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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Central China Securities Co., Ltd. (the “**Company**”) hereby announces that as the capital market develops, regulatory authorities become more concerned about the corporate governance of listed companies. In recent years, the China Securities Regulatory Commission successively introduced the Guidelines for the Articles of Association of Listed Companies, Working System for Independent Directors of Listed Companies and other regulations, putting forward new and higher standards on corporate governance. To comply with the regulatory requirements and satisfy the development need of the Company, the Company recently amended its corporate governance related systems and the board of directors (the “**Board**”) of the Company has resolved to propose to amend the articles of association of the Company (the “**Articles of Association**”) on 22 December 2023 (the “**Proposed Amendments**”).

Details of the Proposed Amendments are as follows:

No.	Before amendments	After amendments
1.	<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”), Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be listed in Hong Kong, 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”); Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter of Opinions on Supplementary Amendments to Articles of Association of Companies to be listed in Hong Kong, 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>

No.	Before amendments	After amendments
2.	<p>Article 175 The following persons shall not act as independent non-executive Director of the Company:</p> <p>.....</p> <p>(II) persons employed by the Company, its subsidiaries or its related parties and their immediate family members and major social connections (immediate family members shall include spouse, parents and children and major social connections shall include siblings, parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouse);</p> <p>.....</p> <p>(V) persons employed by institutions with which the Company and its subsidiaries have business dealings or interests;</p> <p>(VI) persons who belonged to categories (II) to (IV) within the preceding year;</p> <p>(VII) persons holding positions other than independent directors in other securities and fund institutions;</p> <p>(VIII) persons who share interests with any senior management, other directors, supervisors or other key personnel in the securities and fund institution where the aforesaid persons are to hold a position or its related parties;</p> <p>(IX) other persons specified in the Articles of Association;</p>	<p>Article 175 The following persons shall not act as independent non-executive Director of the Company:</p> <p>.....</p> <p>(II) <u>persons employed by the Company’s subsidiaries and the persons employed by the Company, its subsidiaries or its related parties and their immediate family members and major social connections (immediate family members shall include spouse, parents and children and major social connections shall include siblings, parents-in-law, sons/daughters-in-law, spouses of siblings, siblings of spouse) of persons employed by the Company, its subsidiaries or its related parties;</u></p> <p>.....</p> <p>(V) persons employed by institutions with which <u>with whom</u> the Company, <u>the Company’s controlling shareholders, actual controllers or their</u> and its subsidiaries have <u>material</u> business dealings or interests, <u>or persons employed by institutions, their controlling shareholders and actual controllers with which the Company, the Company’s controlling shareholders, actual controllers or their subsidiaries have material business dealings;</u></p> <p><u>(VI) The person who provides services such as finance, legal, consultancy and sponsorship to the Company and its controlling shareholders, actual controllers or their respective affiliated enterprises, including but not limited to all members of the project team, reviewers at all levels, persons who sign on the reports, partners, directors, senior management and principal responsible persons of agencies providing services;</u></p> <p>(VII) persons who belonged to categories (II) to (IV)<u>VI</u> within the preceding year <u>twelve months;</u></p> <p>(VIII) persons holding positions other than independent directors in other securities and fund institutions;</p> <p>(IX) persons who share interests with any senior management, other directors, supervisors or other key personnel in the securities and fund institution where the aforesaid persons are to hold a position or its related parties;</p> <p>(X) other persons specified in the Articles of Association;</p>

No.	Before amendments	After amendments
	<p>(X) other persons are not suitable to serve as independent Directors upon confirmation by the CSRC or regulatory authority at the place where the Company's shares are listed.</p> <p>A person may serve as an independent director in no more than two securities and fund institutions. Where any independent non-executive Director is involved in any of the aforesaid circumstances, the securities company shall immediately remove the said Director, and report to the competent industry authority of the Company and the securities regulatory authority at the place where the Company's shares are listed.</p>	<p>(XI) other persons are not suitable to serve as independent Directors upon confirmation by the CSRC or regulatory authority at the place where the Company's shares are listed.</p> <p>A person may serve as an independent director in no more than two securities and fund institutions. Where any independent non-executive Director is involved in any of the aforesaid circumstances, the securities company shall immediately remove the said Director, and report to the competent industry authority of the Company and the securities regulatory authority at the place where the Company's shares are listed.</p> <p><u>Independent directors shall conduct self-evaluation on independence on annual basis and submit the self-evaluation findings to the Board. The Board shall conduct assessment on the independence of independent directors of current session on annual basis and issue specific opinion for disclosure together with the annual report.</u></p>

No.	Before amendments	After amendments
3.	<p>Article 184 The Board shall be accountable to the general meeting and exercise the following functions and powers:</p> <p>.....</p> <p>(IV) to resolve on the Company’s operation and development strategies, business plans and investment plans;</p> <p>(V) to prepare the annual financial budgets and final accounting plans of the Company;</p> <p>(VI) to prepare the profit distribution plan and loss makeup plan of the Company;</p> <p>(VII) to prepare plans for the increase or reduction of the registered capital of the Company and for the issuance of corporate bonds or other securities and listing;</p> <p>(VIII) to formulate plans for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company;</p> <p>(IX) to resolve on the establishment of internal management organizations and branches of the Company;</p>	<p>Article 184 The Board shall be accountable to the general meeting and exercise the following functions and powers:</p> <p>.....</p> <p>(IV) to resolve on the Company’s operation and development strategies, business plans and investment plans;</p> <p><u>(IV) to resolve the business operation guidelines and strategic plans for the Company;</u></p> <p><u>(V) to resolve the business plans and investment plans;</u></p> <p>(V)(VI) to prepare the annual financial budgets plan and final accounting plan of the Company;</p> <p>(VI)(VII) to prepare the annual financial budgets and final accounting plans of the Company;</p> <p>(VII)(VIII) to prepare plans for the increase or reduction of the registered capital of the Company and, for the issuance of corporate bonds or other securities and listing;</p> <p>(VIII)(IX) to formulate plans for material acquisitions, repurchase of shares of the Company, or merger, division, dissolution and transformation of the Company;</p> <p>(IX) to resolve on the establishment <u>and adjustment</u> of internal management organizations and branches of the Company;</p> <p><u>(XI)</u> to appoint or remove the Company’s general manager, chief compliance officer, secretary to the Board and <u>other senior management members</u> of the Executive Committee as nominated by the chairman <u>remuneration and nomination committee</u> and determine their remunerations <u>and penalties</u>; to decide to appoint or remove the Company’s deputy general manager, chief financial officer and other senior management as nominated by the general manager and determine their remunerations <u>and penalties</u>;</p>

