

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you should consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK, or if not from another appropriately independent professional adviser in your own jurisdiction.

If you have sold, transferred or otherwise disposed of all your shares in The City of London Investment Trust plc (the 'Company'), please pass this circular and the accompanying Form of Proxy to the stockbroker, bank or other agent through whom you made the sale, transfer or disposal for transmission to the purchaser or transferee, except that such documents should not be sent to any jurisdiction under any circumstances where to do so might constitute a violation of local securities laws and regulations. If you have sold or transferred or otherwise disposed of only part of your holding of shares in the Company, you should retain this circular and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom you made the sale, transfer or disposal.

THE CITY OF LONDON INVESTMENT TRUST PLC

(an investment company within the meaning of section 833 of the Companies Act 2006
incorporated in England and Wales with registered number 34871)

Notice of General Meeting

Renewal of Authorities to Allot Shares and to Disapply Pre-emption Rights

Notice of a General Meeting of The City of London Investment Trust plc to be held at 201 Bishopsgate, London EC2M 3AE at 10.00am on Thursday 23 June 2011 is set out in this document. The accompanying Form of Proxy for use at the Meeting should be completed and returned in accordance with the instructions printed thereon so as to be received by the Company's Registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY, as soon as possible and in any event no later than 10.00am on Tuesday 21 June 2011.

THE CITY OF LONDON INVESTMENT TRUST PLC

(an investment company within the meaning of section 833 of the Companies Act 2006
incorporated in England and Wales with registered number 34871)

Directors:

Simon de Zoete (Chairman)
Simon Barratt
David Brief
Richard Hextall
The Hon. Philip Remnant

Registered Office:

201 Bishopsgate
London
EC2M 3AE

20 May 2011

To the Ordinary Shareholders, First Preference and Preferred Ordinary Stockholders of The City of London Investment Trust plc

Dear Shareholder

Renewal of Authority to Allot Shares and to Disapply Pre-Emption Rights

As announced on 20 May 2011, I am writing to seek your support for the renewal of shareholder authorities to allot new ordinary shares of 25p each in the Company (the 'Ordinary Shares') and to disapply pre-emption rights.

Our 44-year record of dividend increases and one of the lowest total expense ratios in the UK Growth & Income sector makes our shares an attractive choice for investors and since our Annual General Meeting ('AGM') on 21 October 2010 we have seen a strong demand for our shares.

At the 2010 AGM resolutions to allot, and to disapply pre-emption rights in respect of, up to 10,595,992 Ordinary Shares were approved by shareholders. Since that date, we have allotted 7,790,000 new Ordinary Shares for total net proceeds of £22.3m. The new Ordinary Shares were all allotted at a premium to net asset value, thereby benefiting our existing shareholders by enhancing the net asset value and spreading the cost of the Company's administrative expenses over a greater number of Ordinary Shares. Our Portfolio Manager has used the proceeds for investment purposes in line with the Company's stated investment policy.

The Company has remaining authority to allot a further 2,805,992 new Ordinary Shares. To ensure that the Company can continue to allot new Ordinary Shares in the market, the directors would like to renew these resolutions in order to increase the number of new Ordinary Shares available for allotment.

A notice convening a General Meeting of the Company (the 'Meeting'), to be held at 10.00am on Thursday 23 June 2011, is set out on the following page. At the Meeting an ordinary resolution will be proposed to authorise the Company to allot up to a maximum of 11,119,240 new Ordinary Shares, being five per cent of the issued share capital as at today's date. A special resolution will also be proposed to authorise the Company to disapply pre-emption rights in respect of the allotment of those new Ordinary Shares. These resolutions, if approved, will replace the outstanding authorities remaining from the resolutions approved at the 2010 AGM, and will expire at the conclusion of the AGM in October 2011, when new authorities will be sought. Ordinary Shares will only be allotted under these authorities at a price above the net asset value.

Shareholders are asked to complete the enclosed Form of Proxy and return it in accordance with the instructions printed thereon, so as to be received by Computershare Investor Services PLC as soon as possible and by no later than 10.00am on Tuesday 21 June 2011. The completion and return of the Form of Proxy will not preclude shareholders from attending the Meeting and voting in person if they so wish. Those investors who hold their Ordinary Shares through Halifax Share Dealing will find enclosed a Voting Instruction Form. To be valid, this form must be completed and returned to HSDL by close of business on Wednesday 15 June 2011. Those investors who hold their Ordinary Shares through Henderson ISAs will find enclosed a Voting Instruction Form. To be valid, this form must be completed and returned to IFDS by close of business on Wednesday 15 June 2011.

