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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 securities broker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Central China Securities Co., Ltd., you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, securities broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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中州证券

Central China Securities Co., Ltd.

(a joint stock company incorporated in 2002 in Henan Province, the People's Republic of China with limited liability under the Chinese corporate name “中原证券股份有限公司” and carrying on business in Hong Kong as “中州证券”)
(Stock Code: 01375)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROFIT DISTRIBUTION PLAN FOR THE FIRST HALF OF 2021
PROPOSED APPOINTMENT OF MEMBERS OF THE SEVENTH SESSION OF
THE BOARD
PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE
SUPERVISORS OF THE SEVENTH SESSION OF
THE SUPERVISORY COMMITTEE
AND
NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING**

Letter from the Board is set out on pages 3 to 18 of this circular.

The EGM will be held by the Company at 9:30 a.m. on Tuesday, 9 November 2021 at Guangzhou Pearl River Hotel Conference Center, No. 2 Siyou Yima Road, Yuexiu District, Guangzhou City, Guangdong Province, the PRC. The notice of the EGM is set out on pages 19 to 22 of this circular.

The applicable proxy form for the EGM is attached to this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the applicable proxy form in accordance with the instructions printed thereon as soon as possible. In case of holders of H Shares, the proxy form shall be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event, not less than 24 hours before the time scheduled for holding the EGM or any adjournment thereof (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the relevant meetings or any adjournment thereof if you so desire.

20 October 2021

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DEFINITIONS

In this circular, unless the context otherwise requires, the expressions below have the meanings assigned:

“A Share(s)”	domestic listed ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed and traded on the Shanghai Stock Exchange
“Anyang Iron & Steel Group”	Anyang Iron & Steel Group Co., Ltd. (安陽鋼鐵集團有限責任公司)
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of the Directors of the Company
“Company”	Central China Securities Co., Ltd. (中原證券股份有限公司) (carrying on business in Hong Kong as “中州證券”), a joint stock company incorporated on 8 November 2002 in Henan Province, the PRC with limited liability, the H Shares and A Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 01375) and the Shanghai Stock Exchange (stock code: 601375), respectively
“Director(s)”	the director(s) of the Company
“EGM”	the 2021 first extraordinary general meeting (or any adjournment thereof) of the Company to be held at 9:30 a.m. on Tuesday, 9 November 2021 at Guangzhou Pearl River Hotel Conference Center, No. 2 Siyou Yima Road, Yuexiu District, Guangzhou City, Guangdong Province, the PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed and traded on the Main Board of the Hong Kong Stock Exchange

DEFINITIONS

“H Shareholder(s)”	holder(s) of H Shares
“Henan Provincial Government”	Henan Provincial People’s Government (河南省人民政府)
“Henan Investment Group”	Henan Investment Group Co., Ltd. (河南投資集團有限公司)
“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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	15 October 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Ministry of Finance”	Ministry of Finance of the People’s Republic of China
“PRC” or “China”	the People’s Republic of China
“RMB”	the lawful currency of the PRC, Renminbi, the basic unit of which is “yuan”
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including A Shares and H Shares
“Shareholder(s)”	the shareholder(s) of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

LETTER FROM THE BOARD



中州证券

Central China Securities Co., Ltd.

(a joint stock company incorporated in 2002 in Henan Province, the People's Republic of China with limited liability under the Chinese corporate name “中原证券股份有限公司” and carrying on business in Hong Kong as “中州证券”)

(Stock Code: 01375)

Executive Director:

Mr. JIAN Mingjun (*Chairman*)

Non-executive Directors:

Mr. LI Xingjia

Mr. WANG Lixin

Mr. TIAN Shengchun

Mr. ZHANG Xiaoqi

Mr. LU Benson Cheng

Independent Non-executive Directors:

Mr. YU Xugang

Ms. ZHANG Dongming

Mr. CHEN Zhiyong

Mr. TSANG Sung

Registered Address in the PRC:

No. 10 Shangwu Waihuan Road

Zhengdong New District

Zhengzhou, Henan Province

China

Headquarters/Principal Place of

Business in the PRC:

No. 10 Shangwu Waihuan Road

Zhengdong New District

Zhengzhou, Henan Province

China

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

20 October 2021

To the Shareholders

Dear Sir and Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROFIT DISTRIBUTION PLAN FOR THE FIRST HALF OF 2021
PROPOSED APPOINTMENT OF MEMBERS OF THE SEVENTH SESSION OF
THE BOARD
PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE
SUPERVISORS OF THE SEVENTH SESSION OF
THE SUPERVISORY COMMITTEE
AND
NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING**

LETTER FROM THE BOARD

I. INTRODUCTION

At the EGM, among other things, special resolution will be proposed to approve (1) proposed amendments to the Articles of Association, and ordinary resolutions will be proposed to approve (2) the profit distribution plan for the first half of 2021; (3) proposed appointment of members of the Seventh Session of the Board; and (4) proposed appointment of non-employee representatives Supervisors of the Seventh Session of the Supervisory Committee.