No.	Before amendments	After amendments
	<p>(X) to appoint or remove the Company’s general manager, chief compliance officer, secretary to the Board and members of the Executive Committee as nominated by the chairman and determine their remunerations; to decide to appoint or remove the Company’s deputy general manager, chief financial officer and other senior management as nominated by the general manager and determine their remunerations;</p> <p>(XI) to set up the basic management system of the Company;</p> <p>(XII)to formulate the proposals for any amendment to the Articles of Association;</p> <p>(XIII) to formulate proposals for appointment and dismissal of an accounting firm;</p> <p>(XIV) to decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations, etc. of the Company within the authority granted by the general meeting;</p> <p>(XV) to listen to the work report of the general manager of the Company and examine on the general manager’s work;</p> <p>(XVI) to listen to the report of the chief compliance officer on the compliance status of the Company;</p> <p>(XVII) to listen to the work report of the Executive Committee and examine the work of the Executive Committee;</p>	<p>(XIII) to set up the basic management system of the Company;</p> <p>(XVIII) to formulate the proposals for any amendment to the Articles of Association;</p> <p><u>(XIV) to manage the Company’s information disclosure;</u></p> <p>(XIV) to formulate proposals for appointment and dismissal of an accounting firm;</p> <p>(XV) to decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, external donations, etc. of the Company within the authority granted by the general meeting <u>in accordance with the laws, regulations, securities regulatory rules of the place where the Company’s shares are listed or as authorized by the general meeting;</u></p> <p>(XVI) to listen to the work report of the general manager of the Company and examine on the general manager’s work;</p> <p>(XVII) to listen to the report of the chief compliance officer on the compliance status of the Company;</p> <p>(XVIII) to listen to the work report of the Executive Committee and examine the work of the Executive Committee;</p>

No.	Before amendments	After amendments
	<p>(XVIII) to determine Directors' remunerations and distribution plan thereof, and submit special reports to the general meeting on the performance evaluation and remunerations of Directors;</p> <p>(XIX) to evaluate and determine the nature and extent of the risks the Company is willing to take in achieving its strategic objectives, ensure that the company establishes and maintains appropriate and effective risk management and internal control systems, and oversee the Company's risk management and internal control systems on an ongoing basis, oversee management in the design, implementation and monitoring of the risk management and internal control systems, and ensure that a review of the effectiveness of the Company's and its subsidiaries' risk management and internal control systems has been conducted at least annually;</p> <p>(XX) to be ultimately responsible for money laundering risk management, establishing objectives for building a money laundering risk management culture, considering money laundering risk management strategies, considering and approving basic policies and procedures for money laundering risk management, authorizing senior management to take the lead for money laundering risk management, reviewing anti-money laundering reports in a regular manner, and keeping abreast of significant anti-money laundering risk incidents and their handling.</p> <p>(XXI) to determine the objectives of Company's culture construction and shall be liable to the effectiveness of the Company's culture construction;</p> <p>(XXII) to exercise other functions and powers as stipulated by laws and regulations, departmental rules, regulatory documents or Articles of Association.</p>	<p>(XVIII) to determine Directors' remunerations and distribution plan thereof, and submit special reports to the general meeting on the performance evaluation and remunerations of Directors;</p> <p>(XIX) to evaluate and determine the nature and extent of the risks the Company is willing to take in achieving its strategic objectives, ensure that the company establishes and maintains appropriate and effective risk management and internal control systems, and oversee the Company's risk management and internal control systems on an ongoing basis, oversee management in the design, implementation and monitoring of the risk management and internal control systems, and ensure that a review of the effectiveness of the Company's and its subsidiaries' risk management and internal control systems has been conducted at least annually;</p> <p><u>(XX) to be responsible for the establishment, improvement and effective implementation of internal control, and assume overall risk management responsibilities;</u></p> <p>(XXI) to be ultimately responsible for money laundering risk management, establishing objectives for building a money laundering risk management culture, considering money laundering risk management strategies, considering and approving basic policies and procedures for money laundering risk management, authorizing senior management to take the lead for money laundering risk management, reviewing anti-money laundering reports in a regular manner, and keeping abreast of significant anti-money laundering risk incidents and their handling <u>and fulfil the corresponding duties as required;</u></p> <p>(XXII) to determine the objectives of Company's culture construction and shall be liable to the effectiveness of the Company's culture construction;</p> <p><u>(XXIII) to study the Company's ESG-related plans, objectives, systems and major matters, to pay attention to major ESG-related risks, and to review ESG related reports;</u></p> <p>(XXIV) to exercise other functions and powers as stipulated by laws and regulations, departmental rules, regulatory documents or Articles of Association, <u>as well as the authority granted by the general meeting.</u></p>

