



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 23 MARCH 2016 AND ANY ADJOURNMENT

Number of shares and the relevant class of shares to which this form of proxy relates (domestic shares/H shares)^(Note 1)

I/We ^(Note 2)

of (address)

being the holder(s) of _____ domestic shares/_____ H shares^(Note 3)

of RMB1.00 each in the share capital of Central China Securities Co., Ltd. (the "Company"), hereby appoint the Chairman of the meeting

or _____^(Note 4)

of (address)

as my/our proxy(ies) to attend the extraordinary general meeting (the "EGM") of the Company to be held at 9:00 a.m. on 23 March 2016 (Wednesday) at Conference Room, 17th Floor, Zhongyuan Guangfa Finance Building, No. 10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC or any adjournment thereof and to vote at such meeting or at any adjournment thereof in respect of the resolutions set out in the notice of EGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTIONS		FOR ^(note 5)	AGAINST ^(note 5)	ABSTAIN ^(note 5)
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			
ORDINARY RESOLUTIONS		FOR ^(note 5)	AGAINST ^(note 5)	ABSTAIN ^(note 5)
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 amendments 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			

Date: _____ day of _____ 2016

Signature: _____^(Note 6)

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates and the relevant class of shares. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, please strike out the words "the Chairman of the meeting or" and insert the name of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initiated by the person who signs it.
- Important: If you wish to vote for any resolution, please put a tick in the box marked "FOR" or insert the number of shares held by you. If you wish to vote against any resolution, please put a tick in the box marked "AGAINST" or insert the number of shares held by you. If you want to abstain from voting on any resolution, please put a tick in the box marked "ABSTAIN" or insert the number of shares held by you. If no direction is given, your proxy may vote as he/she thinks fit. The shares abstained will be counted in the calculation of the required majority.**
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director or attorney or other officer duly authorized. In case of joint holders, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company.
- To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarial copy of that power of attorney or other authority must be delivered, for holders of H shares of the Company, to the Company's H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or for holders of domestic shares of the Company, to the head office of the Company in the PRC at No.10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, China not less than 24 hours before the time appointed for the holding of the EGM (or any adjournment thereof) or for taking the poll.