



大中華金融控股有限公司
GREATER CHINA FINANCIAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 431)

website: <http://www.irasia.com/listco/hk/greaterchina/index.htm>

**FORM OF PROXY FOR SPECIAL GENERAL MEETING
(OR ANY ADJOURNMENT THEREOF)**

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares
(the “Shares”) of HK\$0.001 each in the capital of Greater China Financial Holdings Limited (the “Company”). HEREBY
APPOINT^{3,4} the chairman of the meeting, or failing him _____
of _____
as my/our proxy to attend for me/us at the meeting (or at any adjournment thereof) to be held at Suites 3001-11, Tower Two, Times
Square, 1 Matheson Street, Causeway Bay, Hong Kong on Monday, 9 October 2017 at 11:00 a.m. for the purpose of considering and,
if thought fit, passing the resolution as set out in the notice convening the meeting and at the meeting (or at any adjournment thereof)
to vote for me/us in my/our name(s) in respect of the said resolution hereunder indicated or, if no indication is given, as my/our
proxy thinks fit.

ORDINARY RESOLUTION		For ⁵	Against ⁵
1.	To approve the Sale and Purchase Agreement and the transactions contemplated thereunder.		

Signature(s)⁶ _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out “the chairman of the meeting, or failing him” and insert the name and address of the proxy desired in the space provided. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, shall be deposited at the branch share registrar and transfer office of the Company in Hong Kong, **Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong**, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- Where there are joint shareholders, any one of such joint shareholders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint shareholders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

“PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting (the ‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.”