

---

## 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



# 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 CHANGE OF ACCOUNTING FIRM FOR REVIEWING INTERIM REPORT 2024 AND NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

---

Letter from the Board is set out on pages 3 to 8 of this circular.

The EGM will be held by the Company at 9:30 a.m. on Friday, 9 August 2024 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 EGM-1 to EGM-2 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.

24 July 2024

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS.....</b>	<b>1</b>
<b>LETTER FROM THE BOARD .....</b>	<b>3</b>
<b>NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING.....</b>	<b>EGM-1</b>

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the expressions below shall have the following 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 Main Board of the Shanghai Stock Exchange
“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
“CSRC”	the China Securities Regulatory Commission
“Da Hua”	Da Hua Certified Public Accountants (Special General Partnership)
“Director(s)”	the director(s) of the Company
“EGM”	the 2024 first extraordinary general meeting of the Company to be convened and held at 9:30 a.m. on Friday, 9 August 2024 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

---

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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”	19 July 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“PRC” or “China”	the People’s Republic of China
“RMB”	the lawful currency of the PRC, Renminbi, the basic unit of which is “yuan”
“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

---

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. LU Zhili (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 Shangwu Waihuan Road

Zhengdong New District

Zhengzhou City, Henan Province

China

*Headquarters/Principal Place*

*of Business in the PRC:*

No. 10 Shangwu Waihuan Road

Zhengdong New District

Zhengzhou City, 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

24 July 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF ACCOUNTING FIRM**

**FOR REVIEWING INTERIM REPORT 2024**

**AND**

**NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING**

---

## LETTER FROM THE BOARD

---

### I. INTRODUCTION

At the EGM, an ordinary resolution will be proposed to approve the change of the accounting firm for reviewing interim report 2024 of the Company.

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

### II. PROPOSED CHANGE OF ACCOUNTING FIRM FOR REVIEWING INTERIM REPORT 2024

Reference is made to the announcement of the Company dated 19 July 2024. On 19 July 2024, the Board resolved to propose to appoint ShineWing Certified Public Accountants (Special General Partnership) (“**ShineWing**”) as the accounting firm for reviewing interim report 2024 of the Company. The proposed appointment of ShineWing is subject to the approval by the Shareholders at the EGM by way of an ordinary resolution.

#### 1. Basic information on the accounting firm to be engaged

##### (i) *Information about the institution*

##### 1. *Basic information*

Institution Name: ShineWing Certified Public Accountants (Special General Partnership)

Date of Establishment: 2 March 2012 (Beijing Finance Bureau XuKe [2011] No. 0056)

Organizational form: Special General Partnership

Registered office: 8/F, Block A, Fu Hua Mansion, No. 8 Chao Yang Men Bei Da Jie, Dongcheng District, Beijing

Lead Partner: Tan Xiaoqing (譚小青)

As of 31 December 2023, ShineWing had 245 partners (shareholders) and 1,656 certified public accountants (of which 660 certified public accountants have signed audit reports on securities services business).

---

## LETTER FROM THE BOARD

---

Total business revenue of ShineWing in 2023 amounted to RMB4,046 million, of which revenue from audit business amounted to RMB3,015 million and revenue from securities business amounted to RMB996 million. ShineWing undertook 364 annual report audit projects of listed companies, with total fees amounted to RMB456 million, covering major industries such as manufacturing, information transmission, software and information technology services, transportation, warehousing and postal services, electricity, heat, gas and water production and supply, wholesale and retail, mining, cultural, sport and entertainment, finance, water, environment and public utilities management and construction. There were 8 listed audit clients in the same industry as the Company.

### *2. Investor protection capability*

ShineWing has purchased occupational insurance that complies with the relevant laws and regulations, with the sum of the accumulative compensation limit of occupational insurance and occupational risk fund exceeded RMB200 million. Accrued occupational risk fund or purchased occupational insurance complies with the relevant requirements. Apart from the dispute over liability for security false statement of LeTV, in the past three years, ShineWing has not borne any civil liabilities due to civil litigation related to its practice.

### *3. Integrity record*

In the past three years, ShineWing has received 0 criminal penalties, 1 administrative penalty, 12 supervisory and management measures, 2 self-regulatory measures and 0 disciplinary actions for its practice. 35 practitioners have received 0 criminal penalties, 3 administrative penalties, 12 supervisory and management measures, 3 self-regulatory measures and 1 disciplinary actions for their practice in the past three years.

### *(ii) Project information*

#### *1. Basic information*

Project Partner: Cui Weiwei (崔巍巍). She obtained the qualification of Certified Public Accountant in China in 2007, began to engage in the audit of listed companies in 2006, started to work in ShineWing in 2006, and signed and reviewed for 5 listed companies in the past three years.

