit Limits to Related Enterprises</i> and granting a credit limit of RMB19,198,483,800 to related enterprises of CITIC Group.

Date of meeting	Session of meeting	Agenda
March 23, 2023	28th meeting of the sixth session of the Board	<p>1. Reviewing the <i>Special Report on Related Party Transactions of China CITIC Bank Corporation Limited for the Year 2022</i>.</p> <p>2. Reviewing the <i>Proposal to Conduct Credit Extension Transactions with Related Parties</i> and approving a total amount of no more than RMB278.8 billion of credit extension related party transactions between the Bank and China Guangfa Bank Co., Ltd. in 2023.</p>
April 28, 2023	31th meeting of the sixth session of the Board	<p>1. Reviewing the <i>Proposal to Conduct Credit Extension Transactions with Related Parties</i> and approving a total amount of no more than RMB1.3185 trillion of credit extension related party transactions between the Bank and China Securities Co., Ltd. in 2023.</p> <p>2. Reviewing the <i>Proposal Regarding the Increase of and Additional Application for the Caps on Continuing Related Party Transactions</i> and approving a RMB320 billion cap on related party transactions in credit business for 2023 and a RMB1 billion cap on related party transactions in deposit business for 2023 between the Bank and CITIC Group and its associates.</p>
June 21, 2023	32th meeting of the sixth session of the Board	<p>Reviewing the <i>Proposal to Conduct Credit Extension Transactions with Related Parties</i> and approving a total amount of no more than RMB1.3545 trillion of credit extension related party transactions between the Bank and CITIC Securities Co., Ltd. in 2023.</p>

Date of meeting	Session of meeting	Agenda
August 24, 2023	33th meeting of the sixth session of the Board	Reviewing the <i>Proposal to Change Some Matters with Respect to Credit Extension Related Party Transactions with Related Parties</i> and approving the Bank's change of some matters with respect to the credit material related party transactions with Shanghai Yalong Gucheng Real Estate Development Co., Ltd. After the change, the amount of the credit extension related party transactions is RMB19.86 billion.
November 08, 2023	35th meeting of the sixth session of the Board	Reviewing the <i>Proposal to Apply for the Cap on Continuing Related Party Transactions</i> and approving the Bank's 2024-2026 application plan for caps on related party transactions.
December 28, 2023	37th meeting of the sixth session of the Board	<p>1. Reviewing the <i>Proposal to Conduct Credit Extension Transactions with Related Parties</i> and approving a total amount of no more than RMB100 billion of credit extension related party transactions between the Bank and China CITIC Financial Asset Management Co., Ltd. in 2024 and a total amount of no more than RMB70 billion of credit extension related party transactions between the Bank and China Guangfa Bank Co., Ltd. in 2024.</p> <p>2. Reviewing the <i>Proposal to Conduct Bill Rediscount Business with Related Parties</i> and approving a total amount of no more than RMB60 trillion of related party transactions in bill rediscount business between the Bank and CITIC Securities Co., Ltd. in 2024.</p> <p>3. Reviewing the <i>Proposal to Conduct Deposit Business with Related Parties</i> and approving a no more than RMB91.5 billion related party transaction cap in agreement deposit business between the Bank and China UnionPay Co., Ltd.</p>

- ii. **Continuing to deepen policy research, re-examining the standardization and effectiveness of management of related party transactions, and implementing new regulatory requirements on related-party transactions in all respects.**

In 2023, centering around changes in regulatory policies, the Bank comprehensively re-examined the standardization and effectiveness of the management of related party transactions at the Bank, effectively improved the management systems and mechanisms of related party transactions, kept enhancing standardized and refined management, and saw that new regulatory rules and requirements were implemented in an orderly manner.

First, keeping in step with regulatory policies. Centering around the new policies such as the *Administrative Measures for Related Party Transactions of Banking and Insurance Institutions* issued by the former China Banking and Insurance Regulatory Commission, SSE's *Rules Governing the Listing of Stocks on Shanghai Stock Exchange* and *Guidelines of Shanghai Stock Exchange on Self-discipline Regulation of Listed Companies No. 5 – Transactions and Related Party Transactions*, CSRC's *Administrative Measures of Independent Directors of Listed Companies*, etc., the Bank conducted impact analysis in depth and actively communicated with regulators to deepen the understanding of the policies so as to ensure effective implementation.

Second, refining management policies. The Bank comprehensively re-checked and further improved its related party transaction policies system against the New Regulation. It successively released the *Management Measures of Related Party Transactions of China CITIC Bank Corporation Limited*, the *Implementation Rules of CITIC Bank for Management of Related Parties*, the *Implementation Rules of CITIC Bank for Management of Related Party Transaction Data* and the *Manual for Identification of Related Legal Persons of CITIC Bank*, and conducted relevant training and publicity across the Bank.

Third, adjusting the management scope. According to the requirements of the New Regulation, the Bank timely incorporated the Bank's subsidiaries and legal persons and natural persons with related party relationship such as commercial banks and supervisors into the management of related parties in compliance with the corresponding regulatory criteria, included deposit business into the management of related party transactions, specified transaction types for which a unified transaction agreement can be signed and the management standards for each transaction type, and put in place the new standards on management of related parties and related party transactions.

Fourth, unifying management requirements. The Bank timely issued the *Notice on Implementing the Matters Regarding the New Regulation on Related Party Transactions* to the Head Office and branches and subsidiaries centering around the model and requirements for the Bank's related party transaction management after the formal implementation of the New Regulation, so as to strengthen the management requirements of related party transactions for the Bank and subsidiaries and build a compliance consensus.

- iii. **Continuously strengthening penetrating and material identification of related parties, actively screening related party relationships, and re-examining the list of related parties, to consolidate the foundation for identification and management of related party transactions.**

In 2023, the Bank continued to manage related parties by category and dynamically update their information according to relevant regulatory policies at home and abroad. Based on the New Regulation, the Bank re-collated the identification standard and scope for related parties and intensified big data screening and customer due diligence to strengthen the effectiveness of the list of related parties.

First, strengthening classified and dynamic management. The Bank developed a list of related parties based on the regulatory rules of NFRA, CSRC, SSE, SEHK, and the Ministry of Finance (“MOF”), etc. and dynamically updated the list by collecting information from substantial shareholders every quarter, identifying changes in related party relationships in routine business, and acquiring declaring information on related natural persons.

Second, strengthening penetrating and material identification. Centering around the issuance of the New Regulation, the Bank collated and defined the identification standard of scope of related legal persons and natural persons in line with the principles of substance over form and penetration. Regarding circumstances in which related parties must be identified according to regulatory provisions, the Bank included all of them into its management of related parties, and regarding those in which banks are allowed by regulators to perform identification independently, the Bank performed material identification.

Third, strengthening list recheck and application. The Bank strengthened application of big data, actively screened for suspected related parties, conducted customer due diligence in depth, further defined the nature of related parties, and enhanced the completeness of the list of related parties. The Bank pushed business systems across the Bank to be embedded with tags of related parties, laying a foundation for improving the automation rate of identification of related party transactions and data acquisition. As at the end of the reporting period, the Bank had a total of 6,256 related legal persons and a total of 9,401 related natural persons.

- iv. **Strictly implementing the review, disclosure and filing procedures of related party transactions, disclosing information of various types via multiple channels, and ensuring shareholders’, customers’, regulators’ and the public’s right to know.**

In 2023, on the basis of earnestly following regulators’ provisions on the review, disclosure and reporting of related party transactions, the Bank further strengthened information disclosure of related party transactions based on new regulatory requirements and protected the Bank’s and stakeholders’ right to know and overall interests.

First, following the regulations stipulated by NFRA. Regarding material transactions with related parties, the Bank submitted them one by one to the Audit and Related Party Transactions Control Committee of the Board of Directors for preliminary review and to the

Board of Directors for review and disclosed them via its official website and reported to regulators for filing in a timely manner. Regarding general transactions with related parties, every quarter the Bank disclosed them on its website as a whole and reported to the Audit and Related Party Transactions Control Committee of the Board of Directors and regulators for filing. Regarding the overall situation of related party transactions, the Bank disclosed it in the annual report.

Second, following the regulations stipulated by CSRC, SSE and SEHK. Regarding businesses that already applied for a cap on related party transactions for the year, the Bank strictly controlled the businesses within the cap and disclosed the actual implementation in the interim and annual reports. Regarding businesses that did not apply for a cap on related party transactions for the year, the Bank carried out adequate management and monitoring. Once review or disclosure requirements are met, the Bank performed review or disclosure procedures according to regulatory provisions in a timely manner.

Third, following the regulations stipulated by the Ministry of Finance. The Bank accurately disclosed relevant information of the Bank's related parties and related party transactions in the notes to the financial statements.

