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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)

- (I) PROPOSED A SHARE ISSUE;**
- (II) PROPOSED APPOINTMENT AND RE-APPOINTMENT OF INTERNATIONAL AND PRC ACCOUNTANTS;**
- (III) PROPOSED INCREASE OF ALLOWANCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;**
- (IV) PROPOSED REWARD TO CHAIRMAN AND PRESIDENT;**
- (V) PROPOSED APPOINTMENT NON-EXECUTIVE DIRECTOR; AND**
- (VI) PROPOSED AMENDMENT TO THE EXISTING ARTICLES**

(I) PROPOSED A SHARE ISSUE

Reference is made to the announcement of the Company dated 1 July 2014. As disclosed in the announcement, the competitiveness and growth indicators of the Company complied with the prudential regulatory requirements imposed by the CSRC on securities companies applying for initial public offering and listing, and the Company would also consider to re-submit its A share offering applications to the CSRC at the time appropriate.

The Board announced that, at the meeting of the Board of the Company held on 29 September 2014, it is resolved that the Company will propose to re-submit its A share offering application to the CSRC and other relevant regulatory authorities. The A Share issue is subject to approval by Shareholders at the EGM, Domestic Share Class Meeting and H Share Class Meeting and approvals by the CSRC and other relevant regulatory authorities.

Proposal of A Share Issue

The details of the proposed A Share Issue are as follows:

- Place of listing : SSE
- Type of Shares to be issued and nominal value : Class A ordinary shares with a nominal value of RMB1.00 each

- Number of A Shares to be issued : The number of A Shares to be issued will be no more than 877,205,000 shares (including any Shares that may be issued under the over-allotment option) and will not exceed 25% of the enlarged total issued share capital of the Company upon completion of the A Share Issue (including the H Shares, Domestic Shares and A Shares in issue). In particular, the total size of actual issue, over-allotment and proportion of allotment will be determined by the Board or persons authorized by the Board pursuant to the authorizations from the general meeting of the Company, based on the capital requirements of the Company, communication with the regulatory authorities and the prevailing market conditions at the time of the issuance
- Target subscribers : Natural persons, legal entities and other institutional investors in the territory of China that which have maintained RMB ordinary shares (A Shares) holder accounts with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited (except those prohibited by the PRC laws, administrative regulations, other applicable regulatory instruments and other regulatory requirements to which an issuer is subject to)
- Strategic placing : According to the business cooperation and scale of financing needs, the Company intends to implement strategic placing under the A Share Issue so as to allot some of the A Shares to investors that satisfy the requirements of the laws and regulations and meet the development and strategic needs of the Company. The specific proportion of placing will be determined based on the requirements of the laws and regulations and subject to market conditions
- Method of pricing : Subject to the approval of the A Share Issue by the CSRC, the Board of the Company will organize roadshow presentations with the sponsor (lead underwriter) and joint lead sponsors (if any) and conduct cumulative bidding price consultations within the price range where the issue price will be determined based on the results of the cumulative bidding price consultations and market conditions; or other methods of pricing as recognized by the CSRC
- Method of issue : The A Share Issue will be conducted by a combination of offline price consultations to target places and initial public offering or other methods as recognized by the CSRC
- Transfer of state-owned shares : The state-owned shareholders of the Company shall fulfill their obligations to transfer 10% of the Shares actually issued by the Company under the A Share Issue (including the additional 10% of the Shares under the over-allotment option if exercised) as part of the transfer of Shares of the Company to the National Council for Social Security Fund (全國社會保障基金理事會). The matters relating to the implementation of the transfer of state-owned shares under the A Share Issue to the National Council for Social Security Fund shall be subject to the requirements of the relevant authorities of the State
- Conversion into a joint stock company with limited liability with domestic and overseas listed shares : According to the plan of A Share Issue and taking into account the H Shares of the Company in issue, the Company will apply for the conversion into a joint stock company with limited liability with domestic and overseas listed shares

