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(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6030)

NOTICE OF 2011 FIFTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 Fifth Extraordinary General Meeting (the “**EGM**”) of CITIC Securities Company Limited (the “**Company**”) will be held at 2/F, Daguantang Hall, Huadu Hotel, No. 8 Xinyuannanlu, Chaoyang District, Beijing, the People's Republic of China (the “**PRC**”) at 10:00 a.m. on Friday, 23 December 2011 for the purposes of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the purchase of liability insurance for directors, supervisors and senior management of the Company. (Please refer to the circular of the Company dated 7 November 2011 for details.)

SPECIAL RESOLUTION

1. To consider and approve the amendments to the Articles of Association of CITIC Securities Company Limited (the “**Articles of Association**”) in respect of Article 3, Article 5, Article 6, Article 14 and Article 20 and to authorize the management of the Company to deal with the relevant procedures in connection with the amendments to the Articles of Association, and make corresponding revisions to the Articles of Association as required by China Securities Regulatory Commission. (Please refer to the circular of the Company dated 7 November 2011 for details.)

By order of the Board
CITIC Securities Company Limited
WANG Dongming
Chairman

Beijing, the PRC
7 November 2011

As at the date of this announcement, our executive directors are Mr. WANG Dongming and Mr. YIN Ke; our non-executive directors are Mr. LIU Lefei, Mr. ZHANG Youjun, Mr. ZHANG Jijing, Mr. JU Weimin, Mr. YANG Hualiang and Mr. Da Xinya; our independent non-executive directors are Mr. FENG Zuxin, Ms. LI Jian and Mr. RAO Geping; our independent director is Mr. ZHANG Hongjiu ^(note1); and our proposed independent non-executive director is Mr. LEE Kong Wai, Conway ^(note2).

Note1: The resignation of Mr. ZHANG Hongjiu will take effect upon the appointment of Mr. LEE Kong Wai, Conway having been approved by the CSRC.

Note2: The appointment of Mr. LEE Kong Wai, Conway is subject to the approval of the CSRC.

Notes:

- (a) Details of the resolutions set out in the circular (the “**Circular**”) of the Company dated 7 November 2011. Terms defined therein shall have the same meanings when used in this notice unless the context otherwise requires.
- (b) The H Share register of members of the Company will be temporarily closed from Thursday, 24 November 2011 to Friday, 23 December 2011 (both days inclusive). Holders of H Shares whose names appear on the registrar of member of H Shares of the Company at the close of business on Wednesday, 23 November 2011 are entitled to attend the EGM. In order for holders of H Shares to be qualified for attendance at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Wednesday, 23 November 2011 for completion of the registration of the relevant transfer.
- (c) Holders of A Shares or H Shares of the Company, who intend to attend the EGM, must complete the reply slips for attending the EGM and return the same to the board of the directors’ office of the Company not later than 20 days before the date of the EGM, i.e. no later than Friday, 2 December 2011.

Details of the board of the directors’ office are as follows:

CITIC Securities Tower
No. 48 Liangmaqiao Road
Chaoyang District, Beijing
The PRC
Postal code: 100125
Fax: (8610) 6083 6031

- (d) Each holder of H Shares who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM.
- (e) The instrument appointing a proxy by the Shareholders must be signed by the person appointing the proxy or an attorney duly authorized by such person in writing. If the instrument is signed by an attorney of the person appointing the proxy, the power of attorney authorizing to sign, or other documents of authorization, shall be notarially certified.
- (f) To be valid, for holders of H Shares, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company’s H Share registrar, 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 EGM or any adjournment thereof.
- (g) Each holder of A Shares is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his behalf at the EGM. Notes (d) and (e) also apply to holders of A Shares, except that the form of proxy or other documents of authorization must be delivered to the board of the directors’ office, the address of which is set out in Note (c) above, not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof in order for such documents to be valid.
- (h) If a proxy attends the EGM on behalf of a Shareholder, he shall produce his identification document and the instrument or document signed by the appointer or his legal representative, and specifying the date of its issuance. If a legal person Shareholder appoints a corporate representative to attend the EGM, such representative shall produce his identification document and the notarized copy of the resolution passed by the board of directors or other authority or other notarized copy of the documents of authorization issued by such legal person Shareholder.
- (i) The EGM is expected to last for a half day. Shareholders attending the EGM shall be responsible for their own transportation and accommodation expenses.