Fourth, completing filing and disclosure according to specifications. During the reporting period, the Bank completed quarterly reporting of data of related party transactions according to the specification for filling in the regulatory system for related party transactions. The Bank released 34 provisional announcements on related party transactions in domestic and overseas stock exchanges, and 41 announcements on material related party transactions and uniform trading agreements and three announcements on general related party transactions on its website, and disclosed the overall situation of related party transactions, continuing related party transactions, etc. in two periodical reports. Those disclosure efforts ensured adequate disclosure and transparency of related party transactions and safeguarded shareholders' and stakeholders' right to know.

v. **Further improving the internal management and risk control mechanism for related party transactions and preventing the risk of violation concerning related party transactions.**

In 2023, centering around regulatory guidelines and policy orientation, the Bank improved the management mechanism for related party transactions and strengthened risk screening, monitoring, control and prevention, making positive efforts to ensure compliant and effective related party transactions across the Bank.

First, strengthening limit management. The Bank implemented strict management and control of the credit limits for related group customers through centralized management and transaction-by-transaction application. The Bank continued to implement management of the annual cap on non-credit extension related party transactions. Based on the requirements of the New Regulation and business development realities, the Bank adjusted the caps on credit extension and deposit continuing related party transactions for 2023 in a timely manner, and

successfully completed the application for caps on nine types of continuing related party transactions for the years from 2024 to 2026, ensuring compliant and effective business implementation.

Second, refining pricing management. Based on the related party transactions carried out in compliance with general commercial terms and under conditions not superior to those for an independent third party, the Bank further improved the related party transaction pricing management mechanism, refined the division of responsibilities, strengthened the pricing demonstration and review file management, and made price information a core element in routine review and filing and a focus of attention in periodical inspection and audit, so as to prevent improper interest tunneling.

Third, strengthening risk monitoring. The Bank continuously strengthened the risk monitoring of credit granting to related parties, closely tracked changes in asset quality, and gave risk warnings in a timely manner. It also comprehensively assessed the impact of related party transactions on risk exposures and capital occupancy, forming an effective risk monitoring mechanism. The Bank periodically reported related party transaction risk monitoring statuses and management and control measures to the Board of Directors and the Board of Supervisors to support them to effectively give play to their roles in decision-making and supervision, respectively.

- vi. **Deepening the compliance supervision over related party transactions, speeding up technological empowerment, striving to enhance the awareness of management of related party transactions, see management responsibilities fulfilled, and enrich management means.**

In 2023, the Bank continuously strengthened publicity and supervision of related party transactions and the system building for related party transactions and worked to enhance the awareness of compliance, the awareness of responsibility and the intelligent level with respect to management of related party transactions.

First, deepening the awareness of compliance. Centering around the implementation of the New Regulation, the Bank conducted hierarchical, classified training on related party transactions at the Head Office, branches and subsidiaries. Meanwhile, based on the characteristics of operation management institutions, the Bank provided compliance management recommendations and strengthened supervision alerting. The Bank regularly conducted self-inspections and annual audit of related party transactions, and with a focus on the working requirements for the implementation of the New Regulation, equity and related party transaction management, corporate governance assessment, data governance, etc., the Bank carried out related party transaction risk screening and problem remediation in depth, enhanced the awareness of risk prevention, and strengthened risk management and control capability.

Second, strengthening performance assessment. The Bank assessed each institution's management quality and efficiency of related party transactions based on various factors including daily management, data reporting, risk screening, remediation of audit findings, etc., and included the results into the internal control & compliance, data quality and annual performance evaluation systems of each institution, in an effort to see that management responsibilities are fulfilled and supervision is put in place, thus helping improve management.

Third, speeding up technological empowerment. The Bank completed upgrading of major functions of the related party transaction management system and launched the "measurement and review of material related party transactions" function, providing a technical solution to prevent material related party transactions from being left out in identification and review & approval. The Bank strengthened automation of management of related parties. It added the system decision function of related legal persons and realized automated collection of information of internal related natural persons by connecting to the human resource system, which helped reduce operational risk and improved working efficiency.

II. STATISTICS OF RELATED PARTIES AND RELATED PARTY TRANSACTIONS

In 2023, the Bank identified related parties and made statistics of their information by category according to different regulatory provisions including those stipulated by NFRA, SSE, SEHK and the Accounting Standards. The transactions with related parties in day-to-day business complied with the general commercial terms, and the transaction conditions were fair and reasonable and were in line with the overall interests of the Bank and shareholders.

During the reporting period, all transactions that applied for a cap were conducted within the caps approved by the Board of Directors and the General Meeting of Shareholders, and all the transactions that did not apply for a cap did not meet the disclosure or review standard required by regulators and relevant reporting procedures were performed according to regulations. The specific statistics and analysis are as follows:

i. Identification of related parties

As at the end of the reporting period, the Bank had a total of 6,256 related legal persons and a total of 9,401 related natural persons, specifically:

Table 2: List of Related Parties of the Bank

Unit: Legal person/natural person

Type of related party	Number of related parties
Related legal persons or other organizations:	6,256
Including: data under NFRA criteria	6,158
data under SSE criteria	2,943
data under SEHK criteria	2,554
data under the Accounting Standards	5,429
Related natural persons:	9,401
Including: natural person themselves	1,671
natural persons' relatives	7,730

Related legal persons: As at the end of the reporting period, the Bank identified a total of 6,256 related legal persons or other organizations, an increase of 204 over the end of 2022. It was mainly attributed to changes in the investment by the Bank's substantial shareholders, changes in the investment or positions of related natural persons, and the identification of related parties during business operations.

Related natural persons: As at the end of the reporting period, the Bank identified a total of 9,401 related natural persons, a decrease of 9,571 from the end of 2022, which was mainly attributed to the adjustment¹ to the identification scope of related natural persons in the New Regulation.

ii. Credit extension related party transactions

As at the end of the reporting period, the Bank's credit granting to CITIC Group where the controlling shareholder of the Bank is in, Xihu Group and China Tobacco where the substantial shareholders are in, the related parties in which related natural persons invest or hold a post, and related natural persons is as follows:

¹ The New Regulation adjusted "personnel who have the authority to decide or participate in the credit granting and asset transfer of commercial banks" to "personnel who have the authority to review and approve or decide core businesses such as large-sum credit granting and asset transfer", changed "senior management members of branches" to "senior management members of important branches", defined the scope of "immediate family members" as "spouses, parents, children and siblings" and other relatives as related parties that can be identified in line with the principle of substance over form.

Table 3: List of Credit Extension Related Party Transactions with Related Enterprises

Unit: RMB100 million

Related party	Under the regulatory criteria of NFRA		NFRA's regulatory upper limit (calculated based on the net capital at the end of the third quarter of 2023)	Under the regulatory criteria of SSE		Upper limit approved by the Board of Directors/ General Meeting of Shareholders	Within the regulatory or approved upper limit or not
	Credit limit	Credit balance		Credit limit	Credit balance		
CITIC Group	3,028.50	824.81	1,143.47	2,127.66	1,211.63	3,200	Yes
Xinhu Group	390.39	206.53	1,143.47	135.28	62.49	200	Yes
China Tobacco Group	78	2.04	1,143.47	0	0	200	Yes
Related enterprises in which related natural persons invest or hold posts	275.39	20.96	-	20	5	-	-
Related enterprises significantly influenced by de facto controllers	2,466.42	384.46	-	-	-	-	-
Related natural persons	-	13.91	-	-	3.06	-	-
All related parties	-	1,452.71	3,811.58	2,282.94	1,282.18	-	Yes

Notes:

- The criterion of the "credit balance" was adopted for the regulatory upper limit of NFRA. The upper limit of the balance of the group of the single related party was 15% of the net capital of the Bank (RMB114,347 million), and the upper limit of the balance of all related parties was 50% of the net capital of the Bank (RMB381,158 million). The criterion of the "credit limit" was adopted for the regulatory upper limit of SSE. The limit of the credit business, for which the upper limit of routine related party transactions has been applied, may not exceed the annual cap approved by the Board of Directors and the General Meeting of Shareholders (the annual caps for the three shareholders were RMB320 billion, RMB20 billion, and RMB20 billion respectively). The regulatory upper limits of NFRA and SSE were applicable to the scopes of related parties under their respective regulatory criteria. The related parties of Xinhu Zhongbao and China Tobacco under the criteria of SSE were mainly their respective affiliated enterprises in which the directors dispatched by them at the Bank held posts.
- According to the regulatory requirements of NFRA, the margin deposits, pledged certificates of deposit, government bonds and interbank business with related parties provided by related parties were already deducted when the Bank calculated the credit limits for related parties and balance of such credit limits.

