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

ANNOUNCEMENT

POLL RESULTS OF THE 2015 AGM; AND DISTRIBUTION OF THE 2015 FINAL DIVIDEND

1. POLL RESULTS OF THE AGM

The board of directors (the “**Board**”) of CITIC Securities Company Limited (the “**Company**”) is pleased to announce the poll results of the 2015 annual general meeting of the Company (the “**AGM**”) held at Qing Room, 5th Floor, Ruicheng Four Seasons Hotel, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC at 9:30 a.m. on Tuesday, 28 June 2016.

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the notice of the AGM dated 12 May 2016 (the “**Notice**”), and the circular dated 12 May 2016 (the “**Circular**”).

I. Convening and Attendance of the AGM

The AGM was held at Qing Room, 5th Floor, Ruicheng Four Seasons Hotel, No. 48 Liangmaqiao Road, Chaoyang District, Beijing, the PRC at 9:30 a.m. on Tuesday, 28 June 2016.

The AGM was convened by the Board and chaired by Mr. ZHANG Youjun, the Chairman of the Company, as an on-site meeting. Voting at the AGM was conducted through on-site and online voting. None of the resolutions was vetoed or amended at the AGM. No new proposal has been submitted for voting and approval.

As at the date of the AGM, the total number of issued Shares was 12,116,908,400, which was the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the AGM.

A total of 89 Shareholders (or their proxies), holding an aggregate of 3,366,954,464 Shares with voting rights, representing 27.787240% of the total Shares with voting rights, attended (either in person or by proxies) the AGM. Among the Shareholders present (either in person or by proxies), 87 were A Shareholders, holding an aggregate of 2,703,194,018 Shares, representing 22.309272% of the total Shares with voting rights and two were H Shareholders, holding 663,760,446 Shares, representing 5.477968% of the total Shares with voting rights. Related party/connected Shareholder, namely CITIC Limited, holding a total of 1,999,695,746 A shares, representing 16.50% of the total number of issued Shares of the Company, abstained from voting on ordinary resolution 9.1 concerning the potential related party/connected transactions between the Company and its subsidiaries and the CITIC Group and its subsidiaries and associates. Related party/connected Shareholders, namely China Life Insurance (Group) Company Limited and China Life Insurance Company Limited, holding a total of 492,201,934 A Shares together, representing 4.06 % of the total number of issued Shares of the Company, abstained from voting on ordinary resolution 9.2 concerning matters relating to the potential related party/connected transactions between the Company and its subsidiaries and companies in which the Directors, Supervisors and the senior management of the Company hold positions as directors or the senior management (excluding the controlled subsidiaries of the Company) and any company which holds more than 10% equity interest in a subsidiary of the Company.

Save as disclosed above, there was no restriction on any Shareholders casting votes on the resolutions proposed at the AGM. None of the Shareholders, who was entitled to attend, was entitled to vote against the resolutions proposed at the AGM only. Seven Directors, five Supervisors and all the members of the senior management of the Company, together with representatives from PRC and HK legal advisers of the Company and the relevant personnel from Computershare Hong Kong Investor Services Limited attended the AGM, and Mr. YIN Ke, executive Director, Mr. RAO Geping, Supervisor and Mr. LEI Yong, Supervisor of the Company attended the AGM by way of telephone conference. The AGM was duly convened and conducted in compliance with the requirements of the Company Law of the People's Republic of China and the Articles of Association. Representatives of Shareholders of the Company, Supervisors, representatives from Beijing Jiayuan Law Firm (the legal advisers to the Company on PRC laws) and the relevant personnel from Computershare Hong Kong Investor Services Limited (the Company's H Share Registrar) were appointed as the joint scrutineers for the AGM for vote-taking purpose.