Validity of the resolution : The proposal of A Share Issue shall be subject to approval by Shareholders at the EGM, Domestic Share Class Meeting and H Share Class Meeting. Upon approval, the proposal of A Share Issue shall be valid for 12 months from the date of passing of such resolution at the EGM, Domestic Share Class Meeting and H Share Class Meeting

Use of proceeds from the A Share Issue

The amount of the gross proceeds from the proposed A Share Issue will be determined by the issue price per Share (to be fixed after the price consultation) multiplied by the number of A Shares to be issued. The gross proceeds, after deducting the expenses incurred for A Share Issue, are proposed to be fully used as working capital of the Company to support future business development of the Company and facilitate achievement of strategic growth objectives of the Company. For details relating to the strategic growth objectives of the Company, please refer to the section headed “Business – Business Strategies” in the prospectus of the Company dated 11 June 2014.

Proposed amendment or adoption of the A Share Issue Documents

To comply with the requirements of the CSRC and SSE in connection with the application of A Share Issue, the Company proposed to amend and adopt the A Share Issue Documents as follows:

(1) Adoption of Pre-A Share Issue Accumulated Profit Distribution Plan

In accordance with the relevant PRC requirements in connection with the A Share Issue, the Company proposed to adopt the following plan on accumulated profit distribution prior to the A Share Issue:

“Prior to the public offering of shares, the Company may resolve to make profit distribution at relevant general meetings and set aside the undistributed accumulated profits for new and existing Shareholders after the public offering of shares.”

The Pre-A Share Issue Accumulated Profit Distribution Plan is subject to approval by Shareholders at the EGM, Domestic Share Class Meeting and H Share Class Meeting.

(2) A Share Issue Dividend Return Plan

Pursuant to the Notice Regarding Further Implementation of Cash Dividends Distribution of Listed Companies (《關於進一步落實上市公司現金分紅有關事項的通知》) and other requirements of the CSRC, the Company shall formulate and adopt the A Share Issue Dividend Return Plan in connection with the A Share Issue. The A Share Issue Dividend Return Plan is subject to approval by Shareholders at the EGM, Domestic Share Class Meeting and H Share Class Meeting and completion of the A Share Issue.

Details of the A Share Issue Dividend Return Plan will be set out in the circular to be despatched to the Shareholders.

(3) A Share Issue Price Stabilization Proposal

In accordance with the Opinions Regarding Further Promotion of Structural Reforms on Issue of New Shares (《關於進一步推進新股發行體制改革的意見》) (CSRC Notice [2013] No.42) and other requirements of the CSRC, the Company shall formulate and adopt the A Share Issue Price Stabilization Proposal in connection with the A Share Issue. The A Share Issue Price Stabilization Proposal is subject to approval by Shareholders at the EGM, Domestic Share Class Meeting and H Share Class Meeting and completion of the A Share Issue.

Details of the A Share Issue Price Stabilization Proposal will be set out in the circular to be despatched to the Shareholders.

(4) A Share Issue Undertaking

In accordance with the Opinions Regarding Further Promotion of Structural Reforms on Issue of New Shares (《關於進一步推進新股發行體制改革的意見》) (CSRC Notice [2013] No.42) and other relevant requirements of the CSRC, the Company shall issue the A Share Issue Undertaking in connection with the A Share Issue. The A Share Issue Undertaking is subject to approval by Shareholders at the EGM, Domestic Share Class Meeting and H Share Class Meeting and completion of the A Share Issue.

Details of the A Share Issue Undertaking will be set out in the circular to be despatched to the Shareholders.

(5) Amendment to Articles

Pursuant to the Company Law of the People's Republic of China 《中華人民共和國公司法》, Securities Law of the People's Republic of China 《中華人民共和國證券法》, Guidelines for the Articles of Association of Listed Companies and the relevant requirements of the CSRC, the Company shall make amendment to the Articles in relation to the A Share Issue. The amendment to the Articles in relation to the A Share Issue are subject to approval by Shareholders at the EGM, Domestic Share Class Meeting and H Share Class Meeting and approval by or filing with the regulatory authorities and completion of the A Share Issue. The implementation of which shall take place on the date of the completion of the A Share Issue of the Company. Prior to that, the existing Articles shall continue to apply.

