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

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

(Stock Code: 6030)

ANNOUNCEMENT POLL RESULTS OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

The board of directors (the “**Board**”) of CITIC Securities Company Limited (the “**Company**”) is pleased to announce the poll results of the 2022 second extraordinary general meeting of the Company (the “**EGM**”) held at the Conference Room of the Company at CITIC Securities Tower, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC at 9:30 a.m. on Friday, 30 December 2022.

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the circular of the Company dated 8 December 2022 (the “**Circular**”).

I. Convening and Attendance of the EGM

The EGM was held at the Conference Room of the Company at CITIC Securities Tower, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC at 9:30 a.m. on Friday, 30 December 2022.

The EGM was convened as a hybrid meeting by the Board and chaired by Mr. ZHANG Youjun, chairman of the Company. Voting at the EGM was taken by poll through on-site voting and online voting (for A Shareholders only). There were neither vetoes nor amendments of the resolutions, and no new proposal was submitted for voting and approval at the EGM.

As at the date of the EGM, the total number of issued Shares of the Company was 14,820,546,829, which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the EGM.

A total of 150 Shareholders (or their proxies), holding an aggregate of 5,389,987,524 Shares with voting rights, representing approximately 36.368344% of the total Shares with voting rights, attended the EGM. Among the Shareholders who presented (either in person or by proxies), 149 were A Shareholders (or their proxies), holding an aggregate of 3,870,215,263 Shares, representing approximately 26.113849% of the total Shares with voting rights, and one was H Shareholder, holding an aggregate of 1,519,772,261 Shares, representing approximately 10.254495% of the total Shares with voting rights.

Related parties/connected shareholders, namely CITIC Corporation Limited (中國中信有限公司) and CITIC Limited (中國中信股份有限公司), holding a total of 2,299,650,108 A Shares and 434,311,604 H Shares (representing approximately 18.45% of the total issued share capital of the Company) have abstained from voting on ordinary resolution 3 (the resolution in relation to the renewal of the Securities and Financial Products Transactions and Services Framework Agreement as well as the proposed annual caps and maximum daily balances for the continuing connected transactions contemplated thereunder).

Save as disclosed above, no Shareholder was required to abstain from voting on the resolutions at the EGM pursuant to the Hong Kong Listing Rules. There were no Shareholders who were entitled to attend but were required to abstain from voting in favor of the resolutions at the EGM pursuant to Rule 13.40 of the Hong Kong Listing Rules. Eight Directors (among them, Ms. FU Linfang, Mr. ZHAO Xianxin, Mr. WANG Shuhui, Mr. ZHOU Zhonghui, Mr. LI Qing and Mr. SHI Qingchun attended the EGM by way of telephone conference), five Supervisors (among them, Mr. GUO Zhao, Mr. RAO Geping and Mr. LI Ning attended the EGM by way of telephone conference) and certain members of the senior management of the Company, together with representatives from the Company's legal advisors and Computershare Hong Kong Investor Services Limited attended the EGM. The EGM were duly convened and conducted in compliance with relevant requirements of the Company Law and the articles of association of the Company. Representatives of Shareholders of the Company, Supervisors, lawyers from Jia Yuan Law Offices (the legal advisers to the Company on PRC laws) and representatives from Computershare Hong Kong Investor Services Limited (the Company's H Share registrar) were appointed as the scrutineers for the EGM for vote-taking purpose.

For details of the following resolutions, please refer to the Circular.

II. Poll Results of the EGM

The Shareholders present at the EGM considered and approved the following resolutions by way of poll through on-site voting and online voting (for A Shareholders only):

ORDINARY RESOLUTIONS		FOR		AGAINST		ABSTAIN		
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	
1	To consider and approve the resolutions on the re-election and appointments of Directors of the Eighth Session of the Board:							
1.01	To re-elect Mr. ZHANG Youjun as an executive Director of the Company.	A Shares	3,844,671,069	99.339980	25,113,654	0.648896	430,540	0.011124
		H Shares	1,461,130,228	96.141393	54,393,439	3.579052	4,248,594	0.279555
		Total	5,305,801,297	98.438100	79,507,093	1.475088	4,679,134	0.086812
1.02	To re-elect Mr. YANG Minghui as an executive Director of the Company.	A Shares	3,862,901,574	99.811026	7,313,174	0.188961	515	0.000013
		H Shares	1,500,594,161	98.738094	16,170,600	1.064015	3,007,500	0.197891
		Total	5,363,495,735	99.508500	23,483,774	0.435693	3,008,015	0.055807

