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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)

**(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING;
(II) DISTRIBUTION OF 2023 FINAL DIVIDEND,
CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND
INFORMATION ON TAX REDUCTION AND EXEMPTION
FOR THE HOLDERS OF H SHARES; AND
(III) APPOINTMENT OF SUPERVISOR AND ELECTION OF
THE CHAIRMAN OF THE SUPERVISORY COMMITTEE**

References are made to the notice (the “**Notice**”) convening the annual general meeting (the “**AGM**”) of Central China Securities Co., Ltd. (the “**Company**”) dated 30 May 2024 and the circular of the Company dated 30 May 2023 (the “**Circular**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and the Circular.

(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that the AGM was held at 9:30 a.m. by way of an on-site meeting on Thursday, 20 June 2024 at Conference Room, Yishui Resort Luoyang, the intersection of Yishui East Road and Gulong Road, Luolong District, Luoyang, Henan Province, the PRC. The convening and holding of and the voting method of the AGM complied with the requirements of the Company Law and the Articles of Association. The AGM was convened by the Board and chaired by Mr. Lu Zhili, Chairman of the Company. All Directors have attended the AGM, either in person or by electronic means. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, acted as the scrutineer at the AGM, while two representatives from the Shareholders and one Supervisor counted the votes and scrutinized the votes.

Voting at the AGM was conducted by a combination of network voting and on-site voting. Pursuant to the relevant PRC laws and regulations, the A Shareholders were entitled to vote at the AGM in person, by proxy, or via network for the relevant resolutions. The time of network voting for the resolutions proposed at the AGM for the A Shareholders on Thursday, 20 June 2024 was set out in the notice of the AGM to the A Shareholders dated 30 May 2024 published on the website of the Shanghai Stock Exchange separately.

As at the date of the AGM, the total number of the Shares entitling the holders of which to attend and vote on the resolutions considered at the AGM was 4,642,884,700 Shares (comprising 3,447,519,700 A Shares and 1,195,365,000 H Shares), representing 100% of the total registered capital of the Company. There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM. There was no Share entitling Shareholders to attend but are required to abstain from voting in favour of any resolutions at the AGM as set out in Rule 13.40 of the Hong Kong Listing Rules, no Shareholder was required under the Hong Kong Listing Rules to abstain from voting on the resolutions at the AGM, and no party has indicated his/her/its intention in the Circular to vote against or to abstain from voting on any resolutions at the AGM.

A total of 22 Shareholders and authorized representatives holding a total of 1,083,842,005 Shares carrying voting rights of the Company, representing approximately 23.344151% of the total number of Shares carrying voting rights of the Company, attended the AGM. Among which, 21 were A Shareholders and representatives thereof holding a total of 996,986,444 Shares, representing approximately 21.473427% of the total number of Shares carrying voting rights of the Company; and 1 was H Shareholder and representative thereof holding a total of 86,855,561 Shares, representing approximately 1.870724% of the total number of Shares carrying voting rights of the Company.

The poll results in respect of the resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		FOR		AGAINST		ABSTAIN	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1.	To consider and approve the work report of the Board of the Company for the year of 2023	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							

ORDINARY RESOLUTIONS		FOR		AGAINST		ABSTAIN	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
2.	To consider and approve the work report of the Supervisory Committee of the Company for the year of 2023	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
3.	To consider and approve the duty report of the independent directors of the Company for the year of 2023	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
4.	To consider and approve the annual report of the Company for the year of 2023	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
5.	To consider and approve the resolution on the election of Supervisor of the seventh session of the Supervisory Committee	1,080,450,405	99.687076	3,391,600	0.312924	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
6.	To consider and approve the profit distribution plan of the Company for the year of 2023	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
7.	To consider and approve the final financial report of the Company for the year of 2023	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							

ORDINARY RESOLUTIONS		FOR		AGAINST		ABSTAIN	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
8.	To consider and approve the evaluations and remuneration of the Directors of the Company for the year of 2023	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
9.	To consider and approve the evaluations and remuneration of the Supervisors of the Company for the year of 2023	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
SPECIAL RESOLUTION		FOR		AGAINST		ABSTAIN	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
10.	To consider and approve the resolution on the amendments to the Articles of Association, the details of which are set out in the Circular	989,339,053	91.280745	94,502,952	8.719255	0	0.000000
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.							
ORDINARY RESOLUTIONS		FOR		AGAINST		ABSTAIN	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
11.	To consider and approve the resolution on the amendments to the Rules of Procedures for the Board of Directors, the details of which are set out in the Circular	989,339,053	91.280745	94,502,952	8.719255	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							

ORDINARY RESOLUTIONS		FOR		AGAINST		ABSTAIN	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
12.	To consider and approve the resolution on the provision of guarantee or counter-guarantee by the Company for Central China International and its wholly-owned subsidiaries and the authorization to Central China International to provide guarantee or counter-guarantee for its wholly-owned subsidiaries	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							
13.	To consider and approve the resolution on the determination of the business scale and affordable risk limits of securities proprietary trading for the year of 2024	1,083,064,105	99.928228	777,900	0.071772	0	0.000000
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.							

