



(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)

REVISED FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT THE AGM TO BE HELD ON JUNE 13, 2018

Number of H Shares to which this revised form of proxy relates <i>(Note 1)</i>	
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I/We *(Note 2)* _____

of _____

being Shareholders(s) of _____ H Shares *(Note 3)*,

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 AGM to be held at the Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the PRC on Wednesday, June 13, 2018 at 1:30 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 the AGM dated May 24, 2018 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 revised form of proxy, the capitalised terms used herein shall have the same meaning as those defined in the revised notice of AGM dated May 24, 2018.

ORDINARY RESOLUTIONS		For <i>(note 5)</i>	Against <i>(note 5)</i>	Abstain <i>(note 5)</i>
1.	To consider and approve the 2017 Work Report of the Board			
2.	To consider and approve the 2017 Work Report of the Supervisory Committee			
3.	To consider and approve the 2017 Final Financial Report			
4.	To consider and approve the 2017 Annual Report			
5.	To consider and approve the resolution on the estimated ordinary transactions with related parties of the Company for 2018: <i>(Note)</i>			
5.1	Ordinary connected transactions with Jiangsu Guoxin Investment Group Limited and its affiliated companies			
5.2	Ordinary connected transactions with Jiangsu Communications Holding Co., Ltd. and its affiliated companies			
5.3	Ordinary connected transactions with Govtor Capital Group Co., Ltd. and its affiliated companies			
5.4	Ordinary connected transactions with Jiangsu SOHO Holdings Group Co., Ltd. and its affiliated companies			
5.5	Ordinary connected transactions with other related parties			
6.	To consider and approve the resolution on the estimated investment amount for the proprietary business of the Company for 2018			
7.	To consider and approve the resolution on the re-appointment of the accounting firm of the Company for 2018			
8.	To consider and approve the resolution on amendments to the Regulations on the Management of Transactions with Related Parties of Huatai Securities Co., Ltd.			
9.	To consider and approve the resolution on the election of Mr. Chen Zhibin as an independent non-executive Director of the fourth session of the Board of the Company			
SPECIAL RESOLUTIONS		For <i>(note 5)</i>	Against <i>(note 5)</i>	Abstain <i>(note 5)</i>
10.	To consider and approve the 2017 Profit Distribution Plan			
11.	To consider and approve the resolution on amendments to the Articles of Association			
12.	To consider and approve the resolution on the grant of general mandate to the Board to issue Shares			
13.	To consider and approve the resolution on the proposed extension of the validity period of resolution of the general meeting on the Non-public Issuance			
14.	To consider and approve the resolution on the proposed extension of the validity period of authorisation granted by the general meeting to the Board and its authorised persons to deal with matters in respect of the Non-public Issuance			

Note: If you vote for or against or abstain in the vote on resolution 5 only, it is deemed that you made same voting on resolutions 5.1 to 5.5. For instance, if you vote for resolution 5 only, it is deemed that you vote for resolutions 5.1 to 5.5.

Date: _____

Signature(s) ^(note 7): _____

Notes:

1. 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).
2. 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.
3. Please insert the number of H Shares registered in your name(s).
4. If any proxy other than the Chairman of the AGM 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.
5. **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 unrecognisable 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 and the revised notice convening the AGM.**
6. This revised 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 revised form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
7. To be valid, 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.
8. If a Shareholder has not yet returned the original form of proxy dispatched by the Company on April 26, 2018 (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.
9. If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
 - a) 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 returned 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 the supplemental circular and the revised notice of AGM.
 - b) If the revised form of proxy is returned by the Shareholder no less than 24 hours before the time appointed for the AGM, the revised form of proxy will be treated as a valid form of proxy returned by the Shareholder if duly completed.
 - c) If the revised form of proxy is returned by the Shareholder after the closing time as 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 returned by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy 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 the supplemental circular and the revised notice of AGM.
10. Completion and return of this revised form of proxy will not preclude you from attending and voting at the AGM in person should you so desire.
11. 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 is 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.