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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 Wednesday, 23 March 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 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 announcement of the Company dated 2 February 2016 (the “**Announcement**”).*

AS SPECIAL RESOLUTIONS

“That:

1. Subject to the approval by the relevant government authorities of the PRC, the proposed amendments to the Articles be approved and confirmed, and the Board be authorized to revise the wordings of such amendments 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 amendments, comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the PRC (if any); and deal with other matters arising from the amendments to the Articles.

2. Subject to the approval of the relevant regulatory authorities of the PRC and the passing of special resolution no. (1) above at the EGM, the amendments to the Articles in relation to the A Share Issue be approved and confirmed; and the taking effect of the amendments to the Articles in relation to the A Share Issue be approved and confirmed upon completion of the A Share Issue.

AS ORDINARY RESOLUTIONS

3. The Analytical Opinions on the Feasibility of Investment Projects Using Proceeds from the Initial Public Offering of A Shares be approved and confirmed.
4. The Analysis of Dilution of Current Returns and Implementation of Remedial Measures And Relevant Undertakings so as to implement the Guiding Opinions of CSRC in relation to matters relevant to Dilution of Current Returns by Initial Public Offering, Refinancing and Material Assets Reorganisation be approved and confirmed.
5. Subject to the passing of special resolution no. (1) above at the EGM, the proposed amendment to the General Meeting Rules be approved and confirmed, and the Board be authorized to revise the wordings of such amendments 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 amendments, comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the PRC (if any); and deal with other matters arising from the amendments to the General Meeting Rules.

6. Subject to the passing of special resolution no. (1) above at the EGM, the proposed amendments to the Board Meeting Rules be approved and confirmed, and the Board be authorized to revise the wordings of such amendments 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 amendments, comply with the PRC laws and regulations and meet the requirements of the relevant regulatory authorities of the PRC (if any); and deal with other matters arising from the amendments to the Board Meeting Rules.”

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

Henan, the PRC
5 February 2016

Notes:

1. The register of members of the Company will be closed from 22 February 2016 to 23 March 2016 (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 19 February 2016.

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 by 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 identification 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 3 March 2016.
6. The EGM is expected to take one 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. 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.