



HAITONG INTERNATIONAL SECURITIES GROUP LIMITED

海通國際證券集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 665)

PINK PROXY FORM FOR THE COURT MEETING

For the Court Meeting (the “Court Meeting”) of Haitong International Securities Group Limited (the “Company”) to be held on Friday, 15 December 2023 at 10:00 a.m. or any adjournment thereof

IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
2023: No. 357

IN THE MATTER OF HAITONG INTERNATIONAL SECURITIES GROUP LIMITED

AND

IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

I/We^(note 1) _____
of _____
being the registered holder(s) of^(note 2) _____ shares of HK\$0.10 each in the capital of the Company, hereby appoint the chairman of the Court Meeting^(note 3) or _____ of _____ to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Court Meeting to be held at 15th Floor, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong, China on Friday, 15 December 2023 at 10:00 am (Hong Kong, China time) (or at any adjournment thereof) convened at the directions of the Supreme Court of Bermuda as directed below or, if no such indication is given, as my/our proxy thinks fit, and in respect of any other resolution(s) that may properly come before the Court Meeting and/or any adjournment thereof.

FOR the Scheme ^(notes 4 and 5)	AGAINST the Scheme ^(notes 4 and 5)

Dated this _____ day of _____ Shareholder's Signature(s)^(note 6): _____

Contact Phone Number: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the Court Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE COURT MEETING OR**” and insert the name and address of the desired proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** Your proxy need not be a Shareholder, but must attend the Court Meeting in person to represent you.
4. The full text of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme are contained in the scheme document dated 22 November 2023 (the “**Scheme Document**”) jointly issued by the Company and the Offeror. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE TICK (“/”) THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE TICK (“/”) THE BOX MARKED “AGAINST the Scheme”.** It is requested that you vote all of the shares registered in your name(s) either FOR the Scheme or AGAINST the Scheme and not to vote some of the shares registered in your name(s) FOR the Scheme and some of the shares registered in your name(s) AGAINST the Scheme. Failure to complete either box will entitle your proxy to cast or abstain your vote at his/her discretion. A proxy will also be entitled to vote or abstain at his/her discretion on any resolution(s) properly put to the Court Meeting or any adjournment thereof.
6. This proxy form must be signed by the Scheme Shareholder or his/her attorney duly authorised in writing or, if the appointer is a corporation, it must be executed under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
7. A Scheme Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. In the case of joint registered holders, any one of such joint holders may vote at the Court Meeting, either in person or by proxy, in respect of such share(s) registered in their joint names as if he/she was solely entitled thereto. However, if more than one of such joint holders is present at the Court Meeting in person or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding of the shares.
8. In order to be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy of that power or authority, should be deposited at the Company's branch share registrar and transfer office in Hong Kong, China, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, China not less than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof. However, if this proxy form is not so lodged, it may alternatively be handed to the chairman of the Court Meeting at the Court Meeting before the taking of the poll and the chairman of the Court Meeting shall have absolute discretion as to whether or not to accept it. Completion and return of the proxy form will not preclude any Scheme Shareholder from attending and voting in person at the Court Meeting or any adjournment thereof, and in such event, the proxy form will be revoked by operation of law.

PERSONAL INFORMATION COLLECTION STATEMENT

Personal data under the PICS (the “**Personal Data**”) shall have the same meaning as defined under Personal Data (Privacy) Ordinance, Cap 486 of the Laws of Hong Kong, China (the “**PDPO**”).

Your supply of the Personal Data to the Company is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting of the Company (the “**Purposes**”). Failure to supply sufficient information may render the Company unable to process your instructions in connection with the aforesaid Purposes. We may disclose or transfer the Personal Data to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your Personal Data will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.