
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CITIC Securities Company Limited**, you should at once hand this supplemental circular together with the enclosed supplemental proxy form and reply slip for the Extraordinary General Meeting to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中信证券股份有限公司
CITIC Securities Company Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6030)

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS;
AND
SUPPLEMENTAL NOTICE
OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 25 February 2022. A supplemental notice of the Extraordinary General Meeting of the Company, which will be held as originally scheduled at Qing Room, 5th Floor, Beijing Ruicheng Four Seasons Hotel, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC at 9:30 a.m. on Wednesday, 13 April 2022, is set out on pages 8 to 10 of this supplemental circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to read the supplemental notice of the Extraordinary General Meeting carefully and complete the enclosed supplemental proxy form in accordance with the instructions printed thereon and return it as soon as possible. H Shareholders are required to return the supplemental proxy form to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited; while A Shareholders are required to return the supplemental proxy form to the Board's office, but in any event the supplemental proxy form shall be returned in person or by mail by no later than 24 hours before the time appointed for the Extraordinary General Meeting or any adjourned meeting(s) thereof. Completion and return of the supplemental proxy form will not preclude you from attending and voting at the Extraordinary General Meeting or any adjourned meeting(s) thereof in person if you so wish.

1 April 2022

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DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

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| “A Share(s)” | the domestic share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange (stock code: 600030); |
| “A Shareholder(s)” | holder(s) of A Shares; |
| “Articles of Association” | the articles of association of the Company; |
| “Board” | the board of directors of the Company; |
| “Circular” | the circular of the Extraordinary General Meeting of the Company dated 25 February 2022; |
| “CITIC Corporation Limited” | CITIC Corporation Limited (中國中信有限公司), the largest Shareholder of the Company; |
| “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 and the Shanghai Stock Exchange, respectively; |
| “Company Law” | the Company Law of the People’s Republic of China (as amended from time to time); |
| “Director(s)” | the director(s) of the Company; |
| “Extraordinary General Meeting” | the 2022 First Extraordinary General Meeting of the Company to be held at Qing Room, 5th Floor, Beijing Ruicheng Four Seasons Hotel, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC at 9:30 a.m. on Wednesday, 13 April 2022; |
| “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 Shareholder(s)” | holder(s) of H Shares; |
| “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 (as amended from time to time); |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited; |

DEFINITIONS

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| “Latest Practicable Date” | 30 March 2022, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining the relevant information contained in this supplemental circular; |
| “Non-executive Director(s)” | the non-executive director(s) of the of the Company; |
| “PRC” or “China” | the People’s Republic of China; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “Share(s)” | the ordinary share(s) of the Company with a nominal value of RMB1.00 each, including A Share(s) and H Share(s); and |
| “Shareholder(s)” | the registered holder(s) of the Shares of the Company. |



中信证券股份有限公司
CITIC Securities Company Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6030)

Directors:

Mr. ZHANG Youjun (*Executive Director, Chairman*)
Mr. YANG Minghui (*Executive Director*)

Mr. WANG Shuhui (*Non-executive Director*)

Mr. ZHOU Zhonghui (*Independent Non-executive Director*)
Mr. LI Qing (*Independent Non-executive Director*)

Registered Office:

North Tower, Excellence Times Plaza II
No. 8 Zhong Xin San Road
Futian District
Shenzhen, Guangdong Province
the PRC

Principal Place of Business

in Hong Kong:
26/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

1 April 2022

To the H Shareholders,

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS;

AND

SUPPLEMENTAL NOTICE

OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the circular and the notice of the Extraordinary General Meeting dated 25 February 2022 and the announcement in relation to participation in the Extraordinary General Meeting through online platform dated 28 March 2022 of the Company, which sets out the time, venue and method of participation of the Extraordinary General Meeting and contains the resolutions to be proposed for Shareholders' consideration and approval at the Extraordinary General Meeting.

The purpose of this supplemental circular is to provide you with detailed information regarding (i) the proposed appointment of Non-executive Directors; and (ii) a supplemental notice of the Extraordinary General Meeting, so as to enable you to make an informed decision on whether to vote for or against the relevant resolutions to be proposed at the Extraordinary General Meeting.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

On 30 March 2022, the Company received the Resolution on the Election of the Non-executive Directors of the Company submitted by CITIC Corporation Limited, the largest Shareholder of the Company. As a Shareholder holding 3% or more of the Shares of the Company, CITIC Corporation Limited, in accordance with the requirement of the Company Law and the Articles of Association, nominated Mr. SONG Kangle, Ms. FU Linfang and Mr. ZHAO Xianxin as Non-executive Directors of the Seventh Session of the Board.

