



光大證券股份有限公司

Everbright Securities Company Limited

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 6178)

FORM OF PROXY OF HOLDERS OF H SHARES FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 28, 2024 OR ANY ADJOURNMENT(S) THEREOF

Number of H Shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____

of (address) _____

being the registered holder(s) of _____ H Share(s) ^(Note 3) of Everbright Securities Company Limited (the "Company"), appoint **THE CHAIRMAN OF THE MEETING** or _____ ^(Note 4)

of (address) _____

as my/our proxy to attend the 2023 annual general meeting of the Company (the "AGM") to be held at 2:30 p.m. on Tuesday, May 28, 2024 at Jing'an International Plaza, No. 1508 Xinzha Road, Jing'an District, Shanghai, the PRC (or at any adjournment thereof), and vote for me/us in respect of the resolutions as set out in the notice of AGM as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the 2023 Report of the Board of Directors.			
2.	To consider and approve the 2023 Report of the Supervisory Committee.			
3.	To consider and approve the Independent Directors' Annual Work Report for 2023.			
4.	To consider and approve the 2023 Annual Report and its Summary.			
5.	To consider and approve the 2023 Annual Profit Distribution Plan.			
6.	To consider and approve the Report on Performance Appraisal and Remuneration of the Directors of the Company for 2023.			
7.	To consider and approve the Report on Performance Appraisal and Remuneration of the Supervisors of the Company for 2023.			
8.	To consider and approve the Resolution on the Cap of Proprietary Trading Businesses Scale of the Company in 2024.			
9.	To consider and approve the Resolution on the Expected Ordinary Related Party (Connected) Transactions of the Company in 2024.			
10.	To consider and approve the Resolution on the Appointment of External Auditors for 2024.			
SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
11.	To consider and approve the Resolution on the Amendments to the Articles of Association.			
12.	To consider and approve the Resolutions on the General Mandate to Issue Onshore and Offshore Debt Financing Instruments to the Company, including:			
12.1	Issuer			
12.2	Type of Debt Financing Instruments			
12.3	Size of Issuance			
12.4	Method of Issuance			
12.5	Term of Debt Financing Instruments			
12.6	Interest Rates of Debt Financing Instruments			
12.7	Guarantees and Other Credit Enhancement Arrangements			
12.8	Use of Proceeds			
12.9	Issue Price			
12.10	Target Subscribers and Arrangements for Placement to the Shareholders of the Company			
12.11	Listing of the Debt Financing Instruments			
12.12	Measures for Guaranteeing Debt Repayment of the Debt Financing Instruments			
12.13	Authorised Matters Relating to the Issuance of the Onshore and Offshore Debt Financing Instruments of the Company			
12.14	Validity Period of the Resolution			
ORDINARY RESOLUTIONS (BY WAY OF CUMULATIVE VOTING)		Vote Casted (shares) ^(Note 6)		
13.	To consider and approve the Resolutions on the Election of Non-independent Directors of the Seventh Session of the Board of Directors of the Company.	Fill in the number of "For" votes		
13.1	To consider and approve the Resolution on the Election of Mr. Zhao Ling as an Executive Director of the Seventh Session of the Board of Directors of the Company			share(s)
13.2	To consider and approve the Resolution on the Election of Mr. Liu Qiuming as an Executive Director of the Seventh Session of the Board of Directors of the Company			share(s)
13.3	To consider and approve the Resolution on the Election of Ms. Ma Rentao as a Non-executive Director of the Seventh Session of the Board of Directors of the Company			share(s)
13.4	To consider and approve the Resolution on the Election of Mr. Lian Yalin as a Non-executive Director of the Seventh Session of the Board of Directors of the Company			share(s)
13.5	To consider and approve the Resolution on the Election of Ms. Wang Yun as a Non-executive Director of the Seventh Session of the Board of Directors of the Company			share(s)

