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)

Work Regulations of Risk Control Committee of the Board

Chapter I General Provisions

Article 1 To perfect corporate governance structure, improve the ability of Central China Securities Co., Ltd. (the "**Company**") to manage, effectively prevent and address risks in accordance with *Company Law of the People's Republic of China, Securities Law of the People's Republic of China, Regulation on the Supervision and Administration of Securities Companies, Corporate Governance Standards of Securities Companies, Measures for the Administration of Independent Directors of Listed Companies, Rules Governing the Listing of Stocks on Shanghai Stock Exchange, Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the "**Hong Kong Listing Rules**") and other relevant laws, regulations and normative documents as well as the articles of association (the "**Articles of Association**") of the Company, the board of directors (the "**Board**") of the Company has set up the Risk Control Committee (the "**Risk Control Committee**") under the Board and formulated these work regulations.

Article 2 The Risk Control Committee is a special committee set up under the Board, primarily responsible for the supervision of the Company's overall risk management in order to implement effective risk control on various risks related to the operating activities of the Company, and shall report to and be accountable to the Board.

Chapter II Composition

Article 3 The Risk Control Committee shall be composed of at least three directors of the Company (the "**Directors**").

Article 4 Members of the Risk Control Committee shall be nominated by the chairman of the Board and determined by the Board.

Article 5 The Risk Control Committee shall have a convener who is responsible for presiding over the work of the Committee.

Article 6 The term of office of members of the Risk Control Committee shall be consistent with that of the Board; members of the Committee may serve consecutive terms if re-elected upon the expiration of his/her term. If any member ceases to be a Director during his/her term of office, he/she shall ipso facto and immediately cease to hold the position of member of the Committee. The vacancy shall be filled up by the Board in accordance to the above-mentioned articles 3 and 4. Members of the Risk Control Committee may resign, on a voluntary basis, before the expiration of their terms. To resign, a member must submit a written resignation application to the Board. If the resignation results in the number of members falling below the prescribed minimum number, the resigning member shall continue to perform the relevant duties until a new member has been appointed to meet the required quorum.

Article 7 The duties of the administrative body of the Risk Control Committee shall be assumed by the head office of the risk management department of the Company.

Chapter III Duties and Authorities

Article 8 The specific responsibilities of the Risk Control Committee include:

(I) reviewing and opining on the overall objectives and basic policies of compliance management and risk management;

(II) reviewing and opining on the establishment of specific departments and duties of compliance management and risk management;

(III) reviewing and opining on the consolidated management, compliance management, money laundering risk management and the basic comprehensive risk management system that requires approval from the Board;

(IV) reviewing and opining on the risk preferences, risk tolerance and material risk limits that require approval from the Board;

(V) evaluating and opining on the risk of major decisions that require review of the Board and solutions to eliminate such major risk;

(VI) reviewing the report on the effectiveness evaluation of compliance management, and opining on coordinating the conduct of effectiveness evaluation of compliance management, promoting the improvement of the company's compliance management system, and urging the resolution of existing issues in compliance management;

(VII) reviewing and opining on the compliance report, anti-money laundering work report, anti-money laundering audit report and risk assessment report that are subject to the deliberation of the Board;

(VIII) reviewing and supervising Directors and senior management's professional training;

(IX) opining guidance on the violations of laws and regulations and potential compliance risks reported by the chief compliance officer to the Board; and to put forward handling opinions on circumstances such as the company's failure to adopt the compliance review opinions issued by the chief compliance officer;

(X) reviewing and supervising whether the Company's policies are in compliance with laws and supervisory regulations, and their implementation;

(XI) formulating, reviewing and supervising code of professional conduct and compliance manual (if any) of employees and Directors;

(XII) reviewing the Company's compliance with the Corporate Governance Codes (Appendix C1 of the Hong Kong Listing Rules) and relevant disclosure in the Corporate Governance Report;

(XIII) other duties required by laws, administrative regulations, regulations of the China Securities Regulatory Commission, provisions of the Hong Kong Listing Rules, the Articles of Association, and authorized by the Board.

Chapter IV Convening of Meeting and Notification Procedures

Article 9 The Risk Control Committee meetings are convened by the convener, as necessary, and at least one meeting shall be convened each year. In principle, all members should be notified in writing three days prior to the meeting. Under special circumstances, the notice period for a meeting may be less than three days, or other methods may be used to notify all members if more than two-thirds of the members of the Risk Control Committee have no objections.

Article 10 Meetings of the Risk Control Committee can be convened in the forms of physical meetings and meetings conducted by ways of communications. In principle, meetings are mainly convened in the form of physical meetings. On the premise of ensuring that all participating Committee members can fully communicate and express their opinions, meetings can be held via video calls, telephone calls or by other means, if necessary, in accordance with the procedures. When a meeting is held by ways of communications, members of the Risk Control Committee shall be deemed to have attended the relevant meeting and agreed with the content of the resolution by signing the meeting resolution.

