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

(Stock Code: 6030)

ANNOUNCEMENT

(1) STRATEGIC COOPERATION FRAMEWORK AGREEMENT WITH NSSF;

(2) (i) CONDITIONAL SUBSCRIPTION OF NEW H SHARES BY NSSF; (ii) PROPOSED 2015 SECOND SPECIFIC MANDATE TO ISSUE NEW H SHARES; AND

(iii) PROPOSED CONSEQUENTIAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION

STRATEGIC COOPERATION FRAMEWORK AGREEMENT WITH NSSF

On 8 June 2015, the Company entered into a strategic cooperation framework agreement with NSSF, pursuant to which the Company and NSSF will establish comprehensive strategic business cooperations in various financial services areas. Pursuant to the strategic cooperation framework agreement, the Company and NSSF will cooperate in various financial services areas including, among other things, onshore and offshore financial market business, asset management business, equity and fixed income investment business, investment bank business, within three years from the date of the strategic cooperation framework agreement. NSSF will choose the products and services provided by the Company in financial service areas such as domestic and overseas investments, asset management, value management of domestic and overseas stock assets, block trade, securities lending and asset securitization, provided that it is in compliance with the PRC laws and regulations and relevant NSSF internal rules.

CONDITIONAL SUBSCRIPTION OF NEW H SHARES BY NSSF

As part of the strategic business cooperations between the Company and NSSF, the Board is pleased to announce that on 8 June 2015 (after trading hours), the Company entered into the two Subscription Agreements with (i) ICBC Credit Suisse; and (ii) Boserá and Boserá International respectively on behalf of NSSF, which would be the ultimate beneficial owner of the New H Shares. Pursuant to the two Subscription Agreements, the Company has conditionally agreed to allot and issue and NSSF, through (i) ICBC Credit Suisse; and (ii) Boserá and Boserá International, has conditionally agreed to subscribe for the New H Shares (an aggregate of 640,000,000 H Shares with an aggregate nominal value of

RMB640,000,000) at the Subscription Price of HK\$18.00 per New H Share. The subscription will be settled in cash by NSSF, through ICBC Credit Suisse and Boserá and Boserá International, in accordance with the terms and conditions of the two Subscription Agreements. The Company may at its sole discretion appoint placing agent(s) to facilitate the settlement.

Except as otherwise required by applicable laws and regulations in the PRC and the Articles of Association, the New H Shares to be issued shall rank *pari passu* in all respects with the issued H Shares as at the date of the Completion. The New H Shares will not be entitled to participate in the 2014 profit distribution of the Company. After deducting the 2014 cash dividends of the Company to be approved at the 2014 annual general meeting to be held on 19 June 2015, the accumulated profits of the Company which remain undistributed shall be shared by all the Shareholders (including NSSF through ICBC Credit Suisse, Boserá and Boserá International upon Completion).

The issue of the New H Shares will be conditional upon, among other things, the Proposed 2015 Second Specific Mandate to be approved by the Shareholders at the EGM and the Class Meetings and the New H Shares will be issued pursuant to the Proposed 2015 Second Specific Mandate, if approved.

The New H Shares represent approximately 5.81% of the total issued share capital of the Company and approximately 54.31% of the total issued H Shares, respectively, as at the date of this announcement. Subject to the completion of the issue of H Shares under the 2015 First Specific Mandate (assuming that 1,100,000,000 H Shares are issued), the New H Shares will represent (i) approximately 5.28% of the total issued share capital of the Company and approximately 28.09% of the total issued H Shares, respectively, immediately after the completion of the issue of H Shares under the 2015 First Specific Mandate; and (ii) approximately 5.02% of the total issued share capital of the Company and approximately 21.93% of the total issued H Shares, respectively, immediately after the completion of the issue of the New H Shares under the Proposed 2015 Second Specific Mandate (assuming there are no other changes in the share capital of the Company between the date of this announcement and the date of Completion and assuming 1,100,000,000 H Shares are issued pursuant to the 2015 First Specific Mandate).