The purpose of this circular is to provide you with details of the aforementioned matters, and to set out the notice of the EGM.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 10 August 2021 in relation to the proposed amendment to the Articles of Association.

Pursuant to the relevant requirements of the Work Outline for Culture Construction in Securities Fund Industry and Prevention of Moral Hazard (Abstract) (《建設證券基金行業文化、防範道德風險工作綱要（摘要）》) issued by China Securities Regulatory Commission and taking into account the actual conditions of the Company, the Board resolved at the meeting held on 10 August 2021 to propose the amendments to certain articles of the Articles of Association. The following sets out the details of proposed amendments to the Articles of Association:

LETTER FROM THE BOARD

Before Amendment	After Amendment
<p>Article 183 The Board shall be accountable to the general meeting and exercise the following functions and powers:</p> <p>.....</p> <p>(XIX) to exercise other functions and powers as stipulated by laws and regulations, departmental rules, regulatory documents or Articles of Association.</p> <p>.....</p>	<p>Article 183 The Board shall be accountable to the general meeting and exercise the following functions and powers:</p> <p>.....</p> <p>(XIX) <u>to determine the objectives of Company's culture construction and shall be liable to the effectiveness of the Company's culture construction;</u></p> <p>(XX) to exercise other functions and powers as stipulated by laws and regulations, departmental rules, regulatory documents or Articles of Association.</p> <p>.....</p>
<p>Article 219 The president shall be accountable to the Board and exercise the following functions and powers:</p> <p>.....</p> <p>(VIII) to exercise other functions and powers conferred in the Articles of Association and by the Board.</p>	<p>Article 219 The president shall be accountable to the Board and exercise the following functions and powers:</p> <p>.....</p> <p>(VIII) to exercise other functions and powers conferred in the Articles of Association and by the Board.</p> <p><u>The senior management of the Company shall be liable to the implementation of culture construction, promote culture construction work, establish and adjust management structure of culture construction, and formulate ideas of culture construction and its management methods.</u></p>

Save for the aforementioned articles, the contents of other articles in the Articles of Association remain unchanged.

LETTER FROM THE BOARD

The English version of the Articles of Association is an informal translation of the Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the approval by the Shareholders at the EGM by way of special resolution.

III. PROFIT DISTRIBUTION PLAN FOR THE FIRST HALF OF 2021

According to the 2021 interim financial statements of the Company (unaudited), the Company achieved a net profit attributable to owners of the parent company of RMB228,961,700.48 for the first half of 2021. After the withdrawal of the surplus reserve and various risk reserves, and plus the undistributed profits at the beginning of this year, the accumulated distributable profit amounted to RMB157,682,349.05 as of 30 June 2021.

As approved by the Board, the Company proposes to distribute a cash dividend for the first half of 2021 (interim dividend) of RMB0.17 (tax inclusive) for every 10 Shares to all Shareholders whose names appear on the register of members of the Company on the record date, based on the number of total issued Shares of the Company on the record date for payment of the cash dividend. The cash dividend proposed to be distributed totals RMB78,929,039.90 (tax inclusive), representing 34.47% of the net profit attributable to owners of the parent company for the first half of 2021 and 50.06% of the accumulated distributable profit. In the event of change in total share capital of the Company after the date of the Board meeting approving the profit distribution plan for the first half of 2021 and before the record date for payment of the cash dividend, the total distribution amount will be kept unchanged and the rate will be adjusted accordingly. No capital reserves will be converted into share capital and no bonus shares will be issued by the Company for the first half of 2021.

On 27 August 2021, the Board approved and resolved to propose to the Shareholders to consider and, if thought fit, approve the profit distribution plan of the Company for the first half of 2021 at the EGM by way of ordinary resolution. After the profit distribution plan of the Company for the first half of 2021 is considered and approved by the EGM, payment of the first half of 2021 cash dividend is expected to be made before 31 December 2021. The Company will publish separate announcement on the record date and book closure period for the payment of the dividends to H Shareholders, as well as the record date and the payment date in relation to the distribution to A Shareholders in due course.

LETTER FROM THE BOARD

IV. PROPOSED APPOINTMENT OF MEMBERS OF THE SEVENTH SESSION OF THE BOARD

Reference is made to the announcement of the Company dated 15 October 2021, among other things, in relation to the proposed appointment of members of the Seventh Session of the Board.

Given that the term of office of Directors of the Sixth Session of the Board of the Company will expire on 16 October 2021, relevant resolution was passed at a meeting of the Board held on 15 October 2021 to propose the re-election of Mr. Jian Mingjun as an executive Director of the Seventh Session of the Board, the re-election of Mr. Li Xingjia, Mr. Wang Lixin, Mr. Tian Shengchun, Mr. Zhang Xiaoqi and Mr. Lu Benson Cheng as non-executive Directors of the Seventh Session of the Board, the re-election of Mr. Yu Xugang, Ms. Zhang Dongming, Mr. Chen Zhiyong and Mr. Tsang Sung as independent non-executive Directors of the Seventh Session of the Board, and the new appointment of Ms. Zhang Qiuyun as a non-executive Director of the Seventh Session of the Board.

