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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)

**(I) POLL RESULTS OF THE 2018 SECOND EXTRAORDINARY
GENERAL MEETING HELD ON OCTOBER 30, 2018;
(II) CHANGE OF REGISTERED CAPITAL AND THE
AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(III) IMPLEMENTATION OF PROFIT DISTRIBUTION OF THE
COMPANY IN THE MID-TERM OF 2018**

Reference is made to the circular of CSC Financial Co., Ltd. (the “**Company**”) dated September 14, 2018 (the “**Circular**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

**(I) POLL RESULTS OF THE 2018 SECOND EXTRAORDINARY GENERAL
MEETING HELD ON OCTOBER 30, 2018**

The 2018 second extraordinary general meeting (the “**EGM**”) of the Company was held at 9:30 a.m. on Tuesday, October 30, 2018 at Shanghai Hall, Xinhai Jinjiang Hotel, 61 Jinbao Street, Dongcheng District, Beijing, PRC. The convening of the EGM was in accordance with the Company Law and the Articles of Association.

The EGM was convened by the Board. No resolution was rejected or amended at the EGM, and no new resolution was proposed at the EGM for voting and approval.

As at the date of convening the EGM, total number of issued Shares of the Company is 7,646,385,238 Shares (including 6,385,361,476 A Shares and 1,261,023,762 H Shares), which was the total number of Shares entitling the holders to attend and vote on the resolution at the EGM. A total of 17 Shareholders and proxies, holding an aggregate of 6,238,612,779 Shares with voting rights of the Company, representing approximately 81.59% of the total Shares with voting rights of the Company, have attended the EGM.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, saved as disclosed above, there were no restrictions on any Shareholders to cast votes on the resolutions proposed at the EGM. None of the Shareholders has any material interest in the matters considered at the EGM and is required to abstain from voting at the EGM. There were no Shares of the Company entitling the holders to attend the EGM but abstain from voting in favour as set out in Rule 13.40 of the Listing Rules. None of the Shareholders is required to abstain from voting on the resolutions proposed at the EGM in accordance with the Listing Rules. None of the Shareholders has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the EGM Resolutions at the EGM. All EGM Resolutions were put to vote by way of poll.

The poll results of the resolutions proposed at the EGM were as follows:

SPECIAL RESOLUTIONS		NO. OF SHARES VOTED (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the change of registered capital and the amendments to the Articles of Association.	6,238,602,679 (99.999838%)	10,100 (0.000162%)	0 (0%)
ORDINARY RESOLUTIONS		NO. OF SHARES VOTED (%)		
		FOR	AGAINST	ABSTAIN
2.	To consider and approve the implementation of profit distribution of the Company in the mid-term of 2018.	6,238,610,679 (99.999966%)	2,100 (0.000034%)	0 (0%)
3.	To consider and approve the cap on investment amount for proprietary business of the Company for 2018.	6,238,602,679 (99.999838%)	9,100 (0.000146%)	1,000 (0.000016%)

As more than two-thirds (inclusive) of the votes were cast in favour of each of the above special resolution numbered 1 and more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 2 to 3, all the above resolutions were duly passed by the Shareholders.

In compliance with the requirements of the Articles of Association and the Listing Rules, Computershare Hong Kong Investor Services Limited (the Company's H Share registrar), two representatives from the Company's Shareholders, one Supervisor of the Company and representative(s) from Beijing Tian Yuan Law Firm (the Company's PRC legal advisers) acted as the scrutineers for the vote-taking at the EGM.

The lawyers of Beijing Tian Yuan Law Firm witnessed the 2018 second EGM and certified that the convening, procedures, qualification of the attendees and voting procedures of the EGM conformed to the requirements of PRC law, regulations and the Articles of Association; qualification of the attendees of the EGM and qualification of the conveners are lawful and valid; the voting procedure and voting results of the EGM were lawful and valid.

(II) CHANGE OF REGISTERED CAPITAL AND THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the Circular relating to, among other things, the proposed amendments to the Articles of Association published by the Company on September 14, 2018. The Board announces that the proposed amendments to Articles 4, Article 20 and Article 24 of the Articles of Association were duly approved by the Shareholders at the EGM. The proposed amendments to Article 4 of the Articles of Association will take effect upon obtaining approvals from securities regulatory authorities in the PRC.

