

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



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

On 31 December 2023, the revised “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” officially came into effect, making relevant requirements for the electronic release of corporate communications; In May 2024, the CSRC revised the “Regulations on Strengthening the Supervision of Listed Securities Companies” (《關於加強上市證券公司監管的規定》), which put forward new and higher requirements for corporate governance. In order to comply with regulatory requirements and meet the Company’s development needs, the board of directors (the “**Board**”) of Central China Securities Co., Ltd. (the “**Company**”) resolved to propose the following amendments to the relevant articles in the Articles of Association of the Company (the “**Proposed Amendments**”):

Details of the Proposed Amendments are as follows:

Before amendments	After amendments
<p>Article 1 These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “PRC”) (the “Company Law”), the Securities Law of the PRC (the “Securities Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Companies (the “Special Provisions”). Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Reply of the State Council on Adjusting Provisions on Notice Period of General Meeting and Other Relevant Matters Applicable to Overseas Listed Companies, the Guidelines for the Articles of Association of Listed Companies of the CSRC and other relevant provisions, to safeguard the legal interests of Central China Securities Co., Ltd. (the “Company”), its shareholders and creditors thereof, and to regulate the organization and conduct of the company.</p>	<p>Article 1 These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “PRC”) (the “Company Law”), the Securities Law of the PRC (the “Securities Law”), Special Provisions of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Companies (the “Special Provisions”). Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Reply of the State Council on Adjusting Provisions on Notice Period of General Meeting and Other Relevant Matters Applicable to Overseas Listed Companies, the Guidelines for the Articles of Association of Listed Companies of the CSRC and other relevant provisions, to safeguard the legal interests of Central China Securities Co., Ltd. (the “Company”), its shareholders and creditors thereof, and to regulate the organization and conduct of the company.</p>
<p>Article 60 The Company’s shareholders shall comply with the conditions prescribed by the securities regulatory authority of the State.</p>	<p>Article 60 The Company’s shareholders shall comply with the conditions prescribed by the securities regulatory authority of the State. <u>Any institution or individual who becomes a major shareholder of the Company or the de facto controller of the Company without the approval of the securities regulatory authority of the State Council shall make corrections within a time limit. Before making corrections, it shall not exercise the rights of, amongst others, proposing to convene a general meeting, voting, nomination, making proposals and disposition.</u></p>

Before amendments	After amendments
<p>Shareholders of the Company are persons lawfully holding shares of the Company, with names (titles) recorded in register of shareholders. The shareholders enjoy rights and assume obligations as per the shares they hold; the same shares represent the same rights and the same obligations.</p> <p>.....</p>	<p>Shareholders of the Company are persons lawfully holding shares of the Company, with names (titles) recorded in register of shareholders. The shareholders enjoy rights and assume obligations as per the shares they hold; the same shares represent the same rights and the same obligations.</p> <p><u>The Company’s shareholders, de facto controllers of shareholders and other related parties shall not require the Company and its subsidiaries to encroach on the funds and assets of the Company and its subsidiaries, and damage the legitimate rights and interests of Company and other shareholders and customers through illegal related party transactions, external investments, financing, guarantees, sales of financial products, etc.</u></p> <p>.....</p>
<p>Article 90 In accordance with laws and regulations and provisions of the securities regulatory authority at the place where the Company’s shares are listed, notice of the general meeting served to holders of the overseas listed foreign shares may be published on the website of the Hong Kong Stock Exchange, instead of methods by personal delivery or prepaid mail.</p>	<p>Article 90 In accordance with laws and regulations and provisions of the securities regulatory authority at the place where the Company’s shares are listed, notice of the general meeting served to holders of the overseas listed foreign shares may be published on the website of the Hong Kong Stock Exchange, instead of methods by personal delivery or prepaid mail.</p>

