



# 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: 3963)

### REVISED FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD AT 10:00 A.M. ON MONDAY, 29 AUGUST 2016

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ 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<sup>(Note 3)</sup> the Chairman of the annual 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 Bowen Room, Level 7, Conrad Hotel, 88 Queensway, Hong Kong on Monday, 29 August 2016 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting dated 13 July 2016 (the "Notice") and at the Meeting (or at any adjournment thereof), to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS |                                                                                                                                                                            | FOR <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------|
| 1                    | To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 March 2016.                |                         |                             |
| 2                    | (a) To re-elect Mr. Xie Xiaoqing as executive director of the Company and to authorise the board of directors of the Company ("Board") to fix his remuneration.            |                         |                             |
|                      | (b) To re-elect Mr. Ding Chung Keung Vincent as non-executive director of the Company and to authorise the Board to fix his remuneration.                                  |                         |                             |
|                      | (c) To re-elect Ms. Zou Lin as independent non-executive director of the Company and to authorise the Board to fix her remuneration.                                       |                         |                             |
| 3                    | To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board to fix their remuneration.                                                    |                         |                             |
| 4                    | To grant a general mandate to the Board to repurchase shares of the Company. <sup>(Note 5)</sup>                                                                           |                         |                             |
| 5                    | To grant a general mandate to the Board to allot and grant options over unissued shares of the Company. <sup>(Note 5)</sup>                                                |                         |                             |
| 6                    | To extend the general mandate granted to the Board to allot and grant options over unissued shares of the Company by the number of shares repurchased. <sup>(Note 5)</sup> |                         |                             |

Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_ 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 of the Company to which this revised form of proxy (the "Revised Form of Proxy") relates and registered in your name(s). If no number is inserted, this Revised Form of Proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the annual general meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS REVISED FORM OF PROXY MUST BE INITIALLED 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 RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, 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.
- The full text of the proposed resolutions appears in the Notice.
- This Revised Form of Proxy 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 Form of Proxy, 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 share registrar and transfer office of the Company, Tricor Investor Services Limited (the "Share Registrar"), at Level 22, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 or any adjournment thereof (the "Closing Time"), and in default, the Revised Form of Proxy 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 proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this Revised Form of Proxy 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.
- 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/Tricor Investor Services Limited at the above address.

**IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (THE "ORIGINAL FORM OF PROXY") WHICH WAS SENT TOGETHER WITH THE CIRCULAR AND THE NOTICE OF THE MEETING BOTH DATED 13 JULY 2016 SHOULD NOTE THAT:**

- If no Revised Form of Proxy is lodged with the Share Registrar, the Original Form of Proxy will be treated as a valid proxy form lodged by you if it has been signed and correctly completed. The proxy so appointed by you will be entitled to vote at his/her discretion or to abstain from voting on any resolution(s) properly put to the Meeting other than those referred to in the Notice of the Meeting and the Original Form of Proxy.
- If the Revised Form of Proxy is lodged with the Share Registrar before the Closing Time, the Revised Form of Proxy, if signed and correctly completed, will be treated as a valid proxy form lodged by you and will revoke and supersede the Original Form of Proxy previously lodged by you.
- If the Revised Form of Proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is neither signed nor correctly completed, the Revised Form of Proxy will be invalid. In such case, the Revised Form of Proxy will revoke the Original Form of Proxy previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the Original Form of Proxy or the invalid Revised Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, you are advised not to lodge the Revised Form of Proxy after the Closing Time. If you wish to vote at the Meeting, you will have to attend in person and vote at the Meeting yourself.