



# 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 2015 Annual General Meeting of CITIC Securities Company Limited to be held on Tuesday, 28 June 2016 and at any adjourned meeting(s) thereof

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of<sup>(Note 2)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H shares<sup>(Note 3)</sup> 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<sup>(Note 4 and Note 5)</sup> or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the 2015 Annual General Meeting of the Company to be held at 9:30 a.m. on Tuesday, 28 June 2016 at Qing Room, 5th Floor, Ruicheng Four Seasons Hotel, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the 2015 Annual General Meeting of the Company dated 12 May 2016, 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 resolution.

SPECIAL RESOLUTION		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>	Abstain <sup>(Note 6)</sup>
1.	To consider and approve the resolution on the General Mandate to issue additional A Shares and/or H Shares.			
ORDINARY RESOLUTIONS		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>	Abstain <sup>(Note 6)</sup>
2.	To consider and approve the 2015 Work Report of the Board.			
3.	To consider and approve the 2015 Work Report of the Supervisory Committee.			
4.	To consider and approve the 2015 Annual Report of the Company.			
5.	To consider and approve the 2015 profit distribution plan of the Company.			
6.	To consider and approve the resolution on the re-appointment of external auditors.			
7.	To consider and approve the resolution on the estimated investment amount for the proprietary business of the Company for 2016.			
8.	To consider and approve the resolution on the total remuneration of directors and supervisors for 2015.			
9.	To consider and approve the resolutions on related party/connected transactions contemplated in the ordinary course of business of the Company in 2016.			
9.1	To consider and approve the resolution on the potential related party/connected transactions between the Company and its subsidiaries and the CITIC Group and its subsidiaries and associates.			
9.2	To consider and approve the resolution on the potential related party/connected transactions between the Company and its subsidiaries and companies in which the directors, supervisors and the senior management of the Company hold positions as directors or senior management (excluding the controlled subsidiaries of the Company) and any company which holds more than 10% equity interest in a subsidiary of the Company.			
10.	To consider and approve the resolution on the proposed change of non-executive director.			

\* Further details of the above resolutions are set out in the circular of the 2015 Annual General Meeting of the Company dated 12 May 2016.

Date: \_\_\_\_\_, 2016 Signature(s)<sup>(Note 7)</sup>: \_\_\_\_\_

#### Notes:

- Please insert the full name(s) as shown in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the registered address(es) as shown in the register of members of the Company in **BLOCK LETTERS**.
- 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).
- 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.
- 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 initiated by the person who signs this form.**
- 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.
- 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.**
- 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 Annual General Meeting or any adjourned meeting(s).
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.