



國農金融投資有限公司

China Demeter Financial Investments Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8120)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 15 JUNE 2023 AND ANY ADJOURNMENT THEREOF

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares (“Shares”) of HK\$0.01 each in the share capital of China Demeter Financial Investments Limited (“Company”), HEREBY APPOINT the chairman of the meeting, or ³ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (“Meeting”) of the Company to be held at 2:00 p.m. on Thursday, 15 June 2023 at 22/F., Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong, and at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting (“Notice”) and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated hereunder, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as my/our proxy thinks fit.

ORDINARY RESOLUTIONS [#]		For ⁴	Against ⁴
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“Directors”) and the auditors of the Company for the year ended 31 December 2022.		
2(a).	To re-elect Mr. Chan Hin Hang as an independent non-executive Director.		
2(b).	To re-elect Mr. Yum Edward Liang Hsien as an independent non-executive Director.		
2(c).	To authorise the board of Directors to fix the respective Directors’ remuneration.		
3.	To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.		
4.	To grant the Repurchase Mandate (as defined in the circular of the Company dated 18 May 2023 (“Circular”)) to the Directors to repurchase shares of the Company.		
5.	To grant the General Mandate (as defined in the Circular) to the Directors to issue, allot and otherwise deal with additional shares of the Company.		
6.	To extend the General Mandate granted to the Directors to include the number of shares repurchased by the Company.		
7A.	To approve the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme and the Scheme Mandate Limit (each as defined in the Circular) and authorise the Directors to do all such acts to implement and give full effect to the New Share Option Scheme.		
7B.	To approve the adoption of the Service Provider Sublimit (as defined in the Circular).		

[#] The full text of the resolution is set out in the Notice.

Signature ⁵: _____

Date: _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the chairman of the Meeting is preferred, please strike out “the chairman of the meeting, or” and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGN(S) IT.**
- IMPORTANT:** If you wish to vote for the resolution, please tick the box marked “For”. If you wish to vote against the resolution, please tick the box marked “Against”. Failure to complete the box will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 2:00 p.m. on Tuesday, 13 June 2023 or not less than 48 hours before any adjournment thereof (as the case may be).
- In the case of 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 Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- The proxy needs not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, this form of proxy will be deemed to be revoked.
- The resolutions set out above will be put to vote at the Meeting by way of poll.
- 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 of the Company (“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 for use in connection with the Purposes and to such parties who are authorized 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to Tricor Tengis Limited at the above address.