The aforementioned nomination of independent non-executive Directors is subject to the preliminary review by the Remuneration and Nomination Committee under the Board, and is proposed by the Board and will be submitted to the EGM for election in accordance with the Articles of Association. Having considered the independence confirmation provided by Mr. Yu Xugang, Ms. Zhang Dongming, Mr. Chen Zhiyong and Mr. Tsang Sung to the Company pursuant to Rule 3.13 of the Hong Kong Listing Rules and their skills, background, knowledge and experience, the Board proposed to appoint Mr. Yu Xugang, Ms. Zhang Dongming, Mr. Chen Zhiyong and Mr. Tsang Sung as independent non-executive Directors of the Seventh Session of the Board and is satisfied with their independence as independent non-executive Directors. Mr. Yu Xugang is a senior partner at Beijing Dentons Law Offices, LLP. He has expertise in legal and corporate management, and has extensive professional and practical experience. Ms. Zhang Dongming is a retired researcher of the Chinese Academy of Fiscal Sciences and has extensive experience in accounting, auditing and taxation. Mr. Chen Zhiyong has extensive experience in different fields, including professional studies in finance, professional studies in taxation, budget and accounting research, and has rich experience in international cultural exchange and enjoys special government allowance of the State Council. Mr. Tsang Sung has extensive experience in strategic management, corporate operation and human resources management and has extensive international banking and financial management capabilities. In addition, the cultural and educational background, professional experience, skills, knowledge and practice of Mr. Yu Xugang, Ms. Zhang Dongming, Mr. Chen Zhiyong and Mr. Tsang Sung enable them to provide relevant valuable insights and contribute to the diversity of the Board.

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Biography details of each of the Director candidates of the Seventh Session of the Board are set out as follows:

Candidate for Executive Director

Mr. Jian Mingjun, born in March 1963, is an alternate member of the Commission of Communist Party of Henan Province and a standing committee member of Henan Provincial People's Congress. He holds a doctoral degree in economics. He is a senior accountant, a Model Worker of Henan Province, and an expert who is entitled to the special allowances of the State Council. He is currently the secretary to the Party Committee, the Chairman and an executive Director of the Company. He has been an officer in the Comprehensive Plan Office of the Ministry of Finance, the deputy director of the General Office of the Finance Department of Henan Province, the standing vice president of ASIA (Group) Accounting Firm (亞太會計集團), the director of the General Office of the Finance Department of Henan Province and the chairman of the State-owned Enterprises Supervisory Committee of the Henan Provincial Government. Currently, he also served as a director of the Securities Association of China and the president of the Securities, Futures and Fund Association of Henan Province. He served as the President of the Company from October 2008 to August 2012, and has served as the Chairman and an executive Director of the Company since August 2012 and the secretary to the Party Committee of the Company since November 2014.

Mr. Jian Mingjun graduated from Zhongnan University of Economics and Law (中南財經政法大學) (formerly known as Zhongnan University of Economics (中南財經大學)) majoring in public finance and obtained a bachelor's degree in economics in July 1985. He was admitted exceptionally by the Research Institute for Fiscal Science of the Ministry of Finance (財政部財政科學研究所) as a doctoral student in public finance in September 1997 and obtained a doctoral degree in economics in July 2000.

As at the Latest Practicable Date, Mr. Jian Mingjun has interests in the Shares of the Company within the meaning of Part XV of the SFO as below:

Class of Shares	Nature of interest	Number of Shares held (Shares)	Percentage of	Percentage of	Long position/ short position
			the Company's total number of issued Shares (%)	the Company's total issued H Shares (%)	
H Shares	Beneficial owner	750,000	0.016	0.063	Long position
	Beneficiary of a trust	539,754	0.012	0.045	Long position

LETTER FROM THE BOARD

Candidates for Non-executive Directors

Mr. Li Xingjia, born in July 1964, holds a master's degree in engineering. He currently serves as a non-executive Director of the Company and a director and deputy general manager of Henan Investment Group. He has worked in Henan Planned Economy Committee, Henan Planning Commission and Henan Development and Reform Commission as an officer, a managing officer and the deputy division head. He has served in Henan Construction and Investment Corporation (河南省建設投資總公司) as the chief economist and deputy general manager, while serving as the chairman of the board of Henan Yuneng Holdings Company Limited (河南豫能控股股份有限公司). He has also worked in Henan Investment Group as the temporary officer responsible for asset management department I, the chief technology officer and the deputy general manager. He has served as a non-executive Director of the Company since June 2008 and a director and deputy general manager of Henan Investment Group since September 2011.

Mr. Li Xingjia obtained a bachelor's degree in engineering from Harbin Architectural and Civil Engineering Institute (哈爾濱建築工程學院) in July 1984 and obtained a master's degree of engineering from University of Jinan (濟南大學) in July 2011.

Ms. Zhang Qiuyun, born in February 1972, holds a doctoral degree in economics. She currently serves as a Supervisor of the Company. She successively served as a teacher in Kaifeng No. 1 Middle School, the deputy investigator and the deputy director of the Finance Division of Henan Development and Reform Commission and the secretary to the Party Branch of Henan Academy of Macroeconomic Research, and the deputy managing director of the Management Committee of Zhengzhou Section of China (Henan) Pilot Free Trade Zone. She has served as the director of the Financial Management Department of Henan Investment Group since June 2019. She has been serving as a Supervisor of the Company since June 2020.

