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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)**

### **(I) PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE A SHARE ISSUE AND THE RELEVANT AUTHORISATION MATTERS; (II) PROPOSED AMENDMENTS TO THE ARTICLES; AND (III) PROPOSED AMENDMENTS TO THE ARTICLES IN RELATION TO THE A SHARE ISSUE**

#### **(I) PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE A SHARE ISSUE AND THE RELEVANT AUTHORISATION MATTERS**

At the meeting of the Board held on 29 September 2016, the Board resolved to put forward the proposal to extend the validity period of the A Share Issue and the relevant authorisation matters by 12 months from the day following the expiry date of the First Extension of Validity Period (i.e. 14 November 2016) for consideration and approval by way of special resolutions at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting, which has no impact towards the normal progress of the A Share listing. Other than the above further extension of the validity period of the A Share Issue and the relevant authorisation matters, other details of the proposed A Share Issue remain unchanged and shall continue to have effect.

#### **(II) PROPOSED AMENDMENTS TO THE ARTICLES**

Pursuant to the requirements under relevant documents including the Opinions of the General Office of the State Council on Accelerating the “Combination of Three Licenses into One” Registration System Reform (Guo Ban Fa [2015] No. 50) and the Notice of Six Departments including the State Administration for Industry and Commerce on Implementing the Opinions of the General Office of the State Council on Accelerating the “Combination of Three Licenses into One” Registration System Reform (Gong Shang Qi Zhu Zi [2015] No. 121), the Company completed the “Combination of Three Licenses into One” procedures for its business license, organisation code certificate and tax registration certificate and obtained a new business license issued by the Henan Administration for Industry and Commerce on 25 July 2016. As shown on the new business license, the unified social credit code of the Company is 91410000744078476K while other registration items in the business license remain unchanged.

In view of the above change, the Company proposed to make amendments to the relevant provision of the Articles accordingly. The proposed amendments are subject to approval by the Shareholders by way of special resolution at the EGM and upon any necessary approval by the relevant government authorities of the PRC in relation to the proposed amendments.

### **(III) PROPOSED AMENDMENTS TO THE ARTICLES IN RELATION TO THE A SHARE ISSUE**

Pursuant to the Company Law of the People's Republic of China (《中華人民共和國公司法》), Securities Law of the People's Republic of China (《中華人民共和國證券法》), Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and the relevant requirements of CSRC, and in accordance with the proposed amendments to the existing Articles, the Company proposed to make further amendments to the Articles in relation to the A Share Issue. Such further amendments to the Articles in relation to the A Share Issue are subject to approval by Shareholders by way of special resolutions at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting, respectively, and approval by or filing with the regulatory authorities and effective upon completion of the A Share Issue. The implementation shall take place on the date of the initial public offering and listing of A Shares of the Company. Prior to that, the existing Articles shall continue to apply.

#### **GENERAL**

The EGM is planned to be held on 18 November 2016 for the purposes of seeking the Shareholders' approval for, *inter alia*, (I) the extension of the validity period of the A Share Issue and the relevant authorisation matters; (II) the amendments to the Articles and (III) the amendment to the Articles in relation to the A Share Issue. The Domestic Share Class Meeting and H Share Class Meeting are also planned to be held, respectively, on the same day for the purpose of seeking the approval of holders of Domestic Shares and H Shares, respectively, for (I) the extension of the validity period of the A Share Issue and the relevant authorisation matters and (II) the amendments to the Articles in relation to the A Share Issue.

The notices of EGM, Domestic Share Class Meeting and H Share Class Meeting are expected to be despatched to the Shareholders on or before 4 October 2016. A circular containing, *inter alia*, details of the proposals regarding (I) the extension of the validity period of the A Share Issue and the relevant authorisation matters; (II) the amendments to the Articles and (III) the amendment to the Articles in relation to the A Share Issue will be despatched to the Shareholders as soon as practicable as required by the Listing Rules.

**(I) PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE A SHARE ISSUE AND THE RELEVANT AUTHORISATION MATTERS**

Reference is made to the announcements of the Company dated 29 September 2014 and 19 October, 2015 respectively, and the circulars of the Company dated 29 October 2014 and 20 November 2015 respectively, in relation to, *inter alia*, the approval of the A Share Issue proposal and the authorisation granted to the Board and, with delegation by the Board, the Chairman to deal with matters relating to the A Share Issue (collectively known as “**A Share Issue and the relevant authorisation matters**”). Reference is also made to the announcements of the Company dated 1 December 2014 and 22 June 2016 respectively. The Company submitted an application in relation to the proposed A Share Issue to the CSRC on 26 November 2014. The CSRC has accepted the said application, which is currently under review and pending approval by the CSRC.

