

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CITIC Securities Company Limited
中信証券股份有限公司
(incorporated in the People's Republic of China with
limited liability)
(Stock code: 6030)



KVB Kunlun
KVB Kunlun Financial Group Limited
昆侖國際金融集團有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock code: 8077)

**CITIC Securities Overseas Investment
Company Limited**
(incorporated in Hong Kong with limited liability)

JOINT ANNOUNCEMENT

DESPATCH OF THE COMPOSITE DOCUMENT RELATING TO UNCONDITIONAL MANDATORY CASH OFFERS BY CITIC SECURITIES CORPORATE FINANCE (HK) LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF KVB KUNLUN (OTHER THAN THOSE SHARES ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT AND THE NON-ACCEPTANCE SHARES) AND TO CANCEL ALL THE OUTSTANDING OPTIONS OF KVB KUNLUN

Reference is made to (i) the joint announcement of KVB Kunlun Financial Group Limited (“**KVB Kunlun**”) and CITIC Securities Company Limited (“**CITIC Securities**”) dated 26 February 2015 in relation to, among other things, the Offers; (ii) the joint announcement of KVB Kunlun and CITIC Securities dated 19 March 2015 in relation to the delay in the despatch of the Composite Document (as defined below); (iii) the joint announcement of KVB Kunlun and CITIC Securities dated 2 April 2015 in relation to the extension of the Long Stop Date of the Share Purchase Agreement; (iv) the joint announcement of KVB Kunlun, CITIC Securities and CITIC Securities Overseas Investment Company Limited (the “**Offeror**”) dated 29 May 2015 in relation to the completion of the Share Purchase Agreement; and (v) the composite offer and response document dated 5 June 2015 and jointly issued by KVB Kunlun, CITIC Securities and the Offeror (the “**Composite Document**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT AND THE FORMS OF ACCEPTANCE

The Composite Document setting out, amongst other things, (i) details of the Offers; (ii) the letter from CITIC Securities Corporate Finance (HK) Limited; (iii) the letter from the Board of KVB Kunlun; (iv) the letter of recommendation from the independent board committee of KVB Kunlun to the Independent KVB Shareholders and KVB Option Holders in relation to the Offers; and (v) the letter of advice from the independent financial adviser to the independent board committee of KVB Kunlun in relation to the Offers, together with the relevant forms of acceptance, will be despatched to the KVB Shareholders and the KVB Option Holders on 5 June 2015.

EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to change. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate.

Despatch date of the Composite Document and Friday, 5 June 2015
the Form(s) of Acceptance and the commencement
date of the Offers (*Note 1*)

Latest time and date for acceptance of the Offers 4:00 p.m. Friday, 26 June 2015
(*Notes 2 and 4*)

Closing Date (*Notes 2 and 4*) Friday, 26 June 2015

Announcement of the results of the Offers By 7:00 p.m. on Friday, 26 June 2015
as at the Closing Date to be posted on
the website of the Stock Exchange (*Note 2*)

Latest date for posting of remittances in respect Wednesday, 8 July 2015
of valid acceptances received under the Offers
(*Notes 3 and 4*)

Notes:

- (1) The Offers, which are unconditional in all respects, are made on the date of posting of this Composite Document, and are capable of being accepted on and from Friday, 5 June 2015 until the Closing Date. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed "Right of Withdrawal" in Appendix I to the Composite Document.
- (2) In accordance with the Takeovers Code, the Offers must initially be opened for acceptance for at least 21 days following the date on which the Composite Document was posted. The latest time and date for acceptance of the Offers is 4:00 p.m. on Friday, 26 June 2015. An announcement will be issued through the website of the Stock Exchange by 7:00 p.m. on Friday, 26 June 2015 stating whether the Offers have been extended, revised or expired. In the event that the Offeror decides to extend the Offers and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offers are closed to those Independent KVB Shareholders and KVB Option Holders who have not accepted the Offers.
- (3) Remittances in respect of the cash consideration payable for the Offer Shares (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Share Offer) and the KVB Options under the Offers will be despatched to the accepting Independent KVB Shareholders and KVB Option Holders by ordinary post at their own risk as soon as possible but in any event within seven (7) business days after the date of receipt of all the relevant documents of title to render the acceptance by such Independent KVB Shareholders and KVB Option Holders respectively under the Offers complete and valid.

- (4) If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
- (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance under the Offers and the latest date for posting of remittances in respect of valid acceptances received under the Offers, the latest time for acceptance of the Offers and the posting of remittances will remain at 4:00 p.m. on the same business day;
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers and the latest date for posting of remittances in respect of valid acceptances under the Offers, the latest time for acceptance of the Offers and the posting of remittances will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

All references to date and time contained in this joint announcement refer to Hong Kong date and time.

IMPORTANT

Independent KVB Shareholders and the KVB Option Holders are advised to read the Composite Document carefully, including the recommendation of the independent board committee of KVB Kunlun to the Independent KVB Shareholders and the KVB Option Holders and the advice and recommendation of the independent financial adviser to the independent board committee of KVB Kunlun in respect of the Offers, before deciding whether or not to accept the Share Offer and the Option Offer, respectively.

Independent KVB Shareholders, KVB Option Holders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company. The Offeror and KVB Kunlun remind their respective associates of the dealing restrictions under the Takeovers Code to disclose their permitted dealings, if any, in any securities of the Company.

By order of the board of directors
CITIC Securities Company Limited
Wang Dongming
Chairman

By order of the board of directors
KVB Kunlun Financial Group Limited
Liu Stefan
Executive Director

By order of the board of directors
**CITIC Securities Overseas Investment
Company Limited**
Ge Xiaobo
Director

Hong Kong, 5 June 2015

As at the date of this announcement, the directors of KVB Kunlun are as follows:

Executive directors

Mr. Liu Stefan
Mr. Ng Chee Hung Frederick

Non-executive directors

Mr. Li Zhi Da
Mr. Stephen Gregory McCoy

Independent non-executive directors

Ms. Zhao Guixin
Mr. Cornelis Jacobus Keyser
Mr. Lin Wenhui

This announcement, for which the directors of KVB Kunlun collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to KVB Kunlun. The directors of KVB Kunlun, having made all reasonable enquires, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

The directors of KVB Kunlun jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to CITIC Securities, the Offeror and parties acting in concert with it) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by CITIC Securities, the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of CITIC Securities Overseas Investment Company Limited are Mr. Ge Xiaobo, Mr. Liu Wei and Mr. Li Jiong.

As at the date of this joint announcement, the directors of CITIC Securities are as follows:

Executive directors

Mr. WANG Dongming

Mr. CHENG Boming

Mr. YIN Ke

Mr. LIU Lefei

Non-executive director

Mr. FANG Jun

Independent non-executive directors

Mr. WU Xiaoqiu

Mr. LEE Kong Wai, Conway

Mr. RAO Geping

The directors of the Offeror and the directors of CITIC Securities jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to KVB Kunlun, the Vendor and parties acting in concert with them) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by KVB Kunlun, the Vendor and parties acting in concert with them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This announcement will remain on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Listed Company Information” page for at least seven days from the day of its posting and on the website of KVB Kunlun at www.kvblastco.com.