

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated November 29, 2016 (the “**Prospectus**”) issued by CSC Financial Co., Ltd. (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the H Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States and may be offered and sold only (a) in the United States to persons who are, or to U.S. persons who are, both “**Qualified Institutional Buyers**” and “**Qualified Purchasers**” in reliance on Rule 144A or another exemption from, or in a transaction not subject to, registration under the U.S. Securities Act and (b) to non-U.S. persons outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. The Company has not intended and does not intend to make any public offer of securities in the United States. No registration has been or will be made under the United States Investment Company Act of 1940.

In connection with the Global Offering, China Securities (International) Corporate Finance Company Limited, as the stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of the H Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the H Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Sunday, January 1, 2017, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the H Shares, and therefore the price of the H Shares, could fall.



# 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)

### GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>:</b>	<b>1,130,293,500 H Shares (comprising 1,076,470,000 H Shares to be offered by the Company and 53,823,500 Sale Shares to be sold by the Selling Shareholders, subject to the Over-allotment Option)</b>
<b>Number of International Offer Shares</b>	<b>:</b>	<b>1,034,218,500 H Shares (subject to adjustment and the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>96,075,000 H Shares (subject to adjustment)</b>
<b>Maximum Offer Price</b>	<b>:</b>	<b>HK\$7.26 per H Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal Value</b>	<b>:</b>	<b>RMB1.00 per H Share</b>
<b>Stock Code</b>	<b>:</b>	<b>6066</b>

#### Joint Sponsors



#### Joint Global Coordinators and Joint Bookrunners



#### Joint Bookrunners



#### Financial Advisor



Application has been made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in (i) the H Shares to be issued pursuant to the Global Offering (including any additional H Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the H Shares to be converted from state-owned Domestic Shares and transferred to NSSF pursuant to the relevant PRC regulations relating to reductions of state-owned shares. Dealings in the H Shares on the Main Board are expected to commence at 9:00 a.m. on Friday, December 9, 2016.

The Global Offering comprises the Hong Kong Public Offering of 96,075,000 H Shares (subject to adjustment), representing approximately 8.5% of the total Offer Shares, and the International Offering of an aggregate of 1,034,218,500 H Shares (subject to adjustment and the Over-allotment Option), representing approximately 91.5% of the total Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed "Structure of the Global Offering" in the Prospectus.

The Company is expected to grant to the International Underwriters, exercisable by the Joint Representatives (on behalf of the International Underwriters), the Over-allotment Option, which will be exercisable from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue and the Selling Shareholders to sell up to an aggregate of 169,543,500 additional H Shares, representing approximately 15.0% of the initial Offer Shares, at the same price per Offer Share under the International Offering, to, among other things, cover over-allocations in the International Offering, if any.

In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.csc108.com](http://www.csc108.com) and the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Subject to the granting of the approval for listing of, and permission to deal in, the H Shares on the Hong Kong Stock Exchange and compliance with the stock admission requirements of HKSCC, the H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the H Shares on the Hong Kong Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$7.26 per Offer Share and is currently expected to be not less than HK\$6.36 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$7.26 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$7.26 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website ([www.eipo.com.hk](http://www.eipo.com.hk)) in relation to the WHITE Form eIPO.** Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **WHITE Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) under the **WHITE Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, November 29, 2016, until 12:00 noon on Friday, December 2, 2016 from:

1. the following addresses of the following Hong Kong Underwriters:

**China Securities (International) Corporate Finance Company Limited**

18/F, Two Exchange Square  
8 Connaught Place  
Central, Hong Kong

**UBS AG Hong Kong Branch**

52/F, Two International Financial Centre  
8 Finance Street  
Central, Hong Kong

**ABCI Securities Company Limited**

10/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

**ICBC International Securities Limited**

37/F, ICBC Tower  
3 Garden Road  
Hong Kong

**BOCI Asia Limited**

26/F, Bank of China Tower  
1 Garden Road  
Hong Kong

**BOCOM International Securities Limited**

9th Floor, Man Yee Building  
68 Des Voeux Road Central  
Hong Kong

**CCB International Capital Limited**

12/F, CCB Tower  
3 Connaught Road Central  
Hong Kong

**Deutsche Bank AG, Hong Kong Branch**

52/F, International Commerce Centre  
1 Austin Road West  
Kowloon, Hong Kong

**SPDB International Capital Limited**

Room 1005B-06A  
10/F, Bank of America Tower  
12 Harcourt Road  
Central, Hong Kong

**CMB International Capital Limited**

Units 1803-04, 18/F, Bank of America Tower  
12 Harcourt Road  
Central, Hong Kong

**China Galaxy International Securities (Hong Kong) Co., Limited**

Units 3501-7 & 3513-14  
35/F, Cosco Tower  
183 Queen's Road Central  
Hong Kong

**China Merchants Securities (HK) Co., Limited**

48/F, One Exchange Square  
Central, Hong Kong

**China Everbright Securities (HK) Limited**

24/F, Lee Garden One  
33 Hysan Avenue  
Causeway Bay, Hong Kong

**Haitong International Securities Company Limited**

22/F, Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

**GF Securities (Hong Kong) Brokerage Limited**

29-30/F, Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

**SSIF Securities Limited**

Unit A, 29/F, Tower 1, Admiralty Center  
 18 Harcourt Road  
 Admiralty, Hong Kong

