



# 亞洲金融集團(控股)有限公司\*

## Asia Financial Holdings Ltd.

Incorporated in Bermuda with limited liability

(Stock Code: 662)

### PROXY FORM (ANNUAL GENERAL MEETING – 7TH MAY 2014)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_  
shares of HK\$1.00 each in the share capital of Asia Financial Holdings Limited (“Company”), HEREBY APPOINT <sup>(note 3)</sup> the Chairman of  
the Meeting or <sup>(note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (“Meeting”) of the Company to be held at 16th Floor, Worldwide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 7th May 2014 at 12:00 noon and at any adjournment thereof in respect of the resolutions set out in the Notice of the Meeting as indicated below.

RESOLUTIONS		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>
1.	To receive and consider the audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31st December 2013.		
2.	To declare a final dividend of HK4.5 cents per share.		
3.	(a) To re-elect Dr. CHAN Yau Hing Robin as Director.		
	(b) To re-elect Mr. WONG Kok Ho as Director.		
	(c) To re-elect Mr. SOPHONPANICH Choedchu as Director.		
	(d) To re-elect Mr. SIAO Chi Lam Kenneth as Director.		
	(e) To re-elect Dr. WONG Yu Hong Philip as Director.		
	(f) To re-elect Mr. YAMAGUCHI Yoshihiro as Director.		
	(g) To elect Mr. TANAKA Junichi as a non-executive Director.		
4.	To approve the Directors’ fees (Chairman: HK\$80,000; each Director: HK\$60,000) and certain Board Committees’ fees (chairman: HK\$30,000; each committee member: HK\$20,000).		
5.	To re-appoint Ernst & Young as Auditors of the Company and authorise the Board of Directors to fix their remuneration.		
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of its issued share capital.		
7.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of its issued share capital.		
8.	To extend the general mandate granted under Resolution 7 by adding thereto the shares repurchased by the Company pursuant to Resolution 6.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signature <sup>(note 8)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of joint holders needs to sign (but see note 7 below).
- Please insert the number of shares of the Company to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member entitled to attend and vote at the Meeting is entitled to appoint another person as proxy to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company, but must attend the Meeting in person to represent you. A member may appoint a proxy in respect of part only of his/her shareholding in the Company.
- If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting or” herein inserted and put the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (✓) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (✓) THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his/her votes at his/her discretion.
- To be valid, this proxy form, together with any power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the principal place of business of the Company at 16th Floor, Worldwide House, 19 Des Voeux Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Where there are joint holders of any share of the Company, any one of such holders may vote at the Meeting either personally, or by proxy, in respect of such share of the Company, but if more than one of such joint holders be present at the Meeting personally or by proxy that one of the said holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote. The completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish, and the appointment of the proxy will be revoked if you vote in person at the Meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.

\* For identification purposes only