

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Distribution of this announcement into jurisdictions other than Hong Kong may be restricted by law. Persons into whose possession this announcement comes should inform themselves of and observe any such restrictions. This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States. This announcement is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The securities are being offered and sold (i) solely to QIBs as defined in Rule 144A pursuant to an exemption from registration under the U.S. Securities Act or in reliance on other exemption from, or in transactions not subject to, the registration requirement of the U.S. Securities Act and (ii) outside the United States in offshore transactions in accordance with Regulation S. There is no intention to register any portion of the rights issue or any securities described herein in the United States or to conduct a public offering of securities in the United States.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase, take up or subscribe for the securities mentioned herein.



中信証券股份有限公司
CITIC Securities Company Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 6030)

**PROPOSED H SHARE RIGHTS ISSUE OF 341,749,155 H SHARES
ON THE BASIS OF 1.5 H RIGHTS SHARES FOR
EVERY 10 EXISTING H SHARES AT
HK\$17.67 PER H RIGHTS SHARE PAYABLE IN FULL ON
ACCEPTANCE**

**PROPOSED A SHARE RIGHTS ISSUE OF 1,597,267,249 A SHARES
ON THE BASIS OF 1.5 A RIGHTS SHARES FOR
EVERY 10 EXISTING A SHARES AT
RMB14.43 PER A RIGHTS SHARE PAYABLE IN FULL ON ACCEPTANCE**

**CLOSURE OF THE H SHAREHOLDERS' REGISTER
FROM FRIDAY, 28 JANUARY 2022 TO
TUESDAY, 8 FEBRUARY 2022**

Sole Financial Advisor to the Company



CITIC SECURITIES

Joint Global Coordinators and Underwriters of the H Share Rights Issue



INTRODUCTION

References are made to the announcement of the Company dated 26 February 2021, the circular of the Company dated 13 May 2021, in relation to, among other things, the proposed Rights Issue and the poll results announcement dated 29 June 2021, in which the resolutions in relation to the Rights Issue were duly passed at the AGM, the 2021 First H Shareholders Class Meeting and the 2021 First A Shareholders Class Meeting, respectively. References are also made to the announcement of the Company dated 26 November 2021, pursuant to which, the Company received from the CSRC the written approval (the Approval in respect of the Issuance of Overseas-Listed Foreign Shares of CITIC Securities Company Limited (Zheng Jian Xu Ke [2021] No. 3714) (《關於核准中信証券股份有限公司發行境外上市外資股的批覆》) (證監許可[2021]3714號)) in respect of the H Share Rights Issue and the written approval (the Approval in respect of the Rights Issue of CITIC Securities Company Limited (Zheng Jian Xu Ke [2021] No. 3729) (《關於核准中信証券股份有限公司配股的批覆》) (證監許可[2021]3729號)) in respect of the A Share Rights Issue on 26 November 2021.

THE RIGHTS ISSUE

The Rights Issue is conducted on the basis of 1.5 H Rights Shares for every 10 existing H Shares held by Qualified H Shareholders on the H Share Record Date at the Subscription Price of HK\$17.67 per H Rights Share and on the basis of 1.5 A Rights Shares for every 10 existing A Shares held by Qualified A Shareholders on the A Share Record Date at the Subscription Price of RMB14.43 per A Rights Share. The Subscription Price of HK\$17.67 per H Rights Share and RMB14.43 per A Rights Share were determined by the Company with reference to the recent closing prices of the H Shares and A Shares, the financial condition of the Company, the prevailing market conditions and the valuation indicators such as stock prices and price-to-book ratios of the Company in the secondary market and the funding requirements of projects to be invested in. The H Share Rights Issue will be underwritten on a best effort basis (non-fully underwritten) on the terms and conditions set out in the Underwriting Agreement.

The Rights Issue, comprising the A Share Rights Issue and the H Share Rights Issue, is estimated to raise (i) gross proceeds in an aggregate amount of approximately RMB28.0 billion (assuming full subscription for the Rights Shares) or RMB21.1 billion (assuming 70% subscription for the A Rights Shares and full subscription for the H Rights Shares); and (ii) net proceeds (after deducting all the costs and expenses incidental to the Rights Issue) in an aggregate amount of approximately RMB27.9 billion (assuming full subscription for the Rights Shares) or RMB21.0 billion (assuming 70% subscription for the A Rights Shares and full subscription for the H Rights Shares).

The H Share Rights Issue will be underwritten on a best effort basis (non-fully underwritten). In the event the H Share Rights Issue is undersubscribed, any H Rights Shares not taken up by the Qualified H Shareholders or transferees of Nil-paid H Rights or otherwise subscribed by other subscribers procured by the Underwriters pursuant to the Underwriting Agreement will not be issued by the Company and the size of the H Share Rights Issue will be reduced accordingly. Pursuant to the Company's constitutional documents and applicable laws in Hong Kong and the PRC, there is no requirement on minimum subscription level in respect of the H Share Rights Issue.

UNDERTAKINGS

CITIC Limited and CITIC Corporation Limited, each a substantial shareholder of the Company as at the date of this announcement, has each given its undertaking to take up all its entitlement under the Rights Issue. Please refer to the paragraphs headed “H Shareholder’s Undertaking” and “A Shareholder’s Undertaking” below for details of the undertakings.

Save for the above, the Company has not received, as at the date of this announcement, any information or undertaking from any other substantial shareholder of the Company of any intention in relation to the Rights Shares to be provisionally allotted to that Shareholder under the Rights Issue.

CLOSURE OF THE H SHAREHOLDERS’ REGISTER

To determine the entitlements to the H Share Rights Issue, **the H Shareholders’ Register will be closed from Friday, 28 January 2022 to Tuesday, 8 February 2022 (both days inclusive), during which period no share transfer will be registered.**

Shareholders and potential investors of the Company should note that the H Share Rights Issue is subject to the terms and conditions of the Underwriting Agreement. If any of the conditions of the H Share Rights Issue are not fulfilled, the H Share Rights Issue will not proceed. The Underwriting Agreement contains provisions entitling the Joint Global Coordinators by notice in writing to terminate the Underwriting Agreement upon the occurrence of certain events, including force majeure, as set out in the paragraph headed “Termination of the Underwriting Agreement” on pages 15 to 17 of this announcement. In the event that the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the H Share Rights Issue will not proceed.

Any H Shareholder or other person dealing in H Shares up to the date on which all the conditions to which the H Share Rights Issue is subject are fulfilled (and the date on which the Underwriters’ right to terminate the Underwriting Agreement ceases) and any person dealing in the Nil-paid H Rights during the period from Friday, 11 February 2022 to Friday, 18 February 2022 (both days inclusive) will bear the risk that the H Share Rights Issue may not become unconditional or may not proceed. If in any doubt, Shareholders and potential investors of the Company are recommended to consult their professional advisers.

As the tentative timetable may be subject to change and the H Share Rights Issue may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares of the Company.

INTRODUCTION

References are made to the announcement of the Company dated 26 February 2021, the circular of the Company dated 13 May 2021, in relation to, among other things, the proposed Rights Issue and the poll results announcement dated 29 June 2021, in which the resolutions in relation to the Rights Issue were duly passed at the AGM, the 2021 First H Shareholders Class Meeting and the 2021 First A Shareholders Class Meeting, respectively. References are also made to the announcement of the Company dated 26 November 2021, pursuant to which, the Company received from the CSRC the written approval (the Approval in respect of the Issuance of Overseas-Listed Foreign Shares of CITIC Securities Company Limited (Zheng Jian Xu Ke [2021] No. 3714) (《關於核准中信証券股份有限公司發行境外上市外資股的批覆》) (證監許可 [2021]3714 號)) in respect of the H Share Rights Issue and the written approval (the Approval in respect of the Rights Issue of CITIC Securities Company Limited (Zheng Jian Xu Ke [2021] No. 3729) (《關於核准中信証券股份有限公司配股的批覆》) (證監許可 [2021]3729 號)) in respect of the A Share Rights Issue on 26 November 2021.

THE RIGHTS ISSUE

The Rights Issue is conducted on the basis of 1.5 H Rights Shares for every 10 existing H Shares held by Qualified H Shareholders on the H Share Record Date at the Subscription Price of HK\$17.67 per H Rights Share and on the basis of 1.5 A Rights Shares for every 10 existing A Shares held by Qualified A Shareholders on the A Share Record Date at the Subscription Price of RMB14.43 per A Rights Share. The Subscription Price of HK\$17.67 per H Rights Share and RMB14.43 per A Rights Share were determined by the Company with reference to the recent closing prices of the H Shares and A Shares, the financial condition of the Company, the prevailing market conditions and the valuation indicators such as stock prices and price-to-book ratios of the Company in the secondary market and the funding requirements of projects to be invested. The H Share Rights Issue will be underwritten on a best effort basis (non-fully underwritten) on the terms and conditions set out in the Underwriting Agreement.

The Rights Issue, comprising the A Share Rights Issue and the H Share Rights Issue, is estimated to raise (i) gross proceeds in an aggregate amount of approximately RMB28.0 billion (assuming full subscription for the Rights Shares) or RMB21.1 billion (assuming 70% subscription for the A Rights Shares and full subscription for the H Rights Shares); and (ii) net proceeds (after deducting all the costs and expenses incidental to the Rights Issue) in an aggregate amount of approximately RMB27.9 billion (assuming full subscription for the Rights Shares) or RMB21.0 billion (assuming 70% subscription for the A Rights Shares and full subscription for the H Rights Shares).

H SHARE RIGHTS ISSUE

The H Share Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraph headed “Conditions of the H Share Rights Issue” in this announcement.

