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## **CLSA Premium Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6877)**

### **CHANGE IN IMMEDIATE CONTROLLING SHAREHOLDER**

This announcement is made by the board (the “**Board**”) of directors (the “**Director(s)**”) of CLSA Premium Limited (the “**Company**”) on a voluntary basis. The purpose of this announcement is to keep the Company’s shareholders (the “**Shareholders**”) and potential investors informed of the change in the Company’s immediate controlling shareholder.

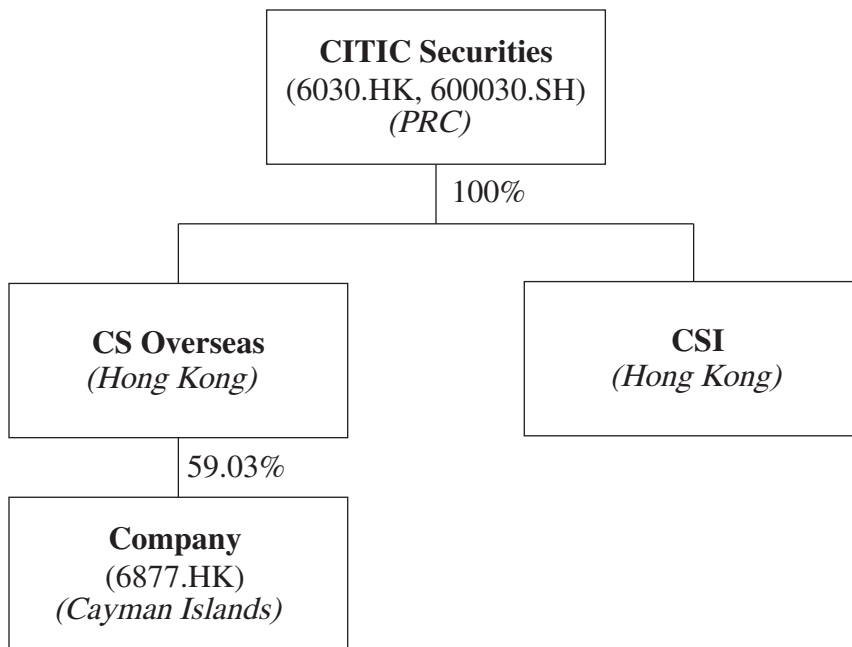
### **EQUITY TRANSFER**

The Company has been informed by its ultimate controlling shareholder (as defined in the Listing Rules), CITIC Securities Company Limited (“**CITIC Securities**”), that on 17 November 2022 after trading hours, the Company’s immediate controlling shareholder, CITIC Securities Overseas Investment Company Limited (“**CS Overseas**”) has entered into a sale and purchase agreement with CITIC Securities International Company Limited (“**CSI**”) for the transfer of 1,200,310,001 shares in the Company representing its entire interest in the Company and approximately 59.03% of the total number of ordinary shares in issue in the Company’s share capital as at the date of this announcement to CSI (the “**Equity Transfer**”).

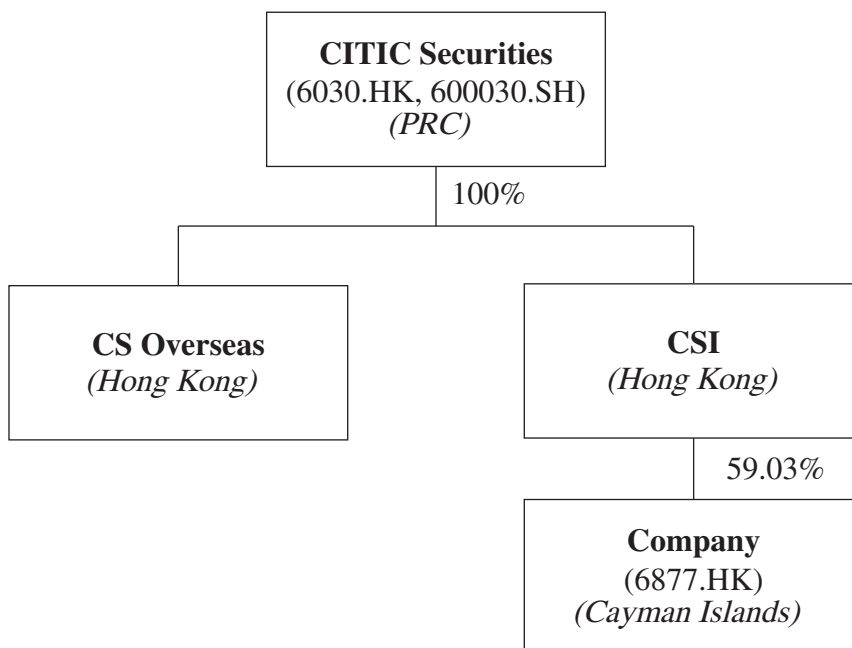
The completion of the Equity Transfer is subject to the satisfaction of a number of conditions precedent pursuant to the sale and purchase agreement, including but not limited to regulatory approvals from relevant authorities. Upon completion of the Equity Transfer, CS Overseas will cease to be, and CSI will become, the Company’s immediate controlling shareholder and CITIC Securities will remain as the ultimate controlling shareholder of the Company.

The Board believe that the Equity Transfer will not have any adverse impact on the Company's business operations or financial position as a whole.

Set out below is the simplified shareholding structure of the Company prior to the Equity Transfer:



Set out below is the simplified shareholding structures of the Company immediately upon the completion of the Equity Transfer:



## **IMPLICATIONS UNDER TAKEOVERS CODE**

The acquisition of voting rights in the Company by CSI as a result of the Equity Transfer will trigger an obligation to make a mandatory general offer for all the Company's issued shares pursuant to Rule 26 of the Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”) unless a waiver is granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission and any delegate of the Executive Director (the “**Executive**”). In this regard, the Company understands that CSI has applied for and the Executive has granted a waiver from the obligation to make a mandatory general offer pursuant to Note 6 to Rule 26.1 of the Takeovers Code on 24 March 2022 in connection with the Equity Transfer.

For relevant information, please refer to the announcements disclosed by the Company on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.clsapremium.com](http://www.clsapremium.com)).

**The Equity Transfer is subject to a number of conditions precedent which may or may not be satisfied and regulatory approvals may or may not be granted. Accordingly, the Equity Transfer may or may not proceed.**

**Shareholders and the potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**CLSA Premium Limited**  
**Yuan Feng**  
*Executive Director*

Hong Kong, 17 November 2022

*As at the date of this announcement, the Directors are:*

**Executive Directors**

Mr. Yuan Feng (*Deputy Chief Executive Officer*)  
Mr. Chung Cheuk Fan Marco

**Non-executive Directors**

Mr. Li Jiong (*Chairman*)  
Mr. Xu Jianqiang

**Independent non-executive Directors**

Mr. Wu Jianfeng  
Mr. Christopher Wesley Satterfield  
Ms. Hu Zhaoxia