



中信建投証券股份有限公司 CSC FINANCIAL CO., LTD.

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

(Stock Code: 6066)

FORM OF PROXY FOR THE 2019 SECOND EXTRAORDINARY GENERAL MEETING (Applicable to H Shareholders)

Number of shares to which this form of proxy relates ^(Note 1)	
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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 CSC Financial Co., Ltd. (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 (the “**EGM**”) of the Company to be held at 9:30 a.m. on Tuesday, May 21, 2019 at the Shanghai Hall, Xinhai Jinjiang Hotel, 61 Jinbao Street, Dongcheng District, Beijing, China or any adjournment thereof in respect of the resolutions set out in the notice of EGM as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS ^(Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the resolution on the fulfilment of conditions for the Non-public Issuance of A Shares by the Company			
2.	To consider and approve the resolution on the Non-public Issuance of A Shares of the Company:			
	(a) class and nominal value of shares to be issued			
	(b) issue method and time			
	(c) target subscribers and subscription method			
	(d) issue price and pricing principles			
	(e) issue size			
	(f) amount and the use of proceeds			
	(g) lock-up period			
	(h) listing venue			
	(i) arrangement of accumulated profit distribution prior to the completion of the Issuance; and			
	(j) the validity period			
3.	To consider and approve the resolution on formulating the Plan for the Non-public Issuance of A Shares			
4.	To consider and approve the resolution on the Feasibility Report on the Use of Proceeds from the Non-public Issuance of the A Shares of the Company			
5.	To consider and approve the resolution for authorization to the Board to deal with relevant matters in relation to the Non-public Issuance with full discretion			

ORDINARY RESOLUTIONS ^(Note A)		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
6.	To consider and approve the resolution on the Report on the Use of Proceeds Previously Raised by the Company; and			
7.	To consider and approve the resolution on the dilution of current returns by the Non-public Issuance of A Shares and remedial measures.			

Note A: Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the circular dated April 4, 2019.

Date: _____

Signature(s)^(Note 6): _____

Notes:

1. Please delete as appropriate and insert the number of 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, this 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).
2. Please insert the full name(s) and address(es) as registered in the register of members for H Shares of the Company in **BLOCK LETTERS**. The name of all joint registered holders should be stated.
3. Please insert the number of 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 and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend the meeting and vote on his/her behalf. A proxy needs 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 in the box marked “FOR”. If you wish to vote against any resolution, please put a tick in the box marked “AGAINST”. If you wish to vote abstention on any resolution, please put a tick in the box marked “ABSTAIN”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.**
6. This form of proxy 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 legal representative or attorney or other officer duly authorized.
7. If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the Share(s) represented by that shareholder or proxy will be regarded as valid votes when the Company counts the votes with respect to that resolution.
8. 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 notarially certified copy of that power of attorney or other authority must be delivered to the Company’s H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding of the EGM (i.e. before 9:30 a.m. on Monday, May 20, 2019) or not less than 24 hours before the holding of any adjournment thereof.
9. In the event that a Shareholder appoints more than one proxy to attend the EGM, such proxies may only exercise their voting rights in a poll.
10. You are reminded that completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.