Details of the H Share Rights Issue are as follows:

H Share Rights Issue Statistics

Basis of H Share Rights Issue:	1.5 H Rights Shares for every 10 existing H Shares held by Qualified H Shareholders on the H Share Record Date
Number of H Shares in issue as at the date of this announcement:	2,278,327,700 H Shares
Number of H Rights Shares proposed to be issued (assuming the number of H Shares in issue on the H Share Record Date remains the same as at the date of this announcement):	341,749,155 H Shares
Aggregate nominal value of the H Rights Shares:	RMB341,749,155
Subscription Price:	HK\$17.67 per H Rights Share
Joint Global Coordinators and Underwriters:	CLSA Limited CMSHK HTISEC

As at the date of this announcement, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into the H Shares. Therefore, as at the date of this announcement, the total number of H Rights Shares to be issued by the Company will be up to 341,749,155 H Rights Shares. Assuming the H Rights Shares are fully subscribed and that there is no other change in the number of issued H Shares of the Company since the date of this announcement, the 341,749,155 H Rights Shares represent (i) 15.00% of the total number of existing issued H Shares of the Company as at the date of this announcement; and (ii) 13.04% of the total number of issued H Shares of the Company as enlarged by the allotment and issuance of the H Rights Shares.

The H Share Rights Issue is underwritten on a best effort basis (non-fully underwritten). Pursuant to the Company’s constitutional documents and the laws of Hong Kong and the PRC, there is no requirement on minimum subscription level in respect of the H Share Rights Issue. Subject to fulfillment of the conditions of the H Share Rights Issue, the H Share Rights Issue will proceed regardless of the ultimate subscription level.

In the event the H Share Rights Issue is undersubscribed, any H Rights Shares not taken up by the Qualified H Shareholders or transferees of Nil-paid H Rights or otherwise subscribed by other subscribers procured by the Underwriters pursuant to the Underwriting Agreement will not be issued by the Company and the size of the H Share Rights Issue will be reduced accordingly. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

Basis of Entitlement

Subject to fulfilment of the conditions set out below in the paragraph headed “Conditions of the H Share Rights Issue”, Qualified H Shareholders will be provisionally allotted 1.5 H Rights Shares for every 10 existing H Shares held on the H Share Record Date at the Subscription Price, being HK\$17.67, for each H Rights Share payable in full on acceptance.

Qualified H Shareholders, PRC Southbound Trading Investors and Closure of the H Shareholders’ Register

The Company is sending the Prospectus Documents comprising the H Share Rights Issue Prospectus, the Provisional Allotment Letter and the Excess Application Form, to Qualified H Shareholders only. To qualify for the subscription of the H Rights Shares, an H Shareholder must be registered as a member of the Company on the H Share Record Date and must not be an Excluded H Shareholder.

The PRC Southbound Trading Investors may participate in the H Share Rights Issue through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to (i) sell (in full or in part) their Nil-paid H Rights on the Hong Kong Stock Exchange under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect; and/or (ii) subscribe (in full or in part) for their pro-rata entitlement in respect of H Rights Shares held on the H Share Record Date at the Subscription Price under the H Share Rights Issue in accordance with the relevant laws and regulations. However, China Clear will not support applications by such PRC Southbound Trading Investors for excess H Rights Shares under the H Share Rights Issue through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect. In addition, according to the legal advice from the PRC legal adviser of the Company, the PRC Southbound Trading Investors (or the relevant China Clear participants, as the case may be) whose stock accounts in the China Clear are credited with Nil-paid H Rights can only sell those Nil-paid H Rights on the Hong Kong Stock Exchange via China Clear under Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect and can neither purchase any Nil-paid H Rights nor transfer such Nil-paid H Rights to other PRC Southbound Trading Investors.

According to the legal advice from the PRC legal adviser of the Company, the PRC Southbound Trading Investors and H Shareholders who have been exempted by or have obtained the necessary and appropriate approvals from the relevant PRC authorities in accordance with the applicable PRC laws and regulations are entitled to participate in the H Share Rights Issue. Save for the above, other H Shareholders in the PRC are not entitled to participate in the H Share Rights Issue.

The PRC Southbound Trading Investors should seek advice from their intermediaries (including brokers, custodians, nominees or China Clear participants) and/or other professional advisers for details of the logistical arrangements as required by China Clear, and provide instructions for such intermediaries in relation to the acceptance and/or sale of the Nil-Paid H Rights. Such instructions should be given in advance of the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares in the paragraph headed “Expected H Share Rights Issue Timetable” below and otherwise in accordance with the requirements of the intermediaries of the PRC Southbound Trading Investors and/or China Clear in order to allow sufficient time to ensure that such instructions are given effect.

The last day of dealings in the H Shares on a cum-rights basis will be Tuesday, 25 January 2022 and the H Shares will be dealt with on an ex-rights basis from Wednesday, 26 January 2022.

To determine the entitlements to the H Share Rights Issue, **the H Shareholders' Register will be closed from Friday, 28 January 2022 to Tuesday, 8 February 2022 (both days inclusive), during which period no share transfer will be registered.** In order to be a Qualified H Shareholder, all H Share certificates together with the share transfer documents must be lodged with the H Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, **at or before 4:30 p.m. on Thursday, 27 January 2022.**

Those Qualified H Shareholders who do not take up the H Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted.

Excluded H Shareholders

The Prospectus Documents will not be registered or filed under the applicable securities or equivalent legislation of any jurisdictions other than (a) Hong Kong; and (b) the PRC, in accordance with the CSRC Announcement.

Pursuant to Rule 13.36(2) of the Hong Kong Listing Rules, the Board is currently making enquiries regarding the feasibility of extending the H Share Rights Issue to the Overseas Shareholders. If, based on such enquiries and legal advice in the relevant jurisdictions obtained by the Company, the Board considers that it is necessary or expedient not to offer the H Rights Shares to certain Overseas Shareholders (who are Excluded H Shareholders) on account either of the legal restrictions under the laws of the place(s) of his/her/its/their registered address(es) or the requirements of the relevant regulatory body or stock exchange in that place, the H Share Rights Issue will not be made available to the Excluded H Shareholders and no provisional allotment of the Nil-paid H Rights or allotment of H Rights Shares will be made to them. Further information will be set out in the H Share Rights Issue Prospectus.

To the extent reasonably practicable and legally permitted, the Company will send the H Share Rights Issue Prospectus to each of the Excluded H Shareholders for information purposes only, but will not send the Provisional Allotment Letters and the Excess Application Forms to the Excluded H Shareholders. However, the H Share Rights Issue Prospectus shall not be despatched to the Excluded H Shareholders whom the Company knows to be resident in the jurisdiction(s) which restrain(s) the posting of the Prospectus Documents.

Arrangements will be made for the H Rights Shares, which would otherwise have been provisionally allotted to the Excluded H Shareholders, to be sold in the market in their nil-paid form, as soon as practicable after the commencement of the dealings in the Nil-paid H Rights, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, will be paid on a *pro rata* basis to the Excluded H Shareholders, which means the Company will pay individual amounts of more than HK\$100 to the relevant Excluded H Shareholders, provided that the Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold entitlements of the Excluded H Shareholders will be made available for excess application by the Qualified H Shareholders.

Subscription Price for the H Rights Shares

The Subscription Price of HK\$17.67 per H Rights Share is payable in full when a Qualified H Shareholder accepts the relevant provisional allotment of H Rights Shares or applies for excess H Rights Shares or when a transferee of Nil-paid H Rights accepts the H Rights Shares.

The Subscription Price of HK\$17.67 per H Rights Share represents:

1. a discount of approximately 15.0% to the closing price of HK\$20.80 per H Share as quoted on the Hong Kong Stock Exchange on 13 January 2022 (being the date immediately preceding the date of the Underwriting Agreement);
2. a discount of approximately 15.0% to the closing price of HK\$20.80 per H Share as quoted on the Hong Kong Stock Exchange on 13 January 2022 (being the Price Determination Date);
3. a discount of approximately 13.0% to the average closing price of HK\$20.32 per H Share as quoted on the Hong Kong Stock Exchange for the five consecutive trading days up to and including 13 January 2022 (being the Price Determination Date);
4. a discount of approximately 12.9% to the average closing price of HK\$20.29 per H Share as quoted on the Hong Kong Stock Exchange for the 10 consecutive trading days up to and including 13 January 2022 (being the Price Determination Date);
5. a discount of approximately 13.0% to the average closing price of HK\$20.30 per H Share as quoted on the Hong Kong Stock Exchange for the 20 consecutive trading days up to and including 13 January 2022 (being the Price Determination Date); and
6. a discount of approximately 13.3% to the theoretical ex-right price of HK\$20.39 per H Share based on the closing price of HK\$20.80 per H Share as quoted on the Hong Kong Stock Exchange on 13 January 2022 (being the Price Determination Date).
7. a theoretical dilution effect (as defined under Rule 7.27B of the Hong Kong Listing Rules) represented by:
 - (i) a discount of approximately 5.4% to all the existing Shareholders, which is calculated based on the weighted theoretical diluted price of approximately HK\$28.61 per Rights Share to the weighted benchmarked price of approximately HK\$30.26 per Rights Share;
 - (ii) a discount of approximately 2.0% to all the existing H Shareholders, which is calculated based on the theoretical diluted price of approximately HK\$20.39 per H Rights Share to the benchmarked price of approximately HK\$20.80 per H Rights Share; and
 - (iii) a discount of approximately 5.9% to all the existing A Shareholders, which is calculated based on the theoretical diluted price of approximately HK\$30.37 per A Rights Share to the benchmarked price of approximately HK\$32.28 per A Rights Share.

Both of the abovementioned theoretical diluted price and the benchmarked price, as defined under Rule 7.27B of the Hong Kong Listing Rules, have taken into account the closing price of the H Shares and/or A Shares on the date immediately preceding the date of the Underwriting Agreement and the average of the closing prices of the H Shares and/or A Shares as quoted on the Hong Kong Stock Exchange and/or SSE for the last five consecutive trading days up to and including the Price Determination Date. Accordingly, the Rights Issue will not result in a theoretical dilution effect of 25% or more under Rule 7.27B of the Hong Kong Listing Rules.