**Guotai Junan Securities (Hong Kong) Limited**

27/F, Low Block, Grand Millennium Plaza  
 181 Queen's Road Central  
 Hong Kong

**Zhongtai International Securities Limited**

7th Floor, Li Po Chun Chambers  
 189 Des Voeux Road Central  
 Hong Kong

**Guosen Securities (HK) Capital Company Limited**

42/F, Two International Finance Centre  
 8 Finance Street  
 Central, Hong Kong

**Dongxing Securities (Hong Kong) Company Limited**

6805–6806A, International Commerce Centre  
 1 Austin Road West  
 Kowloon, Hong Kong

2. any of the following branches of the receiving bank(s):

**Bank of China (Hong Kong) Limited**

<b>District</b>	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch	3/F, 1 Garden Road
	Sheung Wan Branch	Shop 1–4, G/F, Tung Hip Commercial Building, 244–248 Des Voeux Road Central
<b>Kowloon</b>	Mong Kok Branch	589 Nathan Road, Mong Kok
	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
<b>New Territories</b>	Metro City Branch	Shop 209, Level 2, Metro City Phase 1, Tseung Kwan O
	Tuen Mun San Hui Branch	G13–G14 Eldo Court, Heung Sze Wui Road, Tuen Mun
	Shatin Branch	Shop 20, Level 1, Lucky Plaza, 1–15 Wang Pok Street, Sha Tin

**Bank of Communications Co., Ltd. Hong Kong Branch**

<b>District</b>	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Wanchai Sub-Branch	Shop B on G/F., Johnston Court, 32–34 Johnston Road
	Kennedy Town Sub-Branch	G/F., 113–119 Belcher’s Street, Kennedy Town
<b>Kowloon</b>	Shamshuipo Sub-Branch	Shop G1–G3, G11–G13, G19–G21, G/F., Golden Centre, 94 Yen Chow Street, Sham Shui Po
<b>New Territories</b>	Fanling Sub-Branch	Shop No. 84A–84B, G/F., Flora Plaza, Fanling

**Industrial and Commercial Bank of China (Asia) Limited**

<b>District</b>	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Causeway Bay Branch	Shop A on G/F, 1/F, Hennessy Apartments, 488 & 490 Hennessy Road, Hong Kong
<b>Kowloon</b>	Tsimshatsui East Branch	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsimshatsui, Kowloon
	Kwun Tong Branch	Shop 5 & 6, 1/F, Crocodile Center, 79 Hoi Yuen Road, Kwun Tong, Kowloon

**China CITIC Bank International Limited**

<b>District</b>	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	Des Voeux Road Central Branch	G/F, The Chinese Bank Building, 61–65 Des Voeux Road Central, Hong Kong
<b>Kowloon</b>	Jordan Branch	Shop 1 of G/F and 1/F, Austin Plaza, 83 Austin Road, Jordan, Kowloon
<b>New Territories</b>	Tsuen Wan Branch	Shop C on G/F & 1/F, Shui Sang Building, 13–19 Chung On Street, Tsuen Wan, New Territories

**Wing Lung Bank Limited**

<b>District</b>	<b>Branch</b>	<b>Address</b>
<b>Hong Kong Island</b>	North Point Branch	361 King’s Road
<b>Kowloon</b>	Tsim Sha Tsui Branch	4 Carnarvon Road
<b>New Territories</b>	Sheung Shui Branch	128 San Fung Avenue

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, November 29, 2016 until 12:00 noon on Friday, December 2, 2016 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — CSC FINANCIAL PUBLIC OFFER" attached should be deposited in the special collection boxes provided at any of the branches referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **WHITE Form eIPO** may submit applications through the **WHITE Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Tuesday, November 29, 2016 until 11:30 a.m. on Friday, December 2, 2016 or such later time as described in the section "How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, November 29, 2016 until 12:00 noon on Friday, December 2, 2016 or such later time as described in the section "How to Apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections "Structure of the Global Offering" and "How to Apply for the Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and (iv) on the Company's website ([www.csc108.com](http://www.csc108.com)) on or before Thursday, December 8, 2016. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, December 8, 2016 as described in the section headed "How to Apply for the Hong Kong Offer Shares — 11. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, December 9, 2016 provided that the Global Offering has become unconditional and the right of termination described in the section "Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination" in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the H Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Friday, December 9, 2016. The H Shares will be traded in board lots of 500 H Shares each. The stock code of the Company is 6066.

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

Hong Kong, November 29, 2016



*As of the date of this announcement, the executive Directors of the Company are Mr. WANG Changqing and Mr. QI Liang; the non-executive Directors of the Company are Mr. YU Zhongfu, Ms. HU Donghui, Mr. WANG Chenyang, Mr. WANG Shouye, Mr. LIU Dingping, Ms. WANG Shumin and Mr. QIU Jianyang; 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.*

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*