TANRICH FINANCIAL HOLDINGS LIMITED
敦沛金融控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 812)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of the shareholders (the "**Shareholders**") of TANRICH FINANCIAL HOLDINGS LIMITED (the "**Company**") will 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. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. "**THAT**:

   a) the authorised share capital of the Company be and is hereby increased from HK$200,000,000 divided into 2,000,000,000 shares of HK$0.10 each (each a "**Share**") to HK$400,000,000 divided into 4,000,000,000 Shares of HK$0.10 each by the creation of additional 2,000,000,000 Shares (the "**Increase in Authorised Share Capital**"); and

   b) any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Increase in Authorised Share Capital and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole."

* *For identification purpose only*

2. "**THAT**:

subject to and conditional on the passing of the ordinary resolution no. 1 as set out in this notice,

a) the subscription agreement dated 11 July 2014 entered into between the Company, Dr. Yip Man Fan, Mr. Tsunoyama Toru and Southwest Securities International Investment Limited (the "**Offeror**") in relation to the subscription of 1,245,124,409 ordinary shares of HK$0.10 each in the share capital of the Company (the "**Subscription Shares**", and each a "**Subscription Share**") at the subscription price of HK$0.28 per Subscription Share ("**Subscription Agreement**") (a copy of the Subscription Agreement has been tabled at the meeting marked "A" and signed by the chairman of the meeting for identification purpose) be and is hereby approved, ratified and confirmed;

b) the directors of the Company (the "**Directors**") be and are hereby granted a specific mandate (the "**Specific Mandate**") to allot and issue the Subscription Shares to the Offeror pursuant to the Subscription Agreement, 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 in the annual general meeting of the Company held on 12 November 2013 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and

c) all other transactions contemplated under the Subscription Agreement be and are hereby approved and any one Director be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Subscription Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole."

3. To re-elect Mr. Lam Kwok Cheong as an independent non-executive director of the Company.

By order of the Board
Kwok Kam Hoi
Deputy Chairman and Chief Executive Officer

Hong Kong, 3 September 2014

As at the date of this notice, the executive directors of the Company are Dr. Yip Man Fan (Chairman), Mr. Kwok Kam Hoi (Deputy Chairman and Chief Executive Officer), Mr. Tsunoyama Toru, Ms. Wong, Vicky Lai Ping and Mr. Lin Peng; and the independent non-executive directors of the Company are Mr. Ma, Andrew Chiu Cheung, Mr. Yu King Tin and Mr. Lam Kwok Cheong.

Notes:

1. A proxy form for use at the meeting is enclosed.

2. Any shareholder of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint one or more proxies to attend and vote instead of him.

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

4. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be deposited at 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 meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.

5. A proxy need not be a shareholder of the Company. A shareholder of the Company may appoint a proxy in respect of part of his holding of shares in the Company.

6. In the case of joint holders of a share/shares in the Company, if more than one of such joint holders be present at any meeting, 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 in respect of the joint holding.