(III) IMPLEMENTATION OF PROFIT DISTRIBUTION OF THE COMPANY IN THE MID-TERM OF 2018

Information on the 2017 profit distribution plan in the mid-term of 2018

The Board announces the following information relating to the 2017 profit distribution plan in the mid-term of 2018:

The Company will distribute in the form of cash dividends, on the basis of 7,646,385,238 shares in the total issued share capital as at June 30, 2018, RMB1.80 (tax inclusive) (“**Current Dividend**”) for every 10 shares to all Shareholders, amounting to RMB1,376,349,342.84 (tax inclusive) in aggregate, representing 36.98% of net profit attributable to ordinary equity holders of the Company in the consolidated financial statements for 2017 (excluding the perpetual bond interest). The remaining undistributed profit will be carried forward to the subsequent year.

The Current Dividend is payable to Shareholders whose names appeared on the register of members of the Company on Sunday, November 11, 2018 (the “**Record Date**”). In accordance with the Articles of Association, dividends shall be calculated and declared in Renminbi. Dividends payable to A Shareholders shall be paid in Renminbi and dividends payable to H Shareholders shall be paid in Hong Kong dollars. The actual amount of H Share dividend paid in Hong Kong dollars is converted based on the average of the intermediate exchange rate for conversion of Hong Kong dollars to Renminbi as published by the People’s Bank of China for the one calendar week prior to the date convening of the EGM (HK\$1 against RMB0.88519).

The Company intends to appoint a receiving agent (the “**Receiving Agent**”) which will receive the Current Dividend declared from the Company on behalf of the H Shareholders. The Current Dividend will be paid by the Receiving Agent and the dividend warrants will be posted by the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, by ordinary mail to the registered H Shareholders who are entitled to receive the Current Dividend at their own risk on or around Monday, December 10, 2018.

Tax Relief of H Shareholders

Pursuant to the Notice of the PRC State Administration of Taxation on Issues Concerning Individual Income Tax Collection and Management after the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《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》(國稅函[2011]348號)), the dividends received by overseas resident individual shareholders from the shares issued by domestic non-foreign invested enterprises in Hong Kong are subject to the payment of individual income tax according to the items of “interests, dividend and bonus income,” which shall be withheld by the withholding agents in accordance with the relevant laws. Overseas resident individual shareholders who hold shares issued by domestic non-foreign invested enterprises in Hong Kong are entitled to relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries where they are residents and China, or the tax arrangements between the Mainland and Hong Kong (Macau). The relevant dividend tax rate under the relevant tax agreements and tax arrangements is generally 10%, and for the purpose of simplifying tax administration, domestic non-foreign invested enterprises issuing shares in Hong Kong may, when distributing dividends, generally withhold individual income tax at the rate of 10%, and are not obligated to file an application. In circumstances where the tax rate for dividends is not equal to 10%, the following provisions shall apply: (1) for citizens from countries falling under agreements subject to tax rates lower than 10%, the withholding agents will file applications on their behalf to seek entitlement to the relevant agreed-upon preferential treatments, and upon approval by the tax authorities, excessive withheld tax amounts will be refunded; (2) for citizens from countries falling under agreements subject to tax rates higher than 10% but lower than 20%, the withholding agents shall withhold individual income tax at the agreed-upon effective tax rate upon distribution of dividends (bonus), and are not obligated to file an application; (3) for citizens from countries without tax agreements or under other circumstances, the withholding agents shall withhold individual income tax at a tax rate of 20% upon distribution of dividends.

Pursuant to the regulations in the Circular Concerning Questions on Withholding and Payment of Enterprise Income Tax when PRC Resident Enterprises Distribute to Overseas Non-resident Corporate Shareholders 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》(Guo Shui Han [2008] No. 897) issued by the State Administration of Taxation, any PRC resident enterprises distributing dividends for the year of 2008 and onward to overseas non-resident corporate shareholders shall withhold enterprise income tax at a uniform rate of 10%.

Pursuant to the Notice of the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《財政部國家稅務總局證監會關於深港通股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) and the Notice of the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shanghai and Hong Kong Stock Markets (Cai Shui [2014] No. 81) (《財政部國家稅務總局證監會關於滬港通股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for dividends derived by mainland individual investors from investing in H-shares listed on the HKEX through Shenzhen Hong Kong Stock Connect, H-share companies shall withhold individual income tax at a tax rate of 20% for the investors. For mainland securities investment funds investing in Shares listed on the HKEX through Shenzhen Hong Kong Stock Connect, the above rules also apply and individual income tax shall be levied on dividends derived therefrom. Dividends derived by mainland enterprise investors from investing in shares listed on the HKEX through Shenzhen Hong Kong Stock Connect shall be included in their total revenue, and the enterprise income tax thereon may be levied according to the tax law. For dividends derived by mainland resident enterprises where the relevant H shares have been continuously held for more than 12 months, the enterprise income tax thereon may be exempt according to the tax law.

