
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your securities broker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Central China Securities Co., Ltd., you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, securities broker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

- (1) ELECTION OF SUPERVISOR OF
THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE**
- (2) PROFIT DISTRIBUTION PLAN FOR THE YEAR OF 2023**
- (3) EVALUATIONS AND REMUNERATION OF THE DIRECTORS
FOR THE YEAR OF 2023**
- (4) EVALUATIONS AND REMUNERATION OF THE SUPERVISORS
FOR THE YEAR OF 2023**
- (5) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**
- (6) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES
FOR THE BOARD OF DIRECTORS**
- (7) PROVISION OF GUARANTEE OR COUNTER-GUARANTEE
BY THE COMPANY FOR CENTRAL CHINA
INTERNATIONAL AND ITS WHOLLY-OWNED SUBSIDIARIES AND
THE AUTHORIZATION TO CENTRAL
CHINA INTERNATIONAL TO PROVIDE GUARANTEE OR
COUNTER-GUARANTEE FOR ITS WHOLLY-OWNED SUBSIDIARIES**
- (8) DETERMINING BUSINESS SCALE AND
AFFORDABLE RISK LIMITS OF SECURITIES PROPRIETARY
TRADING FOR THE YEAR OF 2024
AND**
- (9) NOTICE OF ANNUAL GENERAL MEETING**

Letter from the Board is set out on pages 4 to 59 of this circular.

The AGM of the Company will be held at 9:30 a.m., on Thursday, 20 June 2024 at Conference Room, Yishui Resort Luoyang, the intersection of Yishui East Road and Gulong Road, Luolong District, Luoyang, Henan Province, the PRC. The Notice of AGM is set out on pages 60 to 62 of this circular.

The proxy forms for the AGM are attached to this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the applicable proxy form in accordance with the instructions printed thereon as soon as possible. In case of holders of H Shares, the proxy form shall be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event, not less than 24 hours before the time scheduled for holding the AGM or any adjournment thereof (as the case may be) or the time appointed for the taking of the poll. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the relevant meetings or any adjournment thereof if you so desire.

30 May 2024

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DEFINITIONS

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

“AGM”	the annual general meeting for the year 2023 (or any adjournment thereof) of the Company to be convened and held at 9:30 a.m. on Thursday, 20 June 2024 at Conference Room, Yishui Resort Luoyang, the intersection of Yishui East Road and Gulong Road, Luolong District, Luoyang, Henan Province, the PRC
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“A Share(s)”	domestic listed ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed and traded on the Main Board of the Shanghai Stock Exchange
“A Shareholder(s)”	the holder(s) of A Shares
“Board”	the board of the Directors of the Company
“Central China International”	Central China International Financial Holdings Company Limited (中州國際金融控股有限公司), which is a wholly-owned subsidiary of the Company
“Company” or “Central China Securities”	Central China Securities Co., Ltd. (中原證券股份有限公司) (carrying on business in Hong Kong as “中州證券”), a joint stock company incorporated on 8 November 2002 in Henan Province, the PRC with limited liability, the H Shares and A Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 01375) and the Shanghai Stock Exchange (stock code: 601375), respectively
“Company Law”	the Company Law of the People’s Republic of China
“CSRC”	the China Securities Regulatory Commission

DEFINITIONS

“Director(s)”	the director(s) of the Company
“H Share(s)”	overseas listed foreign ordinary shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed and traded on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	the holder(s) of H Shares
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	27 May 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Ministry of Finance”	the Ministry of Finance of the People’s Republic of China
“PRC” or “China”	the People’s Republic of China
“RMB”	the lawful currency of the PRC, Renminbi, the basic unit of which is “yuan”
“Rules of Procedures for the Board of Directors	the Rules of Procedures for the Board of Directors of Central China Securities Co., Ltd., as amended, supplemented or otherwise modified from time to time
“Securities Law”	the Securities Law of the People’s Republic of China
“Share(s)”	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, including A Shares and H Shares

DEFINITIONS

“Shareholder(s)”	the shareholder(s) of the Company
“SSE”	the Shanghai Stock Exchange
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“USD”	United States Dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



Central China Securities Co., Ltd.

(a joint stock company incorporated in 2002 in Henan Province, the People's Republic of China with limited liability under the Chinese corporate name “中原证券股份有限公司” and carrying on business in Hong Kong as “中州证券”)

(Stock Code: 01375)

Executive Director:

Mr. LU Zhili (*Chairman*)

Non-executive Directors:

Mr. LI Xingjia

Ms. ZHANG Qiuyun

Mr. TANG Jin

Mr. TIAN Shengchun

Independent Non-executive Directors:

Ms. ZHANG Dongming

Mr. CHEN Zhiyong

Mr. TSANG Sung

Mr. HE Jun

Registered Address in the PRC:

No. 10 Shangwu Waihuan Road
Zhengdong New District, Zhengzhou
Henan Province
China

*Headquarters/Principal Place of
Business in the PRC:*

No. 10 Shangwu Waihuan Road
Zhengdong New District, Zhengzhou
Henan Province
China

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

30 May 2024

To the Shareholders

Dear Sir or Madam,

- (1) ELECTION OF SUPERVISOR OF
THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE
(2) PROFIT DISTRIBUTION PLAN FOR THE YEAR OF 2023
(3) EVALUATIONS AND REMUNERATION OF THE DIRECTORS
FOR THE YEAR OF 2023
(4) EVALUATIONS AND REMUNERATION OF THE SUPERVISORS
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(8) DETERMINING BUSINESS SCALE AND
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LETTER FROM THE BOARD

I. INTRODUCTION

At the AGM, the following resolutions (among other things) will be proposed to approve: (1) Election of Candidate for Supervisor of the Seventh Session of the Supervisory Committee; (2) Profit Distribution Plan for the year of 2023; (3) Evaluations and Remuneration of the Directors for the year of 2023; (4) Evaluations and Remuneration of the Supervisors for the year of 2023; (5) Proposed Amendments to the Articles of Association; (6) Proposed Amendments to the Rules of Procedures for the Board of Directors; (7) Provision of guarantee or counter-guarantee by the Company for Central China International and its wholly-owned subsidiaries and the authorization to Central China International to provide guarantee or counter-guarantee for its wholly-owned subsidiaries; and (8) Determining Business Scale and Affordable Risk Limits of Securities Proprietary Trading for the year of 2024.