The directors consider the renewal of the authorities to be in the best interests of the Company and its shareholders as a whole and, accordingly, unanimously recommend shareholders to vote in favour of the resolutions to be proposed at the Meeting, as they intend to do in respect of their own beneficial holdings totalling 228,435 Ordinary Shares (representing 0.1% of the Company's issued share capital).

Yours faithfully

Simon de Zoete
Chairman

THE CITY OF LONDON INVESTMENT TRUST PLC

(an investment company within the meaning of section 833 of the Companies Act 2006,
incorporated in England and Wales with registered number 34871)

Notice of General Meeting

Notice is hereby given that a General Meeting of The City of London Investment Trust plc ('the Company') will be held at 201 Bishopsgate, London EC2M 3AE on Thursday 23 June 2011 at 10.00am for the following purposes:

To consider and, if thought fit, pass the following resolutions:

as an Ordinary Resolution

1 THAT in substitution for all existing authorities the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ('the Act') to exercise all the powers of the Company to allot relevant securities (within the meaning of section 551) up to an aggregate nominal amount of £2,779,810 (being five per cent. of the issued ordinary share capital at the date of this Notice of Meeting) for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Annual General Meeting of the Company in 2011, but that the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the Board may allot relevant securities in pursuance of that offer or agreement.

as a Special Resolution

2 THAT in substitution for all existing authorities and subject to the passing of resolution 1 the directors be empowered pursuant to section 570 and/or section 573 of the Companies Act 2006 ('the Act') to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 1 as if section 561 of the Act did not apply to the allotment and to sell relevant shares (within the meaning of section 560 of the Act) held by the Company immediately before the sale as treasury shares (as defined in section 724 of the Act) for cash as if section 561 of the Act did not apply to any such sale.

This power:

(a) expires at the end of the next Annual General Meeting of the Company in 2011, but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement; and

(b) shall be limited to allotments of equity securities and/or the sale of shares held in treasury for cash up to an aggregate nominal amount equal to £2,779,810 (being five per cent. of the issued ordinary share capital at the date of this Notice of Meeting).

By order of the Board

D J Trickett

For and on behalf of Henderson Secretarial Services Limited

Secretary

20 May 2011

Registered Office:

201 Bishopsgate

London EC2M 3AE

Explanation Of The Resolutions

Resolution 1 is an ordinary resolution. For that resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolution 2 is a special resolution. For that resolution to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1 : Authority to allot shares (ordinary resolution)

On 21 October 2010 the directors were granted authority to allot 10,595,992 new Ordinary Shares. To date, 7,790,000 Ordinary Shares have been allotted under this authority, which is due to expire at the AGM in October 2011. As at the date of this Notice, the directors therefore have remaining authority to issue a further 2,805,992 new Ordinary Shares.

An ordinary resolution to replace the current authority will be proposed at the forthcoming Meeting and, if passed, will allow the directors to allot up to a maximum of 11,119,240 new Ordinary Shares (representing 5 per cent. of the issued share capital at the date of this circular and having an aggregate nominal value of £2,779,810). Resolution 1 is set out in full in the Notice on page 2. If Resolution 1 is passed, any outstanding authority under the resolution that was granted at the 2010 AGM will expire. The new authority being sought under Resolution 1 will expire at the conclusion of the AGM in October 2011, when shareholders will be asked to approve a fresh resolution.

Resolution 2 : Power to disapply pre-emption rights (special resolution)

At the AGM on 21 October 2010, the directors were also empowered to allot securities of a limited value for cash without first offering them to existing shareholders in accordance with statutory pre-emption procedures. The directors have allotted 7,790,000 new Ordinary Shares under this power, and may allot a further 2,805,992 new Ordinary Shares under the existing power which is also due to expire at the 2011 AGM.

Resolution 2 will replace the current outstanding power to disapply pre-emption rights and will give the directors power to allot up to a maximum of 11,119,240 Ordinary Shares for cash on a non pre-emptive basis (representing 5 per cent. of the issued share capital at the date of this circular and having an aggregate nominal value of £2,779,810). Resolution 2 is also set out in full in the Notice on page 2. If Resolution 2 is passed, any outstanding power under the resolution that was passed at the 2010 AGM will expire. The new power being sought under Resolution 2 will expire at the conclusion of the AGM in October 2011, when shareholders will be asked to approve a fresh resolution.

The directors will only allot shares pursuant to Resolutions 1 and 2 to take advantage of opportunities in the market as they arise and only if they believe it to be advantageous to the Company's existing shareholders to do so and when it would not result in any dilution of net asset value per share (ie shares will only be issued at a premium to net asset value).

Meeting Venue

The Meeting will be held at Henderson's offices at 201 Bishopsgate, London EC2M 3AE.



