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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)

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING; (2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (3) APPOINTMENT OF NON-EXECUTIVE DIRECTORS

References are made to the notice and circular (the “**Circular**”) and the supplemental notice and supplemental circular (the “**Supplemental Circular**”) of Central China Securities Co., Ltd. (the “**Company**”) dated 7 August 2014 and 5 September 2014, respectively, in relation to the extraordinary general meeting (the “**EGM**”) convened on 22 September 2014. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular.

(1) POLL RESULTS OF THE EGM

The EGM was held at Conference Room, 17th Floor, Zhongyuan Guangfa Finance Building, No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC at 9:00 a.m. on Monday, 22 September 2014. The convening of the EGM was in accordance with the Company Law of the PRC and the Articles of Association. The EGM was chaired by Mr. Jian Mingjun, the chairman of the Board.

As at the date of the EGM, the total number of Shares entitling the holders to attend and vote on the resolutions considered at the EGM was 2,631,615,700 Shares (comprising 1,973,705,700 Domestic Shares and 657,910,000 H Shares), representing 100% of the total registered capital of the Company. There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the EGM. There was no Share entitling the Shareholders to attend but required to abstain from voting on any resolutions at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the EGM. No party has stated its intention in the Circular and Supplemental Circular to vote against or to abstain from voting on any resolutions at the EGM. Shareholders and authorized proxies holding a total of 2,056,503,597 Shares, representing approximately 78.15% of the total number of the issued Shares carrying voting rights, attended the EGM. All resolutions considered at the EGM were put to vote by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H Share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking of the poll at the EGM. Two representatives of the Shareholders and one Supervisor participated in the counting of the poll results.

The poll results in respect of the resolutions proposed at the EGM are as follows:

Ordinary Resolutions		Number of Votes (%)		
		For	Against	Abstain
1.	Subject to the approval of CSRC and/or relevant authorities of the State, the establishment of a wholly-owned subsidiary (provisionally named as 中州國際金融控股有限公司, subject to the final approval of the examination and approval and registration authorities) (“ Central China International Finance ”) in Hong Kong with a registered capital of HK\$50 million by the Company be and is hereby approved and confirmed, and the Board be authorised to act on behalf of the Company to take all steps necessary or expedient, comply with the PRC and/or Hong Kong laws and regulations and satisfy the requirements (if any) of the relevant PRC regulatory authorities, to establish Central China International Finance, including but not limited to the application for the registration of Central China International Finance, the formulation of the articles of association and the execution of all such other documents and instruments;	2,056,503,597 100%	0 0%	0 0%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
2.	Subject to the approval of CSRC and/or relevant authorities of the State, the establishment of other wholly-owned subsidiaries (the “ Other Subsidiaries ”) in Hong Kong through Central China International Finance by the Company and the application for licenses in relation to engaging in securities business in Hong Kong (the “ Licenses ”) pursuant to the Securities and Futures Ordinance be and are hereby approved and confirmed, and the Board be authorised to act on behalf of the Company to take all steps necessary or expedient, comply with the PRC and/or Hong Kong laws and regulations and satisfy the requirements (if any) of the relevant PRC regulatory authorities, to establish Other Subsidiaries and apply for the Licenses, including but not limited to the application for the registration of Other Subsidiaries, the formulation of the articles of association, the application of the Licenses and the execution of all such other documents and instruments;	2,056,503,597 100%	0 0%	0 0%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				

Special Resolution		For	Against	Abstain
3.	The proposed amendment to the Articles of Association (details of which are set out in the Supplemental Circular) be and is hereby approved and confirmed, and the Board be authorised to modify the wordings of such amendment as appropriate (such amendment will not be required to be approved by the Shareholders), and to sign such documents and/or take all such actions as it considers necessary or appropriate and as in the interests of the Company to effect such proposed amendment, comply with the laws and regulations of the PRC and meet the requirements (if any) of the relevant regulatory authorities of the PRC, and deal with other relevant matters arising from the amendment to the existing Articles of Association;	2,056,503,597 100%	0 0%	0 0%
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.				
Ordinary Resolutions		For	Against	Abstain
4.	Subject to the approval of the above special resolution no.3 at the EGM and the approval of CSRC and/or relevant authorities of the State, the appointment of Mr. Zhu Jie as non-executive Director of the fourth session of the Board of the Company be and is hereby approved for a term commencing from the date of the EGM or the date of approval from CSRC and/or relevant authorities of the State (whichever is later) until the expiry of the term of the fourth session of the Board of the Company, and the Board be authorised to fix his remuneration and determine the terms of his service contract; and	2,056,503,597 100%	0 0%	0 0%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				
5.	Subject to the approval of the above special resolution no.3 at the EGM and the approval of CSRC and/or relevant authorities of the State, the appointment of Mr. Wang Lixin as non-executive Director of the fourth session of the Board of the Company be and is hereby approved for a term commencing from the date of the EGM or the date of approval from CSRC and/or relevant authorities of the State (whichever is later) until the expiry of the term of the fourth session of the Board of the Company, and the Board be authorised to fix his remuneration and determine the terms of his service contract.	2,056,503,597 100%	0 0%	0 0%
As more than 50% of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.				

(2) AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As approved by the Shareholders at the EGM, the amendments to Article 160 of the Articles of Association will take effect upon approval by the relevant regulatory authorities of the PRC. Details of the said amendments were set out in the Supplemental Circular.

(3) APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Upon approval of the above resolutions no.3, 4 and 5 by the Shareholders at the EGM, the appointment of Mr. Zhu Jie and Mr. Wang Lixin as non-executive Directors will become effective after obtaining approval(s) by CSRC and the relevant authorities of the states. Each of their terms of service will commence from the respective effective date of their office of the EGM to the expiry of the term of the fourth session of the Board. The Company will enter into the service agreements with Mr. Zhu Jie and Mr. Wang Lixin in due course.

The biographical details of both Mr. Zhu Jie and Mr. Wang Lixin were set out in the Supplemental Circular. As at the date of this announcement, there has been no change of such information.

Save as disclosed in this announcement, Mr. Zhu Jie and Mr. Wang Lixin confirmed that (i) they do not hold any position of the Group nor any other directorship in other listed companies for the past three years; (ii) they do not have any relationship with any other Directors, supervisors, senior management, substantial or controlling Shareholders of the Company; and (iii) they do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571), respectively.

Save as disclosed in this announcement, the Company considers that, there is no information which is discloseable nor is/was Mr. Zhu Jie and Mr. Wang Lixin, respectively, involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

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

Henan, the PRC
22 September 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.