



中国银河证券股份有限公司

CHINA GALAXY SECURITIES CO., LTD.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 06881)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (FOR H SHAREHOLDERS)

Number of H Shares to which this
form of proxy relates (Note 3)

I/We (Note 2) _____
of (Note 2) _____
being the registered holder(s) of _____ H Shares (Note 3)
of China Galaxy Securities Co., Ltd. (the "Company"), hereby appoint the Chairman of the meeting or _____ of _____ (Note 4)
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting to be held at Conference Room M1919, Qinghai Finance Building, Building No. 1, No. 8 Xiyang Street, Fengtai District, Beijing, the PRC on Tuesday, 29 June 2021 at 10:00 a.m. or at any adjournment thereof as indicated hereunder in respect of the following resolutions. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions (non-cumulative voting)		For (Note 5)	Against (Note 5)	Abstain (Note 5)
1.	To consider and approve the report of the board of directors of the Company for 2020			
2.	To consider and approve the report of the supervisory committee of the Company for 2020			
3.	To consider and approve the annual report of the Company for 2020			
4.	To consider and approve the final accounts plan of the Company for 2020			
5.	To consider and approve the profit distribution plan of the Company for 2020			
6.	To consider and approve the capital expenditure budget of the Company for 2021			
7.	To consider and approve the appointment of the external auditors of the Company for 2021			
8.	To consider and approve the remuneration plan for Mr. CHEN Gongyan for 2019			
9.	To consider and approve the remuneration plan for Ms. CHEN Jing for 2019			
10.	To consider and approve the amendments to the Procedural Rules of the Shareholders' General Meetings			
11.	To consider and approve the amendments to the Procedural Rules of the Board of Directors			
12.	To consider and approve the amendments to the Procedural Rules of the Supervisory Committee			
13.	To consider and approve the amendments to the Working Rules for Independent Directors			
14.	To consider and approve the amendments to the Administrative Measures for Connected Transactions			
15.	To consider and approve the amendments to the Administrative Measures for External Investment			
16.	To consider and approve the amendments to the Administrative Measures for Provision of Guarantees to Third Parties			

Special Resolutions		For (Note 5)	Against (Note 5)	Abstain (Note 5)
17.	To consider and approve the amendments to the articles of association of the Company			
18.	To consider and approve the general mandate to issue shares of the Company			
Ordinary Resolutions (cumulative voting)		For (Note 5)	Against (Note 5)	Abstain (Note 5)
19.	To consider and approve the election of executive directors and non-executive directors of the fourth session of the board of directors of the Company			
	19.1 To consider and approve the election of Mr. CHEN Gongyan as an executive director of the fourth session of the board of directors of the Company			
	19.2 To consider and approve the election of Mr. CHEN Liang as an executive director of the fourth session of the board of directors of the Company			
	19.3 To consider and approve the election of Mr. LIU Dingping as a non-executive director of the fourth session of the board of directors of the Company			
	19.4 To consider and approve the election of Mr. YANG Tijun as a non-executive director of the fourth session of the board of directors of the Company			
	19.5 To consider and approve the election of Ms. LIU Chang as a non-executive director of the fourth session of the board of directors of the Company			
	19.6 To consider and approve the election of Mr. LIU Zhihong as a non-executive director of the fourth session of the board of directors of the Company			
20.	To consider and approve the election of independent non-executive directors of the fourth session of the board of directors of the Company			
	20.1 To consider and approve the election of Mr. LIU Ruizhong as an independent non-executive director of the fourth session of the board of directors of the Company			
	20.2 To consider and approve the election of Mr. WANG Zhenjun as an independent non-executive director of the fourth session of the board of directors of the Company			
	20.3 To consider and approve the election of Ms. LIU Chun as an independent non-executive director of the fourth session of the board of directors of the Company			
	20.4 To consider and approve the election of Mr. LAW Cheuk Kin Stephen as an independent non-executive director of the fourth session of the board of directors of the Company			
21.	To consider and approve the election of non-employee representative supervisors of the fourth session of the supervisory committee of the Company			
	21.1 To consider and approve the election of Ms. CHEN Jing as a supervisor of the fourth session of the supervisory committee of the Company			
	21.2 To consider and approve the election of Mr. TAO Libin as a supervisor of the fourth session of the supervisory committee of the Company			

Date: _____

Signature (Note 7): _____

Notes:

