



CHINA RONGZHONG FINANCIAL HOLDINGS COMPANY LIMITED
中國融眾金融控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 03963)

**REVISED FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING
(OR AT ANY ADJOURNMENT THEREOF) TO BE HELD AT 10:30 A.M., ON WEDNESDAY, 2 MARCH 2022**

I/We (Note 1)

of _____
being the registered holder(s) of (Note 2) _____ ordinary shares of

China Rongzhong Financial Holdings Company Limited 中國融眾金融控股有限公司 (the “Company”), HEREBY APPOINT (Note 3) the Chairman of the extraordinary general meeting (the “Meeting”) of the Company or, _____

of _____
to act as my/our proxy to attend for me/us at the Meeting to be held at 10:30 a.m. on Wednesday, 2 March 2022 at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution(s) as set out in the notice convening the Meeting dated 10 February 2022 (the “Revised Notice of EGM”) and at the Meeting (or at any adjournment thereof), to vote for me/us in my/our name(s) in respect of the said resolution(s) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this revised form of proxy (the “Revised Proxy Form”) shall have the same meanings as those defined in the circular of the Company dated 24 January 2022, the clarification announcement of the Company regarding the circular, the notice of the EGM and proxy form and postponement of the EGM dated 8 February 2022 and the Revised Notice of EGM dated 10 February 2022.

ORDINARY RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
1	<p>(a) subject to the fulfillment of the terms and conditions set out in the agreement for sale and purchase dated 26 October 2021 (as supplemented by a supplemental agreement dated 6 December 2021) (the “Agreement for Sale and Purchase”, a copy of which has been produced to the Meeting and signed by the chairman of the Meeting (the “Chairman”) for identification purpose) entered into between the Company and Goldbond Group Holdings Limited (“Vendor”) in relation to the proposed acquisition (the “Acquisition”) of 51% of the issued share capital of the Target Company (as defined in the circular of the Company dated 24 January 2022 (“Circular”)), at the consideration of HK\$17,000,000, which shall be satisfied by the allotment and issue of Convertible Bonds (as defined below) and the Loan Note, the Agreement for Sale and Purchase and the transactions contemplated thereunder be and are hereby approved;</p> <p>(b) the issue of the interest-free convertible bonds in the principal amount of HK\$3,811,500 (the “Convertible Bonds”) and the allotment and issue of new ordinary shares of the Company to holder(s) of the Convertible Bonds upon the exercise of the conversion rights attaching to the Convertible Bonds (the “Conversion Shares”) by the Company be and are hereby approved; and</p> <p>(c) any one director of the Company be and is hereby authorised to do such acts and deeds in his/her sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Agreement for Sale and Purchase and the transactions contemplated thereunder.</p>		

Signature(s) (Note 5): _____

Date: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK Capitals**. The names of all joint holders (where applicable) should be stated.
- Please insert the number of Shares to which this proxy relates and registered in your name(s). If no number is inserted, this Revised Proxy Form will be deemed to relate to all the Shares registered in your name(s). If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the extraordinary general meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS REVISED PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS 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 THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either boxes 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 that referred to in the notice convening the Meeting.
- This Revised Proxy Form must be signed by you or your attorney duly authorized 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 duly authorized to sign the name.
- You are requested to lodge this Revised Proxy Form, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notary certified copy thereof, at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited (the “**Share Registrar**”) at Level 54, 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 the holding of the Meeting (i.e. not later than 10:30 a.m. on 28 February 2022) or any adjournment thereof, and in default, the Revised Proxy Form shall not be treated as valid.
- In the case of joint holders of any Share, only the person whose name stands first on the register may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she was solely entitled therein, but any one of the other joint holders may be appointed proxy to vote on behalf of such joint holders, and as such proxy to attend and vote at the Meeting.
- A Shareholder entitled to attend and vote at the Meeting (or at any adjournment of it) is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member but must attend the Meeting in person to represent you.
- Completion and return of the Original Proxy Form or the Revised Proxy Form (as the case may be) will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. If you attend and vote at the Meeting, the authority of your proxy is deemed to have been revoked.
Important: A Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar as defined in the proxy form is required to lodge the Revised Proxy Form if he or she or it wishes to appoint proxies to attend the Meeting on his or her or its behalf. In this case, the Original Proxy Form should NOT be lodged with the Share Registrar as defined in the proxy form.
Shareholders should further note that:
 - if no Original Proxy Form is lodged with the Share Registrar as defined in the proxy form and this Revised Proxy Form is lodged with the Company’s branch registrar at or prior to the Revised Proxy Closing Time, this Revised Proxy Form, if correctly completed and signed, will be treated as a valid form of proxy lodged by him or her or it. The proxy so appointed by the Shareholder will be entitled to vote at his or her or its discretion or to abstain on any resolution properly put to the Meeting in addition to those set out in the Revised Notice of EGM;
 - if both the Original Proxy Form and this Revised Proxy Form, in each case, correctly completed and signed, are lodged with the Share Registrar as defined in the proxy form at or prior to the Revised Proxy Closing Time, this Revised Proxy Form will be treated as a valid form of proxy lodged by the relevant Shareholder and the Original Proxy Form will be revoked and superseded; and
 - if the Original Proxy Form, has already been lodged with the Share Registrar as defined in the proxy form at or prior to the Revised Proxy Closing Time but no Revised Proxy Form is lodged with the Company’s branch registrar at or prior to the Revised Proxy Closing Time or if this Revised Proxy Form is lodged with the Company’s branch registrar after the Revised Proxy Closing Time or if the Revised Proxy Form is invalid for whatever reasons, the Original Proxy Form will be treated as valid form of proxy if correctly completed and signed. The proxy so appointed under the Original Proxy Form will be entitled to vote at his or her or its discretion or to abstain at the Meeting on the resolution as set out in the Revised Notice of EGM.
- References to time and dates in this Revised Proxy Form are to Hong Kong time and dates.
- 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 the Company/ Share Registrar at the above address.