3. According to the regulatory regulations of NFRA, net capital refers to the net capital at the end of the previous quarter. As at the end of the third quarter of 2023, the Bank's net capital was RMB762,317 million.
4. Related enterprises significantly influenced by de facto controllers refer to the associated enterprises significantly influenced by CITIC Group, the de facto controller of the Bank.
5. The data of all related parties under the regulatory criteria of NFRA includes the transaction data of related group customers, related enterprises in which related natural persons invest or hold posts, related enterprises significantly influenced by shareholders, and related natural persons.

Under the regulatory criteria of SSE, the balance of credits granted by the Bank and its subsidiaries to all related parties was RMB128,218 million. Specifically, the balance of credits granted to CITIC Group and its associates was RMB121,163 million; the balance of credits granted to Xinhua Zhongbao and its associates was RMB6,249 million; the balance of credits granted to China Tobacco and its associates was zero; the balance of credits granted to related parties in which related natural persons invest or hold a post was RMB500 million; the balance of credits granted to related natural persons was RMB306 million. Neither the credit balances above nor corresponding credit limits exceed the annual caps approved by the Board of Directors and the General Meeting of Shareholders.

Under the regulatory criteria of NFRA, the balance of credits granted by the Bank and its subsidiaries to all related parties was RMB145,271 million. Specifically, the balance of credits granted to group customers of CITIC Group was RMB82,481 million; the balance of credits granted to group customers of Xinhua Zhongbao was RMB20,653 million; the balance of credits granted to group customers of China Tobacco was RMB204 million; the balance of credits granted to related parties in which related natural persons invest or hold a post was RMB2,096 million; and the balance of credits granted to related natural persons was RMB1,391 million. The maximum balances of credit granted by the Bank to a single related party and to the group customer of a single related party were RMB15,653 million and RMB82,481 million respectively, and the balance of credits granted to all related parties was RMB145,271 million, accounting for 2.05%, 10.82% and 19.06% of the net capital of the Bank respectively, all under the regulatory proportions ($\leq 10\%$, $\leq 15\%$ and $\leq 50\%$).

Under all regulatory criteria, the credits granted by the Bank to its related parties had a good quality as a whole, with six special-mention credits (RMB1,029 million), one substandard credit (RMB118 million), three doubtful credits (RMB218 million) and three loss credits (RMB1,259 million). All the other credits were performing. The NPL ratio of related party transactions is lower than the NPL ratio of the Bank, and they would not have a material impact on the Bank's normal operation in terms of transaction volume, structure and quality.

iii. Non-credit extension related party transactions

During the reporting period, the Bank engaged in related party transactions orderly, based on the upper limits that the Bank had applied to SSE and SEHK for eight types of continuing related party transactions conducted with CITIC Group and its related parties, including third-

party escrow, asset custody, financial consulting and asset management, asset transfer, comprehensive services, capital transactions, wealth management and investment services, and deposit business. As viewed from the use of upper limits, no non-credit extension related party transaction between the Bank and CITIC Group and its associates exceeded the annual caps, complying with regulatory requirements (See the table below for details).

Table 4: Non-credit Extension Related Party Transactions between the Bank and CITIC Group and Its Associates

Unit: RMB100 million

Framework agreement		Calculation basis	Annual cap for 2023	Amount in 2023	Whether it is within the approved upper limit
Third-party escrow services		Service fees	3	0.29	Yes
Asset custody services		Service fees	28	19.13	Yes
Financial consulting and asset management services		Service fees	50	4.54	Yes
Asset transfer		Transaction amount	1,900	608.98	Yes
Wealth management and investment services	Non-principal-guaranteed wealth management and agency services	Service fees	85	39.88	Yes
	Wealth management and investment with own funds	Time point balance of investment funds	2,400	948.72	Yes
		Bank investment return and service fees	45	15.00	Yes
Capital transactions		Gains and losses of transactions	24	3.00	Yes
		Fair value recorded as liabilities	500	4.50	Yes
		Fair value recorded as assets	22	5.56	Yes
Comprehensive services		Service fees	70	45.57	Yes
Deposit business		Interest payments	10	8.87	Yes

Besides, the third-party escrow, asset custody, financial consulting and asset management services, asset transfer, wealth management and investment services, capital transactions, comprehensive services, deposit business and other non-credit extension related party transactions between the Bank and Xinhua Zhongbao and its associates, China Tobacco and

its associates, related parties in which related natural persons invest or hold a post (see the table below) did not meet the disclosure and review standards required by regulators, and the filing procedures were performed in accordance with the regulations.

Table 5: Non-credit Extension Related Party Transactions between the Bank and Xinhua Zhongbao and Its Associates, China Tobacco and its Associates, and Related Parties in which Related Natural Persons Invest or Hold a Post

Unit: RMB100 million

Type of related party transaction		Calculation basis	Type of related party		
			Xinhua Zhongbao	China Tobacco	Related enterprises in which related natural persons invest or hold a post
Third-party escrow services		Service fees	-	0.000006	0.001
Asset custody services		Service fees	0.05	0.0003	-
Financial consulting and asset management services		Service fees	0.03	0.0001	0.0001
Asset transfer		Transaction amount	7.26	0.20	26.65
Wealth management and investment services	Non-principal-guaranteed wealth management and agency services	Service fees	-	0.01	0.49
	Wealth management and investment with own funds	Time point balance of investment funds	18.15	0.002	12.92
		Bank investment return and service fees	-	-	0.03
Capital transactions		Gains and losses of transactions	0.74	0.39	0.86
Comprehensive services		Service fees	0.07	0.08	12.98
Deposit business		Interest payments	0.58	12.38	7.69

It is hereby reported.

The year 2023 was the first year to implement the guiding principles of the 20th CPC National Congress in all respects and also the last year of the 2021-2023 development plan of the Bank. In the year, the Board of Directors of the Bank earnestly implemented the decisions and plans of the central government and regulators' requirements, scientifically judged complex internal and external situations, grounded its work in the new development stage, applied the new development philosophy, actively identified and responded to changes, and sought innovation to promote the high-quality development of the Bank. In 2023, the Bank realized coordinated development of benefits, quality and scale. Throughout the year, the Bank realized net profit attributable to shareholders of the Bank of RMB67,016 million, up 7.91% year on year. Both the balance of NPLs and the NPL ratio decreased for the third year straight, with the NPL ratio dropping by 0.09 percentage points from the beginning of the year to 1.18%. Business scale grew steadily, with total assets exceeding RMB9 trillion and both deposits and loans exceeding RMB5 trillion respectively. Overall, the Bank's business development maintained upward momentum and all work achieved positive results. The main work of the Board of Directors is reported as follows:

I. KEEPING IN MIND THE TOP PRIORITIES OF THE COUNTRY AND ACTIVELY SERVING THE DEVELOPMENT OF THE COUNTRY

The Board of Directors attached great importance to the Bank's services for national development strategies. It urged the Management to take it as its goal to support China's building of a financial power and earnestly implement the guiding principles of the Central Financial Working Conference and the plans of the central government for economic and financial work. **First, actively serving the real economy and fulfilling the Bank's missions and responsibilities as a state-owned enterprise.** Seeing serving the real economy as the fundamental purpose of the Bank, the Board of Directors guided the Management in timely issuing pragmatic measures, continuing to drive credit resources to flow into key areas and weak links of the national economy and further improving the quality and efficiency of services for the real economy. In 2023, the Bank's balances of loans to key areas such as green industries, strategic emerging industries, the manufacturing industry (medium- and long-term loans), inclusive finance and agriculture all realized double-digit growth and their growth rates were higher than the average growth rate of all types of loans across the Bank. **Second, firmly implementing national development strategies and pushing for the development of the "five key areas of finance".** Centering around the requirements of the Central Financial Working Conference and the Central Economic Working Conference, the Board of Directors urged the Management to study and put in place implementation measures based on the realities of the Bank and give play to the role of the Bank as a financial enterprise and leverage the advantages of CITIC in the "five key areas of finance", namely, technology finance, green finance, inclusive finance, pension finance and digital finance. The Bank put forth effort to serve the strategy of building a scientific and technological powerhouse and actively engaged in new areas such as services for SMEs that use specialized and sophisticated technologies to produce novel and unique products. As at the end of 2023, the Bank's balance of technological innovation finance loans increased significantly by more than 20% over the beginning of the year. The Bank actively served the strategy of achieving carbon peaking and carbon neutrality. The number of the "CITIC Carbon Account" users exceeded 8 million, with more than 10,000t of carbon emissions reduced. The Bank adhered to the philosophy of "value inclusive" and built new models of inclusive finance. With those efforts, a number of core indicators of the Bank maintained among the top in the industry. The Bank actively responded to the population aging strategy and refined the "Happiness+" pension finance service system. 927,100 private pension

accounts were opened, a significant increase of 206.48% year on year. The Bank continued to increase scientific and technological resource input and advanced “Digital CITIC” in depth. The Bank was the first to comprehensively make its core business systems self-supporting with relevant risks controlled, which effectively ensured the safety of the supply chain of key information infrastructure of the Bank. **Third, practicing the philosophy of financial services for the people and continuing to strengthen consumer protection.** The Board of Directors kept strengthening consumer protection work at the Bank, periodically listened to reports on consumer protection related work, went to relevant branch institutions to conduct surveys, and instructed outlets to take solid steps to improve the quality and efficiency of consumer protection work. The Board of Directors urged the Management to earnestly implement regulatory requirements, improve the policy management and responsibility system for consumer protection across the Bank and step up efforts to build consumer protection policies and mechanisms, thus further consolidating the foundation for management of consumer protection work. The Board of Directors pushed for improvement in the regulatory ratings and evaluation of the Bank’s consumer protection. The Bank’s social reputation of “consumer protection with a human touch” continued to improve.

