



## 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 MAY 2023 OR AT ANY ADJOURNMENT THEREOF

Number of H shares to which this form of proxy relates <small>(Note 1)</small>	
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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 Wednesday, 24 May 2023 at Conference Centre, Huanghe State Guesthouse, No. 1 Yingbin Road, Zhengzhou, Henan Province, the PRC or at 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. 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").

ORDINARY RESOLUTIONS		FOR <small>(Note 5)</small>	AGAINST <small>(Note 5)</small>	ABSTAIN <small>(Note 5)</small>
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			

SPECIAL RESOLUTIONS		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
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			

Date: \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature: \_\_\_\_\_ <sup>(Note 6)</sup>

*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.