In accordance with the relevant provisions of the PRC laws and regulations, the issue of the New H Shares under the Proposed 2015 Second Specific Mandate will be implemented after the completion of the issue of H Shares under the 2015 First Specific Mandate. The specific timing of issue of the New H Shares will be determined by the Board or the persons delegated by the Board as authorised by the Shareholders at the EGM and the Class Meetings, according to the conditions of the international capital markets and the approval processes of the domestic and overseas regulatory authorities. NSSF shall obtain the approval of the CSRC if the Shares held by NSSF may exceed 5% of the total issued share capital of the Company.

UNDERTAKINGS OF NSSF

NSSF has undertaken to the Company, among others, that within 36 months from the date on which the New H Shares are listed and traded on the Hong Kong Stock Exchange, NSSF shall not transfer any or all of the New H Shares.

PROPOSED 2015 SECOND SPECIFIC MANDATE TO ISSUE NEW H SHARES

On 8 June 2015, the Board also approved the conditional subscription of the New H Shares by NSSF and resolved to convene the EGM and the Class Meetings to seek, among other things, the approval of the Shareholders for the grant of the Proposed 2015 Second Specific Mandate to authorise the Board and the persons delegated by the Board to allot and issue the New H Shares to NSSF, through ICBC Credit Suisse and Bosera and Bosera International, and exercise full power to handle matters relating to the issue of the New H Shares to NSSF.

UPDATE ON THE 2015 FIRST SPECIFIC MANDATE

The Board and the persons delegated by the Board were authorised to allot and issue up to 1,500,000,000 H Shares under the 2015 First Specific Mandate. Taking into account various factors, among other things, the capital and fund needs of the Company for its mid-term development, as well as the expected fund raising size under 2015 First Specific Mandate, the persons delegated by the Board has determined to issue not more than 1,100,000,000 H Shares under the 2015 First Specific Mandate. On 22 May 2015, the Company received the CSRC approval relating to the issue of new H Shares under the 2015 First Specific Mandate, the completion of which is still subject to satisfaction of certain conditions, including (among others) the approval to be granted by the Listing Committee of the Hong Kong Stock Exchange relating to listing of and permission to deal in all of the new H Shares to be issued and placed by the Company under the 2015 First Specific Mandate. As at the date of this announcement, the Company has not issued any H Shares pursuant to the 2015 First Specific Mandate.

PROPOSED CONSEQUENTIAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION UPON COMPLETION OF THE PROPOSED ISSUE OF NEW H SHARES PURSUANT TO THE PROPOSED 2015 SECOND SPECIFIC MANDATE

To ensure the smooth implementation of the issue of the New H Shares and relevant matters, the Directors intend to seek the grant of an authorisation by the Shareholders at the EGM and the Class Meetings to the Board and the person(s) delegated by the Board, to make necessary consequential amendments to the Articles of Association upon completion of the issue of the New H Shares under the Proposed 2015 Second Specific Mandate, and to deal with the relevant registration and filing procedures with the relevant industry and commerce administration authorities and other matters in relation to the implementation of the Shareholders' and the Board's resolutions.

GENERAL

The EGM and the Class Meetings will be convened to approve, among other things, the Proposed 2015 Second Specific Mandate.

A circular containing further details of the Proposed 2015 Second Specific Mandate together with the notices convening the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable. As far as the Company is aware, as at the date of this announcement, except for NSSF, none of the other Shareholders is required to abstain from voting at the EGM and the Class Meetings for approving the Proposed 2015 Second Specific Mandate.

Applications will be made by the Company to the relevant PRC regulatory authorities (including but not limited to the CSRC) for the issue of the New H Shares pursuant to the Proposed 2015 Second Specific Mandate. An application will also be made by the Company to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New H Shares on the Hong Kong Stock Exchange.

Investors should be aware that the Proposed 2015 Second Specific Mandate may or may not be approved by the Shareholders at the EGM and/or the Class Meetings, and the issue of the new H Shares pursuant to the 2015 First Specific Mandate and the Proposed 2015 Second Specific Mandate may or may not proceed. The issue of the New H Shares pursuant to the Proposed 2015 Second Specific Mandate is subject to the satisfaction of a number of conditions which are more particularly set out in the section headed “Conditions precedent” below. There is no assurance that any of the conditions will be fulfilled or that it will proceed at all. Investors should therefore exercise caution when dealing in the H Shares.

