
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.

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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) ELECTION OF MR. ZHENG WEI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY AND (2) NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular. Please refer to pages 8 to 10 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 documents should be returned to Computershare Hong Kong Investor Services Limited (whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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. 2:00 p.m. on Monday, October 9, 2023). 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 15, 2023

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Note: In the event of any discrepancy between the English and Chinese 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 Wednesday, August 30, 2023
“Company”	CSC Financial Co., Ltd. (中信建投証券股份有限公司), 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 “2023 Third Extraordinary General Meeting”	the 2023 third extraordinary general meeting or any adjournment thereof of the Company to be held at 2:00 p.m. on Tuesday, October 10, 2023 at Multifunction 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 on the Hong Kong Stock Exchange and traded in HK dollars
“H Shareholders”	holders of H Shares
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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” or “China”	the People’s Republic of China
“RMB” or “Renminbi”	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
“SSE”	Shanghai Stock Exchange

LETTER FROM THE BOARD



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 (*Chairman,
Executive Director*)

Mr. Li Min (*Vice Chairman,
Non-executive Director*)

Mr. Wu Ruilin (*Vice Chairman,
Non-executive Director*)

Mr. Yan Xiaolei (*Non-executive Director*)

Ms. Zhu Jia (*Non-executive Director*)

Mr. Yang Dong (*Non-executive Director*)

Ms. Wang Hua (*Non-executive Director*)

Mr. Po Wai Kwong (*Independent
Non-executive Director*)

Mr. Lai Guanrong (*Independent
Non-executive Director*)

Mr. Zhang Zheng (*Independent
Non-executive Director*)

Mr. Wu Xi (*Independent
Non-executive Director*)

Registered office in the PRC:

Unit 4, No. 66 Anli Road

Chaoyang District

Beijing

PRC

Principal place of business in the PRC:

No. 188 Chaonei Avenue

Dongcheng District

Beijing

PRC

Principal place of business in Hong Kong:

18/F, Two Exchange Square,

Central, Hong Kong

To the Shareholders:

Dear Sir or Madam,

(1) ELECTION OF MR. ZHENG WEI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

AND

(2) NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

References are made to the announcement dated August 30, 2023 in relation to the nomination of Independent Non-executive Director and the overseas regulatory announcement dated August 30, 2023 in relation to the resolutions of board meeting 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 Tuesday, October 10, 2023 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

A resolution will be proposed at the EGM to approve the resolution on election of Mr. Zheng Wei as an Independent Non-executive Director of the Company.

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

The Remuneration and Nomination Committee of the Board of the Company has reviewed and assessed the background, expertise and experience of Mr. Zheng Wei in accordance with the Board diversity policy of the Company taking into consideration different diversity factors such as gender, age, cultural and educational background, skills and professional experience, knowledge and length of service. The Remuneration and Nomination Committee of the Board is of the view that, as further described in his biographical details in this circular, he has the basic knowledge of the operation of companies listed in Hong Kong, has more than five years of economic, financial, management or other work experience necessary to perform the duties of Independent Non-executive Director, and has the ability to provide independent, fair and objective opinions on corporate affairs, and meanwhile is consistent with the Board diversity policy adopted by the Company. Therefore, his election as Independent Non-executive Director is in the best interests of the Company and Shareholders as a whole. The Board considers that he meets the independence requirements set out in Rule 3.13 of the Hong Kong Listing Rules.

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.

Resolution on Election of Mr. Zheng Wei as an Independent Non-executive Director of the Company

According to the requirements under the Articles of Association, the Board of the Company shall consist of 14 Directors, five of whom are Independent Non-executive Directors. Currently, the Company has four Independent Non-executive Directors and one vacancy thereof. In order to ensure the work continuity of the Board and the integrity of the governance structure as a corporate of the Company, in accordance with the resolution passed by the Board, Mr. Zheng Wei has been nominated as a candidate for the Independent Non-executive Director of the second session of the Board of the Company.

Mr. Zheng Wei complies with the laws and regulations and the requirements of the stock exchange listing rules for the appointment of independent non-executive directors of listed securities companies in the place of the stock exchanges where the Company's shares are listed, and there are no circumstances affecting his independence. Mr. Zheng Wei has no affiliated relationship with the substantial shareholders of the Company, nor he holds any shares of the Company, and has not been subject to any punishment by the securities regulatory authorities, the governmental authorities and the stock exchange.