13.6	To consider and approve the Resolution on the Election of Mr. Yin Yanwu as a Non-executive Director of the Seventh Session of the Board of Directors of the Company	share(s)
13.7	To consider and approve the Resolution on the Election of Mr. Xie Song as a Non-executive Director of the Seventh Session of the Board of Directors of the Company	share(s)
13.8	To consider and approve the Resolution on the Election of Mr. Qin Xiaozheng as a Non-executive Director of the Seventh Session of the Board of Directors of the Company	share(s)
14.	To consider and approve the Resolutions on the Election of Independent Non-executive Directors of the Seventh Session of the Board of Directors of the Company.	Fill in the number of "For" votes
14.1	To consider and approve the Resolution on the Election of Mr. Ren Yongping as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company	share(s)
14.2	To consider and approve the Resolution on the Election of Mr. Yin Junming as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company	share(s)
14.3	To consider and approve the Resolution on the Election of Mr. Lau Ying Pan as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company	share(s)
14.4	To consider and approve the Resolution on the Election of Ms. Chen Xuanjuan as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company	share(s)
14.5	To consider and approve the Resolution on the Election of Mr. Lv Suiqi as an Independent Non-executive Director of the Seventh Session of the Board of Directors of the Company	share(s)
15.	To consider and approve the Resolutions on the Election of Supervisors of the Seventh Session of the Supervisory Committee of the Company.	Fill in the number of "For" votes
15.1	To consider and approve the Resolution on the Election of Mr. Liang Yi as a Supervisor of the Seventh Session of the Supervisory Committee of the Company	share(s)
15.2	To consider and approve the Resolution on the Election of Mr. Zhou Huajian as a Supervisor of the Seventh Session of the Supervisory Committee of the Company	share(s)
15.3	To consider and approve the Resolution on the Election of Mr. Ye Shengli as a Supervisor of the Seventh Session of the Supervisory Committee of the Company	share(s)
15.4	To consider and approve the Resolution on the Election of Mr. Lin Maoliang as a Supervisor of the Seventh Session of the Supervisory Committee of the Company	share(s)
15.5	To consider and approve the Resolution on the Election of Mr. Li Ruoshan as a Supervisor of the Seventh Session of the Supervisory Committee of the Company	share(s)
15.6	To consider and approve the Resolution on the Election of Mr. Liu Yunhong as a Supervisor of the Seventh Session of the Supervisory Committee of the Company	share(s)
TO HEAR THE RELEVANT REPORT		
16.	To hear the Report on Performance of Duty, Performance Appraisal and Remuneration of the Senior Management of the Company for 2023.	

Date: _____ 2024

Signature(s)^(Note 7): _____

Notes:

- Please insert the number of H Shares registered in your name(s) to which this form of proxy relates. If the number is inserted, this form of proxy will be deemed to relate to such number of H Shares inserted only. 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/her stead. A proxy need not be a shareholder. 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/her discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his/her discretion on any other resolution duly put to the AGM other than those referred to in the notice of the AGM.
- IMPORTANT:**
 - Pursuant to the articles of association of the Company, voting at the meeting in respect of resolutions in relation to the proposed election of non-independent Directors, independent non-executive 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 proposed non-independent Director, independent non-executive Director or Supervisor.
 - The cumulative voting will be conducted separately by three categories of (i) the non-independent Directors; (ii) the independent non-executive Directors and (iii) the Supervisors, i.e. (i) for the election of the non-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 non-independent Directors, i.e. 8, and this particular allocation of votes may only be cast on the proposed non-independent Director candidates; (ii) for the election of independent 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 independent non-executive Directors, i.e. 5, and this particular allocation of votes may only be cast on the proposed independent non-executive 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. 6, 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. 13.1 to 13.8 will be 800 votes, and this particular allocation of votes may only be cast on the proposed non-independent Director candidates; the total number of votes you may cast in respect of resolutions No. 14.1 to 14.5 will be 500 votes, and this particular allocation of votes may only be cast on the proposed independent non-executive Director candidates; and the total number of votes you may cast in respect of resolutions No. 15.1 to 15.6 will be 600 votes, and this particular allocation of votes may only be cast on the proposed Supervisor candidates.
 - 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 800 votes or less in respect of resolutions No. 13.1 to 13.8, 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 800 votes in respect of resolutions No. 13.1 to 13.8, 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. 14.1 to 14.5 and No. 15.1 to 15.6.
- 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 the 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, together with a notarially certified copy of the power of attorney or other authority if it is signed by a person on behalf of the appointor, 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 H shareholders of the Company) not less than 24 hours before the time for holding the AGM or the time appointed for voting by poll (i.e. at 2:30 p.m. on Monday, May 27, 2024).
- Where there are joint holders of any H Shares, any one of such persons may vote at the AGM, 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 are present at the AGM, 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 AGM, such proxies may only exercise their voting rights in a poll.
- Please note that completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.