STRATEGIC COOPERATION FRAMEWORK AGREEMENT WITH NSSF

On 8 June 2015, the Company entered into a strategic cooperation framework agreement with NSSF, pursuant to which the Company and NSSF will establish comprehensive strategic business cooperations in various financial services areas. Pursuant to the strategic cooperation framework agreement, the Company and NSSF will cooperate in various financial services areas including, among other things, onshore and offshore financial market business, asset management business, equity and fixed income investment business, investment bank business, within three years from the date of the strategic cooperation framework agreement. NSSF will choose the products and services provided by the Company in financial service areas such as domestic and overseas investments, asset management, value management of domestic and overseas stock assets, block trade, securities lending and asset securitization, provided that it is in compliance with the PRC laws and regulations and relevant NSSF internal rules.

NSSF was established by the State Council of the PRC and is in charge of the management and operation of the National Social Security Fund. The fund serves as a national social security reserve fund and is primarily established to meet the social security needs during the peak time period of the future aging population, which is authorised to make domestic and overseas investment, including bonds, shares and funds.

CONDITIONAL SUBSCRIPTION OF NEW H SHARES BY NSSF

As part of the strategic business cooperations between the Company and NSSF, the Board is pleased to announce that on 8 June 2015 (after trading hours), the Company entered into the two Subscription Agreements with (i) ICBC Credit Suisse; and (ii) Bosera and Bosera International, respectively, on behalf of NSSF, which would be the ultimate beneficial owner of the New H Shares. Pursuant to the two Subscription Agreements, the Company has conditionally agreed to allot and issue and NSSF, through (i) ICBC Credit Suisse; and (ii) Bosera and Bosera International, has conditionally agreed to subscribe for the New H Shares (an aggregate of 640,000,000 H Shares with an aggregate nominal value of RMB 640,000,000) at the Subscription Price of HK\$18.00 per New H Share. The subscription will be settled in cash by NSSF, through ICBC Credit Suisse and Bosera and Bosera International, in accordance with the terms and conditions of the two Subscription Agreements. The Company may at its sole discretion appoint placing agent(s) to facilitate the settlement.

Except as otherwise required by applicable laws and regulations in the PRC and the Articles of Association, the New H Shares to be issued shall rank *pari passu* in all respects with the issued H Shares as at the date of the Completion. The New H Shares will not be entitled to participate in the 2014 profit distribution of the Company. After deducting the 2014 cash dividends of the Company to be approved at the 2014 annual general meeting to be held on 19 June 2015, the accumulated profits of the Company which remain undistributed shall be shared by all the Shareholders (including NSSF through ICBC Credit Suisse, Bosera and Bosera International upon Completion).

The issue of the New H Shares will be conditional upon, among other things, the Proposed 2015 Second Specific Mandate to be approved by the Shareholders at the EGM and the Class Meetings and the New H Shares will be issued pursuant to the Proposed 2015 Second Specific Mandate, if approved. Please refer to the sections headed “Update on the 2015 First Specific Mandate” and “Proposed 2015 Second Specific Mandate to Issue New H Shares” below for more details of the status of the 2015 First Specific Mandate and the Proposed 2015 Second Specific Mandate.

THE SUBSCRIPTION AGREEMENTS

Summarised below are the principal terms of the two Subscription Agreements:

1 Date

8 June 2015

2 Parties

(1) Issuer: the Company

(2) Investor: NSSF, through ICBC Credit Suisse, and through Bosera and Bosera International, respectively

As far as the Company is aware as at the date of this announcement, NSSF and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

3 The New H Shares

NSSF, through ICBC Credit Suisse and Bosera and Bosera International, has agreed to subscribe for the New H Shares (an aggregate of 640,000,000 H Shares).