II. STRENGTHENING THE GUIDING ROLE OF STRATEGIES AND CONTINUING TO STRENGTHEN HIGH-QUALITY DEVELOPMENT CAPABILITY

Upholding long-term, sound and fast development, the Board of Directors scientifically made the 2024-2026 development plan, further defining the high-quality development direction and path of the Bank. At the same time, the Board of Directors urged the Management to focus on the main task of high-quality development and work faster to build the Bank’s differentiated competitive strengths with advancing in depth the “342 action plan for developing core business capabilities” as the lead and strengthening comprehensive financial service capability as the core. **First, pushing for building of stronger core capabilities.** The Board of Directors strengthened strategy management, intensified assessment and supervision, and continued to push for the building of the Bank’s three core capabilities in wealth management, asset management and comprehensive financing, to further improve the endogenous growth drive of the Bank. As at the end of 2023, the Bank’s balance of retail management assets recorded RMB4.24 trillion, up 8.32% year on year. The Bank served more than 10 million wealth management customers and the scale of wealth management products reached RMB1.73 trillion, up 9.60% year on year; the scale of comprehensive financing exceeded RMB13 trillion, up 6.87% year on year. **Second, pushing for the optimization of the business structure.** The Board of Directors guided the Management in advancing the “Retail No.1 Strategy”, establishing a sound organizational system for “new retail” and continuing to increase the resource input for the retail strategy. Following the main theme of restructuring the competitiveness in corporate finance, the Bank actively promoted business transformation, refined the multi-tiered and categorized customer management system, and consolidated its leading advantage in treasury projects. The Bank strengthened research and judgment of financial markets, optimized the business structure, strengthened transaction circulation, and deepened and enhanced integrated management of interbank customers. In 2023, the proportions of the net operating income of the retail banking, corporate banking and financial market business of the Bank posted 43.71%, 44.81% and 11.33% respectively. The business structure became more coordinated and stable and more business development vitality was unlocked. **Third, pushing for building of a more sustainable growth model.** The Board of Directors timely listened to the *Capital Adequacy Assessment Report*, the

Implementation Plan of Capital Management Measures, the 2022-2026 Capital Planning, etc., studied in depth capital regulation and reform dynamics, and systematically put forward suggestions on accelerating capital-light transformation, strengthening refined management of capital, and reducing high-risk-weighted assets, etc. The Board of Directors actively promoted implementation of external capital replenishment tools and supervised the Management in completing the issuance of RMB30 billion ordinary financial bonds and RMB30 billion secondary capital bonds, which made sure that the Bank's capital maintained reasonably adequate. **Fourth, pushing for development of a better ESG system.** The Board of Directors included ESG management into the development planning of the Bank, advanced ESG work across the Bank in a well-coordinated manner, and urged the Management to actively improve ESG management systems and mechanisms, optimize the management structure, and work to form a top-down, innovation-driven, interconnected, collaborative ESG management system. In 2023, the Bank won "Excellent ESG Practice Award of Listed Companies" and other relevant honors.

III. STRENGTHENING INTERNAL CONTROL OF RISKS TO CONSOLIDATE THE FOUNDATION FOR STEADY DEVELOPMENT

The Board of Directors ensured both development and security, paid great attention to risk prevention and resolution, and continued to enhance the building of internal control and compliance to create a safe and stable business environment for high-quality development. **First, putting forth effort to strengthen comprehensive risk management capability.** The Board of Directors periodically listened to reports on comprehensive risk management, large credit customers, disposal of non-performing assets, liquidity risk management, reputational risk management, IT risk management, management of interest rate risk in the banking book, etc. and frequently gave advice and suggestions, via multiple channels, on further improving the comprehensive risk management system and continuing to strengthen risk management capability. Urged by the Board of Directors, the Management formulated and revised nearly 50 risk management policies based on the latest regulatory requirements, further strengthening policy support. The Bank established a sound risk management capability evaluation system, continued to optimize the "appetite – transmission – evaluation" management closed-loop, and strengthened the core leading role of risk appetite. Led by the implementation of Basel III, the Bank pushed for the implementation of the new capital management measures of commercial banks, and completed, with high standard, the preparation for the implementation of the standard approach. Meanwhile, the Bank further strengthened the data and system foundation, improved comprehensive risk management capability, and strengthened the guidance of capital in the business structure. **Second, effectively preventing and defusing major risks.** The Board of Directors attached great importance to strengthening quality control of assets of all types and guided the Management to work simultaneously to dispose of outstanding non-performing assets and contain the increase of non-performing assets so as to ensure stable asset quality. The Board of Directors closely tracked and earnestly implemented the decisions and plans of the central government on preventing and defusing risks in local government debt and assisted in defusing risks in local government debt. The Bank implemented in depth the regulatory policies in the real estate industry such as the "16 financial support measures", ensured the delivery of housing projects and stability in people's wellbeing, steadily defused existing risks, and promoted the transition of the real estate industry to a new development model in a steady and orderly manner. The Bank creatively developed the collaborative risk resolution model, collaboratively defused a batch of

major risk projects, and effectively reduced non-performing assets. The Bank accelerated the coordinated integration of five policies, conducted industry research in depth, and guided precision credit granting and exit. The Bank continued to strengthen key industry and key customer concentration control and conducted risk screening with a forward-looking view. In 2023, all types of risks of the Bank were generally controllable, asset quality was further consolidated, risk compensation capability rose steadily, and provisions coverage ratio increased by 6.40 percentage points over the beginning of the year to 207.59%. **Third, continuing to improve the effectiveness of internal control and compliance management.** The Board of Directors periodically listened to reports on internal control & compliance and anti-money laundering work and urged the Management to focus on key areas, promote in depth the development of five systems, namely, compliance management system, remediation and correction system, internal control assessment system, big supervision system, and anti-money laundering and sanctions risk control system, continue to refine the long-term compliance management system, build a sound internal control culture, and further improve the internal control system featuring clearly defined responsibilities, effective control and sound supervision. The Board of Directors continued to strengthen review of related party transactions and risk management, listened to reports on major related party transaction projects, carefully reviewed proposals on revising the management measures of related party transactions, the special report on related party transactions, caps on routine related party transactions, etc., paid great attention to the compliance, necessity, fairness and risk control measures of related party transactions, and fully voiced its opinions to make sure that the Bank's day-to-day management of related party transactions complies with laws and regulations and is effective and relevant risks are controllable. **Fourth, continuously improving audit value.** The Board of Directors listened to reports on audit work and remediation, studied, reviewed and approved the proposal on the audit plan for 2023, the proposal to engage a new accounting firm, etc., continued to enhance the review and guidance of audit work quality and results, and timely learned audit findings and their remediation. The Board of Directors further promoted the digital transformation of audit work, expanded the coverage of audit, improved the continuing internal audit supervision mechanism and remediation promotion system, and pushed for solid efforts in the second half of the audit-based remediation work.

IV. STRENGTHENING INVESTOR RELATIONS MANAGEMENT AND CONTINUING TO ENHANCE MARKET INFLUENCE

The Board of Directors has always adhered to the people-centric development philosophy, upheld the original aspiration and concept of “respecting, holding in awe and creating returns for investors”, and continuously intensified the protection of investors, minority shareholders and other stakeholders. **First, continuing to improve information disclosure quality and actively delivering bank value.** The Board of Directors strictly abode by regulatory provisions on information disclosure at home and abroad. While fulfilling statutory information disclosure obligations according to laws and regulations, the Board of Directors guided and pushed the Management to continuously improve the transparency of information disclosure and increase proactive disclosure based on the concerns and hot topics of the capital market. In 2023, the Bank released nearly 400 Chinese and English announcements on the stock exchanges in Shanghai and Hong Kong and made sure the disclosed information is authentic, accurate, complete and timely. The Bank was assigned the highest level “A” in SSE's annual evaluation of information disclosure work for the 7th year straight. **Second, continuing to ensure good communication with investors and actively maintaining a good image**

on the capital market. The Board of Directors guided and pushed the Management to focus on the building of a “value bank”, comprehensively improve the quality and efficiency of value delivery, timely and actively respond to investor concerns, attach importance to and strengthen the protection of small and medium-sized investors, and build a bank in which all types of investors can get close to, hear, see clearly and have confidence in. In 2023, the Bank was included in the SSE 180 Index and won “Best Practice of Performance Presentation” of the China Association for Public Companies and a number of capital market awards.

