



SOUTH CHINA FINANCIAL HOLDINGS LIMITED

南華金融控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00619)

PROXY FORM

Proxy Form for use at the Extraordinary General Meeting (the “Meeting”) to be held on Wednesday, 11 January 2023 at 10:00 a.m. or any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares
in the share capital of South China Financial Holdings Limited 南華金融控股有限公司 (the “Company”) hereby appoint
the Chairman of the Meeting or ^(Note 3) _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Wednesday, 11 January 2023 at 10:00 a.m. or any adjournment thereof, on the undermentioned resolution as indicated, and, if no such indication is given as my/our proxy thinks fit:

	ORDINARY RESOLUTION ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To consider, approve, confirm and ratify the sale and purchase agreement dated 13 September 2022 and the transactions as contemplated thereunder (including the terms and conditions of the subscription of the convertible bonds to be issued by the Company) and all matters incidental thereto.		

Dated this _____ day of _____

Signature ^(Note 6) _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint person other than the Chairman of the Meeting as your proxy, please strike out “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided. Any alteration made to this form must be initialed by the person who signs the form.
4. The description of the resolution is by way of summary only. The full text of the resolution appears in the notice of the convening the Meeting dated 16 December 2022.
5. **IMPORTANT:** If you wish to vote for the resolution set out above, 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 votes at his discretion.
6. This proxy form must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
7. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
8. To be valid, this proxy form together with any 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 offices of the Company’s share registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than forty-eight (48) hours before the time of the Meeting or any adjourned meeting. In calculating the periods mentioned in this paragraph, no account is to be taken of any part of a day that is a public holiday (including Sunday).
9. Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof, if you wish to do so. In that event, this proxy form will be deemed to have been revoked.