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

II. POLL RESULTS OF THE AGM

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

SPECIAL RESOLUTION		CLASS OF SHAREHOLDERS	VOTES (%)		
			For	Against	Abstain
1.	To consider and approve the resolution on the General Mandate to issue additional A Shares an/or H Shares.	A Shares	2,624,676,991 Shares (97.095398%)	77,975,927 Shares (2.884585%)	541,100 Shares (0.020017%)
		H Shares	252,167,318 Shares (37.990712%)	410,877,848 Shares (61.901526%)	715,280 Shares (0.107762%)
		Total	2,876,844,309 Shares (85.443517%)	488,853,775 Shares (14.519168%)	1,256,380 Shares (0.037315%)
As more than two-thirds of the votes were cast in favour of the abovementioned resolution, the abovementioned resolution was duly passed as special resolution.					
ORDINARY RESOLUTIONS		CLASS OF SHAREHOLDERS	VOTES (%)		
			For	Against	Abstain
2.	To consider and approve the 2015 Work Report of the Board.	A Shares	2,697,178,820 Shares (99.777478%)	5,632,398 Shares (0.208361%)	382,800 Shares (0.014161%)
		H Shares	662,365,446 Shares (99.789834%)	0 Share (0.000000%)	1,395,000 Shares (0.210166%)
		Total	3,359,544,266 Shares (99.779914%)	5,632,398 Shares (0.167285%)	1,777,800 Shares (0.052801%)
3.	To consider and approve the 2015 Work Report of the Supervisory Committee.	A Shares	2,702,660,568 Shares (99.980266%)	150,650 Shares (0.005573%)	382,800 Shares (0.014161%)
		H Shares	662,365,446 Shares (99.789834%)	0 Share (0.000000%)	1,395,000 Shares (0.210166%)
		Total	3,365,026,014 Shares (99.942724%)	150,650 Shares (0.004475%)	1,777,800 Shares (0.052801%)
4.	To consider and approve the 2015 Annual Report of the Company.	A Shares	2,702,690,568 Shares (99.981376%)	120,650 Shares (0.004463%)	382,800 Shares (0.014161%)
		H Shares	662,365,446 Shares (99.789834%)	0 Share (0.000000%)	1,395,000 Shares (0.210166%)
		Total	3,365,056,014 Shares (99.943615%)	120,650 Shares (0.003584%)	1,777,800 Shares (0.052801%)
5.	To consider and approve the 2015 profit distribution plan of the Company.	A Shares	2,702,708,368 Shares (99.982034%)	103,850 Shares (0.003842%)	381,800 Shares (0.014124%)
		H Shares	663,760,446 Shares (100.000000%)	0 Share (0.000000%)	0 Share (0.000000%)
		Total	3,366,468,814 Shares (99.985576%)	103,850 Shares (0.003084%)	381,800 Shares (0.011340%)

ORDINARY RESOLUTIONS		CLASS OF SHAREHOLDERS	VOTES (%)		
			For	Against	Abstain
6.	To consider and approve the resolution on the re-appointment of external auditors.	A Shares	2,695,904,266 Shares (99.730328%)	6,496,652 Shares (0.240333%)	793,100 Shares (0.029339%)
		H Shares	615,357,158 Shares (92.707717%)	31,830,588 Shares (4.795494%)	16,572,700 Shares (2.496789%)
		Total	3,311,261,424 Shares (98.345893%)	38,327,240 Shares (1.138335%)	17,365,800 Shares (0.515772%)
7.	To consider and approve the resolution on the estimated investment amount for the proprietary business of the Company for 2016.	A Shares	2,702,532,268 Shares (99.975520%)	120,650 Shares (0.004463%)	541,100 Shares (0.020017%)
		H Shares	663,760,446 Shares (100.000000%)	0 Share (0.000000%)	0 Share (0.000000%)
		Total	3,366,292,714 Shares (99.980346%)	120,650 Shares (0.003583%)	541,100 Shares (0.016071%)
8.	To consider and approve the resolution on the total remuneration of Directors and Supervisors for 2015.	A Shares	2,702,415,968 Shares (99.971217%)	236,950 Shares (0.008766%)	541,100 Shares (0.020017%)
		H Shares	663,760,446 Shares (100.000000%)	0 Share (0.000000%)	0 Share (0.000000%)
		Total	3,366,176,414 Shares (99.976892%)	236,950 Shares (0.007037%)	541,100 Shares (0.016071%)
9. To consider and approve the resolution on related party/connected transactions contemplated in the ordinary course of business of the Company in 2016.					
9.1	To consider and approve the resolution on the potential related party/connected transactions between the Company and its subsidiaries and the CITIC Group and its subsidiaries and associates.	A Shares	702,836,522 Shares (99.905934%)	120,650 Shares (0.017150%)	541,100 Shares (0.076916%)
		H Shares	663,760,446 Shares (100.000000%)	0 Share (0.000000%)	0 Share (0.000000%)
		Total	1,366,596,968 Shares (99.951600%)	120,650 Shares (0.008824%)	541,100 Shares (0.039576%)

