



**中國通海國際金融有限公司**  
**CHINA TONGHAI INTERNATIONAL FINANCIAL LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 952)

**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING (“SGM”)  
TO BE HELD ON FRIDAY, 11 OCTOBER 2019 AT 11:00 A.M.  
(OR ANY ADJOURNMENT THEREOF)**

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_  
ordinary shares of Hong Kong one third of one cent each in the capital of the China Tonghai International Financial Limited (the  
“Company”), HEREBY APPOINT<sup>(Note 3)</sup> the Company Secretary of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy/proxies to attend and to act for me/us at the SGM (or at any adjournment thereof) to be held at East and West  
Rooms, 23/F, Mandarin Oriental, Hong Kong, 5 Connaught Road Central, Hong Kong on Friday, 11 October 2019 at 11:00 a.m. and  
in particular (but without limitation) at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in  
respect of the resolutions set out in the notice convening the said meeting as indicated below or, if no such indication is given, as my/  
our proxy/proxies thinks fit.

	Ordinary Resolutions	For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	To approve the Revised Annual Caps set out in the circular of the Company dated 24 September 2019.		
2.	To approve the entering into of the China Oceanwide Framework Services Agreement, the transactions contemplated thereunder and in connection therewith, and the relevant Proposed Annual Caps set out in the circular of the Company dated 24 September 2019.		
3.	To approve the entering into of the Oceanwide Holdings Framework Services Agreement, the transactions contemplated thereunder and in connection therewith, and the relevant Proposed Annual Caps set out in the circular of the Company dated 24 September 2019.		
4.	To approve the entering into of the Tohigh Framework Services Agreement, the transactions contemplated thereunder and in connection therewith, and the relevant Proposed Annual Caps set out in the circular of the Company dated 24 September 2019.		

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

**Notes:**

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s) to which the form of proxy is to relate. If no number is inserted, this form of proxy will be deemed to relate to all those shares of the Company registered in your name(s).
3. If any proxy other than the Company Secretary of the Company is preferred, strike out the words “the Company Secretary of the Company or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR” THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST” THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast your vote 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 those referred to in the notice convening the meeting.
5. 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 common seal or under the hand of an officer or attorney or other person duly authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign the form of proxy on behalf of the corporation without further evidence of the fact.
6. 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 certified copy of such power or authority, must be deposited at the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the 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 of members of the Company in respect of the joint holding.
8. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote in his/her stead. A proxy need not be a member of the Company but must be present in person to represent the member.

**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 of the Company (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 for use in connection with the Purposes 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. 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.