



光大證券股份有限公司

Everbright Securities Company Limited

(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 2020 THIRD EXTRAORDINARY GENERAL MEETING
TO BE HELD ON DECEMBER 15, 2020 OR ANY ADJOURNMENT(S) THEREOF**

Number of H Shares to which this
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 the 2020 third extraordinary general meeting of the Company (the "EGM") (or at any adjournment thereof) to be held at 2:30 p.m. on Tuesday, December 15, 2020 at Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC, and vote for me/us in respect of the resolutions as set out in the notice of EGM of the Company dated October 29, 2020 as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the resolutions regarding the proposed amendments to the Rules Governing the Management of Related Party Transactions of Everbright Securities Company Limited			

ORDINARY RESOLUTIONS (by way of cumulative voting)		Vote Casted (shares) ^(Note 6)
2.	To consider and approve the resolutions regarding the election of directors of the sixth session of the board of the Company	Fill in the number of "For" votes
2.1	To consider and approve the resolution regarding the election of Mr. Yan Jun as an executive director of the sixth session of the board of the Company	_____ shares
2.2	To consider and approve the resolution regarding the election of Mr. Liu Qiuming as an executive director of the sixth session of the board of the Company	_____ shares
2.3	To consider and approve the resolution regarding the election of Mr. Song Bingfang as a non-executive director of the sixth session of the board of the Company	_____ shares
2.4	To consider and approve the resolution regarding the election of Mr. Fu Jianping as a non-executive director of the sixth session of the board of the Company	_____ shares
2.5	To consider and approve the resolution regarding the election of Mr. Yin Lianchen as a non-executive director of the sixth session of the board of the Company	_____ shares
2.6	To consider and approve the resolution regarding the election of Mr. Chan Ming Kin as a non-executive director of the sixth session of the board of the Company	_____ shares
2.7	To consider and approve the resolution regarding the election of Mr. Tian Wei as a non-executive director of the sixth session of the board of the Company	_____ shares
2.8	To consider and approve the resolution regarding the election of Mr. Yu Mingxiong as a non-executive director of the sixth session of the board of the Company	_____ shares
3.	To consider and approve the resolutions regarding the election of independent non-executive directors of the sixth session of the board of the Company	Fill in the number of "For" votes
3.1	To consider and approve the resolution regarding the election of Mr. Wang Yong as an independent non-executive director of the sixth session of the board of the Company	_____ shares
3.2	To consider and approve the resolution regarding the election of Mr. PO Wai Kwong as an independent non-executive director of the sixth session of the board of the Company	_____ shares
3.3	To consider and approve the resolution regarding the election of Mr. Ren Yongping as an independent non-executive director of the sixth session of the board of the Company	_____ shares
3.4	To consider and approve the resolution regarding the election of Mr. Yin Junming as an independent non-executive director of the sixth session of the board of the Company	_____ shares
3.5	To consider and approve the resolution regarding the election of Mr. Liu Yunhong as an independent non-executive director of the sixth session of the board of the Company	_____ shares

4.	To consider and approve the resolutions regarding the election of supervisors of the sixth session of the supervisory committee of the Company	Fill in the number of “For” votes
4.1	To consider and approve the resolution regarding the election of Mr. Liu Jiping as a supervisor of the sixth session of the supervisory committee of the Company	shares
4.2	To consider and approve the resolution regarding the election of Mr. Wu Chunsheng as a supervisor of the sixth session of the supervisory committee of the Company	shares
4.3	To consider and approve the resolution regarding the election of Mr. Wang Hongyang as a supervisor of the sixth session of the supervisory committee of the Company	shares
4.4	To consider and approve the resolution regarding the election of Mr. Yang Weirong as a supervisor of the sixth session of the supervisory committee of the Company	shares
4.5	To consider and approve the resolution regarding the election of Mr. Zhu Wuxiang as a supervisor of the sixth session of the supervisory committee of the Company	shares
4.6	To consider and approve the resolution regarding the election of Mr. Cheng Fengchao as a supervisor of the sixth session of the supervisory committee of the Company	shares

Date: _____ 2020

Signature(s) ^(Note 7): _____

Notes:

- Please insert the number of H Shares registered in your name(s) to which this form of proxy relates. If the number is inserted, this form of proxy will be deemed to relate to such number of H Shares inserted only. If no number is inserted, this form of proxy will be deemed to relate to all the H Shares in the Company registered in your name(s).
- 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**.
- Please insert the number of H Shares registered in your name(s).
- 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 needs not be a Shareholder. Any alteration made to this form of proxy must be duly initiated by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “FOR” OR INSERT THE NUMBER OF H SHARE(S) YOU HOLD. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, 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.
- IMPORTANT:**
 - Pursuant to the articles of association of the Company, voting at the meeting in respect of resolutions in relation to the proposed election of Directors, independent non-executive Directors and Supervisors (as the case may be) shall be conducted by way of cumulative voting. In respect of these resolutions, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the Director, independent non-executive Director or Supervisor candidates.
 - The cumulative voting will be conducted separately by three categories of (i) the Directors; (ii) the independent non-executive Directors and (iii) the Supervisors, i.e. (i) for the election of the Directors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed Directors, i.e. 8, and this particular allocation of votes may only be cast on the proposed Director candidates; (ii) for the election of independent non-executive Directors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed independent non-executive Directors, i.e. 5, and this particular allocation of votes may only be cast on the proposed independent non-executive Director candidates; and (iii) for the election of Supervisors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed Supervisors, i.e. 6, and this particular allocation of votes may only be cast on the proposed Supervisor candidates.

For illustration, if you hold 100 shares, the total number of votes you may cast in respect of resolutions no. 2.1 to 2.8 will be 800 votes, and this particular allocation of votes may only be cast on the proposed Director candidates; the total number of votes you may cast in respect of resolutions no. 3.1 to 3.5 will be 500 votes, and this particular allocation of votes may only be cast on the proposed independent non-executive Directors candidates; and the total number of votes you may cast in respect of resolutions no. 4.1 to 4.6 will be 600 votes, and this particular allocation of votes may only be cast on the proposed Supervisor candidates.
 - Please note with particular attention that, if the total number of votes you have cast are less than or equal to the maximum number of votes you may cast in respect of that particular category, your votes shall be valid and the votes not cast shall be deemed to have been waived by you; if the total number of votes you have cast exceeds the maximum votes you have, all the votes cast by you shall be invalid and you shall be deemed as having waived your right to vote.

For illustration, if you hold 100 shares and have cast 800 votes or less in respect of resolutions no. 2.1 to 2.8, your votes shall be valid and the votes not cast shall be deemed to have been waived by you. However, if you have cast more than 800 votes in respect of resolutions no. 2.1 to 2.8, all the votes cast by you shall be invalid and you shall be deemed as having waived your right to vote on such resolutions. Similar ruling shall also be applied to resolutions no. 3.1 to 3.5 and no. 4.1 to 4.6.
- 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 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, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
- To be valid, this 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) not less than 24 hours before the time for holding the EGM or the time appointed for voting by poll (i.e. at 2:30 p.m. on Monday, December 14, 2020).
- 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 needs 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.
- 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.