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 24 JUNE 2022 AND ANY ADJOURNMENT

Number of H shares to which this form of proxy relates *(Note 1)*	

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 24 June 2022 (Friday) at Conference Room, 17th Floor, Zhongyuan Guangfa Financial Building, No. 10 Shangwu Waihuan Road, Zhengzhou, Henan Province, the PRC or its any adjournment thereof and to vote at such meeting or at its 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** *(Note 5)*	**AGAINST** *(Note 5)*	**ABSTAIN** *(Note 5)*
1	To consider and approve the work report of the Board of the Company for the year of 2021			
2	To consider and approve the work report of the Supervisory Committee of the Company for the year of 2021			
3	To consider and approve the duty report of the independent directors of the Company for the year of 2021			
4	To consider and approve the annual report of the Company for the year of 2021			
5	To consider and approve the profit distribution plan of the Company for the second half of 2021			
6	To consider and approve the final financial report of the Company for the year of 2021			
7	To consider and approve the resolution on the re-appointment of the auditing firm for the year of 2022			
8	To consider and approve the evaluations and remuneration of the Directors of the Company for the year of 2021			
9	To consider and approve the evaluations and remuneration of the Supervisors of the Company for the year of 2021			
10	To consider and approve the resolution on the provision of guarantee or counter guarantee for Central China International Financial Holdings Company Limited			
11	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 2022			
12	To consider and approve the resolution on the change of shareholder representative supervisor			
	SPECIAL RESOLUTIONS	**FOR** *(Note 5)*	**AGAINST** *(Note 5)*	**ABSTAIN** *(Note 5)*
13	To consider and approve the resolution on the Company's fulfillment of the conditions for non-public issuance of A shares			
14	To consider and approve the resolution in relation to the Company's non-public issuance of new A Shares:			
14.01	Class and nominal value of shares to be issued			
14.02	Method and time of issue			

SPECIAL RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)	ABSTAIN (Note 5)
14.03	Target subscribers and subscription methods			
14.04	Number of shares to be issued			
14.05	Issue price and pricing principle			
14.06	Arrangements for lock-up period			
14.07	Amount and use of proceeds			
14.08	Arrangements with regard to the Retained Profits of the Company before the Non-public Issuance			
14.09	Place of listing			
14.10	Period of Validity of the Resolution on the Non-public Issuance			
15	To consider and approve the resolution on the feasibility report on the use of funds raised from the Non-public Issuance of A Shares by the Company			
16	To consider and approve the resolution on the report on the use of proceeds raised from previous fund raising activities of the Company			
17	To consider and approve the resolution on the dilution of immediate return resulting from the Non-public Issuance of A Shares by the Company and the remedial measures			
18	To consider and approve the resolution on shareholders' return plan for the next three years (2022–2024)			
19	To consider and approve the resolution on the grant of authorization to the Board and its authorized persons by the Shareholders' general meeting to deal with the relevant matters relating to the Non-public Issuance of A Shares			

Date: ____________________ day of ____________________ 2022 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 holding the AGM (or any adjournment thereof) for taking the poll.