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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.*

“A Share Offering”	the offer for subscription of 400,000,000 A Shares by our Company to the public in the PRC in connection with the initial listing of the A Shares on the Shanghai Stock Exchange in January 2003
“A Shares”	domestic shares of our Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB
“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s) and <b>GREEN</b> applications form(s) or, where the context so requires, any of them, relating to the Hong Kong Public Offering
“Articles of Association” or “Articles”	the articles of association of the Company a summary of which is set out in Appendix VII to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules
“Board of Directors” or “Board”	the board of Directors of our Company
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CA Cheuvreux”	Crédit Agricole Cheuvreux SA
“CA-CIB”	Crédit Agricole Corporate and Investment Bank
“CASA BV”	Crédit Agricole Securities Asia B.V.
“CBRC”	China Banking Regulatory Commission (中國銀行業監督管理委員會)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual, joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“Centralised Securities Lending Exchange”	a market in the PRC where investment banks are allowed to act as intermediaries and lend securities held by other financial institutions (轉融通市場)
“CFFEX”	China Financial Futures Exchange (中國金融期貨交易所)
“China” or “PRC”	the People’s Republic of China and for the purposes of this prospectus, excluding Hong Kong, Macau and Taiwan
“China AMC”	China Asset Management Co., Ltd. (華夏基金管理有限公司), a company with limited liability incorporated in the PRC on 9 April 1998 and a wholly-owned subsidiary of our Company
“China Securities”	China Securities Co., Ltd. (中信建投證券有限責任公司), a company with limited liability incorporated in the PRC on 2 November 2005 and 7% owned by our Company
“ChiNext Board”	the growth enterprise board in China launched by the Shenzhen Stock Exchange
“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 and the Shanghai Stock Exchange, respectively
“CITIC Fund”	CITIC Fund Management Co., Ltd, a company 100% owned by the Company and merged into China AMC in December 2009
“CITIC Group”	CITIC Group (中國中信集團公司), a state-owned enterprise established in the PRC on 4 October 1979 and the only substantial shareholder of the Company
“CITIC Kington”	CITIC–Kington Securities Co., Ltd. (中信金通證券有限責任公司), a company with limited liability incorporated in the PRC on 6 February 2002 and a wholly-owned subsidiary of our Company
“CITIC PE Fund”	CITIC Private Equity Funds Management Co., Ltd. (中信產業投資基金管理有限公司), a company with limited liability incorporated in the PRC on 27 May 2008, in which our Company currently holds a 35% interest
“CITIC Prudential Life”	CITIC Prudential Life Insurance Co., Ltd. (信誠人壽保險有限公司), a company with limited liability incorporated in the PRC and 50% owned by CITIC Group
“CITIC Trust”	CITIC Trust Co., Ltd. (中信信托有限責任公司), a company with limited liability incorporated in the PRC and 100% owned by CITIC Group
“CITIC Wantong”	CITIC Wantong Securities Co., Ltd., (中信萬通證券有限責任公司), a company with limited liability incorporated in the PRC on 2 June 1988 and a subsidiary 94.40% owned by our Company

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“CITICS CF Hong Kong”	CITIC Securities Corporate Finance (HK) Limited (中信証券融資(香港)有限公司), a company with limited liability incorporated in Hong Kong on 24 March 1992 and a wholly-owned subsidiary of our Company
“CITICS Futures”	CITICS Futures Co., Ltd. (中證期貨有限公司), a company with limited liability incorporated in the PRC on 30 March 1993 and a wholly-owned subsidiary of our Company
“CLSA”	CLSA B.V.
“Company,” “our Company,” or “CITIC Securities”	CITIC Securities Company Limited (中信証券股份有限公司), a joint stock company with limited liability incorporated in the PRC on 25 October 1999
“connected person(s)”	has the meaning ascribed thereto in the Hong Kong Listing Rules
“CSI”	CITIC Securities International Company Limited (中信証券國際有限公司), a company with limited liability incorporated in Hong Kong on 9 April 1998 and a wholly-owned subsidiary of our Company
“CSI PE Fund”	CSI Capital GP Company, Ltd., an exempted company with limited liability incorporated in the Cayman Islands on 5 March 2009, in which our Company currently holds a 72% interest
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	director(s) of our Company
“Executive Committee”	the executive committee of the Company
“GEM”	the Growth Enterprise Market of the Hong Kong Stock Exchange
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GoldStone”	GoldStone Investment Co., Ltd. (金石投資有限公司), a company with limited liability incorporated in the PRC on 11 October 2007 and a wholly-owned subsidiary of our Company
“Green application form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “our Group,” “we,” “our” or “us”	the Company and, except where the context otherwise requires, all of its subsidiaries
“H Share Listing”	listing of the H Shares on the Main Board of the Hong Kong Stock Exchange