The biographical details of the Non-executive Directors proposed by the above Shareholder are set out below:

Mr. SONG Kangle, aged 59, is currently a non-executive director of CITIC Group Corporation (“**CITIC Group**”) and concurrently a non-executive director of each of CITIC Limited, CITIC Corporation Limited and CITIC International Financial Holdings Limited. From July 1985 to March 2016, Mr. SONG consecutively worked with several posts in the Ministry of Finance as the staff member of the Deployment Division of the Department of Personnel, the senior staff member of the Funding Division of the Department of External Finance, the principal staff member, deputy director, consultant of the Foreign Trade Division of the Department of External Finance, the deputy director, consultant of the Foreign Trade Division of the Department of External Affairs, the consultant, the cadre (deputy director general level) of the Foreign Tourism Division of the Department of Enterprise, member of the Party Leadership Group and deputy director of the Finance Bureau of Xinjiang Production and Construction Corps, associate counsel, the deputy director general of the Department of Enterprise, and the deputy director general and counsel of the Department of Asset Management. Mr. SONG obtained a bachelor’s degree in economics, majoring in public finance, from Department of Public Finance of Liaoning Institute of Finance and Economics in 1985, and obtained a master’s degree in business administration from China Europe International Business School of Shanghai Jiao Tong University in 2012.

Ms. FU Linfang, aged 46. Ms. FU is currently the deputy general manager of the Strategic Development Department of CITIC Group, a director of CITICS Industrial Investment Group Corp., Ltd. and a director of CITIC Finance Company Limited (qualification pending approval by China Banking and Insurance Regulatory Commission). Ms. FU consecutively served as deputy head, project manager, senior project manager and director of Business Division II of the Integrated Planning Department of CITIC Corporation (中信公司) (later renamed as the Strategy and Planning Department and Strategic Development Department of CITIC Group) and division head of the Secretariat of the Strategic Investment Committee from 2000 to 2017. From 2017 to 2020, she was the assistant to the general manager of the Strategic Development Department and concurrently the head of the Secretariat of the Strategic Investment Committee of CITIC Group. Ms. FU obtained a bachelor’s degree in economics from Tianjin University of Commerce in 1997, majoring in real estate business management, obtained a master’s degree in management from Nankai University in 2000, majoring in business management, and obtained a master’s degree in business administration (MBA) from the University of Bath in the United Kingdom in 2006.

LETTER FROM THE BOARD

Mr. ZHAO Xianxin, aged 52. Mr. ZHAO is currently the deputy general manager of the Legal Compliance Department of CITIC Group and the head of the Risk Compliance Department of CITIC International Financial Holdings Limited. Mr. ZHAO has served as a staff member in the Fujian Branch of Industrial and Commercial Bank of China from 1995 to 1997, and served as the deputy director and director of the Asset & Liability Management Department at the Head Office of the Bank of China from 2000 to 2007. He served as general manager of the Risk Policy Management Department and director of the Basel Accords Office of Shanghai Pudong Development Bank from 2007 to 2018, and served as deputy director general of the Macprudential Policy Bureau of the People's Bank of China from 2018 to 2021. Mr. ZHAO obtained a bachelor's degree in science from Nanjing University in 1988, majoring in urban planning, obtained a master's degree in regional economics from Renmin University of China in 1995, and obtained a doctoral degree in western economics from Peking University in 2000.

Each of Mr. SONG Kangle, Ms. FU Linfang and Mr. ZHAO Xianxin confirmed that, saved as disclosed above, (i) he/she does not hold any other position with the Company or any of its subsidiaries and has not been a director in any other listed companies in the past three years; (ii) he/she has no relationship with any other directors, senior management or substantial shareholders of the Company or any of its subsidiaries; and (iii) as at the Latest Practicable Date, he/she does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Each of Mr. SONG Kangle, Ms. FU Linfang and Mr. ZHAO Xianxin also confirmed that there is no other information in relation to his/her appointment that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules, and there is no other matter in relation to his/her appointment that needs to be brought to the attention of the Shareholders.

The appointments of Mr. SONG Kangle, Ms. FU Linfang and Mr. ZHAO Xianxin are subject to the approval of the proposed amendments to the Articles of Association (the details of which are set out in the Circular) to be submitted to the Extraordinary General Meeting for consideration, and will take effect after their respective appointments are considered and approved by the Extraordinary General Meeting.

If appointed as Non-executive Directors of the Seventh Session of the Board, the terms of office of Mr. SONG Kangle, Ms. FU Linfang and Mr. ZHAO Xianxin shall commence from the date of approval by the Extraordinary General Meeting on their appointments to the date of expiration of the term of office of the Seventh Session of the Board. Mr. SONG Kangle, Ms. FU Linfang and Mr. ZHAO Xianxin will not receive any remuneration from the Company for serving as Non-executive Directors of the Company. CITIC Corporation Limited also proposed to the Extraordinary General Meeting to authorize the management of the Company to make relevant arrangements regarding the entering into of service contracts with Mr. SONG Kangle, Ms. FU Linfang and Mr. ZHAO Xianxin and to handle relevant filing procedures in respect of their qualifications for serving as directors of securities companies in accordance with regulatory requirements after their appointments take effect.

