



大眾金融控股有限公司*

PUBLIC FINANCIAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 626)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 18 MARCH 2016

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.10 each
in the capital of the above-named company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**
or ^(Note 3) _____
of _____
as my/our proxy to vote and act for me/us at the annual general meeting to be held at Harbour Room, Mezzanine Floor, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 18 March 2016 at 11:00 a.m. (and at any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below ^(Note 4) and, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS | | FOR ^(Note 4) | AGAINST ^(Note 4) |
|----------------------|---|-------------------------|-----------------------------|
| (1) | To receive, consider and adopt the audited financial statements and the reports of the directors and auditors for the financial year ended 31 December 2015 | | |
| (2) | (i) To re-elect Mr. Lai Wan as director | | |
| | (ii) To re-elect Mr. Tang Wing Chew as director | | |
| | (iii) To re-elect Dato' Chang Kat Kiam as director | | |
| | (iv) To authorise the board of directors to fix the remuneration of the directors | | |
| (3) | To re-appoint Messrs. Ernst & Young as auditors and to authorise the board of directors to fix their remuneration | | |
| (4) | To give a general mandate to the directors to repurchase shares of the Company | | |
| (5) | To give a general mandate to the directors to allot and issue new shares of the Company | | |
| (6) | To extend the general mandate to the directors to issue new shares by the number of shares repurchased | | |

Dated this the _____ day of _____ 2016

Signed ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING or" here inserted 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 WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast your votes 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.
- 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 under its common seal or under the hand of any 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- 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 branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting).
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only