Signing Certified Public Accountant: Qi Xiaorui (齊曉瑞). She obtained the qualification of Certified Public Accountant in China in 2021, began to engage in the audit of listed and quoted companies in 2021 and started to work in ShineWing in 2021.

---

## LETTER FROM THE BOARD

---

Project Quality Control Reviewer: Wang Gongyong (王貢勇). He obtained the qualification of Certified Public Accountant in China in 2001, began to engage in the audit of listed companies in 2001, started to work in ShineWing in 2009, has signed and reviewed for 8 listed companies in the past three years.

### *2. Integrity record*

In the past three years, no project partner, signing certified public accountant, or project quality control reviewer has been subject to criminal penalties, or administrative penalties or supervisory and management measures imposed by the CSRC and its agencies or industry authorities, or self-regulatory measures or disciplinary actions imposed by securities exchanges, industry associations, or other self-regulatory organizations.

### *3. Independence*

There is no violation of the independence requirements of the Code of Ethics for Certified Public Accountants in China by ShineWing and the project partners, signing certified public accountants, project quality control reviewers and other practitioners.

### *(iii) Review fee*

The review fee of the interim report 2024 amounted to RMB250,000, which is determined by the number of staff and days required and the daily fee per staff based on the professional skills required, the nature of work and the workload undertaken by the accounting firm to provide the review services.

## **2. Explanation on the proposed change of accounting firm**

### *(i) Information about the accounting firm formerly engaged and auditor's opinion of last year*

The Company's former accounting firm, Da Hua, has provided audit services to the Company for three years as of 2023. In 2023, Da Hua issued a standard unqualified audit opinion to the Company. There does not exist any circumstances where the Company terminated the services of the former accounting firm after having engaged it to carry out partial of the audit work.



---

## LETTER FROM THE BOARD

---

### *(ii) Reasons for the proposed change of accounting firm*

Pursuant to the Decision of Administrative Penalty ([2024] No.1) (《行政處罰決定書》([2024] 1號)) issued by the Jiangsu Securities Regulatory Bureau of the CSRC, Da Hua has been suspended from engaging in securities service business for a term of six months (i.e. from 10 May 2024 to 9 November 2024). During its suspension, Da Hua is unable to conduct interim review business for the Company. In light of the aforementioned reasons and the principle of due diligence, the Company intends to appoint ShineWing Certified Public Accountants to provide audit service on the interim report 2024 to the Company.

### *(iii) Communication between the Company and its former and subsequent accounting firms*

The Company has communicated with Da Hua in advance regarding the change of accounting firm and Da Hua has no objection to such matters. The Board of the Company would like to express its sincere gratitude to Da Hua for its hard work in providing audit services to the Company over the years. As the change of the accounting firm for reviewing the 2024 interim period of the Company is subject to the consideration and approval at the general meeting, the former and subsequent accounting firms will do the relevant communication and coordination work in accordance with the relevant requirements under the PRC Auditing Standard for Certified Public Accountants No. 1153 — Communication between Former Certified Public Accountants and Subsequent Certified Public Accountants in due course.

## III. EGM

The EGM will be held by the Company at 9:30 a.m. on Friday, 9 August 2024 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 resolution 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

---

### IV. 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, voting on the resolution as set out in the notice of EGM will be conducted by way of a poll under the articles of association of the Company.

During the poll, every Shareholder presents 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.

### V. 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 you to vote in favour of the ordinary resolution 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.**

**LU Zhili**

*Chairman*

---

## NOTICE OF THE 2024 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 2024 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 first extraordinary general meeting (the “**EGM**”) of Central China Securities Co., Ltd. (the “**Company**”) will be held at 9:30 a.m. on Friday, 9 August 2024 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 resolution:

Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 24 July 2024.

### AS ORDINARY RESOLUTION

1. To consider and approve the change of the accounting firm for reviewing interim report 2024.

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

Henan, the PRC  
24 July 2024

#### *Notes:*

1. The register of members of H Shares of the Company will be closed from 6 August 2024 to 9 August 2024 (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 5 August 2024.

---

## NOTICE OF THE 2024 FIRST EXTRAORDINARY GENERAL MEETING

---

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. 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 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City, Henan Province, the PRC.

*As at the date of this notice, the executive Director of the Company is Mr. LU Zhili; the non-executive Directors are Mr. LI Xingjia, Ms. ZHANG Qiuyun, Mr. TANG Jin and Mr. TIAN Shengchun; and the independent non-executive Directors are Ms. ZHANG Dongming, Mr. CHEN Zhiyong, Mr. TSANG Sung and Mr. HE Jun.*