

RaffAello-Astrum Financial Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8333)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

This form of proxy is for use by shareholders of RaffAello-Astrum Financial Holdings Limited (the "Company") at the extraordinary general meeting of the Company (the "EGM") to be held at Room 2704, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Friday, 2 September 2022 at 11:00 a.m. or at any adjournment thereof.

I/We ^(Note 1) _____ of _____

being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the share capital of the Company hereby appoint _____

of _____ or failing him/her, the chairman of the EGM ^(Note 3) as my/our proxy to attend and vote for me/us on my/our behalf at the EGM or at any adjournment thereof on the resolutions as set out in the notice convening the EGM (the "Notice") as directed below or, if no such direction is given, as my/our proxy shall think fit.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	a. To approve, ratify and confirm the Settlement Deed (as defined in the Notice) and the transactions contemplated thereunder, including the Equity Disposal (as defined in the Notice), the Share Buy-back (as defined in the Notice), and the Termination (as defined in the Notice), and to authorise the Directors (as defined in the Notice) to do all such acts and things and execute all such documents, where they consider necessary, desirable or expedient for the implementation of and giving effect to the Settlement Deed and the transactions contemplated thereunder.		
	b. To approve the Equity Disposal and the transactions contemplated thereunder, and to authorise any Director to sign and execute such documents and to take all such acts and things incidental to the Equity Disposal or as he/she considers necessary, desirable or expedient to implement or give effect to the Equity Disposal and the transactions contemplated thereunder.		
	c. Subject to the approval having been granted by the Executive (as defined in the Notice), to approve the Share Buy-back and the transactions contemplated thereunder, and to authorise any Director to sign and execute such documents and to take all such acts and things incidental to the Share Buy-back or as he/she considers necessary, desirable or expedient to implement or give effect to the Share Buy-back and the transactions contemplated thereunder.		
	d. To approve the Termination and the transactions contemplated thereunder, and to authorise any Director to sign and execute such documents and to take all such acts and things incidental to the Termination or as he/she considers necessary, desirable or expedient to implement or give effect to the Termination and the transactions contemplated thereunder.		
2.	Conditional upon the passing of the ordinary resolution numbered 1 as set out in the Notice, and subject to the application for the waiver to be granted by the Executive to Autumn Ocean (as defined in the Notice) pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on the Takeovers and Mergers from its obligation to make a mandatory general offer for all the issued shares and all outstanding share options of the Company not already owned by the Autumn Ocean Concert Group (as defined in the Notice) as a result of the Share Buy-back, to approve the Whitewash Waiver (as defined in the Notice).		
SPECIAL RESOLUTION		FOR ^(note 4)	AGAINST ^(note 4)
3.	Subject to the passing of the ordinary resolutions numbered 1 and 2 as set out in the Notice and the entry of the new name and dual foreign name of the Company in the register of companies maintained by the Registrar of Companies in the Cayman Islands, to approve the Change of Company Name (as defined in the Notice), and to authorise any one or more of the Directors to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the implementation of and to give effect to the Change of Company Name and the transactions ancillary thereto.		

Dated this _____ day of _____ 2022

Signature of Shareholder(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) registered in your name(s) to which this form of proxy relates. 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).
- If any proxy other than the chairman of the EGM is preferred, please delete the words "or failing him/her, the chairman of the EGM" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than the resolutions referred to in the Notice.
- 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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share in the capital of the Company, any one of such holders may vote at the EGM either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose names any share stands shall be deemed joint holders thereof.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. at or before 11:00 a.m. on Wednesday, 31 August 2022) or any adjournment thereof and in default thereof this form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- A shareholder entitled to attend and vote at the EGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
- Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.
- * Full text of the resolutions is set out in the Notice which is contained in the circular of the Company dated 17 August 2022 and despatched to the shareholders of the Company together with this form of proxy.

This form of proxy is made in English and Chinese. In case of inconsistency, the English version shall prevail.

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 EGM (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.