



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)

H SHAREHOLDERS' FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 30 JUNE 2021 AND ANY ADJOURNMENT

Number of H shares to which this form of proxy relates <i>(Note 1)</i>	
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I/We, *(Note 2)* _____
of (address) _____
being the holder(s) of _____ 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 annual general meeting (the “**AGM**”) of the Company to be held at 9:30 a.m. on 30 June 2021 (Wednesday) at Conference Center, Huanghe State Guesthouse, No. 1 Yingbin Road, 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 AGM as hereunder indicated on behalf of me/us, or if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
1	To consider and approve the work report of the board of directors of the Company for the year of 2020			
2	To consider and approve the work report of the supervisory committee of the Company for the year of 2020			
3	To consider and approve the annual report of the Company for the year of 2020			
4	To consider and approve the profit distribution plan of the Company for the year of 2020			
5	To consider and approve the financial statements of the Company for the year of 2020			
6	To consider and approve the resolution on the appointment of the auditing firm for the year of 2021			
7	To consider and approve the evaluations and remuneration of the directors of the Company for the year of 2020			
8	To consider and approve the evaluations and remuneration of the supervisors of the Company for the year of 2020			
9	To consider and approve the resolution on the provision of guarantee or counter guarantee for Central China International Financial Holdings Company Limited			
10	To consider and approve the resolution on the determination of the business scale and affordable risk limits of securities proprietary trading for the year of 2021			
11.00	To consider and approve the resolution on the election of independent directors of the sixth session of the board of directors of the Company:	Cumulative Voting <i>(Note 8)</i>		
11.01	Election of Mr. Chen Zhiyong as independent director of the six session of the board of directors of the Company			
11.02	Election of Mr. Tsang Sung as independent director of the six session of the board of directors of the Company			

Date: _____ day of _____ 2021

Signature: _____ *(Note 6)*

Notes:

1. Please insert the number of H shares of the Company registered in your name(s) to which this form of proxy relates. 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 H shares of the Company registered in your name(s) (whether alone or jointly with others).
2. Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of H shares of the Company registered in your name(s) and delete as appropriate.
4. 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 holder of H shares of the Company 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 initialed by the person who signs it.
5. **Important: If you wish to vote for any resolution, please put a tick (applicable for resolutions passed by the way of non-cumulative voting) or insert the number of shares (applicable for resolutions passed by the way of cumulative voting and non-cumulative voting) held by you in the box marked “FOR”. If you wish to vote against any resolution, please put a tick or insert the number of shares (applicable for resolutions passed by the way of cumulative voting and non-cumulative voting) held by you in the box marked “AGAINST”. If you wish to abstain from voting on any resolution, please put a tick or insert the number of shares (applicable for resolutions passed by the way of non-cumulative voting) held by you in the box marked “ABSTAIN”. 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.**
6. 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 holder of H shares of the Company whose name stands first in the register of members of the Company.
7. 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 to the Company’s H shares registrar in Hong Kong at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time specified for the holding of the AGM (or any adjournment thereof) or for taking the poll.
8. For the resolution on the election of independent Directors of the sixth session of the Board (Resolution No. 11.00), the cumulative voting system was adopted. Each share shall have the same number of voting right as to the number of the candidate of Director. 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 each Shareholder casts shall not exceed the corresponding maximum number of votes in his/her possession in respect of the election of Directors, 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 resolution, 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 under that resolution.