The Subscription Price of HK\$17.67 per H Rights Shares was determined after arms-length negotiation between the Company and the Underwriters with reference to, among other things, (i) the recent closing prices of H Shares; (ii) the funding and capital needs of the Company for its business plans and prospects set out under the paragraph headed “Reasons for the Rights Issue and Use of Proceeds”; (iii) valuation indicators such as stock prices and price-to-book ratios of the Company in the secondary market; (iv) the percentage discount(s) in other comparable rights issue transactions recently conducted in the market; and (v) the recent market conditions of the capital market in Hong Kong.

The net price per H Rights Share (i.e. the Subscription Price less estimated cost and expense incurred in the H Share Rights Issue) upon full acceptance of the relevant provisional allotment of the H Rights Shares will be approximately HK\$17.47.

After taking into account the reasons for the Rights Issue as stated in the paragraph headed “Reasons for the Rights Issue and Use of Proceeds” below, the Directors consider that the terms of the H Share Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the H Shareholders as a whole.

Status of the H Rights Shares

The H Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the H Shares then in issue. Holders of fully-paid H Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment and issue of the H Rights Shares.

Fractional Entitlements

The entitlements of Qualified H Shareholders will be rounded down to the nearest whole number and fractional entitlements to H Rights Shares will not be provisionally allotted to Qualified H Shareholders. Nil-paid H Rights representing the aggregate of all the fractional entitlements to H Rights Shares (rounded down to the nearest whole number) will be provisionally allotted to the nominee appointed by the Company and, if a premium (net of expenses) can reasonably be obtained, will be sold by the nominee in the market as soon as practicable after dealing in the Nil-paid H Rights commences and the net proceeds of sale (after deduction of expenses of sale) will be retained by the Company for its own benefit. Any unsold fractions of H Rights Shares will be available for excess application by Qualified H Shareholders. No odd lot matching services will be provided for the H Share Rights Issue.

Application for Excess H Rights Shares

Qualified H Shareholders (other than the PRC Southbound Trading Investors) may apply, by way of excess application, for: (i) any H Rights Shares to which unsold entitlements of the Excluded H Shareholders relate; (ii) any unsold fractional entitlements to the H Rights Shares; and (iii) any H Rights Shares provisionally allotted to but not accepted by the Qualified H Shareholders or otherwise not subscribed for by transferees of Nil-paid H Rights.

Application for excess H Rights Shares shall be made only by Qualified H Shareholders (other than PRC Southbound Trading Investors) and only by completing an Excess Application Form and lodging the same with a separate remittance for the amount payable on application in respect of the excess H Rights Shares being applied for with the H Share Registrar by no later than 4:00 p.m. on Wednesday, 23 February 2022.

All remittances must be made in Hong Kong dollars and by cheque or cashier's order. Cheques must be drawn on an account with, and cashier's order must be issued by, a licensed bank in Hong Kong and made payable to the designated account as mentioned in the H Share Rights Issue Prospectus and crossed "**Account Payee Only**".

The Board will allocate the excess H Rights Shares at its sole and absolute discretion on a fair and equitable basis. All excess H Rights Shares will be allocated to Qualified H Shareholders (other than the PRC Southbound Trading Investors) who have applied for excess H Rights Shares on a *pro rata* basis with reference to their number of excess H Rights Shares applied for. No reference will be made to H Rights Shares comprised in applications by provisional allotment letter or the existing number of H Rights Shares held by the Qualified H Shareholders.

If the aggregate number of H Rights Shares not taken up by the Qualified H Shareholders under the Provisional Allotment Letters is greater than the aggregate number of excess H Rights Shares applied for through the Excess Application Forms, the Board will allocate to each Qualified H Shareholder (other than the PRC Southbound Trading Investors) who applies for excess H Rights Shares in full application. No preference will be given to topping up odd lots to whole board lots. There is no guarantee that Qualified H Shareholders with odd lots of H Rights Shares will be topped up to whole board lots pursuant to their applications for excess H Rights Shares.

Beneficial H Shareholders whose Shares are held by a nominee company (including HKSCC Nominees) should note that for the purpose of the H Share Rights Issue, the Board will regard the nominee company (including HKSCC Nominees) as a single Shareholder according to the H Shareholders' Register. Accordingly, Beneficial H Shareholders should note that the aforesaid arrangement in relation to the allocation of excess H Rights Shares will not be extended to Beneficial H Shareholder individually. Beneficial H Shareholders whose H Shares are held by a nominee company (including HKSCC Nominees) are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the Beneficial H Shareholder(s) prior to the H Share Record Date. For those Beneficial H Shareholders who would like to have their names registered on the H Shareholders' Register, all necessary documents must be lodged with the H Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration by no later than 4:30 p.m. on Thursday, 27 January 2022.

The Excess Application Form is for use only by the person(s) to whom it is addressed and is not transferable. All enquiries in connection with the Excess Application Form should be addressed to the H Share Registrar.

If no excess H Rights Shares are allotted and issued to a Qualified H Shareholder, the amount tendered on application is expected to be refunded to that Qualified H Shareholder in full without any interest by means of cheque(s) despatched by ordinary post or courier and at the risk of such Qualified H Shareholder on or about Thursday, 3 March 2022. If the number of excess H Rights Shares allotted and issued to a Qualified H Shareholder is less than the number applied for, the surplus application monies are also expected to be refunded to such Qualified H Shareholder without any interest by means of cheque(s) despatched by ordinary post or courier and at the risk of such Qualified H Shareholder on or about Thursday, 3 March 2022.

If the Joint Global Coordinators exercise the right to terminate the Underwriting Agreement in accordance with the terms thereof or if the conditions precedent under the Underwriting Agreement are not fulfilled before the Latest Time for Termination and the H Share Rights Issue does not proceed, the monies received in respect of relevant applications for excess H Rights Shares will be returned to the relevant persons without interest, by means of cheque(s) to be despatched by ordinary post or courier at the risk of such persons on or about Thursday, 3 March 2022.

Conditions of the H Share Rights Issue

It is expected that the H Share Rights Issue will be conditional upon the fulfilment of the following matters:

1. the approval of the Rights Issue by the Shareholders at the AGM;
2. the approval of the Rights Issue by the H Shareholders at the 2021 First H Shareholders Class Meeting and by the A Shareholders at the 2021 First A Shareholders Class Meeting of the Company, respectively;
3. the approval of the Rights Issue by the CSRC and other relevant regulatory authorities;
4. the Listing Committee of the Hong Kong Stock Exchange agreeing to grant the listing of, and permission to deal in, the H Rights Shares in their nil-paid and fully-paid forms on the Hong Kong Stock Exchange, either unconditionally or subject to such conditions which the Company accepts and the satisfaction of such conditions (if any) by no later than the date of the delivery of the H Share Rights Issue Prospectus; and
5. the delivery to the Hong Kong Stock Exchange and filing and registration of all documents in relation to the H Share Rights Issue as required by law to be filed by and registered with the Registrar of Companies in Hong Kong.

None of the above conditions for completion of the H Share Rights Issue may be waived by the Company. As at the date of this announcement, the conditions under 1 to 3 above have been fulfilled. **If any of the above conditions is not fulfilled, the H Share Rights Issue will not proceed.**

Furthermore, it should be noted that the H Share Rights Issue will be underwritten on a best effort basis (non-fully underwritten) in accordance with Rule 7.19(1)(a) of the Hong Kong Listing Rules. Please refer to the paragraph headed “H Share Rights Issue Underwriting Arrangement” below for details of the underwriting arrangement. **In the event that the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the H Share Rights Issue may not proceed.**

The H Share Rights Issue and the A Share Rights Issue are inter-conditional upon each other. Pursuant to the Underwriting Agreement, the underwriting obligations of the Underwriters under the Underwriting Agreement are conditional upon, among other things, the A Share Rights Issue having become unconditional, including but not limited to, at least 70% of the A Rights Shares having been validly subscribed for at or prior to the date of the H Share Rights Issue Prospectus.

H Shareholder’s Undertaking

CITIC Limited, a substantial shareholder of the Company who as at the date of this announcement (i) directly holds 376,000,000 H Shares, representing approximately 2.91% of the total number of issued Shares and approximately 16.5% of the total number of issued H Shares; and (ii) indirectly holds 1,999,695,746 A Shares through its wholly-owned subsidiary, CITIC Corporation Limited, representing approximately 15.47% of the total number of issued Shares and approximately 18.78% of the total number of issued A Shares, has undertaken to:

- (i) accept, subscribe for and pay in full for all H Rights Shares to be provisionally allotted to it, based on the number of H Shares held by it on the H Share Record Date, as soon as practicable and by no later than the latest date for acceptance of and payment for the H Rights Shares, in accordance with the procedures and requirements set out in the H Share Rights Issue Prospectus; and
- (ii) apply, subscribe for and pay for the excess H Rights Shares subject to a maximum consideration of RMB1,481 million (Hong Kong dollar equivalent) in accordance with the application procedures for the excess H Rights Shares under the H Share Rights Issue plan, as soon as practicable and no later than the latest date for acceptance of and payment for the excess H Rights Shares.

Application for Listing/Dealing Arrangements

Application has been made to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the H Rights Shares, in both nil-paid and fully-paid forms. Dealings in the nil-paid and fully-paid H Rights Shares will be subject to the payment of stamp duty, Hong Kong Stock Exchange trading fee, Securities and Futures Commission transaction levy or any other applicable fees and charges in Hong Kong. The board lot size of Nil-paid H Rights and H Rights Shares is 500 Nil-paid H Rights and 500 H Rights Shares, respectively.