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

II. ELECTION OF SUPERVISOR OF THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE

The Supervisory Committee has resolved to approve Ms. Zhu Junhong (“**Ms. Zhu**”) as a candidate for Supervisor of the seventh session of the Supervisory Committee of the Company on 28 March 2024 in accordance with the Articles of Association and the Company Law. The appointment of Ms. Zhu shall take effect upon the consideration and approval at the AGM and filing with the regulatory authorities, and the term of office shall commence from the date of the consideration and approval at the AGM to the expiry date of the seventh session of the Supervisory Committee.

The biographical details of Ms. Zhu are as follows:

Zhu Junhong, born in 1969, holds an MBA. She is a senior accountant and an academic and technology leader of Henan province. She served as the chief accounting officer, deputy manager and manager of the planning and finance department, and the chief accountant of Henan Finance and Securities Company. She has been the person-in-charge of the finance department, assistant to general manager and general manager of the planning and finance department of the Company from November 2002 to September 2009; the Chief Accountant, the person-in-charge of the finance department, and general manager of the planning and finance department of the Company from September 2009 to August 2012; the Chief Accountant and the person-in-charge of the finance department of the Company from August 2012 to January 2018. She has been the vice

LETTER FROM THE BOARD

general manager of the Company from August 2012 to January 2024 and a member of the Executive Committee of the Company from January 2022 to January 2024. She has been serving as the deputy secretary of the Party Committee of the Company since December 2023.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhu has confirmed that (i) she has not held any positions of the Company or its subsidiaries nor any directorships in other listed companies for the past three years; (ii) she does not have any directorships with any Director, Supervisor, senior management, or substantial or controlling Shareholder of the Company; and (iii) she does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Zhu's remuneration will be determined based on her specific position in the Company and in accordance with the relevant remuneration and assessment system of the Company. The Company will disclose the specific details of the annual remuneration in the annual report to be published each year.

Save as disclosed above, there is no information relating to the proposed appointment of Ms. Zhu as a Supervisor that 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 her appointment that needs to be brought to the attention of the Shareholders.

III. PROFIT DISTRIBUTION PLAN FOR THE YEAR OF 2023

As audited by Da Hua Certified Public Accountants (Special General Partnership), as of 31 December 2023, the parent company's distributable profit was RMB689,891,242.44 and the consolidated distributable profit was RMB242,467,397.11. The profit distribution plan is as follows:

- (1) The Company proposes to distribute a cash dividend of RMB0.14 (tax inclusive) for every 10 Shares to all Shareholders (including A Shareholders and H Shareholders). As of 31 December 2023, the total share capital of the Company was 4,642,884,700 shares, based on which a total cash dividend of RMB65,000,385.80 (tax inclusive) is proposed to be distributed, accounting for 30.72% of the net profit attributable to shareholders of the parent company for 2023.
- (2) In the event of a change in the total share capital of the Company after the date of the Board meeting approving the profit distribution plan for the year of 2023 and before the record date for payment of the cash dividend, the total distribution amount will be kept unchanged and the rate will be adjusted accordingly.

LETTER FROM THE BOARD

- (3) No capital reserves will be converted into share capital and no bonus shares will be distributed by the Company.

On 28 March 2024, the Board approved and resolved to propose to the Shareholders to consider and, if thought fit, approve the profit distribution plan of the Company for the year of 2023 at the AGM by way of an ordinary resolution. After the profit distribution plan of the Company for the year of 2023 is considered and approved by the AGM, payment of the year of 2023 cash dividend will be made by 30 August 2024.

IV. EVALUATIONS AND REMUNERATION OF THE DIRECTORS FOR THE YEAR OF 2023

According to the provisions of the Company Law, the Governance Standards for Securities Companies (《證券公司治理準則》), the Governance Standards for Listed Companies (《上市公司治理準則》) and the Articles of Association, the evaluations and remuneration of the Directors of the Company for the year of 2023 are set out below:

(I) Performance by and Evaluation of Directors

In 2023, the Company convened 4 general meetings, 10 Board meetings, 6 meetings of the Development and Strategy Committee, 3 meetings of the Risk Control Committee, 5 meetings of the Audit Committee and 4 meetings of the Remuneration and Nomination Committee of the Board. All the Directors of the Board of the Company lawfully, faithfully and diligently performed their statutory obligations, attended Board meetings and meetings of special committees in accordance with requirements, carefully considered the proposals, and offered advice and suggestions in professional manners regarding the reform and renovation, significant matters, related party transactions, internal control, compliance management, risk control, system establishment, social responsibilities, etc. of the Company, which ensured that the decision-making of the Board was compliant, scientific and standardized, guaranteed the truthfulness, accuracy and completeness of the information disclosed by the Company and duly protected the interests of Shareholders of the Company. In 2023, none of the Directors had committed any irregularity.

(II) Remuneration of Directors

The remuneration of the Directors of the Company comprises allowances and other remunerations. The remuneration of the internal Directors of the Company is determined based on their specific positions in the Company with reference to the relevant remuneration and evaluation system of the Company. The allowances of the external Directors of the Company are paid on a monthly basis, and the external Directors are not entitled to remunerations other than the allowances from the Company. For details of payment of remunerations to the Directors by the

LETTER FROM THE BOARD

Company in 2023, please refer to the 2023 Annual Report of Central China Securities Co., Ltd. disclosed by the Company on the website of the Shanghai Stock Exchange and the Hong Kong Stock Exchange and the relevant announcements disclosed by the Company.

On 28 March 2024, the Board approved and resolved to propose to the Shareholders to consider and, if thought fit, approve the evaluations and remuneration of the Directors of the Company for the year of 2023 at the AGM by way of an ordinary resolution.

