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中州证券

Central China Securities Co., Ltd.

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

(Stock Code: 01375)

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND APPOINTMENT OF SENIOR MANAGEMENT

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

According to the Company Law, Securities Law and other relevant laws and regulations and the Articles of Association, on 1 December 2025, the Board resolved to nominate Mr. Wang Huixuan and Mr. Du Xiaotang as the independent non-executive Directors of the seventh session of the Board with a term of office commencing from the date of approval by the Shareholders' Meeting of the Company to the date of re-election of the seventh session of the Board. The proposed appointment of Mr. Wang Huixuan and Mr. Du Xiaotang as independent non-executive Directors of the Company is subject to the consideration and approval of the Shareholders' Meeting of the Company.

The biographical details of Mr. Wang Huixuan are set out below:

Mr. Wang Huixuan, born in 1966, holds a doctoral degree from Tianjin University. He joined the workforce in 1987 and has long been engaged in macroeconomic management and leadership in local governments, successively serving as the director of the information department of the general office, the secretary of the district committee, and the director of the management committee of the development zone of Urumqi. He entered the insurance industry in 2006 and has successively occupied major leading positions in three provincial subsidiaries and the head office of China Life (中國人壽) and PICC Life Insurance (人保壽險); and he successively served as the vice president of the PICC Head Office (中國人保總公司), chairman and president of PICC Capital (人保資本) from March 2009 to August 2016. From August 2016 to July 2022, he served as an executive director and co-president of Tsinghua Unigroup Co., Ltd. (紫光集團有限公司); from June 2019 to June 2024, he served as the chairman of Champion Property & Casualty Insurance Co., Ltd. (誠泰財產保險股份有限公司); from September 2020 to March 2024, he served as a secretary of the

communist party committee and chairman of Happy life insurance Co., Ltd. (幸福人壽保險股份有限公司); and currently, he serves as the executive vice president and a member of the executive committee of Tsinghua Unigroup Co., Ltd. (新紫光集團有限公司), and a director of Unisplendour Corporation Limited (紫光股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000938).

Save as disclosed above, as at the date of this announcement, Mr. Wang Huixuan has confirmed that (i) he has not held any position of the Company or its subsidiaries nor any directorship in other listed companies for the past three years; (ii) he does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company; and (iii) he does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, there is no information in relation to the appointment of Mr. Wang Huixuan as an independent non-executive Director which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, and there is no other matter in relation to his appointment that needs to be brought to the attention of the Shareholders.

If the proposed appointment of Mr. Wang Huixuan as an independent non-executive Director is approved at the Shareholders' Meeting of the Company, the Company will enter into a service contract with Mr. Wang Huixuan. According to the relevant regulations of the Company, Mr. Wang Huixuan will receive a fixed allowance of RMB100,000 per annum (tax inclusive) and an assessment allowance of RMB50,000 per annum (tax inclusive). If he serves as the chairman of the special committee of the Board, a fixed subsidy of RMB30,000 per annum (tax inclusive) will be added on the basis of the foregoing. Fixed allowance shall be paid monthly, while assessment allowance shall be distributed after the assessment period concludes at the end of the assessment year.

As at the date of this announcement, Mr. Wang Huixuan has confirmed: (i) that he meets the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) that he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

The biographical details of Mr. Du Xiaotang are set out below:

Mr. Du Xiaotang, male, Chinese, born in 1974, holds a doctoral degree of Fudan University. He was a teacher of Henan University; an attorney and partner of Granddall Law Firm from May 2003 to August 2013; and a managing director of China Everbright Holdings Limited (a company listed on the Hong Kong Stock Exchange, stock code: 00165) and its subsidiary Everbright Holdings (Qingdao) Investment Company Limited (光大控股(青島)投資有限公司) from September 2013 to December 2020, among other positions. From June 2014 to March 2025, he served as an independent non-executive director of China Tianrui Group Cement Company Limited (a company listed on the Hong Kong

Stock Exchange, stock code: 01252); from July 2019 to September 2024, he served as an independent non-executive director of China First Capital Group Limited (a company listed on the Hong Kong Stock Exchange, stock code: 01269); from January 2021 to December 2023, he served as an investment consultant of China Everbright Holdings Limited; from January 2021 to November 2025, he served as the general manager of Shanghai Genlight Capital Management Co. Ltd. (上海光朴創業投資管理有限公司); and from October 2016 to present, he has been serving as an executive director of Kinergy Corporation Ltd. (a company listed on the Stock Exchange, stock code: 03302).