H Rights Shares will be Eligible for Admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the H Rights Shares in both their nil-paid and fully-paid forms on the Hong Kong Stock Exchange, and subject to compliance with the stock admission requirements of HKSCC, the H Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the H Rights Shares in both their nil-paid and fully-paid forms on the Hong Kong Stock Exchange or such other date(s) as determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time. H Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

H Share Rights Issue Underwriting Arrangement

The H Share Rights Issue be underwritten on a best effort basis (non-fully underwritten) in accordance with Rule 7.19(1)(a) of the Hong Kong Listing Rules. Details of the underwriting arrangement in relation to the H Share Rights Issue are set out below:

The Underwriting Agreement

Date:	14 January 2022
Underwriters:	<p>CLSA Limited, a licensed corporation under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 7 (providing automated trading services) regulated activities as defined under the SFO and its ordinary course of business includes underwriting of securities; CMSHK, a licensed corporation under the SFO to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO and its ordinary course of business includes underwriting of securities; and HTISEC, a licensed corporation under the SFO to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities as defined under the SFO and its ordinary course of business includes underwriting of securities.</p> <p>CLSA Limited is a wholly-owned subsidiary of the Company. To the best of the Directors' knowledge and information and having made all reasonable enquiries, CMSHK, HTISEC and their respective ultimate beneficial owner(s) are third parties independent of the Company and connected persons (as defined in the Hong Kong Listing Rules) of the Company.</p>

	Each of the Underwriters has complied with Rule 7.19(1)(a) of the Hong Kong Listing Rules.
Total number of H Rights Shares underwritten:	Pursuant to the terms of the Underwriting Agreement, the Underwriters have agreed to underwrite, on a best effort basis only, up to 341,749,155 H Rights Shares not taken up by the Qualified H Shareholders.

CLSA Limited is a wholly-owned subsidiary of the Company as at the date of this announcement. Given that CLSA Limited is a well-established licensed corporation in Hong Kong which can provide relevant services to the Company, the Company believes that engaging CLSA Limited as sole financial advisor and one of the Joint Global Coordinators in the H Share Rights Issue is beneficial to the preparation and execution of the H Share Rights Issue and can create strategic synergies within the Group and further strengthen the Company's leading position in the securities industry. CLSA Limited has undertaken to the Company that it shall procure independent subscribers to take up all the H Shares underwritten by it and it shall not at any time hold any H Shares.

Conditions of the Underwriting Agreement

The obligations of the Underwriters immediately prior to the Latest Time for Termination under the Underwriting Agreement are conditional upon the fulfilment of the following additional conditions precedent:

- (i) the H Rights Shares being duly issued and provisionally allotted by the Company on the terms set out in the Prospectus Documents to the Qualified H Shareholders;
- (ii) each of the Joint Global Coordinators receiving from the Company all the documents as set out in Part A of Schedule II prior to the announcement being published;
- (iii) the Company on the Business Day immediately before the Latest Time for Termination having delivered to each of the Joint Global Coordinators a certificate duly signed by an authorised person addressed to the Underwriters, dated as of the applicable date, and in the form set forth in Exhibit A hereto;
- (iv) each of the Joint Global receiving from the Company all the documents as set out in Part B of Schedule II in form and substance satisfactory to the Underwriters in accordance with the timing set out therein;
- (v) if applicable, each of the Joint Global Coordinators receiving from the Company all the documents as set out in Part D of Schedule II in accordance with the timing set out therein;
- (vi) the approval of the H Share Rights Issue granted by the CSRC being valid and not having been withdrawn or revoked prior to the Latest Time for Termination;

- (vii) the delivery of the Prospectus Documents to the Hong Kong Stock Exchange on the Business Day before the date of the Prospectus and the issue by the Hong Kong Stock Exchange of a certificate of authorization of registration before 5:00 p.m. or such later time as agreed by the Hong Kong Stock Exchange on the Business Day before the date of the Prospectus;
- (viii) the Registrar of Companies registering the Prospectus Documents and having all the documents required by the provisions of section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance on or before the despatch date of the Prospectus;
- (ix) the grant of listing of and permission to deal in the Nil-paid H Rights and the H Rights Shares (either unconditional or subject only to allotment and despatch of the share certificates in respect thereof) by the Hong Kong Stock Exchange (and such listing and permission not subsequently being withdrawn or revoked prior to the Latest Time for Termination);
- (x) posting of the Prospectus Documents to the Qualified H Shareholders on or before the despatch date of the Prospectus (or such later date to be agreed between the Company and the Joint Global Coordinators);
- (xi) fulfilment by the committed shareholder with all of its obligations under its undertaking by the times specified therein, and the its undertaking not having been terminated prior to the Latest Time for Termination; and
- (xii) the A Share Rights Issue having become unconditional, including but not limited to, at least 70% of the A Rights Shares having been validly subscribed for at or prior to the date of the Prospectus.

the Joint Global Coordinators shall have the right, in their absolute discretion, on or before the last day on which each of the conditions is required to be fulfilled, either: (i) to waive in writing, in whole or in part any of the Conditions specified above (except the Conditions specified in (i), (iv), (v), (vi), (ix) and (xi), or (ii) to extend the deadline for the fulfilment of any condition by such number of days or in such manner as the Joint Global Coordinators may determine, in which case the Joint Global Coordinators shall be entitled to extend the other dates or deadlines referred to in the Underwriting Agreement in such manner as they deem appropriate.

Termination of the Underwriting Agreement

If at any time prior to the Latest Time for Termination:

- (i) any breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Joint Global Coordinators; or
- (ii) there shall have developed, occurred, happened or come into effect any of the following: (A) a suspension or material limitation (including, without limitation, any minimum or maximum price limit or range) in or on trading in securities generally on the Hong Kong Stock Exchange, the New York Stock Exchange, the NASDAQ Global Market, the London Stock Exchange, the Tokyo Stock Exchange, the Shenzhen Stock Exchange or the Shanghai Stock Exchange; (B) a suspension or material limitation (including, without limitation, any minimum or maximum

price limit or range) in or on trading in any securities of the Company listed or quoted on a stock exchange; (C) a general moratorium on commercial banking activities declared by relevant authorities in Hong Kong, the PRC, the United States, the United Kingdom or the European Union (or any member thereof) or a material disruption in commercial banking or foreign exchange trading or securities settlement or clearance services, procedures or matters in Hong Kong, the PRC, the United States, the United Kingdom or the European Union (or any member thereof); (D) any change, or any development involving a prospective change, or any event or circumstance likely to result in a change or a development involving a prospective change, in or affecting any exchange controls or currency exchange rates in Hong Kong, the PRC, the United States, the United Kingdom or the European Union (or any member thereof); (E) any new laws or any change, or any development involving a prospective change, or any event or circumstance likely to result in a change or a development involving a prospective change, in or affecting existing laws or the interpretation or application of existing laws by any court or other competent authority in Hong Kong, the PRC, the United States or the United Kingdom, the European Union (or any member thereof); (F) any event or circumstance in the nature of force majeure (including, without limitation, any act of government, economic sanctions, strike or lock-out (whether or not covered by insurance), riot, fire, explosion, flooding, earthquake, civil commotion, act or declaration of war, outbreak or escalation of hostilities (whether or not war is or has been declared), act of terrorism (whether or not responsibility has been claimed), act of God, pandemic, epidemic, outbreak of infectious disease, declaration of a state of material emergency or calamity or crisis, in each case, involving or affecting Hong Kong, the PRC, the United States, the United Kingdom or the European Union (or any member thereof); or (G) any change or development or any event or series of events involving a prospective change or any event or series of events or circumstance likely to result in a change or a development involving a prospective change (whether or not permanent) in any local, national or international financial, political, economic, legal, military, industrial, fiscal, regulatory, currency or market conditions (including, without limitation, conditions in the stock and bond markets, money and foreign exchange markets and credit markets) in or affecting Hong Kong, the PRC, the United States, the United Kingdom or European Union (or any member thereof); or

- (iii) any statement contained in the Prospectus Documents was or has become untrue or incorrect or misleading in any material respect; or
- (iv) any matter has arisen or been discovered which would, if the Prospectus Documents (or any supplement or amendment thereto) were to be issued at that time, constitute a material omission therefrom; or
- (v) the permission to deal in and the listing of the H Rights Shares (in their nil-paid and fully-paid forms) having been withdrawn by the Hong Kong Stock Exchange; or
- (vi) an governmental authority in any relevant jurisdiction commencing any investigation or other action, or announcing an intention to investigate or take other action, against any member of the Group for any material breach of applicable laws,

and provided that any event described above, in the reasonable opinion of the Joint Global Coordinators is or may be materially adverse to the success of the H Share Rights Issue or, makes or may make it impracticable or inadvisable or inexpedient to proceed with the H Share Rights Issue, the Joint Global Coordinators may, after consultation with the Company where practicable, by notice in writing to the Company served prior to the Latest Time for Termination, rescind or terminate the Underwriting Agreement.

If, after the execution and delivery of the Underwriting Agreement, the sale and delivery of the H Rights Shares, as contemplated by the Underwriting Agreement, is not carried out as a result of any termination of the Underwriting Agreement pursuant hereto, the obligations of all parties under the Underwriting Agreement, save for certain provisions which shall remain in full force and effect, shall terminate forthwith and no party to the Underwriting Agreement will have any claim against any other party to the Underwriting Agreement for costs, damages, compensation or otherwise, except that such termination shall be without prejudice to any accrued rights of such parties in respect of any breach of the Underwriting Agreement which occurred prior to such termination.

Lock-up Undertakings

Pursuant to the Underwriting Agreement, the Company undertakes to the Joint Global Coordinators and the Underwriters that: except (A) for the H Rights Shares and A Rights Shares to be allotted and issued pursuant to the Rights Issue, or (B) with the prior written consent of the Joint Global Coordinators (and which may be given or withheld at the absolute discretion of the Joint Global Coordinators), from the date of the Underwriting Agreement up to 30 days after the first day of trading of the H Rights Shares on the Hong Kong Stock Exchange, the Company will not allot or issue or offer to allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interests in Shares.

