



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 (“SGM”) TO BE HELD ON
FRIDAY, 16 NOVEMBER 2018 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 SGM (or at any adjournment thereof) to be held at Boardroom,
18/F, China Building, 29 Queen’s Road Central, Hong Kong on Friday, 16 November 2018 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 resolution as hereunder indicated or, if no such indication is given, as my/our proxy/proxies thinks fit.

Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
To appoint KPMG as auditor of the Company to fill the vacancy following the resignation of BDO Limited, and to hold office until the conclusion of the next annual general meeting of the Company and authorise the board of directors of the Company to fix its remuneration.		

Signature(s) ^(Note 5) _____ Dated this _____ day of _____ 2018

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares in the capital of the Company registered in your name(s) to which the form of proxy is to relate. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED 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.
4. **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.**
5. 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.
6. In order 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 certified copy of such power of attorney or authority must be deposited at the office of the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event 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 will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire. In the event that you attend the meeting after having deposited a form of proxy, your form of proxy shall be deemed to be revoked.
7. In the case of joint holders, any one of such joint holders may attend and 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 person 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.
8. 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 authorized 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.