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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 H SHARE CLASS MEETING

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 7 December 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 announcement of the Company dated 19 October 2015 (the “**Announcement**”).*

AS SPECIAL RESOLUTIONS

“That:

1. Subject to the approval of the relevant regulatory authorities of the PRC, the amendment to the Articles in relation to the A Share Issue be approved and confirmed; and the taking effect of the amendment to the Articles in relation to the A Share Issue be approved and confirmed upon completion of the A Share Issue.
2. The extension of 12 months from the next day following the expiration of the original effective period (i.e. 14 November 2015) for A Share Issue Scheme approved at the EGM, Domestic Share Class Meeting and H Share Class Meeting dated 14 November 2014 be approved and confirmed.

3. Subject to the passing of special resolution no. (2) above at the EGM, Domestic Share Class Meeting and H Share Class Meeting, the extension of 12 months from the next day following the expiration of the original effective period (i.e. 14 November 2015) for the authorization approved at the EGM, Domestic Share Class Meeting and H Share Class Meeting dated 14 November 2014 to the Board and, with delegation by the Board, the Chairman be approved and confirmed to deal with matters relating to the A Share Issue (pursuant to which the Chairman may delegate other Directors to deal with matters relating to the A Share Issue), including but not limited to:

- (1) engage intermediaries in connection with the A Share Issue and determine their fees;
- (2) prepare, revise, execute and submit all documents relating to the A Share Issue;
- (3) determine details of the proposal of the A Share Issue pursuant to the proposal of A Share Issue passed at the EGM and the provisions or requirements of securities regulatory authorities of the State Council based on the prevailing conditions of the market where the A Share Issue takes place (including but not limited to the A Share issue price, issue size, strategic placing and over-allotment matters and proportion of placing, method of issue, target subscribers, timing of issue, proposed use of proceeds and other matters relating to the implementation of the proposal of the A Share Issue);
- (4) submit the application of A share listing to the Shanghai Stock Exchange and deal with matters relating to the listing and circulation of A Shares;
- (5) final confirmation of the terms such as the listing approval date and reference number, registered capital, shareholding structure, custodian of shares and information disclosure publications in the Articles based on the actual conditions of the A share listing after the public offering and listing of A Shares by the Company, and deal with the registration of changes in particulars with the industry and commerce bureau; and
- (6) deal with other matters relating to the A share Issue.”

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

Henan, the PRC
23 October 2015

Notes:

1. The register of members of the Company will be closed from 7 November 2015 to 7 December 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 6 November 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, the proxy form for the H Share Class Meeting must be completed and deposited by Holders of H Shares in person 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. 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 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. Shareholders who intend to attend the H Share Class Meeting should complete the reply slip and return it by hand or by post to the H share registrar of the Company on or before 17 November 2015.
6. The H Share Class Meeting is expected to take an hour approximately. Shareholders attending the H Share Class Meeting shall be responsible for their own travelling 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 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 and Mr. NING Jincheng.