

恒 投 證 券

HENGTOU SECURITIES

(a joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name “恒泰证券股份有限公司” and carrying on business in Hong Kong as “恒投證券” (in Chinese) and “HENGTOU SECURITIES” (in English))

(the “Company”)
(Stock Code: 01476)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 16 JUNE 2017 AND ANY ADJOURNMENT THEREOF

Number of shares to which this proxy form relates ^(Note 1)	
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I/We^(Note 2) _____
of (address) _____
being the registered holder(s) of _____
domestic shares/H shares^(Note 3) of RMB1.00 each in the share capital of the Company, hereby appoint **the chairman of the meeting, or**^(Note 4) _____
of (address) _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company for the year 2016 (the “AGM”) to be held at the meeting room of Grand Mercure Beijing Central, 6 Xuan Wu Men Nei Avenue, Xi Cheng District, Beijing, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Friday, 16 June 2017 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of AGM dated 28 April 2017. In the absence of any indication, the proxy may vote at his/her own discretion.

	Ordinary Resolutions	For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To receive, consider and approve the report of the board (the “Board”) of directors (the “Directors”) of the Company for the year ended 31 December 2016;			
2.	To receive, consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2016;			
3.	To receive, consider and approve the annual report of the Company for year ended 31 December 2016;			
4.	To consider and approve the Company’s profit distribution plan for the year ended 31 December 2016, namely no profit distribution of the Company for the year ended 31 December 2016;			
5.	To receive, consider and approve the Company’s final accounts report for the year ended 31 December 2016;			
6.	To consider and approve the re-appointment of Ruihua Certified Public Accountants LLP (瑞華會計師事務所(特殊普通合夥)) as the Company’s domestic external auditor for a term until the conclusion of the annual general meeting of the Company to be held in 2018 and to authorise the Board to determine its remuneration;			
7.	To consider and approve the re-appointment of RSM Hong Kong (中瑞岳華(香港)會計師事務所) as the Company’s international external auditor for a term until the conclusion of the annual general meeting of the Company to be held in 2018 and to authorise the Board to determine its remuneration; and			
8.	To consider and approve the appointment of Ms. Gao Liang as non-executive Director of the third session of the Board of the Company for a term commencing from the date of approval at the AGM or the date of approval from the relevant governmental authorities of the PRC (whichever is later) until the expiry of the term of the third session of the Board of the Company; and to authorize the Board to determine her remuneration and determine the terms of the service contract.			

Special Resolutions		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
9.	To consider and approve the proposed amendments to Articles of Association of the Company;			
10.	To consider and approve the proposed issue of subordinated corporate bonds.			

Date: _____ 2017

Signature^(Note 6): _____

Notes:

- Please insert the number and class of shares of the Company registered in your name(s) relating to this form of proxy. If the number and class are inserted, this form of proxy will be deemed to relate only to those shares. If no number and class are inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in **BLOCK** letters.
- Please insert the number of shares of the Company registered in your name(s) and select the class of shares (delete as appropriate). If no number and class of shares are inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting of the Company is preferred, please cross out the words “**THE CHAIRMAN OF THE MEETING, OR**” and insert the name(s) and registered address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Company (the “**Shareholder**”) may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **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 TICK THE APPROPRIATE BOX MARKED “FOR” OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST” OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “ABSTAIN” OR INSERT THE RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote at his/her own discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as “Abstain”. 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 authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
- In the case of joint holders of any shares of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto. However, if more than one of such joint holders are present at the AGM, either personally or by proxy, then the vote of the person, whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
- If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The form of proxy and the notarised power of attorney or other authorisation documents must be lodged with 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 holders of H shares of the Company) or the head office of the Company in the PRC at 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the PRC (for holders of domestic shares of the Company) not less than 24 hours before the time fixed for holding the AGM (i.e. before 9:00 a.m. on Thursday, 15 June 2017).
- The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the AGM.