Lawyers of BEIJING JUNZHI LAW FIRM, the PRC legal advisers of the Company, witnessed the Meetings and were of the opinion that the convening and holding procedures of the Meetings, the qualifications of the attendees at and the conveners of the Meetings, the voting process and poll results of the Meetings comply with the requirements of the relevant laws and regulations, normative documents and the Articles of Association, and that the resolutions passed at the Meetings were lawful and valid.

On 24 May 2023, Da Hua Certified Public Accountants (Special General Partnership) (“**Da Hua**”) was appointed as the auditor of the Company for the year of 2023, and shall hold office until the conclusion of the AGM held on 20 June 2024. Since 10 May 2024, due to projects unrelated to the Company, Da Hua has been suspended from engaging in securities service business by the Jiangsu Securities Regulatory Bureau of the China Securities Regulatory Commission for a term of six months. Da Hua has confirmed that there are no matters in relation to its retirement that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board and the Audit Committee of the Board also confirmed that there are no disagreements between the Company and Da Hua and there are no other matters in relation to Da Hua’s retirement that need to be brought to the attention of the Shareholders. Upon completing the relevant selection and appointment procedures, the Company will make an announcement on the proposed appointment of the auditor for the year of 2024 in due course for the consideration and approval of the Shareholders at the general meeting of the Company.

(II) DISTRIBUTION OF 2023 FINAL DIVIDEND, CLOSURE OF REGISTER OF MEMBERS OF H SHARES AND INFORMATION ON TAX REDUCTION AND EXEMPTION FOR THE HOLDERS OF H SHARES

The resolution on the final dividend distribution plan for the year 2023 was approved at the AGM, and the Company will pay a final dividend of RMB0.14 (tax inclusive) for every ten Shares for the year 2023 (the “**2023 Final Dividend**”).

The 2023 Final Dividend is denominated and declared in Renminbi, and will be paid in Renminbi to holders of A Shares and in Hong Kong Dollars to holders of H Shares. The actual amount in Hong Kong Dollars will be calculated based on the average benchmark exchange rate between Renminbi and Hong Kong Dollars published by the People’s Bank of China five working days prior to the date of convening the AGM (i.e. RMB0.91098 against HKD1.00). Accordingly, the 2023 Final Dividend is HKD0.15 (tax inclusive) for every ten H Shares.

For the distribution of the 2023 Final Dividend to H Shareholders of the Company, such dividend will be paid to the Shareholders whose names appear on the H Share register of members of the Company on Friday, 12 July 2024. In order to determine the entitlement of the H Shareholders to receive the 2023 Final Dividend, the register of members of H Shares of the Company will be closed from Monday, 8 July 2024 to Friday, 12 July 2024 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. In order to be entitled to receive the 2023 Final Dividend, 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, 5 July 2024.

The 2023 Final Dividend will be paid to the Shareholders whose names appear on the H Share register of members of the Company on 12 July 2024, and the expected payment date is confirmed to be around 6 August 2024.

Information on Tax Reduction and Exemption for the Holders of H Shares

Enterprise Income Tax

Pursuant to the provisions of the “Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法》), the “Regulation on the Implementation of the Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法實施條例》) and the “Notice on Issues Relevant to the Withholding of Enterprise Income Tax on Dividends Paid by the PRC Resident Enterprises to Overseas Non-resident Enterprise Holders of H Shares” (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》), the Company is required to withhold and pay enterprise income tax at the rate of 10% when distributing the 2023 Final Dividend to non-resident enterprise Shareholders whose names appear on the H share register of members of the Company.

Individual Income Tax

Pursuant to the “Notice of the State Administration of Taxation on Matters Concerning the Levy and Administration of Individual Income Tax after the Repeal of Guo Shui Fa [1993] No. 045 Document (Guo Shui Han [2011] No. 348)” (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) (國稅函[2011]348號) promulgated by the State Administration of Taxation, the dividend received by the overseas resident individual shareholders from the shares issued in Hong Kong by domestic nonforeign invested enterprises is subject to individual income tax, which shall be withheld and paid by the withholding agents according to the relevant laws. However, the overseas resident individual shareholders of the shares issued in Hong Kong by domestic non-foreign invested enterprises are entitled to the relevant preferential tax treatment pursuant to the provisions in the tax agreements signed between the countries where they are residents and the PRC as well as the tax arrangements between mainland China and Hong Kong (Macau).

