

OS AP01

Appointment of director of an overseas company



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A16 18/02/2019 #38
COMPANIES HOUSE
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RCS 29/01/2019 #31
COMPANIES HOUSE

refer to our guidance at
www.gov.uk/companieshouse

☒ **What this form is for**
You may use this form to appoint
an individual as a director of an
overseas company.

☒ **What this form is NOT for**
You cannot use the form to appoint
a corporate director of an overseas
company. To do this, please use form
OS AP02 'Appointment of corporate
director of an overseas company'.

1 Overseas company details

Company number	F	C	0	3	2	1	9	2
Company name in full or alternative name as registered in the UK	CHINA CITIC BANK CORPORATION LIMITED							

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of director's appointment

Date of appointment	d	1	d	6	m	1	m	1	y	2	y	0	y	1	y	6
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3 New director's details

Title*	Ms														
Full forename(s)	Fang														
Surname	Huang														
Former name(s) ^①															
Country/State of residence ^②	China														
Nationality	Chinese														
Month/year of birth ^③	X	X	m	0	m	5	y	1	y	9	y	7	y	3	
Business occupation (if any) ^④	Director														

① Former name(s)
Please provide any previous names
(including maiden or married names)
which have been used for business
purposes in the last 20 years.

Continue in Section 8 if required.

② Country/State of residence
This is in respect of your usual
residential address as stated in
Section 4a.

③ Month and year of birth
Please provide month and year only.
Provide full date of birth in
section 3a.

④ Business occupation
If you have a business occupation,
please enter here. If you do not,
please leave blank.

4 New director's service address ^⑤

Please complete your service address below. You must also complete your usual residential address in Section 4a .															
Building name/number	No. 9														
Street	Chaoyangmen Beidajie														
	Dongcheng District														
Post town	Beijing														
County/Region															
Postcode	1	0	0	0	1	0									
Country	China														

⑤ Service address
This is the address that will appear
on the public record. This does not
have to be your usual residential
address.

If you provide your residential
address here it will appear on the
public record.

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5 Director's authority


Please enter the extent of your authority as director. Please tick one box.		1 If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. 2 If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	<input checked="" type="checkbox"/> Limited 1 <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable	Refer to Articles 170, 171, 173, 182 & 183 attached	
	Are you authorised to act alone or jointly? Please tick one box. <input type="checkbox"/> Alone <input checked="" type="checkbox"/> Jointly 2	
If applicable, name(s) of person(s) with whom you are acting jointly	Refer to list of authorised directors attached	

6 UK establishments

A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below.

UK establishment name	Registration number							
CHINA CITIC BANK CORPORATION LIMITED	B	R	0	1	7	2	6	3
LONDON REPRESENTATIVE OFFICE								

7 Signature

Signature	Signature  X	X
This form may be signed and authorised by: Director, Secretary, Permanent representative.		

8 Additional former name(s) (continued from Section 3)

Former name(s) 3		3 Additional former names Use this space to enter any additional names.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name **China CITIC Bank Corporation Ltd**

Address **5th Floor**

99 Gresham Street

Post town **London**

County/Region

Postcode **E C 2 V 7 N G**

Country **UK**

DX

Telephone **0207 710 9100**



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number as registered in the UK match the information held on the public Register.
- ☐ You have completed the date of appointment.
- ☐ You have included all former names used for business purposes over the last 20 years.
- ☐ You have completed the nationality box in Section 3.
- ☐ You have provided a correct date of birth.
- ☐ You have provided a business occupation if there is one.
- ☐ You have provided both the service address and the usual residential address.
- ☐ Addresses must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have enclosed a relevant higher protection application if applying for this at the same time as completing this form.
- ☐ You have entered the extent of the director's authority in Section 6.
- ☐ You have completed Section 6, if applicable.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.