Ms. Zhang Qiuyun obtained a master's degree in economics from the School of Economics and Trade, Henan University (河南大學) in June 2001, and obtained a doctoral degree in economics from Fudan University (復旦大學) in June 2004.

Mr. Wang Lixin, born in January 1966, holds a master's degree in economics. He is currently a non-executive Director of the Company, a director and the deputy general manager of Bohai Industrial Investment Fund Management Co., Ltd. (渤海產業投資基金管理有限公司) He served as the assistant manager of the general office and overseas banking department of Bank of China (中國銀行), the vice president of Beijing Representative Office at BOC International Holdings Limited (中銀國際控股有限公司), an executive director and the managing director of BOCI Securities Limited (中銀國際證券有限公司), the managing director of the investment banking department of Credit Suisse Founder Securities Limited (瑞信方正證券有限公司), the director of the investment banking department of UBS Securities Co. Limited (瑞銀證券有限責任

LETTER FROM THE BOARD

公司), and the managing director of the direct investment department of BOC International Holdings Limited (中銀國際控股有限公司). He has served as a non-executive Director of the Company since September 2014.

Mr. Wang Lixin graduated from Peking University (北京大學) with a bachelor's degree in economics in July 1986 and obtained a master's degree in economics from Peking University in January 1989.

Mr. Tian Shengchun, born in October 1975, holds a master's degree in engineering and is a senior engineer. He is currently a non-executive Director of the Company and the deputy director of the planning and development department of Anyang Iron & Steel Group. He began to work in 1998, and successively served in Anyang Iron & Steel Group No. 4 Steel Mill (安鋼集團第四軋鋼廠) as an assistant engineer, engineer, officer and the deputy director of the general office, the investment administrator of the investment management division of the planning department, the director of the external investment management office of the strategic investment division, the director of the policy research office of the planning and development department and the chief Level II management expert. He has served as a non-executive Director of the Company since October 2018.

Mr. Tian Shengchun obtained a bachelor's degree in engineering from Baotou Steel and Iron Institute (包頭鋼鐵學院) in July 1998, and obtained a master's degree in engineering from the University of Science and Technology Beijing (北京科技大學) in June 2013.

Mr. Zhang Xiaoqi, born in November 1985, holds a bachelor's degree in commerce. He is a non-executive Director of the Company and a director and the deputy general manager of Beijing Maoyuan Capital Investment Management Co., Ltd. (北京懋源資本投資管理有限公司). He served as a staff of the index division of Shenzhen Securities Information Co., Ltd. (深圳證券信息有限公司), a subsidiary of the Shenzhen Stock Exchange, and a project manager of Beijing Maoyuan Investment Co., Ltd. (北京懋源投資有限公司). He has served as a non-executive Director of the Company since September 2015.

Mr. Zhang Xiaoqi graduated from the Rotman Business School of University of Toronto in Canada, majoring in commerce, accounting and finance and obtained a bachelor's degree in commerce in June 2008.

Mr. Lu Benson Cheng, born in September 1982, holds an EMBA degree. He is currently a non-executive Director of the Company and the managing director of Zhuhai Rongze Tongyuan Investment Management Partnership (Limited Partnership) (珠海融澤通遠投資管理合夥企業(有限合伙)). He served as an analyst in the investment banking department of Morgan Stanley Asia, the executive director in the investment department of Goldman Sachs (Asia) Special Situations

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Group, the managing director of ICBC International Holdings Co., Ltd. (工銀國際控股有限公司), and the managing director of Tianjin ICBC International Investment Advisory Partnership (Limited Partnership) (天津工銀國際投資顧問合夥企業(有限合夥)). He has served as a non-executive Director of the Company since November 2018.

Mr. Lu Benson Cheng obtained a bachelor's degree in science from University of California, Berkeley in the U.S. in December 2003 and obtained an EMBA degree from the PBC School of Finance, Tsinghua University (清華大學) in January 2016.

Candidates for Independent Non-executive Directors

Mr. Yu Xugang, born in June 1968, holds a doctoral degree in law. He is an independent non-executive Director of the Company. He successively served as a partner at Beijing Dentons Law Offices, LLP (北京大成律師事務所) and a senior partner at Beijing Dentons Law Offices, LLP. He has been an independent director of Dafeng Port Heshun Technology Company Limited (大豐港和順科技股份有限公司) (the shares of which are listed on the Hong Kong Stock Exchange, stock code: 08310) since May 2016, and an independent director of Huachuang Yang'an Co., Ltd. (華創陽安股份有限公司) (the shares of which are listed on the Shanghai Stock Exchange, stock code: 600155) since December 2016. He has served as an independent non-executive Director of the Company since December 2015.

Mr. Yu Xugang obtained a bachelor's degree in law from China University of Political Science and Law (中國政法大學) in July 1990, a bachelor's degree in law from Peking University in July 1998, and a doctoral degree in law from Peking University in July 2001.