No.	Before amendments	After amendments
	<p>The Board may resolve on the issues specified in the above paragraphs by approval of more than half of the Directors save for the issues specified in (VII), (VIII) and (XII), in which approval of two-thirds of the Directors is required.</p>	<p><u>The specific scope of authorization shall be correspondingly approved in accordance with the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Rules Governing the Listing of Stocks on The Stock Exchange of Hong Kong Limited and relevant regulatory requirements of the State-owned Assets Supervision and Administration Commission of the State Council, and based on the amount of the authorized matter.</u></p> <p>The Board may resolve on the issues specified in the above paragraphs by approval of more than half of the Directors save for the issues specified in (VHVIII), (VHIIIX) and (XHXIII), in which approval of two-thirds of the Directors is required</p>
4.	<p>Article 194 In any of the following circumstances, the chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal:</p> <p>(I) proposed by shareholders representing no less than 10% of the voting rights;</p> <p>(II) jointly proposed by more than one-third of the Directors;</p> <p>(III) proposed by the supervisory committee;</p> <p>(IV) proposed by the general manager; and</p> <p>(V) jointly proposed by more than half of the independent non-executive Directors.</p>	<p>Article 194 In any of the following circumstances, the chairman shall convene and preside over a Board meeting within 10 days after receipt of the proposal:</p> <p>(I) proposed by shareholders representing no less than 10% of the voting rights;</p> <p>(II) jointly proposed by more than one-third of the Directors;</p> <p>(III) proposed by the supervisory committee;</p> <p>(IV) proposed by the general manager; and</p> <p>(V) jointly proposed by more than half of the independent non-executive Directors-; <u>and</u></p> <p><u>(VI) when required by the securities regulatory authorities.</u></p>
5.	<p>Article 195 The notice of provisional Board meetings shall be served to all the Directors and supervisors five days before the date of Board meeting. Such a notice may be sent by post, email, fax or other means. In case of emergency when an extraordinary Board meeting should be convened as soon as possible, the notice may be sent at any time by phone or in other oral forms, but the convener shall make an explanation in the meeting.</p>	<p>Article 195 The notice of provisional Board meetings shall be served to all the Directors and supervisors <u>not less than</u> five days before the date of Board meeting. Such a notice may be sent by post, email, fax or by other means. In case of emergency when an extraordinary Board meeting should be convened as soon as possible, the notice may be sent at any time by phone or in other oral forms, but the convener shall make an explanation in the meeting.</p>

No.	Before amendments	After amendments
6.	<p>Article 197 A Board meeting shall be attended by more than half of the Directors. Each Director shall have one vote. Save as otherwise specified in laws, regulations or Articles of Association, resolutions made by the Board shall be passed by more than half of all Directors.</p> <p>If the pros and cons are the same, the chairman shall be entitled to an additional vote.</p>	<p>Article 197 A Board meeting shall be attended by more than half of the Directors. Each Director shall have one vote. Save as otherwise specified in laws, regulations or Articles of Association, resolutions made by the Board shall be passed by more than half of all Directors.</p> <p>If the pros and cons are the same, the chairman shall be entitled to an additional vote.</p>
7.	<p>Article 206 The Board of the Company sets up special committees with regard to development strategy, risk management, audit and remuneration. The special committees shall all consist of Directors. Members of special committees shall have relevant professional knowledge and working experience.</p> <p>The number of independent non-executive Directors in audit committee shall not be less than one half of all its members, and there shall be at least one non-executive Director who has worked as an accountant for more than five years.</p> <p>The person in charge of the remuneration and nomination committee or audit committee shall be an independent non-executive Director.</p>	<p>Article 206 The Board of the Company sets up special committees with regard to development strategy, risk management, audit and remuneration. The special committees shall all consist of Directors. Members of special committees shall have relevant professional knowledge and working experience.</p> <p>The number of independent non-executive Directors in <u>the remuneration and nomination committee and audit committee</u> shall not be less than one half of all its members, and there shall be at least one non-executive Director who has worked as an accountant for more than five years <u>in the audit committee</u>.</p> <p>The person in charge <u>chairman</u> of the remuneration and nomination committee <u>shall be an independent non-executive Director, or the chairman of the</u> audit committee shall be an independent non-executive Director <u>with accounting expertise in the audit committee</u>.</p>

No.	Before amendments	After amendments
8.	<p>Article 207 The Board of the Company sets up a development strategy committee consists of five Directors (including Chairman, general manager (also a Director), Director nominated by the top three largest shareholders respectively or other Directors approved by the Board). The development strategy committee has one chairperson acted by the Chairman, who is responsible for management of the committee's work.</p> <p>Primary duties of the development strategy committee are as follows:</p> <p>(I) studying the Company's medium and long-term development strategy plans and proposing suggestion;</p> <p>(II) studying major investment financing programs which requires to be approved by the Board as stated in the Articles of Association and proposing suggestion;</p> <p>(III) studying major capital operation and assets management projects which requires to be approved by the Board as stated in the Articles of Association and proposing suggestion;</p> <p>(IV) studying other important matters affecting the Company's development and to make recommendation; and</p> <p>(V) other duties authorized by the Board.</p> <p>Development strategy committee is accountable to the Board and shall submit proposals to the Board for review and approval.</p>	<p>Article 207 The Board of the Company sets up a development strategy committee consists of five <u>not less than three</u> Directors (including Chairman, general manager (also a Director), Director nominated by the top three largest shareholders respectively or other Directors approved by the Board). The development <u>and</u> strategy committee has one chairperson acted by the Chairman, who is responsible for management of the committee's work.</p> <p>Primary duties of the development strategy committee are as follows:</p> <p>(I) studying the Company's medium and long-term development strategy plans and proposing suggestion;</p> <p>(II) studying major investment financing programs which requires to be approved by the Board as stated in the Articles of Association and proposing suggestion;</p> <p>(III) studying major capital operation and assets management projects which requires to be approved by the Board as stated in the Articles of Association and proposing suggestion;</p> <p>(IV) studying other important matters affecting the Company's development and to make recommendation; and</p> <p>(V) other duties authorized by the Board.</p> <p>Development strategy committee is accountable to the Board and shall submit proposals to the Board for review and approval.</p>

