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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 Wednesday, 24 May 2023 at Conference Centre, Huanghe State Guesthouse, No. 1 Yingbin Road, Zhengzhou, Henan Province, the PRC, for the purpose of considering and, if thought fit, passing the following resolutions.

Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 3 May 2023 (the “Circular”).

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board of the Company for the year of 2022.
2. To consider and approve the work report of the Supervisory Committee of the Company for the year of 2022.
3. To consider and approve the duty report of the independent directors of the Company for the year of 2022.
4. To consider and approve the annual report of the Company for the year of 2022.
5. To consider and approve the profit distribution plan of the Company for the year of 2022.
6. To consider and approve the final financial report of the Company for the year of 2022.
7. To consider and approve the resolution on the re-appointment of the auditing firm for the year of 2023.

8. To consider and approve the evaluations and remuneration of the Directors of the Company for the year of 2022.
9. To consider and approve the evaluations and remuneration of the Supervisors of the Company for the year of 2022.
10. To consider and approve the resolution on the provision of guarantee or counter-guarantee by the Company for Central China International and the authorization to Central China International to provide guarantee or counter-guarantee for its wholly-owned subsidiaries.
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 2023.
12. To consider and approve the resolution on the amendments to the Rules of Procedures for the General Meeting, the details of which are set out in the Circular.
13. To consider and approve the resolution on the amendments to the Rules of Procedures for the Board of Directors, the details of which are set out in the Circular.
14. To consider and approve the resolution on the amendments to the Rules of Procedures for the Supervisory Committee, the details of which are set out in the Circular.

AS SPECIAL RESOLUTIONS

15. To consider and approve the resolution on the amendments to the Articles of Association, the details of which are set out in the Circular.
16. To consider and approve the resolution on the Report on the Demonstration and Analysis of the Proposal to Issue A Shares to Target Subscribers by the Company, the full text of which is set out in Appendix I to the Circular.
17. To consider and approve the resolution on the Report on the Utilisation of Proceeds Raised from Previous Fund Raising Activities, the full text of which is set out in Appendix II to the Circular.

18. To consider and approve the resolution on extension of the validity period of the general meeting resolution relating to the Company's Issuance of A Shares to Target Subscribers and the validity period of the authorization by the general meeting to the Board and its authorized persons to deal with the relevant matters.

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

Henan, the PRC, 3 May 2023

Notes:

1. The register of members of the Company will be closed from 19 May 2023 to 24 May 2023 (both days inclusive), during which period no transfer of H Shares of the Company can be registered. For H Shareholders who wish 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 18 May 2023.
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 scheduled for holding the AGM or any adjournment thereof (as the case may be). 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 meeting thereof should they so wish.
4. Shareholders or their proxies shall provide their identification documents when attending the AGM.
5. The on-site AGM is expected to take half a day approximately. Shareholders attending the AGM shall be responsible for their own travel and accommodation expenses.
6. The address of the Company's head office in the PRC is No. 10 Business Outer Ring Road, Zhengdong New District, Zhengzhou, Henan Province, the PRC.

As at the date of this notice, the Board comprises executive director Mr. JIAN Mingjun, non-executive directors Mr. LI Xingjia, Ms. ZHANG Qiuyun, Mr. TANG Jin, Mr. TIAN Shengchun, Mr. ZHANG Xiaoqi and Mr. LU Benson Cheng, and independent non-executive directors Ms. ZHANG Dongming, Mr. CHEN Zhiyong, Mr. TSANG Sung and Mr. HE Jun.