



# Everbright Securities Company Limited

## 光大證券股份有限公司

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

(Stock Code: 6178)

### FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT THE 2017 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON APRIL 17, 2017

Number of H shares to which this form of proxy relates <sup>(Note 1)</sup>	
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I/We<sup>(Note 2)</sup> \_\_\_\_\_

of (address) \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ H share(s)<sup>(Note 3)</sup> of Everbright Securities Company Limited  
(the "Company"), hereby appoint **THE CHAIRMAN OF THE MEETING** or<sup>(Note 4)</sup> \_\_\_\_\_

of (address) \_\_\_\_\_

as my/our proxy to attend at the 2017 second extraordinary general meeting of the Company (the "EGM") (or at any adjournment thereof) to be held at 2:30 p.m. on Monday, April 17, 2017 at the conference room 1320, Tower A, China Everbright Center, No. 25 Taipingqiao Avenue, Xicheng District, Beijing, PRC for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice of the EGM, and vote for me/us in respect of the resolution as indicated below, or, if no such indication is given, as my/our proxy thinks fit. Unless the context otherwise requires, the capitalized terms used herein shall have the same meanings as defined in the circular of the EGM dated February 28, 2017.

	SPECIAL RESOLUTIONS	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve the resolution on amendments to the Articles of Association.			
2.	To consider and approve the resolution on general mandate to issue onshore debt financing instruments, including:			
	2.1 issuer, issue size and issue method			
	2.2 types of debt financing instruments			
	2.3 term of debt financing instruments			
	2.4 interest rate of debt financing instruments			
	2.5 security and other arrangements			
	2.6 use of proceeds			
	2.7 issue price			
	2.8 issue target and arrangements on placement to Shareholders			
	2.9 listing of debt financing instruments			
	2.10 safeguard measures for repayment of the Company Onshore Debt Financing Instruments			
	2.11 validity period of resolution			
	2.12 authorization for the issuance of the Company Onshore Debt Financing Instruments			

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature(s)<sup>(Note 6)</sup> : \_\_\_\_\_

*Notes:*

1. 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).
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 of the Company) 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 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.
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 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.
6. 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.
7. To be valid, this form of proxy, together with a notarially certified copy of the power of attorney or other authority if it is signed by a person on behalf of the appointor, 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 H Shareholders) not less than 24 hours before the time for holding the EGM or the time appointed for voting by poll.
8. 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.
9. Please note that completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.