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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Central China Securities Co., Ltd. (the “**Company**”) will be held at 9:00 a.m. on Monday, 9 May 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 resolutions:

AS ORDINARY RESOLUTIONS

“THAT:

1. To consider and approve the report of the board of the Company (the “**Board**”) for the year of 2015;
2. To consider and approve the report of the supervisory committee of the Company for the year of 2015;
3. To consider and approve the Company's plan of provision for available-for-sale financial assets impairment;
4. To consider and approve the annual report of the Company for the year of 2015;
5. To consider and approve the final accounts report of the Company for the year of 2015;
6. To consider and approve the profit distribution plan of the Company for the year of 2015;
7. To consider and approve the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) as the PRC accountants of the Company for the year of 2016 and authorize the Board to determine its remuneration;

8. To consider and approve the re-appointment of PricewaterhouseCoopers as the international accountants of the Company for the year of 2016 and authorize the Board to determine its remuneration;
9. To consider and approve the report of Mr. Yuan Dejun, the independent non-executive director of the Company for the year of 2015;
10. To consider and approve the report of Mr. Yuen Chi Wai, the independent non-executive director of the Company for the year of 2015;
11. To consider and approve the report of Mr. Ning Jincheng, the independent non-executive director of the Company for the year of 2015;
12. To consider and approve the report of Mr. Yu Xugang, the independent non-executive director of the Company for the year of 2015;
13. To consider and approve the remuneration and evaluations of the directors of the Company for the year of 2015;
14. To consider and approve the remuneration and evaluations of the supervisors of the Company for the year of 2015;
15. To consider and approve the revision of the assessment and award colligation mechanism plan of the Company;
16. To consider and approve the revocation of the implementation rules for awards distribution of the Company;
17. To consider, approve and confirm the plan on matters relating to remuneration of the directors of the Company; and
18. To consider, approve and confirm the plan on matters relating to remuneration of the supervisors of the Company.”

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

Henan, the PRC
24 March 2016

Notes:

1. The register of members of the Company will be closed from 9 April 2016 to 9 May 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 AGM, 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 8 April 2016.
2. Shareholders who are entitled to attend and vote at the AGM 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 AGM 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 AGM (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 AGM or any adjourned meetings should they so wish.
4. Shareholders or their proxies shall provide their identification documents when attending the AGM.
5. Shareholders who intend to attend the AGM 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 19 April 2016.
6. The AGM is expected to take one hour approximately. Shareholders attending the AGM 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.