

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.



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)

**SECOND NOTICE OF EGM AND
H SHAREHOLDERS' CLASS MEETING
TO BE HELD ON MAY 21, 2019**

Reference is made to the Notice of the 2019 Second Extraordinary General Meeting of CSC Financial Co., Ltd. (the “**Company**”) dated April 4, 2019 and the Notice of the 2019 First H Shareholders' Class Meeting of the Company dated April 4, 2019. Unless otherwise specified, capitalized terms used in this announcement shall have the same meaning as those defined in the circular of the Company dated April 4, 2019.

Pursuant to the relevant requirements of the Articles of Association of CSC Financial Co., Ltd, and as the number of the H Shares with voting rights represented by the H Shareholders who intend to attend the 2019 First H Shareholders' Class Meeting does not reach half of the total number of the H Shares with voting rights of the Company as at May 1, 2019, being the deadline for the Shareholders who intend to attend the Shareholders' meeting to return the reply slips, the Company hereby re-announces the relevant matters to be considered at the Extraordinary General Meeting and the H Shareholders' Class Meeting as follows.

Time: the 2019 Second Extraordinary General Meeting will be convened at 9:30 a.m. on Tuesday, May 21, 2019, and the 2019 First A Shareholders' Class Meeting and the 2019 First H Shareholders' Class Meeting will be convened thereafter in succession.

Venue: Shanghai Hall, Xinhai Jinjiang Hotel, No. 61 Jinbao Street, Dongcheng District, Beijing, China.

MATTERS TO BE CONSIDERED

The EGM

The following matters will be considered and, if thought fit, approved by all Shareholders at the EGM:

- (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;
- (5) the resolution for authorization to the Board to deal with relevant matters in relation to the Non-public Issuance with full discretion;
- (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.

H Shareholders' Class Meeting

The following matters will be considered and, if thought fit, approved by the H Shareholders at the H Shareholders' Class Meeting:

- (1) 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.
- (2) the resolution on formulating the Plan for the Non-public Issuance of A Shares; and
- (3) the resolution for authorization to the Board to deal with relevant matters in relation to the Non-public Issuance with full discretion.

Please refer to the relevant announcements dated April 4, 2019 for the forms of proxy of the Extraordinary General Meeting and the H Shareholders' Meeting. For details of the resolutions, please refer to the circular dated April 4, 2019.

Web Voting by Holders of A Shares

Holders of A Shares of the Company may adopt web voting. Holders of A Shares who vote at the EGM of the Company (including for, against, abstain, handled as abstain votes due to absence of voting or invalid voting in accordance with the regulations) on the resolutions by way of web voting would be deemed as casting the same vote on the corresponding resolutions at the A Shareholders' Class Meeting of the Company.

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

Beijing, the PRC
May 5, 2019

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.