民銀資本
CMBC CAPITAL HOLDINGS LIMITED

CMBC CAPITAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1141)

Form of proxy for use at the special general meeting to be held on Wednesday, 12 January 2022 at 9:30 a.m. (or at any adjourned meeting thereof)

I/We *(note 1)* ____________________

of ____________________

being the registered holder(s) of *(note 2)* ____________________ ordinary share(s) of HK$0.01 each (the "**Existing Shares**") in the existing issued share capital (prior to the forty-to-one share consolidation as disclosed in the Company's circular dated 9 December 2021) of CMBC Capital Holdings Limited (the "**Company**"), HEREBY APPOINT the chairman of the special general meeting, or *(note 3)* ____________________

of ____________________

as my/our proxy to attend and act for me/us at the special general meeting of the Company to be held at 45/F, One Exchange Square, 8 Connaught Place, Central, Hong Kong on 12 January 2022 at 9:30 a.m. (the "**Meeting**") (or at any adjourned meeting thereof) for the purpose of considering and, if thought fit, pass with or without amendments the resolution (the "**Resolution**") as set out in the notice convening the Meeting and at the Meeting (or at any adjourned meeting thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 22 December 2021.

	ORDINARY RESOLUTION	FOR *(note 4)*	AGAINST *(note 4)*
1.	To approve the Service Agreement and the transactions contemplated thereunder, and the Proposed Annual Caps.		

Signature(s) *(Note 5)*: ____________________ Date: ____________________

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.

2. Please insert the number of Shares registered in your name(s) to which this 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).

3. If any proxy other than the chairman of the Meeting is preferred, please strike out the "the chairman of the special general meeting, or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.

4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE BOXES MARKED "AGAINST"**. If no direction is given, the proxy will vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

5. The full text of the Resolution is set out in the notice of the special general meeting of the Company dated 22 December 2021.

6. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at a general meeting of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. A proxy need not be a member of the Company. In addition, a proxy or proxies representing a member of the Company is/are entitled to exercise the same powers on behalf of the member of the Company which he/she/it represents as such member of the Company could exercise.

7. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

8. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the special general meeting or adjourned meeting thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

9. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

10. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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 Tengis Limited at the above address.