



(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 21 DECEMBER 2016

Number of H Shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
of _____
being Shareholders(s) of _____ H Shares ^(Note 3) of 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 EGM of the Company to be held at Ballroom, 2nd Floor, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Wednesday, 21 December 2016 at 1:30 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 4 November 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 4 November 2016.

Special Resolutions		VOTING		
		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	Proposal in relation to the Amendments to the Articles of Association			
2.	Proposal in relation to the Amendment to the Rules of Procedures of the General Meeting			
Ordinary Resolutions		VOTING		
3.	Proposal in relation to the Appointment of Members of the Fourth Session of the Board	<div style="text-align: center;"> For The resolution is voted on by cumulative poll (Number of votes) ^(Note 6) A total of seven executive Director and non-executive Directors are elected </div>		
	<i>Candidates for executive Director and non-executive Directors of the fourth session of the Board</i>			
3.1	To consider and approve the appointment of Mr. Zhou Yi as an executive Director of the fourth session of the Board			
3.2	To consider and approve the appointment of Ms. Pu Baoying as a non-executive Director of the fourth session of the Board			
3.3	To consider and approve the appointment of Mr. Gao Xu as a non-executive Director of the fourth session of the Board			
3.4	To consider and approve the appointment of Mr. Chen Ning as a non-executive Director of the fourth session of the Board			
3.5	To consider and approve the appointment of Mr. Sun Hongning as a non-executive Director of the fourth session of the Board			
3.6	To consider and approve the appointment of Mr. Xu Qing as a non-executive Director of the fourth session of the Board			
3.7	To consider and approve the appointment of Mr. Zhou Yong as a non-executive Director of the fourth session of the Board			
	<i>Candidates for independent non-executive Directors of the fourth session of the Board</i>	<div style="text-align: center;"> For The resolution is voted on by cumulative poll (Number of votes) ^(Note 6) A total of five independent non-executive Directors are elected </div>		
3.8	To consider and approve the appointment of Mr. Chen Chuanming as an independent non-executive Director of the fourth session of the Board			

Ordinary Resolutions		VOTING
3.9	To consider and approve the appointment of Mr. Liu Hongzhong as an independent non-executive Director of the fourth session of the Board	
3.10	To consider and approve the appointment of Mr. Lee Chi Ming as an independent non-executive Director of the fourth session of the Board	
3.11	To consider and approve the appointment of Mr. Yang Xiongsheng as an independent non-executive Director of the fourth session of the Board	
3.12	To consider and approve the appointment of Ms. Liu Yan as an independent non-executive Director of the fourth session of the Board	
4.	Proposal in relation to the Appointment of Members of the Fourth Session of the Supervisory Committee	<p style="text-align: center;">For</p> <p style="text-align: center;">The resolution is voted on by cumulative poll (Number of votes) ^(Note 6)</p> <p style="text-align: center;">A total of four non-employee representative Supervisors are elected</p>
4.1	To consider and approve the appointment of Mr. Wang Huiqing as a non-employee representative Supervisor of the fourth session of the Supervisory Committee	
4.2	To consider and approve the appointment of Mr. Du Wenyi as a non-employee representative Supervisor of the fourth session of the Supervisory Committee	
4.3	To consider and approve the appointment of Ms. Liu Zhihong as a non-employee representative Supervisor of the fourth session of the Supervisory Committee	
4.4	To consider and approve the appointment of Mr. Yu Yimin as a non-employee representative Supervisor of the fourth session of the Supervisory Committee	

Date: _____ 2016 Signature ^(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) 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 FROM VOTING, 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: Resolutions 3 and 4 shall adopt the method of cumulative poll. Please indicate by inserting the number of votes in the space provided as to how you wish your votes to be cast.**
 - You shall be entitled to such number of votes as shall be equal to the number of Shares held by you multiplied by the number of executive Directors and non-executive Directors upon whom you can vote, when electing executive Directors and non-executive Directors. Such votes may only be voted for the candidates of the executive Directors and non-executive Directors, and the candidates who have the most votes shall be appointed. The total number of votes cast by you for one or several executive Director and non-executive Director candidates shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several executive Director and non-executive Director candidate(s) is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
 - You shall be entitled to such number of votes as shall be equal to the number of Shares held by you multiplied by the number of independent non-executive Directors upon whom you can vote, when electing independent non-executive Directors. Such votes may only be voted for the candidates of the independent non-executive Directors, and the candidates who have the most votes shall be appointed. The total number of votes cast by you for one or several independent non-executive Director candidate(s) shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several independent non-executive Director candidates is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
 - You shall be entitled to such number of votes as shall be equal to the number of Shares held by you multiplied by the number of non-employee representative Supervisors upon whom you can vote, when electing non-employee representative Supervisors. Such votes may only be voted for the candidates of the non-employee representative Supervisors, and the candidates who have the most votes shall be appointed. The total number of votes cast by you for one or several non-employee representative Supervisor candidates shall not be in excess of the number of votes to which you are entitled, otherwise such vote shall be invalid. Where the total number of votes cast for one or several non-employee representative Supervisor candidates is less than the number of votes to which you are entitled, such vote shall be valid, and the voting rights attached to the difference between the votes actually cast and the votes which you are entitled to cast shall be deemed to have been waived.
- 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.