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**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)**

## **ANNOUNCEMENT ON THE COMPLETION OF THE TRANSFER OF THE TARGET ASSETS IN RELATION TO THE ACQUISITION OF ASSETS BY ISSUANCE OF SHARES AND RELATED PARTY TRANSACTIONS OF THE COMPANY**

References are made to the announcement dated 30 October 2019 in relation to the unconditional approval of the acquisition of assets by issuance of shares and related party transactions of CITIC Securities Company Limited (the “**Company**”) by the Listed Companies Merger and Reorganisation Vetting Committee of the China Securities Regulatory Commission (the “**CSRC**”) and the resumption of trading in A shares of the Company, the announcement dated 27 December 2019 in relation to obtaining approval of the acquisition of assets by issuance of shares and related party transactions of the Company from the CSRC and adjustment to the issue price and number of shares to be issued under the acquisition of assets by issuance of shares of the Company and the announcements dated 3 January 2020 and 9 January 2020 on the progress of the acquisition of assets by issuance of shares and related party transactions of the Company.

The Company has actively carried out the transfer of the target assets upon receipt of the approval document from the CSRC. Up to now, the procedures for the transfer of the target assets in relation to the acquisition of assets by issuance of shares and related party transactions and relevant industrial and commercial registration of changes have been completed. Currently, the Company holds 100% equity interest in Guangzhou Securities Company Limited (“**Guangzhou Securities**”).

### **I. IMPLEMENTATION OF THE TRANSACTION**

#### **(I) Transfer of Target Assets**

Recently, Guangzhou Securities has obtained a Notice of Approval of Change in Registration (Filing) (《准予變更登記(備案)通知書》) approved and issued by the Guangzhou Administration for Market Regulation. The name of Guangzhou Securities has been changed to CITIC Securities South China Company Limited (中信証券華南股份有限公司). Consequently, the transfer of 100% equity interest in Guangzhou Securities to the Company and CITIC Securities Investment Limited, a wholly-owned subsidiary of the Company, has been completed. The registration of change in relation to the transfer of the target assets has been completed.

## **(II) Matters Subsequent to the Transaction**

Related matters subsequent to the transaction are mainly as follows:

1. The Company is required to apply to Shanghai branch of China Securities Depository and Clearing Corporation Limited (“**CSDCC Shanghai Branch**”) for registration of newly issued shares in relation to the transfer of equity interest involved in the transaction and apply to the Shanghai Stock Exchange for the listing of the aforesaid newly issued shares.
2. The Company is required to complete the industrial and commercial registration for changes in the registered capital and Articles of Association in relation to the transfer of equity interest involved in the transaction.
3. All related parties shall continue to perform the relevant agreements and commitments involved in the transaction.

## **II. THE OPINIONS OF INTERMEDIATE AGENCIES ON THE IMPLEMENTATION IN RELATION TO THE ACQUISITION OF ASSETS BY ISSUANCE OF SHARES AND RELATED PARTY TRANSACTIONS**

### **(I) Opinions of Independent Financial Adviser**

1. The implementation of the transaction has performed the necessary procedures for approval and permission, in compliance with requirements of laws, regulations and normative documents, including the Company Law, the Securities Law and the Measures for the Administration of Restructurings (《重組管理辦法》), and has performed the relevant information disclosure obligations in accordance with the requirements of relevant laws and regulations;
2. The procedures for the transfer of the target assets involved in the transaction have been completed and shall be legal and valid;
3. Listed companies are required to complete the procedures for registration and listing of newly issued shares. There are no substantial legal obstacles in related matters subsequent to the transaction under the condition that all related parties fully perform their respective obligations in accordance with the relevant agreements and commitments which have been entered into by them.

## **(II) Opinions of Legal Adviser**

The transaction has obtained approval and authorization required thereof and all precedent conditions agreed under the Agreement in Relation to the Acquisition of Assets by Issuance of Shares among CITIC Securities Company Limited, CITIC Securities Investment Limited, Guangzhou Yuexiu Financial Holdings Group Co., Ltd. and Guangzhou Yuexiu Financial Holdings Group Limited, have been satisfied. Therefore, the transaction could be implemented. The procedures for registration of changes in respect of the transfer of the target assets in relation to the transaction have been completed. The shares under non-public issuance in relation to the transaction of the Company are required to carry out the share registration procedures with CSDCC Shanghai Branch. The listing of the newly issued shares is still subject to the approval from the Shanghai Stock Exchange. The matters in relation to the change in the registered capital of the Company are still subject to the relevant changes of registration and filing procedures. The Company is required to carry out information disclosure procedures for the issuance and listing of the newly issued shares in accordance with requirements of laws and regulations.

## **III. DOCUMENTS AVAILABLE FOR INSPECTION**

1. Review Opinions of HUAXI Securities Co., Ltd. as Independent Financial Adviser on the Transfer of Target Assets in Relation to the Acquisition of Assets by Issuance of Shares and Related Party Transactions of CITIC Securities Company Limited;
2. Legal Opinions of King & Wood Mallesons on the Transfer of Assets in Relation to the Acquisition of Assets by Issuance of Shares and Related Party Transactions of CITIC Securities Company Limited;
3. Supporting documents in relation to the transfer of the target assets.

By order of the Board  
**CITIC Securities Company Limited**  
**ZHANG Youjun**  
*Chairman*

Beijing, the PRC  
14 January 2020

*As at the date of this announcement, the executive directors of the Company are Mr. ZHANG Youjun and Mr. YANG Minghui; and the independent non-executive directors are Mr. LIU Ke, Mr. HE Jia and Mr. ZHOU Zhonghui.*