



Everbright Securities Company Limited
光大證券股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6178)

FORM OF PROXY OF HOLDERS OF H SHARES FOR USE
AT THE 2018 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD
ON DECEMBER 18, 2018 OR ANY ADJOURNMENT(S) THEREOF

| | |
|--|--|
| Number of H shares to which this Form of Proxy relates <small>(Note 1)</small> | |
|--|--|

I/We (Note 2) _____

of (address) _____

being the registered holder(s) of _____ H share(s) (Note 3) of Everbright Securities Company Limited (the "Company"),

hereby appoint **THE CHAIRMAN OF THE MEETING** or (Note 4) _____

of (address) _____

as my/our proxy to attend at the 2018 second extraordinary general meeting of the Company (the "EGM") (or at any adjournment thereof) to be held at 2:30 p.m. on Tuesday, December 18, 2018 at Jing'an International Plaza, No.1508, Xinzha Road, Jing'an District, Shanghai, the PRC. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice of the EGM dated October 31, 2018, and vote for me/us in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit. Unless the context otherwise requires, the capitalized terms used in this form of proxy shall have the same meanings as defined in the circular of the EGM dated October 31, 2018.

| ORDINARY RESOLUTIONS | | FOR <small>(Note 5)</small> | AGAINST <small>(Note 5)</small> | ABSTAIN <small>(Note 5)</small> |
|----------------------|--|-----------------------------|---------------------------------|---------------------------------|
| 1. | To consider and approve the resolution regarding the New Everbright Group Financial Products and Services Framework Agreement, the continuing connected transactions contemplated thereunder and the annual caps for the three years ending December 31, 2021 relating thereto | | | |
| 2. | To consider and approve the resolution regarding the proposed amendments to the Rules Governing the Management of Related Party Transactions | | | |
| 3. | To consider and approve the resolution regarding the proposed amendments to the Rules Governing the Management and Use of Funds Raised | | | |
| SPECIAL RESOLUTION | | FOR <small>(Note 5)</small> | AGAINST <small>(Note 5)</small> | ABSTAIN <small>(Note 5)</small> |
| 4. | To consider and approve the resolution regarding the proposed general mandate to issue onshore debt financing instruments of the Company, including: | | | |
| 4.1 | Issuer, issue size and issue method | | | |
| 4.2 | Types of debt financing instruments | | | |
| 4.3 | Term of debt financing instruments | | | |
| 4.4 | Interest rate of debt financing instruments | | | |
| 4.5 | Security and other arrangements | | | |
| 4.6 | Use of proceeds | | | |
| 4.7 | Issue price | | | |
| 4.8 | Issue target and arrangements on placement to shareholders of the Company in respect of the Company Onshore Debt Financing Instruments | | | |

| SPECIAL RESOLUTION | | FOR <i>(Note 5)</i> | AGAINST <i>(Note 5)</i> | ABSTAIN <i>(Note 5)</i> |
|--------------------|--|---------------------|-------------------------|-------------------------|
| 4.9 | Listing of debt financing instruments | | | |
| 4.10 | Safeguard measures for repayment of the Company Onshore Debt Financing Instruments | | | |
| 4.11 | Validity period of resolution | | | |
| 4.12 | Authorization for the issuance of the Company Onshore Debt Financing Instruments | | | |

Dated this _____ day of _____ 2018

Signature(s) *(Note 6)* _____

Notes:

1. Please insert the number of H Shares registered in your name(s) to which the Form of Proxy relates. If the number is inserted, the Form of Proxy will be deemed to relate to such number of H Shares inserted only. If no number is inserted, the Form of Proxy will be deemed to relate to all the H Shares in the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or in English) and address(es) (must be the same address(es) as shown in the register of members of the Company) as shown in the register of members of the Company in **BLOCK LETTERS**.
3. Please insert the number of H Shares registered in your name(s).
4. If any proxy other than the chairman of the meeting is preferred, delete 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 and vote in his/her stead. A proxy need not be a shareholder. Any alteration made to the Form of Proxy must be duly initiated by the person who signs it.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR RESOLUTIONS, PLEASE TICK IN THE BOX MARKED “FOR” OR INSERT THE NUMBER OF H SHARE(S) YOU HOLD. IF YOU WISH TO VOTE AGAINST SUCH RESOLUTIONS, PLEASE TICK IN THE BOX MARKED “AGAINST” OR INSERT THE NUMBER OF H SHARE(S) YOU HOLD. IF YOU WISH TO ABSTAIN FOR VOTE, PLEASE TICK IN THE BOX MARKED “ABSTAIN” OR INSERT THE NUMBER OF H SHARE(S) YOU HOLD.** The Shares abstained will be counted in the calculation of the required majority. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be counted as “abstained”. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his/her discretion on any other resolution duly put to the EGM other than those referred to in the notice of the EGM.
6. The Form of Proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under seal or under the hand of a director thereof or an attorney duly authorized to sign the same. In case of joint holders of the Shares, the Form of Proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
7. To be valid, the Form of Proxy, together with a notarially certified copy of the power of attorney or other authority if it is signed by a person on behalf of the appointor, must be delivered to 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 the purpose of H shareholders) no later than 24 hours before the time appointed for convening the EGM or voting by poll (i.e. at 2:30 p.m. on Monday, December 17, 2018).
8. Where there are joint holders of any H Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such H Shares as if he were solely entitled thereto. However, if more than one of such joint holders are present at the EGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such H Shares shall alone be entitled to vote in respect thereof. A proxy need not be a shareholder. 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.
9. Please note that completion and return of the Form of Proxy will not preclude the shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.