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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 2023 ANNUAL GENERAL MEETING HELD ON JUNE 28, 2024; (II) PROFIT DISTRIBUTION PLAN OF THE COMPANY IN 2023; AND (III) ELECTION OF NON-EXECUTIVE DIRECTOR**

Reference is made to the circular of CSC Financial Co., Ltd. (the “**Company**”) dated June 7, 2024 (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 2023 ANNUAL GENERAL MEETING HELD ON JUNE 28, 2024**

The 2023 annual general meeting (the “**AGM**”) of the Company was held at 2:30 p.m. on Friday, June 28, 2024 at the Conference Room, 13/F, Taikang Group Tower, Building 1, Courtyard 16, Jinghui Street, Chaoyang District, Beijing, the PRC. The AGM was convened in accordance with the Company Law and the Articles of Association of the Company.

As at the date of the AGM, there were a total of 7,756,694,797 Shares in issue (including 6,495,671,035 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 AGM (save and except such resolutions on which there are Shareholders required to abstain from voting, which are more particularly set out in this announcement). A total of 40 Shareholders and proxies, holding an aggregate of 5,613,582,151 Shares with voting rights of the Company, representing approximately 72.370801% of the total Shares with voting rights of the Company, have attended the AGM.

All Directors (including executive Directors Mr. WANG Changqing and Mr. ZOU Yingguang, non-executive Directors Mr. LI Min, Mr. WU Ruilin, Mr. YAN Xiaolei, Mr. LIU Yanming, Mr. YANG Dong and Ms. WANG Hua, as well as independent non-executive Directors Mr. PO Wai Kwong, Mr. LAI Guanrong, Mr. ZHANG Zheng, Mr. WU Xi and Mr. ZHENG Wei) attended the AGM.

As stated in the Circular, when the resolution on the expected daily related party transactions/continuing connected transactions in 2024 of the Company is considered at the AGM, Shareholders who have conflicts of interests in relation to the relevant related party/connected transaction shall abstain from voting on the related party/connected transaction. In relation to resolution number 9:

- (a) Beijing Financial Holdings Group Limited held a number of 2,684,309,017 A Shares and 93,080,000 H Shares of the Company, representing 34.61% and 1.20% of the total Shares of the Company respectively, and was required to abstain from voting on the resolution on the expected daily related party transactions/continuing connected transactions between the Company and Beijing Financial Holdings Group Limited and its acting-in-concert persons/subsidiaries in 2024. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on resolution number 9.01 at the AGM was 4,979,305,780 Shares, representing approximately 64.19% of the total number of issued Shares. The total number of Shares of Shareholders who attended and were entitled to vote on resolution number 9.01 at the AGM was 2,929,273,134 Shares, representing approximately 58.828947% of the total number of Shares entitling the Shareholders to attend and vote on resolution number 9.01 as at the date of the AGM.
- (b) Beijing Financial Holdings Group Limited held a number of 2,684,309,017 A Shares and 93,080,000 H Shares of the Company, representing 34.61% and 1.20% of the total Shares of the Company respectively, and was required to abstain from voting on the resolution on the expected daily related party transactions among the Company, Beijing Jinkong Capital Co., Ltd. and Jingquan Private Equity Fund Management (Beijing) Co., Ltd. in 2024. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on resolutions number 9.03 and number 9.04 at the AGM was 4,979,305,780 Shares, representing approximately 64.19% of the total number of issued Shares. The total number of Shares of Shareholders who attended and were entitled to vote on resolutions number 9.03 and number 9.04 at the AGM was 2,929,273,134 Shares, representing approximately 58.828947% of the total number of Shares entitling the Shareholders to attend and vote on resolutions number 9.03 and number 9.04 as at the date of the AGM.
- (c) Central Huijin Investment Ltd. held a number of 2,386,052,459 Shares of the Company, representing approximately 30.76% of the total Shares of the Company, and was required to abstain from voting on the resolution on the expected daily related party transactions among the Company, China Everbright Group Limited, China Jianyin Investment Limited and JIC Trust Co., Ltd. in 2024. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on resolutions number 9.02, number 9.05 and number 9.06 at the AGM was 5,370,642,338 Shares, representing approximately 69.24% of the total number of issued Shares. The total

number of Shares of Shareholders who attended and were entitled to vote on resolutions number 9.02, number 9.05 and number 9.06 at the AGM was 3,227,529,692 Shares, representing approximately 60.095785% of the total number of Shares entitling the Shareholders to attend and vote on resolutions number 9.02, number 9.05 and number 9.06 as at the date of the AGM.

