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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)

**(1) PROPOSED NON-PUBLIC ISSUANCE OF
A SHARES AND RELATED MATTERS
AND
(2) NOTICE OF THE 2019 SECOND
EXTRAORDINARY GENERAL MEETING
AND
NOTICE OF THE 2019 FIRST
H SHAREHOLDERS' CLASS MEETING**

NOTICE IS HEREBY GIVEN that the 2019 second extraordinary general meeting (the “EGM”) of CSC Financial Co., Ltd. (the “**Company**”) will be held at 9:30 a.m. on Tuesday, May 21, 2019 at the Shanghai Hall, Xinhai Jinjiang Hotel, 61 Jinbao Street, Dongcheng District, Beijing, China, to consider and, if thought fit, approve the following resolutions. 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 4, 2019.

SPECIAL RESOLUTIONS

To consider and approve:

- (1) the resolution on the fulfilment of conditions for the Non-public Issuance of A Shares by the Company;

- (2) the resolution on the Non-public Issuance of A Shares of the Company;
 - (a) class and nominal value of shares to be issued;
 - (b) issue method and time;
 - (c) target subscribers and subscription method;
 - (d) issue price and pricing principles;
 - (e) issue size;
 - (f) amount and the use of proceeds;
 - (g) lock-up period;
 - (h) listing venue;
 - (i) arrangement of accumulated profit distribution prior to the completion of the Issuance; and
 - (j) the validity period;
- (3) the resolution on formulating the Plan for the Non-public Issuance of A Shares;
- (4) the resolution on the Feasibility Report on the Use of Proceeds from the Non-public Issuance of the A Shares of the Company; and
- (5) the resolution for authorization to the Board to deal with relevant matters in relation to the Non-public Issuance with full discretion.

ORDINARY RESOLUTIONS

To consider and approve:

- (6) the resolution on the Report on the Use of Proceeds Previously Raised by the Company; and

- (7) the resolution on the dilution of current returns by the Non-public Issuance of A Shares and remedial measures.

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

Beijing, the PRC
April 4, 2019

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. 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.

Notes:

1. Eligibility for Attending the EGM 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 EGM from Friday, April 19, 2019 to Tuesday, May 21, 2019 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend the EGM, 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 (for H Shareholders) no later than 4:30 p.m. on Thursday, April 18, 2019 to complete registration. Holders of H Shares and A Shares who are registered with Computershare Hong Kong Investor Services Limited at the close of business on the aforementioned date 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, 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 (for H Shareholders), no later than 24 hours before the time fixed for the EGM (i.e. 9:30 a.m. on Monday, May 20, 2019) or 24 hours before the time of 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

- (1) Shareholder or his/her proxy shall produce proof of identity when attending the EGM
 - (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 EGM in person or by their proxies should return the completed and signed reply slip for attending the EGM in person, by post or by fax to Computershare Hong Kong Investor Services Limited (for H Shareholders) on or before Wednesday, May 1, 2019.

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 resolutions 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 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 8/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).

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).