
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **CSC Financial Co., Ltd.**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

**(1) ELECTION OF MR. YANG DONG AS A DIRECTOR OF THE
COMPANY
AND
(2) NOTICE OF THE 2021 FOURTH EXTRAORDINARY
GENERAL MEETING**

A letter from the Board is set out on pages 1 to 4 of this circular. Please refer to pages 5 to 7 of this circular for the notice convening the EGM.

Please complete and return the proxy form in accordance with the instructions printed thereon, if the Shareholders are to appoint a proxy to attend the EGM.

For H Shareholders, the proxy form and any authorization instruments should be returned to Computershare Hong Kong Investor Services Limited (whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong) as soon as possible, but in any event not less than 24 hours before the time appointed for holding the EGM (i.e. before 2:00 p.m. on Tuesday, October 19, 2021). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meetings should you so wish.

September 29, 2021

CONTENTS

	<i>Page</i>
DEFINITIONS	ii
LETTER FROM THE BOARD	1
1. INTRODUCTION	1
2. BUSINESS TO BE CONSIDERED AT THE EXTRAORDINARY GENERAL MEETING.	2
3. RESPONSIBILITY STATEMENT	3
4. EXTRAORDINARY GENERAL MEETING	3
5. VOTE BY POLL	4
6. RECOMMENDATION	4
NOTICE OF THE 2021 FOURTH EXTRAORDINARY GENERAL MEETING	5

Note: In the event of any discrepancy between the Chinese and English versions of this circular, the Chinese version shall prevail.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Share(s)”	the ordinary shares in the issued share capital of the Company with a nominal value of RMB1.00 each, which have been listed on the Shanghai Stock Exchange
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Board Meeting”	the board meeting of the Company convened on Thursday, September 23, 2021
“Company”	CSC Financial Co., Ltd. (中信建投证券股份有限公司), a joint stock company incorporated in the People’s Republic of China with limited liability, the H Shares of which have been listed and traded on the main board of the Hong Kong Stock Exchange (stock code: 6066) and the A Shares of which have been listed and traded on the Shanghai Stock Exchange (stock code: 601066)
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM” or “2021 Fourth Extraordinary General Meeting”	the 2021 fourth extraordinary general meeting or any adjournment thereof of the Company to be held at 2:00 p.m. on Wednesday, October 20, 2021 at Multi-function Hall, B1/F, Office Building of CSC Financial Co., Ltd., No. 188 Chaonei Avenue, Dongcheng District, Beijing, PRC
“H Share(s)”	overseas listed foreign invested ordinary shares of RMB1.00 each in the share capital of the Company which are listed and traded on the Hong Kong Stock Exchange
“H Shareholders”	holders of H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)” or “Independent Director(s)”	the independent non-executive director(s) of the Company
“Non-executive Director(s)”	non-executive director(s) of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including A Shares and H Shares
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“%”	per cent



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)

Mr. Wang Changqing (<i>Chairman, Executive Director</i>)	<i>Registered office in the PRC:</i>
Mr. Yu Zhongfu (<i>Vice Chairman, Non-executive Director</i>)	Unit 4, No. 66 Anli Road
Mr. Wang Xiaolin (<i>Vice Chairman, Non-executive Director</i>)	Chaoyang District
Mr. Li Geping (<i>Executive Director</i>)	Beijing, PRC
Ms. Zhang Qin (<i>Non-executive Director</i>)	
Ms. Zhu Jia (<i>Non-executive Director</i>)	<i>Principal place of business in the PRC:</i>
Ms. Zhang Wei (<i>Non-executive Director</i>)	No. 188 Chaonei Avenue
Ms. Wang Hua (<i>Non-executive Director</i>)	Dongcheng District
Mr. Dai Deming (<i>Independent Non-executive Director</i>)	Beijing, PRC
Mr. Bai Jianjun (<i>Independent Non-executive Director</i>)	
Mr. Liu Qiao (<i>Independent Non-executive Director</i>)	<i>Principal place of business in Hong Kong:</i>
Mr. Po Wai Kwong (<i>Independent Non-executive Director</i>)	18/F, Two Exchange Square, Central,
Mr. Lai Guanrong (<i>Independent Non-executive Director</i>)	Hong Kong

September 29, 2021

To the Shareholders:

Dear Sir or Madam,

(1) ELECTION OF MR. YANG DONG AS A DIRECTOR OF THE COMPANY
AND
(2) NOTICE OF THE 2021 FOURTH EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated September 23, 2021 in relation to the addition of Director of the Company. On behalf of the Board, I would like to invite you to attend the EGM to be held at 2:00 p.m. on Wednesday, October 20, 2021 at the Multi-function Hall, B1/F, Office Building of CSC Financial Co., Ltd., No. 188 Chaonei Avenue, Dongcheng District, Beijing, PRC.

