



(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name "东方证券股份有限公司" and carrying on business in Hong Kong as "東方證券" (in Chinese) and "DFZQ" (in English))
(Stock Code: 03958)

**FORM OF PROXY OF HOLDERS OF H SHARES FOR USE
AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MARCH 6, 2018**

Number of H Shares to which this form of proxy relates^(Note 1)

I/We ^(Note 2) _____
of _____
being shareholder(s) of _____ H Shares ^(Note 3) of 東方證券股份有限公司 (the "Company"), hereby appoint the Chairman of the meeting or ^(Note 4) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Meeting Room, 4/F, Building 2, No. 318 South Zhongshan Road, Shanghai, the People's Republic of China on Tuesday, March 6, 2018 at 2:00 p.m. and any adjournment thereof. I/We direct that my/our votes be cast on the resolutions set out in the notice of the EGM dated January 20, 2018 as indicated in the appropriate boxes below, and, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	To consider and approve the resolution in relation to the amendments to certain articles in the articles of association of the Company.			
ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
2.	To consider and approve the resolution in relation to the election of the board of directors of the Company, including:			
	2.01. to consider and approve Mr. Pan Xinjun as the executive director of the Company;			
	2.02. to consider and approve Mr. Jin Wenzhong as the executive director of the Company;			
	2.03. to consider and approve Mr. Liu Wei as the non-executive director of the Company;			
	2.04. to consider and approve Mr. Wu Junhao as the non-executive director of the Company;			
	2.05. to consider and approve Mr. Chen Bin as the non-executive director of the Company;			
	2.06. to consider and approve Mr. Li Xiang as the non-executive director of the Company;			
	2.07. to consider and approve Ms. Xia Jinghan as the non-executive director of the Company;			
	2.08. to consider and approve Mr. Xu Jianguo as the non-executive director of the Company;			
	2.09. to consider and approve Mr. Xu Guoxiang as the independent non-executive director of the Company;			
	2.10. to consider and approve Mr. Tao Xiuming as the independent non-executive director of the Company;			
	2.11. to consider and approve Mr. Wei Anning as the independent non-executive director of the Company;			
	2.12. to consider and approve Mr. Xu Zhiming as the independent non-executive director of the Company; and			
	2.13. to consider and approve Mr. Jin Qinglu as the independent non-executive director of the Company.			
3.	To consider and approve the resolution in relation to the election of the supervisory committee of the Company, including:			
	3.01. to consider and approve Mr. Zhang Qian as the supervisor who is not an employee representative of the Company;			
	3.02. to consider and approve Ms. Huang Laifang as the supervisor who is not an employee representative of the Company;			
	3.03. to consider and approve Ms. Tong Jie as the supervisor who is not an employee representative of the Company;			
	3.04. to consider and approve Mr. Liu Wenbin as the supervisor who is not an employee representative of the Company;			
	3.05. to consider and approve Mr. Yin Keding as the supervisor who is not an employee representative of the Company; and			
	3.06. to consider and approve Mr. Wu Zhengkui as the supervisor who is not an employee representative of the Company.			
4.	To consider and approve the resolution in relation to application for conduction of cross-border businesses.			

Date: _____

Signature ^(Note 6): _____

- Notes:
- Please insert the number of H Shares registered in your name(s) to which this form of proxy relates. This form of proxy will be deemed to relate to such number of H Shares inserted. If no number is inserted, this form of proxy will be deemed to relate to all the H Shares in the Company registered in your name(s).
 - Please insert the full name(s) (in Chinese or in English) and address(es) (must be the same address(es) as shown in the register of members of the Company) 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 any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be duly initiated by the person who signs it.
 - IMPORTANT:** If you wish to vote for any resolution, please tick in the box marked "For" or insert the number of H Share(s) you hold. If you wish to vote against any resolution, please tick in the box marked "Against" or insert the number of H Share(s) you hold. If you wish to abstain for vote, please tick in the box marked "Abstain" or insert the number of H Share(s) you hold. The shares abstained will be counted in the calculation of the required majority. Any vote which is not filled or filled wrongly or with unrecognizable writing or not cast will be counted as "Abstained". If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution duly put to the EGM other than those referred to in the notice convening the EGM.
 - This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal person, must either be executed under seal or under the hand of a director thereof or an attorney duly authorized to sign the same. In case of joint holders of shares, this form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
 - To be valid, this form of proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarially certified copy of that power of attorney or other authority must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the purpose of holders of H Shares of the Company) not less than 24 hours before the time for holding the EGM (i.e. before 2:00 p.m. on Monday, March 5, 2018).
 - Where there are joint holders of any H Shares of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such H Shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the EGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members of the Company in respect of such H Shares shall alone be entitled to vote in respect thereof. A proxy need not be a shareholder of the Company. In the event that a shareholder appoints more than one proxy to attend the EGM, such proxies may only exercise their voting rights in a poll.