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CITIC PACIFIC

CITIC Pacific Limited
中信泰富有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 00267)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of CITIC Pacific Limited (“**CITIC Pacific**”) will be held at Granville and Nathan Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 29 September 2011 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of CITIC Pacific:

1. “**THAT** Mr. Gregory Lynn Curl be and is hereby re-elected as director of CITIC Pacific.”
2. “**THAT** Mr. Francis Siu Wai Keung be and is hereby re-elected as director of CITIC Pacific.”
3. “**THAT:**
 - (a) the conditional sale and purchase agreement dated 15 July 2011 entered into between Way Trend Investments Limited (全揚投資有限公司) as the vendor and 中信國安集團公司 (CITIC Guoan Group^{##}) as the purchaser (a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) (the “**Sale and Purchase Agreement**”), pursuant to which the vendor agreed to sell and the purchaser agreed to purchase 50% equity interest in 中信國安有限公司 (CITIC Guoan Co., Ltd.) at the consideration of RMB3.511 billion (equivalent to approximately HK\$4.213 billion), and all transactions, matters and amendments contemplated under the Sale and Purchase Agreement, and the execution, performance and implementation of the Sale and Purchase Agreement and all ancillary matters contemplated under the Sale and Purchase Agreement be and are hereby generally and unconditionally approved; and

- (b) any one director of CITIC Pacific or any two directors of CITIC Pacific, if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of CITIC Pacific to do all such things and exercise all powers which he/they consider(s) necessary, desirable or expedient in connection with the Sale and Purchase Agreement and otherwise in connection with the implementation of the transactions contemplated therein including without limitation the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements.”
4. “**THAT** an additional remuneration in the sum of HK\$100,000 per annum (or, if he serves for less than a year, on a pro rata basis) be granted to any independent non-executive director who is appointed to serve on the special committee of the board of directors of CITIC Pacific to deal with matters relating to the investigations by the Securities and Futures Commission and the Commercial Crime Bureau of the Hong Kong Police Force.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as special resolution of CITIC Pacific:

5. “**THAT** the Articles of Association of CITIC Pacific be altered in the following manner:
- (a) by deleting the definition of “newspaper” in Article 2 in its entirety and substituting the following therefor:
- ““newspaper” shall mean a newspaper published daily and circulating generally in Hong Kong and specified in the list of newspapers issued and published in the Gazette for the purposes of Section 71A of the Companies Ordinance;”
- (b) by deleting the definition of “writing” or “printing” in Article 2 in its entirety and substituting the following therefor:
- ““writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form or stored in any electronic form (including an electronic communication);”
- (c) by deleting the existing Article 28 in its entirety and substituting the following therefor:
- “28. In addition to the giving of notice in accordance with Article 27, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once in The Hongkong Government Gazette and once at least in an English language newspaper and in a Chinese language newspaper and/or in the manner in which notices may be sent to members by the Company as herein provided.”

- (d) by deleting the existing Article 40 in its entirety and substituting the following therefor:

“40. The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register any transfer of any share to more than four joint holders or any transfer of any share (not being a fully paid up share) on which the Company has a lien.”

- (e) by deleting the existing Article 68 in its entirety and substituting the following therefor:

“68. An annual general meeting shall be called by notice in writing of at least twenty-one days or twenty business days (whichever is longer). A meeting called for the passing of a special resolution shall be called by notice in writing of at least twenty-one days or ten business days (whichever is longer). A meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by notice in writing of at least fourteen days or ten business days (whichever is longer). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Ordinance, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it so agreed:-

- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.”

- (f) by deleting the existing Article 73 in its entirety and substituting the following therefor:

“73. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, any Director nominated by the Chairman shall take the chair at such meeting, or, if such Director is absent or

declines to take the chair at such meeting, any Director so elected by a majority of the Directors present at the commencement of the meeting shall take the chair at such meeting, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be Chairman.”

- (g) by deleting the existing Article 75 in its entirety and substituting the following therefor:

“75. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless:-

- (A) voting by poll is required by the Listing Rules or other applicable laws, rules and regulations; or
- (B) a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:-
 - (i) by the Chairman of the meeting; or
 - (ii) by at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
 - (iii) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (iv) by a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded and not withdrawn or a poll is required as aforesaid, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. If voting by poll is required, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was required.”

- (h) by deleting the existing Article 107 in its entirety and substituting the following therefor:

“107. The Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed to fill a casual vacancy shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”

- (i) by deleting the existing Article 168(C) in its entirety and substituting the following therefor:

“(C) The requirement to send to a person referred to in Article 168(B) the relevant financial documents or the summary financial report (each as defined in the Companies Ordinance), whether under that Article or under the Companies Ordinance, shall be deemed satisfied where, in accordance with the Companies Ordinance and all other applicable legislation and the Listing Rules, the Company publishes the relevant financial documents and if applicable, the summary financial report (each as defined in the Companies Ordinance), on the Company’s website or in any other permitted manner (including sending by any form of electronic communication), and that person has, in accordance with the Companies Ordinance and all other applicable legislation and the Listing Rules, agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

- (j) by deleting the existing Article 172 in its entirety and substituting the following therefor:

“172. Any notice or document to be given or issued under these Articles shall be in writing, and may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in an English language newspaper and a Chinese language newspaper or by sending it in accordance with applicable legislation and the Listing Rules as an electronic communication to the member at his electronic address or by publishing it in accordance with applicable legislation and the Listing Rules on the Company’s website or by such other means as may be permitted under the Ordinance, the Listing Rules and other applicable laws, rules and regulations. In the case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all joint holders. Any notice or document to be given or issued under these Articles may be either in English language or Chinese language only or in both English language and Chinese language, subject to due compliance with the Ordinance and other applicable laws, rules and regulations.”

- (k) by deleting the existing Article 174 in its entirety and substituting the following therefor:

“174. Any notice or document sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto airmail postage prepaid), addressed and put into such post office and a certificate in writing signed by the Secretary or other person

appointed by the Board that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof. Any notice or document sent as an electronic communication shall be deemed to have been served or delivered at the time as prescribed by the Ordinance and other applicable laws, rules and regulations. Any notice or document published on the Company's website shall be deemed to have been served or delivered at the time as prescribed by the Ordinance and other applicable laws, rules and regulations. Any notice or document served by advertisement in newspapers in accordance with Article 172 shall be deemed to have been served on the day on which the notice or document is first published in newspapers.””

By Order of the Board
CITIC Pacific Limited
Ricky Choy Wing Kay
Company Secretary

Hong Kong, 2 September 2011

Registered Office:

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

Notes:

- (i) 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 CITIC Pacific.
- (ii) 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 CITIC Pacific not less than forty-eight hours 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.
- (iii) A form of proxy for use at the EGM is enclosed herewith.

For identification purpose only

As at the date hereof, the executive directors of CITIC Pacific are Messrs Chang Zhenming (Chairman), Zhang Jijing, Carl Yung Ming Jie, Vernon Francis Moore, Liu Jifu, Milton Law Ming To and Kwok Man Leung; the non-executive directors of CITIC Pacific are Messrs André Desmarais, Ju Weimin, Yin Ke and Peter Kruyt (alternate director to Mr André Desmarais); and the independent non-executive directors of CITIC Pacific are Messrs Alexander Reid Hamilton, Gregory Lynn Curl and Francis Siu Wai Keung.