V. EVALUATIONS AND REMUNERATION OF THE SUPERVISORS FOR THE YEAR OF 2023

According to the relevant provisions of the Company Law, the Governance Standards for Securities Companies (《證券公司治理準則》), the Governance Standards for Listed Companies (《上市公司治理準則》) and the Articles of Association, the evaluations and remuneration of the Supervisors of the Company for the year of 2023 are set out below:

(I) Basic Information of the Supervisory Committee

The Company actively promoted the improvement in the corporate governance structure and ensured the orderly work of the Board of Supervisors. On 20 June 2023, the Supervisory Committee received the written resignation report submitted by Mr. Lu Zhili, the chairman of the Supervisory Committee of the Company. Mr. Lu Zhili resigned as the chairman and a Supervisor of the seventh session of the Supervisory Committee due to work changes. On 16 August 2023, the Company held the thirteenth meeting of the seventh session of the Supervisory Committee, at which the Resolution on the Election of Convener of the Supervisory Committee (《關於推舉監事會召集人的議案》) was considered and approved. It was agreed that Mr. Wei Zhihao shall be elected as the convener of the seventh session of the Supervisory Committee of the Company, and be temporarily responsible for convening and presiding over the meeting of the Supervisory Committee until the new chairman of the Supervisory Committee is elected.

Currently, the Supervisory Committee consists of eight members, namely Mr. Wei Zhihao, Mr. Li Zhifeng and Mr. Zhang Bo as shareholder representative Supervisors, Ms. Xiang Siying and Mr. Xia Xiaoning as independent Supervisors, Mr. Ba Guanhua, Ms. Xu Changyu and Ms. Xiao Yichen as employee representative Supervisors.

(II) Performance by and Evaluation of Supervisors

In 2023, the Supervisory Committee of the Company held 5 meetings, and the Supervisors attended 4 general meetings and presented at 10 Board meetings. All of the Supervisors carefully considered and reviewed the resolutions, supervised the legitimate operation, the significant

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decision-making, the significant operation, the financial position and the lawfulness and compliance of performance of the Directors and senior management of the Company, supervised the convening, voting procedures and voting results of the general meetings and the Board meetings, proactively protected the lawful interests of the Company and its Shareholders, and facilitated the lawful operation and standardized management of the Company. The Supervisors were diligent and responsible in the performance of their duties and responsibilities without the conduct prohibited by the Articles of Association.

(III) Payment of Remuneration of Supervisors in 2023

The remuneration of the Supervisors of the Company comprises allowances and other remunerations. The remuneration of the internal Supervisors of the Company is determined based on their specific positions in the Company according to the relevant remuneration and evaluation system of the Company. The allowances of the external Supervisors of the Company are paid on a monthly basis, and the external Supervisors are not entitled to remunerations other than the allowances from the Company. For details of payment of remunerations to the Supervisors by the Company in 2023, please refer to the 2023 Annual Report of Central China Securities Co., Ltd. disclosed by the Company on the website of the Shanghai Stock Exchange and the Hong Kong Stock Exchange.

On 28 March 2024, the Supervisory Committee approved and resolved to propose to the Shareholders to consider and, if thought fit, approve the evaluations and remuneration of the Supervisors of the Company for the year of 2023 at the AGM by way of an ordinary resolution.

VI. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 22 December 2023 in relation to the proposed amendments to the Articles of Association.

As the capital market develops, regulatory authorities become increasingly 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, the 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 has resolved to propose to amend the Articles of Association of the Company on 22 December 2023. Details of the Proposed Amendments to the Articles of Association are as follows:

LETTER FROM THE BOARD

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>

LETTER FROM THE BOARD

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>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>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<p>(V) persons employed by institutions with which the Company and its subsidiaries have business dealings or interests;</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 respective</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</u> <u>material business dealings;</u></p> <p>(VI) <u>The person who provides services such as finance, legal, consultancy and sponsorship to the Company and its controlling shareholders, actual controllers or their respective subsidiaries, 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>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<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>(V<u>VII</u>) persons who belonged to categories (II) to (IV<u>VI</u>) within the preceding year <u>twelve months</u>;</p> <p>(VII<u>VIII</u>) persons holding positions other than independent directors in other securities and fund institutions;</p> <p>(VIII<u>IX</u>) 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<u>X</u>) other persons specified in the Articles of Association;</p>

LETTER FROM THE BOARD

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>

LETTER FROM THE BOARD

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>(VII) to prepare the annual financial budgets plan and final accounting plan of the Company;</p> <p>(VII) to prepare the annual financial budgets and final accounting plans of the Company;</p> <p>(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>(IX) to formulate plans for material acquisitions, repurchase of shares of the Company, or merger, division, dissolution and transformation of the Company;</p> <p><u>(IX)</u> to resolve on the establishment <u>and adjustment</u> of internal management organizations and branches of the Company;</p>

LETTER FROM THE BOARD

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>(XI) to appoint or remove the Company's general manager, chief compliance officer, secretary to the Board and <u>other senior management</u> members 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> <p>(XII) to set up the basic management system of the Company;</p> <p>(XIII) to formulate the proposals for any amendment to the Articles of Association;</p> <p>(XIV) <u>to manage the Company's information disclosure</u>;</p> <p>(XV) to formulate proposals for appointment and dismissal of an accounting firm;</p> <p>(XVI) 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>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	(XV) to listen to the work report of the general manager of the Company and examine on the general manager's work;	(XV VII) to listen to the work report of the general manager of the Company and examine on the general manager's work;
	(XVI) to listen to the report of the chief compliance officer on the compliance status of the Company;	(XV VIII) to listen to the report of the chief compliance officer on the compliance status of the Company;
	(XVII) to listen to the work report of the Executive Committee and examine the work of the Executive Committee;	(XV VII) to listen to the work report of the Executive Committee and examine the work of the Executive Committee;
	(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;	(XV VIII) to determine Directors' remunerations and distribution plan thereof, and submit special reports to the general meeting on the performance evaluation and remunerations of Directors;
	(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;	(XV IX) 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;

