



# 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/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.001 each in the capital of abovenamed company (the "Company"). **HEREBY APPOINT<sup>3</sup>** 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 Thursday, 25 February 2016 at 11:00 a.m. (or at any adjournment thereof) in respect of the resolutions 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 RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1	<p>"THAT:--</p> <p>(a) the second supplemental agreement dated 8 January 2016 to the sale and purchase agreement dated 20 November 2014 as amended by the first supplemental agreement dated 3 June 2015 (the "Sale and Purchase Agreement") among Rosy Start Investments Limited, Equity Partner Holdings Limited, Century Best Holdings Limited and Asiabiz Capital Investment Limited as vendors, Mr. Joseph Shie Jay Lang as vendors guarantor and the Company as purchaser in respect of the acquisition of the shares of Oriental Credit Holdings Limited (a copy of which has been produced to the meeting marked "A" and initialed by the chairman of the meeting for the purpose of identification) (the "Second Supplemental Agreement") and the performance of the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any director of the Company (the "Director(s)") be and is hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions mentioned in paragraph (a) above."</p>		
2	<p>"THAT:--</p> <p>(a) the issue of each of the Convertible Notes (as defined in the Sale and Purchase Agreement and the Second Supplemental Agreement) and its terms and conditions (a copy of which has been produced to the meeting marked "B" and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (including any possible exercise of the conversion rights attaching to the Convertible Notes and subscription of the ordinary shares of the Company on exercise of such conversion rights) be and are hereby approved;</p> <p>(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Conversion Shares (as defined in the Convertible Notes) to be allotted and issued pursuant to the terms and conditions of the Convertible Notes, and upon the exercise of the conversion rights attaching to the Convertible Notes, the Directors be and are hereby granted a specific mandate (the "Specific Mandate") to allot and issue, credited as fully paid, (i) 625,000,000 ordinary shares of HK\$0.001 each as required under the Sale and Purchase Agreement based on the initial consideration of HK\$150,000,000; and (ii) up to 750,000,000 ordinary shares of HK\$0.001 each based on the adjusted consideration of HK\$180,000,000, in the share capital of the Company as may be required to be allotted and issued upon exercise of the conversion rights under the Convertible Notes at a conversion price of HK\$0.24 per ordinary share of HK\$0.001 each in the share capital of the Company (subject to adjustment), on and subject to the terms and conditions of the Convertible Notes, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 30 April 2015; and</p> <p>(c) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraphs (a) and (b) above, including where appropriate, agreeing to any non-material amendments to the terms and conditions of the Convertible Notes and any other agreements made in relation thereto to the extent permitted by the Listing Rules (as defined in the circular) and the applicable laws and in the interests of the Company and its shareholders."</p>		

Dated this \_\_\_\_\_ day \_\_\_\_\_ of, 2016.

Signature(s)<sup>6</sup>: \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN 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.
- 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 Hong Kong branch share registrar of the Company, Tricor Tengis Limited, Level 22, 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.
- 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.
- 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 were 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.