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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to further improve the governance level of China Securities Co., Ltd. (the "**Company**"), the Board of the Company (the "**Board**") intends to amend the Articles of Association (the "**Proposed Amendments**") in accordance with the Code of Corporate Governance for Listed Companies issued by the China Securities Regulatory Commission and other relevant regulations, and taking into account the actual situation of the Company.

The main contents of the Proposed Amendments include: the expression of the Company's name, the construction of financial culture with Chinese characteristics, the cumulative voting mechanism, the functions and powers of employee directors and ESG management responsibilities.

Details of the Proposed Amendments are as follows:

No.	Before amendments	After amendments
1	Article 2…… Registered name of the Company Chinese Name: 中原证券股份有限公司。 English Name: ~~CENTRAL CHINA SECURITIES CO.,LTD。~~ ……	Article 2…… Registered name of the Company Chinese Name: 中原证券股份有限公司 English Name: <u>**Central China Securities Co., Ltd.(Registered with the Hong Kong Companies Registry)**</u> ……

No.	Before amendments	After amendments
2	Newly added Article	Article 19 **The Company's culture construction is guided by cultivating financial culture with Chinese characteristics, and actively implements the requirements of "five must and five do not", namely, "honesty and trustworthiness, not exceeding the bottom line; profit based on righteousness, not profit-seeking; be prudent and prudent, not eager for quick success; be upright and innovative, not deviate from reality to virtual; comply with laws and regulations, and do not act recklessly".** **The objective of the Company's cultural construction is to vigorously promote the excellent traditional Chinese culture in accordance with the requirements of the development of the securities industry; In line with industry standards and its own circumstances, the Company promoted the integration of core elements of the Company's culture into all aspects of the Company's development strategy and business development.**
3	Article 121…… If two or more independent Directors are to be elected at the shareholders' meeting, the cumulative voting method shall be applied ……	Article 122…… **If the Shareholders' meeting elects two or more non-independent directors, or** if two or more independent Directors are to be elected at the shareholders' meeting, the cumulative voting method shall be applied **when the proportion of the shares in which a single shareholder of the Company and its parties acting in concert are interested is 30% or more.** ……

No.	Before amendments	After amendments
4	Newly added Article	Article 163 **<u>An employee director shall enjoy the same rights as other Directors in accordance with the law, assume corresponding obligations, and perform special responsibilities of representing employees' interests, reflecting employees' reasonable demands, and safeguarding the legitimate rights and interests of employees and the Company in accordance with laws and regulations.</u>**
5	Article 186 The Board shall be accountable to the Shareholders' meeting and exercise the following functions and powers: …… (XXIII) To ~~**study**~~ the Company's ESG-related plans, objectives, ~~**systems and**~~ major matters, pay attention to major ESG-related risks, ~~**and to review ESG-related reports**~~; ……	Article 188 The Board shall be accountable to the Shareholders' meeting and exercise the following functions and powers …… (XXIII) To **<u>deliberate and approve</u>** the Company's ESG-related plans, objectives, major matters **<u>and ESG-related reports, etc.</u>**, pay attention to major ESG-related risks, **<u>and comprehensively supervise ESG matters;</u>** ……
6	Article 209 …… The main duties of the Strategy and Sustainable Committee of the Company are as follows: …… (III) To study the Company's ESG-related plans, objectives, ~~**systems and**~~ major matters~~**, pay attention to major ESG-related risks, review ESG-related reports**~~, and make recommendations to the Board; ……	Article 211 …… The main duties of the Strategy and Sustainable Committee of the Company are as follows: …… (III) To study the Company's ESG-related plans, objectives, **<u>major matters and ESG-related reports, etc., supervise ESG-related work, identify major related risks,</u>** and provide recommendations to the Board. ……

No.	Before amendments	After amendments
7	Article 219 The Executive Committee of the Company shall mainly exercise the following functions and powers: …… (XVII) 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; ……	Article 221 The Executive Committee of the Company shall mainly exercise the following functions and powers: …… (XVII) To **<u>deliberate</u>** 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>and coordinate and promote the implementation of ESG management work.</u>** ……

Except for the above Articles, other Articles in the Company's Articles of Association remain unchanged.

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 of the Company (the "**Shareholders**") by way of a special resolution at the Shareholders' meeting of the Company (the "**Shareholders' Meeting**").

A circular of the Company containing, among other things, details of the Proposed Amendments to the Articles of Association and a notice of the General Meeting will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in due course. Printed Copies will be despatched to the Shareholders upon request.

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

Henan, the PRC
27 March 2026

As at the date of this announcement, the Directors of the Company are Ms. ZHANG Qiuyun, Mr. LI Wenqiang, Mr. FENG Ruofan, Mr. TANG Jin, Mr. TIAN Shengchun, Ms. ZHU Junhong, Mr. CHEN Zhiyong, Mr. WANG Hui*, Mr. WANG Huixuan* and Mr. DU Xiaotang*.*

* *Independent non-executive Director of the Company*