



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)

SECOND 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 Second Form of Proxy relates *(Note 1)*

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, 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 the supplemental notice of the EGM of the Company dated December 4, 2018 (the "Supplemental Notice"), 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 second form of proxy (the "Second Form of Proxy") shall have the same meanings as defined in the circular of the EGM dated October 31, 2018.

ORDINARY RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
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 RESOLUTIONS		FOR <i>(Note 5)</i>	AGAINST <i>(Note 5)</i>	ABSTAIN <i>(Note 5)</i>
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			
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			
5.	To consider and approve the resolution regarding the amendments to the Articles of Association			

* Further details of the above resolutions are set out in the circular of the EGM of the Company dated October 31, 2018 and in the Supplemental Notice of the EGM of the Company dated December 4, 2018.

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 Second Form of Proxy relates. If the number is inserted, the Second Form of Proxy will be deemed to relate to such number of H Shares inserted only. If no number is inserted, the Second 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 Second 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 Second Form of Proxy must be signed by you or your attorney duly authorised 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 authorised to sign the same. In case of joint holders of the Shares, the Second 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 Second 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 (i.e. at 2:30 p.m. on Monday, December 17, 2018) or any adjournment thereof.
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. Shareholders who intend to appoint a proxy to attend the EGM but have not returned the form of proxy sent together with the Notice (the “**First Form of Proxy**”) shall only return the Second Form of Proxy while the First Form of Proxy needs not to be returned. The First Form of Proxy is superseded by the Second Form of Proxy.
10. **Shareholders who have returned the First Form of Proxy shall note that:**
 - (a) Since the relevant resolutions have been amended (as disclosed in the Supplemental Notice), if the shareholder has not returned the Second Form of Proxy no later than 24 hours before the time appointed for convening the EGM (i.e. at 2:30 p.m. on Monday, December 17, 2018) or any adjournment thereof, the First Form of Proxy which has been duly completed and returned by such shareholder will be treated as an invalid form of proxy. The votes casted by the proxy so appointed pursuant to the First Form of Proxy on the resolutions as set out in the First Form of Proxy will be deemed to be invalid.
 - (b) If the shareholder has returned the Second Form of Proxy no later than 24 hours before the time appointed for convening the EGM (i.e. at 2:30 p.m. on Monday, December 17, 2018) or any adjournment thereof, the First Form of Proxy previously returned by the shareholder shall be revoked and superseded by the Second Form of Proxy. The Second Form of Proxy which has been duly completed will be deemed as a valid form of proxy.
11. Please note that completion and return of the Second 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.