Pursuant to the aforesaid requirements, when the 2023 Final Dividend is distributed to the H Shareholders, the Company will generally withhold 10% of the dividend to be distributed to the individual holders of H Shares as individual income tax unless otherwise provided by the tax regulations and relevant tax treaties, in which case the Company will withhold and pay individual income tax of such dividend according to the tax rates and procedures as specified by the relevant regulations.

Profit Distribution to Investors of Northbound Trading

Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81)” (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號)》) (the “**Caishui No. 81**”): For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in Renminbi by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited (the “**CSDC**”) to the accounts of the nominees holding such shares. The Company will withhold income taxes at the rate of 10% on behalf of the investors and will report to the competent tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises or individuals may, or may entrust a withholding agent to, apply to the competent tax authorities of the Company for the entitlement of the rate under such tax treaty. Upon approval by the competent tax authorities, the paid tax in excess of the tax payable based on the tax rate under such tax treaty will be refunded.

The registration date of the equity interest and the date of distribution of cash dividends and other schedule arrangements for the investors of Northbound Trading will be the same as those for the holders of A Shares of the Company.

Profit Distribution to Investors of Southbound Trading

For investors of Shanghai Stock Exchange (including enterprises and individuals) and investors of Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company will enter into “the Agreement on Distribution of Cash Dividends of H Shares for Southbound Trading” (《港股通H股股票現金紅利派發協議》) with the CSDC, pursuant to which, the CSDC, as the nominee of the holders of H Shares for Southbound Trading, will receive the cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

Pursuant to the relevant requirements under the Caishui No. 81: For dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the companies of such H Shares shall withhold individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The companies of such H Shares will not withhold the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No. 127)” (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127號)》): For dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the companies of such H Shares shall withhold individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The companies of such H Shares will not withhold the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in Renminbi. The registration date of the equity interest and the date of distribution of cash dividends and other schedule arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

The Company will strictly comply with the Enterprise Income Tax Law and the Notice to withhold and pay enterprise income tax. After the withholding and payment of non-resident enterprise income tax by the Company, any enterprise Shareholder who may be entitled to a deduction or exemption of enterprise income tax in accordance with the relevant laws, regulations or treaties may by itself apply to the competent tax authority for a tax refund pursuant to the provisions of relevant applicable laws, regulations or treaties. The Company will have no liability in respect of any claims arising from any delay in, or inaccurate determination of, the status of the Shareholders or any disputes over the mechanism of the above withholding and payment.

For any enquiry regarding the aforementioned arrangements, holders of H Shares are recommended to consult their respective taxation advisors regarding the relevant tax laws and regulations on the dividend payment by the Company and on the taxation implications of holding and dealing in the H Shares.

The Company has appointed CMB Wing Lung (Trustees) Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay the declared 2023 Final Dividend to the Receiving Agent for payment to holders of H Shares.

The details regarding the arrangement of distribution of the 2023 Final Dividend to holders of A Shares will be separately announced by the Company on the website of the Shanghai Stock Exchange, the relevant announcements of which will also be published on the website of the Hong Kong Stock Exchange by way of overseas regulatory announcements in accordance with Rule 13.10B of the Hong Kong Listing Rules.

(III) APPOINTMENT OF SUPERVISOR AND ELECTION OF THE CHAIRMAN OF THE SUPERVISORY COMMITTEE

As the resolution in relation to the election of Ms. Zhu Junhong as a Supervisor of the seventh session of the Supervisory Committee of the Company has been passed on the AGM, the appointment shall become effective from the date of the AGM (i.e. 20 June 2024). Biographical details of Ms. Zhu Junhong and the information required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules are set out in the Announcement and the Circular respectively. As of the date of this announcement, there has been no change to the biographical details of Ms. Zhu Junhong and other information in relation to her appointment.

Save as disclosed in the Announcement and the Circular, as of the date of this announcement, Ms. Zhu Junhong confirmed that (i) she has not held any position of the Company or its subsidiaries nor any directorship in other listed company for the past three years; (ii) she does not have any relationship with any directors, supervisors, senior management, substantial or controlling shareholder of the Company; and (iii) she does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no information in relation to the proposed appointment of Ms. Zhu Junhong as a Supervisor 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 her appointment that needs to be brought to the attention of the Shareholders.

At the meeting held on 20 June 2024, the Supervisory Committee resolved to elect Ms. Zhu Junhong as the Chairman of the Supervisory Committee, with a term of office from the date of approval by the Supervisory Committee (i.e. 20 June 2024) until the date of expiration of the seventh session of the Supervisory Committee.

By order of the Board
Central China Securities Co., Ltd.
LU Zhili
Chairman

Henan, the PRC
20 June 2024

As at the date of this announcement, the Board comprises Mr. LU Zhili 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.