No.	Before amendments	After amendments
9.	<p>Article 208 The Board sets up a remuneration and nomination committee consists of three or five Directors. The remuneration and nomination committee has one chairman acted by an independent non-executive Director who is responsible for management of the committee's work.</p> <p>Primary duties of the remuneration and nomination committee are as follows:</p> <p>(I) evaluating the remuneration structure and policies of the Directors and senior management and making recommendation to the Board as to the establishment of standardized and transparent formulation procedure for remuneration policies;</p> <p>(II) examining and making recommendation to the Board as to the remuneration policies (including non-monetary income, pensions and compensation, etc.), structure and formulation procedures of the remuneration policy of Directors', supervisors' and senior management of the Company. Formulation procedures of remuneration policy shall be proper and transparent;</p> <p>(III) making recommendation to the Board on remuneration of non-executive Directors;</p> <p>(IV) making recommendation to the Board on remuneration of individual executive Directors and senior management or making decision on remuneration with powers designated by the Board; the above mentioned remuneration includes non-monetary benefit, retirement allowance and compensation;</p> <p>(V) reviewing and approving compensation arrangement in relation to the dismissal or removal of the Directors, supervisors and senior management and ensuring such compensation consistent with terms of the agreements; ensuring the compensation be fair and reasonable should such compensation fail to be consistent;</p>	<p>Article 208 The Board sets up a remuneration and nomination committee consists of three or five not less than three Directors. The remuneration and nomination committee has one chairman acted by an independent non-executive Director who is responsible for management of the committee's work.</p> <p>Primary duties of the remuneration and nomination committee are as follows:</p> <p>(I) evaluating the remuneration structure and policies of the Directors and senior management and making recommendation to the Board as to the establishment of standardized and transparent formulation procedure for remuneration policies;</p> <p>(II) examining and making recommendation to the Board as to the remuneration policies (including non-monetary income, pensions and compensation, etc.); structure and formulation procedures of the remuneration policy of Directors', supervisors' and senior management of the Company. Formulation procedures of remuneration policy shall be proper and transparent;</p> <p>(III) making recommendation to the Board on remuneration of non-executive Directors;</p> <p>(IV) making recommendation to the Board on remuneration of individual executive Directors and senior management or making decision on remuneration with powers designated by the Board; the above mentioned remuneration includes non-monetary benefit, retirement allowance and compensation;</p> <p>(V) reviewing and approving compensation arrangement in relation to the dismissal or removal of the Directors, supervisors and senior management and ensuring such compensation consistent with terms of the agreements; ensuring the compensation be fair and reasonable should such compensation fail to be consistent;</p>

No.	Before amendments	After amendments
	<p>(VI) reviewing and approving compensation arrangement for removal or dismissal of the Directors due to misconduct and ensuring such compensation consistent with terms of the agreements; ensuring the compensation be reasonable and proper should such compensation fail to be consistent;</p> <p>(VII) investigating and examining the appraisal and remuneration management system for Directors, supervisors and senior management and supervising the implementation;</p> <p>(VIII) conducting appraisal of the Directors and senior management and giving suggestion;</p> <p>(IX) studying and determining selection criteria and procedure of Directors and senior management;</p> <p>(X) conducting searches to select qualified candidates for the Directors and senior management, and making recommendation to the Board in regards to selecting and nominating such candidates; when selecting candidates, the committee shall consider the merits of the candidates, review measurable targets, and give due consideration to the benefit of diversification of the Board and senior management;</p> <p>(XI) recommending candidates for independent non-executive Director and principal management and operation officers; and examining the qualification of candidates of other Directors and senior management and giving suggestions;</p> <p>(XII) examining the structure, number, composition and diversification (including but not limited to gender, age, culture and educational background, professional experience, skills, knowledge and service term and other aspects) of the Board at least annually; and giving suggestion on any proposed change of the Board to match with the Company's strategy;</p> <p>(XIII) giving suggestion to the Board on appointment or reappointment and succession plan of Directors and senior management, there among, duly considering the Company's corporate strategy and personnel skills, knowledge, experience and personal diversification demand and other combined factors required in the future;</p>	<p>(VI) reviewing and approving compensation arrangement for removal or dismissal of the Directors due to misconduct and ensuring such compensation consistent with terms of the agreements; ensuring the compensation be reasonable and proper should such compensation fail to be consistent;</p> <p>(VII) investigating and examining the appraisal and remuneration management system for Directors, supervisors and senior management and supervising the implementation;</p> <p>(VIII) conducting appraisal of the Directors and senior management and giving suggestion;</p> <p>(IX) studying and determining selection criteria and procedure of Directors and senior management;</p> <p>(X) conducting searches to select qualified candidates for the Directors and senior management, and making recommendation to the Board in regards to selecting and nominating such candidates; when selecting candidates, the committee shall consider the merits of the candidates, review measurable targets, and give due consideration to the benefit of diversification of the Board and senior management;</p> <p>(XI) recommending candidates for independent non-executive Director and principal management and operation officers; and examining the qualification of candidates of other Directors and senior management and giving suggestions;</p> <p>(XII) examining the structure, number, composition and diversification (including but not limited to gender, age, culture and educational background, professional experience, skills, knowledge and service term and other aspects) of the Board at least annually; and giving suggestion on any proposed change of the Board to match with the Company's strategy;</p> <p>(XIII) giving suggestion to the Board on appointment or reappointment and succession plan of Directors and senior management, there among, duly considering the Company's corporate strategy and personnel skills, knowledge, experience and personal diversification demand and other combined factors required in the future;</p>

No.	Before amendments	After amendments
	<p>(XIV) reviewing the diversification policy of the Board and measurable target formulated by the Board to implement the diversification policy, and supervising the progress of reaching the standard; making relevant disclosure in Corporate Governance Report in the annual report every year;</p> <p>(XV) examining the independence of independent non-executive Directors;</p> <p>(XVI) other duties authorized by the Board. The remuneration and nomination committee is accountable to the Board and shall submit committee's proposals to the Board for review and approval.</p>	<p>(XIV) reviewing the diversification policy of the Board and measurable target formulated by the Board to implement the diversification policy, and supervising the progress of reaching the standard; making relevant disclosure in Corporate Governance Report in the annual report every year;</p> <p>(XV) examining the independence of independent non-executive Directors;</p> <p>(XVI) other duties authorized by the Board. The remuneration and nomination committee is accountable to the Board and shall submit committee's proposals to the Board for review and approval.</p>
10.	<p>Article 209 The Board sets up an audit committee which consists of three or five Directors. The audit committee has one chairman acted by independent non-executive Director.</p> <p>Primary duties of the audit committee are as follows:</p> <p>(I) examining the Company's accounting information and disclosure of major events, examining Company's major accounting policy and its implementation and execution, supervising the Company's major financial decision-making and implementation of the annual budget; supervising the truthfulness, accuracy and integrity of Company's financial report as well as the effectiveness of management's implementation of financial report procedures; reviewing the integrity of the Company's financial statement and annual report and management accounts, interim report and quarterly report (if any), and reviewing major opinion related to financial reporting as disclosed in statements and reports;</p>	<p>Article 209 The Board sets up an audit committee which consists of three or five not less than three non-executive Directors. The audit committee has one chairman acted by independent non-executive Director <u>with accounting expertise in the audit committee, who shall preside over the work of the committee.</u></p> <p>Primary duties of the audit committee are as follows:</p> <p>(I) examining the Company's accounting information and disclosure of major events, examining Company's major accounting policy and its implementation and execution, supervising the Company's major financial decision-making and implementation of the annual budget; supervising the truthfulness, accuracy and integrity of Company's financial report as well as the effectiveness of management's implementation of financial report procedures; reviewing the integrity of the Company's financial statement and annual report and management accounts, interim report and quarterly report (if any), and reviewing major opinion related to financial reporting as disclosed in statements and reports;</p>