Where to send

You may return this form to any Companies House address:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Article 164 The Bank shall pay remuneration and allowances to the independent Directors. The payment standard shall be formulated by the Board of Directors, and approved by the shareholders general meeting and disclosed in the annual report. Except for the above remuneration and allowances, the independent Directors shall not obtain other benefits from the Bank, the substantial shareholders or from entities and personnel have an interest in the Bank.

Section 3 The Board of Directors

Article 165 The Bank shall have a Board of Directors and the Board of Directors shall be accountable to the shareholders general meeting. The Board of Directors of the Bank shall consist of no less than 9 but no more than 15 Directors and the number of members on the Board of Directors shall be determined by the shareholders general meeting.

Article 166 The Board of Directors of the Bank shall establish under it the Strategic Development Committee, the Audit and Related Party Transactions Control Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Consumer Rights Protection Committee. The Board of Directors may establish other specialized committees or alter the existing specialized committees if necessary. The specialized committees of the Board of Directors shall be accountable to the Board of Directors, provide professional opinions to the Board of Directors or make decisions on specific matters as authorized by the Board of Directors.

Article 167 The terms of reference of the specialized committees of the Board shall be formulated separately by the Board.

Article 168 The Bank shall establish an office under the Board of Directors to be responsible for preparing for the shareholders general meetings, meetings of the Board of Directors and meetings of the specialized committees of the Board of Directors, preparing documents, and recording meeting minutes, information disclosure, investor relations management, and other day-to-day affairs of the Board of Directors and of the specialized committees of the Board of Directors.

Article 169 The Board of Directors shall have a chairman and a vice chairman. The chairman and vice chairman of the Board of Directors shall be Directors and shall be elected or removed with the approval of a majority of all Directors.

The chairman of the Board of Directors and the President of the Bank shall be separate individuals.

Article 170 The Board of Directors shall exercise the following duties and powers:

- (1) to convene the shareholders general meetings and to make a work report to the meeting;
- (2) to implement the resolutions adopted by the shareholders general meeting;
- (3) to determine the development strategies, business plans and investment proposals of the Bank;

- (4) to prepare the annual financial budget and final accounts of the Bank;
- (5) to prepare the profit distribution plans and plans for making up losses of the Bank;
- (6) in accordance with this Articles of Association and within the scope of authorization of the shareholders general meeting, to determine the plans for major investment, major assets acquisition and disposal and other major matters;
- (7) to prepare proposals for the increase or reduction of registered capital of the Bank;
- (8) to prepare proposals for merger, division, dissolution, liquidation or change in the form of the Bank;
- (9) to prepare proposals for the issue of debt securities or other valuable papers with the purpose of replenishment of the capital of the Bank as well as the listing thereof;
- (10) to decide all the matters in relation to the issue of debt securities other than those with the purpose of replenishment of the capital of the Bank;
- (11) to prepare proposals for repurchase of ordinary shares of the Bank;
- (12) to prepare proposals for the amendment of this Articles of Association;
- (13) to appoint or dismiss the President of the Bank and the Secretary of the Board of Directors and to determine matters relating to their remuneration, rewards and punishment;
- (14) according to the nomination of the President, to appoint and dismiss the vice president, chief officers and other senior management personnel who shall be appointed by the Board of Directors according to regulatory requirements, and to determine matters relating to their remuneration, awards and punishment;
- (15) to review and establish the basic management system and internal management structure of the Bank;
- (16) to establish, improve and ensure the effective implementation of the internal control system of the Bank;
- (17) to approve the Bank's internal audit charter, mid-to-long term audit plans, annual work plan and internal audit system;
- (18) to review and establish the codes and standards of the Bank, which shall specify the codes of conduct for management and business staff at all levels, require explicitly employees at all levels to promptly report the possible conflict of interest, specify the specific accountability terms and establish a corresponding mechanism to handle the same;

