



**Capital Finance Holdings Limited**  
**首都金融控股有限公司**

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)  
 (Stock Code: 8239)

**PROXY FORM**

Proxy form for use by the shareholders of Capital Finance Holdings Limited (the “**Company**”) at the special general meeting (the “**SGM**”) to be convened at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon at 11:30 a.m. on Monday, 24 August 2015 (or any adjournment thereof).

I/We <sup>(note a)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares (the “**Shares**”) of HK\$0.01 each of the Company hereby appoint the chairman (the “**Chairman**”) of the SGM or \_\_\_\_\_  
 of \_\_\_\_\_  
 to act as my/our proxy <sup>(note c)</sup> at the SGM to be held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon at 11:30 a.m. on Monday, 24 August 2015 and at any adjournment thereof for the purposes of considering and, if thought fit, passing the ordinary resolution set out in the notice dated 6 August 2015 convening the SGM (the “**Notice**”) and to vote on my/our behalf as directed below.

ORDINARY RESOLUTION <sup>(note d)</sup>	FOR <sup>(note e)</sup>	AGAINST <sup>(note e)</sup>
To approve, confirm and ratify the Agreement (as defined in the Notice) and the transactions contemplated thereunder.		

Dated the \_\_\_\_\_ day \_\_\_\_\_ of 2015

Shareholder’s signature \_\_\_\_\_ <sup>(notes f, g, h, i and j)</sup>

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b. Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the SGM as your proxy, please delete the words “the chairman (the “**Chairman**”) of the SGM or” and insert the name and address of the person appointed proxy in the space provided.
- d. The description of the resolution is by way of summary only. The full text appears in the Notice.
- e. If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the SGM other than the one set out in the Notice.
- f. In the case of a joint holding, this proxy form may be signed by any joint holder, but if more than one joint holder is present at the SGM, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- g. The proxy form must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorised.
- h. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time of the SGM or any adjourned meeting.
- i. Any alteration made to this form should be initialled by the person who signs the form.
- j. Completion and return of a proxy form shall not preclude you from attending and voting in person at the SGM or any adjournment thereof and in such event, this form appointing a proxy shall be deemed to be revoked.