ORDINARY RESOLUTIONS			FOR		AGAINST		ABSTAIN	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1.03	To appoint Mr. ZHANG Lin as a non-executive director of the Company.	A Shares	3,848,118,307	99.429051	22,096,441	0.570936	515	0.000013
		H Shares	1,486,472,687	97.808910	30,292,074	1.993199	3,007,500	0.197891
		Total	5,334,590,994	98.972233	52,388,515	0.971960	3,008,015	0.055807
1.04	To re-elect Ms. FU Linfang as a non-executive Director of the Company.	A Shares	3,848,119,207	99.429074	22,095,541	0.570913	515	0.000013
		H Shares	1,486,906,687	97.837467	29,858,074	1.964642	3,007,500	0.197891
		Total	5,335,025,894	98.980301	51,953,615	0.963892	3,008,015	0.055807
1.05	To re-elect Mr. ZHAO Xianxin as a non-executive Director of the Company.	A Shares	3,848,118,307	99.429051	22,096,441	0.570936	515	0.000013
		H Shares	1,486,472,687	97.808910	30,292,074	1.993199	3,007,500	0.197891
		Total	5,334,590,994	98.972233	52,388,515	0.971960	3,008,015	0.055807
1.06	To re-elect Mr. WANG Shuhui as a non-executive Director of the Company.	A Shares	3,848,118,307	99.429051	22,096,441	0.570936	515	0.000013
		H Shares	1,486,472,687	97.808910	30,292,074	1.993199	3,007,500	0.197891
		Total	5,334,590,994	98.972233	52,388,515	0.971960	3,008,015	0.055807
1.07	To re-elect Mr. LI Qing as an independent non-executive Director of the Company.	A Shares	3,847,395,183	99.410367	22,819,565	0.589620	515	0.000013
		H Shares	1,472,124,287	96.864795	44,640,474	2.937314	3,007,500	0.197891
		Total	5,319,519,470	98.692612	67,460,039	1.251581	3,008,015	0.055807
1.08	To re-elect Mr. SHI Qingchun as an independent non-executive Director of the Company.	A Shares	3,868,636,976	99.959220	1,577,772	0.040767	515	0.000013
		H Shares	1,516,764,761	99.802109	0	0.000000	3,007,500	0.197891
		Total	5,385,401,737	99.914920	1,577,772	0.029273	3,008,015	0.055807
1.09	To appoint Mr. ZHANG Jianhua as an independent non-executive Director of the Company.	A Shares	3,868,636,976	99.959220	1,577,772	0.040767	515	0.000013
		H Shares	1,516,764,761	99.802109	0	0.000000	3,007,500	0.197891
		Total	5,385,401,737	99.914920	1,577,772	0.029273	3,008,015	0.055807
2	To consider and approve the resolutions on the re-election of non-employee representative Supervisors of the Eighth Session of the Supervisory Committee:							
2.01	To re-elect Mr. ZHANG Changyi as a non-employee representative Supervisor of the Company.	A Shares	3,867,459,721	99.928801	1,503,272	0.038842	1,252,270	0.032357
		H Shares	1,511,748,211	99.472023	194,400	0.012791	7,829,650	0.515186
		Total	5,379,207,932	99.800007	1,697,672	0.031497	9,081,920	0.168496
2.02	To re-elect Mr. GUO Zhao as a non-employee representative Supervisor of the Company.	A Shares	3,867,470,321	99.929075	1,503,272	0.038842	1,241,670	0.032083
		H Shares	1,511,748,211	99.472023	194,400	0.012791	7,829,650	0.515186
		Total	5,379,218,532	99.800204	1,697,672	0.031497	9,071,320	0.168299
2.03	To re-elect Mr. RAO Geping as a non-employee representative Supervisor of the Company.	A Shares	3,867,470,321	99.929075	1,503,272	0.038842	1,241,670	0.032083
		H Shares	1,511,942,611	99.484814	0	0.000000	7,829,650	0.515186
		Total	5,379,412,932	99.803810	1,503,272	0.027891	9,071,320	0.168299