Warning of the Risks of Dealing in the H Shares and Nil-paid H Rights

Existing H Shares are expected to be dealt in on an ex-rights basis from Wednesday, 26 January 2022. Dealings in the Nil-paid H Rights are expected to take place from Friday, 11 February 2022 to Friday, 18 February 2022 (both days inclusive). **If the conditions of the H Share Rights Issue (please see the paragraph headed “Conditions of the H Share Rights Issue” above) are not fulfilled, the H Share Rights Issue will not proceed.**

Furthermore, in the event that the Underwriting Agreement does not become unconditional or if it is terminated in accordance with the terms thereof, the H Share Rights Issue may not proceed.

Any dealing in the H Shares or the Nil-paid H Rights is at the investor’s own risk. If in any doubt, investors are recommended to consult their professional advisers.

Despatch of H Share Certificates and Refund Cheques

Subject to fulfilment of the conditions of the H Share Rights Issue, it is expected that the certificates for the H Rights Shares and the refund cheques in respect of overpayment for H Rights Shares (if any) or in respect of wholly or partly unsuccessful applications for excess H Rights Shares (if any) will be despatched by ordinary post or courier to the allottees, at their own risk, to their registered addresses by the H Share Registrar on or about Thursday, 3 March 2022.

Taxation

Qualified H Shareholders are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of holding, disposing of or dealing in the H Rights Shares (in their nil-paid and/or fully-paid forms) and, as regards the Excluded H Shareholders, their receipt of the net proceeds of sale of the Nil-paid H Rights otherwise falling to be issued to them under the H Share Rights Issue. It is emphasized that neither the Company, the Directors nor any other party involved in the H Share Rights Issue accept responsibility for any tax effects or liabilities of holders of the H Rights Shares resulting from the purchase, holding, disposal of, or dealing in the H Rights Shares (in their nil-paid and/or fully-paid forms).

Expected H Share Rights Issue Timetable

Last day of dealings in H Shares on a cum-rights basis	Tuesday, 25 January 2022
First day of dealings in H Shares on an ex-rights basis	Wednesday, 26 January 2022
Latest time for lodging transfer of H Shares in order to qualify for the H Share Rights Issue	4:30 p.m. on Thursday, 27 January 2022
H Shareholders' Register closed	Friday, 28 January 2022 to Tuesday, 8 February 2022 (both days inclusive)
H Share Record Date	Tuesday, 8 February 2022
H Shareholders' Register re-opens	Wednesday, 9 February 2022
Despatch of Prospectus Documents	Wednesday, 9 February 2022
First day of dealings in Nil-paid H Rights	Friday, 11 February 2022
Latest time of splitting Nil-paid H Rights	4:30 p.m. on Tuesday, 15 February 2022
Last day of dealing Nil-paid H Rights	Friday, 18 February 2022

Latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares	4:00 p.m. on Wednesday, 23 February 2022
Latest time for the termination of the Underwriting Agreement and for the H Share Rights Issue to become unconditional	5:00 p.m. on Thursday, 24 February 2022
Announcement of results of acceptance of and excess applications for H Rights Shares	Wednesday, 2 March 2022
Despatch of certificates for fully-paid H Rights Shares	Thursday, 3 March 2022
Despatch of refund cheques in respect of wholly or partially unsuccessful applications for excess H Rights Shares	Thursday, 3 March 2022
Commencement of dealings in fully-paid H Rights Shares	9:00 a.m. on Friday, 4 March 2022

All times and dates herein refer to Hong Kong local time and dates. Shareholders should note that the dates specified in the expected timetable of the H Share Rights Issue as set out above, and in other parts of this announcement, are indicative only and may be changed by the Board. In the event any special circumstances arise, the Board or the authorized person(s) by the Board may extend or make adjustments to the timetable if it considers appropriate. Any such change to the expected timetables will be published or notified to the Shareholders accordingly.

EFFECT OF BAD WEATHER ON LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR H RIGHTS SHARES AND APPLICATION AND PAYMENT FOR EXCESS H RIGHTS SHARES

The latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will not take place if there is a tropical cyclone warning signal number 8 or above, or “extreme conditions” caused by a super typhoon or a “black” rainstorm warning:

1. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Last Acceptance Date. Instead the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
2. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Last Acceptance Date. Instead the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares does not take place on the Last Acceptance Date, the dates mentioned in the paragraph headed “Expected H Share Rights Issue Timetable” above may be affected. An announcement will be made by the Company in such event.

A SHARE RIGHTS ISSUE

Details of the A Share Rights Issue are as follows:

A Share Rights Issue statistics

Basis of A Share Rights Issue:	1.5 A Rights Shares for every 10 existing A Shares held by Qualified A Shareholders on the A Share Record Date
Number of A Shares in issue:	10,648,448,329 A Shares
Number of A Rights Shares proposed to be issued:	1,597,267,249 A Shares
Subscription Price:	RMB14.43 per A Rights Share
Joint Sponsors:	Tianfeng Securities Co., Ltd. (天風證券股份有限公司) China Post Securities Co., Ltd. (中郵證券有限責任公司)

Basis of Entitlement

Subject to fulfilment of the conditions set out below in the paragraph headed “Conditions of the A Share Rights Issue”, Qualified A Shareholders will be provisionally allotted 1.5 A Rights Shares for every 10 existing A Shares held on the A Share Record Date at the Subscription Price, being RMB14.43, for each A Rights Share payable in full on acceptance.

Qualified A Shareholders

To qualify for the A Share Rights Issue, an A Shareholder must be registered on the register of the Company at the Shanghai branch of China Clear on the A Share Record Date.

A Share Rights Issue Timetable

Publication of A Share Rights Issue Prospectus	Friday, 14 January 2022
On-line Roadshow	Monday, 17 January 2022
A Share Record Date	Tuesday, 18 January 2022
Commencement of the A Share Rights Issue and first day for acceptance of and payment for the A Rights Shares	Wednesday, 19 January 2022
Suspension of trading in the A Shares	Wednesday, 19 January 2022 to Wednesday, 26 January 2022 (both days inclusive)

Close of the A Share Rights Issue and last day for payment for the A Rights Shares	Tuesday, 25 January 2022
Verification of payment for subscription for the A Rights Shares	Wednesday, 26 January 2022
Announcement of results of the A Share Rights Issue and resumption of trading in the A Shares	Thursday, 27 January 2022

Shareholders should note that the dates specified in the A Share Rights Issue Timetable as set out above, and in other parts of this announcement, are indicative only and may be changed by the Board. Any such change to the timetables will be published or notified to the Shareholders accordingly.

The listing of, and the commencement date of dealing in, the A Rights Shares will be subject to further determination by the relevant PRC regulatory authority. A further announcement will be made by the Company when such details are available.

Conditions of the A Share Rights Issue

It is expected that the A Share Rights Issue will be conditional upon the fulfilment of the following matters:

1. the approval of the Rights Issue by the Shareholders at the AGM;
2. the approval of the Rights Issue by the H Shareholders at the 2021 First H Shareholders Class Meeting and by the A Shareholders at the 2021 First A Shareholders Class Meeting of the Company, respectively;
3. the approval of the Rights Issue by the CSRC and other relevant regulatory authorities; and
4. the subscription of the A Rights Shares by the A Shareholders being at least 70% of the A Share Rights Issue.

None of the above conditions for completion of the A Share Rights Issue may be waived by the Company. As at the date of this announcement, the conditions under 1 to 3 above have been fulfilled. **If any of the above conditions is not fulfilled, the A Share Rights Issue will not proceed.**

The H Share Rights Issue and the A Share Rights Issue are inter-conditional upon each other. Pursuant to the Underwriting Agreement, the underwriting obligations of the Underwriters under the Underwriting Agreement are conditional upon, among other things, the A Share Rights Issue having become unconditional, including but not limited to, at least 70% of the A Rights Shares having been validly subscribed for at or prior to the date of the H Share Rights Issue Prospectus.

A Share Rights Issue be Underwritten on a Best Effort Basis

The A Share Rights Issue will be underwritten on a best effort basis as required under the applicable PRC laws and regulations. Under the applicable PRC laws and regulations and as classified by the CSRC, the A Share Rights Issue may only proceed if the subscription level of the A Rights Shares is at least 70% of the A Share Rights Issue. The rights to subscribe for the A Shares which are not taken up will lapse and no new A Shares will be issued or allotted pursuant to such rights.

A Shareholder's Undertaking

CITIC Corporation Limited, the largest Shareholder of the Company which directly holds 1,999,695,746 A Shares, representing approximately 15.47% of the total number of issued Shares of the Company and approximately 18.78% of the total number of issued A Shares of the Company as at the date of this announcement, has committed to subscribe in cash for all the offered Rights Shares to be determined in accordance with the Company's plan of the Rights Issue and to be allotted to it in proportion to the number of A Shares held by it at the close of market on the A Share Record Date.

Application for Listing

Application will be made to the SSE for the listing of the A Rights Shares.

Net Proceeds

Net proceeds of approximately RMB23.0 billion are expected to be raised from the A Share Rights Issue, assuming subscription level of 100%.

A Share Rights Issue Prospectus

The Chinese version of the A Share Rights Issue Prospectus is available for public inspection on the website of Hong Kong Stock Exchange (www.hkexnews.hk) and SSE (www.sse.com.cn) from Thursday, 13 January 2022.

The A Share Rights Issue Prospectus in respect of the A Share Rights Issue will be distributed to the HK Northbound Trading Investors. The A Share Rights Issue Prospectus (together with a wrapper containing the disclosures required under the Companies (WUMP) Ordinance) was registered with the Registrar of Companies on Thursday, 13 January 2022.

