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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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 DIRECTOR AND NOTICE OF THE 2025 FIRST EXTRAORDINARY SHAREHOLDERS' MEETING

Letter from the Board is set out on pages 3 to 10 of this circular.

The EGM will be held by the Company at 9:30 a.m. on Monday, 22 December 2025 at Conference Room, 17F, Zhongyuan Guangfa Finance Building, No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou. The notice of EGM is set out on pages 11 to 12 of this circular.

The proxy form for use at the EGM has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.ccnew.com). Whether or not you are able to attend the EGM 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 EGM 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 EGM or any adjournment thereof if you so desire.

2 December 2025

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In this circular, unless the context otherwise requires, the expressions below have the meanings assigned:

"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 the Directors of the Company
"Company"	Central China Securities Co., Ltd. (中原证券股份有限公司) (carrying on business in Hong Kong as "中州证券"), a joint stock company incorporated on 8 November 2002 in Henan Province, the PRC with limited liability, the H Shares 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
"Director(s)"	the director(s) of the Company
"EGM"	the 2025 first extraordinary shareholders' meeting of the Company to be convened and held at 9:30 a.m. on Monday, 22 December 2025 at Conference Room, 17F, Zhongyuan Guangfa Finance Building, No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou or any adjournment thereof
"H Share(s)"	overseas listed foreign 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 Hong Kong Stock Exchange
"H Shareholder(s)"	holder(s) of H Shares

"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
"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Latest Practicable Date"	1 December 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"PRC" or "China"	the People's Republic of China
"RMB"	the lawful currency of the PRC, Renminbi, the basic unit of which is "yuan"
"SFO"	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, including A Shares and H Shares
"Shareholder(s)"	the shareholder(s) of the Company
"%"	per cent.



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(Stock Code: 01375)

Director:
Ms. ZHANG Qiuyun *(Chairlady)*

Non-executive Directors:
Mr. LI Wenqiang
Mr. FENG Ruofan
Mr. TANG Jin
Mr. TIAN Shengchun

Independent Directors:
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

2 December 2025

To the Shareholders

Dear Sir or Madam,

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF THE 2025 FIRST EXTRAORDINARY SHAREHOLDERS' MEETING

I. INTRODUCTION

At the EGM, among other things, resolutions will be proposed to approve the proposed appointment of independent non-executive Director.

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

II. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcements of the Company dated 20 October 2025 and 1 December 2025 in relation to, among others, the proposed appointment of independent non-executive Director.

The Company convened the thirty-eighth meeting of the seventh session of the Board on 20 October 2025, at which Mr. Wang Hui was nominated as an independent non-executive Director of the seventh session of the Board of the Company with a term of office commencing from the date of consideration and approval by the EGM to the date of re-election of the seventh session of the Board. The proposed appointment of Mr. Wang Hui as an independent non-executive Director is subject to the consideration and approval at the EGM by way of an ordinary resolution.

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

Mr. Wang Hui, born in 1979, holds a doctoral degree majoring in accounting from Shanghai University of Finance and Economics. He has successively served as investment manager of Henan Hexie Venture Capital Management Co., Ltd. (河南合協創業投資管理有限公司), chief financial officer of Nanyang Pukang Pharmaceutical Co., Ltd. (南陽普康藥業有限公司), chief financial officer of Shenzhen Huaxin Equity Investment Fund Management Co., Ltd. (深圳華信股權投資基金管理有限公司), and general manager of Shenzhen Huaxin Bainian Equity Investment Fund Management Co., Ltd (深圳華信柏年股權投資基金管理有限公司). He is currently the chief financial officer of China First Capital Group Limited (中國首控集團有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 01269) and an independent non-executive director of Shenghui Cleanness Group Holdings Limited (升輝清潔集團控股有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 02521).

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang Hui 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 Latest Practicable Date, there is no information in relation to the appointment of Mr. Wang Hui 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 Hui as an independent non-executive Director of the Company is approved at the EGM, the Company will enter into a service contract with Mr. Wang Hui. According to the relevant regulations of the Company, Mr. Wang Hui will receive a fixed allowance of RMB100,000 per annum (tax inclusive) and an assessment allowance of RMB50,000 per annum (tax inclusive). If Mr. Wang Hui 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 Latest Practicable Date, Mr. Wang Hui 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 convened the fortieth meeting of the seventh session of the Board on 1 December 2025, at which Mr. Wang Huixuan and Mr. Du Xiaotang were nominated as the independent non-executive Directors of the seventh session of the Board of the Company with a term of office commencing from the date of consideration and approval by the EGM to the date of re-election of the seventh session of the Board. The proposed appointments of Mr. Wang Huixuan and Mr. Du Xiaotang as the independent non-executive Directors are subject to the consideration and approval at the EGM by way of ordinary resolutions.

