



(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 华泰证券股份有限公司 and carrying on business in Hong Kong as HTSC)

(Stock Code: 6886)

## FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT THE EGM TO BE HELD ON 13 SEPTEMBER 2016

Number of H Shares to which this form of proxy relates <sup>(Note 1)</sup>

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being Shareholders(s) of \_\_\_\_\_ H Shares <sup>(Note 3)</sup> of the **Company**,  
**HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or <sup>(Note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM of the Company to be held at Meeting Room 2, 2nd Floor, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Tuesday, 13 September 2016 at 2:00 p.m. or any adjournment thereof. I/We direct that my/our votes be cast on the resolution set out in the notice of the EGM dated 29 July 2016 as indicated in the appropriate boxes below, and, if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, the capitalised terms used herein shall have the same meaning as those defined in the notice of EGM dated 29 July 2016.

Ordinary Resolution		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the resolution on the provision of the net capital guarantee for the Company's wholly-owned subsidiary Huatai Securities (Shanghai) Asset Management Co., Ltd.			

Date: \_\_\_\_\_ 2016 Signature <sup>(Note 6)</sup>: \_\_\_\_\_

### 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) 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 need 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.**
- 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 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, if this form of proxy is signed by a person on behalf of the appointor, a notarially certified copy of the 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 (for the purpose of holders of H Shares of the Company) not less than 24 hours before the time for holding the EGM or 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 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.