V. STRENGTHENING SELF-BUILDING OF THE BOARD OF DIRECTORS AND CONTINUING TO IMPROVE PERFORMANCE EFFICIENCY

While performing day-to-day duties well based on its own functions, the Board of Directors actively forged ahead in an innovative and enterprising spirit, continued to improve governance systems and mechanisms, and continuously pushed for improvement in governance efficiency. **First, continuing to improve the standardization of the work of the Board of Directors.** Based on new regulatory rules and the realities of the Bank, the Board of Directors comprehensively and systematically updated the working system of independent directors and Board Secretary, the Director Performance Manual and other corporate governance standards, further consolidating the institutional foundation for the compliant and efficient operation of the Board of Directors. The Board of Directors ensured a good job in the selection of independent directors, optimized the member structure of the Board of Directors and its special committees, and gave full play to the role of independent directors. The Board of Directors further strengthened the management of authorization by the Board of Directors, refined the Board authorization plan, and strengthened tracking, supervision and periodical review of key Board authorization matters. **Second, continuing to improve the scientificity of the work of Board of Directors.** The Board of Directors strengthened regular policy learning, periodically listened to reports on corporate governance requirements specified in central policies and regulatory documents at on-site meetings, and kept enhancing foresight in the strategic decisions of the Board of Directors. During non-meeting period, the Board of Directors read and studied over 100 reference documents and documents filed with the Board including audit reports, business briefs and special work reports to gain a timely and comprehensive understanding of the Bank’s operation and management situations. The Board of Directors actively participated in relevant training organized by regulators, self-discipline organizations and superior units to further strengthen directors’ compliant performance and scientific decision-making capabilities. **Third, continuing to improve the effectiveness of the work of the Board of Directors.** In 2023, the Bank held 14 Board of Directors meetings and 34 special committee meetings, which reviewed 199 proposals and listened to 85 reports. Relevant meetings adequately studied the work in strategy management, financial management, risk management, internal control & compliance, management of related party transactions, remediation of problems identified in regulatory inspections, etc. and directors gave a lot of constructive advice and suggestions, which effectively ensured scientific decision-making and efficient operation of the Board of Directors and promoted steady and orderly implementation of operation and management work across the Bank. Meanwhile, the Board of Directors enhanced the role of the governance system as a supervision and check-and-balance system, strengthened communication with the Board of Supervisors, external auditors and other relevant parties, and actively guided the efforts of governance entities to target in the same direction. In 2023, the Bank

won “Best Practice Case of Boards of Directors of Listed Companies” of the China Association for Public Companies and the performance of the Secretary to the Board of Directors was awarded the highest rating of 5A by the China Association for Public Companies.

In 2024, the Board of Directors will implement the guiding principles of the Central Financial Working Conference and the plans of the central government for economic and financial work in all respects, push for the implementation of the 2024-2026 development plan, and continue to strengthen the building of the governance system. The Board of Directors will pursue progress while ensuring stability, take solid steps to perform and excel, and bring the Bank’s operation management up to a new level. While firmly following the financial development path with Chinese characteristics, the Bank will earnestly fulfill its missions and responsibilities as a state-owned financial enterprise, support the real economy as always, and create greater value for shareholders and the society.

In 2023, the Board of Supervisors of the Bank studied and implemented in depth Xi Jinping Thought on Socialism with Chinese Characteristics for a New Era, firmly pushed for integration of the Party's leadership into corporate governance, and made the implementation of the decisions and plans of the central government and the requirements of regulators an important direction in supervision. Under the leadership of the CPC CITIC Bank Head Office Committee, based on its legal position, statutory responsibilities and statutory obligations, the Board of Supervisors earnestly performed its supervision duties, continued to innovate working mechanisms, and actively improved supervision quality and efficiency. It effectively protected the interests of the Bank, shareholders, employees and the society and made positive contributions to the high-quality development of the Bank.

I. EARNESTLY FULFILLING STATUTORY RESPONSIBILITIES IN ACCORDANCE WITH LAWS AND REGULATIONS IN ALL RESPECTS

With the list of supervision as the means, the Board of Supervisors ensured its supervisory responsibilities met regulatory requirements in all respects. At the beginning of the year, the *List of Supervision of the Board of Supervisors of China CITIC Bank (Version 5.0, 2023)* was formed, which added the supervision of the management of off-balance sheet business and the management of the expected credit loss method to the supervisory responsibilities of the Board of Supervisors, refined the Board of Supervisors' focuses of supervision of comprehensive risk management, fundraising, internal control and consolidated management, and made supervision more comprehensive and targeted. In routine work, the Board of Supervisors closely tracked changes in regulatory requirements, ensured dynamic updating, and saw that duty performance supporting department fulfill their respective responsibilities. Over the past year, the Board of Supervisors fully applied means and methods like meetings, surveys, supervision reminders, duty performance discussions, etc. to facilitate effective performance of statutory supervisory responsibilities.

Throughout the year, 15 Board of Supervisors meetings, four Supervision Committee meetings and three Nomination Committee meetings were held, which reviewed 22 proposals and listened to 77 reports. Relevant meetings fully studied and discussed topics like strategy implementation, periodical financial reports, profit distribution, remuneration management, comprehensive risk management, capital management, consolidated management, internal control & compliance, data governance, remediation of problems mentioned in regulatory circulars, internal audit evaluation and consumer rights protection, issued five *Supervision Work Letters*, effectively gave supervision opinions and suggestions, and continued to follow up on their implementation. Meanwhile, supervisors attended all general meetings of shareholders and all Board of Directors meetings as non-voting attendees, including three general meetings of shareholders and 14 Board of Directors meetings. The Board of Supervisors carefully supervised the legality and compliance of the Board of Directors and the Senior Management in areas such as rules of procedures, decision-making processes, and information disclosure, held performance interviews with independent directors and senior management members, conducted performance evaluation, and continued to urge relevant governance entities to improve performance quality and efficiency. The Board of Supervisors went to six branches to conduct special surveys, issued two *Supervision Reminder Letters*, and gave supervision opinions and suggestions on potential problems in key areas, making positive contributions to promoting reform and risk mitigation in relevant areas.

II. EFFECTIVELY IMPROVING THE QUALITY AND EFFICIENCY OF SUPERVISION WITH A FOCUS ON KEY AREAS

Centering around the overall strategy of the Bank and high-quality development, the Board of Supervisors continued to supervise key areas and give constructive opinions and suggestions. **First, with a focus on the top priorities of the country, assisting the Bank in fulfilling its missions and responsibilities as a state-owned bank.** Seeing it as its fundamental tenet to serve the real economy through finance, the Bank actively practiced the political and people-centric philosophy of financial work. The Board of Supervisors paid great attention to the Bank's serving national development strategies. Regarding a series of latest policies such as the *Opinions on Spurring the Growth of the Private Sector*, the *Guidelines for Financial Support in Advancing Rural Revitalization in All Respects and Accelerating the Building of a Strong Agricultural Sector* and the *Implementation Opinions of the State Council on Promoting High-quality Development of Inclusive Finance*, the Board of Supervisors immediately studied them, mastered their current statuses and gave supervision opinions, advised and urged the Bank frequently via multiple channels to increase financial supply to key areas such as manufacturing, enterprises that use specialized and sophisticated technologies to produce novel and unique products, micro and small businesses, green finance and rural revitalization, and pushed the Bank to develop the five key areas of finance. The Board of Supervisors periodically listened to reports on consumer protection work, continued to urge the Bank to provide financial support to boost consumption and improve the quality and efficiency of consumer protection work, and gave relevant opinions and suggestions including periodically checking work results, improving work measures to reduce complaint rate and providing better services to big wealth management. While ensuring day-to-day supervision alerting, the Board of Supervisors went to branches to conduct surveys themed on "Support and Serve the Real Economy" and "Consumer Protection", urged branches to improve work quality and efficiency, attached importance to summing up experiences and alerting branches of problems, and gave opinions and suggestions on specific problems. Relevant work was arranged and implemented. In 2023, the Bank's five types of loans, namely, green loans, loans to strategic emerging industries, medium and long-term loans to the manufacturing industry, inclusive finance loans, and agriculture-related loans, continued to see a double-digit growth, and all their growth rates were much higher than the average growth rate of all types of loans of the Bank. The building of consumer protection systems and mechanisms was further strengthened, regulatory ratings and evaluation were sound, and the customer complaint situation continued to improve. **Second, with a focus on strategies as the guidance, taking solid steps to carry out strategy supervision.** The year 2023 was the final year of the 2021-2023 development plan of the Bank and also the year to prepare the 2024-2026 development plan. The Board of Supervisors stepped up efforts in the supervision of the implementation of strategic plans. It listened to the *Plan Execution Evaluation Report and the Report on Relevant Matters About the Revision of Objectives of the Development Plan*, etc., paid attention to the overall implementation of the development plan, and gave relevant opinions and suggestions such as strengthening policy research and judgment, maintaining strategic focus, etc. Meanwhile, centering around integrating into China's overall development and the high-quality development of the Bank, the Board of Supervisors offered advice on the preparation of the new three-year plan of the Bank, helping make the plan more scientific, reasonable and steady. **Third, with a focus on financial operation, helping improve the level of refined management.** Regarding periodical financial reports, the Board of Supervisors issued review opinions on proposals on the annual report, the interim report, quarterly reports, the profit distribution