The New H Shares represent approximately 5.81% of the total issued share capital of the Company and approximately 54.31% of the total issued H Shares, respectively, as at the date of this announcement. Subject to the completion of the issue of H Shares under the 2015 First Specific Mandate (assuming that 1,100,000,000 H Shares are issued), the New H Shares will represent (i) approximately 5.28% of the total issued share capital of the Company and approximately 28.09% of the total issued H Shares, respectively, immediately after the completion of the issue of H Shares under the 2015 First Specific Mandate; and (ii) approximately 5.02% of the total issued share capital of the Company and approximately 21.93% of the total issued H Shares, respectively, immediately after the completion of the issue of the New H Shares under the Proposed 2015 Second Specific Mandate (assuming there are no other changes in the share capital of the Company between the date of this announcement and the date of Completion and assuming 1,100,000,000 H Shares are issued pursuant to the 2015 First Specific Mandate).

In accordance with the relevant provisions of the PRC laws and regulations, the issue of the New H Shares under the Proposed 2015 Second Specific Mandate will be implemented after the completion of the issue of H Shares under the 2015 First Specific Mandate. The specific timing of issue of the New H Shares will be determined by the Board or the persons delegated by the Board as authorised by the Shareholders at the EGM and the Class Meetings, according to the conditions of the international capital markets and the approval processes of the domestic and overseas regulatory authorities. NSSF shall obtain the approval of the CSRC if the Shares held by NSSF may exceed 5% of the total issued share capital of the Company.

The public float percentage of the Company will satisfy the minimum public float requirement of the Hong Kong Stock Exchange upon the Completion of the issue of the New H Shares under the Proposed 2015 Second Specific Mandate.

4 The Subscription Price

The Subscription Price of HK\$18.00 per New H Share represents:

- (i) a discount of approximately 45.69 % to the average closing price of the H Shares for the thirty full trading days of the H Shares as quoted on the Hong Kong Stock Exchange immediately prior to the date of the Subscription Agreements (*i.e.* 8 June 2015, exclusive);

- (ii) a discount of approximately 43.61 % to the average closing price of H Shares for the five full trading days of the H Shares as quoted on the Hong Kong Stock Exchange immediately prior to the date of the Subscription Agreements (*i.e.* 8 June 2015, exclusive); and
- (iii) a discount of approximately 43.13 % to the closing price of H Shares as quoted on the Hong Kong Stock Exchange on the date of the Subscription Agreements (*i.e.* 8 June 2015).

The Subscription Price, which was agreed after arm's length negotiations between the Company and NSSF, was determined by taking into account, among other things, the proposed long term strategic business cooperations between the Company and NSSF and the 36 months lock-up period undertaken by NSSF (please refer to the section headed "8 Undertakings of NSSF" below for more details).

5 Conditions precedent

Completion of each of the Subscription Agreements is conditional upon satisfaction of all the conditions below, among which, conditions numbered (iv) to (vii) below can be waived by ICBC Credit Suisse and Bosera and Bosera International on behalf of NSSF:

- (i) the grant of the Proposed 2015 Second Specific Mandate by the Shareholders to the Board having been obtained at the EGM and the Class Meetings, and such grant remaining in full force and effect;
- (ii) the approvals of the issue of the New H Shares pursuant to the Proposed 2015 Second Specific Mandate from the relevant PRC administrative and/or regulatory authorities, including the CSRC having been obtained, and such approvals remaining in full force and effect;
- (iii) the Listing Committee of the Hong Kong Stock Exchange granting approval for the listing of, and permission to deal in, all of the New H Shares on the Hong Kong Stock Exchange, and such approval and permission remaining in full force and effect;
- (iv) no material adverse change to the operation, qualifications, assets and industry prospect of the Company;
- (v) the closing price of H Shares as quoted on the Hong Kong Stock Exchange on the last trading day prior to the Completion being equal to or higher than the Subscription Price;
- (vi) no material violation of the laws or regulations or any breach of the Subscription Agreement by the Company; and
- (vii) the representations and warranties by the Company set out in the Subscription Agreement remaining true, complete and duly effective.

If the Completion does not take place before the Long Stop Date (*i.e.* 31 December 2015), a later date for Completion shall be negotiated and discussed by the parties to the Subscription Agreements. If a later date is not agreed, either party shall be entitled to terminate the Subscription Agreements by written notice to the other party, and all the rights and obligations thereunder shall be terminated unless otherwise provided in the Subscription Agreements.

