



中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

Form of Proxy for use at the Special General Meeting to be held on Wednesday, 23 March 2022

I/We (Note 1) _____
of _____

being the registered holder(s) of _____ shares (Note 2) of HK\$0.01 each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 3) as my/our proxy to attend and act for me/us on my/our behalf at the Special General Meeting (and at any adjournment thereof) of the Company to be held at Unit 1801-2, 18/F, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong on Wednesday, 23 March 2022 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR (Notes 4 & 5)	AGAINST (Notes 4 & 5)
1.	To approve and/or ratify the relevant transactions under a series of acquisitions of a total of 564,242,000 ordinary shares of China Shandong Hi-Speed Financial Group Limited on the open market and through bought and sold notes at an aggregate consideration of approximately HK\$208,889,000 (inclusive of transaction costs) by Central Wealth Infrastructure Investment Limited ("CWII") during November 2020 and the authorisation and empowerment of the directors (the "Directors") of the Company to do all such acts and things, which the Directors deem necessary, appropriate or desirable to implement and give full effect to such acquisitions and the transactions contemplated thereunder.		
2.	To approve and/or ratify the relevant transactions under a series of acquisitions of a total of 1,329,200 ordinary shares of Hong Kong Exchanges and Clearing Limited on the open market at an aggregate consideration of approximately HK\$556,278,956 (inclusive of transaction costs) by CWII during July 2020 to February 2021 and the authorisation and empowerment of the Directors to do all such acts and things which the Directors deem necessary, appropriate or desirable to implement and give full effect to such acquisitions and the transactions contemplated thereunder.		
3.	To approve and/or ratify the relevant transactions under a series of disposals of a total of the 3,459,775,829 then ordinary shares ("CMBC Share(s)") of CMBC Capital Holdings Limited on the open market and through bought and sold notes at an aggregate consideration of approximately HK\$426,634,154 (exclusive of transaction costs) by CWII and Desert Gold Limited during January 2020 to May 2021 and the authorisation and empowerment of the Directors to do all such acts and things which the Directors deem necessary, appropriate or desirable to implement and give full effect to such disposals and the transactions contemplated thereunder.		
4.	(a) To approve the disposal mandate (the "Disposal Mandate") for the possible disposal(s) (the "Possible Disposal(s)") of up to 8,460,250 consolidated CMBC Shares to independent third party purchaser(s) during the period of 12 months from the date of passing of this resolution (the "Mandate Period") at a market price of (i) no more than 20% discount to the average closing price of the CMBC Share as quoted on The Stock Exchange of Hong Kong Limited for the five (5) consecutive trading days immediately before the date of each Possible Disposal during the Mandate Period; and (ii) not less than the minimum selling price of HK\$2.33 per consolidated CMBC Share; and (b) To authorise and empower the Directors to do all such acts and things which the Directors deem necessary, appropriate or desirable to implement and give full effect to the Possible Disposal(s) and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate.		
5.	To re-elect Mr. Wang Jun as an executive Director.		
6.	To re-elect Ms. Chen Jingxian as an executive Director.		
7.	To re-elect Ms. Song Caini as an executive Director.		
8.	To re-elect Mr. Chen Hongjin as an executive Director.		

Dated this _____ day _____ of 2022.

Signature (Note 6): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. **The Company reminds the Shareholders who wish to exercise his/her/its voting rights that they must appoint the Chairman of SGM as their proxy to vote on the relevant resolutions at the SGM.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (only for those who are required to attend the meeting physically to form a quorate meeting), or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her/its votes or cast all the votes in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Branch Share Registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding this meeting (i.e. not later than 10:00 a.m. on Monday, 21 March 2022) or any adjourned meeting.
9. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
10. References to time and dates in this form of proxy refer to Hong Kong time and dates.

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 and to such parties who are authorised 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be made in writing to Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for the attention of Privacy Compliance Officer.