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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)

REVISED NOTICE OF H SHARE CLASS MEETING

Reference is made to the notice of the H share class meeting (the “**H Share Class Meeting**”) of Central China Securities Co., Ltd. (the “**Company**”) dated 10 April 2015; the announcement of the Company dated 19 April 2015 relating to, inter alia, the postponement of the H Share Class Meeting and the announcement dated 26 May 2015 in relation to, inter alia, the addition of the resolution in relation to the proposed adoption of the share option scheme of the Company.

REVISED NOTICE IS HEREBY GIVEN that a H Share Class Meeting (the “**H Share Class Meeting**”) of Central China Securities Co., Ltd. (the “**Company**”) will be held at 11:00 a.m. on 15 June 2015 (Monday) at Conference Room, 17th Floor, Zhongyuan Guangfa Finance Building, No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC (or as soon thereafter as the Domestic Share Class Meeting shall have been concluded or adjourned, whichever is later), for the purpose of considering and, if thought fit, passing the following resolutions:

*Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 29 May 2015 (the “**Circular**”).*

AS SPECIAL RESOLUTIONS

“THAT:

1. To consider and approve the following resolutions on the Specific Mandate for the proposed New H Share Issue and listing of New H Shares on the Stock Exchange (relevant details of the resolutions are set out in the section headed “Proposed Issue of New H Shares under Specific Mandate” in the Circular):
 - 1.1 Class of Shares to be issued;
 - 1.2 Size of issuance;
 - 1.3 Time of issuance;

- 1.4 Method of issuance;
- 1.5 Target placees;
- 1.6 Pricing mechanism;
- 1.7 Method of subscription;
- 1.8 Accumulated profits;
- 1.9 Use of proceeds;
- 1.10 Validity period of the resolutions;
- 1.11 Authorization of consequential amendments to the Articles of Association;
- 1.12 Other relevant authorization to the Board and the persons delegated by the Board to deal with and complete all the matters in relation to the New H Share Issue with full authority for a term of 12 months following the passing of the relevant resolution(s) at the EGM and/or the Class Meetings. Such matters include but are not limited to:
 - (i) execute and submit all the relevant applications, reports and other documents to the relevant PRC and overseas authorities and deal with all the relevant approvals, registration, filing, sanction and permission;
 - (ii) be responsible for determining the terms of the proposed New H Share Issue, including the determination of the actual size, issue price (including the price range and final price), timing, method and target placee(s) of the proposed New H Share Issue, the execution, implementation, modification and termination of any agreement, contract or other documents in relation to the exercise of the Specific Mandate to issue the New H Shares, making adjustment to the use of proceeds of the proposed New H Share Issue, and any other relevant matter;
 - (iii) be responsible for negotiating and entering into subscription agreements with investors or placing agreement(s) with the joint placing agents in relation to the proposed New H Share Issue, and approving any revision or amendments to such subscription agreements or placing agreement;
 - (iv) be responsible for dealing with all the matters in relation to obtaining all the approvals and permissions from the CSRC, the Stock Exchange and/or any other relevant PRC and overseas authorities in relation to the proposed New H Share Issue;

- (v) depending on the requirements at the time of the issuance, to engage and appoint the sole global coordinator, the joint bookrunners, the joint placing agents, PRC and overseas legal advisers and other relevant professional parties in relation to the proposed New H Share Issue and enter into engagement or appointment letters and other relevant legal documents. The Company proposes to appoint CCB International Capital Limited as the sole global coordinator; and CCB International Capital Limited, Qilu International Capital Limited and The Hongkong and Shanghai Banking Corporation Limited as the joint bookrunners and joint placing agents of the proposed New H Share Issue;
 - (vi) make appropriate amendments to the terms of the proposed New H Share Issue in light of the specific circumstances and pursuant to the approval(s) by the relevant regulatory authorities;
 - (vii) execute, implement, amend and complete any document and do any act as necessary and appropriate in relation to the proposed New H Share Issue;
 - (viii) approve the publication of relevant announcement(s), circular(s) and notice(s) in relation to the proposed New H Share Issue on the websites of the Stock Exchange and the Company, respectively, and the submission of relevant forms, files or other documents to the Stock Exchange; and
 - (ix) obtain from the Stock Exchange the approval for listing of and permission to deal in all of the New H Shares to be issued and allotted pursuant to the New H Share Issue on the Main Board of the Stock Exchange.
2. To consider and approve the following resolutions on the adoption of the Share Option Scheme:
- 2.1 Subject to the fulfillment of the conditions precedent set out under the section headed “Adoption of Share Option Scheme – Conditions of the Adoption of the Share Option Scheme” of the Circular, the terms of the Share Option Scheme be approved and adopted to be the share option scheme of the Company and that the directors of the Company be and are hereby authorized to execute such documents and take such action as they deem appropriate to implement and give effect to the Share Option Scheme.
- 2.2 To authorize the Board and the persons delegated by the Board to implement the consequential amendments to the Articles of Association due to exercise of the Options under the Share Option Scheme and deal with the relevant registration and filing procedures with the relevant industry and commerce administration authorities.”

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

Henan, the PRC
29 May 2015

Notes:

1. **The register of members of the Company is closed from 15 May 2015 to 15 June 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 H Share Class Meeting, 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 **no later than 4:30 p.m. on 14 May 2015.**
2. Shareholders who are entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies to attend and vote on their behalves at the meeting. A proxy need not be a Shareholder of the Company.
3. In order to be valid, this revised proxy form for the H Share Class Meeting (the "**Revised Proxy Form**") must be completed and deposited by hand or post 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 not less than 24 hours before the time for holding the H Share Class Meeting (or any adjournment thereof) for taking the poll (the "**Closing Time**"). If the Revised 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 Revised Proxy Form. Completion and return of the Revised Proxy Form will not preclude any Shareholder from attending and voting in person at the H Share Class Meeting or any adjourned meetings should he so wish.
4. Shareholders or their proxies shall provide their identity documents when attending the H Share Class Meeting.
5. Reply slip for the H Share Class Meeting despatched by the Company on 10 April 2015 lodged by the Shareholders prior to 25 May 2015 shall continue to be valid.
6. The H Share Class Meeting is expected to take an hour approximately. Shareholders or their proxies attending the H Share Class Meeting shall be responsible for their own travelling and accommodation expenses.
7. Shareholders who have lodged the proxy form(s) despatched on 10 April 2015 (the "**Original Proxy Form(s)**") with the Company prior to the date of the Circular should note that:
 - (i) If no Revised Proxy Form(s) is lodged with the Company's Hong Kong share registrar prior to the Closing Time, the Original Proxy Form(s) will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions printed thereon. The proxy appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to the H Share Class Meeting (including the new resolution no. 2).
 - (ii) If the Revised Proxy Form is lodged with the Company's Hong Kong share registrar prior to the Closing Time, the Revised Proxy Form will revoke and supersede the relevant Original Proxy Form previously lodged by him or her. The Revised Proxy Form will be treated as a valid form of proxy lodged by such Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (iii) If the duly completed and signed Revised Proxy Form is lodged with the Company's Hong Kong share registrar after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the Original Proxy Form previously lodged by such Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on any proposed resolution.

Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Closing Time. In such case, if any Shareholder wishes to vote at the H Share Class Meeting, he/she will have to attend in person and vote at the relevant meeting himself/herself. Completion and return of the Original Proxy Form(s) and/or the Revised Proxy Form(s) will not preclude Shareholders from attending and voting in person at the H Share Class Meeting or any adjournment thereof should he/she so wish.

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, Mr. YUEN Chi Wai and Mr. NING Jincheng.