- (19) to decide the establishment of domestic tier one (directly controlled) branch, directly controlled institutions and overseas institutions;
- (20) to decide the policies and procedures on disclosure of information of the Bank;
- (21) to decide the information reporting system and request the senior management personnel to report on operation matters of the Bank to it on a regular basis;
- (22) to propose the appointment or removal of the accounting firms to the shareholders general meeting;
- (23) to decide procedures on management of related party transactions; to review and approve or authorize the Audit and Related Party Transactions Control Committee under the Board of Directors to approve the related party transactions (except for the related party transactions that should be approved by the shareholders general meeting in accordance with applicable laws); to report on related party transactions and the implementation of the relevant procedures to the shareholders general meeting;
- (24) to review and approve the proposals submitted by each specialized committee under the Board of Directors;
- (25) according to the applicable regulatory requirements, to listen to the work reports of the President of the Bank and other senior management, and to monitor and ensure the effective discharge of their managerial responsibilities;
- (26) to review and approve the rules of procedures of each specialized committees of the Board of Directors;
- (27) to be ultimately responsible for the consolidated statement management of the Bank, under which to be responsible for formulating the overall strategic plans, to review and supervise the formulation and enforcement of the implementation plans of consolidated statement management, and to establish a periodic review and evaluation system, in compliance with applicable requirements of the banking regulatory authorities of the State Council on consolidated statement supervision;
- (28) to decide on the matters relevant to preference shares issued by the Bank within the authorization of the shareholders general meeting, including but not limited to deciding on whether to repurchase, convert or distribute dividends;
- (29) to exercise any other authorities prescribed by the applicable laws, administrative regulations, rules or this Articles of Association, or conferred by the shareholders general meetings.

The Board of Directors shall seek advice from the Bank's Party Committee before making decisions on the Bank's major issues.

Article 171 The authority of the Board of Directors with respect to investment with the Bank's assets, or acquisition or disposal of assets of the Bank shall be determined by the shareholders general meeting. The Board of Directors shall establish a strict review, decision-making and authorization system in relation to the aforesaid authority, and report to the shareholders general meeting for approval.

Major investment and major assets acquisition and disposal involved in daily operation shall be implemented by the President of the Bank in accordance with the project and the amount approved in the annual budget. The following authorization mechanism shall apply for projects in excess of the approved budget and project whose content is not specified even though the amount is within the approved budget:

- (1) a single amount below RMB200 million (inclusive) shall be approved by the President of the Bank and shall be reported to the Board of Directors for filing;
- (2) a single amount above RMB200 million (exclusive) but below RMB500 million (inclusive), once approved by the Audit and Related Party Transactions Control Committee as authorized by the Board of Directors, shall be approved by the chairman of the Board of Directors and shall be reported to the Board of Directors for filing;
- (3) a single amount above RMB500 million (exclusive) but not exceeding 10% (inclusive) of the latest audited net asset value of the Bank shall be approved by resolution of the Board of Directors;
- (4) a single amount exceeding 10% (exclusive) of the latest audited net asset value of the Bank shall be approved by ordinary resolution of the shareholders general meeting.

The amount of separate acquisitions and disposals of the same or related assets by the Bank within 12 consecutive months shall be aggregated.

Article 172 The Board of Directors shall make explanation to the shareholders general meeting for any non-standard audit opinions expressed by the certified public accountant on the financial reports of the Bank.

Article 173 Without the prior approval of the shareholders general meeting, the Board of Directors may not dispose or agree to dispose the fixed assets where the aggregate of the expected value of the fixed assets for the proposed disposal and the value of the fixed assets disposed within the four months period immediately preceding the proposed disposal exceeds 33% of the value of the fixed assets shown in the last balance sheet reviewed by the shareholders general meeting.

A disposal of fixed assets in this article shall include the assignment of certain interest in assets other than using fixed assets as collaterals.

The validity of transactions whereby the Bank disposes fixed assets shall not be affected by the breach of the first paragraph of this article.

Article 174 The Board of Directors shall formulate the rules of procedures of the Board of Directors to ensure the efficiency and scientific decision-making of the Board of Directors.

