



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 Tuesday, 21 April 2015 at 10:30 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 Multi-function Room, 19th Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Tuesday, 21 April 2015 at 10:30 a.m. (or any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions ^(note 4)		For ^(note 5)	Against ^(note 5)
1.	To approve the Rights Issue and the transaction contemplated thereunder, details of which are set out in the circular of the Company dated 31 March 2015.		
2.	To approve the proposed increase in authorised share capital from HK\$450,000,000 divided into 4,500,000,000 ordinary shares to HK\$1,000,000,000 divided into 10,000,000,000 ordinary shares by the creation of an additional 5,500,000,000 ordinary shares of par value of HK\$0.10 each in the capital of the Company.		
3.	To approve: (a) the specific mandate to exercise all the powers of the Company to allot and issue any and all conversion shares as may be required to be allotted and issued upon exercise of the conversion rights attaching to the outstanding HK\$776,000,000 1.25% convertible bonds due 2018 and HK\$232,000,000 1.25% convertible bonds due 2018 issued by the Company on 18 July 2013 and 10 October 2013, respectively (the “2013 CBs”), subject to and in accordance with the terms and conditions of the 2013 CB; and (b) the specific mandate to exercise all the powers of the Company to allot and issue any and all conversion shares as may be required to be allotted and issued upon exercise of the conversion rights attaching to the outstanding HK\$1,164,000,000 1.25% convertible bonds due 2019 issued by the Company on 4 November 2014 (the “2014 CBs”), subject to and in accordance with the terms and conditions of the 2014 CBs.		

Date: _____ 2015 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 resolutions is set out in the notice of the Meeting dated 31 March 2015. 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 31 March 2015.
- (5) If you wish to vote for the resolution(s) set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution(s), please tick (“✓”) the box marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolution(s), the proxy will vote or abstain at his/her discretion in respect of the resolution(s). 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.