



寶新金融集團有限公司

GLORY SUN FINANCIAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01282)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING TO BE HELD ON 24 NOVEMBER 2022 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) shares ("Shares") of HK\$0.10
each in the share capital of Glory Sun Financial Group Limited (the "Company") hereby appoint the chairman of the extraordinary general meeting of the
Company (the "EGM") or _____
of _____

to act as my/our proxy ^(Note 3) to attend and act for my/our behalf at the EGM to be held at Unit 1908, 19/F., Tower 2, Lippo Centre, No. 89 Queensway,
Admiralty, Hong Kong on Thursday, 24 November 2022 at 11:00 a.m. or at any adjournment thereof and to vote on my/our behalf in respect of the
resolutions as set out in the notice of the EGM dated 31 October 2022 (the "EGM Notice") as hereunder indicated, or if no indication is given, as my/our
proxy thinks fit. Capitalised terms used herein shall have the same meanings as ascribed to them in the EGM notice.

Please indicate with a "✓" in the appropriate boxes provided below how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
1.	To consider and, if thought fit, to approve THAT: (a) every twenty (20) existing issued and unissued ordinary Shares of HK\$0.1 each (the "Existing Shares") in the share capital in the Company be consolidated (the "Share Consolidation") into one (1) consolidated share of HK\$2.0 each (the "Consolidated Shares"). Such Consolidated Shares shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum and the articles of association of the Company; (b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner on such terms as the directors of the Company (the "Directors") may think fit; (c) immediately following the Share Consolidation, the authorised share capital of the Company will be changed from HK\$50,000,000,000 divided into 500,000,000,000 Existing Shares to HK\$50,000,000,000 divided into 25,000,000,000 Consolidated Shares; and (d) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.		
2.	To consider and, if thought fit, to approve THAT: Ms. Zhao Yizi be and is hereby re-elected as an independent non-executive Director.		
SPECIAL RESOLUTION		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
3.	To consider and, if thought fit, to approve THAT: (a) (i) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation which is not sold for the benefit of the Company (if any) be cancelled; and (ii) the par value of each issued Consolidated Share be reduced from HK\$2.0 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$1.99 on each of the then issued Consolidated Share (the "Capital Reduction"); (b) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$2.0 each will be sub-divided (the "Share Sub-division") into 200 new shares of par value of HK\$0.01 each (the "New Shares"); (c) following the Capital Reduction, the credit arising from the Capital Reduction be applied towards setting off against the balance of the accumulated losses of the Company in a manner as permitted by the memorandum and the articles of association of the Company and the Companies Act as consolidated and revised and other applicable laws; (d) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank <i>pari passu</i> in all respects with each other and each shall have rights and privileges and be subject to the restrictions as contained in the memorandum and the articles of association of the Company; (e) immediately following the Capital Reduction and the Share Sub-division, the authorised share capital of the Company will be changed from HK\$50,000,000,000 divided into 25,000,000,000 Consolidated Shares to HK\$50,000,000,000 divided into 5,000,000,000,000 New Shares; and (f) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Sub-division.		

* Full texts of the resolutions are set out in the notice of the EGM.

Dated this _____ day of _____, 2022.

Signature ^(Note 7) _____

1. Full name(s) and address(es) to be inserted in **BLOCK LETTERS** as shown in the register of members of the Company.
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 of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the EGM as your proxy, please delete the words “the chairman of the extraordinary general meeting of the Company (the “EGM”) or” and insert the name and address of the person appointed in the space provided. A member of the Company is entitled to attend and vote at the EGM is entitled to appoint in written form one or, if he/she/it is the holder of two or more shares, more proxies to attend and vote instead of him/her/it.
4. If you wish to vote for any of the resolutions set out above, please tick “√” the boxes marked “FOR”. If you wish to vote against any of the resolutions, please tick “√” the boxes “AGAINST”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her/its direction.
5. All resolutions will be put to vote by way of poll at the EGM. Every member of the Company (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her/its votes or cast all the votes he/she/it uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
6. 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 an officer or attorney or other person duly authorised.
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 certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
8. For the purpose of determining members who are qualified for attending the EGM, the register of members of the Company will be closed from Thursday, 17 November 2022 to Thursday, 24 November 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office at the above address by no later than 4:30 p.m. on Wednesday, 16 November 2022.
9. Completion of delivery of a form of proxy will not preclude you from attending and voting at the EGM and, in such event, your form of proxy shall be deemed to be revoked.
10. Any alternation made to this form must be initialed by the person who signs the form.

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 EGM (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 authorised 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 or the Company’s Hong Kong branch share registrar and transfer office at the above address.