



**中国银河证券股份有限公司**  
**CHINA GALAXY SECURITIES CO., LTD.**

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

(Stock Code: 06881)

**FORM OF PROXY**  
**FOR THE H SHARE CLASS MEETING**

|  |  |
|--|--|
| Number of H Shares to which this form of proxy relates<br>(Note 2) |  |
|--|--|

I/We (Note 1) \_\_\_\_\_  
of (Note 1) \_\_\_\_\_  
being the shareholder(s) of \_\_\_\_\_ H Shares (Note 2)  
of China Galaxy Securities Co., Ltd. (the "Company"), hereby appoint the Chairman of the meeting or  
\_\_\_\_\_ of  
\_\_\_\_\_ (Note 3)

as my/our proxy to attend and vote for me/us and on my/our behalf at the H Share Class Meeting to be held at Donghua Hall, 11th Floor, Beijing Minzu Hotel, No.51 Fuxingmen Inner Street, Xicheng District, Beijing, the PRC on Thursday, 26 March 2015 at 11:10 a.m. or immediately after the conclusion of the Domestic Share Class Meeting or any adjournment thereof (whichever is the later), or at any adjournment of the H Share Class Meeting, as indicated hereunder in respect of the following resolutions. In the absence of any indication, the proxy may vote at his/her own discretion.

| Special Resolutions |   | For (Note 4) | Against (Note 4) | Abstain (Note 4) |
|---------------------|---|--------------|------------------|------------------|
| 1.                  | To consider and approve the New H Share Issue   |              |                  |                  |
| 2.                  | To consider and approve the extension of the validity period of the A Share Offering plan                           |              |                  |                  |
| 3.                  | To consider and approve the extension of the validity period of the Authorisations concerning the A Share Offering  |              |                  |                  |
| 4.                  | To consider and approve the amendments to the Articles of Association   |              |                  |                  |
| 5.                  | To consider and approve the amendment to the Rules of Procedure of the Shareholders' general meeting of the Company |              |                  |                  |

Details of the above resolutions are set out in the circular to the shareholders of the Company dated 9 February 2015.

Date: \_\_\_\_\_

Signature (Note 5, 6 and 7): \_\_\_\_\_

**Notes:**

- Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of H Shares in the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the H Shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting" 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. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, PLEASE PLACE A "✓" IN THE BOX MARKED "ABSTAIN".** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting. The shares abstained will be counted in the calculation of the required majority.
- This 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 legal representative or an attorney duly authorized to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarized.
- Where there are joint holders of any shares, the one whose name stands first in the register of members shall alone be entitled to attend and vote at the meeting in respect of such shares.
- In order to be valid, this form of proxy together with any power of attorney or other documents of authorization (if any) must be deposited at the Company's H Share registrar, Computershare Hong Kong Investors Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 24 hours before the time of the meeting or any adjourned meeting.