



# China Fortune Financial Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 290)

Website: <http://www.290.com.hk>

## SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We <sup>(note a)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the holder(s) of <sup>(note b)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the share capital of China Fortune Financial Group Limited (the “Company”) hereby appoint the chairman of the annual general meeting of the Company (the “Meeting”) or \_\_\_\_\_ <sup>(note c)</sup> to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Units No. 4102-06, 41/F, COSCO Tower, 183 Queen’s Road Central, Hong Kong on Tuesday, 27 September 2022 at 11:00 a.m. and at any adjournment thereof in respect of the resolutions (the “Resolutions”) set out in the notice (the “Notice”) convening the Meeting and supplemented notice (the “Supplemented Notice”) convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditor of the Company for the year ended 31 March 2022		
2.	(a) To re-elect Dr. LIU Zhiwei (“Dr. Liu”) as an executive Director		
	(b) To re-elect Ms. SUN Qing as an executive Director		
	(c) To re-elect Mr. HAN Hanting as a non-executive Director		
	(d) To re-elect Mr. WU Ling as a non-executive Director		
	(e) To re-elect Mr. LIU Haoyuan (“Mr. Liu”) as a non-executive Director		
	(f) To re-elect Mr. LIU Xin as an independent non-executive Director		
	(g) To re-elect Mr. ZHAO Gen (“Mr. Zhao”) as an independent non-executive Director		
	(h) To authorize the board of Directors (the “Board”) to fix the Directors’ remuneration		
	(i) To grant power to the Board to appoint additional Director(s)		
3.	To re-appoint BDO Limited as auditor of the Company and to authorize the Board to fix their remuneration		
4.	To grant a general mandate to the Board to allot, issue and deal with shares of the Company by not exceeding 20% of the total number of issued shares of the Company as at the date of the Meeting <sup>(note e)</sup>		
5.	To grant a general mandate to the Board to repurchase shares of the Company by not exceeding 10% of the total number of issued shares of the Company as at the date of the Meeting <sup>(note e)</sup>		
6.	To extend the mandate granted to the Board under Resolution number 4 above by including the number of shares repurchased by the Company pursuant to Resolution number 5 above <sup>(note e)</sup>		
SPECIAL RESOLUTION		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
7.	To consider and approve the proposed amendments to the memorandum of association and articles of association of the Company and to adopt the amended and restated memorandum of association and articles of association of the Company <sup>(note e)</sup>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2022 Shareholder’s signature <sup>(note g)</sup> \_\_\_\_\_

- Notes:
- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. All names of all joint registered holders should be stated.
  - Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy (“**Second Proxy Form**”) 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 Meeting is preferred, please delete the words “the chairman of the annual general meeting of the Company (the “**Meeting**”) or” and insert the name and address of the person appointed as proxy in the space provided.
  - Important: If you wish to vote for the Resolution, please indicate with an “✓” in the box marked “FOR”. If you wish to vote against the Resolution, please indicate with an “✓” in the box marked “AGAINST”.** Failure to mark either box in the manner as aforesaid will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the Notice or the Supplemented Notice.
  - The full text of the Resolutions are set out in the Notice and the Supplemented Notice.
  - In the case of a joint registered holders of any share, this Second Proxy Form may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first in the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
  - The Second Proxy Form must be signed by you, or your attorney duly authorised in writing, or if the shareholder is a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person duly authorised.
  - To be valid, this Second Proxy Form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the above Meeting (i.e. not later than Sunday, 25 September 2022 at 11:00 a.m.) or any adjournment thereof.
  - A proxy need not be a shareholder of the Company but must attend the relevant meeting in person to represent you.
  - Any alteration made to this Second Proxy Form should be initiated by the person who signs on it.
  - A shareholder who has not yet lodged the first proxy form to the accompanies circular of the Company dated 29 July 2022 (the “**First Proxy Form**”) with the Company’s branch share registrar and transfer office in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company’s branch share registrar and transfer office in Hong Kong.
  - A shareholder who has already lodged the First Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong should note that:
    - If no Second Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting (including, if properly put, resolutions for the re-election of Dr. Liu as an executive Director, Mr. Liu as a non-executive Director and Mr. Zhao as an independent non-executive Director as set out in the supplemental circular to the shareholders dated 8 September 2022) except for the resolution(s) to which the shareholder has indicated his/her voting direction in the First Proxy Form.
    - If the Second Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
    - If the Second Proxy Form is lodged with the Company’s branch share registrar and transfer office in Hong Kong less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof, or if lodged not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with the Company’s branch share registrar and transfer office in Hong Kong. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company’s branch share registrar and transfer office in Hong Kong by not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.