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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at Granville and Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 2 June 2015 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and the Auditor for the year ended 31 December 2014.
2. To declare a final dividend for the year ended 31 December 2014.
3. To re-elect Mr. Chang Zhenming as Director of the Company.
4. To re-elect Mr. Zhang Jijing as Director of the Company.
5. To re-elect Mr. Francis Siu Wai Keung as Director of the Company.
6. To re-elect Dr. Xu Jinwu as Director of the Company.
7. To resolve not to fill up the vacated office resulted from the retirement of Mr. Alexander Reid Hamilton as Director as at the date of this annual general meeting until a later time as announced by the Company.
8. To appoint PricewaterhouseCoopers, Certified Public Accountants, Hong Kong, as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board of Directors to fix their remuneration.

9. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

- A. subject to paragraph (C), a general mandate be and is hereby unconditionally granted to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to allot, issue and dispose of additional shares in the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers;
- B. the mandate in paragraph (A) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- C. the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the mandate in paragraph (A) above, otherwise than pursuant to (i) Rights Issue; or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the officers, employees, consultants and/or representatives of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) the exercise of subscription rights or conversion rights under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time, shall not exceed twenty per cent of the number of shares of the Company in issue at the date of this Resolution and the said mandate shall be limited accordingly;
- D. for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

“shares” shall for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

10. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT:

A. a general mandate be and is hereby unconditionally given to the Directors of the Company to exercise during the Relevant Period all the powers of the Company to purchase or otherwise acquire shares of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate number of shares so purchased or otherwise acquired shall not exceed ten per cent of the number of shares of the Company in issue at the date of this Resolution;

B. for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- i. the conclusion of the next annual general meeting of the Company; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- iii. the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“shares” shall for the purposes of the general mandate referred to in this Resolution, mean such number of shares as may be adjusted in the event that the shares of the Company in issue as at the date of passing this Resolution are, at any time thereafter, converted into a larger or smaller number of shares.”

11. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“THAT with effect from the financial year ending 31 December 2015, the director’s fee of each of the Non-executive Directors (including Independent Non-executive Directors) of the Company be fixed at HK\$380,000 per annum for each financial year, until the Company in general meeting otherwise determines, provided that such fee be payable in proportion to the period of service in the case of a Non-executive Director (including Independent Non-executive Directors) who has not served the entire period and any director who is not permitted under the applicable laws, regulations or governmental or administrative requirements to receive director’s fee shall not be entitled to receive such fee.”

12. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** with effect from the financial year ending 31 December 2015, the remuneration of HK\$180,000 per annum be payable to the Non-executive Director of the Company serving as the chairman of the audit and risk management committee and the remuneration of HK\$150,000 per annum be payable to the other Non-executive Directors of the Company serving as members of the audit and risk management committee, until the Company in general meeting otherwise determines, provided that such remuneration be payable in proportion to the period of service in the case of a Non-executive Director who has not served the entire period and any director who is not permitted under the applicable laws, regulations or governmental or administrative requirements to receive director’s remuneration shall not be entitled to receive such remuneration.”

By Order of the Board
Ricky Choy Wing Kay Tang Zhenyi
Joint Company Secretaries

Hong Kong, 27 April 2015

Registered Office:

32nd Floor
CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

Notes:

- (i) The Register of Members of the Company will be closed during the following periods:
 - (a) from Thursday, 28 May 2015 to Tuesday, 2 June 2015 (both days inclusive) for the purpose of ascertaining shareholders’ entitlement to attend and vote at the annual general meeting of the Company (the “Annual General Meeting”). In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 27 May 2015; and
 - (b) from Monday, 8 June 2015 to Wednesday, 10 June 2015 (both days inclusive) for the purpose of ascertaining shareholders’ entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 5 June 2015.

During the periods mentioned in sub-paragraphs (a) and (b) above, no transfer of shares will be effected.

- (ii) Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.

- (iii) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of the Company not less than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote.
- (iv) Concerning items 3 to 6 above, Messrs. Chang Zhenming, Zhang Jijing, Francis Siu Wai Keung and Dr. Xu Jinwu shall retire by rotation in the Annual General Meeting pursuant to Article 104(A) of the Articles of Association of the Company and, all being eligible, offer themselves for re-election. Details of the above retiring Directors are set out in Appendix II to the circular to shareholders of the Company dated 27 April 2015.
- (v) Concerning item 9 above, approval is being sought from members for a general mandate to authorise allotment of shares under Sections 140 to 141 of the Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to twenty per cent of the total number of issued shares of the Company. The Directors wish to state that they have no immediate plans to issue shares in the Company. Such number of shares referred to above shall, where applicable, be adjusted in the event that the shares in issue as at the date of passing the Resolution 9 above are, at any time thereafter, converted into a larger or smaller number of shares.
- (vi) Concerning item 10 above, approval is being sought from members for a general mandate to repurchase shares in the Company, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any shares in the Company up to ten per cent of the total number of issued shares of the Company. Such number of shares referred to above shall, where applicable, be adjusted in the event that the shares in issue as at the date of passing the Resolution 10 above are, at any time thereafter, converted into a larger or smaller number of shares.

As at the date of this announcement, the executive directors of the Company are Mr Chang Zhenming (Chairman), Mr Wang Jiong, Mr Dou Jianzhong and Mr Zhang Jijing; the non-executive directors of the Company are Mr Yu Zhensheng, Mr Yang Jinming, Ms Cao Pu, Mr Liu Zhongyuan and Mr Liu Yeqiao; and the independent non-executive directors of the Company are Mr Alexander Reid Hamilton, Mr Francis Siu Wai Keung, Dr Xu Jinwu, Mr Anthony Francis Neoh and Ms Lee Boo Jin.