



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)

(the "Company")

PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF) TO BE HELD AT 10:30 A.M., ON TUESDAY, 9 JANUARY 2024

I/We ^(Note 1) _____ of _____

being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.01

each in the capital of the Company, HEREBY APPOINT the chairman of the extraordinary general meeting of the Company, or ^(Note 3) _____ of (address) _____

to act as my/our proxy to attend for and vote for me/us in my/our name and on my/our behalf at the extraordinary general meeting of the Company (the "Meeting") to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Tuesday, 9 January 2024 at 10:30 a.m. (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 15 December 2023 (the "Notice") and at such Meeting (or at any adjournment thereof), to vote for me/us in my/our name(s) and on my/our behalf in respect of the following resolutions as indicated below; and if no such indication is given, as my/our proxy(ies) think(s) fit:

ORDINARY RESOLUTIONS)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>(a) subject to the fulfilment of the terms and conditions set out in the Acquisition Agreement (as defined in the circular of the Company dated 15 December 2023 (the "Circular")) (a copy of the Acquisition Agreement has been produced to the meeting and marked "A" and signed by the chairman of the meeting for identification purposes), the Acquisition Agreement and the transactions contemplated thereunder be and are hereby approved;</p> <p>(b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Consideration Shares (as defined in the Circular), subject to and in accordance with the terms and conditions set out in the Acquisition Agreement; and</p> <p>(c) the directors of the Company be and are hereby authorised to do such acts and deeds in their sole and absolute discretion and opinion deemed expedient and appropriate to implement and give effect to the Acquisition Agreement and the transactions contemplated thereunder and to make immaterial amendments and variations to the Acquisition Agreement.</p>		
2.	<p>(a) subject to the fulfilment of the terms and conditions set out in the Subscription Agreement (as defined in the circular of the Company dated 15 December 2023 (the "Circular")) (a copy of the Subscription Agreement has been produced to the meeting and marked "B" and signed by the chairman of the meeting for identification purposes), the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved;</p> <p>(b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares (as defined in the Circular), subject to and in accordance with the terms and conditions set out in the Subscription Agreement; and</p> <p>(c) the directors of the Company be and are hereby authorised to do such acts and deeds in their sole and absolute discretion and opinion deemed expedient and appropriate to implement and give effect to the Subscription Agreement and the transactions contemplated thereunder and to make immaterial amendments and variations to the Subscription Agreement.</p>		

Signature(s) ^(Note 5) _____

Date: _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The name of all joint holders (where applicable) should be stated.
- Please insert the number of shares of the Company ("Share(s)") to which this proxy relates and registered in your name(s). If no number is inserted, this 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 you wish to appoint a proxy other than the chairman of the Meeting, please strike out "the chairman of the extraordinary general meeting of the Company, or" and insert the name and address of the person you wish to appoint in **BLOCK CAPITALS** in the space provided. If you are a holder of two or more shares of the Company, you may appoint one or more proxies to attend and vote at the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 Proxy Form 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 duly authorised to sign the name.
- You are requested to lodge this 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 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, 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 Sunday, 7 January 2024) or any adjournment thereof, and in default, the 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 this Proxy Form 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.
- References to time and dates in this 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 authorised 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.