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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)**

## **CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE HONG KONG LISTING RULES**

### **CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

Reference is made to the announcement of CITIC Securities Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 31 December 2019 (the “**Announcement**”) in relation to the resolutions passed at the first meeting of the Seventh Session of the Board of Directors of the Company (the “**Board**”). As disclosed in the Announcement, Mr. WANG Junfeng (“**Mr. WANG**”) was appointed as the new Secretary to the Board at the first meeting of the Seventh Session of the Board; and Ms. ZHENG Jing (“**Ms. ZHENG**”) will no longer serve as the Secretary to the Board upon Mr. WANG obtains the relevant approvals from the Shanghai Stock Exchange (the “**SSE**”) and the securities regulatory authority on his qualifications for serving as the Secretary to the Board as well as senior management of securities companies.

The Board hereby announces that (i) as Ms. ZHENG will no longer serve as the Secretary to the Board, she also resigned from her positions as the Company Secretary and Authorised Representative of the Company, with effect from 11 February 2020; (ii) the Board has resolved to appoint Ms. LIU Xiaomeng (“**Ms. LIU**”) and Ms. YU Hiu Kwan, Hilda (“**Ms. YU**”) as the Joint Company Secretaries of the Company, with effect from 11 February 2020; and (iii) the Board also appointed Ms. LIU as the Authorised Representative of the Company, with effect from 11 February 2020.

Biography details of each of Ms. LIU and Ms. YU are set out as below:

**Ms. LIU Xiaomeng**, aged 36, currently serves as a senior vice president in the Board Office. Ms. LIU joined the Company in 2008 and previously served as a translator at the Ministry of Science of Technology of China and a senior manager in the investment bank committee of the Company. Ms. LIU obtained a dual bachelor's degree in English literature and international relations and foreign affairs in 2005 from Peking University, and obtained a master's degree in English simultaneous interpretation in 2007 from Beijing Foreign Studies University. Ms. LIU was approved by the SSE in October 2012 on the qualification of serving as the secretary to the board of directors of company listed on the SSE. Ms. LIU has been an associate member of the Hong Kong Institute of Chartered Secretaries (the “**HKICS**”) since October 2019.

**Ms. YU Hiu Kwan, Hilda**, aged 31, currently serves as a senior company secretarial services officer in CLSA Hong Kong Holdings Limited, an indirect wholly-owned subsidiary of the Company, and is mainly responsible for corporate governance and other company secretarial related works. Ms. YU joined the Group in 2017, and has served as a senior company secretarial services officer of CLSA Hong Kong Holdings Limited since then, during which period, she concurrently served as the company secretary of CLSA Premium Limited (a company listed on The Stock Exchange of Hong Kong Limited, stock code: 06877) from August 2019 to October 2019. From March 2017 to November 2017, she served as the company secretary and corporate finance executive of Messis Capital Limited. From November 2013 to March 2017, she worked at Trictor Services Limited and provided company secretarial services to various companies. From October 2012 to October 2013, she served as a premier relationship officer of the Hongkong and Shanghai Banking Corporation Limited. From July 2012 to September 2012, she served as a banking officer of Citibank (Hong Kong) Limited. From January 2011 to January 2012, she served as a premium banker of HSBC Bank Canada and a mutual funds advisor of HSBC Investment Funds (Canada) Inc. Ms. YU obtained a Bachelor's degree in economics and geography in 2010 from University of Toronto, and obtained a Master's degree in professional accounting and corporate governance in 2015 from City University of Hong Kong. Ms. YU has been an associate member of the HKICS and the Institute of Chartered Secretaries and Administrators since September 2016.

Ms. YU is a qualified person and capable of discharging the functions of company secretary as defined under Rule 3.28 of the Rules (the “**Hong Kong Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”).

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE HONG KONG LISTING RULES**

Pursuant to Rule 8.17 of the Hong Kong Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Hong Kong Listing Rules. Pursuant to Rule 3.28 of the Hong Kong Listing Rules, the company secretary must be an individual who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Hong Kong Stock Exchange, capable of discharging the functions of company secretary.

Given Ms. LIU currently does not possess the qualifications of a company secretary as required under Rule 3.28 of the Hong Kong Listing Rules, the Company has applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange has granted, a waiver (the “**Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Hong Kong Listing Rules for a period of three years (the “**Waiver Period**”) from the date of appointment of Ms. LIU as the Joint Company Secretary.

The grounds for seeking of the Waiver are (i) although the qualifications and experience of Ms. LIU are not premised on a company secretary background, the Company believes that by virtue of her knowledge of and experience in listed company compliance, corporate governance, information disclosure and investor relations related work, Ms. LIU is able to properly discharge of her functions as the Joint Company Secretary; and (ii) the Company has also appointed Ms. YU as the Joint Company Secretary, who holds professional qualifications and has relevant experience in company secretarial services for over 7 years, to assist and provide adequate training and guidance to Ms. LIU in discharging of her duties as the Joint Company Secretary of the Company. In particular, Ms. YU will (i) communicate regularly with Ms. LIU on matters relating to corporate governance, the Hong Kong Listing Rules and other laws and regulations which are relevant to the Group and its business; (ii) update Ms. LIU on any Hong Kong Listing Rules amendments or other new applicable Hong Kong regulatory requirements and arrange for relevant trainings by legal advisors and auditors of the Company when necessary; and (iii) assist Ms. LIU in disclosure of information of the Company on the website of the Hong Kong Stock Exchange, filing the required documents with the Companies Registry and other matters which are incidental to the duties of a company secretary.

The Waiver is granted on the conditions that, (i) Ms. LIU will be assisted by Ms. YU during the Waiver Period and the Waiver will be revoked immediately if and when Ms. YU ceases to provide assistance to Ms. LIU; (ii) the Company shall notify the Hong Kong Stock Exchange at the end of the Waiver Period for the Hong Kong Stock Exchange to re-visit the situation. The Hong Kong Stock Exchange expects that after the end of the Waiver Period, the Company will be able to demonstrate that Ms. LIU satisfies Rule 3.28 of the Hong Kong Listing Rules, having had the benefit of Ms. YU's assistance such that a further waiver will not be necessary; and (iii) the Company will announce the details of the Waiver, including its reasons and conditions. The Hong Kong Stock Exchange may withdraw or change the Waiver if the Company's situation changes.

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

Beijing, the PRC  
11 February 2020

*As at the date of this announcement, the executive directors of the Company are Mr. ZHANG Youjun and Mr. YANG Minghui; and the independent non-executive directors are Mr. LIU Ke, Mr. HE Jia and Mr. ZHOU Zhonghui.*