



中信证券股份有限公司
CITIC Securities Company Limited

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

PROXY FORM

For the 2015 First H Shareholders Class Meeting of CITIC Securities Company Limited to be held on Monday, 16 February 2015 and at any adjourned meeting(s) thereof

I/We ^(Note 1) _____

of ^(Note 2) _____

being the registered holder(s) of _____ H shares^(Note 3) with nominal value of RMB1.00 each in the share capital of **CITIC Securities Company Limited** (the "**Company**"), hereby appoint the Chairman of the meeting^(Note 4 and Note 5) or _____

of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the 2015 First H Shareholders Class Meeting and any adjournment thereof of the Company to be held in the morning immediately following the conclusion of the 2015 First A Shareholders Class Meeting or any adjournment thereof on Monday, 16 February 2015 at Kaifeng Room, 3/F, Kempinski Hotel Beijing Lufthansa Center, No.50 Liangmaqiao Road, Chaoyang District, Beijing, the People's Republic of China and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the 2015 First H Shareholders Class Meeting ("**Notice of H Shareholders Class Meeting**") of the Company dated 30 December 2014, and if no such indication is given, as my/our proxy thinks fit.

Please indicate how you wish your vote(s) to be cast by ticking the appropriate box next to the resolutions.

SPECIAL RESOLUTIONS		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
1.	To consider and approve the following resolutions on the Specific Mandate for the proposed New H Share Issue and listing of New H Shares on the Hong Kong Stock Exchange (<i>relevant details of the resolutions are set out in the paragraph headed "Proposed Specific Mandate to Issue New H Shares" in the Announcement produced in the Appendix to the Notice of H Shareholders Class Meeting</i>).			
1.1	Class of Shares to be issued;			
1.2	Time of issuance;			
1.3	Method of issuance;			
1.4	Target places;			
1.5	Pricing mechanism;			
1.6	Method of subscription;			
1.7	Size of issuance;			
1.8	Accumulated profits;			
1.9	Use of proceeds;			
1.10	Validity period of the resolutions;			
1.11	Authorization of the consequential amendments to the Articles of Association upon completion of the proposed New H Share Issue;			
1.12	Other relevant authorization to the Board and the persons authorized by the Board to deal with all matters relating to the proposed New H Share Issue.			

* Further details of the above resolutions are set out in the announcement dated 28 December 2014 produced in the Appendix to the Notice of H Shareholders Class Meeting.

Date: _____ 2015 Signature(s) ^(Note 7): _____

Notes:

1. Please insert the full name(s) as shown in the register of members of the Company in **BLOCK LETTERS**.
2. Please insert the registered address(es) as shown in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of shares registered in your name(s); if no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Company registered in your name(s).
4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a shareholder of the Company, but must attend the meeting in person in order to represent you.
5. If a proxy other than the Chairman of the meeting is preferred, cross out the words “the Chairman of the meeting” and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes should be initialed by the person who signs this form.**
6. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”, AND YOUR VOTES WILL BE COUNTED FOR THE PURPOSE OF CALCULATING THE RESULTS OF THE RESOLUTIONS.** If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
7. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. **In case of joint shareholdings, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.**
8. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, **at least 24 hours before the meeting or adjourned meeting(s)**. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. The effective period of appointment of your proxy appointed under this proxy form shall cease upon conclusion of the 2015 First H Shareholders Class Meeting or any adjourned meeting(s).
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.