



**MOMENTUM FINANCIAL  
HOLDINGS LIMITED**  
**正乾金融控股有限公司**  
(Incorporated in Bermuda with limited liability)

(Stock Code: 1152)

## Second Form of Proxy

**Form of proxy for use by shareholders of Momentum Financial Holdings Limited at the annual general meeting to be convened on Thursday, 27 June 2019 at 11:00 a.m. (or any adjournment thereof).**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
ordinary shares of par value HK\$0.005 each in the capital of Momentum Financial Holdings Limited (the “Company”), hereby appoint the  
Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy<sup>(Note 3)</sup> at the annual general meeting of the Company to be held at Room 2407, 24/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Thursday, 27 June 2019 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf in respect of the following resolutions as indicated.

Please indicate with a “✓” in the spaces provided how you wish your vote(s) to be cast on a poll.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To receive and adopt the audited financial statements, director’s reports and independent auditor’s report of the Company for the year ended 31 December 2018.		
2.	(A) To re-elect Mr. Huang Jian as an executive director of the Company.		
	(B) To re-elect Mr. Chong Yu Keung as a non-executive director of the Company.		
	(C) To re-elect Mr. Yeh Tung Ming as an independent non-executive director of the Company.		
	(D) To re-elect Mr. Zhang Hua as an independent non-executive director of the Company.		
	(E) To authorize the board of directors to fix the directors’ remuneration.		
3.	To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditor and authorise the directors to fix its remuneration.		
4.	(A) To approve the repurchase by the Company of its own shares.		
	(B) To give a general mandate to the directors to issue additional shares.		
	(C) To extend the general mandate in Ordinary Resolution No 4(B).		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2019

Shareholder’s Signature: \_\_\_\_\_ <sup>(Notes 4 and 5)</sup>

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint 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 will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint a proxy of his choice who need not be a member of the Company. If such an appointment is made, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- In the case of joint holders this second form of proxy must be signed by the member whose name stands first on the register of members of the Company.
- This second form of proxy must be signed by the appointer, or his attorney duly authorised in writing, or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion.
- To be valid, this second 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 must be deposited at the Company’s branch share registrar in Hong Kong, 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 holding the Meeting or any adjournment thereof (as the case may be).
- Any alterations made in this form should be initialled.
- At the Meeting or at any adjournment thereof, the Chairman of the Meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy or (being corporation) is present by a duly authorised representative shall have one vote for every share of which he is the holder.
- A Shareholder who has already lodged the First Form of Proxy with the Share Registrar should note that:
  - if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Form of Proxy and, in respect of the resolutions for the proposed re-election of Mr. Huang Jian and Mr. Chong Yu Keung as the executive Director and the non-executive Director, respectively, as set out in the supplemental notice of the AGM and the Second Form of Proxy, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;
  - if the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy, if correctly completed, will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder;
  - if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Form of Proxy will be invalid. The proxy so appointed by the Shareholder under the First Form of Proxy, if correctly complete, will be entitled to vote in the manner as mentioned in (i) above as if no Second Form of Proxy was lodged with the Share Registrar.
- Completion and return of this second form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.