



# 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)

## REVISED FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018 (FOR HOLDERS OF H SHARES)

Number of H Shares to which this revised form of proxy relates (Note 3)	
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I/We (Note 2) \_\_\_\_\_  
of (Note 2) \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H Shares (Note 3) of China Galaxy Securities Co., Ltd.  
(the "Company"), hereby appoint the Chairman of the meeting or \_\_\_\_\_ of  
\_\_\_\_\_ (Note 4)

as my/our proxy to attend and vote for me/us and on my/our behalf at the First Extraordinary General Meeting of 2018 of the Company to be held at Donghua Hall, 11th Floor, Beijing Minzu Hotel, No. 51 Fuxingmen Inner Street, Xicheng District, Beijing, the PRC on Friday, 9 February 2018 at 10:30 a.m. or at any adjournment thereof as indicated hereunder in respect of the following resolutions. 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 consider and approve the remuneration plan for Mr. CHEN Gongyan for 2016			
2.	To consider and approve the remuneration plan for Mr. CHEN Youan for 2015 and 2016			
3.	To consider and approve the remuneration plan for Mr. YU Wenxiu for 2015 and 2016			
4.	To consider and approve the remuneration plan for Mr. ZHONG Cheng for 2015 and 2016			
Special Resolution				
5.	To consider and approve the amendments to the articles of association of the Company			
Supplemental Ordinary Resolutions				
6.	To consider and approve the election of Mr. WANG Zhenjun as an independent director of the third session of the board of directors of the Company			
7.	To consider and approve the election of Mr. LIU Dingping as a non-executive director of the third session of the board of directors of the Company			

Date: \_\_\_\_\_ Signature (Notes 6, 7 and 8): \_\_\_\_\_

**Notes:**

- IMPORTANT: YOU SHOULD FIRST READ THE NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018 (THE "NOTICE") AND THE CIRCULAR TO THE SHAREHOLDERS ISSUED BY THE COMPANY ON 23 DECEMBER 2017, AND THE SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018 (THE "SUPPLEMENTAL NOTICE") ISSUED BY THE COMPANY ON 25 JANUARY 2018 BEFORE APPOINTING A PROXY.**
- 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 revised form of proxy relates. If no number is inserted, this revised 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, please 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 REVISED 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 and the Supplemental Notice. The shares abstained will be counted in the calculation of the required majority.
- This revised 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 revised 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 revised 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 Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for holder of H Shares) not later than 24 hours before the time of the meeting (i.e. no later than 10:30 a.m. on 8 February 2018) or any adjourned meeting (the "Closing Time").
- IMPORTANT:**
  - Any shareholder who has not yet lodged the form of proxy issued by the Company on 23 December 2017 (the "Original Form of Proxy") is requested to lodge this revised form of proxy if he or she intends to appoint a proxy to attend the meeting on his or her behalf. In this case, the Original Form of Proxy should not be lodged.
  - Any shareholder who has already lodged the Original Form of Proxy should note that:
    - if this revised form of proxy is lodged before the Closing Time, this revised form of proxy will revoke and supersede the Original Form of Proxy previously lodged by the shareholder. This revised form of proxy will be treated as a valid form of proxy lodged by the shareholder, if duly completed; and
    - if no revised form of proxy is lodged before the Closing Time, the Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder, if duly completed. The proxy so appointed pursuant to the Original Form of Proxy will 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 meeting, including the proposed supplemental resolutions as set out in the Supplemental Notice.