

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 2022 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 second extraordinary general meeting (the “**EGM**”) of Central China Securities Co., Ltd. (the “**Company**”) will be held at 9:30 a.m. on Wednesday, 14 December 2022 at Conference Room, 9F, China Pingmei Shenma Financial Capital Operation Centre, Intersection of Ruyi West Road and Ruyi River 4th West Street, Beilonghu, Zhengdong New District, Zhengzhou City, Henan 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 29 November 2022 (the “**Circular**”).

AS SPECIAL RESOLUTION

1. To consider and approve the resolution on the amendments to the Articles of Association (details of which are set out in Appendix I to the Circular).

AS ORDINARY RESOLUTIONS

2. To consider and approve the resolution on the amendments to the Rules of Procedures for the General Meeting (details of which are set out in Appendix II to the Circular).
3. To consider and approve the resolution on the amendments to the Rules of Procedures for the Board of Directors (details of which are set out in Appendix III to the Circular).
4. To consider and approve the resolution on the amendments to the Rules of Procedures for the Supervisory Committee (details of which are set out in Appendix IV to the Circular).

AS SPECIAL RESOLUTION

5. To consider and approve the resolution on the general mandate for the issuance of onshore and offshore debt financing instruments of the Company as follows:
 - (1) Subject to the compliance with the Administrative Measures for the Risk Control Indicators of Securities Companies (《證券公司風險控制指標管理辦法》) in the PRC and the internal prudential risk control indicators of the Company, to approve the issue on a one-off or multiple issuances or multi-tranche issuances bases, either openly or privately, domestic corporate bonds, short-term corporate bonds, short-term financing bonds, financial bonds, renewable corporate bonds, subordinated bonds (including perpetual subordinated bonds), subordinated debt, asset-backed securities (notes), income receipts and other domestic debt financing instruments to be issued by the Company as registered or approved or filed with the China Securities Regulatory Commission (“CSRC”), Securities Association of China, stock exchanges and other relevant authorities in accordance with relevant regulations; and offshore debt financing instruments, on an one-off or multiple issuances or multi-tranche issuances bases, such as US dollar, Euro and other foreign currency denominated corporate bonds and offshore RMB denominated corporate bonds, medium term note programme, foreign currency notes and commercial papers, and other debt financing instruments issued under the approval of regulatory authorities. The above-mentioned onshore and offshore debt financing instruments shall not contain any provision for conversion into shares.
 - (2) To approve the proposal for the issuance of onshore and offshore debt financing instruments, the details of which are set out in the Circular.
 - (3) To authorize the Board of the Company in relation to such matter and agree the Board of the Company in turn to authorize the chairman and the president of the Company to jointly determine, on the principle to maximize the benefits of the Company, the specific size, proposal, time, method and other matters with respect to such issuance in accordance with related laws and regulations, opinions and suggestions of regulatory authorities, capital requirement of the Company and the then prevailing market condition, and oversee the issuance and repayment status of the onshore and offshore debt financing instruments. Such authorization includes but not limited to the following:
 - i. According to applicable laws, regulations and related requirements of regulatory authorities and resolutions of the EGM, to formulate and adjust specific proposals for the issuance of onshore and offshore debt financing instruments (including but not limited to the determination of the appropriate issuer; types, size, term, method to determine interest rate of the issuance; provisions, targets and time of the

issuance (such as one-off issue, issue in multiple occasions or issue in tranches and in multiple types, and the size and term of each issue, tranche and type) thereof); security arrangements, credit enhancement arrangements such as letters of guarantee and letters of support and credit rating arrangements; determination of specific financing accounts; specific use of proceeds; whether and how to set up terms of re-sale and redemption, option to raise the interest rate, resale option by investors; registration, listing and place of listing; repayment and interest payment, measures to lower repayment risks, measures to safeguard repayment and all other matters in relation to such issuance of the onshore and offshore debt financing instruments in accordance with condition of the Company and related debt markets;