LETTER FROM THE BOARD

III. THE EXTRAORDINARY GENERAL MEETING

The Company will hold the Extraordinary General Meeting as originally scheduled at Qing Room, 5th Floor, Beijing Ruicheng Four Seasons Hotel, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC at 9:30 a.m. on Wednesday, 13 April 2022. The supplemental notice of the Extraordinary General Meeting is set out on pages 8 to 10 of this supplemental circular.

For details of other resolutions to be proposed at the Extraordinary General Meeting for consideration and approval, closure of register of members, entitlement to attend the Extraordinary General Meeting, registration procedures for attending the Extraordinary General Meeting, appointment of proxy(ies), special arrangements for H Shareholders to participate in the Extraordinary General Meeting during the COVID-19 pandemic and other matters, please refer to the notice of the Extraordinary General Meeting dated 25 February 2022 and the announcement in relation to participation in the Extraordinary General Meeting through online platform dated 28 March 2022 of the Company.

A supplemental proxy form for the Extraordinary General Meeting (the “**Supplemental Proxy Form**”) is also enclosed herewith. If you wish to attend the Extraordinary General Meeting by proxy, you are requested to complete the Supplemental Proxy Form in accordance with the instructions printed thereon and return it as soon as possible. H Shareholders are required to return the Supplemental Proxy Form to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited; while A Shareholders are required to return the Supplemental Proxy Form to the Board’s office, but in any event the Supplemental Proxy Form shall be returned in person or by mail by no later than 24 hours before the time appointed for the Extraordinary General Meeting or any adjourned meeting(s) thereof. Completion and return of the Supplemental Proxy Form will not preclude you from attending and voting at the Extraordinary General Meeting or any adjourned meeting(s) thereof in person if you so wish.

The address of the Board’s office is at CITIC Securities Tower, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC, Postal code: 100026 (Tel: (8610) 6083 6030, Fax: (8610) 6083 6031). The address of the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, is at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (Tel: (852) 2862 8555).

The Supplemental Proxy Form is applicable for the additional resolutions set out in the supplemental notice of the Extraordinary General Meeting and only serves as a supplement to the proxy form despatched by the Company on 25 February 2022 (the “**Proxy Form**”) together with the Circular. The Supplemental Proxy Form will not affect the validity of any Proxy Form duly completed and lodged with the H share registrar of the Company by the Shareholders. If a Shareholder has properly completed and submitted only the Proxy Form in accordance with the instructions set out therein, the appointed proxy(ies) will vote on the resolutions set out in the Proxy Form per the Shareholder’s instruction and he is also entitled to vote or abstain at his discretion on the additional resolutions set out in the Supplemental Proxy Form. Similarly, if a Shareholder has properly completed and submitted only the Supplemental Proxy Form in accordance with the instructions set out therein, the appointed proxy(ies) will vote on the resolutions set out in the Supplemental Proxy Form per the Shareholder’s instruction and he is also entitled to vote or abstain at his discretion on the resolutions set out in the Proxy Form. If a Shareholder wishes to provide specific instruction to his proxy(ies) regarding the voting of all resolutions set out in the Proxy Form and the Supplemental Proxy Form, he should duly complete and submit both proxy forms in accordance with the instructions set out therein.

LETTER FROM THE BOARD

IV. VOTES BY WAY OF POLL

Pursuant to the requirements of the Hong Kong Listing Rules, all votes of shareholders at a general meeting must be taken by poll. As such, the resolutions set out in the supplemental notice of the Extraordinary General Meeting shall be voted by way of poll. Relevant poll results will be published on the HKEXnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and on the website of the Company at www.citics.com upon conclusion of the Extraordinary General Meeting.

V. RECOMMENDATION

The Directors consider that the resolutions set out in the supplemental notice of the Extraordinary General Meeting are in the interest of the Company and its Shareholders as a whole and accordingly recommend you to vote in favor of the relevant resolutions mentioned above.