Henderson Global Investors is located in the City of London at 201 Bishopsgate. It is a few minutes walk from Liverpool Street Station and from Moorgate Station.

Notes to the Notice of the General Meeting

1 Voting record date

Only those shareholders registered in the Register of Members of the Company at close of business on 21 June 2011 shall be entitled to attend and vote at the Meeting in respect of the number of voting rights registered in their name at that time. Changes to entries on the Register of Members after close of business on 21 June 2011 shall be disregarded in determining the rights of any person to attend and vote at the Meeting. In the case of joint holders of a voting right, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

2 Rights to attend and vote

The rights of members to attend and vote at the Meeting or at any adjournment(s) thereof are as follows:

(a) Holders of **Ordinary Shares** are entitled to attend and vote on a poll or on a show of hands. On a poll holders of Ordinary Shares have one vote for every 15 shares.

(b) Holders of the **First Preference Stock** are entitled to attend and vote on a poll or on a show of hands. On a poll holders of the First Preference Stock have one vote for every £10 of stock held.

(c) Holders of the **Preferred Ordinary Stock** are entitled to attend and vote on a poll or on a show of hands. On a poll holders of the Preferred Ordinary Stock have one vote for every £20 of stock held.

3 Holders of Second Preference Stock and Debenture Stock

This notice is sent for information only to holders of the Second Preference Stock and Debenture Stock, who are not entitled to attend or vote at the Meeting.

4 Rights to appoint proxies

Pursuant to section 324 of the Companies Act 2006 (the 'Act'), a member entitled to attend and vote at the Meeting may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different shares held by him. A proxy need not be a member of the Company. The completion of the enclosed Form of Proxy will not preclude a shareholder from attending and voting in person at the Meeting. Section 324 does not apply to persons nominated to receive information rights pursuant to section 146 of the Act. Persons nominated to receive information rights under section 146 of the Act have been sent this Notice of Meeting and are hereby informed, in accordance with section 149(2) of the Act, that they may have the right under an agreement with the registered member by whom they are nominated to be appointed, or to have someone else appointed, as a proxy for this Meeting. If they have no such right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the member as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of their arrangements.

5 Rights of proxies to vote at the Meeting

On a vote on a show of hands, each proxy has one vote. If a proxy is appointed by more than one member and all such members have instructed the proxy to vote in the same way, the proxy will only be entitled, on a show of hands, to vote 'for' or 'against', as applicable. If a proxy is appointed by more than one member, and such members have given different voting instructions, the proxy may, on a show of hands, vote both 'for' and 'against' in order to reflect the different voting instructions.

On a poll all or any of the voting rights of the member may be exercised by one or more duly appointed proxies. However, where a member appoints more than one proxy, section 285(4) of the Act does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.

6 Voting by corporate representatives

Corporate representatives are entitled to attend and vote on behalf of the corporate member in accordance with section 323 of the Act.

7 Receipt and termination of proxies

To be valid the enclosed Form of Proxy must be lodged with the Company's Registrar by 10.00am on Tuesday 21 June 2011. A member may terminate a proxy's authority at any time before the commencement of the Meeting.

Termination must be provided in writing and submitted to the Company's Registrar. In accordance with the Company's Articles of Association, in determining the time for delivery of proxies, no account shall be taken of any part of a day that is not a working day.

8 Electronic receipt of proxies

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST manual, which is available to download from the Euroclear website (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. The message must be transmitted so as to be received by the Issuer's agent (ID 3RA50) by the latest time for receipt of proxy appointments specified in note 7 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the Issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001.

9 Questions at the Meeting

Section 319A of the Act requires the directors to answer any question raised at the Meeting which relates to the business of the Meeting, although no answer need be given:

(a) if to do so would interfere unduly with the preparation of the Meeting or involve disclosure of confidential information;

(b) if the answer has already been given on the Company's website; or

(c) if it is undesirable in the best interests of the Company or the good order of the Meeting that the question be answered.

The Company cannot require the members requesting the publication to pay its expenses. The business which may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.

10 Receipt of communications at the Meeting

The attendance at the Meeting of members and their proxies and representatives is understood by the Company to confirm their agreement to receive any communications made at the Meeting.

11 Website

A copy of this document is included on the Company's website, www.cityinvestmenttrust.com

12 Total voting rights

As at 20 May 2011 (being the last practicable date prior to the printing and publication of this Notice) the Company's total voting rights comprised:

(a) 222,384,868 Ordinary Shares, representing 14,825,657 votes;

(b) £301,982 of First Preference Stock, representing 30,198 votes;

(c) £589,672 of Preferred Ordinary Stock, representing 29,484 votes.

Therefore the total number of voting rights in the Company as at 20 May 2011 is 14,885,339.