



国联证券股份有限公司
GUOLIAN SECURITIES CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 01456)

**PROXY FORM OF SHAREHOLDERS OF
GUOLIAN SECURITIES CO., LTD. (THE "COMPANY") FOR USE
AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY
TO BE HELD ON 19 OCTOBER 2015 (THE "EGM")
AND ANY ADJOURNMENT THEREOF**

Number of shares and the relevant class of shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
of _____
being shareholder(s) of _____ domestic shares/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 9:00 a.m.,
on Monday, 19 October 2015 at 9th Floor, No. 8 Jinrong One Street, Wuxi, Jiangsu Province, the People's Republic of
China and any adjournment thereof. I/We direct that my/our votes be cast on the resolution set out in the notice of the
EGM dated 2 September 2015 as indicated in the appropriate boxes below, and, if no such indications 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 2 September 2015.

Ordinary Resolution		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the proposal regarding the adjustment to the scale of operation of the proprietary trading business of the Company.			

Date: _____ Signature ^(Note 6): _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy form relates. This proxy form will be deemed to relate to such number of shares of the Company inserted. If no number is inserted, this form of proxy will be deemed to relate to all 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 shares of the Company 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 of the Company. 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 share(s) you hold. If you wish to vote against any resolution, please tick in the box marked "Against" or insert the number of share(s) you hold. If you wish to abstain for vote, please tick in the box marked "Abstain" or insert the number of share(s) of the Company 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 discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution duly put to the EGM other than those referred to in the notice convening the EGM.
- This proxy form 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 proxy form must be signed by the joint holder whose name stands first in the register of members of the Company.
- To be valid, this proxy form, if signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered, for holders of the H Shares of the Company, to the H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or, for holders of the domestic shares of the Company, to the headquarters of the Company in the PRC at 9th Floor, No.8, Jinrong One Street, Wuxi, Jiangsu Province, the PRC 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 shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares of the Company as if he were solely entitled thereto. However, if more than one of such joint holders is 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 shares of the Company shall alone be entitled to vote in respect thereof. A proxy need not be a shareholder of the Company. 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.