



# 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)

## WHITE PROXY FORM FOR SPECIAL GENERAL MEETING

**For the Special General Meeting (the “SGM”) of Haitong International Securities Group Limited (the “Company”) to be held on Friday, 15 December 2023 at 10:30 a.m. (or immediately after the conclusion or adjournment of the Court Meeting) or any adjournment thereof**

I/We<sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of the Company, hereby appoint the chairman of the SGM<sup>(note 3)</sup> or \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy to attend and vote for me/us and on my/our behalf at the SGM 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 10:30 a.m. (Hong Kong, China time) (or immediately after the conclusion or adjournment of the Court Meeting) or any adjournment thereof 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 SGM and/or any adjournment thereof.

SPECIAL RESOLUTION		FOR <sup>(notes 4 and 5)</sup>	AGAINST <sup>(notes 4 and 5)</sup>
1.	To approve any reduction of the issued share capital of the Company associated with the cancellation of the Scheme Shares.		
ORDINARY RESOLUTION		FOR <sup>(notes 4 and 5)</sup>	AGAINST <sup>(notes 4 and 5)</sup>
2.	To approve: (A) the contemporaneous maintenance of the issued share capital of the Company by the allotment and issue to the Offeror of such number of New Shares, credited as fully paid, as is equal to the number of the Scheme Shares cancelled; (B) the application of the reserve created in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full at par the New Shares; and (C) the authorisation of the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Proposal.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ Shareholder's Signature(s)<sup>(note 6)</sup>: \_\_\_\_\_

Contact Phone Number: \_\_\_\_\_

### Notes:

- 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.
- 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).
- If any proxy other than the chairman of the SGM is preferred, strike out the words “**THE CHAIRMAN OF THE SGM OR**” and insert the name and address of the desired proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** Your proxy need not be a Shareholder, but must attend the SGM in person to represent you.
- The description of each resolution herein is by way of summary only. The full text of the resolutions are set out in the notice dated 22 November 2023 convening the SGM (the “**Notice**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the scheme document dated 22 November 2023 jointly issued by the Company and the Offeror.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“/”) THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK (“/”) THE APPROPRIATE BOXES MARKED “AGAINST”. If the form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of the resolutions. A proxy will also be entitled to vote or abstain at his/her discretion on any resolution(s) properly put to the SGM or any adjournment thereof other than those as set out in the Notice.**
- This proxy form must be signed by the 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 authorised to sign the same.
- A Shareholder entitled to attend and vote at the SGM is entitled to appoint one or (in the case of a holder of two or more shares) 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 SGM, 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 SGM 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.
- 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, must be completed and 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 this SGM or any adjournment thereof. Completion and return of the proxy form will not preclude any Shareholder from attending and voting in person at the SGM or any adjournment thereof, and in such event, the proxy form will be revoked by operation of law.
- The resolutions herein will be voted upon by way of poll at the SGM.

### 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 SGM 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.