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 Latest Practicable Date, 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, 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 EGM, 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 Latest Practicable Date, 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, 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 Limited (a company listed on the Hong Kong Stock Exchange, stock code: 00165) and its subsidiary Everbright (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 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 Latest Practicable Date, 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 Latest Practicable Date, 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 EGM, 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 Latest Practicable Date, 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 aforesaid nomination of independent non-executive Directors is subject to preliminary review by the Remuneration and Nomination Committee under the Board in accordance with the Articles of Association, and is proposed by the Board for election at the EGM. Having considered the confirmation of independence provided by Mr. Wang Hui, Mr. Wang Huixuan and Mr. Du Xiaotang to the Company pursuant to Rule 3.13 of the Hong Kong Listing Rules and their skills, background, knowledge and experience, the Board proposed to appoint Mr. Wang Hui, Mr. Wang Huixuan and Mr. Du Xiaotang as independent non-executive Directors of the seventh session of the Board and is satisfied with their independence as independent non-executive Directors. Mr. Wang Hui has extensive expertise and experience in corporate finance and accounting; Mr. Wang Huixuan has extensive expertise and experience in insurance and corporate management and other fields; and Mr. Du Xiaotang has extensive expertise and experience in strategic planning, legal and investment management. The cultural and educational background, professional experience, skills, knowledge and practice of Mr. Wang Hui, Mr. Wang Huixuan and Mr. Du Xiaotang enable them to provide valuable and relevant insights and contribute to the diversity of the Board.

III. EGM

The EGM will be held by the Company at 9:30 a.m. on Monday, 22 December 2025 at Conference Room, 17F, Zhongyuan Guangfa Finance Building, No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou.

No Shareholder is required to abstain from voting in connection with the resolutions to be resolved at the EGM.

The proxy form for use at the EGM has been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.ccnew.com). Whether or not you are able to attend the EGM 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 EGM 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 EGM or any adjournment thereof if you so desire.

IV. VOTING

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a shareholders' meeting must be taken by poll. Therefore, the resolutions as set out in the notice of the EGM 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 EGM 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.

V. RECOMMENDATION

The Board considered that all resolutions to be proposed at the EGM 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 EGM.

VI. 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.

Yours faithfully,
By order of the Board
Central China Securities Co., Ltd.
ZHANG Qiuyun
Chairlady

中州证券

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(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 THE 2025 FIRST EXTRAORDINARY SHAREHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the 2025 first extraordinary shareholders' meeting (the "**EGM**") of Central China Securities Co., Ltd. (the "**Company**") will be held at 9:30 a.m. on Monday, 22 December 2025 at Conference Room, 17F, Zhongyuan Guangfa Finance Building, No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, 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 (the "**Circular**") dated 2 December 2025.

AS ORDINARY RESOLUTION

1. To consider and approve the resolution on the election of Mr. Wang Hui as an independent non-executive Director of the seventh session of the Board.

2. To consider and approve the resolution on the election of Mr. Wang Huixuan as an independent non-executive Director of the seventh session of the Board.

3. To consider and approve the resolution on the election of Mr. Du Xiaotang as an independent non-executive Director of the seventh session of the Board.

Yours faithfully,
By order of the Board
Central China Securities Co., Ltd.
ZHANG Qiuyun
Chairlady

Henan, the PRC
2 December 2025

Notes:

1. The register of members of H shares of the Company will be closed from Wednesday, 17 December 2025 to Monday, 22 December 2025 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. H Shareholders whose names appear on the register of members of H shares of the Company on Wednesday, 17 December 2025 shall be entitled to attend and vote at the EGM. In order to be qualified to attend and vote at the EGM, 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 Tuesday, 16 December 2025.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a Shareholder of the Company.

3. In order to be valid, the H Shareholders' proxy form for the EGM 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 EGM 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 EGM or any adjourned meeting thereof should they so wish.

4. Shareholders or their proxies shall provide their identification documents when attending the EGM.

5. The on-site EGM is expected to take half a day approximately. Shareholders attending the EGM 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 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC.

As at the date of this notice, 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*