



中達金融集團有限公司
Central Wealth Financial Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

**Form of proxy for use at the extraordinary general meeting
to be held on Thursday, 30 June 2016 at 11:00 a.m. (or such time immediately following the conclusion
(or adjournment) of the annual general meeting of the Company to be held on the same day and at the
same place) (or at any adjourned meeting thereof)**

I/We¹ _____
of _____
being the registered holder(s) of _____ ordinary shares² of
HK\$0.001 each in the share capital of Central Wealth Financial Group Limited (the “Company”) HEREBY APPOINT the Chairman
of the meeting³, or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (“EGM”) to be
held at Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. (or
such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same
day and at the same place) on 30 June 2016 (or at any adjournment thereof) in respect of the undermentioned resolution as indicated.

	ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
1	To approve the Agreement and the transactions contemplated thereunder including but not limited to the allotment and issue of the Consideration Shares ^(Note 10)		

Dated this _____ day of _____ 2016.

Signature(s)⁵ _____

Notes:

1. Full name(s) and address(es) (as shown in the register of members of the Company) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company registered in your name(s). 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, delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4. Please indicate with a “✓” in the spaces provided opposite to the resolution how you wish your proxy to vote on your behalf. In the absence of such indication, your proxy may vote for or against the resolution or may abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. 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 any officer or attorney or other person duly authorised.
6. 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. 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 thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the said meeting or any adjourned meeting.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.
10. The full text of the resolution is set out in the notice convening the EGM.