



# 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 2019 First Extraordinary General Meeting of CITIC Securities Company Limited to be held on Friday, 3 May 2019 and 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 2019 First Extraordinary General Meeting of the Company to be held at 9:30 a.m. on Friday, 3 May 2019 at Qing Room, 5th Floor, Beijing Ruicheng Four Seasons Hotel, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the People's Republic of China and any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the 2019 first Extraordinary General Meeting of the Company dated 18 March 2019, 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 RESOLUTIONS		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>	Abstain <sup>(Note 6)</sup>
1.	To consider and approve the resolution on the updated plan in relation to the Acquisition of Assets by Issuance of Shares and Related Party Transaction.			
1.01	To consider and approve the overall plan of the Transaction.			
1.02	To consider and approve the Target Assets and the counterparties of the Transaction.			
1.03	To consider and approve the pricing basis of the Target Asset and the consideration of the Transaction.			
1.04	To consider and approve the payment methods of the consideration.			
1.05	To consider and approve the term of payment.			
1.06	To consider and approve the contractual obligations regarding the transfer of the Target Assets and the liability for breach of the relevant obligations.			
1.07	To consider and approve the profit and loss distribution.			
1.08	To consider and approve the transfer of the Excluded Assets by Guangzhou Securities.			
1.09	To consider and approve debt and personnel arrangements.			
1.10	To consider and approve the preliminary integration arrangements upon completion of the Transaction.			
1.11	To consider and approve the effective period of the resolution.			
1.12	To consider and approve the way of Issuance.			
1.13	To consider and approve the type and the nominal value of Shares to be issued.			
1.14	To consider and approve the targets of Issuance and the way of subscription.			
1.15	To consider and approve the Pricing Benchmark Date and the issue price.			
1.16	To consider and approve the number of Shares to be issued.			
1.17	To consider and approve the lock-up period.			
1.18	To consider and approve the arrangement in relation to the accumulated undistributed profits of the Company prior to the Issuance.			
1.19	To consider and approve the listing arrangement.			
1.20	To consider and approve the effective period of the resolution.			
2.	To consider and approve the resolution on the Transaction constituting a Related Party Transaction.			

SPECIAL RESOLUTIONS		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>	Abstain <sup>(Note 6)</sup>
3.	To consider and approve the resolution on the Report on the Acquisition of Assets by Issuance of Shares and Related Party Transaction of CITIC Securities Company Limited (Draft) and its summary.			
4.	To consider and approve the resolution on entering into the Agreement on Asset Acquisition by Issuance of Shares and its appendix among the Company, its wholly-owned subsidiary and specific parties subject to conditions precedent.			
5.	To consider and approve the resolution on the Acquisition of Assets by Issuance of Shares not constituting a backdoor listing as stipulated in Article 13 of the Administrative Measures for the Significant Asset Restructurings of Listed Companies.			
6.	To consider and approve the resolution on the Acquisition of Assets by Issuance of Shares and Related Party Transaction of the Company complying with relevant laws and regulations.			
7.	To consider and approve the resolution on the Transaction complying with Article 4 of the Provisions on Several Issues concerning Regulating the Significant Asset Restructurings of Listed Companies.			
8.	To consider and approve the resolution on the Audit Report, the Pro Forma Review Report and the Asset Valuation Report in relation to the Transaction.			
9.	To consider and approve the resolution on the independence of the appraisal institution, reasonableness of the appraisal assumptions, the relevance of appraisal method selected to appraisal objectives and status of assets under appraisal and the fairness of the appraisal price.			
10.	To consider and approve the resolution on the risk warning on dilution of immediate return and remedial measures taken in this respect under the Transaction.			
12.	To consider and approve the resolution on the authorization to the Board to deal with relevant matters in relation to the Transaction at its discretion.			
ORDINARY RESOLUTIONS		For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>	Abstain <sup>(Note 6)</sup>
11.	To consider and approve the resolution on the provision of guarantee for Guangzhou Securities by the Company.			
13.	To consider and approve the resolution on the change of independent non-executive Director of the Company.			

\* Further details of the above resolutions are set out in the circular of the Company dated 18 March 2019.

Date: \_\_\_\_\_ 2019 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).
- Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy needs 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 initialed 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. THE SPECIAL RESOLUTION 7 SHALL BE VOTED BY ITEMS. PLEASE VOTE FOR OR AGAINST OR ABSTAIN FROM VOTING ON EACH ITEM OF THE SPECIAL RESOLUTION 1.**
- 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 you or your 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 joint shareholder may sign this proxy form. Only when there are more than one joint shareholders who will attend the meeting in person or by proxy, 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 of the joint shareholders stand in the register of members of the Company in respect of the relevant shares.**
- 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 delivered 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 2019 First Extraordinary 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.