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<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><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>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<p>(XXII) to exercise other functions and powers as stipulated by laws and regulations, departmental rules, regulatory documents or Articles of Association.</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 (VII), (VIII) and (XII), in which approval of two-thirds of the Directors is required.</p>	<p>(XXIIIV) 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> <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), (VHIX) and (XHXIII), in which approval of two-thirds of the Directors is required.</p>

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No.	Before amendments	After amendments
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>

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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</u> 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 <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>

LETTER FROM THE BOARD

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>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>

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No.	Before amendments	After amendments
	Development strategy committee is accountable to the Board and shall submit proposals to the Board for review and approval.	Development strategy committee is accountable to the Board and shall submit proposals to the Board for review and approval.
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>Article 208 The Board sets up a remuneration and nomination committee consists of three or five <u>not less than three</u> 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>

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No.	Before amendments	After amendments
	<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>(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>(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>(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>

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No.	Before amendments	After amendments
	<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>(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>

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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>Article 209 The Board sets up an audit committee which consists of three or five <u>not less than three non-executive</u> 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>

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No.	Before amendments	After amendments
	<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>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; 	<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>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;

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No.	Before amendments	After amendments
	<p>5. whether compliance with the accounting standard;</p> <p>6. whether compliance with the Hong Kong Listing Rules, as well as laws and regulations related to financial reporting;</p> <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> <p>1. to review the Company's financial controls;</p>	<p>5. whether compliance with the accounting standard;</p> <p>6. whether compliance with the Hong Kong Listing Rules, as well as laws and regulations related to financial reporting;</p> <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> <p>1. to review the Company's financial controls;</p>

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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>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>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>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>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>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>

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No.	Before amendments	After amendments
	7. to ensure prompt reply by the Board to the issues raised in the audit notes of the external audit firm to the management;	7. to ensure prompt reply by the Board to the issues raised in the audit notes of the external audit firm to the management;
	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;	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;
	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;	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;
	10. to coordinate with the relationship between the Company and external audit firm;	10. to coordinate with the relationship between the Company and external audit firm;
	(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;	(IV) eoodinating with internal audit department and external audit firm, ensuring internal audit department has suffieient resourees 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;

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No.	Before amendments	After amendments
	<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>(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>

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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>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, <u>who shall preside over the work of the committee.</u></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>

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No.	Before amendments	After amendments
	(II) reviewing and opining on establishment of specific departments and duties of compliance management and risk management;	(II) reviewing and opining on establishment of specific departments and duties of compliance management and risk management;
	(III) evaluating and opining on the risk of major decisions approved by the Board and solution to eliminating such major risk;	(III) evaluating and opining on the risk of major decisions approved by the Board and solution to eliminating such major risk;
	(IV) reviewing and opining on compliance reports and risk evaluation reports approved by the Board;	(IV) reviewing and opining on compliance reports and risk evaluation reports approved by the Board;
	(V) reviewing the Company's risk management and internal control systems;	(V) reviewing the Company's risk management and internal control systems;
	(VI) formulating the Company's corporate governance policies, reviewing the implementation and making suggestion to the Board;	(VI) formulating the Company's corporate governance policies, reviewing the implementation and making suggestion to the Board;
	(VII) reviewing and supervising Directors and senior management's training and their continuing professional development;	(VII) reviewing and supervising Directors and senior management's training and their continuing professional development;
	(VIII) reviewing and supervising whether Company's policies is in compliance with laws and supervisory regulations, and the implementation;	(VIII) reviewing and supervising whether Company's policies is in compliance with laws and supervisory regulations, and the implementation;
	(IX) formulating, reviewing and supervising professional code of conduct and compliance manual (if any) of employees and Directors;	(IX) formulating, reviewing and supervising professional code of conduct and compliance manual (if any) of employees and Directors;

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No.	Before amendments	After amendments
	<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>(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>

LETTER FROM THE BOARD

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>

LETTER FROM THE BOARD

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>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, 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, 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) <u>to formulate the formation and adjustment plans for the internal management institution of the Company and its branches;</u></p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<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>(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) 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> <p>(VII) to consider <u>determine</u> and formulate major investment projects of the Company <u>that exceed the authority of business segment and its management committee;</u></p> <p>(VIII) <u>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>(IX) <u>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>(VIII) to consider <u>determine</u> and formulate plans for response and disposal of major risks in investment and financing business;</p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
		<p>(VIII) to consider <u>prepare</u> and formulate proposals for amendments to the Articles of Association and the basic management system of the Company <u>and other management system of the Company;</u></p> <p>(XII) <u>to formulate the employee share option scheme and share award scheme;</u></p> <p>(XIII) <u>to determine the management plan for the liquidity reserve funds of the Company;</u></p> <p>(XIV) <u>to determine the interim and special capital allocation and financing plans of the Company;</u></p> <p>(XV) <u>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);</u></p> <p>(XVI) <u>to determine major matters of controlled and invested subsidiaries that affect the shareholders' interest and risk control of the Company;</u></p> <p>(XVII) <u>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;</u></p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
		<p>(XXVIII) 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><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>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
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>

LETTER FROM THE BOARD

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>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
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</p> <p><u>The amendments of the Articles of Association shall be filed with the national securities regulatory authority;</u></p> <p>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 at the AGM by way of a special resolution.