Article 175 If the Board of Directors dismisses the President of the Bank during his term of office, the Board of Directors shall promptly inform and make written explanation to the Board of Supervisors.

Article 176 The Board of Directors shall accept the supervision of the Board of Supervisors and shall not obstruct, or hinder the inspections, audits and other activities conducted by the Board of Supervisors in accordance with its functions.

Article 177 The chairman of the Board of Directors shall exercise the following powers:

- (1) to preside over the shareholders general meeting as well as to convene and preside over the meetings of the Board of Directors;
- (2) to supervise and examine the implementation of resolutions of the Board of Directors;
- (3) to supervise and examine the work of special committees;
- (4) to sign the share certificates, corporate debt securities and other securities of the Bank;
- (5) to sign important documents of the Board of Directors and other documents which shall be signed by legal representative/chairman of the Board of Directors of the Bank;
- (6) to exercise other functions conferred by the Board of Directors and that shall be performed by the legal representative/chairman of the Board of Directors of the Bank in accordance with the relevant laws, administrative regulations and rules;
- (7) to exercise the special right to dealing with the affairs of the Bank in accordance with laws and in the interest of the Bank under the emergent force majeure such as extraordinarily serious natural disaster, and timely report to the Board of Directors and shareholders general meeting after the event.

Article 178 The meetings of the Board of Directors shall consist of regular meetings and interim meetings. The Supervisors shall be notified to attend the meetings of the Board of Directors as non-voting delegates.

Article 179 The regular meetings of the Board of Directors shall be held at least four times each year and at least once each quarter. The Board of Directors shall notify all the Directors and Supervisors in writing 10 days prior to a regular meeting of the Board of Directors.

Article 180 The chairman of the Board of Directors shall convene and preside over an interim meeting of the Board of Directors within 10 days under any of the following circumstances:

- (1) the chairman of the Board of Directors deems it necessary;
- (2) shareholders representing 10% or above of voting rights propose for such a meeting;
- (3) more than one-third of Directors propose for such a meeting;
- (4) a majority of the independent Directors propose for such a meeting;
- (5) the Board of Supervisors proposes for such a meeting;
- (6) the President of the Bank proposes for such a meeting in emergency circumstances.

Notice for holding the interim meeting of the Board of Directors shall be issued within a reasonable period of time.

Article 181 The meeting of the Board of Directors shall be held only if a majority of the Directors are present at the meeting. If a Director has material interest in the proposed matters to be resolved at the meeting, such meeting of the Board of Directors shall be held only if a majority of Directors having no material interest in the proposed matters to be resolved present at the meeting.

President of the Bank who is not concurrently a Director shall attend the meeting of the Board of Directors as non-voting delegate.

Article 182 Voting at an onsite meeting of the Board of Directors (including video conference) shall be made by show of hands or by poll. If a Director participates in the onsite meeting through telephone or similar communication equipment, as long as he/she can make himself heard by the other participants at the meeting and can communicate with them, all participating Directors shall be deemed to be present at the meeting in person. Each Director shall have one vote. When the numbers of votes against and in favor of a certain proposal are equal, the chairman of the Board of Directors shall be entitled to one additional vote.

The Board meeting can be convened and pass resolution by way of voting through communication provided that the Directors are guaranteed to fully express their opinions and such resolution shall be signed by the participating Directors. Voting through communication shall have a voting time limit, and Directors who fail to vote within such voting time limit shall be deemed as abstaining from voting.