LETTER FROM THE BOARD

Mr. Zheng Wei has accepted the nomination, and will officially assume office from the date the resolution on his appointment is approved at the EGM, with a term of office ending when the term of the second session of the Board of the Company expires. At the same time, the Board proposes the EGM to authorize the Board and the Board to delegate the authorization to the Company's management to handle the filing matters related to the appointment of independent non-executive director of the Company in accordance with the requirements of regulatory authorities and industrial and commercial registration authorities.

Biographical details of Mr. Zheng Wei are as follows:

Mr. Zheng Wei, born in March 1974. Mr. Zheng Wei is a professor and director of department of risk management and insurance of School of Economics of Peking University, director of the China Center for Insurance and Social Security Research, Peking University, and concurrently serves as an independent director of Hyundai Insurance (China) Company Limited, an independent director of Schroder Fund Management (China) Co., Ltd., a director of Shanghai Nanyan Information Technology Co., Ltd. and an external supervisor of PICC Reinsurance Company Limited.

Mr. Zheng Wei worked as an assistant director and associate director of department of risk management and insurance of School of Economics of Peking University, an independent director of Xinhua Life Insurance Co., Ltd., an independent director of Donghai Shipping Insurance Co., Ltd. and an external supervisor of China CITIC Bank Corporation Limited.

Mr. Zheng Wei obtained a bachelor's degree, a master degree and a doctoral degree in economics from the School of Economics of Peking University.

Other Information

Save as disclosed above, Mr. Zheng Wei has confirmed that: (i) he does not hold directorship in other listed companies, nor any position in the Company or any of its subsidiaries 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 under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Zheng Wei 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. Mr. Zheng Wei confirmed that he has satisfied the independence criteria as stipulated in Rule 3.13 of the Hong Kong Listing Rules. The Company has assessed his independence and considered that he meets the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and is independent.

LETTER FROM THE BOARD

The above resolution is hereby proposed at the EGM for approval. Upon approval of the appointment of Mr. Zheng Wei at the EGM, the Company will enter into an appointment letter with Mr. Zheng Wei. As an Independent Non-executive Director of the Company, Mr. Zheng Wei will receive a director's emolument of RMB300,000 (tax inclusive) from the Company each year, and will receive allowances for participating in Board meetings. For the specific amount, please refer to the annual report 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 enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no facts the omission of which would make any content or other matter contained in this circular misleading.

4. EXTRAORDINARY GENERAL MEETING

The 2023 Third Extraordinary General Meeting will be held at 2:00 p.m. on Tuesday, October 10, 2023 at 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 8 to 10 of this circular.

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, which is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 5, 2023 to Tuesday, October 10, 2023 (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 share certificates to Computershare Hong Kong Investor Services Limited which is at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to register before 4:30 p.m. on Wednesday, October 4, 2023. 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 Directors of the Company (if applicable) are entitled to attend the EGM.

LETTER FROM THE BOARD

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 2023 Third Extraordinary General Meeting.

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

Beijing, the PRC
September 15, 2023



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 2023 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Third Extraordinary General Meeting (the “EGM”) of CSC Financial Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Tuesday, October 10, 2023 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 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 September 15, 2023.

AS ORDINARY RESOLUTION

The resolution on election of Mr. Zheng Wei as an Independent Non-executive Director of the Company

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

Beijing, the PRC
September 15, 2023

As at the date of this notice, the executive Director of the Company is Mr. WANG Changqing; the non-executive Directors of the Company are Mr. LI Min, Mr. WU Ruilin, Mr. YAN Xiaolei, Ms. ZHU Jia, Mr. YANG Dong and Ms. WANG Hua; and the independent non-executive Directors of the Company are Mr. PO Wai Kwong, Mr. LAI Guanrong, Mr. ZHANG Zheng and Mr. WU Xi.

NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

Notes:

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

For the purpose of determining the list of Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Thursday, October 5, 2023 to Tuesday, October 10, 2023 (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 Wednesday, October 4, 2023 to complete registration. Holders of H 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.

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. 2:00 p.m. on Monday, October 9, 2023) 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

Shareholder or his/her proxy shall produce proof of identity (original) 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.
- (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.

4. VOTING BY POLL

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a Shareholders' 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.

NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

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, Wanchai, Hong Kong
(for the submission of transfer documents)

17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
(for the submission of proxy form)

Telephone: +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).