Details of the amendment to the Articles in relation to the A Share Issue will be set out in the circular to be despatched to the Shareholders.

Authorization granted to the Board to deal with matters relating to the A Share Issue

To ensure smooth completion of the A Share Issue, the Board resolved to propose at the EGM, Domestic Share Class Meeting and H Share Class Meeting to authorize the Board and, with delegation by the Board, authorize the Chairman to deal with all detailed matters relating to the A Share Issue in accordance with the laws (pursuant to which the Chairman may delegate other Directors to deal with matters relating to the A Share Issue), including but not limited to the following:

- (1) engage intermediaries in connection with the A Share Issue and determine their fees;
- (2) prepare, revise, execute and submit all documents relating to the A Share Issue;

- (3) determine details of the proposal of the A Share Issue pursuant to the proposal of A Share Issue passed at the EGM and the provisions or requirements of securities regulatory authorities of the State Council based on the prevailing conditions of the market where the A Share Issue takes place (including but not limited to the A Share issue price, issue size, strategic placing and over-allotment matters and proportion of placing, method of issue, target subscribers, timing of issue, proposed use of proceeds and other matters relating to the implementation of the proposal of the A Share Issue);
- (4) submit the application of A share listing to the SSE and deal with matters relating to the listing and circulation of A Shares;
- (5) final confirmation of the terms such as the listing approval date and reference number, registered capital, shareholding structure, custodian of shares and information disclosure publications in the Articles based on the actual conditions of the A share listing after the public offering and listing of A Shares by the Company, and deal with the registration of changes in particulars with the industry and commerce bureau; and
- (6) deal with other matters relating to the A share Issue.

The above authorization shall be valid for 12 months from the date of passing of such resolution at the EGM, Domestic Share Class Meeting and H Share Class Meeting.

Reasons for and Benefits of the A Share Issue

Since the PRC securities industry implements net capital as the core of the risk control index system, the capital scale of securities firms directly determines the size of their business. Therefore, securities firms are actively taking a variety of ways to expand their scale of capital, some leading securities firms in the industry have increased their capital through methods such as listing to expand their business scale, continuously optimize their revenue structures and vigorously develop innovative business. As the only securities firm registered and headquartered in Henan, the Company is facing the abundant development opportunities brought by the development of the securities industry which is strongly supported by the State, the continuous innovation of the financial markets, the implementation of “Central Plains Economic Zone (中原經濟區)” and “Zhengzhou Airport Economic Experimental Zone (鄭州航空港經濟綜合實驗區)” and other strategic plans of the States. As such, the Company needs to enhance its sustainable development capacity, promote the realization of its strategic development goals by raising fund through the A Share Issue.

Effects of the A Share Issue on the shareholding structure of the Company

Assuming that a total of 877,205,000 A Shares under the A Share Issue are permitted for issuance and the issued share capital of the Company prior to completion of the A Share Issue remains unchanged, the shareholding structure of the Company as at the date of this announcement and immediately after the completion of the A Share Issue is set out as follows:

	As at the date of this announcement		Immediately after the completion of the A Share Issue	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Domestic Shares				
Domestic Shares in issue	1,973,705,700	75.00%	1,973,705,700	56.25%
A Shares under the A Share Issue	–	–	877,205,000	25.00%
H Shares	657,910,000	25.00%	657,910,000	18.75%
Total	<u>2,631,615,700</u>	<u>100%</u>	<u>3,508,820,700</u>	<u>100%</u>

During the period from the date of listing of the H Shares of the Company on the Stock Exchange (i.e. 25 June 2014) to the date of this announcement, no fund raising activities were conducted.

