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CITIC Limited
中國中信股份有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00267)

ANNOUNCEMENT

CONTINUING CONNECTED TRANSACTIONS UNDER
(1) THE ALUMINIUM ALLOY HUB AND RAW MATERIALS PROCUREMENT
FRAMEWORK AGREEMENT
(2) THE ASSET TRANSFER FRAMEWORK AGREEMENT AND THE FINANCIAL
CONSULTING AND ASSET MANAGEMENT SERVICE FRAMEWORK AGREEMENT
AND
(3) THE COMPREHENSIVE INFORMATION SERVICES FRAMEWORK AGREEMENT

CONTINUING CONNECTED TRANSACTIONS

With the current framework agreement to expire on 31 December 2023, on 20 November 2023, the Company entered into the Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement with CITIC Group with a term from 1 January 2024 to 31 December 2026, which sets out the basis upon which members of the Group (including CITIC Dicastal and its subsidiaries) would carry out certain continuing connected transactions with the CITIC Connected Persons.

With the current framework agreement to expire on 31 December 2023, on 8 November 2023, CITIC Bank, a non-wholly-owned subsidiary of the Company, entered into the Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement with CITIC Group with a term from 1 January 2024 to 31 December 2026, which sets out the basis upon which members of the Group would carry out certain continuing connected transactions with the CITIC Connected Persons.

On 20 November 2023, the Company entered into the Comprehensive Information Services Framework Agreement with CITIC Guoan Industry Group, a non-wholly-owned subsidiary of

CITIC Group, with a term from 20 November 2023 to 31 December 2025, which sets out the basis upon which members of the Group would carry out certain continuing connected transactions with CITIC Guoan Connected Persons.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CITIC Group is the controlling shareholder of the Company, CITIC Guoan Industry Group is an associate of CITIC Group, and CITIC Bank is a non-wholly-owned subsidiary of the Company. CITIC Group and its associates are connected persons of the Company under Chapter 14A of the Listing Rules. Thus, the transactions entered into between (i) members of the Group with the CITIC Connected Persons under the Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement; (ii) CITIC Bank with the CITIC Connected Persons under the Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement; and (iii) members of the Group with CITIC Guoan Connected Persons under the Comprehensive Information Services Framework Agreement will constitute continuing connected transactions of the Company under the Listing Rules, while transactions entered into between CITIC Bank and the Group under the Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement are intra-group transactions not constituting continuing connected transactions of the Company.

As the highest applicable percentage ratio in respect of the caps for transactions contemplated under each of (i) the Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement; (ii) the Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement; and (iii) the Comprehensive Information Services Framework Agreement is more than 0.1% and less than 5%, the transactions contemplated thereunder are subject to the reporting and announcement requirements but are exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under the Listing Rules.

I. INTRODUCTION

We refer to the announcements of the Company dated 1 April 2021 and 1 April 2022, in relation to the original aluminium alloy hub and raw materials procurement framework agreement and the supplemental agreement entered into between the Company and CITIC Group, which will expire on 31 December 2023. Considering the business development needs of the Group, members of the Group intend to continue to procure aluminium alloy hubs and relevant Raw Materials from CITIC Connected Persons, on 20 November 2023, the Company entered into the Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement with CITIC Group with a term from 1 January 2024 to 31 December 2026, which sets out the basis upon which members of the Group (including CITIC Dicastal and its subsidiaries) would carry out certain continuing connected transactions with the CITIC Connected Persons.

We refer to the announcement dated 27 August 2020 and the circular dated 12 October 2020 issued by CITIC Bank, and the announcement of the Company dated 9 June 2021 with respect to, among other things, the original asset transfer framework agreement and the financial consulting service and asset management service framework agreement entered into between CITIC Bank and CITIC Group with a term from 1 January 2021 to 31 December 2023. On 8 November 2023, CITIC Bank entered into the

Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement with CITIC Group with a term from 1 January 2024 to 31 December 2026, which sets out the basis upon which members of the Group would carry out certain continuing connected transactions with the CITIC Connected Persons.

