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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 2022 FIRST EXTRAORDINARY GENERAL MEETING;
(II) APPOINTMENT OF NON-EXECUTIVE DIRECTOR;
(III) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(IV) ADJUSTMENT TO THE COMPOSITION OF THE MEMBERS OF
THE SPECIALIZED COMMITTEES UNDER THE BOARD**

References are made to the notice (the “**Notice**”) and the circular (the “**Circular**”) of the 2022 first extraordinary general meeting (the “**EGM**”) of Central China Securities Co., Ltd. (the “**Company**”) dated 25 January 2022. Unless otherwise specified, 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 EGM

The Board is pleased to announce that the EGM was held at 9:30 a.m. by way of an on-site meeting on Thursday, 17 February 2022 at Conference Room, 17F, Zhongyuan Guangfa Finance Building, No. 10 Business Outer Ring Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC. The convening and holding of and the voting method of the EGM complied with the requirements of the Company Law and the Articles of Association. The EGM was convened by the Board and chaired by Mr. Jian Mingjun, the Chairman of the Board. All Directors, supervisors of the Company (the “**Supervisors**”) and the Secretary to the Board attended the EGM, while certain senior management members of the Company were also present at the EGM. Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company, acted as the scrutineer at the EGM, while one Director, one Supervisor and the Secretary to the Board of the Company counted the votes and scrutinized the votes.

(i) Poll Results

Voting at the EGM was conducted by a combination of network voting and onsite voting. Pursuant to relevant PRC laws and regulations, the A Shareholders were entitled to vote at the EGM in person, by proxy, or via network for the relevant resolutions. The time of network voting for the resolutions proposed at the EGM for the A Shareholders on 17 February 2022 was set out in the notice of the EGM to the A Shareholders dated 26 January 2022 published on the website of the Shanghai Stock Exchange separately.

As at the date of the EGM, the total number of the Shares entitling the holders of which to attend and vote on the resolutions considered at the EGM 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 EGM. There was no Share entitling Shareholders to attend but required to abstain from voting in favour of any resolutions at the EGM 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 EGM, and no party has indicated its intention in the Circular to vote against or to abstain from voting on any resolutions at the EGM.

A total of 33 Shareholders and authorized representatives holding a total of 1,387,855,110 Shares carrying voting rights of the Company, representing approximately 29.892087% of the total number of Shares carrying voting rights of the Company, attended the EGM. Among which, 32 were A Shareholders and representatives thereof holding a total of 1,311,873,478 Shares, representing approximately 28.255569% of the total number of Shares carrying voting rights of the Company; and 1 was H Shareholder and representative thereof holding a total of 75,981,632 Shares, representing approximately 1.636518% of the total number of Shares carrying voting rights of the Company.

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

SPECIAL RESOLUTION			FOR		AGAINST		ABSTAIN	
			Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
1	To consider and approve the resolution on the amendments to the Articles of Association	A Shares	1,298,061,187	98.947132	13,812,091	1.052853	200	0.000015
		H Shares	16,563,000	21.798689	59,418,632	78.201311	0	0.000000
		Total	1,314,624,187	94.723446	73,230,723	5.276540	200	0.000014
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 (%)
2	To consider and approve the resolution on the election of Mr. Tang Jin as a non-executive Director of the seventh session of the Board	A Shares	1,311,688,878	99.985929	184,600	0.014071	0	0.000000
		H Shares	75,914,632	99.911821	67,000	0.088179	0	0.000000
		Total	1,387,603,510	99.981871	251,600	0.018129	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 resolution on the election of Mr. He Jun as an independent non-executive Director of the seventh session of the Board.	A Shares	1,311,742,178	99.989991	131,300	0.010009	0	0.000000
		H Shares	75,943,632	99.949988	38,000	0.050012	0	0.000000
		Total	1,387,685,810	99.987801	169,300	0.012199	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.								

(ii) Witness by Lawyers

Three lawyers from Beijing Junzhi Law Firm, the PRC legal advisers to the Company, witnessed the EGM and were of the opinion that the convening and holding procedures of the EGM, the qualifications of attendees at and the conveners of the EGM, the voting process and the poll results of the EGM are all complied with the requirements of the relevant laws and regulations, normative documents and the Articles of Association, and that the resolutions passed at the EGM were lawful and valid.

(II) APPOINTMENT OF NON-EXECUTIVE DIRECTOR

As the resolution in relation to the election of Mr. Tang Jin as a non-executive Director of the seventh session of the Board has been passed at the EGM, the appointment of Mr. Tang Jin shall become effective from the date of the EGM (i.e. 17 February 2022), and his term of office shall commence from 17 February 2022 and end at the expiry of the term of office of the seventh session of the Board. Biographical details of Mr. Tang Jin and the information required to be disclosed under Rule 13.51(2) of the Hong Kong Listing Rules are set out in the announcement of the Company dated 18 January 2022 (the “**Announcement**”) and the Circular. As at the date of this announcement, there were no changes in the biographical details of Mr. Tang Jin or other information relating to his appointment.

Save as disclosed in the Announcement and the Circular, as at the date of this announcement, Mr. Tang Jin has confirmed that (i) he has not held any position of the Company or its subsidiaries nor any directorship in other listed company 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 the Mr. Tang Jin 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.

(III) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As the resolution in relation to the election of Mr. He Jun as an independent non-executive Director of the seventh session of the Board has been passed at the EGM, the appointment of Mr. He Jun shall become effective from the date of the EGM (i.e. 17 February 2022), and his term of office shall commence from 17 February 2022 and end at the expiry of the term of office of the seventh session of the Board. Biographical details of Mr. He Jun 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. As at the date of this announcement, there were no changes in the biographical details of Mr. He Jun or other information relating to his appointment.

Save as disclosed in the Announcement and the Circular, as at the date of this announcement, Mr. He Jun has confirmed that (i) he has not held any position of the Company or its subsidiaries nor any directorship in other listed company 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. He Jun 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.

From the effective date of the aforesaid appointment of Mr. He Jun as an independent non-executive Director (i.e. 17 February 2022), Mr. Yu Xugang will cease to serve as an independent non-executive Director and a member of the Remuneration and Nomination Committee under the Board. The Company and the Board would like to express their sincere gratitude to Mr. Yu Xugang for his contribution to the development of the Company during his tenure as an independent non-executive Director.

(IV) ADJUSTMENT TO THE COMPOSITION OF THE MEMBERS OF THE SPECIALIZED COMMITTEES UNDER THE BOARD

Reference is made to the Announcement. The Board has resolved on 18 January 2022 to approve the adjustment to the composition of the members of the Development and Strategy Committee and the Remuneration and Nomination Committee under the seventh session of the Board. The adjustment proposal shall take effect from the date of approval of the appointment of Mr. Tang Jin and Mr. He Jun as Directors at the EGM until the expiry of the term of office of the seventh session of the Board. The composition of the members after the adjustment is as follows:

Development and Strategy Committee

Chairperson: Jian Mingjun

Members: Li Xingjia, Zhang Qiuyun, Tian Shengchun, Tang Jin

Remuneration and Nomination Committee

Chairperson: Chen Zhiyong

Members: Zhang Xiaoqi, Lu Benson Cheng, Tsang Sung, He Jun

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

Henan, the PRC
17 February 2022

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