



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)

PROXY FORM FOR SPECIAL GENERAL MEETING

**For the Special General Meeting (the “Meeting”) of Haitong International Securities Group Limited
(the “Company”) to be held on Friday, 24 May 2019 at 11:00 a.m. or any adjournment thereof**

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 Meeting or ^(note 3) _____ of _____

and/or _____
of _____ to act as my/our proxy to attend and
vote for me/us and on my/our behalf at the Meeting of the Company to be held at Executive Meeting Room A, 22nd Floor, Li Po Chun
Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 24 May 2019 at 11:00 a.m. (or as soon as practicable immediately after the
conclusion or adjournment of the Company’s annual general meeting to be held at 10:30 a.m. on the same date and at the same place), or any
adjournment thereof, as directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution ^(note 4)		For ^(note 5)	Against ^(note 5)
1.	To approve, ratify and/or confirm the entering into of the Master Agreement and the transactions contemplated thereunder and in connection therewith and the proposed annual caps set out in the circular of the Company dated 24 April 2019, the execution of the documents and the transactions thereunder		

Date: _____ 2019 Shareholder’s Signature ^(note 6): _____

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 registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) If any proxy other than the chairman is preferred, strike out “the chairman of the Meeting or” and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) The full text of the resolution is set out in the notice of the Meeting dated 24 April 2019. Unless otherwise stated, capitalised terms used in this proxy form shall have the same meanings as those defined in the circular of the Company dated 24 April 2019.
- (5) If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Meeting other than that set out in the notice convening the Meeting.
- (6) This proxy form must be signed by the member or his/her attorney duly authorized 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 member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (who must be individuals) to attend and, on a poll, vote on his/her behalf. A proxy need not be a member. In the case of joint registered holders, if more than one of such joint registered holders be present, personally or by proxy, one of the persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint registered holders stand on the register of members of the Company.
- (8) In order to be valid, this proxy form must be completed and deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the proxy form will not preclude any member from attending and voting in person at the Meeting (or any adjournment thereof). In the event that you attend the Meeting after having lodged this proxy form, the proxy form will be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT (“PICS”)

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 (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 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 authorized 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.