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



中信证券股份有限公司
CITIC Securities Company Limited

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6030)

SUPPLEMENTAL NOTICE
OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the 2022 first extraordinary general meeting (the “**Extraordinary General Meeting**”) dated 25 February 2022 (the “**Notice**”) of CITIC Securities Company Limited (the “**Company**”), which sets out the time and venue for the Extraordinary General Meeting and contains the resolutions to be proposed at the Extraordinary General Meeting for Shareholders’ consideration and approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting will be held as originally scheduled at Qing Room, 5th Floor, Beijing Ruicheng Four Seasons Hotel, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC at 9:30 a.m. on Wednesday, 13 April 2022 for the purpose of considering, and if thought fit, approving the following resolutions, in addition to the resolutions as set out in the Notice. Unless otherwise specified, capitalized terms used in this supplemental notice shall have the same meaning as those defined in the supplemental circular of the Company dated 1 April 2022 (the “**Supplemental Circular**”).

ORDINARY RESOLUTIONS

- 3.00 To consider and approve the resolutions on the election of non-executive directors of the Company:
- 3.01 To elect Mr. SONG Kangle as a non-executive director of the Company.
- 3.02 To elect Ms. FU Linfang as a non-executive director of the Company.
- 3.03 To elect Mr. ZHAO Xianxin as a non-executive director of the Company.

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

Beijing, the PRC
1 April 2022

SUPPLEMENTAL NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. Further details of the above resolution are set out in the Supplemental Circular of the Company dated 1 April 2022.
2. The proxy form despatched by the Company on 25 February 2022 (the “**Proxy Form**”) together with the circular does not contain the additional resolutions as set out in this supplemental notice. The supplemental proxy form (the “**Supplemental Proxy Form**”) for the above-mentioned resolutions is enclosed with the Supplemental Circular.
3. If a Shareholder has properly completed and submitted only the Proxy Form in accordance with the instructions set out therein, the appointed proxy(ies) will vote on the resolutions set out in the Proxy Form per the Shareholder’s instruction and he is also entitled to vote or abstain at his discretion on the additional resolutions set out in the Supplemental Proxy Form. Similarly, if a Shareholder has properly completed and submitted only the Supplemental Proxy Form in accordance with the instructions set out therein, the appointed proxy(ies) will vote on the resolutions set out in the Supplemental Proxy Form per the Shareholder’s instruction and he is also entitled to vote or abstain at his discretion on the resolutions set out in the Proxy Form. If a Shareholder wishes to provide specific instruction to his proxy(ies) regarding the voting of all resolutions set out in the Proxy Form and the Supplemental Proxy Form, he should duly complete and submit both proxy forms in accordance with the instructions set out therein.
4. For details of other resolutions to be proposed at the Extraordinary General Meeting for consideration and approval, closure of register of members, entitlement to attend the Extraordinary General Meeting, registration procedures for attending the Extraordinary General Meeting, appointment of proxy(ies) and other matters, please refer to the Notice.
5. **Joining the Extraordinary General Meeting through online webcast by H Shareholders**

In view of the current development of the COVID-19 epidemic in Hong Kong, the Company will make the following special arrangements for H Shareholders to join the Extraordinary General Meeting:

In addition to the traditional physical attendance, H Shareholders may choose to join the Extraordinary General Meeting through online webcast (the “Online Platform”). H Shareholders joining the Extraordinary General Meeting through the Online Platform will be able to submit questions through the Online Platform. The Online Platform will be available for logging in by registered H Shareholders and non-registered H Shareholders approximately 30 minutes before the commencement of the Extraordinary General Meeting (please refer to the login details and arrangements below), and can be accessed via smartphone, tablet or computer with internet access from anywhere. Registered H Shareholders and non-registered H Shareholders should note that joining the online webcast will not be counted towards a quorum nor will they be able to cast their votes online. Shareholders are advised to appoint the chairman of the Extraordinary General Meeting as their proxy to vote according to their indicated voting instructions.

Login details for registered H Shareholders

Details regarding the arrangements for the Extraordinary General Meeting, including login details to access the Online Platform, are included in the Company’s Letter for Extraordinary General Meeting Login Details to registered H Shareholders dated 1 April 2022.

Login details for non-registered H Shareholders

Non-registered H Shareholders who wish to join the Extraordinary General Meeting using the Online Platform should liaise with their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their H Shares are held (together, the “Intermediary”) and provide their e-mail addresses to their Intermediary. Details regarding the arrangements of the Extraordinary General Meeting (including login details to access the Online Platform) will be sent in electronic form by the Company’s H Share registrar to the e-mail addresses provided by the non-registered H Shareholders.

SUPPLEMENTAL NOTICE OF THE 2022 FIRST EXTRAORDINARY GENERAL MEETING

Raising questions at the Extraordinary General Meeting

H Shareholders joining the Extraordinary General Meeting through the Online Platform will be able to submit questions relevant to the proposed resolutions through the Online Platform during the Extraordinary General Meeting.

If H Shareholders have any questions in relation to the Extraordinary General Meeting, please contact the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, through the following contact information:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

Telephone: +852 2862 8555

Website: www.computershare.com/hk/contact