
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 APPOINTMENT OF EXECUTIVE DIRECTOR
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING**

Letter from the Board is set out on pages 3 to 9 of this circular.

The EGM will be held by the Company at 9:30 a.m. on Thursday, 13 July 2023 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. The notice of EGM is set out on pages 10 to 11 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 EGM or any adjournment thereof if you so desire.

27 June 2023

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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
“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. (中原证券股份有限公司) (carrying on business in Hong Kong as “中州证券”), 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
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the 2023 first extraordinary general meeting of the Company to be convened and held at 9:30 a.m. on Thursday, 13 July 2023 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 or any adjournment thereof
“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”	People’s Government of Henan Province
“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”	21 June 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“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
“State Council”	The State Council of the People’s Republic of China
“%”	per cent.



中州证券

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(Stock Code: 01375)

Executive Director:

Mr. JIAN Mingjun (*Chairman*)

Non-executive Directors:

Mr. LI Xingjia

Ms. ZHANG Qiuyun

Mr. TANG Jin

Mr. TIAN Shengchun

Independent Non-executive Directors:

Ms. ZHANG Dongming

Mr. CHEN Zhiyong

Mr. TSANG Sung

Mr. HE Jun

Registered Address in the PRC:

No. 10 Business Outer Ring Road

Zhengdong New District

Zhengzhou, Henan Province

China

Headquarters/Principal Place

of Business in the PRC:

No. 10 Business Outer Ring 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

27 June 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR
AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

At the EGM, among other things, resolutions will be proposed to approve (1) the proposed appointment of executive Director, and (2) the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

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 APPOINTMENT OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 21 June 2023 in relation to, among others, the proposed appointment of executive Director.

The Company convened the seventeenth meeting of the seventh session of the Board on 21 June 2023, at which Mr. Lu Zhili was nominated as a candidate of executive Director of the seventh session of the Board of the Company with a term of office commencing from the date of approval by the Shareholders of the EGM until the expiry of the term of office of the seventh session of the Board. The proposed appointment of Mr. Lu Zhili as an executive Director is subject to the consideration and approval at the EGM by way of an ordinary resolution.

The biographical details of Mr. Lu Zhili are set out below:

Mr. Lu Zhili (魯智禮先生), born in November 1966, holds a master's degree of economics and is a senior economist. 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 from September 2015 to June 2023. At present, he also serves as the deputy president of the second council of the Financial Law Research Association of Henan Law Society.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lu Zhili confirmed that (i) he has not held any position of the Company or its subsidiaries nor any directorship in other listed companies for the past three years; (ii) he does not have any relationship with any Directors, supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) he does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information in relation to the appointment of Mr. Lu Zhili as an executive Director which is required to be disclosed pursuant to 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 his appointment that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

If the proposed appointment of Mr. Lu Zhili as an executive Director is approved at the EGM, the Company will enter into a service contract with Mr. Lu Zhili. Remuneration of Mr. Lu Zhili will be determined based on his specified duties assumed in the Company in accordance to the relevant remuneration and appraisal systems of the Company. The Company will disclose details of the annual remuneration in its annual report each year.

III. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 14 June 2023 in relation to the proposed amendments to the Articles of Association.

In 2022, the China Securities Regulatory Commission issued the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Members and Practitioners of Securities Fund Operating Institutions (《證券基金經營機構董事、監事、高級管理人員及從業人員監督管理辦法》), which sets out higher requirements for the appointment of independent directors. Accordingly, the Board resolved on 14 June 2023 to propose amendments to the Articles of Association of the Company.

The Board proposes to amend the Articles of Association as follows:

