



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 THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of CITIC Pacific Limited (“**CITIC Pacific**”) will be held at Island Ballroom, Level 5, Island Shangri-La Hotel, Two Pacific Place, Supreme Court Road, Hong Kong on Friday, 19 December 2008 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions of CITIC Pacific:

ORDINARY RESOLUTIONS

1. **“THAT:**

- a) the agreement (the “**Agreement**”) dated 12 November 2008 entered into between CITIC Pacific and CITIC Group, details of which are set out in the circular of CITIC Pacific dated 3 December 2008 (the “**Circular**”) (a copy of the Agreement and the circular have been produced to the EGM marked “A” and initialled by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- b) the increase in the authorised share capital of CITIC Pacific from HKD1,200,000,000 divided into 3,000,000,000 shares of HKD0.40 each (“the **Shares**”) to HKD2,400,000,000 divided into 6,000,000,000 Shares by the creation of an additional 3,000,000,000 Shares ranking pari passu in all respects with existing issued and unissued Shares be and is hereby approved; and
- c) the directors of CITIC Pacific or any committee thereof be and are hereby authorised 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, including but not limited to (i) the issue of the convertible bond (the “**Convertible Bond**”) pursuant to the Agreement; (ii) the issue and allotment to the holder of the Convertible Bond such appropriate number of new Shares upon the due exercise of the conversion rights attaching to the Convertible Bond; (iii) the Novation (as defined in the Circular) and (iv) the increase in the authorised share capital of CITIC Pacific.”

2. “**THAT** subject to and conditional on the passing of ordinary resolution no. 1, the waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and any delegate of such Executive Director pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation on the part of CITIC Group to make a mandatory general offer to the shareholders of CITIC Pacific for all issued Shares not already owned by it or parties acting in concert with it under Rule 26 of the Hong Kong Code on Takeovers and Mergers as a result of the allotment and issue of the new Shares upon the exercise of conversion rights attaching to the Convertible Bond be and is hereby approved.”

By Order of the Board
CITIC Pacific Limited
Stella Chan Chui Sheung
Company Secretary

Hong Kong, 3 December 2008

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

Notes:

- (1) 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.
- (2) To be valid, 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 must 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.
- (3) 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 Larry Yung Chi Kin (Chairman), Henry Fan Hung Ling, Peter Lee Chung Hing, Carl Yung Ming Jie, Vernon Francis Moore, Li Shilin, Liu Jifu, Milton Law Ming To, Wang Ande and Kwok Man Leung; the non-executive directors of CITIC Pacific are Messrs Willie Chang, André Desmarais, Chang Zhenming and Peter Kruyt (alternate director to Mr. André Desmarais); and the independent non-executive directors of CITIC Pacific are Messrs Hamilton Ho Hau Hay, Alexander Reid Hamilton, Hansen Loh Chung Hon and Norman Ho Hau Chong.