The Company was informed by CITIC Group that CITIC Guoan Industry Group has become an associate of CITIC Group since 28 September 2023, and therefore, CITIC Guoan Connected Persons have become connected persons of the Company. Prior to 28 September 2023, CITIC Guoan Connected Persons (mainly Beijing Honglian and its subsidiaries) have been providing the Group with certain comprehensive information services during their ordinary and usual course of business, and the Group intend to continue such transactions. On 20 November 2023, the Company entered into the Comprehensive Information Services Framework Agreement with CITIC Guoan Industry Group with a term from 20 November 2023 to 31 December 2025, which sets out the basis upon which CITIC Guoan Connected Persons would continue to provide Comprehensive Information Services to the Group.

II. CONTINUING CONNECTED TRANSACTIONS UNDER THE ALUMINIUM ALLOY HUB AND RAW MATERIALS PROCUREMENT FRAMEWORK AGREEMENT

a. Particulars of the Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement

| | |
|-----------------|--|
| Date: | 20 November 2023 |
| Parties: | the Company and CITIC Group |
| Term: | commencing from 1 January 2024 and ending on 31 December 2026 (both days inclusive). |

Principal Terms and Pricing Principles

The Group may procure aluminium alloy hubs and the Raw Materials from the CITIC Connected Persons in the ordinary and usual course of business and on prices and terms no less favorable than those available from the independent third parties of the Group in accordance with the following principles:

- (i) The quality of aluminium alloy hubs and Raw Materials sold by CITIC Connected Persons to the Group shall not be lower than the quality of the same or similar goods sold to any third party;
- (ii) The consideration for each specific aluminium alloy hubs procurement transaction shall be calculated on the basis of the average price with reference to the daily market price of aluminium ingots published by CCMN (<http://www.ccmn.cn>) for Changjiang spot A00 aluminium ingots in the previous three months plus miscellaneous operation costs (such as processing costs, reasonable profit, shipping costs and insurance expenses) not exceeding 50% in aggregate of the procurement price;
- (iii) The consideration for each specific Raw Materials procurement transaction will be calculated based on the initial purchase cost plus processing cost, among which: (i) the initial purchase cost of Raw Materials are determined with reference to the daily market price of aluminium ingots published by CCMN (<http://www.ccmn.cn>) for Changjiang spot A00 aluminium ingots; and (ii) processing cost is determined with reference to the market price of similar transactions conducted in the same area of the Raw Materials procurement

- transactions, normally not exceeding 10% of the sales price; and
- (iv) During the term of the Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement, the consideration under the Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement as determined in the separate purchase agreements to be entered into between members of the Group and CITIC Connected Persons will be paid by the Group to CITIC Connected Persons from time to time.

b. Historical Transaction Amounts and Annual Caps

The historical transaction amounts and the annual caps for the procurement transactions are set out below:

| | Historical Amounts for the Period from 1 April to 31 December (RMB in millions) | Historical Amounts for the Year ended 31 December (RMB in millions) | Historical Amounts for the Period from 1 January to 30 September (RMB in millions) (unaudited) | Annual Cap for the Year ending 31 December (RMB in millions) | | |
|--|--|--|---|---|-------------|-------------|
| | 2021 | 2022 | 2023 | 2024 | 2025 | 2026 |
| Procurement of Aluminium Alloy Hubs | | | | | | |
| Transaction Amount | 289 ^(Note 1) | 478 | 355 ^(Note 2) | - | - | - |
| Relevant Cap | 380 | 680 | 680 | 680 | 680 | 680 |
| Procurement of Raw Materials | | | | | | |
| Transaction Amount | 105 ^(Note 1) | 807 | 354 ^(Note 2) | - | - | - |
| Relevant Cap | 600 | 1,200 | 1,200 | 1,200 | 1,200 | 1,200 |

Note 1: The historical amounts for the Procurement Transactions for the period from 1 January to 31 March 2021 were RMB87 million and nil for the procurement of aluminium alloy hubs and Raw Materials, respectively, the highest applicable percentage ratio in respect of each of which was less than 0.1%, therefore such transactions were fully exempted from all reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Note 2: Unaudited, and it is expected that the transaction amount for the year ending 31 December 2023 will not exceed the corresponding caps.