6 Termination

Save as otherwise disclosed in this announcement, each of the Subscription Agreements may be terminated:

- (i) by the non-defaulting party if there is a material breach of the Subscription Agreement by the other party; or
- (ii) with the written consents of all parties to the Subscription Agreement.

7 Completion

Each of the Subscription Agreements is to be completed on the date as set out in the written notice from the Company to ICBC Credit Suisse and Boserá and Boserá International on behalf of NSSF within two Business Days upon satisfaction of all the conditions of the Subscription Agreements. The date of Completion should be not earlier than the eighth Business Day after the date on which the notice was given, or at such other date as may be agreed between the parties to each of the Subscription Agreements in writing. If the Company fails to give the above notice, the Completion will occur on the tenth Business Day after the date on which all the conditions of the Subscription Agreements are satisfied.

8 Undertakings of NSSF

NSSF has undertaken to the Company, among others, that within 36 months from the date on which the New H Shares are listed and traded on the Hong Kong Stock Exchange, NSSF shall not transfer any or all of the New H Shares.

9 Undertakings of the Company

The Company has undertaken to NSSF that, within 36 months from the date on which the New H Shares are listed and traded on the Hong Kong Stock Exchange, if the Company intends to issue any new H Shares at a price equal to or lower than the Subscription Price, NSSF shall be entitled to a pre-emptive right to subscribe a proportion (which is not less than the then shareholding percentage of NSSF in the Company) of such new H Shares. The Company has also undertaken to NSSF that, the Company would ensure the stability of key management personnel. The new session of the board would negotiate and agree with NSSF on the material issues during the lock-up period.

USE OF PROCEEDS AND REASONS FOR AND BENEFITS OF THE ISSUE OF THE NEW H SHARES

The proceeds from the issue of the New H Shares under the Proposed 2015 Second Specific Mandate is expected to be HK\$11,520,000,000 and will be used by the Company to supplement its capital base after deducting the relevant expenses for the issue of the New H Shares.

The proceeds to be raised are proposed to be used for the following purposes:

- approximately 70% will be used for developing the flow-based business of the Company, including but not limited to margin financing and securities lending, equity derivatives, fixed income products, foreign exchange and commodities products;

- approximately 20% will be used for the cross border business development and platform building of the Company; and
- approximately 10% will be used for replenishing the working capital of the Company.

Having considered, among other things, the comprehensive strategic business cooperations between the Company and NSSF (as a long-term strategic investor of the Company) and the foregoing benefits of the issue of the New H Shares, the Directors are of the view that the terms of the Subscription Agreements and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

PROPOSED 2015 SECOND SPECIFIC MANDATE TO ISSUE NEW H SHARES

On 8 June 2015, the Board also approved the conditional subscription of the New H Shares by NSSF and resolved to convene the EGM and the Class Meetings to seek, among other things, the approval of the Shareholders for the grant of the Proposed 2015 Second Specific Mandate to authorise the Board and the persons delegated by the Board to allot and issue the New H Shares to NSSF, through ICBC Credit Suisse and Boserá and Boserá International, and exercise full power to handle matters relating to the issue of the New H Shares to NSSF.

Upon the authorisation by the Shareholders at the EGM and the Class Meetings as mentioned above, the persons delegated by the Board comprise Mr. Wang Dongming (an executive Director and chairman of the Board), Mr. Cheng Boming (an executive Director and the general manager of the Company), Mr. Yin Ke (an executive Director and a vice chairman of the Board) and Mr. Ge Xiaobo (the person in charge of the accounting affairs of the Company), who will severally or jointly, exercise the authorisation granted by the Shareholders relating to the Proposed 2015 Second Specific Mandate.