No.	Before amendments	After amendments
	<p>Before submitting relevant statements and reports to the Board, the committee shall review the following matters in particular:</p> <ol style="list-style-type: none"> 1. any changes in accounting policy and practice; 2. any matters in relation to significant judgment; 3. significant adjustment caused by auditing; 4. assumption of corporate continuous operation and any reserved opinion; 5. whether compliance with the accounting standard; 6. whether compliance with the Hong Kong Listing Rules, as well as laws and regulations related to financial reporting; <p>The committee shall liaise with the Board and senior management in regards to above matters. Audit committee shall meet at least twice a year with the external accounting firm. The committee shall consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and shall give due consideration to any matters that have been raised by the staff of the Company responsible for financial reporting and internal audit function or external audit firm;</p> <p>(II) monitoring the annual audit and make judgment on the truthfulness, accuracy and integrity of the audited information contained in the financial reports, and submit to the Board for review;</p> <p>(III) overseeing the Company's financial reporting system, risk management and internal control systems, including:</p> <ol style="list-style-type: none"> 1. to review the Company's financial controls; 	<p>Before submitting relevant statements and reports to the Board, the committee shall review the following matters in particular:</p> <ol style="list-style-type: none"> 1. any changes in accounting policy and practice; 2. any matters in relation to significant judgment; 3. significant adjustment caused by auditing; 4. assumption of corporate continuous operation and any reserved opinion; 5. whether compliance with the accounting standard; 6. whether compliance with the Hong Kong Listing Rules, as well as laws and regulations related to financial reporting; <p>The committee shall liaise with the Board and senior management in regards to above matters. Audit committee shall meet at least twice a year with the external accounting firm. The committee shall consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and shall give due consideration to any matters that have been raised by the staff of the Company responsible for financial reporting and internal audit function or external audit firm;</p> <p>(II) monitoring the annual audit and make judgment on the truthfulness, accuracy and integrity of the audited information contained in the financial reports, and submit to the Board for review;</p> <p>(III) overseeing the Company's financial reporting system, risk management and internal control systems, including:</p> <ol style="list-style-type: none"> 1. to review the Company's financial controls;

No.	Before amendments	After amendments
	<p>2. to review and evaluate the implementation of risk management and internal control rules and systems by the departments and branch offices of the Company. The evaluation results will be important reference and basis for annual performance assessment;</p> <p>3. to discuss the risk management and internal control systems with the management to ensure that the management has performed its duty to have effective systems in place. The discussion shall include the adequacy of resources, qualification and experience of employees, training of employees and the relevant budget in accounting and financial reporting of the Company;</p> <p>4. to study the important investigation results of risk management and internal control issues and feedback of management on the investigation results proactively or under the delegation of the Board;</p> <p>5. to review the financial and accounting policies and practices of the Company (including its holding subsidiaries);</p> <p>6. to review the audit notes issued by external audit firm to the management and any material enquiry raised by the auditor to the management on accounting records, financial accounts or monitoring system and feedback from the management;</p> <p>7. to ensure prompt reply by the Board to the issues raised in the audit notes of the external audit firm to the management;</p> <p>8. to review and execute matters stipulate in the Corporate Governance Report, Appendix 14 of the Hong Kong Listing Rules, and report to the Board;</p> <p>9. to review the system and arrangement for employees to anonymously report any irregularities in financial reporting, risk management, internal control and other aspects of the Company. The committee shall ensure appropriate arrangements are in place to allow the Company to carry out fair and independent investigations and appropriate actions on such matters;</p>	<p>2. to review and evaluate the implementation of risk management and internal control rules and systems by the departments and branch offices of the Company. The evaluation results will be important reference and basis for annual performance assessment;</p> <p>3. to discuss the risk management and internal control systems with the management to ensure that the management has performed its duty to have effective systems in place. The discussion shall include the adequacy of resources, qualification and experience of employees, training of employees and the relevant budget in accounting and financial reporting of the Company;</p> <p>4. to study the important investigation results of risk management and internal control issues and feedback of management on the investigation results proactively or under the delegation of the Board;</p> <p>5. to review the financial and accounting policies and practices of the Company (including its holding subsidiaries);</p> <p>6. to review the audit notes issued by external audit firm to the management and any material enquiry raised by the auditor to the management on accounting records, financial accounts or monitoring system and feedback from the management;</p> <p>7. to ensure prompt reply by the Board to the issues raised in the audit notes of the external audit firm to the management;</p> <p>8. to review and execute matters stipulate in the Corporate Governance Report, Appendix 14 of the Hong Kong Listing Rules, and report to the Board;</p> <p>9. to review the system and arrangement for employees to anonymously report any irregularities in financial reporting, risk management, internal control and other aspects of the Company. The committee shall ensure appropriate arrangements are in place to allow the Company to carry out fair and independent investigations and appropriate actions on such matters;</p>