c. Basis of the Annual Caps

The annual caps are determined based on the following factors, including: (i) historical transaction amounts between the Group and the CITIC Connected Persons; and (ii) the expected stable demand of the Group for aluminium alloy hubs and the Raw Materials.

d. Reasons for and Benefits of Entering into the Procurement Transactions

CITIC Dicastal and its subsidiaries have procured aluminium alloy hubs and the Raw Materials from the CITIC Connected Persons in the ordinary and usual course of business, and have been

satisfied with the price, quality, technological process, output and delivery timing. It is to the mutual benefit of CITIC Dicastal and its subsidiaries on the one hand, and the CITIC Connected Persons on the other hand, to maintain the scale of the aluminium alloy hubs and the Raw Materials procurement transactions.

The Directors (including independent non-executive Directors) are of the view that the procurement transactions are in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

III. CONTINUING CONNECTED TRANSACTIONS UNDER THE ASSET TRANSFER FRAMEWORK AGREEMENT AND THE FINANCIAL CONSULTING AND ASSET MANAGEMENT SERVICE FRAMEWORK AGREEMENT

a. Particulars of the Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement

Date: 8 November 2023

Parties: CITIC Bank and CITIC Group

Term: Each of the Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement has a term of three years from 1 January 2024 to 31 December 2026.

Principal Terms and Pricing Principles

Asset Transfer Framework Agreement

Principal Terms

- (i) CITIC Bank in the ordinary and usual course of business buys from or sells to CITIC Connected Persons movable and immovable properties for own use, credit and other relevant assets, including but not limited to: the purchase and sale of movable and immovable properties for own use; sell/buy corporate and retail credit loan and non-credit loan assets and their (collection) beneficiary rights, receivables and other asset directly or through asset management plan, asset securitization or through factoring, forfeiting or other forms; purchase and sale of interbank assets and claims, receipt and disposal of repossessed assets; commercial acceptance bonding business, bill discounting business without the credit risk of the discounting applicant; and other asset transfer business.
- (ii) Both parties of the agreement shall carry out business under the agreement.
- (iii) The course of business under the agreement shall be made on terms no less favorable to CITIC Bank than the terms available to or from independent third parties.

Pricing Principles

The price payable by the transferee to the transferor shall be determined on the basis of the following principles: if there is a state or government statutory or designated price, it is based on the state or government statutory or designated price (i.e. the price stipulated by the state or government authorities in accordance with the relevant laws and other regulatory documents); if

there is no state or government statutory or designated price, it is based on the market price; and if there is no state or government statutory, designated price or market price, the transfer price is based on the book value of the relevant assets, less appropriate discounts to reflect the appropriate risk of such assets.

Financial Consulting and Asset Management Service Framework Agreement

Principal Terms

- (i) CITIC Bank agrees, in its ordinary and usual course of business, to conduct the following services for CITIC Connected Persons including, but not limited to, bond underwriting; financing and financial consulting services; financial products agency sales; asset securitization services; entrusted loans; underwriting of investment and financing projects; consulting; and management of factoring receivables, collection of receivables and guarantee for bad debts; asset management services; other financial consulting services and asset management services.
- (ii) Both parties of the agreement shall provide the services prescribed in the agreement.
- (iii) The services providers and their associates are legally entitled to payment for the services.
- (iv) The services to be provided under the agreement shall be made on the terms no less favorable to CITIC Bank than those available to or from independent third parties.

Pricing Principles

The service fees under the Financial Consulting and Asset Management Service Framework Agreement shall be determined by negotiation between the parties on an arm's length basis, and shall be no less favorable to CITIC Bank than the prices and rates available to or from the independent third parties, or shall be determined by the prices and rates applicable by independent counterparties to the same transactions for certain types of services.

b. Historical Transaction Amounts and Annual Caps

The historical transaction amounts and the annual caps for the asset transfer transactions and the financial consulting and asset management service transactions between CITIC Bank and CITIC Connected Persons are set out below:

| | Historical Amount for the Year ended 31 December (RMB in millions) | | Historical Amount for the Period from 1 January to 30 September (RMB in millions) | Annual Cap for the Year ending 31 December (RMB in millions) | | |
|------------------------------------|---|-------------|--|---|-------------|-------------|
| | 2021 | 2022 | 2023 | 2024 | 2025 | 2026 |
| Asset Transfer Transactions | | | | | | |
| Transaction Amount | 15.9 | 635.7 | 1,945.6 ^(Note) | - | - | - |
| Relevant Cap | 6,600 | 6,600 | 6,600 | 9,000 | 9,000 | 9,000 |