(II) PROPOSED APPOINTMENT AND RE-APPOINTMENT OF INTERNATIONAL AND PRC ACCOUNTANTS

Given the satisfactory audit services provided by PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) in the course of the application of the listing of H Shares of the Company, the Board has appointed PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the Company's international accountants after the listing of the H Shares. On the other hand, having considered the satisfactory audit services provided by Shinewing Certified Public Accountants (Special General Partnership) in the course of the then proposed initial public offering of the RMB ordinary shares (A Shares) and the preparation of the annual reports of the Company since 2012 and taking into the consideration of the opinions of the Audit Committee of the Board, to facilitate communication, the Board proposed to seek for the Shareholders' approval on the appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) as the international accountants of the Company for the financial year of 2014, and the re-appointment of Shinewing Certified Public Accountants (Special General Partnership) as the PRC accountants of the Company for the financial year of 2014.

The Company will seek approval from Shareholders at the EGM with respect to the appointment and re-appointment of PricewaterhouseCoopers and PricewaterhouseCoopers Zhong Tian LLP (Special General Partnership) and Shinewing Certified Public Accountants (Special General Partnership) as the international and PRC accountants of the Company for the financial year of 2014, and authorize the Board to determine their respective remuneration.

(III) PROPOSED INCREASE OF ALLOWANCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Following the listing of H Shares of the Company, the workload and responsibilities undertaken by the independent non-executive Directors have increased. Accordingly, in line with the examples of other listed companies in Hong Kong, coupled with the actual conditions of the Company and taking into consideration of the opinions of the Remuneration and Nomination Committee of the Board, the Company proposed to increase the allowance of the independent non-executive Directors from RMB126,000 (after tax) to RMB210,000 (after tax) per annum and the allowance will remain to be distributed monthly.

The above adjustment to allowance is subject to approval by Shareholders by way of ordinary resolution at the EGM.

The independent non-executive Directors have abstained from voting with respect to the relevant resolutions at the meeting of the Board.

(IV) PROPOSED REWARD TO CHAIRMAN AND PRESIDENT

To recognize the outstanding contribution of Mr. JIAN Mingjun, Chairman of the Company and Mr. ZHOU Xiaoquan, President of the Company for the listing of H Shares of the Company, the Company proposed to grant them special reward according to the Articles and the Implementation Measures for Reward Distribution. Taking in account that the key management of the Company had not indirectly subscribe Shares by way of QDII products or being distributed with any rewards through other methods prior to the listing of the Company in Hong Kong and the opinions of the Remuneration and Nomination Committee of the Board, to align the interest of the Company's key management and employees with that of the Company, the Company proposed to grant shares equivalent to RMB1.0 million (before tax) and RMB600,000 (before tax) to Mr. JIAN Mingjun and Mr. ZHOU Xiaoquan, respectively (where the number of Shares for each of them is calculated at the share price on the execution date of the reward) as reward. The above reward will be executed through the purchase of QDII products in accordance with the laws when relevant conditions are met or through other legal methods.

The above reward is subject to approval by Shareholders by way of ordinary resolution at the EGM and the relevant funds will be charged to the Company as reward in 2014.

Mr. JIAN Mingjun and Mr. ZHOU Xiaoquan have abstained from voting in respect of the relevant resolutions at the meeting of the Board.

(V) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Reference is made to the announcement of the Company dated 24 September 2014. As disclosed in the announcement, Mr. WANG Jinian resigned as non-executive Director, member of the Development and Strategy Committee and member of the Risk Management Committee of the Board on 24 September 2014. After consideration, the Board hereby proposed to appoint Mr. YU Zeyang (“**Mr. YU**”) as non-executive Director.

