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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)*

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Central China Securities Co., Ltd. (the “**Company**”) will be held at 9:00 a.m. on 31 March 2015 (Tuesday) at Garden Hall 1, 4th Floor, Zhongyou Garden Hotel, No. 11 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC, for the purpose of considering and, if thought fit, passing the following resolution(s):

*Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 13 February 2015 (the “**Circular**”).*

AS SPECIAL RESOLUTION

“THAT:

1. The proposed amendment to the Articles of Association be approved and confirmed (details of which are set out in the Circular), and the Board be authorized to revise the wordings of such amendment as appropriate (no approval from Shareholders is required for such revision), and execute relevant documents and/or take all relevant actions as it considers necessary or expedient and in the interest of the Company to effect the proposed amendment, comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the State (if any); and deal with other matters arising from the amendment to the Articles of Association;

AS ORDINARY RESOLUTIONS

2. The proposed amendment to the Board Meeting Rules be approved and confirmed (details of which are set out in the Circular), and the Board be authorized to revise the wordings of such amendment as appropriate (no approval from Shareholders is required for such revision), and execute relevant documents and/or take all relevant actions as it considers necessary or expedient and in the interest of the Company to effect the proposed amendment, comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the State (if any); and deal with other matters arising from the amendment to the Board Meeting Rules; and

3. Subject to the approval of the CSRC and/or the relevant authorities of the State, Mr. Ning Jincheng be approved and appointed as an independent non-executive Director of the fourth session of the Board of the Company for a term commencing from the date of the approval at the EGM or the date of approval from the CSRC and/or the relevant authorities of the State (whichever the later) and ending upon expiry of the term of the fourth session of the Board of the Company; and the Board be authorized to determine its remuneration and finalize the terms of service contract.”

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

Henan, the PRC
13 February 2015

Notes:

1. The register of members of the Company will be closed from 1 March 2015 to 31 March 2015 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the head office in the PRC of the Company (for holders of domestic shares of the Company), no later than 4:30 p.m. on 27 February 2015.
2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a Shareholder of the Company.
3. In order to be valid, the proxy form for the EGM must be deposited by hand or post, for holders of H shares of the Company, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and, for holders of domestic shares of the Company, to the head office in the PRC of the Company not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other authority, a notarial copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
4. Shareholders or their proxies shall provide their identity documents when attending the EGM.
5. Shareholders who intend to attend the EGM should complete the reply slip and return it by hand or by post to the H share registrar of the Company (for holders of H shares of the Company) or to the head office in the PRC of the Company (for holders of domestic shares of the Company) on or before 11 March 2015.
6. The EGM is expected to take an hour approximately. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
7. The address of the head office in the PRC of the Company is No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC.

As at the date of this notice, the Board comprises executive Directors Mr. JIAN Mingjun and Mr. ZHOU Xiaoquan, non-executive Directors Mr. LI Xingjia, Mr. ZHANG Qiang, Mr. ZHU Jie, Mr. WANG Lixin and Mr. YU Zeyang, and independent non-executive Directors Mr. ZHU Shanli, Mr. YUAN Dejun and Mr. YUEN Chi Wai.