



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 Friday, 23 August 2019 at 9:00 a.m.**

I/We (note a) _____
of _____
being the registered holder(s) of _____ shares (note b)
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 of the Company to be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on
Friday, 23 August 2019 at 9:00 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 2 August 2019 on my/our behalf as directed below.**

Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meaning as defined in the Notice.

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 RESOLUTIONS		FOR	AGAINST
1.	To approve the Rights Issue and the transactions contemplated thereunder (including the Placing Agreement for the purpose of the Compensatory Arrangements) in terms as set out in Ordinary Resolution number 1 in the Notice, and to authorise any Directors to sign or execute such documents and do all such acts and things in connection with the implementation of or giving effect to or the completion of any matters relating to the Rights Issue, the Placing Agreement and the transactions contemplated thereunder as they may in their discretion consider to be necessary, appropriate, desirable or expedient to implement or to give effect to any matters relating to the Rights Issue.		
2.	To approve the Underwriting Agreement and the transactions contemplated thereunder in terms as set out in Ordinary Resolution number 2 in the Notice, and to authorise any Directors to sign or execute such documents and do all such acts and things in connection with the implementation of or giving effect to or the completion of any matters relating to the Underwriting Agreement and the transactions contemplated thereunder as they may in their discretion consider to be necessary, appropriate, desirable or expedient to implement or to give effect to any matters relating to the Underwriting Agreement.		
SPECIAL RESOLUTION		FOR	AGAINST
3.	To approve the Whitewash Waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong to the Underwriter and the parties acting in concert with it pursuant to the Code on Takeovers and Mergers from an obligation to make a general mandatory offer for all the issued shares of the Company not already owned by the Underwriter and the parties acting in concert with it as a result of the taking up of the Underwritten Shares pursuant to the Underwriting Agreement and to authorise the Directors to do all such things and acts and execute all documents which they consider necessary, appropriate, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver.		

Dated the _____ day of _____ 2019 Shareholder's signature _____

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 any of the resolutions set out above, please tick (“✓”) the box(es) marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the box(es) marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; 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 (i.e. 9:00 a.m. on 21 August 2019, Hong Kong time) 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).
- Any alteration made to this form should be initialled by the person who signs the form.