



# 大中華金融控股有限公司

GREATER CHINA FINANCIAL HOLDINGS LIMITED

(formerly known as Greater China 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\$0.005 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 Wednesday, 23 December 2015 at 10:00 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 <sup>4</sup>	AGAINST <sup>4</sup>
<p><b>"THAT</b> subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the "<b>Stock Exchange</b>") granting the listing of, and permission to deal in, the Subdivided Shares (as defined below) and any new Subdivided Shares (as defined below) which may fall to be issued pursuant to the exercise of the share options of the Company and the convertible notes in the maximum principal amount of HK \$180,000,000 arising from the Share Subdivision; and (ii) the compliance with the relevant legal procedures and requirements under the Rules Governing the Listing of Securities on the Stock Exchange and the laws of Bermuda (if any), the Share Subdivision (as defined below) and the subdivision of preference shares be approved in the following manner:</p> <p>(a) (i) each of the existing issued and unissued shares of the Company of par value of HK\$0.005 each (the "<b>Shares</b>") in the share capital of the Company be sub-divided (the "<b>Share Subdivision</b>") into five (5) sub-divided shares of par value of HK\$0.001 each (the "<b>Subdivided Shares</b>"), (ii) each of the existing issued and unissued preference shares of the Company of par value of HK\$0.005 each in the share capital of the Company be sub-divided into five (5) sub-divided preference shares of par value of HK\$0.001 each; and the Share Subdivision and the subdivision of preference shares shall take effect on the next business day which is not a half-day trading day immediately following the day on which this resolution is passed;</p> <p>(b) all the Subdivided Shares and subdivided preference shares will rank <i>pari passu</i> in all respects with each other with the Shares and subdivided preference shares in issue prior to the Share Subdivision respectively; and</p> <p>(c) any one of the directors or company secretary of the Company be and is hereby authorised to do all such acts, deed and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effect, implement and complete any and all of the matters set out in this resolution."</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

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

**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 INITIALLED 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 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.
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 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.
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 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.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.