UPDATE ON THE 2015 FIRST SPECIFIC MANDATE

References are made to the announcements of the Company dated 28 December 2014, 16 February 2015 and 22 May 2015, and the circular of the Company dated 14 January 2015 in relation to the 2015 First Specific Mandate. The Board and the persons delegated by the Board were authorised to allot and issue up to 1,500,000,000 H Shares under the 2015 First Specific Mandate. Taking into account various factors, among other things, the capital and fund needs of the Company for its mid-term development, as well as the expected fund raising size under 2015 First Specific Mandate, the persons delegated by the Board has determined to issue not more than 1,100,000,000 H Shares under the 2015 First Specific Mandate. On 22 May 2015, the Company received the CSRC approval relating to the issue of new H Shares under the 2015 First Specific Mandate, the completion of which is still subject to satisfaction of certain conditions, including (among others) the approval to be granted by the Listing Committee of the Hong Kong Stock Exchange relating to listing of and permission to deal in all of the new H Shares to be issued and placed by the Company under the 2015 First Specific Mandate. As at the date of this announcement, the Company has not issued any H Shares pursuant to the 2015 First Specific Mandate.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY AS A RESULT OF THE ISSUE OF NEW H SHARES PURSUANT TO THE PROPOSED 2015 SECOND SPECIFIC MANDATE

Shareholders	As at the date of this announcement		Immediately following the issue of the New H Shares under the Proposed 2015 Second Specific Mandate ^(Note 1)	
	Number of Shares	Approximate percentage of total issued share capital of the Company (%)	Number of Shares	Approximate percentage of total issued share capital of the Company (%)
Holder of New H Shares ^(Note 2)	—	—	640,000,000 H Shares	5.02
Other H Shareholders ^(Note 2)	1,178,327,700 H Shares	10.70	2,278,327,700 H Shares	17.86
A Shareholders	9,838,580,700 A Shares	89.30	9,838,580,700 A Shares	77.12
Total	<u>11,016,908,400</u>	<u>100.00</u>	<u>12,756,908,400</u>	<u>100.00</u>

Note 1: The above shareholding structure is on the assumption that (i) there are no other changes in the share capital of the Company between the date of this announcement and date of the Completion; (ii) 1,100,000,000 H Shares are issued pursuant to the 2015 First Specific Mandate; and (iii) 640,000,000 H Shares are issued pursuant to the Proposed 2015 Second Specific Mandate.

Note 2: NSSF will hold the New H Shares through ICBC Credit Suisse and Bosera and Bosera International respectively. Based on the information available to the Company, NSSF held an aggregate of 58,671,533 H Shares in the Company as at 29 May 2015.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Save as disclosed in this announcement, the Company has not conducted any equity fund raising activities during the 12 months immediately preceding the date of this announcement.

PROPOSED CONSEQUENTIAL AMENDMENTS TO THE ARTICLES OF ASSOCIATION UPON COMPLETION OF THE PROPOSED ISSUE OF NEW H SHARES PURSUANT TO THE PROPOSED 2015 SECOND SPECIFIC MANDATE

To ensure the smooth implementation of the issue of the New H Shares and the relevant matters, the Directors intend to seek the grant of an authorisation by the Shareholders at the EGM and the Class Meetings to the Board and the person(s) delegated by the Board, to make necessary consequential amendments to the Articles of Association upon completion of the issue of the New H Shares under the Proposed

2015 Second Specific Mandate, and to deal with the relevant registration and filing procedures with the relevant industry and commerce administration authorities and other matters in relation to the implementation of the Shareholders' and the Board's resolutions.

GENERAL

The EGM and the Class Meetings will be convened to approve, among other things, the Proposed 2015 Second Specific Mandate.

A circular containing further details of the Proposed 2015 Second Specific Mandate together with the notices convening the EGM and the Class Meetings will be despatched to the Shareholders as soon as practicable. As far as the Company is aware, as at the date of this announcement, except for NSSF, none of the other Shareholders is required to abstain from voting at the EGM and the Class Meetings for approving the Proposed 2015 Second Specific Mandate.

Applications will be made by the Company to the relevant PRC regulatory authorities (including but not limited to the CSRC) for the issue of the New H Shares pursuant to the Proposed 2015 Second Specific Mandate. An application will also be made by the Company to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New H Shares on the Hong Kong Stock Exchange.