- ii. To determine on the engagement of intermediaries, to execute, exercise, revise and conclude all agreements and documents in relation to the onshore and offshore debt financing instruments issuance (including but not limited to credit enhancement agreements such as sponsorship agreements, underwriting agreements, guarantee agreements and letters of support, bond indentures, engagement agreements of intermediaries, entrusted management agreements, settlement management agreements, registration and custody agreements, listing agreements and other legal documents) and to make relevant disclosure in accordance with relevant laws and regulations and listing rules of stock exchanges on which securities of the Company are listed (including but not limited to preliminary and final memorandum of the issuance of the debt financing instruments, announcements and circulars in relation to the issuance of onshore and offshore debt financing instruments of the Company);
- iii. To select and appoint the entrusted manager and settlement manager for the onshore and offshore debt financing instruments issuance, to execute any entrusted management agreements and settlement management agreements in relation thereto and to formulate procedures for meeting of such instruments, if applicable;
- iv. To conduct all reporting and listing matters in relation to such issuance of the onshore and offshore debt financing instruments of the Company, if applicable, including but not limited to preparation, modification and delivery of reporting materials of the onshore and offshore debt financing instruments issuance, listing, credit enhancement agreements such as guarantees and letters of support provided by the Company, the issuer and/or any third parties, and to execute related reporting documents and other legal documents in accordance with requirements of relevant regulatory authorities or industry self-discipline organizations;

- v. To make corresponding adjustment to the onshore and offshore debt financing instruments issuance according to opinions of regulatory authorities, changes of policy and changes in market condition or to determine whether proceed with all or part of other work in relation to onshore and offshore debt financing instruments of the Company, save for matters subject to the reapproval of the general meeting required under related laws and regulations and the Articles of Association; and
- vi. To carry out or determine other matters related to the issuance, listing and other matters of the onshore and offshore debt financing instruments of the Company.

The above authorization shall be valid within 36 months from the date of passing of such resolution at the EGM. However, if the Board and/or its delegations have determined the issuance or part of the issuance of the onshore and offshore debt financing instruments of the Company during the validity period of such authorization and the Company has also obtained the registration, approval, permit, filing or recording (if applicable) thereof from regulatory authorities during the validity period of such authorization, the Company may complete such issuance or part of the issuance during the validity period confirmed by such registration, approval, permit, filing or recording, and, for the purposes of such issuance or part of the issuance related, the validity period of such authorization shall be extended to the date on which the issuance or part of the issuance completes.

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

Henan, the PRC
29 November 2022

Notes:

1. As disclosed in the announcement of the Company dated 28 October 2022, the register of members of the Company is closed from Monday, 14 November 2022 to Wednesday, 14 December 2022 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. For H Shareholders who wish 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 Friday, 11 November 2022.
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.
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 Business Outer Ring Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC.
7. Considering the needs for epidemic prevention and control, the Company recommends the A Shareholders to vote online, the H Shareholders to attend and exercise voting rights at the EGM by appointing the chairman of the meeting as a proxy. Shareholders or proxies who intend to attend the EGM on site shall pay attention to in advance and comply with national regulations and requirements and those of Henan Province and Zhengzhou City in relation to declaration of health status, quarantine and observation during the epidemic prevention and control period. The Company will take measures for prevention and control of the epidemic, such as registering attendance for the meeting, monitoring body temperature and checking health code and itinerary code, for Shareholders or proxies attending the EGM on site. Shareholders or proxies attending the EGM are requested to cooperate with the arrangement of the staff on site. Shareholders or proxies who exhibit symptoms such as fever, or fail to comply with the rules and requirements in relation to epidemic prevention and control will not be able to enter the venue of the EGM. If the number of Shareholders or proxies attending the EGM on site has reached the upper limit as required by the relevant government authorities in accordance with the provisions of epidemic prevention and control on the day of the EGM, the Shareholders and proxies will enter the venue according to the "first-register-first-enter" principle, and Shareholders or proxies subsequently arrive may not be able to enter the venue of the EGM. Relevant Shareholders can still participate in the EGM through online voting.

As at the date of this notice, the Board comprises executive director Mr. JIAN Mingjun, non-executive directors Mr. LI Xingjia, Ms. ZHANG Qiuyun, Mr. TANG Jin, Mr. TIAN Shengchun, Mr. ZHANG Xiaoqi and Mr. LU Benson Cheng, and independent non executive directors Ms. ZHANG Dongming, Mr. CHEN Zhiyong, Mr. TSANG Sung and Mr. HE Jun.