No.	Before amendments	After amendments
1.	<p>Article 175 The following persons shall not act as independent Director of the Company:</p> <p>(I) persons employed by the Company or its related parties and their immediate family members and major social connections (immediate family members shall include spouse, parents and children and major social connections shall include siblings, parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouse);</p>	<p>Article 175 The following persons shall not act as independent Director of the Company:</p> <p>(I) persons employed by the Company or <u>and</u> its related parties and their immediate family members and major social connections (immediate family members shall include spouse, parents and children and major social connections shall include siblings, parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouse) <u>in the last three years</u>;</p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<p>(II) persons and their immediate family members and major social connections employed by the shareholder entities which hold or control 5% or more of the Company's equity or which are top five shareholder entities of the Company;</p> <p>(III) natural person shareholders who hold or control 5% or more of the Company's equity and their immediate family members and major social connections;</p> <p>(IV) persons providing financial, legal or consulting services to the Company and its related parties and their immediate family members and major social connections;</p> <p>(V) persons who belonged to categories (I) to (IV) within the preceding year;</p> <p>(VI) persons holding positions other than independent directors in other securities and fund institutions;</p> <p>(VII) persons who share interests with any senior management, other directors, supervisors or other key personnel in the securities or fund institution where the said persons are to hold a position or its related parties;</p> <p>(VIII) other persons specified in the Articles of Association;</p> <p>(IX) other persons unfit to serve as independent non-executive Directors upon confirmation by CSRC or regulatory authority at the place where the Company's shares are listed.</p>	<p>(II) persons <u>employed by the Company, its subsidiaries or its related parties</u> and their immediate family members and major social connections employed by the shareholder entities which hold or control 5% or more of the Company's equity or which are top five shareholder entities of the Company <u>(immediate family members shall include spouse, parents and children and major social connections shall include siblings, parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouse)</u>;</p> <p>(III) natural person shareholders who hold or control 5% or more of the Company's equity and their immediate family members and major social connections <u>persons employed by the top five shareholder entities of the Company which are not related shareholders and their immediate family members;</u></p> <p>(IV) persons providing financial, legal or consulting services to the Company and its related parties and their immediate family members and major social connections <u>natural person shareholders who hold or indirectly hold more than 1% of the Company's shares, natural person shareholders among the top 10 shareholders of the Company, and the immediate family members of the above-mentioned persons;</u></p> <p>(V) persons who belonged to categories (I) to (IV) within the preceding year <u>employed by institutions with which the Company and its subsidiaries have business dealings or interests;</u></p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<p>A person may serve as an independent director in no more than two securities and fund institutions. Where any independent non-executive Director is involved in any of the aforesaid circumstances, the securities company shall immediately remove the said Director, and report to the competent industry authority of the Company and the securities regulatory authority at the place where the Company's shares are listed.</p>	<p>(VI) persons holding positions other than independent directors in other securities and fund institutions who <u>belonged to categories (II) to (IV) within the preceding year;</u></p> <p>(VII) persons who share interests with any senior management, other directors, supervisors or other key personnel in the securities or fund institution where the said persons are to hold a position or its related parties <u>holding positions other than independent directors in other securities and fund institutions;</u></p> <p>(VIII) other persons specified in the Articles of Association <u>persons who share interests with any senior management, other directors, supervisors or other key personnel in the securities and fund institution where the aforesaid persons are to hold a position or its related parties;</u></p> <p>(IX) other persons unfit to serve as independent non-executive Directors upon confirmation by CSRC or regulatory authority at the place where the Company's shares are listed. <u>specified in the Articles of Association;</u></p> <p>(X) <u>other persons are not suitable to serve as independent Directors upon confirmation by the CSRC or regulatory authority at the place where the Company's shares are listed.</u></p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
		A person may serve as an independent director in no more than two securities and fund institutions. Where any independent non-executive Director is involved in any of the aforesaid circumstances, the securities company shall immediately remove the said Director, and report to the competent industry authority of the Company and the securities regulatory authority at the place where the Company's shares are listed.

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

The English version of the Articles of Association is an unofficial 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 a special resolution.

IV. EGM

The EGM will be held by the Company at 9:30 a.m. on Thursday, 13 July 2023 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.

No Shareholder is required to abstain from voting in connection with the resolutions 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 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 EGM or any adjournment thereof if you so desire.

LETTER FROM THE BOARD

V. 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 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.

VI. RECOMMENDATION

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

VII. 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 2023 FIRST EXTRAORDINARY GENERAL MEETING



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 2023 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 first extraordinary general meeting (the “**EGM**”) of Central China Securities Co., Ltd. (the “**Company**”) will be held at 9:30 a.m. on Thursday, 13 July 2023 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 (the “**Circular**”) dated 27 June 2023.

AS ORDINARY RESOLUTION

1. To consider and approve the resolution on the election of Mr. Lu Zhili as an executive Director of the seventh session of the Board.

AS SPECIAL RESOLUTION

2. To consider and approve the resolution on the amendments to the Articles of Association, the details of which are set out in the Circular.

Yours faithfully,

By order of the Board

Central China Securities Co., Ltd.

JIAN Mingjun

Chairman

Henan, the PRC

27 June 2023

NOTICE OF THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of H shares of the Company will be closed from Tuesday, 11 July 2023 to Thursday, 13 July 2023 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. H Shareholders whose names appear on the register of members of H shares of the Company on Thursday, 13 July 2023 shall be entitled to attend and vote at the EGM. In order to be qualified 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 as soon as possible and in any events, no later than 4:30 p.m. on Monday, 10 July 2023.
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.

As at the date of this notice, the Board comprises Mr. JIAN Mingjun as executive Director; Mr. LI Xingjia, Ms. ZHANG Qiuyun, Mr. TANG Jin and Mr. TIAN Shengchun as non-executive Directors; Ms. ZHANG Dongming, Mr. CHEN Zhiyong, Mr. TSANG Sung and Mr. HE Jun as independent non-executive Directors.