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## **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)**

### **CHANGE OF JOINT COMPANY SECRETARY**

The board (the "**Board**") of directors (the "**Directors**" and each a "**Director**") of Central China Securities Co., Ltd. (the "**Company**") hereby announces that due to change in work arrangements, Ms. Xie Xuezu (**"Ms. Xie"**) has been appointed as the chief risk officer and ceased to be a joint company secretary and the secretary to the Board of the Company. Mr. Xu Haijun (**"Mr. Xu"**), the chief compliance officer of the Company, has been appointed to replace Ms. Xie as a joint company secretary and the secretary to the Board with effect from 25 July 2014.

The biographical details of Mr. Xu are set out in the section headed "Directors, Supervisors, Senior Management and Employees – Senior Management" in the prospectus of the Company dated 11 June 2014. Although Mr. Xu does not possess the qualifications set out in Rule 3.28 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Company believes it would be in the best interest of the Company to appoint Mr. Xu as one of the joint company secretaries due to his past management experience within the Group and his thorough understanding of the internal administration and business operations of the Group.

As Mr. Xu does not possess the requisite qualifications required under Rule 3.28 of the Listing Rules, the Company has applied and the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules (the "**Waiver**") on the following conditions:

- (i) Ms. Kwong Yin Ping Yvonne (**"Ms. Kwong"**), the other joint company secretary of the Company who possesses the requisite qualifications required under Rule 3.28 of the Listing Rules, will assist Mr. Xu in discharging his duties as a joint company secretary and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules during the wavier period of three years commencing from the effective date of Mr. Xu's appointment (the "**Wavier Period**");
- (ii) the Company should notify the Stock Exchange at the end of the Waiver Period to re-visit Mr. Xu's experience and qualification as to whether he can satisfy Rules 3.28 and 8.17 of the Listing Rules after having the benefit of Ms. Kwong's assistance such that a further Waiver will not be necessary; and
- (iii) the Company will disclose details of the Waiver by way of an announcement.

Ms. Xie has confirmed that she has no disagreement with the Board and there is no matter which need to be brought to the attention of the shareholders of the Company in respect of her cessation as a joint company secretary of the Company.

By order of the Board of  
**Central China Securities Co., Ltd.**  
**Jian Mingjun**  
*Chairman*

Henan, the PRC  
25 July 2014

*As at the date of this announcement, the Board comprises executive Directors Jian Mingjun and Zhou Xiaoquan, non-executive Directors Li Xingjia, Wang Jinian and Zhang Qiang, and independent non-executive Directors Zhu Shanli, Yuan Dejun, Shi Dan and Yuen Chi Wai.*