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“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Shares”	overseas listed foreign shares in our ordinary share capital with a nominal value of RMB1.00 each, to be subscribed for and traded in Hong Kong dollars and listed on the Hong Kong Stock Exchange
“HKEx Fact Book”	an annual publication posted on the HKEx website ( <a href="http://www.hkex.com.hk">http://www.hkex.com.hk</a> ), which provides a review of the securities and derivatives markets in Hong Kong, as well as clearing and settlement information
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“HK\$” or “Hong Kong dollars” or “HK dollars” or “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong at this time
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 32 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Offer Shares”	the H Shares offered by us for subscription pursuant to the Hong Kong Public Offering
“Hong Kong Public Offering”	the offering by the Company of initially 49,765,000 H Shares for subscription by the public in Hong Kong (subject to adjustment as described in “Structure of the Global Offering” in this prospectus) for cash at the Offer Price on the terms and conditions described in this prospectus and the Application Forms
“Hong Kong Stock Exchange” or “HKEx”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 21 September 2011 entered into among our Company, the Joint Bookrunners, the Joint International Coordinators and the Hong Kong Underwriters as further described in “Underwriting — Underwriting Arrangements and Expenses” in this prospectus
“IASB”	International Accounting Standards Board
“IFRS”	the International Financial Reporting Standards, which include standards and interpretations promulgated by the IASB, and the

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	International Accounting Standards (IAS) and interpretation issued by the International Accounting Standards Committee (IASC)
“IMF”	International Monetary Fund
“independent third party(ies)”	party(ies) not connected with our Company and our connected persons
“International Board”	a board to be established on the Shanghai Stock Exchange where foreign companies can list their stocks
“International Offer Shares”	the H Shares offered pursuant to the International Offering
“International Offering”	the conditional placing of the International Offer Shares by the International Underwriters with professional and institutional investors for cash at the Offer Price, as further described in “Structure of the Global Offering” in this prospectus, and in the United States to QIBs in reliance on Rule 144A and outside the United States in offshore transactions in accordance with Regulation S as further described in “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of international underwriters who are expected to enter into the International Underwriting Agreement to underwrite the International Offering
“International Underwriting Agreement”	the underwriting agreement expected to be entered into on or before 28 September 2011 by, among others, the Sole Global Coordinator, the Joint Bookrunners, the Joint International Coordinators, the International Underwriters and our Company in respect of the International Offering, as further described in “Underwriting — Underwriting Arrangements and Expenses — The International Offering” in this prospectus
“Joint Bookrunners”	CITICS CF Hong Kong, ICBC International Capital Limited, CCB International Capital Limited, BOCI Asia Limited, ABCI Securities Company Limited and BOCOM International Securities Limited
“Joint International Coordinators”	Merrill Lynch International, CLSA Limited and Crédit Agricole Corporate and Investment Bank, Morgan Stanley & Co. International plc and The Hongkong and Shanghai Banking Corporation Limited, none of which will underwrite the Hong Kong Public Offering unless it is also a Hong Kong Underwriter
“Joint Lead Managers”	the joint lead managers of the Hong Kong Offering named in “Underwriting — Hong Kong Underwriters” and the joint lead managers of the International Offering
“Joint Representatives”	the Joint Bookrunners and the Joint International Coordinators and certain affiliates of the Joint Bookrunners and the Joint International Coordinators

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“Joint Sponsors”	CITICS CF Hong Kong, CCB International Capital Limited and ICBC International Capital Limited
“Latest Practicable Date”	14 September 2011, the latest practicable date for the inclusion of certain information in this prospectus prior to its publication
“Listing Committee”	the Listing Committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about 6 October 2011, on which the H Shares are listed and from which dealings therein are permitted to take place on the Hong Kong Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, promulgated by the former State Council Securities Committee and other PRC government departments on 27 August 1994, as amended, supplemented or otherwise modified from time to time
“MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOHRSS”	Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部)
“NAFMII”	National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會)
“NAO”	National Audit Office of the PRC (中華人民共和國審計署)
“NBSC”	National Bureau of Statistics of the PRC (中華人民共和國國家統計局)
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“New EIT Law”	Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) adopted by the Tenth National People’s Congress on 16 March 2007, and effective on 1 January 2008
“New Fortune”	the New Fortune magazine (新財富)
“Non-PRC Resident Enterprise”	as defined under the New EIT Law, means companies established pursuant to a non-PRC law with their de facto management conducted

