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 APPOINTMENT OF A MEMBER OF THE EXECUTIVE COMMITTEE

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

According to the Company Law, Securities Law and other relevant laws and regulations and the Articles of Association, on 20 October 2025, the Board resolved to nominate Mr. Wang Hui as a candidate of independent non-executive Director of the seventh session of the Board of the Company with a term of office commencing from the date of review and approval by the Shareholders' Meeting 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 of the Company is subject to the consideration and approval of the Shareholders' Meeting.

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

Mr. Wang Hui, born in 1979, is a doctoral candidate majoring in accounting at 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).

The Remuneration and Nomination Committee under the Board issued review opinions on the qualifications of independent director candidates: after review, the above-mentioned candidates did not violate the Company Law, Securities Law and other relevant laws and regulations and the circumstances listed in Article 7 of the Measures for the Supervision and Administration of Directors, Supervisors, Senior Management Members and Practitioners of Securities Fund Operating Institutions (《證券基金經營機構董事、監事、高級管理人員及從業人員監督管理辦法》).

Save as disclosed above, as at the date of this announcement, Mr. Wang Hui confirmed that (i) he has not held any position of the Company or its subsidiaries nor any directorship in other listed company for the past three years; (ii) he does not have any relationship with any Directors, 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 Hui as an independent non-executive Director of the Company 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 Shareholders' Meeting, 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 date of this announcement, 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 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 A MEMBER OF THE EXECUTIVE COMMITTEE

Reference is made to the announcement of the Company dated 3 September 2025 in relation to the receipt of appointment document of deputy general manager of the Company. According to the Company Law and the Articles of Association, the Board passed a resolution agreeing to appoint Mr. Hua Xinhui as the deputy general manager of the Company and a member of the executive committee on 20 October 2025 with a term consistent with that of the seventh session of the Board.

The biographical details of Mr. Hua Xinhui are set out below:

Mr. Hua Xinhui, born in 1984, holds a postgraduate degree and a master's degree in management. He started working in July 2009 and works in Zhengzhou Branch of China CITIC Bank and the Investment Banking Department of its Head Office. From September 2015 to August 2025, he worked in Zhongyuan Bank, and successively served as deputy general manager of investment banking department, deputy general manager of asset management department (in charge of work), general manager of asset management department, party secretary and president of Luohe Branch, general manager of investment banking department and general manager of corporate finance department of Zhongyuan Bank.

Save as disclosed above, as at the date of this announcement, Mr. Hua Xinhui confirmed that (i) he has not held any position of the Company or its subsidiaries nor any directorship in other listed company for the past three years; (ii) he does not have any relationship with any Directors, 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 (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. Hua Xinhui as a member of the Executive Committee of the Company 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 are no other matters relating to his appointment that need 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
"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
"PRC" or "China"	the People's Republic of China, and for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
"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 our 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

"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

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

Henan, the PRC
20 October 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*