No.	Before amendments	After amendments
	<p>10. to coordinate with the relationship between the Company and external audit firm;</p> <p>(IV) coordinating with internal audit department and external audit firm, ensuring internal audit department has sufficient resources and proper status in the Company; discussing on working plan of internal auditing department, listening to the work report of internal auditing department, inspecting and supervising the effectiveness of internal audit;</p> <p>(V) making recommendations to the Board on the appointment, reappointment and removal of external audit firm, approving the remuneration and terms of appointment of external audit firms, and dealing with any relevant issues regarding to the resignation or removal of external audit firm. Where the Board disagree with the Audit Committee's recommendation on the appointment, reappointment and removal of external audit firm, such disagreement shall be disclosed in the Corporate Governance Report of Company's annual report;</p> <p>(VI) supervising the performance of the external audit firm, and inspecting and supervising the independency and objectiveness of the external audit firm with applicable standards; the committee shall discuss on the nature and scope of audit as well as the reporting responsibilities with the auditors of the external audit firm;</p> <p>(VII) implementing the policy on engaging external audit firm to provide non-audit services. The external audit firm include any entity that is under the same control, ownership or management with the audit firm responsible for the Company's auditing work, or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;</p>	<p>10. to coordinate with the relationship between the Company and external audit firm;</p> <p>(IV) coordinating with internal audit department and external audit firm, ensuring internal audit department has sufficient resources and proper status in the Company; discussing on working plan of internal auditing department, listening to the work report of internal auditing department, inspecting and supervising the effectiveness of internal audit;</p> <p>(V) making recommendations to the Board on the appointment, reappointment and removal of external audit firm, approving the remuneration and terms of appointment of external audit firms, and dealing with any relevant issues regarding to the resignation or removal of external audit firm. Where the Board disagree with the Audit Committee's recommendation on the appointment, reappointment and removal of external audit firm, such disagreement shall be disclosed in the Corporate Governance Report of Company's annual report;</p> <p>(VI) supervising the performance of the external audit firm, and inspecting and supervising the independency and objectiveness of the external audit firm with applicable standards; the committee shall discuss on the nature and scope of audit as well as the reporting responsibilities with the auditors of the external audit firm;</p> <p>(VII) implementing the policy on engaging external audit firm to provide non-audit services. The external audit firm include any entity that is under the same control, ownership or management with the audit firm responsible for the Company's auditing work, or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying and making recommendations on any matters where action or improvement is needed;</p>

No.	Before amendments	After amendments
	<p>(VIII) Supervising the implementation of the rectifying measures by the management in response to the audit opinion and to monitor the implementation of the audit opinion by the management;</p> <p>(IX) leading the internal audit department in collection, summarization and investigation of materials related to the responsibility of material mistakes in the disclosure of the annual reports and to investigate and provide solutions proposals for implementation after the Board’s review and approval; and</p> <p>(X) other matters as authorized by the Board.</p> <p>Audit committee shall be accountable to the Board, and proposals of the committee shall be submitted to the Board for deliberation and approval.</p>	<p>(VIII) Supervising the implementation of the rectifying measures by the management in response to the audit opinion and to monitor the implementation of the audit opinion by the management;</p> <p>(IX) leading the internal audit department in collection, summarization and investigation of materials related to the responsibility of material mistakes in the disclosure of the annual reports and to investigate and provide solutions proposals for implementation after the Board’s review and approval; and</p> <p>(X) other matters as authorized by the Board.</p> <p>Audit committee shall be accountable to the Board, and proposals of the committee shall be submitted to the Board for deliberation and approval.</p>
11.	<p>Article 210 The Board sets up a risk control committee which consists of three or five Directors. The risk control committee has one chairperson acted by the Chairman.</p> <p>Primary duties of the risk control committee are as follows:</p> <p>(I) reviewing and opining on overall objectives and basic policies of compliance management and risk management;</p> <p>(II) reviewing and opining on establishment of specific departments and duties of compliance management and risk management;</p> <p>(III) evaluating and opining on the risk of major decisions approved by the Board and solution to eliminating such major risk;</p> <p>(IV) reviewing and opining on compliance reports and risk evaluation reports approved by the Board;</p> <p>(V) reviewing the Company’s risk management and internal control systems;</p> <p>(VI) formulating the Company’s corporate governance policies, reviewing the implementation and making suggestion to the Board;</p>	<p>Article 210 The Board sets up a risk control committee which consists of three or five not less than three Directors. The risk control committee has one chairperson acted by the Chairman, who shall preside over the work of the committee.</p> <p>Primary duties of the risk control committee are as follows:</p> <p>(I) reviewing and opining on overall objectives and basic policies of compliance management and risk management;</p> <p>(II) reviewing and opining on establishment of specific departments and duties of compliance management and risk management;</p> <p>(III) evaluating and opining on the risk of major decisions approved by the Board and solution to eliminating such major risk;</p> <p>(IV) reviewing and opining on compliance reports and risk evaluation reports approved by the Board;</p> <p>(V) reviewing the Company’s risk management and internal control systems;</p> <p>(VI) formulating the Company’s corporate governance policies, reviewing the implementation and making suggestion to the Board;</p>

No.	Before amendments	After amendments
	<p>(VII) reviewing and supervising Directors and senior management's training and their continuing professional development;</p> <p>(VIII) reviewing and supervising whether Company's policies is in compliance with laws and supervisory regulations, and the implementation;</p> <p>(IX) formulating, reviewing and supervising professional code of conduct and compliance manual (if any) of employees and Directors;</p> <p>(X) reviewing the Company's compliance with the Appendix 14 of the Hong Kong Listing Rules, the Corporate Governance Codes and relevant disclosure in the Corporate Governance Report, including but not limited to how the Company meets its responsibilities in its review of the risk management and internal control systems and the effectiveness of the Company's internal audit function;</p> <p>(XI) other duties specified by the Articles of Association.</p> <p>The risk control committee is accountable for the Board and shall submit committee's advice on decision and report to the Board for review and approval.</p> <p>The Board shall take ultimate responsibility for the effectiveness of compliance management, risk management and internal control system.</p>	<p>(VII) reviewing and supervising Directors and senior management's training and their continuing professional development;</p> <p>(VIII) reviewing and supervising whether Company's policies is in compliance with laws and supervisory regulations, and the implementation;</p> <p>(IX) formulating, reviewing and supervising professional code of conduct and compliance manual (if any) of employees and Directors;</p> <p>(X) reviewing the Company's compliance with the Appendix 14 of the Hong Kong Listing Rules, the Corporate Governance Codes and relevant disclosure in the Corporate Governance Report, including but not limited to how the Company meets its responsibilities in its review of the risk management and internal control systems and the effectiveness of the Company's internal audit function;</p> <p>(XI) other duties specified by the Articles of Association.</p> <p>The risk control committee is accountable for the Board and shall submit committee's advice on decision and report to the Board for review and approval.</p> <p>The Board shall take ultimate responsibility for the effectiveness of compliance management, risk management and internal control system.</p>

