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中国银河证券股份有限公司
CHINA GALAXY SECURITIES CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 06881)

NOTICE OF DOMESTIC SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the Domestic Share Class Meeting of China Galaxy Securities Co., Ltd. (the “**Company**”) will be held at Donghua Hall, 11th Floor, Beijing Minzu Hotel, No.51 Fuxingmen Inner Street, Xicheng District, Beijing, the PRC, on Thursday, 26 March 2015 at 10:30 a.m. or immediately after the conclusion of the EGM or any adjournment thereof (whichever is the later) for the following purposes. Unless the context otherwise requires, expressions used in this notice shall have the same meaning set out in the circular of the Company dated 9 February 2015 (the “**Circular**”).

SPECIAL RESOLUTIONS

1. To consider and approve the New H Share Issue (as defined and described in the Circular):

“THAT:

the New H Share Issue and the following items of the New H Share Issue be and are hereby approved:

1.1 Types of shares to be issued

1.2 Size of issue

1.3 Time of issue

1.4 Method of issue

1.5 Target subscribers

1.6 Issue price

1.7 Method of subscription

1.8 Accumulated profit

1.9 Use of proceeds

- 1.10 Validity period of the resolution
- 1.11 Authorisation of amendment to the Articles of Association
- 1.12 Other authorisations in relation to the New H Share Issue
- 1.13 Other matters”

(Please refer to the Circular for details of the New H Share Issue.)

- 2. **To consider and approve the extension of the validity period of the A Share Offering plan (the full text is set forth in the Circular)**
- 3. **To consider and approve the extension of the validity period of the Authorisations concerning the A Share Offering (the full text is set forth in the Circular)**
- 4. **To consider and approve the amendments to the Articles of Association as follows:**

To delete the third paragraph of Article 132 Section 3 of the Articles of Association, which requires the quorum for a separate meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class”.

Consequently, Article 132 of the Articles of Association shall be revised as follows:

“**Article 132** Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days before the date of the class meeting. Such notice shall include the matters to be considered, the place, date and time of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the meeting, excluding the date of the meeting. In the event that the number of shares (carrying voting rights) held by shareholders who intend to attend the meeting equals to or more than half of the total class shares with voting rights at the meeting, the Company may convene the class meeting; otherwise, the Company shall within five days notify the shareholders again, by way of public announcement, of the matters to be considered and the place, date and time of the meeting. The Company may then proceed to hold the meeting.

If there is any requirement by the laws and regulations in the place where the shares of the Company are listed, such requirements shall apply.”

5. To consider and approve the amendment to the Rules of Procedure of the Shareholders' General Meeting of the Company as follows:

To delete the third paragraph of Article 79 Section 3 of the Rules of Procedure of the Shareholders' General Meeting of the Company, which requires the quorum for a separate meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class”.

Consequently, Article 79 of the Rules of Procedure of the General Meeting of the Company shall be revised as follows:

“**Article 79** Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days before the date of the class meeting. Such notice shall include the matters to be considered, the place, date and time of the class meeting. A shareholder who intends to attend the class meeting shall deliver his written reply in respect thereof to the Company 20 days before the date of the meeting, excluding the date of the meeting. In the event that the number of shares (carrying voting rights) held by shareholders who intend to attend the meeting equals to or more than half of the total class shares with voting rights at the meeting, the Company may convene the class meeting; otherwise, the Company shall within five days notify the shareholders again, by way of public announcement, of the matters to be considered and the place, date and time of the meeting. The Company may then proceed to hold the meeting.

If there is any requirement by the laws and regulations in the place where the shares of the Company are listed, such requirements shall apply.”

By order of the Board
China Galaxy Securities Co., Ltd.
Chen Youan
Chairman

Beijing, the PRC, 9 February 2015

Notes:

1. Any shareholder entitled to attend and vote at the Domestic Share Class Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy together with the notarized power of attorney or other documents of authorisation, if any, must be completed and returned to the Office of the Board of Directors of the Company, not less than 24 hours before the time appointed for holding the Domestic Share Class Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Domestic Share Class Meeting or any adjournment thereof should he/she so wish.
3. Domestic shareholders whose names appear in the register of domestic shareholders of the Company at 4:30 p.m. on Wednesday, 18 February 2015 shall be entitled to attend the Domestic Share Class Meeting.

4. Where there are joint holders of any shares, the one whose name stands first in the register of members shall be entitled to attend and vote at the Domestic Share Class Meeting in respect of such shares.
5. Shareholders of the Company intending to attend the Domestic Share Class Meeting in person or by their proxies should return the reply slip for attending the Domestic Share Class Meeting in person or by post to the Office of the Board of Directors of the Company on or before Thursday, 5 March 2015.
6. Shareholder or his proxy shall produce proof of identity when attending the Domestic Share Class Meeting:
 - (1) Legal representatives of legal person shareholders who attend the meeting shall produce their own identity cards and effective proof of their capacity as legal representatives. Proxies of legal person shareholders shall produce their own identity cards and the form of proxy duly signed by the legal representatives or the board of directors or other governing body of the legal person shareholders according to laws.
 - (2) Individual shareholders who attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual shareholders shall produce effective proof of identity and form of proxy.
7. The Domestic Share Class Meeting is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
8. The Office of the Board of Directors of the Company is located at Tower C, Corporate Square, 35 Finance Street, Xicheng District, Beijing, the PRC

Tel. no.: 86 (10) 6656 8888
Fax no.: 86 (10) 6656 8640
9. In case of any discrepancy between the Chinese version and the English version of this notice, the Chinese version shall prevail.

As at the date of this notice, the non-executive Directors of the Company are Mr. CHEN Youan, Mr. XU Guoping, Mr. LI Chenghui, Mr. SHI Xun and Ms. QI Xiaoli; the executive Directors are Mr. GU Weiguo and Mr. WU Chengming; and the independent non-executive Directors are Mr. WANG Shiding, Mr. LIU Feng, Mr. ZHOU Ruijin and Mr. WU Yuwu.