



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

Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) to be convened at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Wednesday, 28 March 2018 at 10:00 a.m.

I/We (note a) _____
of _____
being the holder(s) of _____ (note b)
shares in the share capital of South China Financial Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Wednesday, 28 March 2018 at 10:00 a.m. and at any adjournment thereof and to vote in respect of the resolutions set out in the notice (the “Notice”) convening the Meeting dated 9 March 2018 on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

ORDINARY RESOLUTION		FOR	AGAINST
1	<p>(a) the sale and purchase agreement dated 14 July 2017 (as amended by the supplemental agreements dated 11 September 2017, 11 December 2017 and 15 February 2018) (the “Agreement”) (a copy of which is marked “A” and produced to the Meeting) entered into among Perfect Mind Ventures Limited (the “Purchaser”), a wholly-owned subsidiary of the Company, and the companies wholly-owned by Mr. Ng Hung Sang (an executive director, the Chairman of the board of directors and a substantial shareholder of the Company), namely Nicemate Investments Limited (“Vendor 1”), Jessica Publication (BVI) Limited (“Vendor 2”), Win Gain Investments Limited (“Vendor 3”) and Ace Market Investments Limited (“Vendor 4”) in respect of the sale of the entire issued share capital of Perfect Riches Limited, Super Bellax Ltd., Great Ready Assets Limited and Jade Fountain Limited by Vendor 1, Vendor 2, Vendor 3 and Vendor 4, respectively, and purchase of such issued share capital by the Purchaser at the consideration of HK\$15,000,000 in aggregate (as adjusted pursuant to the Agreement) and all the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and</p> <p>(b) the directors of the Company (the “Directors”) be and are hereby authorised on behalf of the Company to do all such acts and things, to sign, seal and execute all such further documents and to take such steps as they consider necessary, appropriate, desirable or expedient for implementation of and giving effect to the Agreement, or any of the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto as are, in their opinion, in the interests of the Company and its shareholders as a whole.</p>		

Dated the _____ day of _____ 2018 (Please delete as appropriate) Shareholder’s signature (notes e, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- 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”. If this form returned is duly signed but without specific direction on any of the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- 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.
- The form of proxy 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.
- To be valid, this form of proxy 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 48 hours before the time of the Meeting or any adjourned meeting (no later than 10:00 a.m. on 26 March 2018 (Hong Kong time)).
- Any alteration made to this form should be initialled by the person who signs the form.