



AMBER HILL FINANCIAL HOLDINGS LIMITED

安山金控股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 33)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2)
shares of HK\$0.001 each in the share capital of Amber Hill Financial Holdings Limited (the “Company”), hereby appoint the chairman of the Meeting or _____
of _____
to act as my/our proxy ^(note 3), to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the “Meeting”) of the Company to be held at 19/F One Hennessy, 1 Hennessy Road, Wanchai Hong Kong on Friday, 27 November 2020 at 12:00 noon and at any adjournment thereof in respect of the resolutions set out in the notice convening the Meeting (the “Notice of EGM”) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meanings as those stated in the Notice of EGM.

ORDINARY RESOLUTIONS ^(note 9)		FOR	AGAINST
1.	To approve the proposed consolidation of every ten (10) issued shares in the share capital of the Company into one (1) Consolidated Share and to authorise any Director to do all things necessary for implementation of the aforesaid.		
2.	To approve the Rights Issue on the basis of three (3) Rights Shares for every one (1) Consolidated Share held on the Record Date and the Placing Agreement, together with the respective transactions contemplated thereunder, and to authorise any Director to do all things necessary for implementation of the aforesaid.		
3.	To approve the Subscription Agreement and the transactions contemplated thereunder and the grant of specific mandate for the allotment and issue of the Subscription Shares and to authorise any Director to do all things necessary for implementation of the aforesaid.		
SPECIAL RESOLUTION			
4.	To approve the Whitewash Waiver and to authorise any Director to do all things necessary for giving effect to the Whitewash Waiver.		

Shareholder's signature _____ ^(notes 5, 6, 7 and 8) Dated the _____ day of _____ 2020

Notes:

- Full name(s) and address(es) are 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 Company registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please 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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- If you wish to vote for a resolution, tick in the box marked “FOR”. If you wish to vote against a resolution, tick in the box marked “AGAINST”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, must be either under its Common Seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a materially certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding any adjourned meeting (i.e. no later than 12:00 noon on 25 November 2020).
- In the case of joint registered holders of any shares, 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 registered holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
- The full text of the above proposed resolutions appears in the Notice of EGM dated 4 November 2020.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, this form of proxy shall be deemed to be revoked.
- The Notice of EGM is set out in the Company's circular dated 4 November 2020.

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 in writing to the Company or Tricor Investor Services Limited at the above address for the attention of Privacy Compliance Officer.