1. **IMPORTANT: YOU SHOULD FIRST READ THE NOTICE OF THE ANNUAL GENERAL MEETING AND THE CIRCULAR TO THE SHAREHOLDERS ISSUED BY THE COMPANY ON 14 MAY 2021, AS WELL AS THE 2020 ANNUAL REPORT OF THE COMPANY BEFORE APPOINTING A PROXY.**
2. Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
3. Please insert the number of H Shares in the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the H Shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
4. If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting” 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. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, PLEASE PLACE A “✓” IN THE BOX MARKED “ABSTAIN”.** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting. The shares abstained will be counted in the calculation of the required majority.
6. **IMPORTANT:**
 - (a) Pursuant to the articles of association of the Company, voting at the meeting in respect of Resolutions No. 19, 20 and 21 in relation to the proposed election of directors and supervisors (as the case may be) shall be conducted by way of cumulative voting. In respect of these resolutions, you are entitled to a number of votes equivalent to the number of shares held by you multiplying the number of the director or supervisor candidates.
 - (b) The cumulative voting will be conducted separately by the three categories of (i) the executive and non-executive directors, (ii) the independent directors and (iii) the supervisors, i.e. (i) for the election of the executive and non-executive directors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed executive and non-executive directors, i.e. 6, and this particular allocation of votes may only be cast on the proposed executive and non-executive director candidates; (ii) for the election of independent directors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed independent director candidates, i.e. 4, and this particular allocation of votes may only be cast on the proposed independent director candidates; and (iii) for the election of supervisors, the total number of votes you may cast shall equal to the product of the number of shares held by you multiplying the number of the proposed supervisors, i.e. 2, and this particular allocation of votes may only be cast on the proposed supervisor candidates.

For illustration, if you hold 100 shares, the total number of votes you may cast in respect of Resolutions No. 19.1 to 19.6 will be 600 votes, and this particular allocation of votes may only be cast on the proposed executive and non-executive director candidates; the total number of votes you may cast in respect of Resolutions No. 20.1 to 20.4 will be 400 votes, and this particular allocation of votes may only be cast on the proposed independent director candidates; and the total number of votes you may cast in respect of Resolutions No. 21.1 to 21.2 will be 200 votes, and this particular allocation of votes may only be cast on the proposed supervisor candidates.

Within the particular allocation of votes, you may either cast all your votes to one of the proposed executive or non-executive director candidates, the independent director candidates or the supervisor candidates (FOR, AGAINST or ABSTAIN), or cast them equally or diversely to more than one of the proposed executive or non-executive director candidates, independent director candidates or supervisor candidates (FOR, AGAINST or ABSTAIN).

Please specify the number of votes cast for each of the candidates for director and supervisor in the boxes marked “FOR”, “AGAINST” or “ABSTAIN”. Failure to specify the number of votes cast for each of the candidates will entitle your proxy to cast your vote at his discretion.
 - (c) Please note with particular attention that, if the total number of votes you have cast are less than or equal to the maximum number of votes you may cast in respect of that particular category, your votes shall be valid and the votes not cast shall be deemed to have been waived by you; if the total number of votes you have cast exceeds the maximum votes you have, all the votes cast by you shall be invalid and you shall be deemed as having waived your right to vote.

For illustration, if you hold 100 shares and have cast 600 votes or less in respect of Resolutions No. 19.1 to 19.6, your votes shall be valid and the votes not cast shall be deemed to have been waived by you. However, if you have cast more than 600 votes in respect of Resolutions No. 19.1 to 19.6, all the votes cast by you shall be invalid and you shall be deemed as having waived your right to vote on such resolutions. Similar ruling shall also be applied to Resolutions No. 20.1 to 20.4 and Resolutions No. 21.1 to 21.2.
 - (d) A director or supervisor candidate who has received favourable votes exceeding half of the number of shares carrying voting right (which refers to number of shares assuming the cumulative voting has not been applied) represented by the shareholders attending the meeting shall be elected as the director or supervisor.
7. 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 legal representative or an attorney duly authorized to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarized.
8. Where there are joint holders of any shares, the one whose name stands first in the register of members shall alone be entitled to attend and vote at the meeting in respect of such shares.
9. In order to be valid, this form of proxy together with any power of attorney or other documents of authorization (if any) must be deposited at the Company’s H Share registrar, Computershare Hong Kong Investors Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for H Shareholders) not later than 24 hours before the time of the meeting or any adjourned meeting.

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