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	outside the PRC, but which have established organisations or premises in the PRC, or which have generated income within the PRC without having established organisations or premises in the PRC
“NPC”	National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“NSSF”	National Council for Social Security Fund of the PRC (全國社會保障基金理事會)
“Offer Price”	the final price per Offer Share in Hong Kong dollars (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%), at which Hong Kong Offer Shares are to be subscribed, to be determined in the manner further described in “Structure of the Global Offering — Pricing and Allocation”
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares, collectively, and where relevant, together with any additional H Shares to be issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option granted by us to the International Underwriters, exercisable by the Sole Global Coordinator on behalf of the International Underwriters pursuant to the International Underwriting Agreement, to require us to issue up to 149,295,000 additional H Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price, to cover, among other things, over-allocations, if any, in the International Offering
“PBOC”	People’s Bank of China (中國人民銀行), the central bank in China
“PRC Company Law”	Company Law of the PRC (中華人民共和國公司法), as amended and adopted by the Standing Committee of the Eighth National People’s Congress on 27 October 2005 and effective on 1 January 2006, as amended, supplemented and otherwise modified from time to time
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC government” or “State”	the central government of the PRC, including all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities
“PRC Securities Law”	Securities Law of the PRC (中華人民共和國證券法) as promulgated by the Standing Committee of the NPC on 29 December 1998 and effective on 1 July 1999, as amended, supplemented and otherwise modified from time to time, including the amendments on 28 August 2004 and 27 October 2005

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“Price Determination Agreement”	the agreement to be entered into by the Joint Representatives (for themselves and on behalf of the Underwriters) and us on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about 28 September 2011 (Hong Kong time) on which the Offer Price is determined, or such later time as the Joint Representatives (for themselves and on behalf of the Underwriters) and we may agree, but in any event no later than 4 October 2011, on which the Offer Price is fixed for the purposes of the Global Offering
“Promoters”	the promoters of the Company prior to its conversion into a joint stock limited company
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	the lawful currency of the PRC
“Risk Control Index Measures”	Measures for the Risk Control Indexes of Securities Companies of the PRC (2008 Amendment) (證券公司風險控制指標管理辦法 (2008年修訂))
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAC”	Securities Association of China (中國證券業協會)
“SAFE”	State Administration of Foreign Exchange of the PRC (國家外匯管理局)
“Sallmanns”	Jones Lang LaSalle Sallmanns Limited
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation of the PRC (國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Listing Rules”	the Stock Listing Rules of the Shanghai Stock Exchange (上海證券交易所股票上市規則)
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	shares of our Company, with a nominal value of RMB1.00 each, comprising the A Shares and H Shares



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“Share Incentive Arrangement”	the share incentive arrangement of the Company, details of which are set out in “Directors, Supervisors, Senior Management and Employees — Share Incentive Arrangement” in this prospectus
“Shareholder(s)”	holder(s) of the Shares
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“SME Board”	the Small and Medium Enterprises Board of the Shenzhen Stock Exchange
“Sole Global Coordinator”	CITICS CF Hong Kong
“Special Regulations”	Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on 4 August 1994
“Stabilising Manager”	CITICS CF Hong Kong
“State Council”	State Council of the PRC (中華人民共和國國務院)
“subsidiaries”	has the meaning ascribed thereto in section 2 of the Hong Kong Companies Ordinance
“substantial shareholder”	has the meaning ascribed thereto in the Hong Kong Listing Rules
“Supervisor(s)”	member(s) of the Supervisory Committee of our Company
“Track Record Period”	the years ended 31 December 2008, 2009 and 2010 and the three months ended 31 March 2011
“Trial Provisions”	the Trial Provisions for the Establishment of Subsidiaries by Securities Companies (effective from 1 January 2008)
“Underwriters”	the International Underwriters and the Hong Kong Underwriters
“Underwriting Agreements”	the International Underwriting Agreement and the Hong Kong Underwriting Agreement
“U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States at this time
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

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“Wind Info” Wind Information Co., Ltd., a company with limited liability incorporated in the PRC in 1994 and an integrated service provider of financial data, information and software

*Certain amounts and percentage figures included in this prospectus have been subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*In this prospectus, if there is any inconsistency between the Chinese names of the entities, authorities, organisations, institutions or enterprises established in China or the awards or certificates given in China and their English translations, the Chinese language version shall prevail.*