



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 to be held on Thursday, 20 July 2023, at 11:00 a.m. (or any adjournment thereof)

I/We ^(Note 1), _____
of, _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares
of Hong Kong one third of one cent each in the capital of China Tonghai International Financial Limited (the “Company”), HEREBY
APPOINT ^(Note 3) the Chairman of the meeting or _____
of _____
as my/our proxy/proxies to attend and to act for me/us at the special general meeting of the Company (“SGM”) (or at any adjournment
thereof) to be held at Artyzen Club, 401A, 4/F Shun Tak Centre (near China Merchants Tower), 200 Connaught Road Central, Hong
Kong on Thursday, 20 July 2023 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.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the notice of the SGM dated
28 June 2023.

Ordinary Resolutions		For ^(note 4)	Against ^(note 4)
1.	To approve the Settlement Arrangement as defined and described in the Circular, which constitutes a special deal under Rule 25 of the Takeovers Code.*		
2.	Subject to the passing of resolution 1 set out in the notice of SGM and the consent from the executive director of the Corporate Finance Division of the Securities and Futures Commission, to approve the Settlement Arrangement and the transaction contemplated thereunder.*		

* The full text of the resolutions are set out in the notice of the SGM dated 28 June 2023.

Signature(s) ^(Note 5) _____ Dated this _____ day of _____ 2023

Notes:

- Full name(s) and address (es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company to which this form of proxy relates. 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).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” herein stated and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** If no name is inserted in the space for the name of your proxy, the Chairman of the meeting will act as your proxy.
- 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.
- 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.
- 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.
- In the case of joint holders, any one of such joint holders may vote at the meeting, either personally or by proxy, but if more than one of such joint holders are present at the above meeting, the vote, whether personally or by proxy, of the said persons so present whose name stands first by the order stand in the register of members in respect of the joint holding shall be accepted to the exclusion of the votes of the other joint holders.
- 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 and any such request should be in writing by mail to Tricor Tengis Limited at the above address.