- (d) Glasslake Holdings Limited held a number of 351,647,000 Shares of the Company, representing approximately 4.53% of the total Shares of the Company, and was required to abstain from voting on the resolution on the expected daily related party transactions between the Company and CITIC Urban Development & Operation Co., Ltd. in 2024. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on resolution number 9.07 at the AGM was 7,405,047,797 Shares, representing approximately 95.47% of the total number of issued Shares. The total number of Shares of Shareholders who attended and were entitled to vote on resolution number 9.07 at the AGM was 5,261,935,151 Shares, representing approximately 71.058760% of the total number of Shares entitling the Shareholders to attend and vote on resolution number 9.07 as at the date of the AGM.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, save as disclosed above, there were no restrictions on any Shareholders to cast votes on any of the resolutions at the AGM. None of the Shareholders has any material interest in the matters considered at the AGM and is required to abstain from voting at the AGM. There were no Shares of the Company entitling the holders to attend the AGM but abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). None of the Shareholders is required to abstain from voting on the resolutions proposed at the AGM 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 AGM resolutions at the AGM. All AGM resolutions were put to vote by way of poll.

The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		NO. OF SHARES VOTED (%)		
		FOR	AGAINST	ABSTAIN
1.	To consider and approve the 2023 Work Report of the Board of the Company	5,613,434,951 (99.997378%)	97,900 (0.001744%)	49,300 (0.000878%)
2.	To consider and approve the 2023 Work Report of the Supervisory Committee of the Company	5,613,434,951 (99.997378%)	97,900 (0.001744%)	49,300 (0.000878%)
3.	To consider and approve the 2023 Final Financial Accounts Plan of the Company	5,613,427,451 (99.997244%)	97,900 (0.001744%)	56,800 (0.001012%)
4.	To consider and approve the Profit Distribution Plan of the Company in 2023	5,613,501,751 (99.998568%)	72,900 (0.001298%)	7,500 (0.000134%)
5.	To consider and approve the 2023 annual report of the Company	5,613,427,451 (99.997244%)	97,900 (0.001744%)	56,800 (0.001012%)
6.	To consider and approve the 2023 work reports of Independent Non-executive Directors of the Company	5,613,427,451 (99.997244%)	97,900 (0.001744%)	56,800 (0.001012%)
7.	To consider and approve the 2024 Interim Profit Distribution Plan of the Company	5,613,476,751 (99.998122%)	97,900 (0.001744%)	7,500 (0.000134%)
8.	To elect Ms. Hua Shurui as a Non-executive Director of the Company	5,607,996,213 (99.900492%)	5,578,338 (0.099373%)	7,600 (0.000135%)
9.	To consider and approve the expected daily related party transactions/continuing connected transactions of the Company in 2024			
	9.01 To consider and approve the expected daily related party transactions/continuing connected transactions of the Company with Beijing Financial Holdings Group Limited and its acting-in-concert persons/subsidiaries in 2024	2,883,023,649 (98.421128%)	46,241,985 (1.578616%)	7,500 (0.000256%)
	9.02 To consider and approve the expected daily related party transactions of the Company with China Everbright Group in 2024	3,181,280,207 (98.567031%)	46,241,985 (1.432737%)	7,500 (0.000232%)

ORDINARY RESOLUTIONS		NO. OF SHARES VOTED (%)		
		FOR	AGAINST	ABSTAIN
9.03	To consider and approve the expected daily related party transactions of the Company with Beijing Jinkong Capital Co., Ltd. in 2024	2,883,023,649 (98.421128%)	46,241,985 (1.578616%)	7,500 (0.000256%)
9.04	To consider and approve the expected daily related party transactions of the Company with Jingquan Private Equity Fund Management (Beijing) Co., Ltd. in 2024	2,883,023,649 (98.421128%)	46,241,985 (1.578616%)	7,500 (0.000256%)
9.05	To consider and approve the expected daily related party transactions of the Company with China Jianyin Investment Limited in 2024	3,181,280,207 (98.567031%)	46,241,985 (1.432737%)	7,500 (0.000232%)
9.06	To consider and approve the expected daily related party transactions of the Company with JIC Trust Co., Ltd. in 2024	3,181,280,207 (98.567031%)	46,241,985 (1.432737%)	7,500 (0.000232%)
9.07	To consider and approve the expected daily related party transactions of the Company with CITIC Urban Development & Operation Co., Ltd. in 2024	5,215,685,666 (99.121056%)	46,241,985 (0.878801%)	7,500 (0.000143%)
10.	To consider and approve the reappointment of 2024 accounting firms of the Company	5,608,885,615 (99.916336%)	4,685,836 (0.083473%)	10,700 (0.000191%)

As more than half of the votes were cast in favour of each of the above ordinary resolutions, the above ordinary 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), representative from the Company's Shareholders, representative from the Company's supervisors and representative from Beijing Tian Yuan Law Firm (the Company's PRC legal advisers) jointly acted as the scrutineers for the vote-taking at the AGM.

The lawyers of Beijing Tian Yuan Law Firm witnessed the 2023 AGM and certified that the convening, procedures, qualification of the attendees and voting procedures of the AGM conformed to the requirements of PRC law, regulations and the Articles of Association; qualification of the attendees of the AGM and qualification of the conveners are lawful and valid; the voting procedure and voting results of the AGM were lawful and valid.