VII. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE BOARD OF DIRECTORS

Based on the relevant amendments to the Articles of Association, the Board proposed to amend the Rules of Procedures for the Board of Directors of Central China Securities Co., Ltd. on 22 December 2023. Details of the proposed amendments to the Rules of Procedures for the Board of Directors are set out below:

LETTER FROM THE BOARD

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 Securities Law of the People’s Republic of China, the Supervision and Administration Regulations for Securities Companies of CSRC, Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Corporate Governance Rules for Securities Companies and other relevant laws, regulations and regulative documents as well as the Articles of Association (the “Articles of Association”) of the Central China Securities Co., Ltd., to regulate the Procedures for the Board of Directors and to ensure the work efficiency and scientific decision making of the Board.</p>	<p>Article 1 These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Supervision and Administration Regulations for Securities Companies of CSRC, Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Corporate Governance Rules for Securities Companies and other relevant laws, regulations and regulative documents as well as the Articles of Association (the “Articles of Association”) of the Central China Securities Co., Ltd., to regulate the Procedures for the Board of Directors and to ensure the work efficiency and scientific decision making of the Board.</p>
2.	<p>Newly Added Article</p>	<p>Article 2 <u>The Procedures for the Board of Directors shall comply with the relevant laws and regulations of the State and the Articles of Association of the Company, be accountable to the investors, safeguard the rights and interests of the Company and the shareholders, and consciously accept the supervision of the Supervisory Committee.</u></p>
3.	<p>Newly Added Article</p>	<p>Article 3 <u>As a procedural prerequisite, major operational and administrative matters should be studied and discussed by the Party Committee before submitting to the board of directors for decision. Major operational and administrative matters must be studied and discussed by the Party Committee before the board of directors makes a decision.</u></p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
4.	<p>Article 2 The Board shall exercise the following functions and powers:</p> <p>(I) to convene general meetings and report to general meetings;</p> <p>(II) to report at the annual general meetings and disclose in the annual reports the performance of Directors, including the number of attendances of Directors at Board meetings and voting;</p> <p>(III) to execute resolutions of general meetings;</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>Article 24 The Board shall exercise the following functions and powers:</p> <p>(I) to convene general meetings and report to general meetings;</p> <p>(II) to report at the annual general meetings and disclose in the annual reports the performance of Directors, including the number of attendances of Directors at Board meetings and voting;</p> <p>(III) to execute resolutions of general meetings;</p> <p>(IV) to resolve on the Company’s operation and development strategies, business plans and investment plans; to resolve on the business operation policies and strategy plans of the Company;</p> <p><u>(V) to resolve on the Company’s business plans and investment plans;</u></p> <p>(VI) to prepare the annual financial budgets and final accounting plans of the Company;</p> <p>(VII) to prepare the profit distribution plan and loss makeup plan of the Company;</p> <p>(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) to formulate plans for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company;</p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<p>(IX) to resolve on the establishment of internal management organizations and branches of the Company;</p> <p>(X) to appoint or remove the Company’s general manager, chief compliance officer, secretary to the Board and chief auditing officer as nominated by the chairman and determine their remunerations; to decide to appoint or remove the Company’s deputy general manager, chief financial officer 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>(IX) to resolve on the establishment of internal management organizations and branches of the Company; <u>to resolve on the establishment and adjustment of internal management organizations and branches of the Company;</u></p> <p>(XI) to appoint or remove the Company’s general manager, chief compliance officer, secretary to the Board and chief auditing officer as nominated by the chairman and determine their remunerations; to decide to appoint or remove the Company’s deputy general manager, chief financial officer as nominated by the general manager and determine their remunerations; <u>to appoint or remove the Company’s general manager, chief compliance officer, secretary to the Board and other senior management as nominated by the remuneration and nomination committee and determine their remunerations and penalties; 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 and penalties;</u></p> <p>(XII) to set up the basic management system of the Company;</p> <p>(XIII) to formulate the proposals for any amendment to the Articles of Association;</p> <p>(XIV) <u>to manage the Company’s information disclosure;</u></p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	(XIII) to formulate proposals for appointment and dismissal of an accounting firm;	(XIII) to formulate proposals for appointment and dismissal of an accounting firm;
	(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;	(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; <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>
	(XV) to listen to the work report of the general manager of the Company and examine on the general manager's work;	(XV) to listen to the work report of the general manager of the Company and examine on the general manager's work;
	(XVI) to listen to the report of the chief compliance officer on the compliance status of the Company;	(XVI) to listen to the report of the chief compliance officer on the compliance status of the Company;
	(XVII) to listen to the work report of the Executive Committee and examine the work of the Executive Committee;	(XVII) to listen to the report of the chief compliance officer on the compliance status of the Company;
	(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;	(XVII) to listen to the work report of the Executive Committee and examine the work of the Executive Committee; (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;

