

恒投證券 HENGTOU SECURITIES

(a joint stock company incorporated in the People's Republic of China with limited liability
under the Chinese corporate name “恒泰证券股份有限公司” and carrying on business
in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English))

(the “Company”)
(Stock Code: 01476)

THIRD FORM OF PROXY FOR THE 2019 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 20 SEPTEMBER 2019 AND ANY ADJOURNMENT THEREOF

Number of shares to which this proxy form relates ^(Note 1)	
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I/We ^(Note 2) _____
of (address) _____
being the registered holder(s) of _____ domestic shares/H shares ^(Note 3) of RMB1.00 each in the share capital of
the Company, hereby appoint **the chairman of the meeting, or** ^(Note 4) _____
of (address) _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 2019 second extraordinary general meeting of the Company (the “EGM”) to be held at the meeting room of 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the People's Republic of China (the “PRC”) at 9:00 a.m. on Friday, 20 September 2019 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notices of EGM dated 22 July 2019, 6 August 2019 and 4 September 2019. In the absence of any indication, the proxy may vote at his/her own discretion.

Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the proposed public issue of corporate bonds in the PRC			
2.	To consider and approve the proposed non-public issue of corporate bonds in the PRC			
3.	To consider and approve the adjustment to the description of business scope as stated in the Business License of the Company and amendments to the Articles of Association			
Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
4.	To consider and approve the change of the domestic auditor of the Company for the year 2019			
5.	To consider and approve the election of Mr. Yu Lei (余磊) as a non-executive Director			
6.	To consider and approve the election of Mr. Wang Linjing (王琳晶) as a non-executive Director			
7.	To consider and approve the election of Mr. Xie Deren (謝德仁) as an independent non-executive Director			
8.	To consider and approve the election of Mr. Dai Genyou (戴根有) as an independent non-executive Director			
9.	To consider and approve the election of Mr. Chen Feng (陳風) as a shareholder representative Supervisor			

Date: _____ 2019

Signature ^(Note 6): _____

Notes:

1. Please insert the number and class of shares of the Company registered in your name(s) relating to this third form of proxy (the “**Third Proxy Form**”). If the number and class are inserted, the Third Proxy Form will be deemed to relate only to those shares. If no number and class are inserted, the Third Proxy Form will be deemed to relate to all shares of the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in **BLOCK** letters.
3. Please insert the number of shares of the Company registered in your name(s) and select the class of shares (delete as appropriate). If no number and class of shares are inserted, the Third Proxy Form will be deemed to relate to all shares in the capital of the Company registered in your name(s).
4. If any proxy other than the chairman of the meeting of the Company is preferred, please cross out the words “**THE CHAIRMAN OF THE MEETING, OR**” and insert the name(s) and registered address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Company (the “**Shareholder**”) may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THE THIRD PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR” OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST” OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “ABSTAIN” OR INSERT THE RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote at his/her own discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as “Abstain”. The shares abstained will be counted in the calculation of the required majority.
6. The Third Proxy Form must be signed by you, or your attorney duly authorized in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorized.
7. In the case of joint holders of any shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the EGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
8. If the Third Proxy Form is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The Third Proxy Form and the notarized power of attorney or other authorization documents must be lodged with the Company’s H share registrar, 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) (the “**H Share Registrar**”) or the head office of the Company in the PRC at 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC (for holders of domestic shares of the Company) (the “**Head Office**”) not less than 24 hours before the time fixed for holding the EGM (i.e. before 9:00 a.m. on Thursday, 19 September 2019) (the “**Closing Time**”).

IMPORTANT: A SHAREHOLDER, WHO HAS ALREADY LODGED THE FORM OF PROXY (THE “FIRST PROXY FORM”) WHICH WAS SENT TOGETHER WITH CIRCULAR DATED 22 JULY 2019 CONTAINING THE NOTICE OF THE EGM, AND WHO HAS ALREADY LODGED THE FORM OF PROXY (THE “SECOND PROXY FORM”) WHICH WAS SENT TOGETHER WITH SUPPLEMENTAL CIRCULAR DATED 6 AUGUST 2019 SHOULD NOTE THAT:

- (a) If no Third Proxy Form is lodged with the H Share Registrar or the Head Office (as the case maybe), the First Proxy Form or the Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form or the Second Proxy Form.
 - (b) If the Third Proxy Form is lodged with the H Share Registrar or the Head Office (as the case maybe) before the Closing Time, the Third Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form or the Second Proxy Form previously lodged by him/her. The Third Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - (c) If the Third Proxy Form is lodged with the H Share Registrar or the Head Office (as the case maybe) after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Third Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form or the Second Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Third Proxy Form was lodged with the H Share Registrar or the Head Office (as the case maybe). Accordingly, Shareholders are advised to complete the Third Proxy Form carefully and lodge the Third Proxy Form with the H Share Registrar or the Head Office (as the case maybe) before the Closing Time.
9. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the EGM.