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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)

ANNOUNCEMENT ON THE TERMINATION OF THE ISSUANCE OF SHARES BY THE COMPANY TO TARGET SUBSCRIBERS AND THE WITHDRAWAL OF THE APPLICATION DOCUMENTS

References are made to the announcement of Central China Securities Co., Ltd. (the “**Company**”) dated 29 April 2022, the poll results announcement of the 2021 Annual General Meeting of the Company dated 24 June 2022, the overseas regulatory announcement of the Company dated 8 August 2022, the overseas regulatory announcement of the Company dated 15 September 2022, the announcement of the Company dated 28 February 2023, the overseas regulatory announcement of the Company dated 6 March 2023, the overseas regulatory announcement of the Company dated 19 May 2023, the poll results announcement of the 2022 Annual General Meeting of the Company dated 24 May 2023 and the overseas regulatory announcement of the Company dated 6 July 2023 (collectively the “**Announcements**”); the circular of the Company dated 26 May 2022 and the circular of the Company dated 3 May 2023 (collectively the “**Circulars**”) in relation to, among other things, the issuance of new A Shares by the Company to target subscribers by way of non-public issuance (the “**Issuance**”) and other matters. Unless otherwise specified, terms used in this announcement shall have the same meanings as those defined in the Announcements and the Circulars.

Taking into consideration of the capital market landscape, the actual situation of the Company and other factors such as financing arrangements, and after careful analysis and discussion, the Company decided to terminate the issuance of shares to target subscribers and apply to the Shanghai Stock Exchange (the “**SSE**”) to withdraw the relevant application documents.

(I) BASIC INFORMATION OF THE ISSUANCE

1. The Company convened the seventh meeting of the seventh session of the Board on 29 April 2022, and the 2021 Annual General Meeting, the first A Share Class Meeting of 2022 and the first H Share Class Meeting of 2022 on 24 June 2022, on which the resolution in relation to the Company's Non-public Issuance of A Shares and other relevant resolutions were considered and approved.

2. On 4 August 2022, the Company received the Receipt of the Administrative License Application Acceptance Form of China Securities Regulatory Commission (the “CSRC”) from the CSRC. On 18 August 2022, the Company received the Notice regarding the First Feedback on the Review of Administrative Permission Items of the CSRC (the “Feedback”) from the CSRC. On 15 September 2022, the Company and the relevant intermediaries carefully studied and replied each of the questions set out in the Feedback, and disclosed the responses to the Feedback as required.
3. In response to the official promulgation and implementation of the Administrative Measures for the Issuance and Registration of Securities by Listed Companies and other requirements, the Company convened the thirteenth meeting of the seventh session of the Board on 28 February 2023, and the 2022 Annual General Meeting, the first A Share Class Meeting of 2023 and the first H Share Class Meeting of 2023 on 24 May 2023, on which the resolution in relation to the Report on the Demonstration and Analysis of the Proposal to Issue A Shares to Target Subscribers by the Company and other resolutions were considered and approved.
4. On 4 March 2023, the Company received the Notice on the Receipt of the Application of Central China Securities Co., Ltd. for the Issuance of Securities to be Listed on the Main Board of SSE from the SSE. On 28 March 2023, the Company received the Enquiry Letter on the Application Documents of Central China Securities Co., Ltd. for the Issuance of Shares to Target Subscribers (the “Enquiry Letter”) from the SSE. On 19 May 2023, the Company and the relevant intermediaries carefully studied and replied each of the questions set out in the Enquiry Letter, and disclosed the responses to the Enquiry Letter as required. On 6 July 2023, the Company received another new enquiry letter from the SSE.

(II) REASONS FOR THE TERMINATION OF THE ISSUANCE AND THE WITHDRAWAL OF THE APPLICATION DOCUMENTS AND THE IMPACT ON THE COMPANY

Since the Company’s disclosure of the proposal of the Issuance, the Company and the relevant intermediaries have been actively pursuing relevant works. Taking into consideration of the capital market landscape, the actual situation of the Company and other factors such as financing arrangements, and after careful analysis and discussion, the Company decided to terminate the Issuance and withdraw the relevant application documents.

Currently, the production and operation of the Company is in a normal status. The termination of the Issuance and the withdrawal of the relevant application documents will not pose any significant adverse impact on the production, operation and sustainable development of the Company, nor will it jeopardize the interest of the Company and the shareholders as a whole.

(III) THE DECISION MAKING PROCESS OF THE TERMINATION OF THE ISSUANCE AND THE WITHDRAWAL OF THE APPLICATION DOCUMENTS

On the 2021 Annual General Meeting, the first A Share Class Meeting of 2022 and the first H Share Class Meeting of 2022 of the Company, the resolution on the Grant of Authorization to the Board and its Authorized Persons by the Shareholders' General Meeting to Deal with the Relevant Matters Relating to the Non-public Issuance of A Shares was considered and approved. On the 2022 Annual General Meeting, the first A Share Class Meeting of 2023 and the first H Share Class Meeting of 2023, the resolution on Extension of the Validity Period of the General Meeting Resolution Relating to the Company's Issuance of A Shares to Target Subscribers and the Validity Period of the Authorization by the General Meeting to the Board and its Authorized Persons to Deal with the Relevant Matters was considered and approved. Pursuant to the authorizations under the above resolutions, the authorized persons of the Board consent to the termination of the Issuance of the Company and the withdrawal of the relevant application documents from the SSE.

By order of the Board of
Central China Securities Co., Ltd.
Lu Zhili
Chairman

Henan, the PRC
21 July 2023

As at the date of this announcement, the Board comprises Mr. LU Zhili as executive Director; Mr. LI Xingjia, Ms. ZHANG Qiuyun, Mr. TANG Jin and Mr. TIAN Shengchun as non-executive Directors; Ms. ZHANG Dongming, Mr. CHEN Zhiyong, Mr. TSANG Sung and Mr. HE Jun as independent non-executive Directors.