plan, etc., and made sure that that their preparation process, deliberation procedures and contents and key points comply with laws and regulations. Regarding capital management, the Board of Supervisors listened to relevant reports including the *Capital Adequacy Assessment Report*, the *Implementation Plan of Capital Management Measures* and the *2022-2026 Capital Planning*, put forward suggestions like strengthening capital-light transformation, enhancing cost control and reducing high risk weighted assets, efficiently discussed some 20 supporting policies involving capital management, and effectively cooperated in the implementation of the new capital management measures at the Bank. **Fourth, with a focus on key risk areas, pushing for risk prevention and resolution.** While periodically listening to the *Comprehensive Risk Management Report*, the Board of Supervisors intensified supervision of risks in key areas and actively listened to reports on large-sum credit customers, disposal of non-performing assets, liquidity risk management, reputational risk management, consolidated risk management, IT risk management, liability quality management, etc. It gave opinions and suggestions centering around strengthening risk management capability and improving the risk management system, and urged the Management to strengthen risk control in key areas, which helped the Bank maintain stable risk appetite and strengthen the bottom line of risks. The Board of Supervisors paid continuous attention to the implementation of the expected credit loss method at the Bank, listened to reports on validation of relevant models and policy implementation and attended, as non-voting attendees, the deliberation procedures of the proposal on relevant matters about the Board of Directors' supervision of the implementation of the expected credit loss method, contributing its bit to the smooth implementation of the expected credit loss method at the Bank. In 2023, the Bank's asset quality continued to turn for better. Both NPLs and the NPL ratio decreased, the risk compensation capability indicator improved significantly, and the risk control system that is effective in controlling risks and helpful in promoting development was further reinforced. **Fifth, with a focus on improving the internal control system, helping strengthen the foundation of internal control and compliance.** The Board of Supervisors actively studied and judged new problems faced by the Bank in internal control management, continued to pay attention to key points of regulatory punishment, attached great importance to remediation of problems, gave supervision opinions on management of related party transactions, anti-money laundering, problems identified in inspections, etc., and urged the Bank to enhance the all-roundness and effectiveness of the internal control system. The Board of Supervisors strengthened guidance of audit work, effectively conducted the evaluation of internal audit work, pushed for faster digitalization in audit, and promoted the use of audit value. In 2023, the Audit Department of the Bank was named "2020-2022 National Advanced Collective in Internal Audit". The Board of Supervisors reviewed the proposal on engaging an external accounting firm and strengthened supervision of fairness in the engagement process and engagement terms.

III. STRENGTHENING CHECK-AND-BALANCE AND STRICTLY CARRYING OUT DUTY PERFORMANCE SUPERVISION

The Board of Supervisors performed supervision and evaluation scientifically and normatively and urged corporate governance entities to perform their duties faithfully and diligently. **First, optimizing the performance evaluation system.** Based on changes in internal and external situations and the latest regulatory requirements, the Board of Supervisors enriched and optimized 33 performance evaluation indicators for directors and supervisors and set 10 scoring indicators for senior management members, further making sure the performance evaluation indicators are scientific and

reasonable. **Second, ensuring a solid job in evaluation.** The Board of Supervisors further optimized the self-inspection questionnaires for directors, supervisors and senior management members and organized their performance files in a refined manner, consolidating the foundation of performance evaluation. The Board of Supervisors held performance interviews with independent directors and senior management members, with a focus on the depth and breadth of the communication, which provided effective support to the formation of performance evaluation results. Meanwhile, the Board of Supervisors gave opinions and suggestions on the Bank's operation management and development promotion and effectively enhanced communication among corporate governance entities. **Third, strengthening application of evaluation results.** The Board of Supervisors linked evaluation results to senior management members' comprehensive performance evaluation and to independent directors' and external supervisors' remuneration, strengthening the application of the performance evaluation results.

IV. DEEPENING APPLICATION OF PROBLEM-ORIENTED SUPERVISION MEANS

With carrying out adequate supervision functions as the goal and improving the problem discovery mechanism and the supervision reminder mechanism as the means, the Board of Supervisors used a combination of supervision methods to prevent problems and further deepened the use of "active supervision, continuous supervision and collaborative supervision". **First, conducting themed surveys.** The Board of Supervisors optimized the organizational form of surveys and conducted sustained themed surveys for the first time. It conducted the survey themed "Services for the Real Economy and Consumer Protection" throughout the year and performed field research at six branch institutions, which are distributed in the central region, southern region, and northeastern region, etc. The foregoing survey model has made it easier for the Board of Supervisors to systematically analyze and study survey problems and expand the depth and breadth of surveys, thus providing effective support for forming high-quality survey reports. **Second, strengthening supervision alerting.** Centering around national policies and regulatory provisions, the Board of Supervisors, stayed problem-oriented, paid continuous attention to the risk status of key areas in the complex business environment and wrote the *Supervision Reminder Letter* on consumer protection governance and IT governance. Upholding the system concept, the Board of Supervisors comprehensively analyzed the work in relevant areas, pointed out problems and put forward improvement suggestions based on regulatory requirements and the practices of advanced peers, which effectively helped improve the quality and efficiency of work in relevant areas. **Third, giving play to the role of external supervisors and employee representative supervisors.** External supervisors attended, as non-voting attendees, the meetings of the Audit and Related Party Transactions Control Committee, the Risk Management Committee, and other special committees of the Board of Directors, enhanced communication with corporate governance entities, and further played their role in independent supervision. Employee representative supervisors reported their work at the employees' congress, effectively voiced employee demands and actively accepted employees' supervision.

V. CONTINUING TO STRENGTHEN CAPABILITIES THROUGH SELF-BUILDING

The Board of Supervisors strengthened the building of its policies and mechanisms and team building and kept improving its operating efficiency. **First, further strengthening the standardization of the work of the Board of Supervisors.** Regarding changes in supervisors, the Board of Supervisors

carried out the change procedures for corporate governance and with relevant industry & commerce administration according to standard procedures, strengthened communication with regulators, earnestly implemented the reporting system for major issues, and maintained sustained and stable operation of the Board of Supervisors. The *Supervisor Performance Manual* was updated, providing support for supervisors to strengthen duty performance capability. The Board of Supervisors continued to strengthen the building of its working body, actively learned from advanced experiences, strove to innovate and optimize the working mechanism, improved cadres' and employees' qualities, and further enhanced refined service capability, which effectively ensured efficient, orderly, stable and smooth operation of the Board of Supervisors. **Second, further improving the professionalism of the work of the Board of Supervisors.** The Board of Supervisors deepened the regular learning mechanism. It periodically listened to the reports on the involvement of relevant policies in corporate governance, and thoroughly studied and implemented the guiding principles of General Secretary Xi Jinping's important speeches and important instructions. Meanwhile, it timely gained a good understanding of the Bank's implementation, effectively grasped the priorities of supervision work, and made timely work arrangements. Throughout the year, the Board of Supervisors studied 34 latest regulatory policies and 26 important meetings, speeches and articles. The Board of Supervisors timely and comprehensively grasped the operation management situation of the Bank. During non-meeting period, it read and studied over 100 audit reports, business briefs and special work reports. The Board of Supervisors actively participated in relevant training organized by regulators, self-discipline organizations and the Bank to further strengthen their professional capabilities. **Third, further improving the scientificity of the work of the Board of Supervisors.** The Board of Supervisors earnestly implemented the working mechanism for closed-loop management of supervision opinions. Regarding the implementation of important supervision opinions, the Board of Supervisors urged their implementation on a rolling cycle and periodically listened to relevant work reports, which effectively promoted implementation of supervision opinions and deepened application of supervision results. The Board of Supervisors strengthened communication with the Boards of Supervisors of subsidiaries and provided an effective information communication platform to help improve the banking group's overall corporate governance level.