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<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>(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; <u>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, <u>and fulfil the corresponding duties as required;</u> 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>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<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>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>(XXIII) to determine the objectives of Company’s culture construction and shall be liable to the effectiveness of the Company’s culture construction;</p> <p>(XXIII) <u>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.</p> <p>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.</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), (VHIX) and (XHIII), in which approval of two-thirds of the Directors is required.</p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
5.	Newly Added Article	<u>Article 5 The Board of Directors consists of the Development Strategy Committee, the Remuneration and Nomination Committee, the Risk Control Committee and the Audit Committee. The specialised committees conduct studies on professional matters and provide the board of directors with opinions and recommendations for reference in making decisions. The work rules of each committee shall be formulated by the Board of Directors.</u>
6.	Newly Added Article	<u>Article 6 The Board of Directors shall have a Secretary to the Board, who shall be responsible for organising and arrange for Board meetings and general meetings, taking charge of the minutes of meetings, drafting and keeping of the summery note and documents, and undertaking the work assigned by the Board of Directors or the chairman.</u>
7.	Article 3 The general office of the Board is established under the Board and responsible for handling the daily affairs of the Board. The person-in-charge of the general office of the Board shall keep the seals of the Board and the general office of the Board in custody.	<u>Article 37</u> The general office of the Board is established under the Board to assist the Secretary to the Board for handling the daily affairs of the Board., and The person-in-charge of the general office of the Board shall keep the seals of the Board and the general office of the Board in custody.
8.	Newly Added Article	<u>Article 8 The Board meetings shall be convened by the chairman. In the event that the chairman is unable to perform his duties, the Vice Chairman shall perform such duties, and in the event that the Vice Chairman is also unable to perform such duties, a majority of the Directors may jointly elect one Director to perform such duties.</u>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
9.	<p>Article 6</p> <p>Proposal Procedures for Extraordinary Meetings</p> <p>A proposal for convening a provisional meeting of the board of directors as specified in the preceding article shall be in written form and affixed with the signature (seal) of the proposer and submitted to the office of the board of directors or directly to the Chairman. A written proposal shall specify:</p> <p>(I) the name(s) of the proposer;</p> <p>(II) the reasons for the proposal or the facts on which the proposal is based;</p> <p>(III) time or duration, venue and form of the meeting;</p> <p>(IV) clear and concrete information in relation to the proposal;</p> <p>(V) the contact details of the proposer and date of proposal.</p> <p>The contents of the proposal shall be those within the power of the board of directors as specified in the Articles of Association of the Company, and the documents relating to the proposal shall be submitted together with the proposal itself.</p>	<p>Article <u>611</u></p> <p>Proposal Procedures for Extraordinary Meetings</p> <p>A proposal for convening a provisional meeting of the board of directors as specified in the preceding article shall be in written form and affixed with the signature (seal) of the proposer and submitted to the office of the board of directors or directly to the Chairman. A written proposal shall specify:</p> <p>(I) the name(s) of the proposer;</p> <p>(II) the reasons for the proposal or the facts on which the proposal is based;</p> <p>(III) time or duration, venue and form of the meeting;</p> <p>(IV) clear and concrete information in relation to the proposal;</p> <p>(V) the contact details of the proposer and date of proposal.</p> <p>The contents of the proposal shall be those within the power of the board of directors as specified in the Articles of Association of the Company, and the documents relating to the proposal shall be submitted together with the proposal itself.</p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<p>The general office of the board of directors shall transfer the aforesaid proposal and related documents on the same date of receipt of the same to the chairman. Where the chairman deems the proposal not well defined, the content lacks specifics or the relevant documents are inadequate, the chairman may require the proposer to amend or supplement the proposal.</p> <p>The chairman shall convene and preside over a meeting of the board of directors within 10 days after receipt of the proposal.</p>	<p>The general office of the board of directors shall transfer<u>submit</u> the aforesaid proposal and related documents on the same date of receipt of the same to the chairman <u>for study and pre-review</u>. Where the chairman<u>Director</u> deems the proposal not well defined, the content lacks specifics or the relevant documents are inadequate, he/she may require the proposer to amend or supplement the proposal<u>department responsible for the proposal to amend or supplement the proposal until it is complete and then submit it to the Director for review</u>.</p> <p>The chairman shall convene and preside over a meeting of the board of directors within 10 days after receipt of the proposal.</p>

LETTER FROM THE BOARD

No.	Before amendments	After amendments
10.	<p>Article 7 Study and discussion by the Party Committee of material matters is a prerequisite procedure for any decision-making by the Board on such issues. Material operational and administrative matters shall be first reviewed and approved by the Party Committee before they are submitted to the Board. Material operational and administrative matters are as follows:</p> <p>(I) the development strategies, business plans, policies, scope and annual business goals of the Company;</p> <p>(II) the annual financial budget plan, final financial report, profit distribution plan, loss makeup plan, changes in accounting policies, impairment of assets and credit, and proposals for appointment and dismissal of an accounting firm;</p> <p>(III) plans for the increase or reduction of the registered capital of the Company, and plans for material acquisition by the Company, acquisition of shares of the Company, or merger, division, dissolution or change of form of the company;</p> <p>(IV) equity incentive schemes;</p> <p>(V) establishment of the Company's internal management organization and branches; establishment and cancellation of subsidiaries;</p>	Delete in the entirety

LETTER FROM THE BOARD

No.	Before amendments	After amendments
	<p>(VI) amendments to the Articles of Association, the Rules of Procedure for the Meetings of the Board and the Rules of Procedure for the General Meetings, formulation and amendments to basic management rules of the Company;</p> <p>(VII) plans for the external guarantee, material investment and capital expenditure;</p> <p>(VIII) performance evaluation, remunerations, award and punishment of senior management; proposals regarding the appointment and removal of senior management and change of composition of Directors;</p> <p>(IX) material litigation or arbitration of the Company;</p> <p>(X) material matters relating to procurement and bidding of the Company;</p> <p>(XI) establishment and addition of external donation budget of the Company;</p> <p>(XII) material operational and administrative matters of subsidiaries subject to the Board of the Company for deliberation and approval;</p> <p>(XIII) other material operational and administrative matters as identified by the Company.</p> <p>Save as material matters, the general operational and administrative matters shall be submitted to the president office in advance for deliberation or report/endorsement and approval.</p>	

LETTER FROM THE BOARD

No.	Before amendments	After amendments
11.	<p>Article 8 The notice of provisional Board meeting shall be served to all Directors and Supervisors five days before the date of the meeting. For circumstances specified under Rules (2) to (8) of Article 5 herein, when the Chairman is unable to perform his duties, his duties shall be fulfilled by the Vice Chairman. When the Vice Chairman cannot perform his duties, the meeting shall be convened by a Director jointly recommended by half or more of the Directors.</p>	<p>Article 812 The notice of provisional Board meeting shall be served to all Directors and Supervisors five days not less than five days before the date of the meeting. For circumstances specified under Rules (2) to (8) of Article 5 herein, when the Chairman is unable to perform his duties, his duties shall be fulfilled by the Vice Chairman. When the Vice Chairman cannot perform his duties, the meeting shall be convened by a Director jointly recommended by half or more of the Directors.</p>
12.	<p>Article 9 The general office of the Board shall send a written notice of the meeting bearing the seal of the general office of the Board to all the Directors and Supervisors, as well as the Manager and the Secretary to the Board by personal delivery, mail, fax, email or other means 14 days and 5 days before a regular Board meeting and an provisional meeting respectively. Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.</p> <p>Matters involving direct management by higher authorities for consideration by the Board shall be reported to the state-owned equity directors 10 working days prior to the official notice and shall be pre-communicated with the higher authorities. If pre-communication cannot be made 10 working days in advance due to information disclosure and other reasons, the pre-communication period may be adjusted as appropriate.</p> <p>.....</p>	<p>Article 913 The general office of the Board shall send a written notice of the meeting bearing the seal of the general office of the Board to all the Directors and Supervisors, as well as the General Manager and the Secretary to the Board by personal delivery, mail, fax, email or other means 14 days and 5 days before a regular Board meeting and an provisional meeting respectively. Where the notice is not served by direct delivery, telephone acknowledgement and relevant records shall be made.</p> <p>Matters involving direct management by higher authorities for consideration by the Board shall be reported to the state-owned equity directors not less than 10 working days prior to the official notice and shall be pre-communicated with the higher authorities. If pre-communication cannot be made 10 working days in advance due to information disclosure and other reasons, the pre-communication period may be adjusted as appropriate.</p> <p>.....</p>