ORDINARY RESOLUTIONS	CLASS OF SHAREHOLDERS	VOTES (%)		
		For	Against	Abstain
9.2 To consider and approve the resolution on the potential related party/connected transactions between the Company and its subsidiaries and companies in which the Directors, Supervisors and senior management of the Company hold positions as directors or senior management (excluding the controlled subsidiaries of the Company) and any company which holds more than 10% equity interest in a subsidiary of the Company.	A Shares	2,210,330,334 Shares (99.970070%)	120,650 Shares (0.005457%)	541,100 Shares (0.024473%)
	H Shares	663,760,446 Shares (100.000000%)	0 Share (0.000000%)	0 Share (0.000000%)
	Total	2,874,090,780 Shares (99.976981%)	120,650 Shares (0.004197%)	541,100 Shares (0.018822%)
10. To consider and approve the resolution on the proposed change of non-executive Director.	A Shares	2,696,266,566 Shares (99.743731%)	6,386,352 Shares (0.236252%)	541,100 Shares (0.020017%)
	H Shares	632,124,503 Shares (95.233831%)	31,635,943 Shares (4.766169%)	0 Share (0.000000%)
	Total	3,328,391,069 Shares (98.854651%)	38,022,295 Shares (1.129278%)	541,100 Shares (0.016071%)
As more than half of the votes were cast in favour of the abovementioned resolutions, the abovementioned 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) was calculated separately and the poll results in respect of the following resolutions at the AGM were as follows:

ORDINARY RESOLUTIONS	VOTES (%)		
	For	Against	Abstain
5. To consider and approve the 2015 profit distribution plan of the Company.	702,931,622 Shares (99.930958%)	103,850 Shares (0.014764%)	381,800 Shares (0.054278%)

ORDINARY RESOLUTIONS		VOTES (%)		
		For	Against	Abstain
6.	To consider and approve the resolution on the re-appointment of external auditors.	696,127,520 Shares (98.963666%)	6,496,652 Shares (0.923584%)	793,100 Shares (0.112750%)
8.	To consider and approve the resolution on the total remuneration of Directors and Supervisors for 2015.	702,639,222 Shares (99.889390%)	236,950 Shares (0.033686%)	541,100 Shares (0.076924%)
9. To consider and approve the resolution on related party/connected transactions contemplated in the ordinary course of business of the Company in 2016.				
9.1	To consider and approve the resolution on the potential related party/connected transactions between the Company and its subsidiaries and the CITIC Group and its subsidiaries and associates.	702,755,522 Shares (99.905924%)	120,650 Shares (0.017152%)	541,100 Shares (0.076924%)
9.2	To consider and approve the resolution on the potential related party/connected transactions between the Company and its subsidiaries and companies in which the Directors, Supervisors and senior management of the Company hold positions as directors or senior management (excluding the controlled subsidiaries of the Company) and any company which holds more than 10% equity interest in a subsidiary of the Company.	210,553,588 Shares (99.686694%)	120,650 Shares (0.057122%)	541,100 Shares (0.256184%)

Notes:

1. “Minority A Shareholders” refers to the A Shareholders who individually or 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 in 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 by the minority A Shareholders, divided into (ii) the total number of voting Shares by the minority A Shareholders present at the AGM.

III. Witness by Lawyers

Two lawyers from Beijing Jiayuan Law Firm, the legal advisers to the Company on PRC laws, witnessed the AGM and were of the opinion that the convening and the procedures of the AGM, the qualifications of the Shareholders (or their

proxies) present at the AGM and the voting process of the AGM were in compliance with the requirements of the relevant laws and regulations and the Articles of Association, and that the resolutions passed at the AGM were lawful and valid.

2. DISTRIBUTION OF THE 2015 FINAL DIVIDEND

2015 Final Dividend

The Board wishes to announce information in relation to the payment of the 2015 final dividend (the “**2015 Final Dividend**”) as follows:

The resolution relating to the profit distribution plan of the Company for the year ended 31 December 2015 was approved at the AGM. The Company will adopt cash dividend payment method for its 2015 profit distribution (i.e. 100% cash dividend), and distribute to the holders of A Shares and H Shares whose names appeared on the register of members of the Company on the record date of the 2015 cash dividend, with a proposed total cash dividend of RMB6,058,454,200.00 (tax inclusive), representing 30.60% of the net profit attributable to the owners of the parent and 22.60% of the distributable profits of the Company. The outstanding balance of the retained profits distributable of the Company for 2015 amounted to RMB20,752,283,907.47 and will be carried forward to the next year. Based on the total number of share for the year ended 31 December 2015, cash dividend of RMB5.00 (tax inclusive) will be distributed for every 10 shares.