Investors should be aware that the Proposed 2015 Second Specific Mandate may or may not be approved by the Shareholders at the EGM and/or the Class Meetings, and the issue of the new H Shares pursuant to the 2015 First Specific Mandate and the Proposed 2015 Second Specific Mandate may or may not proceed. The issue of the New H Shares pursuant to the Proposed 2015 Second Specific Mandate is subject to the satisfaction of a number of conditions which are more particularly set out in the section headed "Conditions precedent" in this announcement. There is no assurance that any of the conditions will be fulfilled or that it will proceed at all. Investors should therefore exercise caution when dealing in the H Shares.

DEFINITIONS

Unless the context requires otherwise, the terms used herein shall have the following meanings:

"Articles of Association"	the articles of association of the Company
"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
"Board"	the board of Directors of the Company

“Bosera”	Bosera Asset Management Co. Limited
“Bosera International”	Bosera Asset Management (International) Co. Limited
“Business Day(s)”	any day (excluding a Saturday) on which banks are generally open for business in Hong Kong and the PRC
“Class Meetings”	the respective class meetings of the A Shareholders and the H Shareholders to be convened to consider and, if thought fit, approve, among other things, the Proposed 2015 Second Specific Mandate
“Company”	CITIC Securities Company Limited, a joint stock limited 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
“Completion”	completion of the issue of the New H Shares pursuant to the terms of the Subscription Agreements upon the exercise of the Proposed 2015 Second Specific Mandate
“connected person(s)”	has the same meaning ascribed to it under the Hong Kong Listing Rules
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of the Company
“EGM”	the 2015 second extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Proposed 2015 Second Specific Mandate
“2015 First Specific Mandate”	the specific mandate granted by the Shareholders to the Board at the 2015 first extraordinary general meeting, the 2015 first A shareholders class meeting and the 2015 first H shareholders class meeting of the Company held on 16 February 2015 to issue not more than 1,500,000,000 new H Shares. Taking into account various factors, among other things, the proposed issue of the New H Shares to NSSF under the Proposed 2015 Second Specific Mandate, the capital and fund needs of the Company for its mid-term development, as well as the expected fund raising size under 2015 First Specific Mandate, the persons delegated by the Board has determined to issue not more than 1,100,000,000 H Shares under the 2015 First Specific Mandate
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

“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
“H Share(s)”	the overseas listed foreign investment 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
“ICBC Credit Suisse”	ICBC Credit Suisse Asset Management (International) Company Limited
“Long Stop Date”	31 December 2015 or other date as may be agreed in writing by the parties to the Subscription Agreements
“New H Shares”	an aggregate of 640,000,000 H Shares to be allotted and issued to NSSF through ICBC Credit Suisse and Bosera and Bosera International at the Subscription Price pursuant to the Subscription Agreements, and each the “New H Share”
“NSSF”	National Council for Social Security Fund of the PRC
“PRC”	the People’s Republic of China, excluding for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed 2015 Second Specific Mandate”	the proposed specific mandate to be sought from the Shareholders at the EGM and the Class Meetings to authorise the Board and the persons delegated by the Board to allot and issue the New H Shares under the Subscription Agreements
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	A Shares and H Shares
“Shareholder(s)”	the holder(s) of the Share(s) of the Company

“Subscription Agreements”	collectively, (i) the subscription agreement dated 8 June 2015 entered into between the Company and ICBC Credit Suisse (on behalf of NSSF) in relation to the subscription of 50% of the New H Shares by NSSF, and (ii) the subscription agreement dated 8 June 2015 entered into between the Company and Boserá and Boserá International (on behalf of NSSF) in relation to the subscription of 50% of the New H Shares by NSSF, and each the “Subscription Agreement”
“Subscription Price”	the subscription price of HK\$18 per New H Share
“%”	per cent.

By order of the Board
CITIC Securities Company Limited
WANG Dongming
Chairman

Beijing, the PRC
8 June 2015

As at the date of this announcement, the executive directors of the Company are Mr. WANG Dongming, Mr. CHENG Boming, Mr. YIN Ke and Mr. LIU Lefei; the non-executive director is Mr. FANG Jun; and the independent non-executive directors are Mr. WU Xiaoqiu, Mr. LEE Kong Wai, Conway and Mr. RAO Geping.