Before amendments	After amendments
<p>Article 313 Where a notice of the Company is served by announcement, the notice shall be deemed as received by the relevant persons once it is published. Where there are regulations specified by the regulatory authority at the place where the Company's shares are listed, the relevant regulations shall prevail.</p> <p>Any notice sent by the Company to the holders of overseas listed foreign shares, if sent by announcement, shall be submitted in electronic form to the Hong Kong Stock Exchange for immediate release through the electronic publication system of the Hong Kong Stock Exchange on the same date according to local listing rules, so as to be published on the websites of the Hong Kong Stock Exchange and the Company. In addition, the aforesaid notice shall be sent by personal delivery or prepaid mail to the registered addresses in the register of holders of overseas listed foreign shares according to rules of listing place, so that the shareholders are fully informed and have enough time to exercise their rights or act in accordance with the notice.</p>	<p>Article 313 Where a notice of the Company is served by announcement, the notice shall be deemed as received by the relevant persons once it is published. Where there are regulations specified by the regulatory authority at the place where the Company's shares are listed, the relevant regulations shall prevail.</p> <p>Any notice sent by the Company to the holders of overseas listed foreign shares, if sent by announcement, shall be submitted in electronic form to the Hong Kong Stock Exchange for immediate release through the electronic publication system of the Hong Kong Stock Exchange on the same date according to local Hong Kong listing rules, so as to be published on the websites of the Hong Kong Stock Exchange and the Company. In addition, the aforesaid notice shall be sent by personal delivery or prepaid mail to the registered addresses in the register of holders of overseas listed foreign shares according to rules of listing place, so that the shareholders are fully informed and have enough time to exercise their rights or act in accordance with the notice.</p>

Before amendments	After amendments
<p>The holders of overseas listed foreign shares of the Company may obtain in written form (by e-mail or by post) the corporate communications about the Company that the Company shall send to the shareholders, and may choose to receive either or both of the Chinese and English versions. The holders of overseas listed foreign shares may, in a reasonable period, also notify the Company in writing in advance to revise the means of receiving the aforesaid information and the relevant version thereof according to proper procedures.</p> <p>In case the Directors and the shareholders need to prove that the notice, documents, data, or written statement have been sent to the Company, the evidence that relevant notice, document, data, or written statement have been sent to correct address by the usual way or prepaid mail within a specified time has to be provided.</p>	<p>The holders of overseas listed foreign shares of the Company may obtain in written form (by e-mail or by post) the printed copies of the corporate communications about the Company that the Company shall send to the shareholders, and may choose to receive either or both of the Chinese and English versions. The holders of overseas listed foreign shares may, in a reasonable period, also notify the Company in writing in advance to revise the means of receiving the aforesaid information and the relevant version thereof according to proper procedures.</p> <p>In case the Directors and the shareholders need to prove that the notice, documents, data, or written statement have been sent to the Company, the evidence that relevant notice, document, data, or written statement have been sent to correct address by the usual way or prepaid mail within a specified time has to be provided.</p>

Before amendments	After amendments
<p>Although the Company is required to provide corporate communications in writing to shareholders according to the preceding paragraph, if the Company has obtained the shareholders' prior written consent or implied consent according to relevant laws and regulations and the Hong Kong Listing Rules amended from time to time, it may send corporate communications to shareholders by electronic means or via publication on the website of the Company. The corporate communications include, but is not limited to: circulars, annual reports, interim reports, quarterly reports, notices of general meeting and other corporate communications listed in the Hong Kong Listing Rules. Report of the Board along with balance sheet (including each file which is specified by applicable law to be inserted as appendix in balance sheet), income statement, statement of income and expenditure or (ii) summary financial report, shall be handed over or delivered to the registered address of each shareholder by post at least 21 days prior to the convening of the general meeting.</p> <p>.....</p>	<p>Although the Company is required to provide corporate communications in writing to shareholders according to the preceding paragraph, if the Company has obtained the shareholders' prior written consent or implied consent according to relevant laws and regulations and the Hong Kong Listing Rules amended from time to time, it <u>The Company</u> may send corporate communications to <u>holders of overseas listed foreign shares</u> by electronic means or via publication on the website of the Company. The corporate communications include, but is not limited to: circulars, annual reports, interim reports, quarterly reports, notices of general meeting and other corporate communications listed in the Hong Kong Listing Rules. Report of the Board along with balance sheet (including each file which is specified by applicable law to be inserted as appendix in balance sheet), income statement, statement of income and expenditure or (ii) summary financial report, shall be handed over or delivered <u>provided</u> to the registered address of each shareholder by post at least 21 days prior to the convening of the general meeting. <u>Subject to the laws, administrative regulations, and the requirements of the securities regulatory authority at the place where the Company's shares are listed, it may be provided by way of publication on the Company's website and the Hong Kong Stock Exchange's website.</u></p> <p>.....</p>

Except for the above Articles, other Articles in the Company's 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 consideration and approval by the shareholders of the Company by way of a special resolution at the general meeting of the Company (the “**General Meeting**”).

A circular of the Company containing, among other things, details of the Proposed Amendments to the Articles of Association and a notice of the extraordinary general meeting will be published in due course.

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

Henan, the PRC
2 December 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; Mr. CHEN Zhiyong, Mr. TSANG Sung and Mr. HE Jun as independent non-executive Directors.