Ms. Zhang Dongming, born in June 1953, holds a doctoral degree in finance. She is currently an independent non-executive Director of the Company and a retired researcher of Chinese Academy of Fiscal Sciences (中國財政科學研究院) (formerly known as the Research Institute for Fiscal Science of the Ministry of Finance). She successively served as a worker of Mudanjiang Air Force May Seventh Cadre School (牡丹江空軍五七幹校) and an officer of the Industrial Transport Department of Dongcheng District, Beijing City. She also served in the Research Institute for Fiscal Science of the Ministry of Finance as the section chief of the Graduate Faculty, the deputy division head and the division head of the Academic Affairs Office, a senior economist and a researcher, and a researcher of the Foreign Financial Research Center. She has served as an independent non-executive Director of the Company since October 2018.

Ms. Zhang Dongming obtained a bachelor's degree in Philosophy from Renmin University of China (中國人民大學) in January 1982, and a doctoral degree in finance from the Research Institute for Fiscal Science of the Ministry of Finance in July 2000.

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Mr. Chen Zhiyong, born in April 1958, holds a doctoral degree in economics. He is currently an independent non-executive Director of the Company and a professor and doctoral supervisor of Zhongnan University of Economics and Law. He graduated from Zhongnan University of Economics with a master's degree in 1987, majoring in finance, and stayed for teaching in the same year. He has served as the head of the Department of Finance and the vice president and the president of the School of Public Finance and Taxation in Zhongnan University of Economics and Law. He is currently a head member of the Public Finance Professional Committee under the Higher Financial & Economic Education Branch of Chinese Association of Higher Education, the deputy chairman of the National University Financial Education Research Association, a member of China National Guidance Committee for Master Education of Taxation, a standing director of Hubei Finance Institute, the deputy chairman of Hubei Budget and Accounting Research Institute, the deputy chairman of Hubei Tax Institute and a director of Hubei International Cultural Exchange Center. He is entitled to the special government allowance of the State Council. He has served as an independent non-executive Director of the Company since June 2021.

Mr. Chen Zhiyong obtained a doctoral degree in economics from Zhongnan University of Economics and Law in July 2002.

Mr. Tsang Sung, born in July 1972, holds a master's degree in Business Administration (International Banking and Finance). He is currently an independent non-executive Director of the Company, the Vice Chairman of Esquel China Holdings Limited and the Managing Director (Group Human Resources) of Esquel Group. He started to work in October 1996 and gained extensive experience in strategic management, business operation and human resources management. He has served as the Assistant to Chairman (Asia Pacific) and the China Country Manager of American Appraisal Limited, the Director of Operation of CampusALL Company Limited, and the Vice President of The 8th Network Corporation. He joined Esquel Group since 2002 and has served in various positions including general manager in respective subsidiaries in China, Chief Human Resources Officer and Managing Director of Global Sales. He has served as an independent non-executive Director of the Company since June 2021.

Mr. Tsang Sung obtained a bachelor's degree in Business Administration from the Chinese University of Hong Kong in June 1994, and a master's degree in Business Administration (International Banking and Finance) from the University of Birmingham, United Kingdom in September 1996.

Save as disclosed above, as at the Latest Practicable Date, each of the Director candidates of the Seventh Session of the Board has confirmed that (i) he/she has not held any position of the Group nor any directorship in other listed companies for the past three years; (ii) he/she does not

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have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) he/she does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, each of the Director candidates of the Seventh Session of the Board has confirmed that there is no matter in relation to their respective re-election or appointment that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, and there is no other matter in relation to their respective re-election or appointment that needs to be brought to the attention of the Shareholders.

According to the relevant laws and regulations and the Articles of Association, the above-mentioned proposed appointment of the Directors of the Seventh Session of the Board shall take effect upon the approval of the Shareholders at the EGM. The term of office of the Directors of the Seventh Session of the Board shall be three years, commencing from the date when relevant resolutions are approved at the EGM. In order to ensure the normal operation of the Board, the Sixth Session of the Board will continue to perform its duties in accordance with the Company Law of the People's Republic of China and the Articles of Association and other relevant provisions until the completion of the election of new session of the Board. The remunerations of the internal Directors (i.e. the executive Directors) shall be determined according to the resolutions of the previous general meetings of the Company on remuneration of the Directors and such factors as the Company's operating results, job responsibilities, work performance and market environment. The remunerations of the external Directors (i.e. the non-executive Directors and independent non-executive Directors) shall be proposed by the Board's Remuneration and Nomination Committee according to the industry and market conditions, which have been implemented after approval by the previous general meetings of the Company. After the appointment of the Directors of the Seventh Session of the Board takes effect, the Company will enter into a service contract with each of them.

V. PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE

Reference is made to the announcement of the Company dated 15 October 2021, among other things, in relation to the proposed appointment of non-employee representative Supervisors of the Seventh Session of the Supervisory Committee.