Cash dividend is denominated and declared in RMB and payable in RMB to the A Shareholders and the investors of H Shares of Southbound Trading (defined as below), and in Hong Kong dollars to the H Shareholders (exclusive of the investors of H Shares of Southbound Trading). The actual amounts declared in Hong Kong dollars are converted based on the average benchmark exchange rate for Renminbi to Hong Kong dollars as announced by the People’s Bank of China for the five business days before the date of the 2015 AGM of the Company (i.e. RMB0.849072 equivalent to HK\$1.00).

For details relating to the book closure period for the purpose of determining the list of H Shareholders who are entitled to receive the 2015 Final Dividend, please refer to the Notice and the Circular.

Enterprise Income Tax

Pursuant to the “Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法》), the “Detailed Rules for the Implementation of the Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法實施條例》) (collectively, the “**Enterprise Income Tax Law**”) and the “Notice of the State Administration of Taxation on Issues Relevant to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Offshore Non-resident Enterprise Holders of H Shares” (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) (the “**Notice**”), all implemented in 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% when distributing the final dividend to non-resident enterprise Shareholders whose names appear on the Company’s register of members of H Shares.

Individual Income Tax

Pursuant to the “Notice on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 Document” (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) promulgated by the State Administration of Taxation on 28 June 2011, the dividend (bonus) received by the overseas resident individual shareholders from the shares issued by domestic non-foreign invested enterprises in Hong Kong is subject to the payment of individual income tax, which shall be withheld by the withholding agents according to the relevant laws. However, the overseas resident individual shareholders of the shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries where they are residents and China as well as the tax arrangements between China mainland and Hong Kong (Macau).

Pursuant to the aforesaid tax regulations, when the 2015 Final Dividend is distributed to the H Shareholders whose names appeared on the Company’s register of members of H Shares as at the close of business on Sunday, 10 July 2016, the Company will withhold 10% of the dividend to be distributed to the individual holders of H Shares as individual income tax unless otherwise specified by the tax regulations and relevant tax agreements, in which case the Company will withhold individual income tax of such dividend at the tax rates and according to the procedures as specified by the relevant regulations.

Profit Distribution to Investors of Northbound Trading

Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No.81) (the “**Caishui No. 81 Notice**”): For investors of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”) (including enterprises and individuals) investing in the A shares of the Company listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominees holding such shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares.

Profit Distribution to Investors of Southbound Trading

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company will enter into “the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading” (港股通H股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H shares of Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the Caishui No. 81 Notice, for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the H Shareholders of the Company.

The Company will strictly comply with the Enterprise Income Tax Law and the Notice to withhold for payment of enterprise income tax. After the withholding and payment of non-resident enterprise income tax by the Company, any enterprise Shareholder who may be entitled to a deduction or exemption of enterprise income tax in accordance with the relevant laws, regulations or treaties may itself apply to the competent tax authority for a tax refund pursuant to the provisions of applicable laws, regulations or treaties. The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of the above withholding and payment.

H Shareholders are recommended to consult their taxation advisors regarding relevant tax laws and regulations in the PRC, Hong Kong and other countries on the dividend payment by the Company and on the taxation implications of holding or dealing in the H Shares of the Company.

Implementation of the distribution of 2015 Final Dividend

The Company has appointed ICBC (Asia) Trustee Company Limited as the receiving agent in Hong Kong to pay the final dividend declared to H Shareholders. The receiving agent will pay the final dividend to the H Shareholders on or before 19 August 2016.

The Company will determine the country of residence of the individual H Shareholders based on the registered address as recorded in the Company's register of members of H Shares at the close of business on Sunday, 10 July 2016 and will accordingly withhold and pay the individual income tax. If the country of residence of the individual H Shareholder is not the same as the registered address, the individual H Shareholder shall notify Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, and provide relevant supporting documents on or before 4:30 p.m. on Monday, 4 July 2016 (address: Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong). If the individual H Shareholders do not provide the relevant supporting documents to the H Share registrar within the time period stated above, the Company will determine the country of residence of the individual H Shareholders based on the recorded registered address at the close of business on Sunday, 10 July 2016.

The Company assumes no liability whatsoever in respect of any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the withholding and payment of tax.

Holders of A Shares are advised to note that details of payment of dividends to holders of A Shares and relevant matters will be announced in due course after discussion between the Company and China Securities Depository and Clearing Corporation Limited, Shanghai Branch.

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

Beijing, the PRC
28 June 2016

As at the date of this announcement, our executive Directors are Mr. ZHANG Youjun, Mr. YIN Ke and Mr. YANG Minghui; our non-executive Director is Mr. FANG Jun; and our independent non-executive Directors are Mr. LIU Ke, Mr. HE Jia and Mr. CHAN, Charles Sheung Wai.