

# TANRICH

## TANRICH FINANCIAL HOLDINGS LIMITED

### 敦沛金融控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 812)

Form of proxy for the special general meeting (“SGM”) of Tanrich Financial Holdings Limited (the “Company”) to be held at Rooms 1601, 1606-1608, 16th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 19 September 2014 at 10:30 a.m. (Hong Kong time) and any adjournment thereof. Capitalised terms shall have the same meanings as those defined in the circular of the Company dated 3 September 2014.

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.10 each in the capital of the Company hereby appoint the Chairman of the SGM, or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote on my/our behalf at the SGM and any adjournment thereof in respect of the resolutions to be put to the SGM as set out in the notice convening the SGM<sup>4</sup>. The proxy will vote as indicated below in respect of the resolutions set out in the notice convening the SGM:

ORDINARY RESOLUTIONS	FOR <sup>5</sup>	AGAINST <sup>5</sup>
1. (a) To approve the Increase in Authorised Share Capital; and (b) to authorise the Directors to do all acts, sign and execute all documents or agreements or deeds in connection with the Increase in Authorised Share Capital.		
2. Subject to the passing of the resolution no. 1, (a) to approve, ratify and confirm the Subscription Agreement; (b) to grant the Specific Mandate to the Directors to allot and issue the Subscription Shares to the Offeror pursuant to the Subscription Agreement; and (c) to approve all other transactions contemplated under the Subscription Agreement and authorise the Directors to do all acts, sign and execute all documents or agreements or deeds in connection with the Subscription Agreement.		
3. To re-appoint Mr. Lam Kwok Cheong as an independent non-executive director of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014. Signature<sup>6</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of ordinary shares of HK\$0.10 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the SGM is appointed, strike out “the Chairman of the SGM or” and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company.
4. Completion and return of this form of proxy will not preclude you from attending and voting at the SGM should you wish.
5. **IMPORTANT:** If you wish to vote for a resolution, place a “X” in the relevant box marked “FOR”. If you wish to vote against a resolution, place a “X” in the relevant box marked “AGAINST”. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
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 be either under its seal or under the hand of an officer or attorney or other person duly authorised to sign the name.
7. **In order 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 of attorney or authority), must be delivered to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.**
8. Where there are joint holders of any share/shares, any one of such joint holders may vote, either in person or by proxy, at the SGM in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the SGM, 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 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 in respect of the joint holding.
9. Any alterations made to this form of proxy must be initialled by the person who signs it.

\* For identification purpose only