CHANGES OF THE SHAREHOLDING OF THE COMPANY AS A RESULT OF THE RIGHTS ISSUE

For illustrative purpose only, the following tables set out the Company's shareholding structure as at the date of this announcement and immediately following completion of the Rights Issue, based on the assumption that no change in the number of issued Shares of the Company occurs during the period from the date of this announcement to the Record Dates, and:

- assuming the subscription level of the A Rights Shares is 100% and all of the H Rights Shares are taken up by Qualified H Shareholders:

Class of Shares	Number of issued Shares as at the date of this announcement (before the Rights Issue)	Approximate percentage of the total issued Shares	Number of Shares to be issued under the Rights Issue	Number of issued Shares immediately following completion of the Rights Issue	Approximate percentage of the total number of issued Shares immediately following completion of the Rights Issue
A Shares					
CITIC Corporation Limited	1,999,695,746 <i>(note 1)</i>	15.47%	299,954,362 <i>(note 8)</i>	2,299,650,108 <i>(note 8)</i>	15.47%
Yuexiu Financial Holdings	265,352,996 <i>(note 2)</i>	2.05%	39,802,949 <i>(note 8)</i>	305,155,945 <i>(note 8)</i>	2.05%
Financial Holdings Limited	544,514,633 <i>(note 3)</i>	4.21%	81,677,195 <i>(note 8)</i>	626,191,828 <i>(note 8)</i>	4.21%
ZHANG Youjun	374 <i>(note 4)</i>	0.000003%	56 <i>(note 8)</i>	430 <i>(note 8)</i>	0.000003%
Other core connected persons of the Company (directors, supervisors or chief executives of certain subsidiaries of the Company)	2,072,832 <i>(note 5)</i>	0.02%	310,925 <i>(note 8)</i>	2,383,757 <i>(note 8)</i>	0.02%
Public A Shareholders	7,836,811,748	60.62%	1,175,521,762	9,012,333,510	60.62%
Total number of A Shares	10,648,448,329	82.38%	1,597,267,249	12,245,715,578	82.38%
H Shares					
CITIC Limited	376,000,000 <i>(note 6)</i>	2.91%	56,400,000 <i>(note 8)</i>	432,400,000 <i>(note 8)</i>	2.91%
Financial Holdings Limited	106,494,000 <i>(note 3)</i>	0.82%	15,974,100 <i>(note 8)</i>	122,468,100 <i>(note 8)</i>	0.82%
Yuexiu Financial International	345,500 <i>(note 7)</i>	0.002673%	51,825 <i>(note 8)</i>	397,325 <i>(note 8)</i>	0.002673%
Public H Shareholders	1,795,488,200	13.89%	269,323,230	2,064,811,430	13.89%
Total number of H Shares	2,278,327,700	17.62%	341,749,155	2,620,076,855	17.62%
Total	12,926,776,029	100.00%	1,939,016,404	14,865,792,433	100.00%

2. assuming the subscription level of the A Rights Shares is 70% and all of the H Rights Shares are taken up by Qualified H Shareholders:

Class of Shares	Number of issued Shares as at the date of this announcement (before the Rights Issue)	Approximate percentage of the total number of issued Shares	Number of Shares to be issued under the Rights Issue	Number of issued Shares immediately following completion of the Rights Issue	Approximate percentage of the total number of issued Shares immediately following completion of the Rights Issue
A Shares					
CITIC Corporation Limited	1,999,695,746 <i>(note 1)</i>	15.47%	299,954,362 <i>(note 8)</i>	2,299,650,108 <i>(note 8)</i>	15.98%
Yuexiu Financial Holdings	265,352,996 <i>(note 2)</i>	2.05%	39,802,949 <i>(note 8)</i>	305,155,945 <i>(note 8)</i>	2.12%
Financial Holdings Limited	544,514,633 <i>(note 3)</i>	4.21%	81,677,195 <i>(note 8)</i>	626,191,828 <i>(note 8)</i>	4.35%
ZHANG Youjun	374 <i>(note 4)</i>	0.000003%	56 <i>(note 8)</i>	430 <i>(note 8)</i>	0.000003%
Other core connected persons of the Company (directors, supervisors or chief executives of certain subsidiaries of the Company)	2,072,832 <i>(note 5)</i>	0.02%	310,925 <i>(note 8)</i>	2,383,757 <i>(note 8)</i>	0.02%
Public A Shareholders	7,836,811,748	60.62%	696,341,587	8,533,153,335	59.31%
Total number of A Shares	10,648,448,329	82.38%	1,118,087,075	11,766,535,404	81.97%
H Shares					
CITIC Limited	376,000,000 <i>(note 6)</i>	2.91%	56,400,000 <i>(note 8)</i>	432,400,000 <i>(note 8)</i>	3.01%
Financial Holdings Limited	106,494,000 <i>(note 3)</i>	0.82%	15,974,100 <i>(note 8)</i>	122,468,100 <i>(note 8)</i>	0.85%
Yuexiu Financial International	345,500 <i>(note 7)</i>	0.002673%	51,825 <i>(note 8)</i>	397,325 <i>(note 8)</i>	0.002762%
Public H Shareholders	1,795,488,200	13.89%	269,323,230	2,064,811,430	14.35%
Total number of H Shares	2,278,327,700	17.62%	341,749,155	2,620,076,855	18.21%
Total	12,926,776,029	100.00%	1,459,836,230	14,386,612,259	100.00%

3. assuming the subscription level of the A Rights Shares is 100% and none of the H Rights Shares is taken up by Qualified H Shareholders except for the H Rights Shares taken up by CITIC Limited pursuant to its irrevocable undertaking:

Class of Shares	Number of issued Shares as at the date of this announcement (before the Rights Issue)	Assuming none of the Untaken H Rights Shares are acquired by subscribers procured by the Underwriters				Assuming all the Untaken H Rights Shares are acquired by subscribers procured by the Underwriters			
		Approximate percentage of the total number of issued Shares	Number of Shares to be issued under the Rights Issue	Number of issued Shares immediately following completion of the Rights Issue	Approximate percentage of the total number of Shares immediately following completion of the Rights Issue	Number of Shares to be issued under the Rights Issue	Number of issued Shares immediately following completion of the Rights Issue	Approximate percentage of the total number of Shares immediately following completion of the Rights Issue	
A Shares									
CITIC Corporation Limited	1,999,695,746 <i>(note 1)</i>	15.47%	299,954,362 <i>(note 8)</i>	2,299,650,108 <i>(note 8)</i>	15.77%	299,954,362 <i>(note 8)</i>	2,299,650,108 <i>(note 8)</i>	15.47%	
Yuexiu Financial Holdings	265,352,996 <i>(note 2)</i>	2.05%	39,802,949 <i>(note 8)</i>	305,155,945 <i>(note 8)</i>	2.09%	39,802,949 <i>(note 8)</i>	305,155,945 <i>(note 8)</i>	2.05%	
Financial Holdings Limited	544,514,633 <i>(note 3)</i>	4.21%	81,677,195 <i>(note 8)</i>	626,191,828 <i>(note 8)</i>	4.29%	81,677,195 <i>(note 8)</i>	626,191,828 <i>(note 8)</i>	4.21%	
ZHANG Youjun	374 <i>(note 4)</i>	0.000003%	56 <i>(note 8)</i>	430 <i>(note 8)</i>	0.000003%	56 <i>(note 8)</i>	430 <i>(note 8)</i>	0.000003%	
Other core connected persons of the Company (directors, supervisors or chief executives of certain subsidiaries of the Company)	2,072,832 <i>(note 5)</i>	0.02%	310,925 <i>(note 8)</i>	2,383,757 <i>(note 8)</i>	0.02%	310,925 <i>(note 8)</i>	2,383,757 <i>(note 8)</i>	0.02%	
Public A Shareholders	7,836,811,748	60.62%	1,175,521,762	9,012,333,510	60.62%	1,175,832,743	9,012,333,510	60.62%	
Total number of A Shares	10,648,448,329	82.38%	1,597,267,249	12,245,715,578	82.38%	1,597,267,249	12,245,715,578	82.38%	
H Shares									
CITIC Limited	376,000,000 <i>(note 6)</i>	2.91%	56,400,000 <i>(note 8)</i>	432,400,000 <i>(note 8)</i>	2.97%	56,400,000 <i>(note 8)</i>	432,400,000 <i>(note 8)</i>	2.91%	
Financial Holdings Limited	106,494,000 <i>(note 3)</i>	0.82%	—	106,494,000 <i>(note 8)</i>	0.73%	—	106,494,000 <i>(note 8)</i>	0.72%	
Yuexiu Financial International	345,500 <i>(note 7)</i>	0.002673%	—	345,500 <i>(note 8)</i>	0.002370%	—	345,500 <i>(note 8)</i>	0.002324%	
Public H Shareholders									
Subscribers procured by the Underwriters	—	—	—	—	—	285,349,155	285,349,155	1.92%	
Other Public H Shareholders	1,795,488,200	13.89%	—	1,795,488,200	12.31%	—	1,795,488,200	12.08%	
Total number of H Shares	2,278,327,700	17.62%	56,400,000	2,334,727,700	16.01%	341,749,155	2,620,076,855	17.62%	
Total	12,926,776,029	100.00%	1,939,016,404	14,580,443,278	100.00%	1,939,016,404	14,865,792,433	100.00%	

4. assuming the subscription level of the A Rights Shares is 70% and none of the H Rights Shares is taken up by Qualified H Shareholders except for the H Rights Shares taken up by CITIC Limited pursuant to its irrevocable undertaking:

Class of Shares	Number of issued Shares as at the date of this announcement (before the Rights Issue)	Assuming none of the Untaken H Rights Shares are acquired by subscribers procured by the Underwriters				Assuming all the Untaken H Rights Shares are acquired by subscribers procured by the Underwriters			
		Approximate percentage of the total number of issued Shares	Number of Shares to be issued under the Rights Issue	Number of issued Shares immediately following completion of the Rights Issue	Approximate percentage of the total number of Shares immediately following completion of the Rights Issue	Number of Shares to be issued under the Rights Issue	Number of issued Shares immediately following completion of the Rights Issue	Approximate percentage of the total number of Shares immediately following completion of the Rights Issue	
A Shares									
CITIC Corporation Limited	1,999,695,746 <i>(note 1)</i>	15.47%	299,954,362 <i>(note 8)</i>	2,299,650,108 <i>(note 8)</i>	16.31%	299,954,362 <i>(note 8)</i>	2,299,650,108 <i>(note 8)</i>	15.98%	
Yuxiu Financial Holdings	265,352,996 <i>(note 2)</i>	2.05%	39,802,949 <i>(note 8)</i>	305,155,945 <i>(note 8)</i>	2.16%	39,802,949 <i>(note 8)</i>	305,155,945 <i>(note 8)</i>	2.12%	
Financial Holdings Limited	544,514,633 <i>(note 3)</i>	4.21%	81,677,195 <i>(note 8)</i>	626,191,828 <i>(note 8)</i>	4.44%	81,677,195 <i>(note 8)</i>	626,191,828 <i>(note 8)</i>	4.35%	
ZHANG Youjun	374 <i>(note 4)</i>	0.000003%	56 <i>(note 8)</i>	430 <i>(note 8)</i>	0.000003%	56 <i>(note 8)</i>	430 <i>(note 8)</i>	0.000003%	
Other core connected persons of the Company (directors, supervisors or chief executives of certain subsidiaries of the Company)	2,072,832 <i>(note 5)</i>	0.02%	310,925 <i>(note 8)</i>	2,383,757 <i>(note 8)</i>	0.02%	310,925 <i>(note 8)</i>	2,383,757 <i>(note 8)</i>	0.02%	
Public A Shareholders	7,836,811,748	60.62%	696,341,587	8,533,153,335	60.51%	696,341,587	8,533,153,335	59.31%	
Total number of A Shares	10,648,448,329	82.38%	1,118,087,075	11,766,535,404	83.44%	1,118,087,075	11,766,535,404	81.79%	
H Shares									
CITIC Limited	376,000,000 <i>(note 6)</i>	2.91%	56,400,000 <i>(note 8)</i>	432,400,000 <i>(note 8)</i>	3.07%	56,400,000 <i>(note 8)</i>	432,400,000 <i>(note 8)</i>	3.01%	
Financial Holdings Limited	106,494,000 <i>(note 3)</i>	0.82%	—	106,494,000 <i>(note 8)</i>	0.76%	—	106,494,000 <i>(note 8)</i>	0.74%	
Yuxiu Financial International	345,500 <i>(note 7)</i>	0.002673%	—	345,500 <i>(note 8)</i>	0.002450%	—	345,500 <i>(note 8)</i>	0.002402%	
Public H Shareholders									
Subscribers procured by the Underwriters	—	—	—	—	—	285,349,155	285,349,155	1.98%	
Other Public H Shareholders	1,795,488,200	13.89%	—	1,795,488,200	12.73%	—	1,795,488,200	12.48%	
Total number of H Shares	2,278,327,700	17.62%	56,400,000	2,334,727,700	16.56%	341,749,155	2,620,076,855	18.21%	
Total	12,926,776,029	100.00%	1,174,487,075	14,101,263,104	100.00%	1,459,836,230	14,386,612,259	100.00%	

Notes:

1. As at the date of this announcement, CITIC Corporation Limited directly held 1,999,695,746 A Shares, and its ultimate controlling shareholder is CITIC Group.
2. As at the date of this announcement, Yuexiu Financial Holdings (the sole shareholder of Financial Holdings Limited) directly held 265,352,996 A Shares, and its ultimate controlling shareholder is Yuexiu Holdings Limited.
3. As at the date of this announcement, Financial Holdings Limited directly held 544,514,633 A Shares and 106,494,000 H Shares, and its ultimate controlling shareholder is Yuexiu Holdings Limited.
4. As at the date of this announcement, Mr. ZHANG Youjun, the Chairman and an executive Director of the Company, directly held 374 A Shares.
5. As known to the Company as at the date of this announcement, a total of 2,072,832 A Shares were held by Directors, Supervisors or chief executives of certain subsidiaries of the Company.
6. As at the date of this announcement, CITIC Limited (the sole shareholder of CITIC Corporation Limited) directly held 376,000,000 H Shares, and its ultimate controlling shareholder is CITIC Group.
7. As at the date of this announcement, Yuexiu Financial International directly held 345,500 H Shares, and its ultimate controlling shareholder is Yuexiu Holdings Limited.
8. For the purpose of illustrating the impact of the Rights Issue on the shareholding structure and public float of the Company only and based on the assumptions that (i) no change in the number of Shares held by each of CITIC Corporation Limited, CITIC Limited, Yuexiu Financial Holdings, Financial Holdings Limited, Yuexiu Financial International, Mr. ZHANG Youjun and other core connected persons of the Company occurs during the period from the date of this announcement to the Record Dates; (ii) full subscription for the Rights Shares by each of Yuexiu Financial Holdings, Financial Holdings Limited, Yuexiu Financial International, Mr. ZHANG Youjun and other core connected persons of the Company under the Rights Issue; (iii) full subscription for the Rights Shares by CITIC Corporation Limited and CITIC Limited in accordance with their respective irrevocable undertaking; and (iv) no excess H Rights Shares will be allotted to each of CITIC Limited, Financial Holdings Limited and Yuexiu Financial International under the H Share Rights Issue.

Pursuant to the Underwriting Agreement, in the event that the Underwriters are called upon to procure subscribers to subscribe for the Untaken H Rights Shares, the Underwriters shall use their best endeavours to ensure that (1) each of the subscribers of the Untaken H Rights Shares procured by it shall be a third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors or chief executive or substantial shareholders of the Company or their respective associates; and (2) the public float requirements under Rule 8.08 of the Hong Kong Listing Rules are fulfilled by the Company upon completion of the Rights Issue. Each of the Underwriters has undertaken, among other things, that it will not subscribe, for its own account and shall procure that no subscribers procured by it will apply for or take up, any Untaken H Rights Shares if immediately afterwards the shareholding of the relevant person will be 10% or more of the voting rights of the Company and/or the subscription would result in an obligation to make a mandatory general offer under the Takeovers Code.

At the date of this announcement, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, neither the Company nor any of the Underwriters is aware that any persons were acting in concert in relation to the Company and the Company has no reason to believe that any person will incur an obligation to make a mandatory general offer under the Takeovers Code as a result of completion of the Rights Issue. The Company will still meet the public float requirements under Rule 8.08 of the Hong Kong Listing Rules and the requirements for minimum public float as set out in the waiver granted by the Hong Kong Stock Exchange at the time of listing immediately upon completion of the Rights Issue.

FUND RAISING ACTIVITIES INVOLVING ISSUE OF EQUITY SECURITIES IN THE PAST 12 MONTHS

The Company has not engaged in any equity fund raising activity in the past 12 months from the date of this announcement.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

Reasons for the Rights Issue of the Company are as follows:

1. Under the new era background that China's economy has entered the New Normal and the macro economy has transformed from high-speed growth to high-quality development, the deepening reform of capital market and the supply-side reform of securities industry provide historic opportunities for the development of the securities industry. As a leading enterprise in the securities industry, the Company shall actively respond to the national strategy, constantly consolidate its own capital strength, seize the development opportunities of the capital market and the securities industry to further grow bigger, better and stronger;
2. With the opening of China's financial market and the deepening reform of the capital market, competition in the securities industry has become increasingly fierce. In recent years, with the operation and management work of the Company progressed steadily, the Company has been consistently ranked first among domestic securities companies in terms of principal businesses and financial indicators. The Rights Issue will help the Company further enhance its capital strength and its capital advantage in the new round of industry competition;
3. The development vision of the Company is to become a domestically leading and internationally first-class Chinese investment bank most trusted by clients around the world. It strives to maintain the leading position in China and amongst the top in Asia Pacific region for its principal businesses, while fully optimizing and enhancing its business layout, management structure, operation mechanism and appraisal system. Due to the capital-intensive nature of securities industry, the business development of securities companies is closely related to their capital strength, and the capital scale directly determines the business scale. The Rights Issue will further consolidate the Company's capital strength, optimize the capital structure, expand the business scale, and effectively seize market opportunities, which will provide solid capital guarantee for the achievement of strategic goals; and

4. Risk management and internal control are critical to the successful operation of securities companies. Since its establishment, the Company has always attached great importance to the construction of risk control mechanism, and achieved standardized operation, stable and healthy development, and high asset quality. Its various financial and business risk supervision indicators meet the regulatory requirements. By increasing the long-term capital and optimizing the capital structure, the Company can enhance its long-term competitiveness and anti-risk ability. Under the background that the current regulatory policies have tightened control on the risk management capabilities of securities companies, the Company needs to maintain long-term capital matching with its asset scale to continuously meet the regulatory requirements. The funds raised from the Rights Issue will help reduce liquidity risk and improve risk resistance of the Company.