Given that the term of office of Supervisors of the Sixth Session of the Supervisory Committee will expire on 16 October 2021, relevant resolution was passed at a meeting of the Supervisory Committee held on 15 October 2021 to propose the re-election of Mr. Lu Zhili and Mr. Zhang Xiansheng as the Supervisors of the Seventh Session of the Supervisory Committee, the

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re-election of Ms. Xiang Siying and Mr. Xia Xiaoning as the independent Supervisors of the Seventh Session of the Supervisory Committee, and the new appointment of Mr. Wei Zhihao and Mr. Zhang Bo as the Supervisors of the Seventh Session of the Supervisory Committee.

Ms. Zhang Qiuyun and Mr. Xie Junsheng, Supervisors of the Sixth Session of the Supervisory Committee, will cease to serve as the Supervisors after the conclusion of the EGM. Each of Ms. Zhang Qiuyun and Mr. Xie Junsheng has confirmed that he/she has no disagreement with the Supervisory Committee and the Board, and there is no other matter that needs to be brought to the attention of the Shareholders.

Biography details of each of the candidates for non-employee representative Supervisors of the Seventh Session of the Supervisory Committee are set out as follows:

Candidates for Supervisors

Mr. Lu Zhili, born in November 1966, holds a master's degree of economics and is a senior economist. He is currently the Chairman of the Supervisory Committee of the Company. He served as the manager and assistant to general manager of the securities issuance department, and the chairman of the research department of Henan Securities Co., Ltd. (河南證券有限責任公司). He served as the Vice President of the Company from November 2002 to March 2013, the Standing Vice President of the Company from March 2013 to September 2015. He has served as the Chairman of the Supervisory Committee of the Company since September 2015.

Mr. Lu Zhili obtained a bachelor's degree in physics from Henan Normal University (河南師範大學) in July 1989, majoring in physics, and obtained a master's degree in economics majoring in national economics from Shanghai University of Finance and Economics (上海財經大學) in February 2001.

Mr. Wei Zhihao, born in May 1980, holds a master's degree of engineering and is a senior auditor. He served as the deputy section chief and the section chief of Information Center of Henan Provincial Audit Department, and the deputy director of Computer Audit Center of Henan Provincial Audit Department. He served as the deputy director of the Audit Department of Henan Investment Group from September 2019 to November 2020. He has served as the director of the Audit Department of Henan Investment Group since November 2020.

Mr. Wei Zhihao obtained a bachelor's degree in management from Henan University of Finance and Economics (河南財經學院) in July 2002. He studied in the on-the-job postgraduate class of Computer Technology in School of Computer Science and Technology of Huazhong University of Science and Technology (華中科技大學) and obtained a master's degree of engineering in December 2007.

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Mr. Zhang Xiansheng, born in July 1965, holds a on-the-job master's degree of the Party School of Henan Provincial Committee of the Communist Party of China (河南省委黨校). He is a senior accountant and certified public accountant. He currently serves as a Supervisor of the Company. He served as an officer of the financial section of the Coking Plant of Anyang Iron & Steel Group (安鋼焦化廠), an officer, deputy section chief, section chief, assistant to division head and the deputy division head of the financial division of Anyang Iron & Steel Group, the secretary to the board, person in charge of finance and head of the finance division of Anyang Iron & Steel Co., Ltd. (安陽鋼鐵股份有限公司) (the shares of which are listed on the Shanghai Stock Exchange, stock code: 600569). He served as the head of the audit department of Anyang Iron & Steel Group from July 2015 to December 2016, and the head of the audit and legal affairs department of Anyang Iron & Steel Group from December 2016 to November 2017. He has served as the head of the financial department of Anyang Iron & Steel Group since November 2017, a supervisor of Anyang Iron & Steel Group Co., Ltd. since November 2015, and a Supervisor of the Company since May 2018.

Mr. Zhang Xiansheng obtained a bachelor's degree in management majoring in economics and management from the Correspondence College of Party School of the Central Committee of the Communist Party of China (中共中央黨校) in December 1997, and obtained a on-the-job master's degree of the Party School of Henan Provincial Committee of the Communist Party of China in June 2007.

Mr. Zhang Bo, born in April 1977, holds a master's degree of philosophy and is a senior accountant. He served as the project manager and certified asset appraiser of Anyang Fangzheng Certified Public Accountants Office Co., Ltd. (安陽方正會計師事務所有限責任公司), and the chief of the National Security Comprehensive Coordination Section of Anyang Municipal Party Committee Office. He has served as a member of the Party Committee and the deputy general manager of Anyang Economic Development Group Co., Ltd. (安陽經濟開發集團有限公司) since July 2020.

Mr. Zhang Bo graduated from Henan University of Finance and Economics in January 2010 with a master's degree in philosophy, majoring in economic ethics.