LETTER FROM THE BOARD

2. BUSINESS TO BE CONSIDERED AT THE EXTRAORDINARY GENERAL MEETING

Resolution will be proposed at the EGM to approve the resolution on election of Mr. Yang Dong as a Director of the Company.

The above resolution is subject to approval by the Shareholders at the EGM by way of ordinary resolution.

The purpose of this circular is to provide you with the information on the resolution above to enable you to vote for or against the proposed resolution at the EGM under fully informed condition.

(1) Resolution on Election of Mr. Yang Dong as a Director of the Company

In accordance with the relevant provisions of the Articles of Association, Central Huijin Investment Limited, a shareholder of the Company, nominated Mr. Yang Dong (“**Mr. Yang**”) as a candidate to be Non-executive Director of the second session of Board of Directors of the Company. Mr. Yang complies with the laws, regulations and the requirements of the stock exchange listing rules for the appointment of director of listed securities companies in the place of the stock exchanges where the Company’s shares are listed, has no affiliated relationship with the substantial Shareholders of the Company other than those mentioned in the biographical details, does not hold Shares of the Company, and has not been punished by securities regulatory authorities, competent government departments or stock exchanges. Mr. Yang will officially assume office when the resolution on his appointment is approved at the general meeting of the Company, with a term of office ending when the term of the second session of the Board of Directors of the Company expires.

Biographical details of Mr. Yang are as follows:

Mr. Yang Dong (楊棟), born in July 1976. Mr. Yang Dong has been working at Central Huijin Investment Limited since December 2010 and currently serves as the managing director of Central Huijin Investment Limited.

Mr. Yang Dong previously worked in Tianjin Branch of the People’s Bank of China, Finance Research Institute of the People’s Bank of China and other institutions; since December 2010, he has been working at Central Huijin Investment Limited, and once served as senior deputy manager of Banking Department, director of ICBC Equity Management Office of Banking Institutions Department I, director and senior manager of ICBC Equity Management Office of Equity Management Department I.

Mr. Yang Dong obtained his doctorate in economics from Renmin University of China, and has the title of senior economist.

LETTER FROM THE BOARD

Other Information

Save as disclosed above, Mr. Yang has confirmed that: (i) he does not hold directorship in other listed companies, nor any position in the Company or its subsidiary for the last three years; (ii) he does not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; and (iii) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Yang has confirmed that there are no other matters related to his appointment that need to be brought to the attention of the Shareholders of the Company, and there is no other information required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules.

The resolution above is hereby proposed at the EGM for approval. Upon the approval of the appointment of Mr. Yang at the EGM, the Company will enter into an appointment letter with Mr. Yang. Mr. Yang will not receive any director's fee from the Company as a Non-executive Director of the Company.

3. RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable inquiries, confirm that, as far as they are aware and are satisfied that the information contained in this circular is accurate and complete in all material respects, there is no misleading or fraudulent material and no omission of any of the information contained in this circular or other matters which are misleading.

4. EXTRAORDINARY GENERAL MEETING

The 2021 Fourth Extraordinary General Meeting will be held at 2:00 p.m. on Wednesday, October 20, 2021 at the Multi-function Hall, B1/F, Office Building of CSC Financial Co., Ltd., No. 188 Chaonei Avenue, Dongcheng District, Beijing, PRC. The notice of the EGM is set out on pages 5 to 7 of this circular.

LETTER FROM THE BOARD

A form of proxy to be used at the EGM is enclosed. If you intend to appoint a proxy to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions printed thereon. For H Shareholders, the proxy form or any other authorization documents should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited (whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or at any adjourned meeting if you so wish.

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company will close the register of members of H Shares during the period from Thursday, October 14, 2021 to Wednesday, October 20, 2021 (both days inclusive), during which no registration of Shares will be made. H Shareholders who wish to attend the EGM are required to send all the transfer documents together with the relevant Shares to Computershare Hong Kong Investor Services Limited which is at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong before 4:30 p.m. on Wednesday, October 13, 2021. At the end of the above business hours, H Shareholders registered in Computershare Hong Kong Investor Services Limited or the office of the Board of the Company (if applicable) are entitled to attend the EGM.