No.	Before amendments	After amendments
12.	<p>Article 216 The Company shall set up the Executive Committee, which is a standing operating and management decision-making body of the Board of the Company and implements the route and policy determined by the Board under the leadership of the Party Committee of the Company.</p> <p>Members of the Executive Committee shall be considered and recommended by the Party Committee of the Company, and nominated by the Chairman of the Board, including the Chairman, General Manager, Deputy General Manager, Chief Accountant and other senior management, and shall be appointed or dismissed by the Board. The Chairman of the Board shall serve as the director of the Executive Committee, and the General Manager shall serve as the deputy director of the Executive Committee.</p> <p>Members of the Executive Committee shall assist the director of the Executive Committee, be responsible to the director of the Executive Committee, report to him/her, and perform relevant duties according to his/her division of work.</p> <p>The term of office of the members of the Executive Committee shall be the same as that of the Board and the members of the Executive Committee can be reappointed after the expiry of the term.</p>	<p>Article 216 The Company shall set up the Executive Committee, which is a standing operating and management decision-making activity execution body of the Board of the Company and implements the route and policy determined by the Board under the leadership of the Party Committee of the Company.</p> <p>Members of the Executive Committee shall be considered and recommended by the Party Committee of the Company, and nominated by the Chairman of the Board, including the Chairman, General Manager, Deputy General Manager, Chief Accountant and other senior management, and shall be appointed or dismissed by the Board. The Chairman of the Board shall serve as the director of the Executive Committee, and the General Manager shall serve as the deputy director of the Executive Committee <u>and shall be appointed or dismissed by the Board. General Manager, Deputy General Manager are standing members of the Executive Committee. The Chairman of the Board or the General Manager shall serve as the director of the Executive Committee, the Company's Party Committee recommends other members to serve as deputy directors of the Executive Committee.</u></p> <p>Members of the Executive Committee shall assist the director of the Executive Committee, be responsible to the director of the Executive Committee, report to him/her, and perform relevant duties according to his/her division of work.</p> <p>The term of office of the members of the Executive Committee shall be the same as that of the Board and the members of the Executive Committee can be reappointed after the expiry of the term.</p>

No.	Before amendments	After amendments
13.	<p>Article 217 The Executive Committee of the Company shall mainly exercise the following functions and powers:</p> <p>(I) to consider major proposals to be submitted to the Board and the general meeting for consideration;</p> <p>(II) to consider and formulate the Company’s business policies, development strategies, business plans, investment and financing plans and other major issues;</p> <p>(III) to consider and formulate the Company’s annual financial budgets, final accounts, profit distribution plans, loss recovery plans and plans for the appointment and dismissal of accounting firms;</p> <p>(IV) to consider and formulate plans for the increase or reduction of the Company’s registered capital, and plans for material acquisitions, asset restructuring, disposal of assets, transfer of property rights, acquisition of the Company’s shares, merger, division, dissolution of the Company and its significant subsidiaries or change of corporate form;</p> <p>(V) to consider and formulate the allocation and use of large funds within the budget of the Company, the allocation and use of funds exceeding the budget, large donations and sponsorships and other large funds operation matters;</p> <p>(VI) to consider and formulate major investment projects of the Company;</p> <p>(VII) to consider and formulate plans for response and disposal of major risks in investment and financing business;</p> <p>(VIII) to consider and formulate proposals for amendments to the Articles of Association and the basic management system of the Company;</p>	<p>Article 217 The Executive Committee of the Company shall mainly exercise the following functions and powers:</p> <p>(I) to consider major proposals to be submitted to the Board and the general meeting for consideration; <u>to implement matters in relation to the resolutions of the Party Committee, the Board and general meetings, and organize and conduct the daily operation and management of the Company;</u></p> <p>(II) to consider and formulate the Company’s business policies, development strategies <u>planning</u>, business plans, investment and financing plans <u>investment proposals</u> and other major issues;</p> <p>(III) to consider and formulate the Company’s annual financial budgets, final accounts, profit distribution plans, loss recovery plans and plans for the appointment and dismissal of accounting firms;</p> <p>(IV) to consider and formulate plans for the increase or reduction of the Company’s registered capital, <u>issue of bonds or listing of other bonds</u>, and plans for material acquisitions, asset restructuring, disposal of assets, transfer of property rights, acquisition of the Company’s shares, merger, division, dissolution of the Company and its significant subsidiaries or change of corporate form;</p> <p><u>(V) to formulate the formation and adjustment plans for the internal management institution of the Company and its branches;</u></p> <p>(V)(VI) to consider <u>determine</u> and formulate the <u>plans for</u> allocation and use of large funds within the budget of the Company, the allocation and use of funds exceeding the budget, large donations and sponsorships, <u>entrusted wealth management</u> and other large funds operation matters;</p>

No.	Before amendments	After amendments
	<p>(IX) to exercise other functions and powers according to relevant laws and regulations, rules and normative documents and granted by the Board.</p> <p>Among them, items (V), (VI) and (VII) shall be submitted to the Board and/or the general meeting for consideration in accordance with the decision-making authority of the Board and the general meeting as stipulated in the listing rules and regulatory requirements.</p>	<p>(VI)(VII) to consider determine and formulate major investment projects of the Company <u>that exceed the authority of business segment and its management committee;</u></p> <p><u>(VIII) to determine and formulate plans for the acquisition and disposal of assets, asset mortgage, external guarantee (including guarantee for subsidiaries), external loans (including loans to subsidiaries), consigned financial management, connected transactions, external donations and other matters;</u></p> <p><u>(IX) to formulate the annual risk limits and risk tolerance level, and plans for proprietary business, asset management business, financing and securities lending business, security mortgage business, agreed repurchase business, refinancing business and other businesses;</u></p> <p>(VII)(X) to consider determine and formulate plans for response and disposal of major risks in investment and financing business;</p>