Financial Consulting and Asset Management Service Transactions

| | | | | | | |
|--------------|------|------|-----------------------|-----|-----|-----|
| Service Fees | 13.8 | 10.3 | 7.7 ^(Note) | - | - | - |
| Relevant Cap | 400 | 400 | 400 | 400 | 400 | 400 |

Note: Unaudited, and it is expected that the actual amount for the year ending 31 December 2023 will not exceed the corresponding caps.

c. Basis of the Annual Caps

Assets Transfer Framework Agreement

In arriving at the caps of the Assets Transfer Framework Agreement, CITIC Bank has considered the historical figures for similar transactions and have taken into account the following factors:

- (i) the interbank credit asset securitization business is an important method to improve the ability of commercial banks to actively manage assets and liabilities and to extend credit. It can effectively activate existing assets, establish a virtuous cycle between asset allocation and asset circulation, and assist commercial banks to transform and upgrade to asset-light and transactional banking;
- (ii) regulators continue to support commercial banks to carry out credit asset securitization business, and the domestic securitization market has been developing steadily in recent years, with increasingly rich coverage of varieties, continuous improvement of system construction, and the development mode evolving steadily from “policy-driven” to “market-initiated”. Under the dual promotion of regulators and market demand, the credit asset securitization business of commercial banks has been developing rapidly;
- (iii) CITIC Bank continues to improve the asset securitization policies, set up the asset securitization business system, and constructed a full-coverage of basic assets, so that the foundation for the development of the asset securitization business has been effectively consolidated;
- (iv) in the past two years, CITIC Bank has only issued non-performing asset securitization products, and the amount of the issuance has been relatively small. Considering that in the future, if banks’ refinancing channels are tightened, the demand for credit investment increases, and the implementation of the new capital regulations leads to the tightening of CITIC Bank’s loan scale and risky assets, CITIC Bank may issue securitization products for personal housing mortgage loans, personal consumption loans, and credit card full accounts in order to release risky capital, and to lower refinancing cost;
- (v) in the future, CITIC Bank will continue to increase the strength of asset securitization, and to push forward the development of the credit card full accounts, personal consumption loans, housing mortgage loans, non-performing loans, etc., so as to drive the development of asset transfer business of asset securitization;
- (vi) CITIC Bank has carried out the business of secondary market forfeiting for a relatively short period of time, and there is still a large space for development in the future;
- (vii) CITIC Qingdao Asset etc., as licensed asset management companies, will achieve growth in their subsequent businesses such as the transfer of non-performing assets and the transfer of repossessed assets; and

- (viii) CITIC Guoan Industry Group has become an associate of CITIC Group since 28 September 2023, and therefore, CITIC Guoan Connected Persons have become connected persons of the Company, and the transactions with CITIC Guoan Connected Persons have become connected transactions of the Company.

Financial Consulting and Asset Management Service Framework Agreement

In arriving at the annual caps of the Financial Consulting and Asset Management Service Framework Agreement, CITIC Bank has considered the historical figures for similar transactions and have taken into account the following factors:

- (i) in accordance with the strategic transformation goals, CITIC Bank will continue to promote and develop light businesses, including securities underwriting, asset management, financial consulting, financial products agency sales and other businesses. Among which, cooperation with CITIC Connected Persons will be extensively involved;
- (ii) as a mainstream underwriting agency in the market, CITIC Bank's debt financing instrument underwriting business has long been at the forefront of the market. At the same time, considering regulatory tendency, the function of bond market as the main channel of market-oriented financing becomes more stable. It is expected that the scale of bond issuance by CITIC Connected Persons will increase in the future. At present, several CITIC Connected Persons have cooperation plans with CITIC Bank for bond issuance with rich project reserve. The scale of corresponding service fees paid to CITIC Bank are expected to increase continuously;
- (iii) with the gradually increasing importance of bond financing in the overall social financing structure, CITIC Bank will focus on establishing a "licensed + non-licensed" underwriting service system, and further strengthen the cooperation in this field with leading companies in related industries among CITIC Connected Persons, combining strong forces to create a full license financing services system for the debt capital market, expanding customer financing channels and reducing customer financing costs;
- (iv) the agency sale of financial products will be included in the management of financial consulting and asset management services. With the in-depth business collaboration between CITIC Bank and CITIC Group, the scope of cooperation between CITIC Bank and CITIC Group will be further expanded, the volume of agency sales will increase continuously, and the agency fee will increase along the way;
- (v) the financial consulting and asset management services are strongly related to the securitization businesses of credit assets. In the securitization businesses of credit assets, trust management fees charged for provision of securitization transfer and service in duration, underwriting fees charged for provision of underwriting services for securitization, and promoter service fees charged for provision of service in duration for securitization are generated. Due to the relatively small scale issuance of credit asset securitization in the past two years, the above-mentioned service charges are small in amount. However, the financial consulting and asset management service charges will also increase correspondingly with the increase of issuance scale of securitization of credit assets in the future; and
- (vi) after the issuance of the Guiding Opinions by the General Office of the China Banking and Insurance Regulatory Commission on Guiding Financial Asset Management

Companies to Focus on Their Main Businesses and Actively Participate in the Reform and Risk Mitigation of Small and Medium-sized Financial Institutions (《中國銀保監會辦公廳關於引導金融資產管理公司聚焦主業積極參與中小金融機構改革化險的指導意見》) in 2022, CITIC Bank has gradually carried out the structured disposal of non-performing assets, and is expected to record growth in this business in the future.

Since annual caps in connection with the asset transfer transactions are based on the amount of asset transfer, while the annual caps in connection with the financial consulting and asset management service transactions are based on service fees, they are not aggregated due to their different natures.

d. Reasons for and Benefits of Entering into the Asset Transfer Transactions and the Financial Consulting and Asset Management Service Transactions

The demand of CITIC Bank for asset transfer and financial consulting and asset management service in the ordinary and usual course of business is increasing. CITIC Bank can optimize its credit structure by selling loans and other related assets to the CITIC Connected Persons. Meanwhile, as a method of management of assets and liabilities, CITIC Bank can sell on-balance-sheet credit assets through market-oriented channels under the excessively rapid growth in credit provision, thereby realizing adjustment and optimization of the asset-liability structure, increasing profit channels, and satisfying regulatory indicators in respect of capital adequacy such as the rate of non-performing loans, the scale of non-performing loans, and the implementation of credit policies. Besides, by cooperating with the CITIC Connected Persons to achieve synergy effect of the integrated platform of CITIC Group, CITIC Bank is able to reduce its operating cost and risk to a certain extent and effectively raise its integrated return and service capabilities.

The Directors (including independent non-executive Directors) are of the view that the asset transfer transactions and the financial consulting and asset management service transactions are in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

IV. CONTINUING CONNECTED TRANSACTIONS UNDER THE COMPREHENSIVE INFORMATION SERVICES FRAMEWORK AGREEMENT

a. Particulars of the Comprehensive Information Services Framework Agreement

| | |
|-----------------|--|
| Date: | 20 November 2023 |
| Parties: | The Company and CITIC Guoan Industry Group |
| Term: | The Comprehensive Information Services Framework Agreement has a term from 20 November 2023 to 31 December 2025 (both days inclusive). |

Principal Terms and Pricing Principles

Service Scope

CITIC Guoan Connected Persons may provide comprehensive information services to members of the Group in the ordinary and usual course of business, which include, without limitation:

- (i) Call Center Services - CITIC Guoan Connected Persons provide the Group with operation sites, server rooms, software and equipment, network facilities and ancillary services for the customer services hotlines and telemarketing;
- (ii) Human Resources Services - CITIC Guoan Connected Persons provide the Group with eligible outsourcing personnel for the call centers of the Group;
- (iii) Benefits Services - CITIC Guoan Connected Persons provide overall solutions, technical support, product procurement and digital marketing services for the Group's employee welfare, member mall, member point mall, business marketing activities and launch of benefit products;
- (iv) Labor Dispatch Services - CITIC Guoan Connected Persons establish labor relations with dispatched employees and dispatch them to the Group, where the dispatched employees mainly provide services such as file management, five insurance schemes and one housing provident fund, issuance of various certificates, payroll management and personal tax filing under the direction and supervision of the Group; and
- (v) Enterprise Communication Services (Enterprise SMS Business) - CITIC Guoan Connected Persons provide services such as SMS communication, meeting notice delivery and business reminders between the Group and its customers or the internal staff of the Group, etc. The business does not charge any fees from the SMS recipients, and only requires the sender, i.e. the Group, to pay a certain amount of SMS traffic fees.

Pricing Principles

The prices and terms of the Comprehensive Information Services shall be negotiated on arm's length basis and are no less favorable than those available from the independent third party service providers of the Group, in accordance with the following detailed principles:

- (i) in respect of the call center services, the fees payable by the Group for the services provided by CITIC Guoan Connected Persons shall be determined with reference to the number of seats required for each particular project times a fixed rate. The fixed rate shall be determined through arm's length negotiations with reference to prevailing market price or rates applicable to comparable transactions conducted with independent third parties of the Group, taking into consideration the quality of the services provided CITIC Guoan Connected Persons.
- (ii) in respect of the human resources services, the fees payable by the Group for the services provided by CITIC Guoan Connected Persons shall be determined with reference to the number of personnel times the remuneration of such personnel. The remuneration shall be determined through arm's length negotiations with reference to prevailing market price or rates applicable to comparable transactions conducted with independent third parties of the Group.
- (iii) In respect of the benefits services, the fees payable by the Group for the services provided by the CITIC Guoan Connected Persons will be determined with reference to the fee rates for marketing programs, technology forms, benefits products, etc. for each specific item multiplied by the respective volume. Each fee rate shall be determined through arm's length negotiations with reference to market rates or rates applicable in comparable

transactions with third-party suppliers of the service recipient, taking into account the quality of services provided by the service provider.

- (iv) In respect of the labor dispatch services, the pricing method for the labor dispatch business is based on the provision of services to the Group by CITIC Guoan Connected Persons in the form of labor dispatch, which mainly include file management, five insurance schemes and one housing provident fund, various certificates and invoices, payroll management and individual tax filing, etc. A reasonable unit price based on the aforesaid services was arrived at after arm's length negotiation and will be multiplied by the number of persons dispatched for the labor dispatch services.
- (v) In respect of the enterprise communication services, the price will be determined with reference to the cost of procurement from the three major telecom providers, Internet-cloud vendors and third-party partners, taking into account the scale of the dispatch volume and the settlement cycle.

b. Historical Transaction Amounts and the Proposed Caps

The historical transaction amounts and the proposed caps for the comprehensive information services transactions between the Group and CITIC Guoan Connected Persons are set out below:

| | Historical Amount for the Year ended 31 December (RMB in millions) | | Historical Amount for the Period from 1 January to 28 September (RMB in millions) (unaudited) | Cap for the Period from 28 September to 31 December (RMB in millions) (Note 2) | Annual Cap for the Year ending 31 December (RMB in millions) | |
|--------------|--|-----------------------------|---|--|--|-------|
| | 2021 | 2022 | 2023 | 2023 | 2024 | 2025 |
| Service Fees | 1,414.0 ^(Note 1) | 1,425.0 ^(Note 1) | 1,014.0 ^(Note 1) | 2,000 | 4,000 | 4,500 |

Note 1: The historical transactions for the period prior to 28 September 2023 did not constitute connected transactions for the Company. The financial results of CITIC Guoan Industry Group were consolidated into the financial statements of CITIC Group on 28 September 2023, from which date CITIC Guoan Connected Persons became connected persons of the Company.