Tax Relief of A Shareholders

Pursuant to “Notice on Relevant Issues Concerning Differential Individual Income Tax Policies on Dividends and Bonuses of Listed Companies” (Cai Shui [2015] No. 101) (《關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》(財稅[2015]101號)) and “Notice on Relevant Issues Concerning the Implementation of Differential Individual Income Tax Policies on Dividends and Bonuses of Listed Companies” (Cai Shui [2012] No. 85) (《關於實施上市公司股息紅利差別化個人所得稅政策有關問題的通知》(財稅[2012]85號)), issued by the Ministry of Finance, the State Administration of Taxation and

China Securities Regulatory Commission, for the dividends and bonuses received by individual investors from listed companies, from the date when individual investors obtain the Company's stocks to the equity registration date, if the term of shareholding exceeds one year, individual income tax will be temporarily exempted; if the term of shareholding does not exceed one year (including one year), the listed company will not withhold individual income tax, and will make corresponding adjustments in accordance with the above notification requirements when individual investors transfer stocks.

For shareholders of resident enterprises, income tax dividends and bonuses is calculated and paid by itself in accordance with regulations.

For qualified foreign institutional investors (QFII), pursuant to the "Notice of the State Administration of Taxation on Relevant Issues Concerning the Payment of Dividends, Bonuses and Interests and Withholding the Enterprise Income Tax by Chinese Resident Enterprises to Qualified Foreign Institutional Investors" (Guo Shui Han [2009] No. 47) (《國家稅務總局關於中國居民企業向QFII支付股息、紅利、利息代扣代繳企業所得稅有關問題的通知》(國稅函[2009] 47號)), the listed company withholds corporate income tax at a rate of 10%. If the dividends received by QFII shareholders require to enjoy the treatment of Tax Treaty (arrangement), they may apply for tax refunds to the competent tax authorities after obtaining the dividends and bonuses in accordance with relevant regulations.

Pursuant to the "Notice of the Ministry of Finance, the State Administration of Taxation and China Securities Regulatory Commission on the Tax Policies Concerning the Pilot Programs for the Interconnection Transaction Mechanism of Shanghai-Hong Kong Stock Connect Stock Market" (Cai Shui [2014] No. 81) (《財政部國家稅務總局證監會關於滬港通股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for the dividends and bonuses received by Hong Kong market investors (including enterprises and individuals) by investing A Shares listed on the Shanghai Stock Exchange, before fulfilling the condition of provision of identities of investors, period of shareholding and other details and data to CSDC by Hong Kong Securities Clearing Co., Ltd., differential taxation policies are not implemented temporarily in accordance with the period of shareholding. Instead, the listed company withholds income tax at a rate of 10%, and handles the withholding declaration with its competent tax authorities. For Hong Kong investors who are tax residents in other countries and whose country enters into Tax Treaty with China that dividend and bonus income tax rate is less than 10%, enterprise or individual may, on its own or entrusting withholding agent, submit an application for tax treaty treatment to the competent tax authorities of the listed company. After the review by the competent tax authorities, tax refund shall be implemented based on the difference between the tax paid and the taxable amount calculated according to the tax treaty rate.

The Company will withhold payment of the relevant income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and strictly based on the Company's register of members of H Shares on the record date. The Company assumes no liability whatsoever in respect of and will not entertain any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of withholding of enterprise income tax.

In order to determine the entitlement of H Shareholders to the Current Dividend, the share register of members of the Company will be closed from Tuesday, November 6, 2018 to Sunday, November 11, 2018 (both days inclusive), during which period no transfer of shares will be registered. For the H Shareholders who wish to be entitled to receive the Current Dividend but have not yet registered, all transfer documents accompanied by the relevant share certificates must be 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, November 5, 2018.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Shanghai–Hong Kong Stock Connect and Shenzhen–Hong Kong Stock Connect will be the same as those for the H Shareholders of the Company.

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

Beijing, the PRC
October 30, 2018

As at the date of this announcement, 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. DONG Shi, Ms. ZHANG Qin, Ms. ZHU Jia, Mr. WANG Hao, Mr. WANG Bo and Mr. XU Gang; 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.