The biographical details of Mr. YU are as follows:

Mr. YU Zeyang, aged 44, currently the head of capital operation of China Pingmei Shenma Energy & Chemical Group Co., Ltd. (中國平煤神馬能源化工集團有限責任公司), general manager of Henan Zhongping Investment Co., Ltd. (河南中平投資有限公司), supervisor of Pingdingshan Tianan Coal Mining Co., Ltd. (平頂山天安煤業股份有限公司) (the shares of which are listed on the SSE; stock code: 601666) and director of Henan Xindaxin Materials Co., Ltd. (河南新大新材料股份有限公司) (the shares of which are listed on the Shenzhen Stock Exchange; stock code: 300080). During February 2005 to January 2011, Mr. YU served as deputy head of secretariat of the board of directors of Pingdingshan Coal (Group) Co., Ltd. (平頂山煤業(集團)有限責任公司), deputy chief of office of the board of directors of and deputy head of secretariat of general office of Pingdingshan Coal (Group) Co., Ltd. (平頂山煤業(集團)有限責任公司), and head of secretariat of general office of China Pingmei Shenma Energy & Chemical Group Co., Ltd (中國平煤神馬能源化工集團有限責任公司). Mr. YU graduated from Jiaozuo Mining Institute (焦作礦業學院) with a bachelor's degree in mining engineering in July 1992. He is currently a senior accountant.

Save as disclosed above, Mr. YU confirmed that (i) he does not hold any position of the Group nor any other directorship in other listed companies for the past three years; (ii) he does not have any relationship with any other 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 Securities and Futures Ordinance (Cap. 571).

Save as disclosed above, the Company considers that, there is no information which is discloseable nor is/was Mr. YU involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules of the Stock Exchange, and there are no other matters that need to be brought to the attention of the Shareholders of the Company.

Mr. YU's appointment as a non-executive Director shall take effect upon the obtaining of approval for the resolution regarding the appointment of Mr. YU as non-executive Director at the EGM from the Shareholders and the approval from the CSRC and/or relevant authorities of the State, and the Company will also enter into a service contract with him and consider to appoint Mr. YU as member of the Development and Strategy Committee and member of the Risk Management Committee. Mr. YU's term of office will commence from the date of EGM or the date of approval from the CSRC and/or relevant authorities of the State (whichever is later) until the expiry of the term of the fourth session of the Board of the Company. His remuneration will be determined after considering the proposal by the Remuneration and Nomination Committee of the Board with reference to the remuneration of the other non-executive Directors.

(VI) PROPOSED AMENDMENT TO EXISTING ARTICLES

According to the development needs of the Company, after due and careful assessment, the Company proposed to set up an alternative investment subsidiary to conduct investment in financial products other than those stated in the List of Securities Investment Products for the Proprietary Trading of Securities Companies (《證券公司證券自營投資品種清單》). Pursuant to the Securities Law, the Company Law, the Regulations on Supervision and Management of Securities Companies (《證券公司監督管理條例》), the Tentative Provisions for the Examination and Approval of the Scope of Business of Securities Companies (《證券公司業務範圍審批暫行規定》), the Trial Provision for the Establishment of Subsidiaries by Securities Companies (《證券公司設立子公司試行規定》) and the relevant requirements of the laws and regulations of the PRC, the Company proposed to amend Article 17 of the existing Articles. Details are as follows:

Original version:

“Subject to the national laws and regulations and approval by the securities regulatory authorities, the Company can set up wholly-owned subsidiaries to conduct direct investment business.”

Proposed to be amended as follows:

“Subject to the national laws and regulations and approval by the securities regulatory authorities, the Company can set up wholly-owned subsidiaries to conduct direct investment business.

Pursuant to the laws and administrative regulations and relevant requirements of the CSRC, the Company can set up subsidiaries to conduct investment in financial products other than those stated in the List of Securities Investment Products for the Proprietary Trading of Securities Companies.”

The above amendment is subject to approval by Shareholders by way of special resolution at the EGM and obtaining of all necessary approval, authorization or registration from or filing with the relevant government or regulatory authorities (if applicable).

GENERAL

The EGM will be convened by the Company to seek approval from Shareholders for, inter alia, (i) the proposed A Share Issue; (ii) the proposed appointment and re-appointment of international and PRC accountants; (iii) the proposed increase of allowance of independent non-executive Directors; (iv) the proposed reward to Chairman and President; (v) the proposed appointment of non-executive Director; and (vi) the proposed amendment to the existing Articles. The Domestic Share Class Meeting and H Share Class Meeting will also be held by the Company respectively to seek approval from holders of Domestic Share and H Share for the proposed A Share Issue. Please be noted that, other than approval from Shareholders, the proposed A Share Issue is still subject to approval from the CSRC and other relevant regulatory authorities.