VI. INDEPENDENT OPINIONS ON RELEVANT MATTERS

i. Compliance of business operation

The Bank carried out operating activities in accordance with law and its decision-making procedures comply with laws, regulations and the Articles of Association. No violations of relevant laws and regulations or the Articles of Association, or acts that would impair the interests of the Bank and its shareholders were identified on the part of the directors or senior management members of the Bank during their course of duty performance.

ii. Truthfulness of the financial report

The preparation and review procedures of financial reports were in compliance with laws, regulations and regulatory rules. No falsification, distortion or material defects of reporting contents were found.

iii. Acquisition and sale of assets

The Board of Supervisors was not aware of any asset acquisition or sale by the Bank which might constitute insider trading, result in the impairment of the interests of the shareholders or loss of the Bank's assets.

iv. Related party transactions

The Board of Supervisors was not aware of any related party transactions that might result in the impairment of the interests of the Bank or its shareholders.

v. Implementation of resolutions adopted at the general meetings of shareholders

The Board of Supervisors had no objection to the reports and proposals submitted by the Board of Directors to the General Meeting of Shareholders for review in 2023. Having supervised the implementation of the resolutions of the General Meeting of Shareholders, the Board of Supervisors held that the Board of Directors of the Bank had implemented those resolutions conscientiously.

vi. Internal control

The Board of Supervisors reviewed and approved the *Report on Assessment of Internal Control of China CITIC Bank Corporation Limited for 2023*.

vii. Fulfillment of social responsibility

The Board of Supervisors reviewed and approved the *Report on Sustainable Development of China CITIC Bank Corporation Limited for 2023*.

viii. Profit distribution

The Board of Supervisors reviewed and approved the *Profit Distribution Plan of China CITIC Bank Corporation Limited for the Year 2023*, holding that the Plan complies with the relevant provisions of laws, regulations and the Articles of Association and is reasonable, in line with the overall interests of all shareholders, and conducive to the long-term development of the Bank.

ix. Implementation of information disclosure management rules

The Bank performed its duty of information disclosure in strict compliance with the regulatory requirements, implemented the information disclosure management rules in earnest, and disclosed information in a timely and fair manner. Information disclosed during the reporting period was authentic, accurate and complete.



中信銀行股份有限公司
China CITIC Bank Corporation Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 998)

NOTICE OF THE ANNUAL GENERAL MEETING OF 2023

Notice is hereby given that the Annual General Meeting of 2023 (the “**2023 AGM**”) of the China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m. on Thursday, 20 June 2024 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) to consider and, if thought fit, to approve the following resolutions:

**BY ORDINARY RESOLUTIONS
NON-ACCUMULATIVE VOTING RESOLUTIONS**

1. Proposal regarding the Annual Report of China CITIC Bank Corporation Limited for the Year 2023
2. Proposal regarding the Financial Report of China CITIC Bank Corporation Limited for the Year 2023
3. Proposal regarding the Profit Distribution Plan of China CITIC Bank Corporation Limited for the Year 2023
4. Proposal regarding the Financial Budget Plan of China CITIC Bank Corporation Limited for the Year 2024
5. Proposal regarding the Engagement of Accounting Firms and Their Fees for the Year 2024
6. Proposal regarding the Special Report of Related Party Transactions of China CITIC Bank Corporation Limited for the Year 2023
7. Proposal regarding the Report of the Board of Directors of China CITIC Bank Corporation Limited for the Year 2023
8. Proposal regarding the Report of the Board of Supervisors of China CITIC Bank Corporation Limited for the Year 2023
9. Proposal on the Director Remuneration Policy of the Seventh Session of the Board of Directors
10. Proposal on the Supervisor Remuneration Policy of the Seventh Session of the Board of Supervisors

NOTICE OF THE ANNUAL GENERAL MEETING OF 2023

ACCUMULATIVE VOTING RESOLUTIONS

- 11.00 Proposal on the Appointment of Executive Directors of the Seventh Session of the Board of Directors
- 11.01 Proposal on the Appointment of Mr. Fang Heying as an Executive Director of the Seventh Session of the Board of Directors
- 11.02 Proposal on the Appointment of Mr. Liu Cheng as an Executive Director of the Seventh Session of the Board of Directors
- 11.03 Proposal on the Appointment of Mr. Hu Gang as an Executive Director of the Seventh Session of the Board of Directors
- 12.00 Proposal on the Appointment of Non-Executive Directors of the Seventh Session of the Board of Directors
- 12.01 Proposal on the Appointment of Mr. Cao Guoqiang as a Non-Executive Director of the Seventh Session of the Board of Directors
- 12.02 Proposal on the Appointment of Ms. Huang Fang as a Non-Executive Director of the Seventh Session of the Board of Directors
- 12.03 Proposal on the Appointment of Mr. Wang Yankang as a Non-Executive Director of the Seventh Session of the Board of Directors
- 13.00 Proposal on the Appointment of Independent Directors of the Seventh Session of the Board of Directors
- 13.01 Proposal on the Appointment of Mr. Liu Tsz Bun Bennett as an Independent Director of the Seventh Session of the Board of Directors
- 13.02 Proposal on the Appointment of Mr. Zhou Bowen as an Independent Director of the Seventh Session of the Board of Directors
- 13.03 Proposal on the Appointment of Mr. Wang Huacheng as an Independent Director of the Seventh Session of the Board of Directors
- 13.04 Proposal on the Appointment of Ms. Song Fangxiu as an Independent Director of the Seventh Session of the Board of Directors
- 14.00 Proposal on the Appointment of External Supervisors of the Seventh Session of the Board of Supervisors
- 14.01 Proposal on the Appointment of Mr. Wei Guobin as an External Supervisor of the Seventh Session of the Board of Supervisors

NOTICE OF THE ANNUAL GENERAL MEETING OF 2023

- 14.02 Proposal on the Appointment of Ms. Sun Qixiang as an External Supervisor of the Seventh Session of the Board of Supervisors
- 14.03 Proposal on the Appointment of Mr. Liu Guoling as an External Supervisor of the Seventh Session of the Board of Supervisors
- 15.00 Proposal on the Appointment of Shareholder Representative Supervisor of the Seventh Session of the Board of Supervisors
- 15.01 Proposal on the Appointment of Ms. Li Rong as a Shareholder Representative Supervisor of the Seventh Session of the Board of Supervisors

BY SPECIAL RESOLUTIONS NON-ACCUMULATIVE VOTING RESOLUTIONS

16. Proposal regarding the Shareholder Return Plan of China CITIC Bank Corporation Limited for the Years 2024-2026
17. Proposal regarding the Report of the Use of Proceeds from the Previous Issuance of China CITIC Bank Corporation Limited
18. Proposal regarding the Extension of the Effective Period of the Resolutions in relation to the Rights Issue

In addition, pursuant to regulatory requirements, at the 2023 AGM, Shareholders will listen to the *2023 Work Report of Independent Directors of China CITIC Bank Corporation Limited*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Board of Directors and its Members' Annual Performance Assessment*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited and its Member's Annual Performance Assessment*, the *2023 Report of the Board of Supervisors of China CITIC Bank Corporation Limited on the Annual Performance Assessment of Senior Management and its Members*, and the *2023 Report on Equity Management of Principal Shareholders of China CITIC Bank Corporation Limited*.

By Order of the Board of Directors
China CITIC Bank Corporation Limited
Fang Heying
Chairman

Beijing, the PRC
2 May 2024

As at the date of this notice, the executive directors of the Bank are Mr. Fang Heying (Chairman) and Mr. Liu Cheng (President); the non-executive directors are Mr. Cao Guoqiang, Ms. Huang Fang and Mr. Wang Yankang; and the independent non-executive directors are Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu.

NOTICE OF THE ANNUAL GENERAL MEETING OF 2023

Notes:

1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2023 AGM

Holders of A shares and H shares are regarded as the same class of shareholders in voting. Holders of H shares should note that the register of members of the Bank will be closed from Tuesday, 21 May 2024 to Thursday, 20 June 2024 (both days inclusive) during which period no H share transfer will be registered. All shareholders appearing on the register of members of the Bank on Thursday, 20 June 2024 are entitled to attend and vote at the 2023 AGM. Holders of H shares of the Bank who intend to attend the 2023 AGM but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the office of the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 20 May 2024.

2. ARRANGEMENT ON FINAL DIVIDEND DISTRIBUTION

The Board of Directors of the Bank has recommended the distribution of a final cash dividend for ordinary shares of RMB3.56 (pre-tax) per 10 shares to shareholders with the total share capital of A shares and H shares as the base, giving a total cash dividend of RMB17.432 billion for the year 2023. As the A-share convertible corporate bonds issued by the Bank are in the conversion period, if the total share capital of the Bank changes before the A share equity registration date of this dividend payment, it is planned to keep the total dividend unchanged and adjust the distribution ratio per share accordingly. These dividends shall be denominated and declared in RMB, and shall be paid to A Shareholders in RMB and to H Shareholders in HKD. The actual dividends amount to be paid in HKD will be calculated based on the average benchmark exchange rate for RMB to HKD announced by the People's Bank of China one week before the date of the 2023 AGM (the date of the 2023 AGM inclusive).

