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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 Thursday, 17 May 2018 at Skyland GDH Hotel, No. 41 Nong Ye Road, Jin Shui 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 29 March 2018.

AS ORDINARY RESOLUTIONS

1. Subject to the approval by the relevant governmental authorities of the PRC, to consider and approve the appointment of Mr. Chang Junsheng as a Director of the fifth session of the Board of the Company for a term commencing from the date of approval by the AGM or the date of approval from the relevant governmental authorities of the PRC (whichever is later) until the expiry of the term of the fifth session of the Board of the Company, and to authorise the Board to fix his remuneration and determine the terms of the service contract;
2. To consider and approve the work report of the Board of the Company for the year of 2017;
3. To consider and approve the work report of the supervisory committee of the Company for the year of 2017;
4. To consider and approve the profit distribution plan of the Company for the year of 2017;
5. To consider and approve the annual report of the Company for the year of 2017 and the summary of the report;
6. To consider and approve the final accounts report of the Company for the year of 2017;
7. To consider and approve the re-appointment of ShineWing Certified Public Accountants (Special General Partnership) and PricewaterhouseCoopers as the domestic auditing firm (PRC accountants) and the overseas auditing firm (international accountants) of the Company, respectively for the year of 2018 and authorize the Board to determine their remuneration;

8. To consider and approve the remuneration and evaluations of the Directors of the Company for the year of 2017;
9. To consider and approve the remuneration and evaluations of the supervisors of the Company for the year of 2017;
10. To consider and approve the determination of remuneration of the legal representative (chairman) of the Company for the year of 2016;
11. To consider and approve the determination of remuneration of the president (executive Director) of the Company for the year of 2016;
12. To consider and approve the determination of remuneration of the chairman of supervisory committee of the Company for the year of 2016 ;
13. To consider and approve the business scale and affordable risk limits of securities proprietary trading of the Company for the year of 2018;
14. To consider and approve the provision of guarantee for Central China International Financial Holdings Company Limited, a subsidiary of the Company;
15. To consider and approve the estimated ordinary related party/connected transactions for the year of 2018;
16. To consider and approve the proposed amendments to the Rules of Procedures for the Meeting of the Supervisory Committee;
17. To consider and approve the appointment of supervisors of the fifth session of the supervisory committee of the Company:
 - 17.01 To consider and approve the appointment of Mr. Cao Zongyuan as a supervisor of the fifth session of the supervisory committee of the Company for a term commencing from the date of approval by the AGM or the date of approval from the relevant governmental authorities of the PRC (whichever is later) until the expiry of the term of the fifth session of the supervisory committee of the Company;
 - 17.02 To consider and approve the appointment of Mr. Zhang Xiansheng as a supervisor of the fifth session of the supervisory committee of the Company for a term commencing from the date of approval by the AGM or the date of approval from the relevant governmental authorities of the PRC (whichever is later) until the expiry of the term of the fifth session of the supervisory committee of the Company;

AS SPECIAL RESOLUTIONS

18. Subject to the approval by the relevant government authorities of the PRC, to consider and approve the proposed amendment to the Articles of Association of the Company; and
19. To consider and approve the extension of the validity period of the proposal for the public issuance of A Share Convertible Corporate Bonds and the resolution on the grant of authorization to the Board and the relevant persons to handle matters in relation to the public issuance of A Share Convertible Corporate Bonds as approved by the annual general meeting, the A Share class meeting and H Share class meeting held on 22 May 2017 for 12 months from the date of expiry of the resolutions to 21 May 2019.

For details of the above resolutions, please refer to the Company's announcements dated 6 April 2017, 7 March 2018 and 29 March 2018, and the Company's circulars dated 5 May 2017.

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

Henan, the PRC
29 March 2018

Notes:

1. The register of members of the Company will be closed from 17 April 2018 to 17 May 2018 (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 16 April 2018.
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 27 April 2018.
6. The on-site AGM is expected to take 1.5 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.
8. The resolution on the re-appointment of domestic and overseas auditing firm for the year of 2018 were included in the same resolution as the re-appointments were inter-connected and this arrangement has had no material impact.
9. For resolution on the election of supervisors (Resolution No. 17), the cumulative voting system was adopted. Each share shall have the same number of voting right as to the number of the candidate of supervisor. Shareholders can use their voting right to vote for the same (one) candidate, or to vote for different candidates separately. After aggregating the final voting results of all Shareholders, those candidates with the highest votes will be elected in descending order. You should pay particular attention to the fact that the number of votes that each Shareholder casts shall not exceed the corresponding maximum number of votes in his possession in respect of the election of supervisors, otherwise, the votes on the resolution will be invalid and deemed abstain. No ballot will be cast "For" or "Abstain" in cumulative voting system. You are requested to fill in the corresponding number of votes in the "Cumulative Voting" column against the name of each candidate. The lowest votes will be nil and the highest will be the maximum number of votes in total under the resolutions, and does not need to be the integral multiples of the number of shares held by the voters. If you mark "✓" in the blank against the name of each candidate, you will be deemed to cast your total number of votes equally amongst the corresponding candidates.

As at the date of this notice, the Board comprises executive Director Mr. JIAN Mingjun, 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.