



(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)

## THE REVISED FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT THE AGM TO BE HELD ON JUNE 21, 2017

Number of H Shares to which this revised form of proxy relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being Shareholders(s) of \_\_\_\_\_ H Shares <sup>(Note 3)</sup>,  
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 AGM to be held at Grand Ballroom, 2nd Floor, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Wednesday, June 21, 2017 at 1:00 p.m. or any adjournment thereof. I/We direct that my/our votes be cast on the resolutions set out in the revised notice of AGM dated June 1, 2017 as indicated in the appropriate boxes below, and, if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated in this form of proxy, the capitalised terms used herein shall have the same meaning as those defined in the revised notice of AGM dated June 1, 2017.

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the 2016 Work Report of the Board			
2.	To consider and approve the 2016 Work Report of the Supervisory Committee			
3.	To consider and approve the 2016 Final Financial Report			
4.	To consider and approve the 2016 Profit Distribution Plan			
5.	To consider and approve the 2016 Annual Report			
6.	To consider and approve the resolution on the Estimated Ordinary Transactions with Related Parties of the Company for 2017: <sup>(Note)</sup>			
6.1	Ordinary connected transactions with Jiangsu Guoxin Investment Group Limited and its affiliated companies			
6.2	Ordinary connected transactions with Jiangsu Communications Holding Co., Ltd. and its affiliated companies			
6.3	Ordinary connected transactions with other related parties			
7.	To consider and approve the resolution on the Estimated Investment Amount for the Proprietary Business of the Company for 2017			
8.	To consider and approve the resolution on the Election of Mr. Xu Feng as a Non-executive Director of the Fourth Session of the Board of the Company			
9.	To consider and approve the resolution on the Re-appointment of the Accounting Firm of the Company for 2017			
10.	To consider and approve the resolution on the Revision of Working System for Independent Directors of Huatai Securities Co., Ltd.			
11.	To consider and approve the resolution on the Company's Provision of Guarantee on the Net Capital of the Company's Wholly-owned Subsidiary Huatai Securities (Shanghai) Asset Management Co., Ltd.			
12.	To consider and approve the resolution on the Dilution of Current Returns and Remedial Measures upon the Non-Public Issuance of New A Shares of the Company			
13.	To consider and approve the resolution on the Company's Shareholders' Interim Return Plan for the Years from 2017 to 2019			

Special Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
14.	To consider and approve the resolution on General Authorization of the Company's Domestic and Foreign Debt Financing Instruments			
15.	To consider and approve the resolution on the Grant of General Mandate to Issue Shares to the Board			
16.	To consider and approve the resolution on the Company's Compliance with the Conditions of Non-Public Issuance of New A Shares			
17.	To consider and approve the resolution on the Feasibility Analysis Report on the Use of Proceeds Raised from the Company's Non-Public Issuance of New A Shares			
18.	To consider and approve the resolution on Report on the Use of the Proceeds Raised in the Previous Issuance of Shares of the Company			
19.	To consider and approve the resolution on Proposal of the Company's Non-Public Issuance of New A Shares: <sup>(note)</sup>			
19.1	Type and nominal value of Shares			
19.2	Way and time of issuance			
19.3	Number of issuance			
19.4	Issuance price and pricing principle			
19.5	Target subscribers and way of subscription			
19.6	Lock-up period arrangement			
19.7	Amount and use of proceeds			
19.8	Distribution of profit			
19.9	Place of listing of the new A Shares to be issued			
19.10	Validity of the resolution in respect of the Non-Public Issuance			
20.	To consider and approve the resolution on Authorization for the Board and Its Authorized Persons to Consider Relevant Matters of the Non-Public Issuance of New A Shares			
21.	To consider and approve the resolution on the Proposed Amendments to the Articles of Association			

**Note:** If you vote for or against or abstain in the vote on resolution 6 and/or resolution 19 (as the case may be), it is deemed that you made same voting on resolutions 6.1 to 6.3 and/or resolutions 19.1 to 19.10 (as the case may be). For instance, if you vote for resolution 6, it is deemed that you vote for resolutions 6.1 to 6.3.

**Date:** \_\_\_\_\_ **Signature** <sup>(Note 7)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number of H Shares registered in your name(s) to which this revised form of proxy relates. This revised form of proxy will be deemed to relate to such number of H Shares inserted. If no number is inserted, this revised 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. Any alteration made to this revised 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 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 revised form of proxy, your proxy will also be entitled to vote at his/her discretion on any resolution duly put to the AGM other than those referred to in the notice convening the AGM.**
- This revised 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 Shares, this revised 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 revised form of proxy is signed by a person on behalf of the appointor, a notarially certified copy of 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) not less than 24 hours before the time for holding the AGM or the time appointed for voting by poll.
- If a Shareholder has not yet returned the original form of proxy dispatched by the Company on May 5, 2017 (the "Original Form of Proxy") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the AGM on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
- If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
  - If no revised form of proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions as set out in this supplementary circular and the revised notice of AGM.
  - If the revised form of proxy is returned by the Shareholder not less than 24 hours before the time for holding the AGM, the revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
  - If the revised form of proxy is returned by the Shareholder after the closing time set out in the revised notice of AGM, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions as set out in this supplementary circular and the revised notice of AGM.
- Shareholders are reminded that completion and return of this revised form of proxy will not preclude them from attending and voting in person at the AGM.
- Where there are joint holders of any H Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such H Shares as if he/she were solely entitled thereto. However, if more than one of such joint holders are present at the AGM, 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 AGM, such proxies may only exercise their voting rights in a poll.