Save as disclosed above, as at the date of this announcement, Mr. Du Xiaotang has confirmed that (i) he has not held any position of the Company or its subsidiaries nor any directorship in other listed companies for the past three years; (ii) he does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company; and (iii) he does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, there is no information in relation to the appointment of Mr. Du Xiaotang as an independent non-executive Director which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, and there is no other matter in relation to his appointment that needs to be brought to the attention of the Shareholders.

If the proposed appointment of Mr. Du Xiaotang as an independent non-executive Director is approved at the Shareholders' Meeting of the Company, the Company will enter into a service contract with Mr. Du Xiaotang. According to the relevant regulations of the Company, Mr. Du Xiaotang will receive a fixed allowance of RMB100,000 per annum (tax inclusive) and an assessment allowance of RMB50,000 per annum (tax inclusive). If he serves as the chairman of the special committee of the Board, a fixed subsidy of RMB30,000 per annum (tax inclusive) will be added on the basis of the foregoing. Fixed allowance shall be paid monthly, while assessment allowance shall be distributed after the assessment period concludes at the end of the assessment year.

As at the date of this announcement, Mr. Du Xiaotang has confirmed: (i) that he meets the independence requirements in relation to each of the factors set out in Rules 3.13(1) to (8) of the Hong Kong Listing Rules; (ii) that he has no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Hong Kong Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

The Company will make further announcement on the details of the relevant Shareholders' Meeting in accordance with the requirements of relevant laws and regulations and the Hong Kong Listing Rules in due course.

APPOINTMENT OF SENIOR MANAGEMENT

According to work requirements, the Company Law and the Articles of Association, and in conjunction with the needs of the Company's integrated development of compliance and risk control, upon the nomination of the Remuneration and Nomination Committee, the Board of the Company passed a resolution on 1 December 2025 agreeing to appoint Mr. Shi Hongxing to concurrently serve as the Chief Risk Officer of the Company for a term commencing from the date of this announcement up to the date of re-election of the seventh session of the Board. Mr. Li Feng, the deputy general manager and member of the Executive Committee of the Company, shall cease to be the Chief Risk Officer.

The biographical details of Mr. Shi Hongxing are set out below:

Born in 1974, Mr. Shi Hongxing holds a master's degree in business administration. He worked at Henan Branch of the China Securities Regulatory Commission from October 2004 to August 2016, and successively served as an associate managing officer and managing officer of the futures supervision division, and the deputy division head of the intermediary supervision division. From August 2016 to January 2020, he served as the vice president manager and president of Central China Equity Exchange, and he was the general manager of Zhengzhou Branch of the Company from January 2020 to November 2021. He has been the Chief Compliance Officer of the Company since November 2021 and a member of the Executive Committee of the Company since January 2022. He is concurrently the chairman of Central China Equity Exchange Co., Ltd. and a member of the Self-Disciplinary and Internal Audit Committee of the Securities Association of China.

Save as disclosed above, as at the date of this announcement, Mr. Shi Hongxing confirmed that (i) he did not hold any other position in the Company and its subsidiaries nor any directorship in other listed companies in the past three years; (ii) he did not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company; and (iii) he did not have any interest in the Shares of the Company within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, there is no information in relation to the appointment of Mr. Shi Hongxing as the Chief Risk Officer which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules, and there is no other matter in relation to his appointment that needs to be brought to the attention of the Shareholders.

DEFINITIONS

In this announcement, unless the context otherwise required, the following expressions have the meaning set out below:

"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 Shanghai Stock Exchange
"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors of the Company
"the Company"	Central China Securities Co., Ltd. (中原证券股份有限公司) (carrying on business in Hong Kong named as "中州证券"), a joint stock company incorporated on 8 November 2002 in Henan Province, the PRC with limited liability, the H Shares and A Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 01375) and Shanghai Stock Exchange (stock code: 601375), respectively
"Company Law"	the Company Law of the People's Republic of China (《中華人民共和國公司法》)
"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 on the Main Board of the Hong Kong Stock Exchange
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong Listing Rules"	Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited

"RMB"	Renminbi, the lawful currency of the PRC
"Securities Law"	the Securities Law of the PRC (《中華人民共和國證券法》)
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, comprising A Share(s) and H Share(s)
"Shareholder(s)"	the shareholder(s) of the Company
"Shareholders' Meeting"	the shareholders' meeting of the Company

By order of the Board of
Central China Securities Co., Ltd.
Zhang Qiuyun
Chairlady

Henan, the PRC
1 December 2025

As at the date of this announcement, the Board comprises Ms. Zhang Qiuyun, Mr. Li Wenqiang, Mr. Feng Ruofan, Mr. Tang Jin, Mr. Tian Shengchun, Mr. Chen Zhiyong, Mr. Tsang Sung* and Mr. He Jun*.*

* *Independent non-executive Director of the Company*