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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 9:30 a.m. on Monday, 22 May 2017 at Conference Centre, Huanghe Yingbin Hotel, No.1 Yingbin Road, Huiji District, Zhengzhou, Henan Province, the PRC, 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 6 April 2017.

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board for the year of 2016;
2. To consider and approve the work report of the supervisory committee of the Company for the year of 2016;
3. To consider and approve the profit distribution plan of the Company for the year of 2016;
4. To consider and approve the annual report of the Company for the year of 2016 and the summary of the report;
5. To consider and approve the final accounts report of the Company for the year of 2016;
6. To consider and approve the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) as the domestic auditing firm (PRC accountants) of the Company for the year of 2017 and authorize the Board to determine its remuneration;
7. To consider and approve the re-appointment of PricewaterhouseCoopers as the foreign auditing firm (international accountants) of the Company for the year of 2017 and authorize the Board to determine its remuneration;

8. To consider and approve the remuneration and evaluations of the directors of the Company for the year of 2016;
9. To consider and approve the remuneration and evaluations of the supervisors of the Company for the year of 2016;
10. To consider and approve the determination of remuneration of the chairman of the Board;
11. To consider and approve the payment of remuneration of the president of the Company;
12. To consider and approve the payment of remuneration of the chairman of the supervisory committee of the Company;

AS SPECIAL RESOLUTIONS

13. To consider, approve and authorize the Board to repurchase H shares of the Company (the “**H Shares Repurchase Plan**”) subject to the following conditions:
 - (a) subject to paragraphs (b), (c) and (d) below, during the Relevant Period (as define in paragraph (e) below), the Board may exercise all the powers of the Company to repurchase H Shares in issue on the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations and/or requirements in the PRC, of the Stock Exchange or of any other governmental or regulatory body be and is approved;
 - (b) the authorization to the Board in respect of the repurchase of H Shares includes but not limited to:
 - (i) formulate and implement specific repurchase proposal, including but not limited to the repurchase price and repurchase amount, and decide the timing of repurchase and time limit;
 - (ii) notify the creditor(s) of the Company and publish announcement(s) in accordance with the Company Law of the PRC and the Articles of Association;
 - (iii) open offshore securities account and attend relevant registration procedures for foreign exchange;
 - (iv) implement the relevant approval procedures pursuant to the requirements of the regulatory authorities and the listing places, and report to the China Securities Regulatory Commission;
 - (v) attend the cancellation matters in respect of the repurchased shares, reduce the registered capital, amend the Articles of Association in relation to the total share capital amount and shareholding structure, and attend the relevant required domestic and foreign registration and reporting procedures; and

- (vi) execute and handle other relevant documents and matters in relation to the repurchase of shares;
- (c) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
- (d) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (d)(i)) at the H Share Class Meeting to be held on 22 May 2017 (or on such adjourned date as may be applicable) and at the A Share Class Meeting to be held on 22 May 2017 (or on such adjourned date as may be applicable); and
 - (ii) the approval of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate;
- (e) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution;
 - (ii) the expiry of a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting or by a special resolution of holders of H shares or holders of A shares of the Company at their respective class meetings;
- 14. To consider and approve the satisfaction of the conditions for the public issue of the A Share Convertible Corporate Bonds by the Company;
- 15. To consider and approve the proposal of the public issue of the A Share Convertible Corporate Bonds by the Company:
 - 15.01 Types of securities to be issued
 - 15.02 Issue size
 - 15.03 Par value and issue price
 - 15.04 Term of bond

- 15.05 Bond interest rate
- 15.06 Terms and methods of interest payment
- 15.07 Conversion period
- 15.08 Determination and adjustment of conversion price
- 15.09 Terms on downward adjustment of conversion price
- 15.10 Determination of number of shares to be converted and treatment of conversion of amount less than that of one share
- 15.11 Terms on redemption
- 15.12 Terms of sale back
- 15.13 Dividend rights for the year of conversion
- 15.14 Issuance method and target investors
- 15.15 Subscription arrangements for existing A Shareholders
- 15.16 Matters relating to bondholders' meetings
- 15.17 Use of proceeds from this issuance
- 15.18 Guarantees
- 15.19 Custody of proceeds
- 15.20 Validity period of these resolutions

Items 15.01 to 15.20 above shall be voted on item by item;

- 16. To consider and approve the preliminary proposal for the public issue of the A Share Convertible Corporate Bonds by the Company;
- 17. To consider and approve the *Report on Feasibility Analysis in respect of the Use of Proceeds from the Public Issue of the A Share Convertible Corporate Bonds by the Company*;
- 18. To consider and approve the report of the use of proceeds previously raised;
- 19. To consider and approve the grant of authorization to the Board to handle matters in relation to the public issue of the A Share Convertible Corporate Bonds;
- 20. To consider and approve the authorization granted to Relevant Persons to handle matters in relation to the public issue of the A Share Convertible Corporate Bonds; and

21. To consider and approve the dilution of current returns by the public issue of the A Share Convertible Corporate Bonds and the remedial measures.

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

Henan, the PRC
7 April 2017

Notes:

1. The register of members of the Company will be closed from 22 April 2017 to 22 May 2017 (both days inclusive), during which period no transfer of H 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 no later than 4:30 p.m. on 21 April 2017.
2. Shareholders who are entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on their behalf. A proxy need not be a shareholder of the Company.
3. In order to be valid, the H shareholders' proxy form for the AGM must be deposited by hand or by 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 (for holders of H shares 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) on or before 2 May 2017.
6. The on-site AGM is expected to take 2.5 hours 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.