The original resolutions regarding the A Share Issue and the relevant authorisation matters were considered and approved at the extraordinary general meeting, the domestic share class meeting and the H share class meeting of the Company held respectively on 14 November 2014. The resolutions and authorisation were valid for 12 months from the date of passing of such resolution at the said extraordinary general meeting, domestic share class meeting and H share class meeting.

Since the above resolutions and authorisation in relation to the A Share Issue and the relevant authorisation matters were due to expire, at the meeting of the Board held on 19 October 2015, the Board resolved to put forward the proposal to extend the validity period of the A Share Issue and the relevant authorisation matters by 12 months from the day following the original expiry date (i.e. 14 November 2015) (the “**First Extension of Validity Period**”) for consideration and approval at the extraordinary general meeting, the domestic share class meeting and H share class meeting of the Company held respectively on 7 December 2015, other details of the proposed A Share Issue remain unchanged and shall continue to have effect. The resolutions in relation to the First Extension of Validity Period were passed in the Shareholders’ meetings.

Since the resolutions and authorisation in relation to the First Extension of Validity Period will expire soon, at the meeting of the Board held on 29 September 2016, the Board resolved to put forward the proposal to extend the validity period of the A Share Issue and the relevant authorisation matters by 12 months from the day following the expiry date of the First Extension of Validity Period (i.e. 14 November 2016) for consideration and approval by way of special resolutions at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting, which has no impact towards the normal progress of the A Share listing. Other than the above further extension of the validity period of the A Share Issue and the relevant authorisation matters.

The above further extension of the validity period of the A Share Issue and the relevant authorisation matters is subject to approval by the relevant Shareholders by way of special resolution at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting.

***Effects of the A Share Issue on the shareholding structure of the Company***

Assuming that a total of 877,205,000 A Shares under the A Share Issue are permitted for issuance and the issued share capital of the Company prior to completion of the A Share Issue remains unchanged, the shareholding structure of the Company as at the date of this announcement and immediately after the completion of the A Share Issue is set out as follows:

	As at the date of this announcement		Immediately after the completion of the A Share Issue	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
<b>Domestic Shares</b>				
Domestic Shares in issue	1,973,705,700	61.22%	1,973,705,700	48.13%
A Shares under the A Share Issue	–	–	877,205,000	21.39%
<b>H Shares</b>	<u>1,250,029,000</u>	<u>38.78%</u>	<u>1,250,029,000</u>	<u>30.48%</u>
<b>Total</b>	<u><u>3,223,734,700</u></u>	<u><u>100%</u></u>	<u><u>4,100,939,700</u></u>	<u><u>100%</u></u>

***Fundraising activities during the past 12 months***

No H Share equity fundraising activities were conducted by the Company during the last 12 months preceding the date of this announcement.

**(II) PROPOSED AMENDMENTS TO THE ARTICLES**

Pursuant to the requirements under relevant documents including the Opinions of the General Office of the State Council on Accelerating the “Combination of Three Licenses into One” Registration System Reform (Guo Ban Fa [2015] No. 50) and the Notice of Six Departments including the State Administration for Industry and Commerce on Implementing the Opinions of the General Office of the State Council on Accelerating the “Combination of Three Licenses into One” Registration System Reform (Gong Shang Qi Zhu Zi [2015] No. 121), the Company completed the “Combination of Three Licenses into One” procedures for its business license, organisation code certificate and tax registration certificate and obtained a new business license issued by the Henan Administration for Industry and Commerce on 25 July 2016. The previous registration number of the corporate legal person business license, tax registration number and certificate of organisation code are no longer applicable. As shown on the new business license, the unified social credit code of the Company is 91410000744078476K while other registration items in the business license remain unchanged.

In view of the above change, the Company proposed to make amendments to the relevant provision of the Articles accordingly as follows:

## Article 2

**Existing Article 2:** “The Company is a joint stock company with limited liability established in accordance with the *Company Law*, the *Securities Law* and other applicable regulations.