If the Bank's proposal for final dividend distribution is approved by the shareholders at the forthcoming 2023 AGM, the Bank will engage Bank of China (Hong Kong) Trustees Ltd. as the receiving agent in Hong Kong for payment of the H share dividend. The final dividend will be distributed by the receiving agent to the H shareholders of the Bank as shown on the Bank's register of members on Tuesday, 2 July 2024. It is expected that the Bank will pay the 2023 final dividends to its shareholders on Thursday, 18 July 2024. If there is any change to the expected dividend distribution date, the Bank will publish an announcement regarding such changes.

3. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR 2023 FINAL DIVIDEND DISTRIBUTION

Holders of H shares should note that the register of members of the Bank will be closed from Thursday, 27 June 2024 to Tuesday, 2 July 2024 (both days inclusive) during which period no H share transfer will be registered. All shareholders appearing on the register of members of the Bank on Tuesday, 2 July 2024 are entitled to 2023 final dividend distribution. Holders of H shares of the Bank who wish to receive the final dividend (subject to approval by the shareholders at the forthcoming 2023 AGM) but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 26 June 2024.

4. ACCUMULATIVE VOTING MECHANISM

Certain proposals are subject to accumulative voting mechanism. The general meeting of the Bank will list and present executive directors, non-executive directors, independent directors, external supervisors and shareholder representative supervisors in five proposal groups, and will number each candidate under each proposal group separately. Shareholders shall cast their votes for each candidate under every proposal group. Shareholder's declared number of shares indicates the number of election votes. Under each proposal group, the fact that a shareholder present at the upcoming general meeting of proposal owns each voting share means the shareholder possesses the number of votes same as the number of directors or supervisors to be elected under the proposal group. For example, if a shareholder holds 100 shares of the Bank and there is a total of three executive directors to be elected as executive directors in the proposal group for the election of executive directors, the shareholder shall have 300 votes in the proposal group for the election of executive directors.

NOTICE OF THE ANNUAL GENERAL MEETING OF 2023

The number of votes shareholders cast under a proposal group may not exceed the number of votes they actually own under the proposal group. The number of candidates whom shareholders vote for under each proposal group may not exceed the number of directors or supervisors to be elected under the proposal group. Shareholders can cast all votes available under certain proposal group, as they wish, to a single candidate or to different candidates in any combination. After the voting process ends, the votes for each proposal under each proposal group shall be counted on an accumulative basis.

If the votes filled in by shareholders or his/her proxies at the on-site general meeting of shareholders are incorrectly filled in, invalidated, illegible in handwriting, or unvoted, these votes shall be deemed as abstention. If the number of votes cast by shareholders for candidates under a proposal group exceeds the number of votes entitled to shareholders under the proposal group, the votes casted under the proposal group shall constitute invalid votes. If the votes casted by shareholders for candidates under a proposal group are less than the number of votes entitled to shareholder under the proposal group, the casted votes shall be deemed valid but the difference shall be regarded as abstaining from voting.

5. APPOINTMENT OF PROXY

Any shareholder entitled to attend and vote at the 2023 AGM is entitled to appoint one or more proxies to attend and vote at the meeting on behalf of him/her. A proxy need not be a shareholder of the Bank. The proxy form shall be in writing and signed by the shareholder or of his/her attorney duly authorized in writing or, if the shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorized attorney. If the proxy form is signed by the attorney of the shareholder, the power of attorney or other authorization document authorizing the attorney to sign the proxy form must be notarized.

In order to be valid, H shareholders shall lodge the proxy form, together with the power of attorney or other authority (if any), by hand or post, to the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the 2023 AGM (i.e. not later than 9:30 a.m. on Wednesday, 19 June 2024). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2023 AGM.

6. REPLY SLIP

H shareholders who intend to attend the 2023 AGM in person or by proxy shall deliver the reply slip to the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, on or before Friday, 31 May 2024.

7. CONTACT INFORMATION OF THE BANK

Address: CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing

Postal Code: 100020

Contact persons: DENG Zhihan, ZHAO Yuan

Tel.: (8610) 6663 8188

Fax: (8610) 6555 9255

8. PROCEDURE OF VOTING AT THE 2023 AGM

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the 2023 AGM must be taken by poll.

9. OTHER BUSINESS

Shareholders attending the 2023 AGM in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2023 AGM shall provide their identity documents.

10. DATES AND TIME

Reference to dates and time in this notice are to Hong Kong dates and time.



中信銀行股份有限公司
China CITIC Bank Corporation Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 998)

NOTICE OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2024

Notice is hereby given that the Second H Shareholders Class Meeting of 2024 (the “**2024 Second H Shareholders Class Meeting**”) of the China CITIC Bank Corporation Limited (the “**Bank**”) will be held at 9:30 a.m. on Thursday, 20 June 2024 at Conference Room 818, 8th Floor, CITIC Plaza, Building No. 1, 10 Guanghai Road, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) to consider and, if thought fit, to approve the following resolution:

BY SPECIAL RESOLUTION

1. Proposal regarding the Extension of the Effective Period of the Resolutions in relation to the Rights Issue

By Order of the Board of Directors
China CITIC Bank Corporation Limited
Fang Heying
Chairman

Beijing, the PRC
2 May 2024

As at the date of this notice, the executive directors of the Bank are Mr. Fang Heying (Chairman) and Mr. Liu Cheng (President); the non-executive directors are Mr. Cao Guoqiang, Ms. Huang Fang and Mr. Wang Yankang; and the independent non-executive directors are Mr. Liu Tsz Bun Bennett, Mr. Zhou Bowen, Mr. Wang Huacheng and Ms. Song Fangxiu.

NOTICE OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2024

Notes:

1. CLOSURE OF REGISTER OF MEMBERS; ELIGIBILITY FOR ATTENDING THE 2024 SECOND H SHAREHOLDERS CLASS MEETING

Holders of H shares should note that the register of members of the Bank will be closed from Tuesday, 21 May 2024 to Thursday, 20 June 2024 (both days inclusive) during which period no H share transfer will be registered. All H shareholders appearing on the register of members of the Bank on Thursday, 20 June 2024 are entitled to attend and vote at the 2024 Second H Shareholders Class Meeting. Holders of H shares of the Bank who intend to attend the 2024 Second H Shareholders Class Meeting but have not registered their share transfer documents shall lodge their transfer documents, together with relevant share certificates, with the office of the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 20 May 2024.

2. APPOINTMENT OF PROXY

Any shareholder entitled to attend and vote at the 2024 Second H Shareholders Class Meeting is entitled to appoint one or more proxies to attend and vote at the meeting on behalf of him/her. A proxy need not be a shareholder of the Bank. The proxy form shall be in writing and signed by the shareholder or of his/her attorney duly authorized in writing or, if the shareholder is a corporate body, either executed under its common seal or signed by its legal representative, director or duly authorized attorney. If the proxy form is signed by the attorney of the shareholder, the power of attorney or other authorization document authorizing the attorney to sign the proxy form must be notarized.

In order to be valid, H shareholders shall lodge the proxy form, together with the power of attorney or other authority (if any), by hand or post, with the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the 2024 Second H Shareholders Class Meeting or its adjourned meeting (as the case may be) (i.e. not later than 9:30 a.m. on Wednesday, 19 June 2024). Completion and return of the proxy form shall not preclude shareholders from attending and voting in person at the 2024 Second H Shareholders Class Meeting.

3. REPLY SLIP

Holders of H shares who intend to attend in person or by proxy the 2024 Second H Shareholders Class Meeting shall deliver the reply slip to the Bank's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, on or before Friday, 31 May 2024.

4. CONTACT INFORMATION OF THE BANK

Address: CITIC Plaza, Building No. 1, 10 Guanghua Road, Chaoyang District, Beijing
Postal Code: 100020
Contact persons: DENG Zhihan, ZHAO Yuan
Tel.: (8610) 6663 8188
Fax: (8610) 6555 9255

5. PROCEDURE OF VOTING AT THE 2024 SECOND H SHAREHOLDERS CLASS MEETING

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the 2024 Second H Shareholders Class Meeting must be taken by poll.

NOTICE OF THE SECOND H SHAREHOLDERS CLASS MEETING OF 2024

6. OTHER BUSINESS

Shareholders attending the 2024 Second H Shareholders Class Meeting in person or by proxy shall bear their own transportation and accommodation expenses. Shareholders or their proxies attending the 2024 Second H Shareholders Class Meeting shall provide their identity documents.

7. DATES AND TIME

Reference to dates and time in this notice are to Hong Kong dates and time.