5. VOTING BY POLL

In accordance with rule 13.39(4) of the Hong Kong Listing Rules, any vote made by the Shareholders at the EGM shall be conducted by way of poll unless the chairman of the meeting so requests in good faith to allow a vote by hand to vote solely on resolution relating to procedural or administrative matters. Accordingly, the resolution proposed at the EGM will be voted by way of poll.

To the best knowledge of the Directors based on the information currently available, no Shareholder will be required to abstain from voting at the EGM.

6. RECOMMENDATION

The Directors consider that the resolution proposed above is in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolution to be submitted at the 2021 Fourth Extraordinary General Meeting.

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

Beijing, the PRC

NOTICE OF THE 2021 FOURTH EXTRAORDINARY GENERAL MEETING



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 2021 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 fourth extraordinary general meeting (the “EGM”) of CSC Financial Co., Ltd. (the “Company”) will be held at 2:00 p.m. on Wednesday, October 20, 2021 at the Multi-function Hall, B1/F, Office Building of CSC Financial Co., Ltd., No. 188 Chaonei Avenue, Dongcheng District, Beijing, PRC, to consider and, if through 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 September 29, 2021.

ORDINARY RESOLUTION

To consider and approve:

- (I) the resolution on election of Mr. Yang Dong as a Director of the Company.

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

Beijing, the PRC
September 29, 2021

As at the date of this notice, the executive Directors of the Company are Mr. WANG Changqing and Mr. LI Geping; the non-executive Directors of the Company are Mr. YU Zhongfu, Mr. WANG Xiaolin, Ms. ZHANG Qin, Ms. ZHU Jia, Ms. ZHANG Wei and Ms. WANG Hua; and the independent non-executive Directors of the Company are Mr. DAI Deming, Mr. BAI Jianjun and Mr. LIU Qiao, Mr. PO Wai Kwong and Mr. LAI Guanrong.

NOTICE OF THE 2021 FOURTH EXTRAORDINARY GENERAL MEETING

Notes:

1. ELIGIBILITY FOR ATTENDING THE EGM AND CLOSURE OF REGISTER OF MEMBERS

In order to determine the list of Shareholders who are entitled to attend the EGM, the Company will close the register of members during the period from Thursday, October 14, 2021 to Wednesday, October 20, 2021 (both days inclusive), during which no registration of Shares will be made. Shareholders who wish to attend the EGM are required to send all the transfer documents, accompanied by the relevant share certificates to 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, Wan Chai, Hong Kong (for H Shareholders), before 4:30 p.m. on Wednesday, October 13, 2021 to complete registration. At the close of business of the aforementioned date, H Shareholders registered in Computershare Hong Kong Investor Services Limited or the office of the Board of the Company (if applicable) are entitled to attend the EGM.

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 EGM in respect of such shares.

2. PROXY

- (1) Any Shareholder entitled to attend and vote at the EGM 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.

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 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders), no later than 24 hours before the time fixed for the EGM (i.e. 2:00 p.m. on Tuesday, October 19, 2021) or any adjournment thereof. The proxy form for the EGM is enclosed herewith.

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

3. REGISTRATION PROCEDURES FOR ATTENDING THE EGM

Shareholder or his/her proxy shall produce proof of identity when attending the EGM:

- (1) 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.
- (2) 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.

NOTICE OF THE 2021 FOURTH EXTRAORDINARY GENERAL MEETING

4. VOTING BY POLL

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolution to be proposed at the EGM 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 EGM.

5. MISCELLANEOUS

- (1) The duration of the EGM is expected not to exceed half a day. Shareholders who attend the EGM shall arrange for their own transportation and accommodation at their own expenses.

- (2) The address of Computershare Hong Kong Investor Services Limited:

Shops 1712–1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong (For lodging share transfer documents)

17M Floor, Hopewell Centre 183 Queen's Road East
Wan Chai, Hong Kong (For lodging proxy form)

Tel: +852 2862 8555
Fax: +852 2865 0990

For the matters relating to the attendance of the EGM by A Shareholders, please refer to the notice of meeting and other relevant documents published by the Company on website of the Shanghai Stock Exchange (www.sse.com.cn).