Article 11 The notice of meeting of the Risk Control Committee shall at least include the following contents:

(I) the form, time and location of the meeting to be convened;

(II) the duration of the meeting;

(III) the agenda of the meeting and the relevant meeting materials;

(IV) the date of the notice of the meeting.

Chapter V Consideration and Voting Procedures

Article 12 Meetings of the Risk Control Committee shall be convened and chaired by the convener. If the convener cannot convene and attend the meeting in person, he/she may entrust another member to convene and chair the meeting.

Article 13 Meeting of the Risk Control Committee must be attended by more than two-thirds of the members; voting shall be conducted by poll, and each member shall have one vote; resolutions proposed at the meetings shall be passed by more than half of all members; attending members must sign the meeting resolutions. Members of the Risk Control Committee must clearly express their affirmative or dissenting opinions. Abstention is not allowed. Any member of the Risk Control Committee who is absent from the meeting twice successively without justified reasons, shall be considered as unable to properly perform his/her duty, and the Board may remove his/her position as a member.

Article 14 In principle, the Risk Control Committee shall not consider the issues or matters not listed in the notice of meeting. Under special circumstances when new issues or matters need to be added, more than two-thirds of the members shall agree to review and decide on the issues or matters that are temporarily added.

Article 15 The Risk Control Committee may invite non-committee Directors, senior management of the Company, and principals of relevant departments to attend the meeting.

Article 16 If a member of the Risk Control Committee is interested in any matter being considered by the Committee, such member shall abstain from voting. If after such abstention from voting the members present cannot form a quorum as required, such resolution shall be submitted to the Board for consideration.

Article 17 Proposals passed and voting results of the meeting of the Risk Control Committee shall be submitted in writing to the Board.

Article 18 The convening procedures, voting methods, and passed proposals of the meetings of the Risk Control Committee shall comply with relevant laws and regulations, departmental regulations, normative documents, the Articles of Association and the provisions of these work regulations.

Article 19 Minutes shall be kept for each Risk Control Committee meeting and members present at the meeting shall sign the minutes. Members present at such meeting are entitled to request to add explanatory descriptions in relation to their statements made at the meeting to the minutes. The minutes of the meeting shall be kept by the Company as company documents for a period of no less than ten years.

Article 20 Members present at the meeting shall undertake confidentiality obligation of for all items discussed at the meeting, and shall not disclose relevant information without authorization.

Chapter VI Performance Requirements and Guarantees

Article 21 Performance requirements for members of the Risk Control Committee:

(I) Invest sufficient time and effort to perform duties. Except for force majeure and other factors, members of the Risk Control Committee shall work on-site for no less than 15 working days each year;

(II) Perform duties with care. Members of the Risk Control Committee shall, on the basis of fully understanding and grasping relevant information, make judgments and express their definite opinions on decision-making and deliberation matters in an independent, objective and prudent manner.

(III) Submit work reports. The Risk Control Committee shall submit an annual work report to the Board within three months from the end of each financial year.

(IV) Other performance requirements required by laws and regulations, departmental regulations, normative documents and the competent regulatory bodies.

Article 22 The Company should provide support and guarantees for the members of the Risk Control Committee to perform their duties, which mainly include:

(I) The management and all departments shall strengthen daily communication with the members of the Risk Control Committee, report relevant work status in a timely manner, provide documents and materials, explanations and answer questions, and listen to the professional opinions and suggestions of the members; in the event of material unexpected risks and compliance issues, the relevant departments should report to the Risk Control Committee immediately.

(II) The Company should provide necessary protection for the relevant travelling, food and accommodation expenses incurred by the Risk Control Committee.

(III) If necessary, the Risk Control Committee can hire an intermediary to provide professional advice for its decision-making, and the relevant fees will be borne by the Company.

(IV) The Company shall organize members of the Risk Control Committee to participate in performance training and communication activities related to their responsibilities, and provide reference materials that assist members perform their duties.

Chapter VII Supplementary Provisions

Article 23 In the event that any matters are not covered by these work regulations or any work regulations being inconsistent with the relevant laws and regulations, departmental regulations, normative documents and the Articles of Association after it takes effect, such laws, regulations and rules shall prevail; the inconsistent articles of these work regulations shall be amended immediately and submitted to the Board for consideration and approval.

Article 24 These work regulations shall become effective upon approval by the Board. The original Terms of Reference of the Risk Control Committee of the Board shall lapse automatically from the effective date of these work regulations.

Article 25 Both "above" and "below" referred to by the work regulations include the given figure; "less than" shall exclude the given figure.

Article 26 When these work regulations are required to be revised based on changes in actual conditions, the Risk Control Committee shall propose and submit a revised draft to the Board for approval.

Article 27 The Board shall have the right to interpret these work regulations.

Note: If there is any inconsistency between the English and Chinese versions of these work regulations, the Chinese version shall prevail.