



(A joint stock company incorporated in the People's Republic of China with limited liability under the Chinese corporate name 华泰证券股份有限公司 and carrying on business in Hong Kong as HTSC)
(Stock Code: 6886)

**REVISED FORM OF PROXY OF HOLDERS OF H SHARES FOR USE
AT THE 2018 FIRST H SHAREHOLDERS CLASS MEETING TO BE
HELD ON OCTOBER 22, 2018**

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

I/We *(Note 2)* _____

of _____

being Shareholders(s) of _____ H Shares *(Note 3)*,

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 2018 First H Shareholders Class Meeting to be held at Conference Room, Renaissance Nanjing Olympic Centre Hotel, No. 139 Aoti Street, Jianye District, Nanjing, Jiangsu Province, the People's Republic of China on Monday, October 22, 2018 at 2:00 p.m. (or immediately after the end of the 2018 First Extraordinary General Meeting and the 2018 First A Shareholders Class Meeting or an adjournment thereof). I/We direct that my/our votes be cast on the resolutions set out in the revised notice of the 2018 First H Shareholders Class Meeting dated September 26, 2018 as indicated in the appropriate boxes below, and, if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated in this revised form of proxy, the capitalised terms used herein shall have the same meaning as those defined in the revised notice of the 2018 First H Shareholders Class Meeting dated September 26, 2018.

Special Resolutions		For ^{<i>(Note 5)</i>}	Against ^{<i>(Note 5)</i>}	Abstain ^{<i>(Note 5)</i>}
1.	To consider and approve the resolution on the provision of assured entitlement only to H Shareholders for the AssetMark Overseas Listing			
2.	To consider and approve the resolution on the Issuance and Admission of GDRs			
3.	To consider and approve the resolution on the proposal on the Issuance and Admission of GDRs			
4.	To consider and approve the resolution on the validity period of the resolutions in respect of the Issuance and Admission of GDRs			
5.	To consider and approve the resolution on the granting of authorization to the Board and such persons authorized by the Board to consider in their sole discretion matters in connection with the Issuance and Admission of GDRs			
6.	To consider and approve the resolution on the distribution of accumulated profits prior to the Issuance and Admission of GDRs			
7.	To consider and approve the resolution on the plan for the use of proceeds from the Issuance and Admission of GDRs			

Date: _____, 2018 Signature ^{*(Note 7)*}: _____

Notes:

1. Please insert the number of H Shares registered in your name(s) to which this revised form of proxy relates. This revised form of proxy will be deemed to relate to such number of H Shares inserted. If no number is inserted, this revised form of proxy will be deemed to relate to all the H Shares in the Company registered in your name(s).
2. 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) as shown in the register of members of the Company in block letters.
3. Please insert the number of H Shares registered in your name(s).

4. 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. Any alteration made to this revised form of proxy must be duly initiated by the person who signs it.
5. **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 revised form of proxy, your proxy will also be entitled to vote at his discretion on any resolution duly put to the H Shareholders Class Meeting other than those referred to in the notice convening the H Shareholders Class Meeting.**
6. This revised 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 revised form of proxy must be signed by the joint holder whose name stands first in the register of members of the Company.
7. To be valid, this revised form of proxy is signed by a person on behalf of the appointor, a notarially certified copy of 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) not less than 24 hours before the time for holding the H Shareholders Class Meeting or the time appointed for voting by poll.
8. If a Shareholder has not yet returned the original form of proxy dispatched by the Company on September 7, 2018 (the “**Original Form of Proxy**”) in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the meeting on his/her behalf, he/she is required to submit the revised form of proxy. In this case, the Shareholder shall not submit the Original Form of Proxy.
9. If a Shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:
 - a) If no revised form of proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the H Shareholders Class Meeting, including the additional proposed resolutions as set out in the supplementary circular and the revised notice of the H Shareholders Class Meeting.
 - b) If the revised form of proxy is returned by the Shareholder not less than 24 hours before the time for holding the H Shareholders Class Meeting, the revised form of proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
 - c) If the revised form of proxy is returned by the Shareholder after the closing time set out in the revised notice of the H Shareholders Class Meeting, the revised form of proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the Shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the H Shareholders Class Meeting, including the additional proposed resolutions as set out in the supplementary circular and the revised notice of the H Shareholders Class Meeting.
10. Shareholders are reminded that completion and return of this revised form of proxy will not preclude them from attending and voting in person at the H Shareholders Class Meeting.
11. Where there are joint holders of any H Shares, any one of such persons may vote at the H Shareholders Class Meeting, 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 H Shareholders Class Meeting, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such H Shares shall alone be entitled to vote in respect thereof. A proxy need not be a Shareholder. In the event that a Shareholder appoints more than one proxy to attend the H Shareholders Class Meeting, such proxies may only exercise their voting rights in a poll.