



海通证券股份有限公司

HAITONG SECURITIES CO., LTD.*

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

(Stock Code: 6837)

FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 15 APRIL 2020

Number of H Shares to which
this form of proxy relates^(Note 1)

I/We^(Note 2)

of

being shareholder(s) of _____ H Shares^(Note 3) of Haitong Securities Co., Ltd. (the "Company"),
hereby appoint the Chairman of the meeting or^(Note 4)

of

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting ("EGM") of the Company to be held at Conference Room, 3/F, Haitong Securities Building, No. 689 Guangdong Road, Huangpu District, Shanghai, the PRC on Wednesday, 15 April 2020 at 2:00 p.m. and any adjournment thereof. I/We direct that my/our votes be cast on the resolutions set out in the Notice of the EGM dated 15 April 2020 as indicated in the appropriate boxes below, and, if no such indications are given, as my/our proxy thinks fit.

Ordinary Resolution		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the resolution regarding the dilution of current returns of the non-public issuance of A Shares of the Company and the remedial measures (second revision proof)			

Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the resolution regarding the satisfaction of the conditions of the non-public issue of A Shares of the Company			
2.	To consider and approve the resolution regarding the adjustments to the non-public issue of A Shares of the Company, including:			
	2.01 Class and nominal value of shares to be issued			
	2.02 Method and time of the issuance			
	2.03 Target subscribers and subscription method			
	2.04 Number of shares to be issued and amount of proceeds to be raised			
	2.05 Issuance price and pricing principle			
	2.06 Use of proceeds			
	2.07 Lock-up period			
	2.08 Place of listing			
	2.09 Arrangement for the retained profits of the Company prior to the issuance			
	2.10 Validity period of the resolution			
3.	To consider and approve the resolution regarding the proposal on the non-public issue of A Shares of the Company (second revision proof)			

* For identification purpose only

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 supplemental agreements to the conditional subscription agreements entered into with the specific target subscribers, including:			
	4.01 Supplemental Agreement to the Subscription Agreement entered into between Shanghai Guosheng Group Assets Co., Ltd. and Haitong Securities Co., Ltd.			
	4.02 Supplemental Agreement to the Subscription Agreement entered into between Shanghai Haiyan Investment Management Company Limited and Haitong Securities Co., Ltd.			
	4.03 Supplemental Agreement to the Subscription Agreement entered into between Bright Food (Group) Co., Ltd. and Haitong Securities Co., Ltd.			
	4.04 Supplemental Agreement to the Subscription Agreement entered into between Shanghai Electric (Group) Corporation and Haitong Securities Co., Ltd.			
5.	To consider and approve the proposal regarding the related party transactions involved in the Company's non-public issue of A shares			
6.	To consider and approve the resolution regarding the grant of authorisation by the general meeting to the Board and the delegation of powers by the Board to the management to deal with all matters relating to the non-public issue of A Shares of the Company			

Date: _____ 2020

Signature^(Note 6): _____

Notes:

- Please insert the number of H Shares registered in your name(s) to which this form of proxy relates. This form of proxy will be deemed to relate to such number of H Shares inserted. 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) 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 stead. A proxy need not be a shareholder of the Company. 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 discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution duly put to the EGM other than those referred to in the notice convening the EGM.
- This 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 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 is signed by a person on behalf of the appointor 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, 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 the EGM (i.e. 2:00 p.m. on Tuesday, 14 April 2020) or not less than 24 hours before the time appointed for voting by poll.
- 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 is 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 of the Company. 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.