The Company was jointly established by Xuji Group Co., Ltd., Henan Economic and Technology Development Co., Ltd., Henan Construction & Investment Group Co., Ltd., Anyang Iron & Steel Group Co., Ltd., Anyang Economic Development Group Co., Ltd., Anyang Trust & Investment Company Limited, Henan Shenhua Group Co., Ltd., Jiaozuo Economic and Technology Development Co., Ltd., Hebi Construction & Investment Group Co., Ltd. upon approval of the China Securities Regulatory Commission (the “CSRC”) (ZJJGZ [2002] No. 326 *Approval on Commencement of Business of Central China Securities Co., Ltd.*) and the People’s Government of Henan Province (YGPZ [2002] No. 31 *Approval on Establishment of Central China Securities Co., Ltd.*); it was registered with and was issued a *Business License for Enterprise’s Legal Person* by the Henan Administration for Industry & Commerce on November 8, 2002. Company’s business license no. is 410000100009831.

Registration Name of the Company:

Chinese Name: 中原证券股份有限公司.

English Name: CENTRAL CHINA SECURITIES CO., LTD.

Company Address: No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City.

P.C.: 450018.

Tel.: 371-6558 5118.

Fax: 371-6558 5118.”

**Amended Article 2:** “The Company is a joint stock company with limited liability established in accordance with the *Company Law*, the *Securities Law* and other applicable regulations.

The Company was jointly established by Xuji Group Co., Ltd., Henan Economic and Technology Development Co., Ltd., Henan Construction & Investment Group Co., Ltd., Anyang Iron & Steel Group Co., Ltd., Anyang Economic Development Group Co., Ltd., Anyang Trust & Investment Company Limited, Henan Shenhua Group Co., Ltd., Jiaozuo Economic and Technology Development Co., Ltd., Hebi Construction & Investment Group Co., Ltd. upon approval of the China Securities Regulatory Commission (the “CSRC”) (ZJJGZ [2002] No. 326 *Approval on Commencement of Business of Central China Securities Co., Ltd.*) and the People’s Government of Henan Province (YGPZ [2002] No. 31 *Approval on Establishment of Central China Securities Co., Ltd.*); it was registered with and was issued a *Business License for Enterprise’s Legal Person* by the Henan Administration for Industry & Commerce on November 8, 2002. The Company’s unified social credit code is 91410000744078476K.

Registration Name of the Company

Chinese Name: 中原证券股份有限公司.

English Name: CENTRAL CHINA SECURITIES CO., LTD.

Company Address: No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou City.

P.C.: 450018.

Tel.: 86-371-6558 5118.

Fax: 86-371-6558 5118.”

The English version of the Articles 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 shall be subject to the satisfaction of the following conditions:

- (1) the proposed amendment to the Articles being approved by the Shareholders at the EGM by way of special resolution; and
- (2) any necessary approval by the relevant government authorities of the PRC in relation to the proposed amendments to the Articles being obtained.



### **(III) PROPOSED AMENDMENTS TO THE ARTICLES IN RELATION TO THE A SHARE ISSUE**

As stated above, pursuant to the requirements under relevant documents including the Opinions of the General Office of the State Council on Accelerating the “Combination of Three Licenses into One” Registration System Reform (Guo Ban Fa [2015] No. 50) and the Notice of Six Departments including the State Administration for Industry and Commerce on Implementing the Opinions of the General Office of the State Council on Accelerating the “Combination of Three Licenses into One” Registration System Reform (Gong Shang Qi Zhu Zi [2015] No. 121), the Company completed the “Combination of Three Licenses into One” procedures for its business license, organisation code certificate and tax registration certificate and obtained a new business license issued by the Henan Administration for Industry and Commerce on 25 July 2016. The previous registration number of the corporate legal person business license, tax registration number and certificate of organisation code are no longer applicable. As shown on the new business license, the unified social credit code of the Company is 91410000744078476K while other registration items in the business license remain unchanged.

Pursuant to the Company Law of the People’s Republic of China (《中華人民共和國公司法》), Securities Law of the People’s Republic of China (《中華人民共和國證券法》), Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and the relevant requirements of the CSRC, and in accordance with the proposed amendments to the existing Articles, the Company proposed to make further amendments to the Articles in relation to the A Share Issue. Such further amendments to the Articles in relation to the A Share Issue are subject to approval by Shareholders by way of special resolutions at the EGM, the Domestic Share Class Meeting and the H Share Class Meeting, respectively, and approval by or filing with the regulatory authorities and effective upon completion of the A Share Issue. The implementation shall take place on the date of the initial public offering and listing of A Shares of the Company. Prior to that, the existing Articles shall continue to apply.