Note 2: The highest applicable percentage ratio in respect of the transaction amount of the comprehensive information services transactions for the period from 28 September 2023 to 19 November 2023 was less than 0.1%, therefore such transactions were fully exempted from all reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

c. Basis of the Proposed Caps

The proposed caps for the transactions contemplated under the Comprehensive Information Services Framework Agreement are determined based on:

- (i) historical transaction amounts between the Group and CITIC Guoan Connected Persons;
- (ii) the estimated service fee rates at the prevailing market price;

- (iii) the expected increase in number of personnel from CITIC Guoan Connected Persons required for customer services due to the expected increasing demand for the customers and the increasing scale of the customer base of the Group in the relevant periods; and
- (iv) development and increase in business of the Group in relevant fields.

d. Reasons for and Benefits of Entering into the Comprehensive Information Services Transactions

As part of the Group's commitment to provide customers with a high level of service, the Group understands that customers may, from time to time, require professional customer care solutions and support to assist them with their purchase of the Group's products and services. As Beijing Honglian and its subsidiaries are capable of providing high-quality call center and other ancillary Comprehensive Information Services to support customers of the Group, the Group is satisfied with the quality and price of their services and has engaged and will continue to engage Beijing Honglian and its subsidiaries to provide such services to the Group.

In addition, by entering into the Comprehensive Information Services Framework Agreement, the Group can benefit from the lower costs instead of operating and managing its own call centers whilst maintaining the high standard of professional customer care solution and support.

The Directors (including independent non-executive Directors) are of the view that the comprehensive information services transactions are in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

V. LISTING RULES IMPLICATIONS

As at the date of this announcement, CITIC Group is the controlling shareholder of the Company, CITIC Guoan Industry Group is an associate of CITIC Group, and CITIC Bank is a non-wholly-owned subsidiary of the Company. CITIC Group and its associates are connected persons of the Company under Chapter 14A of the Listing Rules. Thus, the transactions entered into between (i) members of the Group with the CITIC Connected Persons under the Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement; (ii) CITIC Bank with the CITIC Connected Persons under the Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement; and (iii) members of the Group with CITIC Guoan Connected Persons under the Comprehensive Information Services Framework Agreement will constitute continuing connected transactions of the Company under the Listing Rules, while transactions entered into between CITIC Bank and the Group under the Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement are intra-group transactions not constituting continuing connected transactions of the Company.

As the highest applicable percentage ratio in respect of the caps for transactions with CITIC Connected Persons or CITIC Guoan Connected Persons contemplated under each of (i) the Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement; (ii) the Asset Transfer Framework Agreement and the Financial Consulting and Asset Management Service Framework Agreement; and (iii) the Comprehensive Information Services Framework Agreement is more than 0.1% and less than 5%, the transactions contemplated thereunder are subject to the reporting and announcement requirements but

are exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under the Listing Rules.

Mr. Zhu Hexin, Mr. Xi Guohua, Mr. Liu Zhengjun, Mr. Wang Guoquan, Ms. Yu Yang, Mr. Zhang Lin, Ms. Li Yi and Mr. Yue Xuekun all have offices in CITIC Group, and in order to avoid the perception of a conflict of interest, each of them had either abstained from voting, or was not present at the relevant Board meeting to vote, on the Board resolutions to approve the continuing connected transactions with CITIC Connected Persons or CITIC Guoan Connected Persons. Save as disclosed above, none of the other Directors has a material interest in the continuing connected transactions with CITIC Connected Persons or CITIC Guoan Connected Persons or holds any position in CITIC Group and/or its associates which would require them to abstain from voting on the relevant Board resolutions.

VI. INFORMATION ABOUT THE PARTIES INVOLVED

The Company

CITIC Limited (SEHK: 00267) is one of China's largest conglomerates and a constituent of the Hang Seng Index. Tracing our roots to the beginning of China's opening and reform, CITIC has grown in step with the country's rise and modernisation. We have built a remarkable portfolio of businesses in comprehensive financial services, advanced intelligent manufacturing, advanced materials, new consumption and new-type urbanisation. Our platform is unique in its diversity and scale, allowing CITIC to capture emerging opportunities in China and around the world. Guiding us as we grow is our fundamental commitment to create long-term value for all of its shareholders.

CITIC Group

CITIC Group is a Chinese state-owned enterprise under the Ministry of Finance. Its main asset is a 58.13% interest in CITIC Limited. Since its establishment in 1979, CITIC Group has been a pioneer of China's economic reform. It makes investments in areas with long-term potential as well as those aligned with national priorities.