Candidates for Independent Supervisors

Ms. Xiang Siying, born in March 1963, holds a master's degree of economics and a master's degree of business administration. She is currently an independent Supervisor of the Company. She served as an officer of the foreign economic office and the general office of the rural management and administration in the Ministry of Agriculture of China, an investment analyst of the Chinese representative division of International Finance Corporation, an investment officer in Washington DC of the East Asia and Pacific Department and Global Manufacturing and Consumer Service

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Branch of International Finance Corporation, the executive general manager of the investment banking division and direct investment division of China International Capital Corporation Limited, the executive director and investment advisor of CDH Investments Fund Management Company. She has served as an independent director of China Ocean Industry Group Limited (the shares of which are listed on the Hong Kong Stock Exchange, stock code: 00651) since May 2008, an independent director of Huili Resources (Group) Limited (the shares of which are listed on the Hong Kong Stock Exchange, stock code: 01303) since September 2017, and an independent Supervisor of the Company since September 2015.

Ms. Xiang Siying obtained a bachelor's degree in agriculture from China Agricultural University (中國農業大學) (formerly known as Beijing Agricultural University (北京農業大學)) in July 1986. Ms. Xiang Siying graduated from Zhongnan University of Economics and Law (formerly known as Zhongnan University of Finance and Economics) as a postgraduate majoring in finance in July 1988. She obtained a master's degree in economics from the Chinese Academy of Fiscal Sciences (formerly known as Research Institute for Fiscal Science of the Ministry of Finance) in June 1989 and obtained a master's degree in business administration from London Business School in July 1999.

Mr. Xia Xiaoning, born in April 1960, holds a bachelor's degree of engineering. He is currently an independent Supervisor of the Company. Mr. Xia served as an investment officer in Asian Development Bank, a senior partner and managing director in AIF Capital Limited, and the chief executive officer of CITP Advisors (Hong Kong) Limited. He has served as the senior consultant to Vision Finance Group Limited since September 2012, an independent non-executive director of China Medical & HealthCare Group Limited (the shares of which are listed on the Hong Kong Stock Exchange, stock code: 00383) since December 2016, and an independent Supervisor of the Company since May 2016.

Mr. Xia Xiaoning graduated from Harbin Institute of Technology (哈爾濱工業大學) in January 1982 and obtained a bachelor's degree in electrical measurement technology and apparatus from the faculty of electrical engineering.

Save as disclosed above, as at the Latest Practicable Date, each of the candidates for non-employee representative Supervisors of the Seventh Session of the Supervisory Committee has confirmed that (i) he/she has not held any position of the Group nor any directorship in other listed companies for the past three years; (ii) he/she does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling shareholders of the Company; and (iii) he/she does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

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Save as disclosed above, each of the candidates for non-employee representative Supervisors of the Seventh Session of the Supervisory Committee has confirmed that there is no matter in relation to their respective re-election or appointment that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, and there is no other matter in relation to their respective re-election or appointment that needs to be brought to the attention of the Shareholders.

According to the relevant laws and regulations and the Articles of Association, the above-mentioned proposed appointment of the non-employee representative Supervisors of the Seventh Session of the Supervisory Committee shall take effect upon the approval of the Shareholders at the EGM. The term of office of the non-employee representative Supervisors of the Seventh Session of the Supervisory Committee shall be three years, commencing from the date when relevant resolutions are approved at the EGM. In order to ensure the normal operation of the Supervisory Committee, the Sixth Session of the Supervisory Committee will continue to perform its duties in accordance with the Company Law of the People's Republic of China and the Articles of Association and other relevant provisions until the completion of the election of new session of the Supervisory Committee. The remuneration of the Chairman of the Supervisory Committee shall be determined according to the resolutions of the previous general meetings of the Company on remuneration of the Supervisors and such factors as the Company's operating results, job responsibilities, work performance and market environment. The remunerations of the non-employee representative Supervisors (excluding the Chairman of the Supervisory Committee) shall be proposed by the Supervisory Committee according to the industry and market conditions, which have been implemented after approval by the previous general meetings of the Company. After the appointment of the non-employee representative Supervisors of the Seventh Session of the Supervisory Committee takes effect, the Company will enter into a service contract with each of them.

VI. EGM

The EGM will be held by the Company at 9:30 a.m. on Tuesday, 9 November 2021 at Guangzhou Pearl River Hotel Conference Center, No. 2 Siyou Yima Road, Yuexiu District, Guangzhou City, Guangdong Province, the PRC.

No Shareholder is required to abstain from voting in connection with the matters to be resolved at the EGM.

The applicable proxy form for the EGM is attached to this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the applicable proxy form in accordance with the instructions printed thereon as soon as possible. In case of holders of H Shares, the proxy form shall be lodged with the Company's H Share registrar, Computershare

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Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event, not less than 24 hours before the time scheduled for holding the EGM or any adjournment thereof (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the relevant meetings or any adjournment thereof if you so desire.

VII. VOTING

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the resolutions as set out in the notice of the EGM will be taken by way of a poll under the Article 127 of the Articles of Association.

During the poll, every Shareholder present in person or by proxy (or in case of corporation, its duly authorized representative) at the EGM shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same manner.

VIII. RECOMMENDATION

The Board considered that all resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the meeting.

IX. RESPONSIBILITY STATEMENT

This circular, for which the Directors 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 other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Central China Securities Co., Ltd.
JIAN Mingjun
Chairman

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING



中州证券

Central China Securities Co., Ltd.

