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中信建投証券股份有限公司

CSC Financial Co., Ltd.

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

(Stock Code: 6066)

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING IN 2017

NOTICE IS HEREBY GIVEN that the H shareholders' class meeting of CSC Financial Co., Ltd. (the "**Company**") will be held at 12:00 noon on Thursday, June 8, 2017 (or immediately after the first domestic shareholders' class meeting in 2017) at the Ningbo Hall, Xinhai Jinjiang Hotel, No. 61 Jinbao Street, Dongcheng District, Beijing, China 100005, to consider and, if thought fit, approve the following resolution. Unless otherwise specified, capitalized terms used in this notice shall have the same meaning as those defined in the circular of the Company dated April 21, 2017.

SPECIAL RESOLUTIONS

To consider and approve:

- (1) The resolution on the initial public offering and the listing of A shares of the Company;
 - (a) class and nominal value of shares to be issued;
 - (b) listing place;
 - (c) number of shares to be issued;
 - (d) target subscribers;
 - (e) strategic placing;
 - (f) pricing methodology;
 - (g) method of issuance;

- (h) conversion into a joint stock company with limited liability with domestic and overseas listed shares;
 - (i) transfer of state-owned shares;
 - (j) accumulated profit distribution; and
 - (k) the valid period of the resolutions on the issue of A shares;
- (2) the resolution on the authorization to the Board and authorized persons of the Board to deal with matters relating to the initial public offering and the listing of A shares; and
- (3) the resolution on the use of proceeds from the initial public offering and the listing of A shares of the Company.

ORDINARY RESOLUTIONS

To consider and approve:

- (4) the resolution on the *Remedial Measures for the Dilution of Immediate Return as a Result of the Initial Public Offering of A Shares*;
- (5) the resolution on formulating the *Plan Regarding A Share Price Stabilization within Three Years After the Initial Public Offering and the Listing of A Shares*;
- (6) the resolution on formulating the *Plan Regarding Shareholders' Return For the Three Years After the Initial Public Offering and the Listing of A Shares*;
- (7) the resolution on giving undertakings in relation to the A Share Offering; and
- (8) the resolution on the *Report on the Use of Capital Previously Raised*.

By order of the Board
CSC Financial Co., Ltd.
Wang Changqing
Chairman

Hong Kong
April 21, 2017

As at the date of this announcement, the executive Directors of the Company are Mr. WANG Changqing and Mr. QI Liang; the non-executive Directors of the Company are Mr. YU Zhongfu, Ms. HU Donghui, Mr. WANG Chenyang, Mr. WANG Shouye, Mr. LIU Dingping and Ms. WANG Shumin; and the independent non-executive Directors of the Company are Mr. FENG Genfu, Ms. ZHU Shengqin, Mr. DAI Deming, Mr. BAI Jianjun and Mr. LIU Qiao.

Notes:

1. ELIGIBILITY FOR ATTENDING THE H SHAREHOLDERS' CLASS MEETING AND CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for the purpose of determining Shareholders' entitlement to attend the H shareholders' class meeting from Tuesday, May 9, 2017 to Thursday, June 8, 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend the H shareholders' class meeting, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, May 8, 2017 to complete registration. Holders of H Shares who are registered with Computershare Hong Kong Investor Services Limited or the Company's Board Office (where appropriate) at the close of business on the aforementioned date are entitled to attend the H shareholders' class meeting.

Where there are joint holders of any shares, the one whose name stands first on the register of members shall be entitled to attend and vote at the H shareholders' class meeting in respect of such shares.

2. PROXY

- (1) Any Shareholder entitled to attend and vote at the H shareholders' class meeting is entitled to appoint one or more proxies to attend and vote at the meeting on his or her behalf. A proxy need not be a Shareholder.
- (2) The instrument appointing a proxy must be in writing by the appointor or his attorney duly authorized in writing, or if the appointor is a legal entity, either under seal or signed by a Director or a duly authorized attorney.

To be valid, the proxy form together with the notarized power of attorney or other documents of authorization, if any, must be completed and delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 24 hours before the time fixed for the H shareholders' class meeting (i.e. 12:00 noon on Wednesday, June 7, 2017) or 24 hours before the time of any adjournment thereof. The proxy form for the H shareholders' class meeting is enclosed herewith.

Completion and return of the proxy form will not preclude the Shareholders from attending and voting at the H shareholders' class meeting or at any adjourned meeting if they so wish.

3. REGISTRATION PROCEDURES FOR ATTENDING THE H SHAREHOLDERS' CLASS MEETING

- (1) Shareholder or his/her proxy shall produce proof of identity when attending the H shareholders' class meeting:
 - (a) Legal representatives of legal person shareholders who attend the meeting shall produce their own identity cards and effective proof of their capacity as legal representatives. Proxies of legal person shareholders shall produce their own identity cards and the form of proxy duly signed by the legal representatives of the legal person shareholders according to laws.
 - (b) Individual Shareholders who attend the meeting in person shall produce their identity cards or other effective document or proof of identity. Proxies of individual Shareholders shall produce effective proof of identity and form of proxy.
- (2) Shareholders intending to attend the H shareholders' class meeting in person or by their proxies should return the completed and signed reply slip for attending the H shareholders' class meeting in person, by post or by fax to Computershare Hong Kong Investor Services Limited on or before Thursday, May 18, 2017.

4. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the resolution to be proposed at the H shareholders' class meeting will be voted by poll. Results of the poll voting will be posted on the website of the Company at www.csc108.com and on the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the conclusion of the H shareholders' class meeting.

5. MISCELLANEOUS

- (1) The duration of the H shareholders' class meeting is expected not to exceed half a day. Shareholders who attend the H shareholders' class meeting shall arrange for their own transportation and accommodation at their own expenses.
- (2) The address of Computershare Hong Kong Investor Services Limited is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (Telephone: (852) 2862 8555, Fax: (852) 2865 0990).
- (3) The location of the Company's Board office is at 9/F, Office Building of CSC Financial Co., Ltd., No. 188 Chaonei Avenue, Dongcheng District, Beijing, PRC (Telephone: (86) 10 8513 0716, Fax: (86) 10 6518 6399).