No.	Before amendments	After amendments
		<p>(VIII)(XI) to consider prepare and formulate proposals for amendments to the Articles of Association and the basic management system of the Company and other management system of the Company;</p> <p>(XII) the formulate the employee share option scheme and share award scheme;</p> <p>(XIII) to determine the management plan for the liquidity reserve funds of the Company;</p> <p>(XIV) to determine the interim and special capital allocation and financing plans of the Company;</p> <p>(XV) to determine the major capital expenditure projects and arrangements of the Company (mainly including technical upgrade, informatisation construction, acquisition of fixed assets and other matters);</p> <p>(XVI) to determine major matters of controlled and invested subsidiaries that affect the shareholders' interest and risk control of the Company;</p> <p>(XVII) to determine major matters in relation to the safe operation, social responsibility, ecological and environmental protection, compliance and risk control and other matters of the Company;</p> <p>(IX)(XVIII) to exercise other functions and powers according to relevant laws and regulations, rules and normative documents and granted by the Board.</p>

No.	Before amendments	After amendments
		<p>Among them, items (V), (VI) and (VII) shall be submitted to the Board and/or the general meeting for consideration in accordance with the decision-making authority of the Board and the general meeting as stipulated in the listing rules and regulatory requirements.</p> <p><u>The Executive Committee of the Company can delegate certain functions and authorities to the management committee of individual business segments of the Company.</u></p> <p><u>When the above matters fall below the authority of the Board, they shall be considered by the Board.</u></p>
14.	<p>Article 218 The Executive Committee shall be convened and chaired by the director of the Executive Committee, and the deputy director may be entrusted by the director to convene and chair the meetings of the Executive Committee.</p> <p>Members of the Executive Committee shall attend the meetings in person. If he/she cannot attend the meetings for any reason, he/she may appoint another member in writing to attend the meetings on his/her behalf. The chairman of the supervisory committee, the head of the discipline inspection team and other relevant personnel of the Company may attend the meeting.</p>	<p>Article 218 The Executive Committee shall be convened and chaired by the director of the Executive Committee, and the deputy director may be entrusted by the director to convene and chair the meetings of the Executive Committee <u>if the Director of the Executive Committee is unable to convene and chair the meeting for any reason, he/she shall designate the deputy director or other members of the Executive Committee to convene and chair the meeting.</u></p> <p>Members of the Executive Committee shall attend the meetings in person. If he/she cannot attend the meetings for any reason, he/she may appoint another member in writing to attend the meetings on his/her behalf. The chairman of the supervisory committee, the head of the discipline inspection team and other relevant personnel of the Company may attend the meeting.</p>
15.	<p>Article 220 The Company shall have one general manager, who shall be nominated by the Chairman, and appointed or removed by the Board by a majority of Directors.</p> <p>.....</p>	<p>Article 220 The Company shall have one general manager, who shall be nominated by the Chairman <u>remuneration and nomination committee</u>, and appointed or removed by the Board by a majority of Directors.</p> <p>.....</p>

No.	Before amendments	After amendments
16.	<p>Article 294 The formulation and amendment of the profit distribution plan of the Company shall be proposed by the Board at the general meeting of the Company. The Board shall fully engage independent Directors during the thorough discussion of the profit distribution plan. The profit distribution plan shall be formulated on the basis of sustainable, stable and reasonable returns to the shareholders.</p> <p>.....</p> <p>The profit distribution plan formulated and amended by the Board shall obtain approval by voting from a simple majority of the Board as well as more than half of the independent Directors. The independent Directors shall express their independent opinions on the formulation or amendment of the profit distribution plan.</p> <p>.....</p> <p>Independent Directors of the Company may solicit voting rights from public shareholders of the Company prior to the general meeting. The independent Directors shall exercise above duties and power upon obtaining approval from more than half of all the independent Directors.</p>	<p>Article 294 The formulation and amendment of the profit distribution plan of the Company shall be proposed by the Board at the general meeting of the Company. The Board shall fully engage independent Directors during the thorough discussion of the profit distribution plan. The profit distribution plan shall be formulated on the basis of sustainable, stable and reasonable returns to the shareholders.</p> <p>.....</p> <p>The profit distribution plan formulated and amended by the Board shall obtain approval by voting from a simple majority of the Board as well as more than half of the independent Directors. The independent Directors shall express their independent opinions on the formulation or amendment of the profit distribution plan.</p> <p>.....</p> <p>Independent Directors of the Company may solicit voting rights from public shareholders of the Company prior to the general meeting. The independent Directors shall exercise above duties and power upon obtaining approval from more than half of all the independent Directors.</p>
17.	<p>Article 338 If the amendment approved by the general meeting to Articles of Association involves any content of Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the said amendment shall be subject to approval by the securities regulatory authority; other matters shall be submitted to the securities regulatory authority of the State for examination and approval or recording where necessary; if the amendment involves registration of the Company, the involved change shall be registered pursuant to law.</p>	<p>Article 338 If the amendment approved by the general meeting to Articles of Association involves any content of Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the said amendment shall be subject to approval by the securities regulatory authority; other matters shall be submitted to the securities regulatory authority of the State for examination and approval or recording where necessary; if the amendment involves registration of the Company <u>The amendments of the Articles of Association shall be filed with the national securities regulatory authority;</u> the involved change shall be registered pursuant to law.</p>

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**”).

Based on the above-mentioned amendments, the Board proposes to amend the Rules of Procedures for the Board of Directors of Central China Securities Co., Ltd. on the same day. Such proposed amendments are subject to the consideration and passing of ordinary resolutions by shareholders of the Company at the General Meeting.

A notice convening the General Meeting and a circular containing details of the above-mentioned will be despatched to the shareholders of the Company in due course.

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

Henan, the PRC
22 December 2023

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.