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No.	Before amendments	After amendments
13.	<p>Article 12 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, department rules, normative documents, Articles of Association of the Company or the Rules, 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 126 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, department rules, normative documents, Articles of Association of the Company or the Rules, 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>

The English version of the Rules of Procedures for the Board of Directors is an unofficial translation of the Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedures for the Board of Directors are subject to the consideration and approval of the Shareholders at the AGM by way of an ordinary resolution.

VIII. PROVISION OF GUARANTEE OR COUNTER-GUARANTEE BY THE COMPANY FOR CENTRAL CHINA INTERNATIONAL AND ITS WHOLLY-OWNED SUBSIDIARIES AND THE AUTHORIZATION TO CENTRAL CHINA INTERNATIONAL TO PROVIDE GUARANTEE OR COUNTER-GUARANTEE FOR ITS WHOLLY-OWNED SUBSIDIARIES

In order to facilitate the stable development of the overseas business of the Company, optimize financial structure and reduce financing costs, Central China International (a wholly-owned subsidiary of the Company) intends to carry out financing by way of various means in accordance with the laws and compliance, involving the provision of guarantee or counter-guarantee by the Company for Central China International's and its wholly-owned subsidiaries' financing. At the same time, in order to enhance the operating ability of Central China International, Central China International intends to provide guarantee or counter-guarantee for the business of its wholly-owned subsidiaries. If the above-mentioned guaranteed objects involve wholly-owned subsidiaries with asset and liability ratios exceeding 70%, such guarantees are subject to the consideration and approval by the general meeting of the Company in accordance with the relevant provisions of the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (《上海證券交易所股票上市規則》) and the Articles of Association. In order to reduce the cost of financing time, fully grasp the favorable market opportunity and improve the

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efficiency of approval for guarantees for wholly-owned subsidiaries, the following matters are proposed for consideration in accordance with regulatory requirements and in light of industry practice and the actual situation of the Company:

- (1) It is agreed that the Company may provide guarantees or counter-guarantees for Central China International and its wholly-owned subsidiaries in respect of various types of financing such as borrowings from domestic and foreign financial institutions and application for credit lines in one or more times or in multiple tranches, with an amount of not more than 10% of the latest audited net assets of the Company and the total amount shall not exceed RMB0.9 billion (or equivalent foreign currency). Letters of guarantee (or other documents with equivalent effect) may be issued in tranches within one year from the date of consideration and approval at the general meeting. The validity period of the guarantee or counter-guarantee shall be subject to each guarantee letter (or other documents with equivalent effect). The specific amount, cooperation institution, conditions, etc. shall be determined after consideration by the relevant decision-making body of the Company, and the validity period shall be 12 months from the date of consideration and approval at the general meeting. If the Company or Central China International obtains the approval, license or registration confirmation, etc. from domestic or foreign financial institutions or other authorized authorities during the validity period of this resolution, the Company may complete the guaranteed borrowing within the validity period of such approval, license or registration confirmation, and the above resolution shall continue to be valid until the date of fulfillment of such guaranteed borrowing.

In order to control risks, the requirements for the consolidated asset and liability ratio of Central China International when the Company provides guarantees or counter guarantees to it and its wholly-owned subsidiaries shall not exceed the liability ratio (approximately 89%) calculated when the ratio of net assets to liabilities in the risk control indicators of the Company is higher than the alert threshold of 12%, among which the liabilities are calculated excluding accounts payable to brokerage clients, credit trading accounts payable to brokerage clients, accounts payable to underwriting clients, and amounts due to asset management clients and other clients' funds.

- (2) It is agreed to authorize Central China International to provide financing-type guarantees or counter-guarantees to domestic and foreign financial institutions for the business of its wholly-owned subsidiaries in one or more instalments or in multiple tranches. Letters of guarantee (or other documents with equivalent effect) may be issued in tranches within one year from the date of consideration and approval at the general meeting. The validity period of the guarantee or counter-guarantee shall be subject to each letter of guarantee (or other documents with equivalent effect), and the specific amount, cooperation institutions, conditions, etc. shall be determined by Central China International in consultation with the relevant decision-making bodies or relevant departments of the Company according to the circumstances. The amount of the guarantees and the above-mentioned external guarantees shall not exceed 10% of the

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latest audited net assets of the Company, and the total amount shall not exceed RMB0.9 billion (or its equivalent in foreign currencies). The validity period is 12 months from the date of consideration and approval at the general meeting. If Central China International or its subsidiaries obtain approval, license or registration confirmation, etc. from domestic or foreign financial institutions or other authorized authorities during the validity period of the resolution, Central China International or its subsidiaries may complete the guaranteed borrowing within the validity period of such approval, license or registration confirmation, and the above resolution shall continue to be valid until the date of fulfillment of such guaranteed borrowing.

On 28 March 2024, the Board approved and resolved to propose to the Shareholders to consider and, if thought fit, approve the resolution on the provision of guarantee or counter-guarantee for Central China International and the authorization to Central China International to provide guarantee or counter-guarantee for its wholly-owned subsidiaries at the AGM by way of an ordinary resolution.

