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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 3 JUNE 2014

At the extraordinary general meeting of CITIC Pacific Limited (“CITIC Pacific”) held on 3 June 2014 (“EGM”), all the ordinary resolutions and the special resolution as set out in the notice of EGM were duly passed by way of poll voting.

Reference is made to the circular of CITIC Pacific dated 14 May 2014 (the “Circular”) in respect of the (1) very substantial acquisition and connected transaction in relation to the acquisition of 100% of the total issued share capital of CITIC Limited from CITIC Group and CITIC Enterprise Management; (2) proposed issue of the Consideration Shares and the specific mandate for the issue of the Placing Shares; (3) proposed change of company name and corresponding amendment to the Articles of Association; and (4) re-election of a Director. Unless the context otherwise requires, terms used in this announcement shall have the same meaning as defined in the Circular.

The Board is pleased to announce that at the EGM, the ordinary resolution to re-elect Mr. Zeng Chen as a Director of CITIC Pacific and the special resolution to approve the change of company name and corresponding amendment to the Articles of Association were duly passed by the Shareholders by way of poll voting. In addition, the ordinary resolutions to approve the Share Transfer Agreement in relation to the Acquisition and the transactions contemplated therein and the issue of the Consideration Shares and the specific mandate for the issue of the Placing Shares were duly passed by the Independent Shareholders by way of poll voting.

CITIC Group, through one of its wholly-owned subsidiaries, owned 2,098,736,285 Shares, which represent approximately 57.51% of the equity interest of CITIC Pacific as at the date of the EGM. As stated in the Circular, CITIC Group and their respective associates were required to abstain from voting at the EGM on the relevant resolutions to approve the Acquisition (including the issue of the Consideration Shares and the specific mandate for the issue of the Placing Shares) and they had so abstained from voting.

The poll results taken at the EGM were as follows:-

ORDINARY RESOLUTIONS		Number of Votes (%)	
		For	Against
1 (a)	To approve the Share Transfer Agreement (including all transactions and ancillary matters contemplated therein) dated 16 April 2014 entered into among CITIC Pacific, CITIC Group and CITIC Enterprise Management *	572,290,560 (99.2628%)	4,250,000 (0.7372%)
(b)	To authorise the Directors to do all acts and execute all documents they consider necessary or desirable to give effect to the transactions contemplated in this ordinary resolution No. 1(a) *	572,827,644 (99.2608%)	4,266,000 (0.7392%)
2 (a)	To approve the issue of additional shares of CITIC Pacific to CITIC Group or CITIC Group's designated wholly-owned subsidiaries as part of the consideration pursuant to the terms and conditions of the Share Transfer Agreement and to grant a specific mandate to the Board to issue the Placing Shares *	572,826,644 (99.2606%)	4,267,000 (0.7394%)
(b)	To authorise the Board to do all acts and execute all documents they consider necessary or desirable to give effect to the transactions contemplated in this ordinary resolution No. 2(a) *	572,826,644 (99.2608%)	4,266,000 (0.7392%)
(c)	To approve any placing agreement or subscription agreement signed by CITIC Pacific prior to the date of this EGM *	570,904,262 (98.9277%)	6,188,382 (1.0723%)
3	To re-elect Mr. Zeng Chen as a Director*	2,666,079,723 (99.6362%)	9,734,206 (0.3638%)

As more than 50% of the votes were cast in favour of each of the above resolutions, these resolutions were duly passed as ordinary resolutions at the EGM.

SPECIAL RESOLUTION		Number of Votes (%)	
		For	Against
4 (a)	To approve the change of the company name 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” *	2,672,161,929 (99.0853%)	24,667,500 (0.9147%)
(b)	To authorise any one Director to do all acts, deeds, and things and execute all documents he considers necessary or desirable to give effect to the transactions contemplated in this special resolution No. 4(a) *	2,671,814,929 (99.0724%)	25,015,000 (0.9276%)
(c)	To approve the alteration of Article 1A of the Articles of Association *	2,671,823,929 (99.0729%)	25,003,000 (0.9271%)

As more than 75% of the votes were cast in favour of the above resolution, this resolution was duly passed as a special resolution at the EGM.

* the full text of the above resolutions 1 to 4 are set out in the Notice of EGM.

For and on behalf of
CITIC Pacific Limited
Ricky Choy Wing Kay
Company Secretary

Hong Kong, 3 June 2014

Notes :

- As at the date of the EGM, the total number of shares of CITIC Pacific in issue was 3,649,444,160 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions (except for ordinary resolutions no. 1 and no. 2) at the EGM. None of these 3,649,444,160 shares entitled the holders to attend and vote only against the resolutions (except for ordinary resolutions no. 1 and no. 2) at the EGM.
- As at the date of the EGM, the total number of shares of CITIC Pacific in issue entitling the holders to attend and vote for or against the ordinary resolutions no. 1 and no. 2 at the EGM was 1,550,707,875 shares, representing approximately 42.49% of the total issued share capital of CITIC Pacific. None of these 1,550,707,875 shares entitled the holders to attend and vote only against the ordinary resolutions no. 1 and no. 2 at the EGM. CITIC Group, through one of its wholly-owned subsidiaries, owned 2,098,736,285 shares, representing approximately 57.51% of the total issued share capital of CITIC Pacific as at the date of the EGM, and had abstained from voting on the ordinary resolutions no. 1 and no. 2 at the EGM.

3. There were no shares of CITIC Pacific entitling the holders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.
4. KPMG, Certified Public Accountants, was appointed as the scrutineer for the vote-taking at the EGM. The poll results were subject to scrutiny by KPMG, whose work was limited to certain procedures requested by CITIC Pacific to agree the poll results summary prepared by Tricor Tengis Limited, Share Registrar of CITIC Pacific, to the poll forms collected and provided by CITIC Pacific to KPMG. The work performed by KPMG in this respect did not constitute an assurance engagement made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements nor did it include provision of any assurance or advice on matters of legal interpretation or entitlement to vote.

As at the date of this announcement, the executive directors of CITIC Pacific are Messrs Chang Zhenming (Chairman), Zhang Jijing, Vernon Francis Moore, Liu Jifu and Zeng Chen; the non-executive directors of CITIC Pacific are Messrs Ju Weimin, Yin Ke and Carl Yung Ming Jie; 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.