



## China Industrial Securities International Financial Group Limited

### 興證國際金融集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8407)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

I/We <sup>note 1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>note 2</sup> \_\_\_\_\_ ordinary shares of HK\$0.1 each in the capital of China Industrial Securities International Financial Group Limited (the "Company"), hereby appoint <sup>note 3</sup> the Chairman of the Meeting, or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend for me/us and on my/our behalf at the annual general meeting of the Company (the "AGM") (or at it adjourned meeting) to be held at Huashan Room, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 25 May 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the AGM and at such meeting (or at its adjourned meeting) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>note 4</sup>	AGAINST <sup>note 4</sup>
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2016 and the reports of the board of directors (the "Director(s)") and independent auditor of the Company.		
2.	To declare a final dividend of HK\$0.02 per share for the year ended 31 December 2016.		
3.	(A) To re-elect Mr. Lan Rong as a non-executive Director;		
	(B) To re-elect Ms. Zhuang Yuanfang as a non-executive Director;		
	(C) To re-elect Mr. Huang Jinguang as an executive Director;		
	(D) To re-elect Mr. Wang Xiang as an executive Director;		
	(E) To re-elect Ms. Zeng Yanxia as an executive Director;		
	(F) To re-elect Ms. Hong Ying as an independent non-executive Director;		
	(G) To re-elect Mr. Tian Li as an independent non-executive Director;		
	(H) To re-elect Mr. Qin Shuo as an independent non-executive Director; and		
	(I) To authorise Board to fix the Directors' remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration.		
5.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company		
	(B) To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company		
	(C) To extend the general mandate granted to the board of directors to allot, issue and deal with additional shares by the addition thereto of an amount not exceeding the amount of shares repurchased by the Company		

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

Signature(s) <sup>note 5</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her/its discretion. Your proxy will also be entitled to vote or abstain at his/her/its discretion on any resolution properly put to the meeting other than those referred to in the notice convening the AGM.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Any shareholder of the Company (the "Shareholder") entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. In case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the AGM and vote in its stead. A proxy need not be a Shareholder.
- This form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the AGM or its adjourned meeting at which the person named in this form proposes to vote, and in default, this form of proxy shall not be treated as valid.
- Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- Completion and delivery of the form of proxy will not preclude a shareholder from attending and voting of the AGM if he/she/it so wishes.
- Any alternation made to this form of proxy must be initialled by the person who signs it.