



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) of ² _____ shares of HK\$0.001 each in
the capital of above named company (the "Company"). **HEREBY APPOINT** ³ the Chairman of the meeting or failing
him _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at Suites 3001-11,
Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Wednesday, 22 July 2020 at 11:00 a.m. (or at any
adjournment thereof) in respect of the resolution set out in the notice convening the said meeting as hereunder indicated, and, if no
such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
(1)	<p>(a) the agreement dated 16 November 2019 (the "Acquisition Agreement") as supplemented by the agreement dated 29 June 2020 (the "Supplemental Agreement") entered into by and among the Company, Good Set Investments Limited (as the purchaser and a subsidiary of the Company), Skill Rich Limited as vendor and Mr. Chen Zheng (as the vendor guarantor) in relation to the acquisition of the entire issued share capital of Xin Yunlian Investment Limited and the unsecured interest-free loan owing by the Target Company to the Vendor (copies of the Acquisition Agreement and the Supplemental Agreement having been produced to the Meeting and marked "A" and initialed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) subject to and conditional upon completion of the Acquisition in accordance with the terms of the Acquisition Agreement and the Supplemental Agreement, the creation and issue by the Company of the Convertible Notes to the Vendor to settle the amount of HK\$200 million of the consideration of the Acquisition and the issue of the Conversion Shares upon conversion of the Convertible Notes be and are hereby approved;</p> <p>(c) subject to and conditional upon completion of the Acquisition in accordance with the terms of the Acquisition Agreement as supplemented by the Supplemental Agreement, the issue by the Company of the New Shares at the Issue Price to the Vendor to settle the amount of HK\$ 160 million of the consideration of the Acquisition be and is hereby approved; and</p> <p>(d) subject to and conditional upon completion of the Acquisition in accordance with the terms of the Acquisition Agreement and the Supplemental Agreement, the creation and issue by the Company of the Incentive Notes to the Vendor and the issue of Shares upon conversion of the Incentive Notes be and are hereby approved;</p>		

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
(2)	<p>(a) the agreement dated 16 November 2019 (the “Consultancy Agreement”) as supplemented by the agreement dated 29 June 2020 (the “Supplemental Agreement to the Consultancy Agreement”) entered into by and among the Company, Good Set Investments Limited, and Mr. Lu Hongguo (the “Consultant”) in relation to the provision of the consultancy services by the Consultant in relation to the Acquisition (copies of the Consultancy Agreement and the Supplemental Agreement to the Consultancy Agreement having been produced to the Meeting and marked “B” and initialed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) subject to and conditional upon completion of the Acquisition in accordance with the terms of the Acquisition Agreement as supplemented by the Supplemental Agreement, the issue by the Company of the Consideration Shares at the Issue Price to the Consultant to settle the Consultancy Fee at HK\$ 10 million be and is hereby approved;</p>		
(3)	<p>any one director of the Company be and is hereby authorized to execute any other documents, instruments, agreements and deeds and to do all such acts, matters and things that are of administrative nature only and ancillary to the transactions contemplated under the Acquisition Agreement, the Supplemental Agreement, the Consultancy Agreement, and the Supplemental Agreement to the Consultancy Agreement, as he or she may in his or her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Acquisition Agreement, the Supplemental Agreement, the Consultancy Agreement, and the Supplemental Agreement to the Consultancy Agreement and the transactions contemplated thereunder, and to agree to such variation of the terms of the Acquisition Agreement, the Supplemental Agreement, the Consultancy Agreement, and the Supplemental Agreement to the Consultancy Agreement and the transactions contemplated thereunder that are of administrative nature only as he or she may in his or her absolute discretion consider necessary or desirable; and the terms capitalised in this resolution (unless otherwise defined) have the same meaning as defined in the circular of the Company dated 30 June 2020.</p>		

Dated this _____ day of _____ 2020.

Signature(s)⁶ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s), if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or other person duly authorised.
7. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.