



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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 13 OCTOBER 2016 AND ANY ADJOURNMENT

Number of shares and the relevant class of shares to which this form of proxy relates (domestic shares/H shares) ^(Note 1)	
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I/We,^(Note 2) _____

of (address) _____

being the holder(s) of _____ domestic shares/ _____ 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 extraordinary general meeting (the "EGM") of the Company to be held at 9:00 a.m. on 13 October 2016 (Thursday) at Conference Room, 17th Floor, Zhongyuan Guangfa Finance Building, No. 10 Shangwu Waihuan Road, Zhengdong New District, 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 EGM 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 Company's distribution plan for interim profit for 2016, including the distribution of an interim dividend of RMB1.00 per 10 shares of the Company (tax inclusive) (totaling RMB322,373,470.00) for the six months ended 30 June 2016 to the shareholders of domestic shares and H shares of the Company whose names appear on the relevant registers of members on the relevant record date			
2.	To consider, approve and confirm the appointment of Mr. XIE Junsheng as a supervisor of the fifth session of the supervisory committee of the Company			

Date: _____ day of _____ 2016

Signature: _____^(Note 6)

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates and the relevant class of shares. 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 shares of the Company registered in your name(s) (whether alone or jointly with others).
- Please insert the full name(s) and address(es) as registered in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s) and delete as appropriate.
- 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 shareholder 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.
- Important: If you wish to vote for any resolution, please put a tick or insert the number of shares 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 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 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.**
- 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 shareholder whose name stands first in the register of members of the Company.
- 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, for holders of H shares of the Company, to the Company's H shares registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or for holders of domestic shares of the Company, to the head office of the Company in the PRC at No.10 Shangwu Waihuan Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC not less than 24 hours before the time specified for the holding of the EGM (or any adjournment thereof) or for taking the poll.