Resolutions of the Board of Directors shall be passed by a majority of all the Directors. However, resolutions with respect to the following matters shall not be adopted through communication and shall be passed by no less than two-thirds of all the Directors:

- (1) the profit distribution plans and plans for making up losses;
- (2) the proposals for the increase or reduction of the registered capital;
- (3) the proposals for merger, division, dissolution, liquidation or change in the form of the Bank;
- (4) the proposals for the issue of debt securities or other valuable papers with the purpose of replenishment of the capital of the Bank as well as the listing thereof;
- (5) the proposals for repurchase of ordinary shares of the Bank;
- (6) the proposals for the amendment of this Articles of Association;
- (7) the appointment or dismissal of the President or other senior management members of the Bank;
- (8) major matters such as major investment and major assets disposal plan;
- (9) material changes in equity and financial restructuring;
- (10) other matters that a majority of all the Directors of the Board of Directors deem will have a material impact on the Bank and shall be passed by no less than two-thirds of all the Directors;
- (11) deciding on the matters relevant to preference shares issued by the Bank within the authorization of the shareholders general meeting, including but not limited to deciding on whether to repurchase, convert preference shares or distribute dividends;
- (12) other matters that shall be passed by no less than two-thirds of all the Directors as required by applicable laws, administrative regulations, rules and this Articles of Association.

Article 183 If any Director or any of his associates (as defined under the Hong Kong Listing Rules) has material interests in the matters proposed to the Board of Directors, such Director shall abstain from voting in relation to such matter at the Board meeting, such Director shall not exercise his voting rights nor shall he vote on behalf of any other Directors in relation to such matter, and he shall not be counted into the quorum present at the meeting, unless otherwise provided by laws, administrative regulations and rules, and the relevant regulations of the securities regulatory authorities in places where the shares of the Bank are listed.

Resolutions to approve such proposed matters shall be passed by a majority of the Directors having no material interest in such matters.

When resolutions cannot be adopted because the Directors having no material interests present at the meeting are less than 3 or Directors abstain from voting because of having material interest in the proposed matters, the Board of Directors shall submit such proposal to the shareholders general meeting for consideration. The Board of Directors shall explain the deliberations of the Board of Directors concerning such proposal when submitting such proposal to the shareholders general meeting and shall record the opinions of Directors having no material interest in such matter on such proposal.

Resolution passed by the Board of Directors with respect to matters falling within the authority of the shareholders general meeting shall be implemented after being approved by the shareholders general meeting.

Article 184 The Directors shall attend at the meetings of the Board of Directors in person. If the Directors are unable to attend at the meeting in person for certain reasons, they may entrust other Directors in writing to attend the meeting as proxy (if independent Directors are unable to attend the meeting for certain reasons, they shall entrust other independent Directors to attend the meeting as proxy). The letter of proxy shall include particulars such as the names of proxies, entrusted matter, scope of authorization and duration of the authorization, and be signed or stamped by the principal.

Directors attending the meeting as proxy for others shall exercise the director rights within the scope of authorization. Directors failing to attend a meeting in person nor entrusting proxy to attend the meeting shall be deemed to have abstained from voting on such meeting.

Article 185 Minutes of the meeting of Board of Directors shall be prepared in relation to the matters deliberated on the meeting and be signed by the Directors attending the meeting and the recorder. Directors shall be responsible for resolutions adopted by the Board of Directors. Directors participating in the decision-making process for resolutions which are in violation of laws, administrative regulations or this Articles of Association and cause material losses to the Bank shall indemnify the Bank for the losses so incurred. However, if it is proved that a Director offered opposing opinions at voting, which was recorded in the meeting minutes, such Director can be exempt from the compensation liability.

The meeting minutes of the Board of Directors shall contain relevant contents required by laws, administrative regulations and rules as well as this Articles of Association.

Resolutions of the Board of Directors shall be void if in violation of laws and administrative regulations.

Article 186 Minutes of the meetings of the Board of Directors shall be kept by the secretary of the Board of Director as archive of the Bank for a period of no less than 10 years.

CHINA CITIC BANK CORPORATION LIMITED

AUTHORISED DIRECTORS

Ms Li Qingping

Mr. Sun Deshun

Mr. Fang Heying

Mr. Cao Guoqiang

Ms Huang Fang

Mr. Wan Liming

Mr. He Cao

Ms Chen Lihua

Mr. Qian Jun

Mr. Yan Lap Kei Isaac