



# CIFI Holdings (Group) Co. Ltd.

## 旭輝控股(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00884)

(Debt Stock Codes: 05261, 40316, 40464, 40519, 40681, 40682)

### FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the share capital of

CIFI Holdings (Group) Co. Ltd. (the "Company"), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him, the Chairman of the meeting, as my/our proxy(ies) to attend and vote for me/us at the extraordinary general meeting of the Company to be held at Contract Signing Room, 2/F, CIFI Center, Lane 1088, No.39 Shenhong Road, Minhang District, Shanghai, PRC, on Friday, 31 October 2025 at 10:00 a.m. (the "EGM") (or at any adjournment thereof) and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice of the EGM as indicated below, or, if no such indication is given, at the discretion of my/our proxy(ies). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the circular of the EGM dated 16 October 2025.

Ordinary Resolutions <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve the issue of the MCB (including the issue of the MCB to Rosy Fortune and Rain-Mountain) and the transactions contemplated thereunder including but not limited to the issue of zero coupon convertible bonds of the Company, and the grant of a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the MCB Conversion Shares.		
2.	To approve the Shareholder Loan Conversion and the transactions contemplated thereunder including but not limited to the conversion of the Shareholder Loan extended by Rosy Fortune to the Group in full into ordinary shares of the Company, and the grant of a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Shareholder Loan Conversion Shares.		
3.	To approve the adoption of the Share Award Scheme and, subject to the adopt of the Share Award Scheme, the grant to the directors of the Company a mandate to handle matters pertaining to the Share Award Scheme.		
4.	(a) To approve, subject to the adoption of the Share Award Scheme, the grant of 2,218,286,035 Awards to Mr. LIN Zhong.		
	(b) To approve, subject to the adoption of the Share Award Scheme, the grant of 95,000,000 Awards to Mr. RU Hailin.		
	(c) To approve, subject to the adoption of the Share Award Scheme, the grant of 80,000,000 Awards to Mr. YANG Xin.		
	(d) To approve, subject to the adoption of the Share Award Scheme, the grant of 48,000,000 Awards to Mr. GE Ming.		
5.	To approve the increase in the authorised share capital of the Company from HK\$2,000,000,000 divided into 20,000,000,000 Shares to HK\$5,000,000,000 divided into 50,000,000,000 Shares by the creation of an additional 30,000,000,000 Shares.		
6.	To approve the termination of each of the share option scheme adopted by the Company on 27 April 2016 and the share award scheme adopted by the Company on 18 December 2017 with effect from the conclusion of the EGM.		

Date: \_\_\_\_\_, 2025 Shareholder's Signature <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Please insert full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
  - 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 the shares of the Company registered in your name(s).
  - Please insert the name and address of the proxy desired. A member is entitled to attend and vote at the EGM and is entitled to appoint one or more (if the member holds more than one share) proxies to attend and vote on his behalf. A proxy need not be a member of the Company but must attend the EGM in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
  - IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE TICK IN THE RELEVANT BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE TICK IN THE RELEVANT BOX(ES) MARKED "AGAINST"**. Failure to complete the boxes will entitle your proxy(ies) to cast his/their vote(s) or abstain from voting at his/their discretion. Your proxy(ies) will also be entitled to vote at his discretion or abstain from voting on any resolution properly put to the meeting other than those set out in the notice of the EGM.
  - The full text of the resolutions are set out in the notice of the EGM.
  - 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 seal or under the hand of an officer, attorney or other person duly authorised.
  - Where there are joint holders of any share(s) of the Company, any one of such joint holders may vote at the EGM either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM in person or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
  - 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 notarially certified copy of that power of attorney or authority), must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the EGM (or at any adjournment thereof).
  - Any alteration made to this form of proxy should be initialled by the person who signs this form.
  - Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.
  - Pursuant to article 13.7 of the articles of association of the Company, all resolutions put to vote of shareholders of the Company at the general meeting shall be decided on a poll.  
**PERSONAL INFORMATION COLLECTION STATEMENT**
- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which may include but is not limited to your name and/or address.
- (ii) Your supply of personal data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and/or other instructions.
- (iii) Your personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your personal data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your personal data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited (address as stated in note 8 above).