



# GOLDIN FINANCIAL HOLDINGS LIMITED

## 高銀金融(集團)有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 530)

### FORM OF PROXY FOR THE SPECIAL GENERAL MEETING TO BE HELD ON THURSDAY, 12 JULY 2018 AND ANY ADJOURNMENT THEREOF

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares (the "Shares") of HK\$0.10 each  
in the capital of Goldin Financial Holdings Limited (the "Company"), hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_ the chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us at the special general meeting of the Company (the "SGM") to be held at Board Room, 25/F, Goldin  
Financial Global Centre, 17 Kai Cheung Road, Kowloon Bay, Hong Kong on Thursday, 12 July 2018 at 3:00 p.m. and at any adjournment thereof  
on the resolutions referred to in the notice of the SGM dated 25 June 2018 (the "SGM Notice") (with or without modifications) as indicated below:

	Ordinary Resolutions <sup>(Note 5)</sup>	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the GF Disposal Agreement and the transactions contemplated thereunder; and to authorise any one Director (or any two Directors or a Director together with the Company Secretary of the Company if the affixing of the common seal of the Company is necessary) to do or take all acts, things and steps necessary, appropriate, desirable or expedient in his/her/their opinion to approve and implement and/or give effect and/or complete any matters relating to or in connection with the GF Disposal Agreement and the transactions contemplated thereunder (including, without limitation, the affixing of common seal of the Company).		
2.	To approve, confirm and ratify the RR Disposal Agreement and the transactions contemplated thereunder; and to authorise any one Director (or any two Directors or a Director together with the Company Secretary of the Company if the affixing of the Common seal of the Company is necessary) to do or take all acts, things and steps necessary, appropriate, desirable or expedient in his/her/their opinion to approve and implement and/or give effect and/or complete any matters relating to or in connection with the RR Disposal Agreement and the transactions contemplated thereunder (including, without limitation, the affixing of common seal of the Company).		
3.	To approve, confirm and ratify the GE Acquisition Agreement and the transactions contemplated thereunder; and to authorise any one Director (or any two Directors or a Director together with the Company Secretary of the Company if the affixing of the common seal of the Company is necessary) to do or take all acts, things and steps necessary, appropriate, desirable or expedient in his/her/their opinion to approve and implement and/or give effect and/or complete any matters relating to or in connection with the GE Acquisition Agreement and the transactions contemplated thereunder (including, without limitation, the affixing of common seal of the Company).		

Date: \_\_\_\_\_ 2018 Signed <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name(s) 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 form of proxy will be deemed to relate to all the Shares 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 meeting or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialed by the person(s) who signs it.
- Please indicate with a "✓" in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolutions or will abstain, at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution (or amendment thereto) properly put to the meeting other than those set out in the notice of the SGM.
- The full text of the resolutions including definitions of the capitalised terms is set out in the SGM 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 duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand first in the register of members of the Company in respect of the joint holding.
- To be valid, this form of proxy 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 branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM (not later than Tuesday, 10 July 2018 at 3:00 p.m., Hong Kong time) or any adjournment thereof.
- A shareholder who is holder of two or more Shares may appoint one or more proxies to attend the meeting and vote for him provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.

#### 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 Privacy Compliance Officer of Tricor Secretaries Limited at the above address.

\* for identification purposes only