CITIC Bank

CITIC Bank (Shanghai Stock Exchange stock code: 601998; Stock Exchange stock code: 00998), formerly known as CITIC Industrial Bank (中信實業銀行), was incorporated in 1987. As at the date of this announcement, CITIC Bank is a non-wholly-owned subsidiary of the Company. CITIC Bank's principal businesses include corporate finance, retail finance, financial markets and other businesses.

CITIC Guoan Industry Group

CITIC Guoan Industry Group is a limited liability company incorporated in the PRC and an associate of CITIC Group. Its principal businesses include new materials, new consumption, etc. Its subsidiary, Beijing Honglian, mainly engaged in businesses including comprehensive enterprise information services and cable TV network operations.

VII. DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings:

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| “Aluminium Alloy Hub and Raw Materials Procurement Framework Agreement” | the aluminium alloy hubs and raw materials procurement framework agreement entered into between the Company and CITIC Group dated 20 November 2023 |
| “Asset Transfer Framework Agreement” | the CITIC Bank and CITIC Group Asset Transfer Framework Agreement entered into between CITIC Bank and CITIC Group dated 8 November 2023 |
| “associate(s)” | having the meaning ascribed to it in the Listing Rules |
| “Beijing Honglian” | Beijing HL95 Information Industry Co., Ltd. (北京鴻聯九五信息產業有限公司), an indirect non-wholly-owned subsidiary of CITIC Guoan Industry Group. Its principal businesses include Internet data center business, call center business, Internet connection business, information service business; computer information spreading network project, information network design project; product information consultation; technology development, technology transaction; and sales of developed electronic devices products |
| “Board” | the board of directors of the Company |
| “CITIC Bank” | CITIC Bank Corporation Limited (中信銀行股份有限公司), a non-wholly-owned subsidiary of the Company |
| “CITIC Connected Person(s)” | CITIC Group and/or its associates (excluding the Group) |
| “CITIC Dicastal” | CITIC Dicastal Co., Ltd., a non-wholly-owned subsidiary of the Company |
| “CITIC Group” | CITIC Group Corporation (中國中信集團有限公司) |
| “CITIC Guoan Connected Person(s)” | CITIC Guoan Industry Group and/or its associates |
| “CITIC Guoan Industry Group” | CITIC Guoan Industry Group Co., Ltd. (中信國安實業集團有限公司), a non-wholly-owned subsidiary of CITIC Group since 28 September 2023 |
| “CITIC Qingdao Asset” | CITIC Qingdao Asset Management Co., Ltd. (中信青島資產管理有限公司), a subsidiary of CITIC Group |
| “Company” or “CITIC Limited” | CITIC Limited (中國中信股份有限公司) |

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| “Comprehensive Information Services Framework Agreement” | the Comprehensive Information Services Framework Agreement entered into between the Company and CITIC Group dated 20 November 2023 |
| “Director(s)” | the director(s) of the Company |
| “Financial Consulting and Asset Management Service Framework Agreement” | the Financial Consulting and Asset Management Service Framework Agreement entered into between CITIC Bank and CITIC Group dated 8 November 2023 |
| “Group” | the Company and its subsidiaries |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “PRC” or “China” | the People’s Republic of China |
| “Raw Materials” | casted round al-alloy bars and aluminium alloy ingot |
| “RMB” | Renminbi, the lawful currency of the People’s Republic of China |
| “Shareholders” | the shareholders of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

By Order of the Board
CITIC Limited
Zhu Hexin
Chairman

Hong Kong, 20 November 2023

As at the date of this announcement, the executive directors of the Company are Mr Zhu Hexin (Chairman), Mr Xi Guohua, Mr Liu Zhengjun and Mr Wang Guoquan; the non-executive directors of the Company are Ms Yu Yang, Mr Zhang Lin, Ms Li Yi, Mr Yue Xuekun, Mr Yang Xiaoping and Mr Mu Guoxin; and the independent non-executive directors of the Company are Mr Francis Siu Wai Keung, Dr Xu Jinwu, Mr Anthony Francis Neoh, Mr Gregory Lynn Curl and Mr Toshikazu Tagawa.