Details of the further amendments to the Articles in relation to the A Share Issue will be set out in the circular to be despatched to the Shareholders.

### **EGM**

The EGM is planned to be held on 18 November 2016 for the purposes of seeking the Shareholders’ approval for, *inter alia*, (I) the extension of the validity period of the A Share Issue and the relevant authorisation matters; (II) the amendments to the Articles and (III) the amendment to the Articles in relation to the A Share Issue. The Domestic Share Class Meeting and H Share Class Meeting are also planned to be held, respectively, on the same day for the purpose of seeking the approval of holders of Domestic Shares and H Shares, respectively, for (I) the extension of the validity period of the A Share Issue and the relevant authorisation matters and (II) the amendments to the Articles in relation to the A Share Issue.

### **GENERAL**

The notices of EGM, Domestic Share Class Meeting and H Share Class Meeting are expected to be despatched to the Shareholders on or before 4 October 2016. A circular containing, *inter alia*, details of the proposals regarding (I) the extension of the validity period of the A Share Issue and the relevant authorisation matters; (II) the amendments to the Articles and (III) the amendment to the Articles in relation to the A Share Issue will be despatched to the Shareholders as soon as practicable as required by the Listing Rules.

**Given that the A Share Issue is subject to approval by the CSRC and other relevant regulatory authorities and may or may not proceed, Shareholders and potential investors shall exercise caution when dealing in the H Shares of the Company. Further announcements will be made to disclose any major updates and developments in respect of the A Share Issue in accordance with the Listing Rules and other applicable laws and regulations.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“A Share(s)”	the ordinary share(s) subscribed for in RMB, which are proposed to be issued by the Company in connection with the A Share Issue
“A Share Issue”	the proposed initial public offering of no more than 877,205,000 A Shares by the Company, which will be listed on the Shanghai Stock Exchange
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Central China Securities Co., Ltd. (中原证券股份有限公司) (carrying on business in Hong Kong as “中州证券”), a joint stock company incorporated on 8 November 2002 in Henan Province, the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 01375)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company, including independent non-executive directors
“Domestic Share(s)”	issued ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for or credited as fully paid in RMB
“Domestic Share Class Meeting”	the domestic share class meeting to be held at 10:00 a.m. on 18 November 2016 or immediately after the conclusion of the EGM or any adjournment thereof (whichever is the later) for holders of Domestic Shares to consider and approve the resolutions regarding, <i>inter alia</i> , (I) the extension of the validity period of the A Share Issue and the relevant authorisation matters and (II) the amendments to the Articles in relation to the A Share Issue



“EGM”	the extraordinary general meeting (or any adjournment thereof) of the Company to be convened and held at 9:00 a.m. on 18 November 2016 at Conference Room, 17th Floor, Zhongyuan Guangfa Finance Building, No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC for the Shareholders to consider and approve the resolutions regarding, <i>inter alia</i> , (I) the extension of the validity period of the A Share Issue and the relevant authorisation matters, (II) the amendments to the Articles and (III) the amendments to the Articles in relation to the A Share Issue
“H Share(s)”	overseas listed foreign ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“H Share Class Meeting”	the H share class meeting to be held at 11:00 a.m. on 18 November 2016 or immediately after the conclusion of the Domestic Share Class Meeting or any adjournment thereof (whichever is the later) for holders of H Shares to consider and approve the resolutions regarding, <i>inter alia</i> , (I) the extension of the validity period of the A Share Issue and the relevant authorisation matters and (II) the amendments to the Articles in relation to the A Share Issue
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this announcement, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Henan, the PRC,  
29 September 2016

*As at the date of this announcement, the Board comprises executive Directors Mr. JIAN Mingjun and Mr. ZHOU Xiaoquan, non-executive Directors Mr. LI Xingjia, Mr. WANG Lixin, Mr. ZHANG Qiang, Mr. ZHANG Xiaoqi and Mr. YU Zeyang, and independent non-executive Directors Mr. YUAN Dejun, Mr. YUEN Chi Wai, Mr. NING Jincheng and Mr. YU Xugang.*