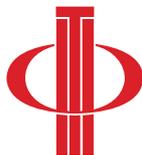


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CITIC PACIFIC

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 Tuesday, June 3, 2014 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:**
 - a. the execution, performance and implementation of the share transfer agreement (the “Share Transfer Agreement”) dated April 16, 2014 entered into between CITIC Pacific as the purchaser and CITIC Group Corporation (“CITIC Group”) and Beijing CITIC Enterprise Management Co., Ltd. (together with CITIC Group, the “Vendors”) (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), pursuant to which CITIC Pacific had agreed to acquire 100% of the total issued shares of CITIC Limited from the Vendors (the “Acquisition”), and all transactions and ancillary matters contemplated therein, and in connection with, the Share Transfer Agreement be and are hereby approved, ratified and confirmed; and
 - b. any one director of CITIC Pacific be and is hereby authorised for and on behalf of CITIC Pacific to do all such things and exercise all powers which he considers necessary, desirable or expedient in connection with the Share Transfer Agreement and otherwise in connection with the implementation of the transactions contemplated therein including without limitation (i) the adjustment to the price per share of the shares of CITIC Pacific to be issued to CITIC Group

pursuant to the terms and conditions of the Share Transfer Agreement, (ii) the adjustment to the payment methods of the consideration of the Acquisition pursuant to the terms and conditions of the Share Transfer Agreement, and (iii) the execution, amendment, supplement, delivery, waiver, submission and implementation of any further documents or agreements, and all such things needed to be signed and consented by CITIC Pacific after the date of the Share Transfer Agreement, and if affixation of the common seal is necessary, the common seal be affixed in accordance with the articles of association.”

2. **“THAT:**

- a. the issue of additional shares of CITIC Pacific (the “Shares”) to CITIC Group or CITIC Group’s designated wholly-owned subsidiaries as part of the consideration of the Acquisition (the “Consideration Shares”) pursuant to the terms and conditions of the Share Transfer Agreement be and is hereby approved and confirmed and the board of directors of CITIC Pacific (the “Board”) be and is hereby granted, during the Relevant Period (as defined below), a specific and unconditional mandate to issue, allot and/or deal with additional Shares of CITIC Pacific (the “Placing Shares”) and to make or grant offers, agreements, options, convertible securities or other securities which would or might require Placing Shares to be issued, allotted and/or dealt with for the purpose of raising cash funding to settle all or part of the cash consideration of the Acquisition, subject to the following conditions:
 - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, options, convertible securities or other securities which might require the exercise of such powers after the end of the Relevant Period;
 - (ii) the number of Placing Shares to be issued, allotted and/or dealt with or agreed conditionally or unconditionally to be issued, allotted and/or dealt with by the Board, together with the Consideration Shares to be issued, shall not exceed 21,253,879,470 Shares; and
 - (iii) Placing Shares shall not be issued at a price less than the higher of the issue price per Consideration Share and 80% of the closing price of the Shares as quoted on The Stock Exchange of Hong Kong Limited on the last trading day prior to the date of the relevant placing agreement or subscription agreement.

For the purposes of this resolution, “Relevant Period” means the 12-month period following the passing of this resolution;

- b. contingent on the Board resolving to issue the Shares pursuant to paragraph (a) of this resolution, the Board be authorised to do all acts and execute all documents they consider necessary or desirable to give effect to the issue of Shares pursuant to paragraph (a) of this resolution.
- c. any placing agreement or subscription agreement signed by CITIC Pacific prior to the date of EGM is hereby approved, ratified and confirmed.”

3. **“THAT:**

Mr. Zeng Chen be and is hereby re-elected as director of CITIC Pacific.”

SPECIAL RESOLUTION

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

4. **“THAT:**

- a. subject to the satisfaction of the conditions set out in the circular of CITIC Pacific dated May 14, 2014 and the approval of the Registrar of Companies of Hong Kong, the name of CITIC Pacific be and is hereby changed from “CITIC Pacific Limited 中信泰富有限公司” to “CITIC Limited 中國中信股份有限公司”;
- b. any one director of CITIC Pacific be and is hereby authorized to do all such acts, deeds, and things and execute all documents as he considers necessary or desirable to give effect and implement the change of the name of CITIC Pacific; and
- c. subject to the passing of Special Resolution No. 4(a) above and the issue of the “Certificate of Change of Name” of CITIC Pacific by the Registrar of Companies of Hong Kong, the Articles of Association of CITIC Pacific be altered in the following manner:

Original Article

Article 1A of the Articles of Association:

The name of the Company is
“CITIC PACIFIC LIMITED
中信泰富有限公司”

Modified Article

Article 1A of the Articles of Association:

The name of the Company is
“CITIC Limited
中國中信股份有限公司”

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

Hong Kong, May 14, 2014

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

Notes:

- (i) The Register of Members will be closed from Tuesday, May 27, 2014 to Tuesday, June 3, 2014, both days inclusive and during which period no share transfer will be effected for the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with CITIC Pacific'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 Monday, May 26, 2014. Shareholders whose names appear on the register of members of CITIC Pacific on Tuesday, June 3, 2014 shall be entitled to attend and vote at the EGM.
- (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 CITIC Pacific.
- (iii) 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 shall 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, and in default the instrument of proxy shall not be treated as valid.
- (iv) A form of proxy for use at the EGM is enclosed herewith.

As at the date of this announcement, the executive directors of CITIC Pacific are Messrs Chang Zhenming (Chairman), Zhang Jijing, Vernon Francis Moore and Liu Jifu; the non-executive directors of CITIC Pacific are Messrs André Desmarais, Ju Weimin, Yin Ke, Carl Yung Ming Jie 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, Francis Siu Wai Keung and Dr Xu Jinwu.