

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)

SECOND FORM OF PROXY FOR THE 2023 SECOND EXTRAORDINARY GENERAL MEETING TO BE HELD ON 8 SEPTEMBER 2023 AND ANY ADJOURNMENT THEREOF

Number and class of shares to which this form of proxy relates <small>(Note 1)</small>	
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I/We (Note 2) _____
of (address) _____
being the registered holder(s) of _____ domestic shares/H shares (Note 3) with a
nominal value 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 2023 second extraordinary general meeting of the Company (the “EGM”) to be held at the meeting room at 11/F, China Life Centre, No. 17 Finance Street, Xicheng District, Beijing, the People's Republic of China (the “PRC”) at 9:00 a.m. on Friday, 8 September 2023 or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of the EGM dated 24 July 2023 and the supplemental notice of the EGM dated 22 August 2023. In the absence of any indication, the proxy may vote at his/her own discretion.

ORDINARY RESOLUTIONS		For <small>(Note 5)</small>	Against <small>(Note 5)</small>	Abstain <small>(Note 5)</small>
1.	To consider and approve the election of Directors of the fifth session of the Board	/	/	/
1.1	To consider and approve the election of Mr. Zhu Yanhui as an executive Director of the fifth session of the Board			
1.2	To consider and approve the election of Mr. Yu Lei as a non-executive Director of the fifth session of the Board			
1.3	To consider and approve the election of Mr. Wang Linjing as a non-executive Director of the fifth session of the Board			
1.4	To consider and approve the election of Mr. Li Ye as a non-executive Director of the fifth session of the Board			
1.5	To consider and approve the election of Ms. Yang Qin as a non-executive Director of the fifth session of the Board			
1.6	To consider and approve the election of Mr. Li Yanyong as a non-executive Director of the fifth session of the Board			
1.7	To consider and approve the election of Mr. Chen Xin as an independent non-executive Director of the fifth session of the Board			
1.8	Withdrawn	/	/	/
1.9	Withdrawn	/	/	/
1.10	To consider and approve the election of Ms. Cheng Zhuo as an independent non-executive Director of the fifth session of the Board			
1.11	To consider and approve the election of Mr. Xu Hongcai as an independent non-executive Director of the fifth session of the Board			
2.	To consider and approve the election of the Supervisors of the fifth session of the Supervisory Committee	/	/	/
2.1	To consider and approve the election of Ms. Yu Lei as a shareholder representative Supervisor of the fifth session of the Supervisory Committee			
2.2	To consider and approve the election of Mr. Chen Feng as a shareholder representative Supervisor of the fifth session of the Supervisory Committee			
3.	To consider and approve the allowance for Directors of the fifth session of the Board and Supervisors of the fifth session of the Supervisory Committee			

SPECIAL RESOLUTION		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
4.	To consider and approve the proposed amendments to the Articles of Association			

Date: _____ 2023

Signature ^(Note 6): _____

Notes:

- Please insert the number and class of shares of the Company registered in your name(s) relating to this second form of proxy. If the number and class are inserted, this second form of proxy will be deemed to relate only to those shares. If no number and class are inserted, this second 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 second form of proxy will be deemed to relate to all shares 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 SECOND 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 from voting at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM. 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 second 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 EGM, 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 EGM, 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 this second 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. This second form of proxy and the notarised power of attorney or other authorisation documents must be lodged with the Company’s H share registrar (the “**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 (the “**Head Office**”) 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 EGM (i.e. before 9:00 a.m. on Thursday, 7 September 2023) (the “**Closing Time**”).

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (THE “FIRST PROXY FORM”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 24 JULY 2023 (CONTAINING THE NOTICE OF THE EGM) SHOULD NOTE THAT:

- If no second form of proxy is lodged with the H Share Registrar or the Head Office (as the case may be), the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
 - If this second form of proxy is lodged with the H Share Registrar or the Head Office (as the case may be) before the Closing Time, this second form of proxy, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. This second form of proxy will be treated as a valid proxy form lodged by the Shareholder.
 - If this second form of proxy is lodged with the H Share Registrar or the Head Office (as the case may be) after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this second form of proxy will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no second form of proxy was lodged with the H Share Registrar or the Head Office (as the case may be). Accordingly, Shareholders are advised to complete this second form of proxy carefully and lodge this second form of proxy with the H Share Registrar or the Head Office (as the case may be) before the Closing Time.
- The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own transportation and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the EGM.