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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)

## CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

### RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors (the “**Board**”) of CSC Financial Co., Ltd. (the “**Company**”) hereby announces that due to the expiration of their terms of office, in order to ensure a continuous compliance of corporate governance, Mr. Dai Deming (“**Mr. Dai**”), Mr. Bai Jianjun (“**Mr. Bai**”) and Mr. Liu Qiao (“**Mr. Liu**”), the independent non-executive directors of the Company, have tendered their resignations as the independent non-executive directors of the Company and the relevant duties as committee members of the special committees of the Board (Mr. Dai resigned as the Chairman of the Audit Committee and the committee member of the Remuneration and Nomination Committee, Mr. Bai resigned as the Chairman of Remuneration and Nomination Committee and the committee member of the Risk Management Committee, Mr. Liu resigned as the committee member of the Risk Management Committee and the committee member of the Remuneration and Nomination Committee).

Mr. Dai, Mr. Bai and Mr. Liu have confirmed that they have no disagreement with the Board and there are no other matters relating to their resignations that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The resignations of Mr. Dai, Mr. Bai and Mr. Liu will take effect on the date when the three candidates of the independent non-executive directors mentioned below duly assume their duties. Prior to this, Mr. Dai, Mr. Bai and Mr. Liu will continue to perform their duties as independent non-executive directors and the relevant duties as committee members of the special committees of the Board. The Board of the Company hereby expresses its sincere gratitude to Mr. Dai, Mr. Bai and Mr. Liu for their contribution to the Company during their tenure.

## **ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board announces that Mr. Zhou Chengyue (“**Mr. Zhou**”), Mr. Zhang Zheng (“**Mr. Zhang**”) and Mr. Wu Xi (“**Mr. Wu**”) have been nominated by the Board as the candidates of the independent non-executive directors of the Company. Mr. Zhou, Mr. Zhang and Mr. Wu comply with the laws, regulations and the requirements of the stock exchange for the appointment of independent non-executive directors of listed securities companies in the place where the Company’s shares are listed. Mr. Zhou, Mr. Zhang and Mr. Wu will officially assume office when the respective resolution on appointment is approved at the extraordinary general meeting, with a term of office until the term of the second session of the Board of the Company expires.

Biographical details of Mr. Zhou are as follows:

Mr. Zhou Chengyue, born in July 1958. Mr. Zhou is currently an executive director of the China Finance Association, a member of the China Securities Investment Fund Association’s Specialized Committee on Parent Funds, a deputy director of the China Finance Association’s Professional Committee on PPP Research, and an advisor to the 8th China Bond Index Expert Steering Committee of the Central Government Bond Registration and Settlement Co.

Mr. Zhou was the director of the General Department of the Department of State Bonds of the Ministry of Finance, the director of the Department of Domestic Bonds of the Department of State Bonds and Finance, the director of the Department of State Bonds Management of the Department of State Treasury, the deputy director of the Department of State Treasury, the inspector of the Department of Finance and the chairman of board of directors of China PPP Investment Funds Co., Ltd..

Mr. Zhou holds a bachelor’s degree in economics with a major in finance from Hubei University of Finance and Economics (now Zhongnan University of Finance and Political Science and Law).

Biographical details of Mr. Zhang are as follows:

Mr. Zhang Zheng, born in August 1972, is currently a professor and deputy dean of Guanghua School of Management of Peking University. He is also an independent director of Jianxin Trust Company Limited and an independent director of Harbin Bank Limited (a company listed on the Hong Kong Stock Exchange). Mr. Zhang is also a deputy director of the Financial Management Professional Committee of the China Academy of Management Science and a deputy director of the Equity Investment Professional Committee of the China Management Modernization Research Association.

In the past three years, Mr. Zhang was an independent director of Zhejiang Jiansheng Group Company Limited (a company listed on the SSE) and an external supervisor of China Cinda Asset Management Company Limited (a company listed on the Hong Kong Stock Exchange).

Mr. Zhang holds a bachelor's degree and a master's degree in applied mathematics from Nankai University, and a doctorate degree in finance from Peking University.

Biographical details of Mr. Wu are as follows:

Mr. Wu Xi, born in November 1977, is currently a professor and dean of the School of Accounting of Central University of Finance and Economics, and is also an independent director of Trust Mutual Life Insurance Company and an independent director of Everybody Insurance Group Co. Mr. Wu is also a member of the Education and Training Committee of the China Association of Certified Public Accountants, an executive director of the Council of the China Auditing Association, and a special financial expert of UNESCO China.

Mr. Wu was the assistant dean and deputy dean of the School of Accounting of Central University of Finance and Economics. In the past three years, Mr. Wu has served as an independent director of China Publishing Media Corporation (a company listed on the SSE) and an independent director of Henan Zhongfu Industry Company Limited (a company listed on the SSE).

Mr. Wu holds a bachelor's degree in accounting from Zhejiang University of Finance and Economics (now Zhejiang University of Finance and Economics) and a master's degree and a doctorate degree in accounting from Central University of Finance and Economics.

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

Save as disclosed above, each of Mr. Zhou and Mr. Zhang and Mr. Wu 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Upon approval of the appointment of Mr. Zhou and Mr. Zhang and Mr. Wu at the extraordinary general meeting, the Company will sign appointment letters with Mr. Zhou and Mr. Zhang and Mr. Wu. As the independent non-executive Directors of the Company, each of Mr. Zhang and Mr. Wu will receive a Directors' 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. Mr. Zhou does not receive Directors' emolument and allowances from the Company for the time being.

A circular containing details of the election of independent non-executive directors and a notice of the extraordinary general meeting will be dispatched to the Shareholders in due course.

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

Beijing, the PRC  
August 9, 2022

*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. WANG Xiaolin, Ms. ZHANG Qin, Ms. ZHU Jia, Ms. Zhang Wei, Mr. Yang Dong and Ms. Wang Hua; and the independent non-executive Directors of the Company are Mr. DAI Deming, Mr. BAI Jianjun, Mr. LIU Qiao, Mr. Pu Weiguang and Mr. Lai Guanrong.*