In view of the above reasons, the proceeds from the Rights Issue, after deduction of relevant expenses relating to the issuance, will be used for the following purposes: (i) up to RMB19 billion will be used for the development of flow-based business; (ii) up to RMB5 billion will be used for the increase in investments to the subsidiaries of the Company; (iii) up to RMB3 billion will be used for the strengthening of the construction of the information system; and (iv) up to RMB1 billion will be used for the replenishment of other working capital. The Directors are of the view that the Rights Issue is in the interests of the Company and the Shareholders as a whole.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the 2020 Annual General Meeting of the Company convened on 29 June 2021 on which, among other things, the resolutions in relation to the Rights Issue and other related resolutions were considered and approved
“A Rights Shares”	the new A Shares proposed to be allotted and issued to the Qualified A Shareholders under the A Share Rights Issue (less any A Shares not taken up by the Qualified A Shareholders)
“A Share(s)”	the domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the SSE (stock code: 600030)
“A Shareholder(s)”	holder(s) of the A Shares
“A Share Record Date”	Tuesday, 18 January 2022, or such other date determined by the Board or its authorized person(s) by reference to which entitlements of the Qualified A Shareholders to the A Share Rights Issue are to be determined

“A Share Rights Issue”	the proposed issue of 1,597,267,249 A Rights Shares at the Subscription Price on the basis of 1.5 A Rights Shares for every 10 existing A Shares held on the A Share Record Date
“A Share Rights Issue Prospectus”	the prospectus, which is in Chinese, containing the details of the A Share Rights Issue which has been published by the Company on the website of the SSE (www.sse.com.cn), the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (http://www.citics.com) on Thursday, 13 January 2022
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Beneficial H Shareholder(s)”	any beneficial owner(s) of H Shares whose H Shares are registered in the name of a registered H Shareholder as shown in the H Shareholders’ Register
“Board”	the board of directors of the Company
“Business Day”	any day other than Saturday, Sunday or public holiday on which banks in Hong Kong are generally open for business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“China” or “PRC”	the People’s Republic of China but excluding, for the purposes of this announcement only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan Region
“China Clear”	China Securities Depository and Clearing Corporation Limited
“Company”	CITIC Securities Company Limited (中信証券股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares and A Shares are listed on the Hong Kong Stock Exchange (stock code: 6030) and the SSE (stock code: 600030), respectively
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules

“controlling shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“CITIC Corporation Limited”	CITIC Corporation Limited (中國中信有限公司) (formerly known as CITIC Limited (中國中信股份有限公司) and renamed in 2014), a company incorporated in the PRC in December 2011, a wholly-owned subsidiary of CITIC Limited and a substantial shareholder of the Company
“CITIC Group”	CITIC Group Corporation (中國中信集團有限公司), a state-owned enterprise established in the PRC in October 1979 and a substantial shareholder of the Company
“CITIC Limited”	CITIC Limited (中國中信股份有限公司) (formerly known as CITIC Pacific Limited (中信泰富有限公司) and renamed in 2014), a company incorporated in Hong Kong in August 1985, the shares of which are listed on the Hong Kong Stock Exchange (Stock Code: 00267), a subsidiary of CITIC Group and a substantial shareholder of the Company
“CLSA Limited”	CLSA Limited, a company incorporated in Hong Kong in August 1985 and a wholly-owned subsidiary of the Company
“CMSHK”	China Merchants Securities (HK) Co., Limited
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“CSRC Announcement”	CSRC Announcement [2016] No. 21 “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect”
“Director(s)”	the director(s) of the Company
“Excess Application Form(s)”	application form(s) for excess H Rights Shares
“Excluded H Shareholder(s)”	Overseas Shareholder(s) whom the Board, based on enquiries (including the legal advice obtained from legal advisers in relevant overseas jurisdictions), considers it necessary or expedient to exclude any such Overseas Shareholder(s) from participating in the H Share Rights Issue on account either of the legal restrictions under the laws of the place of his/her/their registered address(es) or the requirements of the relevant regulatory authority or stock exchange in that place

“Financial Holdings Limited”	Guangzhou Yuexiu Financial Holdings Group Limited (廣州越秀金融控股集團有限公司), a company incorporated in the PRC in November 1992, a wholly-owned subsidiary of Yuexiu Financial Holdings and a shareholder of the Company
“Group”	the Company and its subsidiaries
“H Rights Shares”	the new H Shares proposed to be allotted and issued to the Qualified H Shareholders pursuant to the H Share Rights Issue
“H Share(s)”	the overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange (stock code: 6030)
“H Share Record Date”	Tuesday, 8 February 2022, or such other date to be determined by the Board or its authorized person(s) by reference to which entitlements to the H Share Rights Issue are to be determined
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share Rights Issue”	the proposed issue of up to 341,749,155 H Rights Shares at the Subscription Price on the basis of 1.5 H Rights Shares for every 10 existing H Shares held on the H Share Record Date
“H Share Rights Issue Prospectus”	the prospectus in relation to the H Share Rights Issue to be issued by the Company and despatched to the H Shareholders, which contains further details of the H Share Rights Issue
“H Shareholder(s)”	holder(s) of the H Shares
“H Shareholders’ Register”	the register of members of H Shares of the Company
“HK Northbound Trading Investors”	the Hong Kong investors who hold the shares of PRC listed companies through HKSCC as nominee under Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HTISEC”	Haitong International Securities Company Limited (海通國際證券有限公司)
“Joint Global Coordinators”	CLSA Limited, CMSHK and HTISEC
“Last Acceptance Date”	Wednesday, 23 February 2022, being the last day for acceptance of and payment for H Rights Shares and application and payment for excess H Rights Shares
“Latest Time for Termination”	5:00 p.m. on Thursday, 24 February 2022
“Nil-paid H Rights”	the rights to subscribe for H Rights Shares (in the form of H Rights Shares in nil-paid form) before the Subscription Price is paid
“Overseas Shareholder(s)”	(i) H Shareholder(s) whose name(s) appear(s) on the H Shareholders’ Register on the H Share Record Date and whose registered address(es) is/are outside Hong Kong; and (ii) Beneficial H Shareholder(s) whose address(es) is/are outside Hong Kong
“PRC Southbound Trading Investors”	PRC investors (including enterprises and individuals) who hold the shares of Hong Kong listed companies through China Clear as nominee under Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect
“Price Determination Date”	Thursday, 13 January 2022, the date on which the Subscription Price was fixed for the purpose of the Rights Issue
“Prospectus Documents”	the H Share Rights Issue Prospectus, the Provisional Allotment Letter and the Excess Application Form
“Provisional Allotment Letter(s)”	provisional allotment letter(s) for the H Rights Shares
“Qualified A Shareholder(s)”	the A Shareholder(s) whose name(s) appear(s) on the register of the Company at the Shanghai branch of China Clear after the close of trading on the A Share Record Date

“Qualified H Shareholder(s)”	the H Shareholder(s) whose name(s) appear(s) on the H Shareholders’ Register on the H Share Record Date and who are not Excluded H Shareholders
“Record Date(s)”	the A Share Record Date and/or the H Share Record Date
“Rights Issue”	the A Share Rights Issue and/or the H Share Rights Issue
“Rights Share(s)”	the A Rights Share(s) and/or the H Rights Share(s)
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Shanghai-Hong Kong Stock Connect”	the securities trading and clearing links programme developed by the Hong Kong Stock Exchange, the SSE, HKSCC and China Clear for the establishment of mutual market access between Hong Kong and Shanghai
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	the A Share(s) and/or the H Share(s)
“Shenzhen-Hong Kong Stock Connect”	the securities trading and clearing links programme developed by the Hong Kong Stock Exchange, the SZSE, HKSCC and China Clear for the establishment of mutual market access between Hong Kong and Shenzhen
“SSE”	the Shanghai Stock Exchange
“SZSE”	the Shenzhen Stock Exchange
“subsidiary(ies)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Subscription Price(s)”	the subscription price of HK\$17.67 per H Rights Share and/or the subscription price of RMB14.43 per A Rights Share (as the case may be)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended and supplemented from time to time
“Underwriters”	CLSA Limited, CMSHK and HTISEC

“Underwriting Agreement”	the underwriting agreement dated Friday, 14 January 2022 entered into between the Company and the Underwriters in relation to the H Share Rights Issue
“Untaken H Rights Share(s)”	the H Rights Share(s) not taken up by Qualified H Shareholders by way of Provisional Allotment Letter(s) and Excess Application Form(s), and by transferees of Nil-paid H Rights
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“U.S. dollars”	United States dollars, the lawful currency of the United States
“Yuexiu Financial Holdings”	Guangzhou Yuexiu Financial Holdings Group Co., Ltd. (廣州越秀金融控股集團股份有限公司), a company incorporated in the PRC in 1999, a wholly-owned subsidiary of Yuexiu Holdings Limited and a shareholder of the Company
“Yuexiu Financial International”	Yuexiu Financial International Holdings Limited (越秀金融國際控股有限公司), a company incorporated in Hong Kong in March 2021, a wholly-owned subsidiary of Financial Holdings Limited and a shareholder of the Company
“Yuexiu Holdings Limited”	Guangzhou Yue Xiu Holdings Limited (廣州越秀集團股份有限公司), a company incorporated in the PRC in December 1992 and a shareholder of the Company
“%”	per cent
“2021 First A Shareholders Class Meeting”	the 2021 First A Shareholders Class Meeting of the Company convened on 29 June 2021, on which the resolutions in relation to the Rights Issue were considered and approved
“2021 First H Shareholders Class Meeting”	the 2021 First H Shareholders Class Meeting of the Company convened on 29 June 2021, on which the resolutions in relation to the Rights Issue were considered and approved

Unless otherwise specified in this announcement, translations of RMB to HK\$ are made in this announcement for illustration only, at the rate of RMB1 to HK\$0.81662. No representation is made that any amounts in RMB could have been or could be converted at that rate or at any other rates.

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

Beijing, the PRC
Friday, 14 January 2022

As at the date of this announcement, the executive directors of the Company are Mr. ZHANG Youjun and Mr. YANG Minghui; the non-executive director is Mr. WANG Shuhui; and the independent non-executive directors are Mr. LIU Ke, Mr. ZHOU Zhonghui and Mr. LI Qing.