



GF SECURITIES CO., LTD.

廣發證券股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1776)

SECOND PROXY FORM

For 2016 Annual General Meeting of GF Securities Co., Ltd. to be held on Wednesday, 10 May 2017 and at any adjourned meeting(s) thereof

I/We^(Note 1) _____

of^(Note 2) _____

being the registered holder(s) of _____ H shares^(Note 3) with nominal value of RMB1.00 each in the share capital of GF Securities Co., Ltd. (the "Company"), hereby appoint the Chairman of the

meeting^(Note 4 and Note 5) or _____

of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the 2016 Annual General Meeting of the Company to be held at 1:30 p.m. on Wednesday, 10 May 2017 at the Large Conference Room, 42nd Floor, Metro Plaza, No. 183-187, Tianhe North Road, Tianhe District, Guangzhou, the People's Republic of China and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the 2016 Annual General Meeting of the Company dated 25 March 2017 (the "Notice") and the supplemental notice of the 2016 Annual General Meeting of the Company dated 19 April 2017 (the "Supplemental Notice"), and if no such indication is given, as my/our proxy thinks fit.

Please indicate how you wish your vote(s) to be cast by ticking the appropriate box next to the resolutions.

ORDINARY RESOLUTIONS		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
1.	To consider and approve the 2016 Directors' Report			
2.	To consider and approve the 2016 Supervisory Committee's Report			
3.	To consider and approve the 2016 Final Financial Report			
4.	To consider and approve the 2016 Annual Report			
5.	To consider and approve the 2016 Profit Distribution Plan			
6.	To consider and approve the resolution regarding engaging Deloitte Touche Tohmatsu Limited as auditors in 2017			
7.	To consider and approve the resolution regarding the authorization of proprietary investment quota for 2017			
8.	To consider and approve the resolution regarding the 2017 expected daily related party/connected transactions			
9.	To consider and approve the resolutions regarding the election of Directors for the Ninth Session of the Board of the Company			
9.1	To consider and approve the resolution regarding the election of Mr. Shang Shuzhi as a non-executive Director for the Ninth Session of the Board of the Company			
9.2	To consider and approve the resolution regarding the election of Mr. Li Xiulin as a non-executive Director for the Ninth Session of the Board of the Company			
9.3	To consider and approve the resolution regarding the election of Ms. Liu Xuetao as a non-executive Director for the Ninth Session of the Board of the Company			
9.4	To consider and approve the resolution regarding the election of Mr. Yang Xiong as an independent non-executive Director for the Ninth Session of the Board of the Company			
9.5	To consider and approve the resolution regarding the election of Mr. Tang Xin as an independent non-executive Director for the Ninth Session of the Board of the Company			
9.6	To consider and approve the resolution regarding the election of Mr. Chan Kalok as an independent non-executive Director for the Ninth Session of the Board of the Company			
9.7	To consider and approve the resolution regarding the election of Mr. Li Yanxi as an independent non-executive Director for the Ninth Session of the Board of the Company			

ORDINARY RESOLUTIONS		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
9. 8	To consider and approve the resolution regarding the election of Mr. Sun Shuming as an executive Director for the Ninth Session of the Board of the Company			
9. 9	To consider and approve the resolution regarding the election of Mr. Lin Zhihai as an executive Director for the Ninth Session of the Board of the Company			
9.10	To consider and approve the resolution regarding the election of Mr. Qin Li as an executive Director for the Ninth Session of the Board of the Company			
9.11	To consider and approve the resolution regarding the election of Ms. Sun Xiaoyan as an executive Director for the Ninth Session of the Board of the Company			
10.	To consider and approve the resolution regarding the election of Supervisors for the Ninth Session of the Supervisory Committee of the Company			
10.1	To consider and approve the resolution regarding the election of Ms. Zhan Lingzhi as a Supervisor for the Ninth Session of the Supervisory Committee of the Company			
10.2	To consider and approve the resolution regarding the election of Mr. Tan Yue as a Supervisor for the Ninth Session of the Supervisory Committee of the Company			
10.3	To consider and approve the resolution regarding the election of Mr. Gu Naikang as a Supervisor for the Ninth Session of the Supervisory Committee of the Company			
SPECIAL RESOLUTION		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
11.	To consider and approve the resolution regarding amendment to the Articles of Association			

* Further details of the above resolutions are set out in the circular of the 2016 Annual General Meeting of the Company dated 25 March 2017 and in the supplemental circular of the 2016 Annual General Meeting of the Company dated 19 April 2017.

Date: _____ 2017 Signature(s)^(Note 7): _____

Notes:

- Please insert the full name(s) as shown in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the registered address(es) as shown in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of H shares registered in your name(s); if no number is inserted, this Second Proxy Form will be deemed to relate to all H shares in the capital of the Company registered in your name(s).
- If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a shareholder of the Company, but must attend the meeting in person in order to represent you.
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **Any changes should be initiated by the person who signs this Second Proxy Form.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN", AND YOUR VOTES WILL BE COUNTED FOR THE PURPOSE OF CALCULATING THE RESULTS OF THE RESOLUTIONS.** If you return this Second Proxy Form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
- This Second Proxy Form must be signed and dated by the shareholder or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this Second Proxy Form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In case of joint shareholdings, any one shareholder may sign this Second Proxy Form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
- To be valid, this Second Proxy Form, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and deposited at the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited, **no less than 24 hours before the meeting or adjourned meeting(s)**. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. The effective period of appointment of your proxy appointed under this Second Proxy Form shall cease upon conclusion of the 2016 Annual General Meeting or any adjourned meeting(s).
- Completion and delivery of this Second Proxy Form will not preclude you from attending and voting at the meeting if you so wish.
- Shareholders who intend to appoint a proxy to attend the 2016 Annual General Meeting but have not returned the form of proxy sent together with the Notice (the **"First Proxy Form"**) shall only return the Second Proxy Form while the First Proxy Form needs not to be returned. The First Proxy Form is superseded by the Second Proxy Form.
- Shareholders who have returned the First Proxy Form shall note that:
 - Since the relevant resolutions have been amended (as disclosed in the Supplemental Notice), if this Second Proxy Form is yet to be returned 24 hours before the time designated for holding the 2016 Annual General Meeting or any adjournment thereof, the duly completed and returned First Proxy Form will be deemed as an invalid form of proxy. The votes casted by the proxy so appointed pursuant to the First Proxy Form on the resolutions as set out in the First Proxy Form will be deemed to be invalid
 - If this Second Proxy Form has been returned 24 hours before the time designated for holding the 2016 Annual General Meeting or any adjournment thereof, the First Proxy Form previously returned by the shareholder shall be revoked and superseded by this Second Proxy Form. The duly completed Second Proxy Form will be deemed as a valid form of proxy.
- A shareholder or his/her proxy should produce proof of identity when attending the 2016 Annual General Meeting. If a corporate shareholder appoints its legal representative to attend the 2016 Annual General Meeting, such legal representative shall produce proof of identity and a copy of the resolutions of the board of directors or other governing body of such shareholder appointing such legal representative to attend the 2016 Annual General Meeting.