## **(II) PROFIT DISTRIBUTION PLAN OF THE COMPANY IN 2023**

The Company distributes in the form of cash dividends, on the basis of 7,756,694,797 Shares in the total issued share capital as of December 31, 2023, RMB2.50 (tax inclusive) for every 10 Shares to all Shareholders (the “**Dividend**”), amounting to RMB1,939,173,699.25 (tax inclusive) in aggregate, representing 32.05% of net profit (excluding interest on perpetual subordinated bonds) attributable to equity holders of the Company in the consolidated financial statements for 2023. The remaining undistributed profit will be carried forward to the subsequent year.

The Dividend will be paid to holders of H Shares whose names appeared on the register of members of the Company on Wednesday, July 10, 2024 (the “**Record Date**”). For information on the share registration date for holders of A Shares, please refer to relevant announcement issued by the Company on Shanghai Stock Exchange. In accordance with the Articles of Association, the Dividend is denominated and declared in RMB and payable in RMB to the A Shareholders and in Hong Kong dollars to the H Shareholders. The actual amount declared in Hong Kong dollars will be calculated based on the average of the intermediate exchange rate for conversion of Hong Kong dollars to RMB as announced by the People’s Bank of China one calendar week prior to the date of convening the AGM (HK\$1 against RMB0.91242), being a cash dividend of HK\$2.74 for every 10 Shares (tax inclusive).

The Company has appointed ABC Trustee Limited as the Receiving Agent (the “**Receiving Agent**”) and will pay to the Receiving Agent the Dividend of the Company declared for payment to the H Shareholders of the Company. The Dividend will be paid by the Receiving Agent. The dividend warrants are expected to be posted by Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, by ordinary post to registered H Shareholders who are entitled to receive the Dividend on or around Thursday, August 22, 2024. The risk of postal errors will be borne by the recipients.

## **Tax Relief of H Shareholders**

Pursuant to the Notice 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) (《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)) issued by the State Administration of Taxation, 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 (Guo Shui Han [2008] No. 897) (《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》(國稅函[2008]897 號)) issued by the State Administration of Taxation, any PRC resident enterprises distributing dividends for the years from 2008 to overseas non-resident corporate shareholders shall withhold enterprise income tax at a uniform rate of 10%.

Pursuant to the Notice 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) (《關於深港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)), the Announcement on the Continued Implementation of Individual Income Tax Policy of the Shanghai and Hong Kong as well as Shenzhen and Hong Kong Stock Markets Interconnection Mechanism and Mutual Recognition of Funds between the Mainland and Hong Kong (MOF announcement No. 93, 2019) (《關於繼續執行滬港、深港股票市場交易互聯互通機制和內地與香港基金互認有關個人所得稅政策的公告》(財政部公告 2019 年第 93 號)) and the Notice 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) (《關於滬港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)) issued by the Ministry of Finance, the State Administration of Taxation and CSRC, for dividends derived by mainland individual investors from investing in H-shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect or 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 Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect or 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 Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect or 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 the 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 the 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 CSRC, 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 on dividends and bonuses are calculated and paid by themselves in accordance with regulations.

For qualified foreign institutional investors (QFII), pursuant to the Notice 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) (《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)) issued by the State Administration of Taxation, the listed company withholds enterprise 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 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) (《關於滬港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)) issued by the Ministry of Finance, the State Administration of Taxation and CSRC, for the dividends and bonuses received by Hong Kong market investors (including enterprises and individuals) by investing in 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 holders of H Shares to receive the Dividend, the Share register of members of the Company will be closed from Friday, July 5, 2024 to Wednesday, July 10, 2024 (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 Dividend but have not yet registered, all transfer documents together with the relevant share certificates must be lodged with the Company's share registrar for H Shares, 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 Thursday, July 4, 2024.

The Record Date and the date of distribution of cash dividends and other arrangements for the investors of the Company through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect will be the same as those for the holders of H Shares of the Company.

### **(III) ELECTION OF NON-EXECUTIVE DIRECTOR**

Ms. HUA Shurui (“**Ms. HUA**”) was elected as Non-executive Director of the third session of the Board of the Company at the AGM. Ms. HUA has officially assumed office when the resolution on her appointment was approved at the AGM of the Company, with a term of office ending when the term of the third session of the Board of the Company expires. Upon the appointment of Ms. HUA is approved at the AGM, the Company will enter into an appointment letter with Ms. HUA. As a Non-executive Director of the Company, Ms. HUA will not receive any Director’s emolument from the Company.

The Company would like to take this opportunity to welcome Ms. HUA to join the Board.

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

Beijing, the PRC  
June 28, 2024

*As at the date of this announcement, the Executive Directors of the Company are Mr. WANG Changqing and Mr. ZOU Yingguang; the Non-executive Directors of the Company are Mr. LI Min, Mr. WU Ruilin, Mr. YAN Xiaolei, Mr. LIU Yanming, Mr. YANG Dong, Ms. HUA Shurui and Ms. WANG Hua; and the Independent Non-executive Directors of the Company are Mr. PO Wai Kwong, Mr. LAI Guanrong, Mr. ZHANG Zheng, Mr. WU Xi and Mr. ZHENG Wei.*