A circular containing, among other things, details of the (i) proposed A Share Issue; (ii) proposed appointment and re-appointment of the international and PRC accountants; (iii) proposed increase of allowance of independent non-executive Directors; (iv) proposed reward to Chairman and President; (v) proposed appointment of non-executive Director; and (vi) proposed amendment to the existing Articles, will be despatched to Shareholders as soon as practicable under the Listing Rules.

Given that the A Share Issue is subject to approval by the CSRC and other relevant regulatory authorities and may or may not proceed, Shareholders and investors shall exercise caution when dealing in the H Shares of the Company. The Company shall make further announcement to disclose any major updates and developments in respect of the A Share Issue in accordance with the Listing Rules and other applicable laws and regulations.

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

“A Share(s)”	the ordinary share(s) subscribed for in RMB, which are proposed to be issued by the Company in connection with the A Share Issue
“A Share Issue”	the proposed initial public offering of no more than 877,205,000 A Shares by the Company, which will be listed on the SSE
“A Share Issue Documents”	the Pre-A Share Issue Accumulated Profit Distribution Plan, A Share Issue Dividend Return Plan, A Share Issue Price Stabilization Proposal, A Share Issue Undertaking and Articles
“A Share Issue Dividend Return Plan”	the dividend return plan with respect to the initial public offering of RMB ordinary shares (A Shares) proposed to be formulated and adopted by the Company in connection with the A Share Issue
“A Share Issue Price Stabilization Proposal”	the price stabilization proposal after the initial public offering and listing of RMB ordinary shares (A Shares) proposed to be formulated and adopted by the Company in connection with the A Share Issue
“A Share Issue Undertaking”	the undertaking proposed to be issued by the Company in connection with the A Share Issue
“Articles”	the articles of the Company as amended from time to time
“Board”	the Board of 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 of which are listed on the Main Board of the Stock Exchange
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	issued ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB

“Domestic Share Class Meeting”	the domestic share class meeting to be held immediately after the conclusion of the EGM or any adjournment thereof for holders of Domestic Share to consider and approve, inter alia, the resolution regarding the proposed A Share Issue
“EGM”	the extraordinary general meeting to be convened and held by the Company or any adjournment thereof for Shareholders to consider and approve, inter alia, resolutions regarding (i) the proposed A Share Issue; (ii) proposed appointment and re-appointment of the international and PRC accountants; (iii) proposed increase of allowance of independent non-executive Directors; (iv) proposed reward to Chairman and President; (v) proposed appointment of non-executive Directors; and (vi) proposed amendment to the existing Articles
“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“H Share Class Meeting”	the H share class meeting to be held immediately after the conclusion of the Domestic Share Class Meeting or any adjournment thereof for holders of H Share to consider and approve, inter alia, the resolution regarding the proposed A Share Issue
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement only, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Pre-A Share Issue Accumulated Profit Distribution Plan”	the accumulated profit distribution plan prior to the initial public offering of RMB ordinary shares (A Shares) proposed to be formulated and adopted by the Company in connection with the A Share Issue
“QDII”	qualified domestic institutional investors
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholders of the Company
“Share(s)”	Domestic Shares and H Shares

“SSE” Shanghai Stock Exchange
“Stock Exchange” The Stock Exchange of Hong Kong Limited
“%” per cent.

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

Henan, the PRC
29 September 2014

As at the date of this announcement, the Board comprises executive Directors JIAN Mingjun and ZHOU Xiaoquan, non-executive Directors LI Xingjia, ZHANG Qiang, ZHU Jie and WANG Lixin, and independent non-executive Directors ZHU Shanli, YUAN Dejun, SHI Dan and YUEN Chi Wai.