ORDINARY RESOLUTIONS			FOR		AGAINST		ABSTAIN	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
3	To consider and approve the resolution in relation to the renewal of non-exempt continuing connected transaction of the Company: “THAT (a) the terms and conditions of the Securities and Financial Products Transactions and Services Framework Agreement proposed to be renewed be and are hereby approved and confirmed; (b) the securities and financial products transactions and the securities and financial services transactions contemplated between the Group and CITIC Group and its associates under the Securities and Financial Products Transactions and Services Framework Agreement proposed to be renewed, as well as the proposed annual caps for such continuing connected transactions and the proposed maximum daily balance of non-exempted loans by CITIC Group and its associates to the Group as well as the proposed maximum daily balance of non-exempted loans by the Group to CITIC Group and its associates for the three financial years ending 31 December 2025 be and are hereby approved and confirmed; and (c) any one Director of the Company be and is hereby authorised to renew such agreement with CITIC Group, or to sign or execute other documents or supplemental agreements or amendments, as so required by the relevant regulatory authority, on behalf of the Company and to do all	A Shares	1,570,235,899	99.979036	328,741	0.020931	515	0.000033
		H Shares	1,516,764,761	99.802109	0	0.000000	3,007,500	0.197891
		Total	3,087,000,660	99.892026	328,741	0.010638	3,008,015	0.097336

ORDINARY RESOLUTIONS		FOR		AGAINST		ABSTAIN	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
	such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the terms of the renewed Securities and Financial Products Transactions and Services Framework Agreement.”						
As more than half of the votes were cast in favour of the above-mentioned resolutions, the above-mentioned resolutions were duly passed as ordinary resolutions.							

According to the relevant laws and regulations in the PRC, the voting of the minority A Shareholders^(Note 1) on the following resolutions were calculated separately and the relevant poll results are as follows:

ORDINARY RESOLUTIONS		FOR		AGAINST		ABSTAIN	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1	To consider and approve the resolutions on the re-election and appointments of Directors of the Eighth Session of the Board:						
1.01	To re-elect Mr. ZHANG Youjun as an executive Director of the Company.	1,545,020,961	98.373567	25,113,654	1.599020	430,540	0.027413
1.02	To re-elect Mr. YANG Minghui as an executive Director of the Company.	1,563,251,466	99.534328	7,313,174	0.465639	515	0.000033
1.03	To appoint Mr. ZHANG Lin as a non-executive director of the Company.	1,548,468,199	98.593057	22,096,441	1.406910	515	0.000033
1.04	To re-elect Ms. FU Linfang as a non-executive Director of the Company.	1,548,469,099	98.593114	22,095,541	1.406853	515	0.000033
1.05	To re-elect Mr. ZHAO Xianxin as a non-executive Director of the Company.	1,548,468,199	98.593057	22,096,441	1.406910	515	0.000033

ORDINARY RESOLUTIONS		FOR		AGAINST		ABSTAIN	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1.06	To re-elect Mr. WANG Shuhui as a non-executive Director of the Company.	1,548,468,199	98.593057	22,096,441	1.406910	515	0.000033
1.07	To re-elect Mr. LI Qing as an independent non-executive Director of the Company.	1,547,745,075	98.547015	22,819,565	1.452952	515	0.000033
1.08	To re-elect Mr. SHI Qingchun as an independent non-executive Director of the Company.	1,568,986,868	99.899508	1,577,772	0.100459	515	0.000033
1.09	To appoint Mr. ZHANG Jianhua as an independent non-executive Director of the Company.	1,568,986,868	99.899508	1,577,772	0.100459	515	0.000033
2	To consider and approve the resolutions on the re-election of non-employee representative Supervisors of the Eighth Session of the Supervisory Committee:						
2.01	To re-elect Mr. ZHANG Changyi as a non-employee representative Supervisor of the Company.	1,567,809,613	99.824551	1,503,272	0.095715	1,252,270	0.079734
2.02	To re-elect Mr. GUO Zhao as a non-employee representative Supervisor of the Company.	1,567,820,213	99.825226	1,503,272	0.095715	1,241,670	0.079059
2.03	To re-elect Mr. RAO Geping as a non-employee representative Supervisor of the Company.	1,567,820,213	99.825226	1,503,272	0.095715	1,241,670	0.079059
3	To consider and approve the resolution in relation to the renewal of non-exempt continuing connected transaction of the Company: “THAT (a) the terms and conditions of the Securities and Financial Products Transactions and Services Framework Agreement proposed to be renewed be and are hereby approved and confirmed; (b) the securities and financial products transactions and the securities	1,570,235,899	99.979036	328,741	0.020931	515	0.000033

ORDINARY RESOLUTIONS	FOR		AGAINST		ABSTAIN	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
and financial services transactions contemplated between the Group and CITIC Group and its associates under the Securities and Financial Products Transactions and Services Framework Agreement proposed to be renewed, as well as the proposed annual caps for such continuing connected transactions and the proposed maximum daily balance of non-exempted loans by CITIC Group and its associates to the Group as well as the proposed maximum daily balance of non-exempted loans by the Group to CITIC Group and its associates for the three financial years ending 31 December 2025 be and are hereby approved and confirmed; and (c) any one Director of the Company be and is hereby authorised to renew such agreement with CITIC Group, or to sign or execute other documents or supplemental agreements or amendments, as so required by the relevant regulatory authority, on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the terms of the renewed Securities and Financial Products Transactions and Services Framework Agreement.”						