(a joint stock company incorporated in 2002 in Henan Province, the People's Republic of China with limited liability under the Chinese corporate name “中原证券股份有限公司” and carrying on business in Hong Kong as “中州证券”)

(Stock Code: 01375)

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “**EGM**”) of Central China Securities Co., Ltd. (the “**Company**”) will be held at 9:30 a.m. on Tuesday, 9 November 2021 at Guangzhou Pearl River Hotel Conference Center, No. 2 Siyou Yima Road, Yuexiu District, Guangzhou City, Guangdong Province, the PRC, for the purpose of considering and, if thought fit, passing the following resolutions:

Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 20 October 2021.

AS SPECIAL RESOLUTION

1. To consider and approve the resolution on the amendments to the Articles of Association;

AS ORDINARY RESOLUTIONS

2. To consider and approve the profit distribution plan of the Company for the first half of 2021;
- 3.00 To consider and approve the resolution on the election of Directors of the Seventh Session of the Board:
 - 3.01 Election of Mr. Jian Mingjun as an executive Director of the Seventh Session of the Board
 - 3.02 Election of Mr. Li Xingjia as a non-executive Director of the Seventh Session of the Board
 - 3.03 Election of Ms. Zhang Qiuyun as a non-executive Director of the Seventh Session of the Board

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

3.04 Election of Mr. Wang Lixin as a non-executive Director of the Seventh Session of the Board

3.05 Election of Mr. Tian Shengchun as a non-executive Director of the Seventh Session of the Board

3.06 Election of Mr. Zhang Xiaoqi as a non-executive Director of the Seventh Session of the Board

3.07 Election of Mr. Lu Benson Cheng as a non-executive Director of the Seventh Session of the Board

3.01 to 3.07 above shall be voted by item;

4.00 To consider and approve the resolution on the election of independent non-executive Directors of the Seventh Session of the Board:

4.01 Election of Mr. Yu Xugang as an independent non-executive Director of the Seventh Session of the Board

4.02 Election of Ms. Zhang Dongming as an independent non-executive Director of the Seventh Session of the Board

4.03 Election of Mr. Chen Zhiyong as an independent non-executive Director of the Seventh Session of the Board

4.04 Election of Mr. Tsang Sung as an independent non-executive Director of the Seventh Session of the Board

4.01 to 4.04 above shall be voted by item;

5.00 To consider and approve the resolution on the election of Supervisors of the Seventh Session of the Supervisory Committee:

5.01 Election of Mr. Lu Zhili as a Supervisor of the Seventh Session of the Supervisory Committee

5.02 Election of Mr. Wei Zhihao as a Supervisor of the Seventh Session of the Supervisory Committee

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

5.03 Election of Mr. Zhang Xiansheng as a Supervisor of the Seventh Session of the Supervisory Committee

5.04 Election of Mr. Zhang Bo as a Supervisor of the Seventh Session of the Supervisory Committee

5.05 Election of Ms. Xiang Siying as an independent Supervisor of the Seventh Session of the Supervisory Committee

5.06 Election of Mr. Xia Xiaoning as an independent Supervisor of the Seventh Session of the Supervisory Committee

5.01 to 5.06 above shall be voted by item.

Yours faithfully,
By order of the Board
Central China Securities Co., Ltd.
JIAN Mingjun
Chairman

Henan, the PRC
20 October 2021

Notes:

1. The register of members of the Company will be closed from 4 November 2021 to 9 November 2021 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. In order for the H Shareholders to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 3 November 2021.
2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder of the Company.
3. In order to be valid, the H Shareholders' proxy form for the EGM must be deposited by hand or by post to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) not less than 24 hours before the time scheduled for holding the EGM or any adjournment thereof (as the case may be). If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meeting thereof should they so wish.
4. Shareholders or their proxies shall provide their identification documents when attending the EGM.

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

5. The on-site EGM is expected to take half a day approximately. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
6. The address of the Company's head office in the PRC is No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC.
7. For the resolution on the election of Directors of the Seventh Session of the Board, the resolution on the election of independent non-executive Directors of the Seventh Session of the Board and the resolution on the election of Supervisors of the Seventh Session of the Supervisory Committee (Resolution No. 3.00 to 5.00), the cumulative voting system was adopted for each resolution. Each Share shall have the same number of voting right as to the number of the candidate under that resolution. Shareholders can use their voting right to vote for the same (one) candidate, or to vote for different candidates separately. After aggregating the final voting results of all Shareholders, those candidates with the highest votes will be elected in descending order. You should pay particular attention to the fact that for each resolution, the number of votes that each Shareholder casts shall not exceed the corresponding maximum number of votes in his/her possession, otherwise, the votes on the resolution will be invalid and deemed abstain. No ballot will be cast "For" or "Abstain" in cumulative voting system. You are requested to fill in the corresponding number of votes in the "Cumulative Voting" column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum number of votes in total under the resolution, and does not need to be the integral multiples of the number of shares held by the voters. If you mark "✓" in the blank against the name of each candidate, you will be deemed to cast your total number of votes equally amongst the corresponding candidates under that resolution.