IX. DETERMINING BUSINESS SCALE AND AFFORDABLE RISK LIMITS OF SECURITIES PROPRIETARY TRADING FOR THE YEAR OF 2024

According to the Provisions on the Calculation Basis for Risk Control Indicators of Securities Companies (《證券公司風險控制指標計算標準規定》), the aggregate amount of proprietary equity securities and securities derivatives shall not exceed 100% of the net capital of a securities company, and the aggregate amount of proprietary non-equity securities and securities derivatives shall not exceed 500% of the net capital of a securities company and the warning level is 80% of the stipulated requirement. Considering the assets, liabilities, gains or losses and capital sufficiency and other conditions of the Company, it is proposed that the business scale and affordable risk limits of the securities proprietary trading of the Company for 2024 are as follows:

1. The investment scale of the proprietary non-equity securities and its securities derivatives for 2024 shall not exceed 400% of the net capital (in real time). The affordable risk limits shall not exceed 5% of the total self-owned capital investments.

The investment scale of the proprietary non-equity securities and its securities derivatives is measured with reference to the regulatory standards. If there are any changes in the regulatory standards in a given year, the above shall be adjusted to comply with the latest regulatory standards.

2. The investment scale of the proprietary equity securities and its securities derivatives for 2024 shall not exceed 40% of the net capital (in real time). The affordable risk limits shall not exceed 15% of the total self-owned capital investments.

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The investment scale of the proprietary equity securities and securities derivatives is measured with reference to the regulatory standards. If there are any changes in the regulatory standards in a given year, the above shall be adjusted to comply with the latest regulatory standards.

The management of the Company is authorized to determine the specific scale of funds and affordable risk limits to the extent of authorized limits according to market conditions when the relevant conditions of the CSRC for proprietary trading management and risk control are met.

On 28 March 2024, the Board approved and resolved to propose to the Shareholders to consider and, if thought fit, approve the resolution on the determination of the business scale and affordable risk limits of securities proprietary trading for the year of 2024 at the AGM by way of an ordinary resolution.

X. AGM

The AGM of the Company will be held at 9:30 a.m. on Thursday, 20 June 2024 at Conference Room, Yishui Resort Luoyang, the intersection of Yishui East Road and Gulong Road, Luolong District, Luoyang, Henan Province, the PRC.

No Shareholder is required to abstain from voting on the resolutions submitted for approval at the AGM.

The proxy forms for the AGM are attached to this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the applicable proxy form in accordance with the instructions printed thereon as soon as possible. In case of holders of H Shares, the proxy form shall be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, and in any event, not less than 24 hours before the time scheduled for holding the AGM, or any adjournment thereof (as the case may be). Completion and delivery of the proxy form will not preclude you from attending and voting in person at the relevant meetings or any adjournment thereof if you so desire.

XI. VOTING

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, the resolutions as set out in the notice of the AGM will be taken by way of a poll under the Articles of Association.

During the poll, every Shareholder present in person or by proxy (or in case of corporation, its duly authorized representative) at the AGM shall have one vote for each Share registered in his/her name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same manner.

LETTER FROM THE BOARD

XII. RECOMMENDATION

The Board considered that all resolutions to be proposed at the AGM are in the interests of the Company and its Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

XIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

XIV. GENERAL INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

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

NOTICE OF ANNUAL GENERAL MEETING



中州证券

Central China Securities Co., Ltd.

(a joint stock company incorporated in 2002 in Henan Province, the People's Republic of China with limited liability under the Chinese corporate name “中原证券股份有限公司” and carrying on business in Hong Kong as “中州证券”)

(Stock Code: 01375)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Central China Securities Co., Ltd. (the “Company”) will be held at 9:30 a.m. on Thursday, 20 June 2024 at Conference Room, Yishui Resort Luoyang, the intersection of Yishui East Road and Gulong Road, Luolong District, Luoyang, Henan Province, the PRC, for the purpose of considering and, if thought fit, passing the following resolutions.

Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 30 May 2024 (the “Circular”).

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board of the Company for the year of 2023.
2. To consider and approve the work report of the Supervisory Committee of the Company for the year of 2023.
3. To consider and approve the duty report of the independent Directors of the Company for the year of 2023.
4. To consider and approve the annual report of the Company for the year of 2023.
5. To consider and approve the resolution on the election of Supervisor of the seventh session of the Supervisory Committee.
6. To consider and approve the profit distribution plan of the Company for the year of 2023.
7. To consider and approve the final financial report of the Company for the year of 2023.

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and approve the evaluations and remuneration of the Directors of the Company for the year of 2023.
9. To consider and approve the evaluations and remuneration of the Supervisors of the Company for the year of 2023.

AS SPECIAL RESOLUTION

10. To consider and approve the resolution on the amendments to the Articles of Association, the details of which are set out in the Circular.

AS ORDINARY RESOLUTIONS

11. To consider and approve the resolution on the amendments to the Rules of Procedures for the Board of Directors, the details of which are set out in the Circular.
12. To consider and approve the resolution on the provision of guarantee or counter-guarantee by the Company for Central China International and its wholly-owned subsidiaries and the authorization to Central China International to provide guarantee or counter-guarantee for its wholly-owned subsidiaries.
13. To consider and approve the resolution on the determination of the business scale and affordable risk limits of securities proprietary trading for the year of 2024.

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

Henan, the PRC, 30 May 2024

Notes:

1. The register of members of the Company will be closed from 17 June 2024 to 20 June 2024 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. For H Shareholders who wish to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 14 June 2024.
2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the H Shareholders' proxy form for the AGM must be deposited by hand or by post to the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares of the Company) not less than 24 hours before the time scheduled for holding the AGM or any adjournment thereof (as the case may be). If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting thereof should they so wish.
4. Shareholders or their proxies shall provide their identification documents when attending the AGM.
5. The on-site AGM is expected to take half a day approximately. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
6. The address of the Company's head office in the PRC is No. 10 Business Outer Ring Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC.

As at the date of this notice, 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.