As more than half of the votes were cast in favour of the above-mentioned resolutions, the above-mentioned resolutions were duly passed as ordinary resolutions.

Notes:

1. “Minority A Shareholders” refers to the A Shareholders who individually and in aggregate hold less than 5% of the Shares of the Company, excluding the Directors, Supervisors and senior management of the Company who hold Shares of the Company.
2. Percentage of votes for/against each resolution or abstention votes equals to (i) the number of Shares voting for/against or abstaining from each resolution held by the minority A Shareholders, divided into (ii) the total number of Shares with voting rights held by the minority A Shareholders present at the EGM.

III. Witness by Lawyers

Two lawyers from Jia Yuan Law Offices, the legal adviser to the Company on PRC laws, witnessed the EGM and were of the opinion that the convening and the procedures of the EGM, the qualifications of the Shareholders (or their proxies) present at the EGM and the voting process of the EGM were in compliance with the requirements of the relevant laws and regulations and the articles of association of the Company, and that the resolutions passed at the EGM were lawful and valid.

IV. Re-elections and Appointments of Directors

References are made to the announcement of the Company dated 30 November 2022 and the Circular in relation to the proposed re-elections of (i) Mr. ZHANG Youjun and Mr. YANG Minghui as executive Directors of the Eighth Session of the Board, (ii) Ms. FU Linfang, Mr. ZHAO Xianxin and Mr. WANG Shuhui as non-executive Directors of the Eighth Session of the Board and (iii) Mr. LI Qing and Mr. SHI Qingchun as independent non-executive Directors of the Eighth Session of the Board, and the appointments of (i) Mr. ZHANG Lin as a new non-executive Director of the Eighth Session of the Board and (ii) Mr. ZHANG Jianhua as a new independent non-executive Director of the Eighth Session of the Board (the “**Re-elections and Appointments**”).

The Board hereby announces that, the Re-elections and Appointments have been approved at the EGM. The biographical details of each of the Re-elections and Appointments are set out in the Circular.

The Company will, in accordance with the regulatory requirements, complete the relevant filings in relation to the qualification of Mr. ZHANG Lin and Mr. ZHANG Jianhua for serving as a Director of a securities company.

Each of the Director concerned in the Re-elections and Appointments formally serves as a Director of the Company from the date of this announcement, and his/her term of office is from 30 December 2022 until the expiration date of the term of office of the Eighth Session of the Board.

V. Re-elections of Non-employee Representative Supervisors

Reference is made to the announcement of the Company dated 30 November 2022 and the Circular in relation to the proposed re-elections of Mr. ZHANG Changyi, Mr. GUO Zhao and Mr. RAO Geping as non-employee representative Supervisors of the Eighth Session of the Supervisory Committee of the Company (the “**Re-elections**”).

The Board hereby announces that, the Re-elections have been approved at the EGM. The biographical details of each of the Re-elections are set out in the Circular.

Each of the non-employee representative Supervisors formally serves as a non-employee representative Supervisor of the Company from the date of this announcement, and his/her term of office is from 30 December 2022 until the expiration date of the term of office of the Eighth Session of the Supervisory Committee.

VI. Proposed Renewal of The Securities and Financial Products Transactions and Services Framework Agreement

Reference is made to the announcement of the Company dated 30 September 2022 and the Circular in relation to amongst others the renewal of continuing connected transactions under the Securities and Financial Products Transactions and Services Framework Agreement (the “**Renewal**”).

The Board hereby announces that, the Renewal has been approved at the EGM.

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

Beijing, the PRC
30 December 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 directors of the Company are Mr. ZHANG Lin, Ms. FU Linfang, Mr. ZHAO Xianxin and Mr. WANG Shuhui; and the independent non-executive directors of the Company are Mr. LI Qing, Mr. SHI Qingchun and Mr. ZHANG Jianhua.